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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Amendment No. 4

to

**SCHEDULE 13E-3**

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**RULE 13e-3 TRANSACTION STATEMENT  
(Under Section 13(e) of the Securities Exchange Act of 1934)**

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**ANTERO MIDSTREAM PARTNERS LP**

(Name of the Issuer)

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Antero Midstream Partners GP LLC  
Antero Midstream GP LP  
AMGP GP LLC  
Antero IDR Holdings LLC  
Arkrose Midstream Preferred Co LLC  
Arkrose Midstream Newco Inc.  
Arkrose Midstream Merger Sub LLC  
Antero Resources Corporation  
Warburg Pincus Private Equity VIII, L.P.  
Warburg Pincus Netherlands Private Equity VIII C.V. I  
WP-WPVIII Investors, L.P.  
Warburg Pincus Private Equity X O&G, L.P.  
Warburg Pincus X Partners, L.P.  
WP-WPVIII Investors GP L.P.  
Warburg Pincus X, L.P.  
Warburg Pincus X GP L.P.  
WPP GP LLC  
Warburg Pincus Partners, L.P.  
Warburg Pincus Partners GP LLC  
Warburg Pincus & Co.  
Warburg Pincus LLC  
Charles R. Kaye  
Joseph P. Landy  
Yorktown Energy Partners V, L.P.  
Yorktown Energy Partners VI, L.P.  
Yorktown Energy Partners VII, L.P.  
Yorktown Energy Partners VIII, L.P.  
Paul Rady  
Mockingbird Investments LLC  
Glen C. Warren, Jr.  
Canton Investment Holdings LLC  
(Name of Person(s) Filing Statement)

**Common Units Representing Limited Partner Interests**

(Title of Class of Securities)

**03673L 103**

(CUSIP Number of Class of Securities)

Glen C. Warren, Jr.  
1615 Wynkoop Street  
Denver, Colorado 80202  
(303) 357-7310

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

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Copies to:

Douglas E. McWilliams  
Lande A. Spottswood  
Vinson & Elkins L.L.P.  
1001 Fannin Street, Suite 2500  
Houston, Texas 77002-6760  
713-758-2222

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This statement is filed in connection with (check the appropriate box):

- (a)  The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- (b)  The filing of a registration statement under the Securities Act of 1933.
- (c)  A tender offer.
- (d)  None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

**Calculation of Filing Fee**

<u>Transaction Valuation*</u>	<u>Amount of Filing Fee**</u>
\$5,561,008,451.46	\$673,995

\* **Calculated solely for the purpose of determining the filing fee.** The Transaction Value was calculated as follows: the product of (a) \$29.73, the average of the high and low prices of the common units of Antero Midstream Partners LP ("AM") as reported on the New York Stock Exchange on November 1, 2018 and (b) 187,050,402, the estimated maximum number of common units of AM that may be exchanged for the merger consideration in the merger of AM with a wholly owned subsidiary of Antero Midstream GP LP ("AMGP").

\*\* In accordance with Rule 0-11(c)(1), the filing fee was calculated by multiplying 0.0001212 by the Transaction Valuation.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

Amount Previously Paid: \$673,995

Filing Party: Antero Midstream GP LP

Form or Registration No.: Form S-4 (Registration No. 333-228156)

Date Filed: November 5, 2018

## INTRODUCTION

This Amendment No. 4 (this “Amendment”) to Rule 13e-3 Transaction Statement on Schedule 13E-3 (this “Schedule”) is being filed by: (1) (a) Antero Midstream Partners LP (“AM”), the issuer of common units representing limited partner interests in AM that are the subject of the Rule 13e-3 transaction, (b) Antero Midstream Partners GP LLC, the general partner of AM (“AMP GP,” and, together with AM, the “AM Parties”), (2) (a) Antero Midstream GP LP (“AMGP”), (b) AMGP GP LLC, the general partner of AMGP (“AMGP GP”), (c) Antero IDR Holdings LLC (“IDR Holdings”), (d) Arkrose Midstream Preferred Co LLC (“Preferred Co”), (e) Arkrose Midstream Newco Inc. (“NewCo”), (f) Arkrose Midstream Merger Sub LLC (“Merger Sub,” and together with AMGP, AMGP GP, IDR Holdings, Preferred Co and NewCo, the “AMGP Parties”), (3) Antero Resources Corporation (“Antero Resources”), (4) (a) Warburg Pincus Private Equity VIII, L.P. (“WPPE”), (b) Warburg Pincus Netherlands Private Equity VIII C.V. I (“WPNPE”), (c) WP-WPVIII Investors, L.P. (“WPWP”), (d) Warburg Pincus Private Equity X O&G, L.P. (“WPPEX”), (e) Warburg Pincus X Partners, L.P. (“WPXP”), (f) WP-WPVIII Investors GP L.P. (“WPWP GP”), (g) Warburg Pincus X, L.P. (“WPX”), (h) Warburg Pincus X GP L.P. (“WPX GP”), (i) WPP GP LLC (“WPP GP”), (j) Warburg Pincus Partners, L.P. (“WPP LP”), (k) Warburg Pincus Partners GP LLC (“WPP GP LLC”), (l) Warburg Pincus & Co. (“WP”), (m) Warburg Pincus LLC (“WP LLC”), (n) Charles R. Kaye, and (o) Joseph P. Landy (together with WPPE, WPNPE, WPWP, WPPEX, WPXP, WPWP GP, WPX, WPX GP, WPP GP, WPP LP, WPP GP LLC, WP, WP LLC and Mr. Kaye, “Warburg”), (5) (a) Yorktown Energy Partners V, L.P. (“YEP V”), (b) Yorktown Energy Partners VI, L.P. (“YEP VI”), (c) Yorktown Energy Partners VII, L.P. (“YEP VII”), and (d) Yorktown Energy Partners VIII, L.P. (“YEP VIII,” and together with YEP V, YEP VI, YEP VII, and YEP VIII, “Yorktown,” and together with Warburg, the “Sponsor Holders”), (6) Paul Rady, Mockingbird Investments LLC (“Mockingbird”), Glen C. Warren, Jr. and Canton Investment Holdings LLC (“Canton,” and together with Paul Rady, Mockingbird and Glen C. Warren, Jr., the “Management Holders”). This Schedule relates to the Simplification Agreement, dated as of October 9, 2018, by and among AMGP GP, AMGP, IDR Holdings, Preferred Co, NewCo, Merger Sub, AMP GP, and AM (the “Simplification Agreement”).

AMGP has filed with Securities and Exchange Commission a registration statement on Form S-4 (the “Form S-4”), which contains a joint proxy statement and a prospectus (the “proxy statement/prospectus”) and constitutes (i) a prospectus of AMGP under Section 5 of the Securities Act of 1933, as amended (the “Securities Act”), with respect to AMGP (or its successor entity) securities to be issued pursuant to the Simplification Agreement, (ii) a notice of meeting and a proxy statement of AMGP under Section 14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with respect to the special meeting of AMGP shareholders, at which AMGP shareholders will be asked to consider and vote on, among other matters, a proposal to approve the Simplification Agreement and the transactions contemplated thereby and (iii) a notice of meeting and a proxy statement of AM under Section 14(a) of the Exchange Act with respect to the special meeting of AM unitholders, at which AM unitholders will be asked to consider and vote on a proposal to approve the Simplification Agreement and the transactions contemplated thereby. A copy of the Form S-4 is attached hereto as Exhibit (a)(3) and a copy of the Simplification Agreement is attached as Annex A to the proxy statement/prospectus. All references in this Schedule to Items numbered 1001 to 1016 are references to Items contained in Regulation M-A under the Exchange Act.

The cross-references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the proxy statement/prospectus of the information required to be included in response to the items of Schedule 13E-3. The information contained in the proxy statement/prospectus, including all annexes thereto and documents incorporated by reference therein, is hereby expressly incorporated herein by reference. As of the date hereof, the proxy statement/prospectus is in preliminary form and is subject to completion. Terms used but not defined in this Schedule shall have the meanings given to them in the proxy statement/prospectus.

The Rule 13e-3 Transaction Statement on Schedule 13E-3 (together with the exhibits and annexes thereto and as amended and supplemented from time to time, the “Schedule 13E-3”), was originally filed with the Securities and Exchange Commission (the “SEC”) on November 5, 2018 by AMGP. Due to the large number of exhibits to be filed with the Schedule 13E-3, this Amendment is being filed to file electronically Exhibits (c)(67) through (c)(75) to Item 16 herein which were not filed with the original Schedule 13E-3. Unless set forth below, all previous Items of the Schedule 13E-3 are unchanged.

**Item 16. Exhibits.**

**Regulation M-A Item 1016**

- (a)(1) Letter to Common Unitholders of Antero Midstream Partners LP, incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018.
- (a)(2) Notice of Special Meeting of Common Unitholders of Antero Midstream Partners LP, incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018.
- (a)(3) Joint Proxy Statement/Prospectus of Antero Midstream Partners LP and Antero Midstream GP LP, incorporated herein by reference to the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018
- (b)(1) Amended and Restated Credit Agreement, dated as of October 26, 2017, among Antero Midstream Partners LP and certain of its subsidiaries, certain lenders party thereto, Wells Fargo Bank, National Association, as administrative agent, l/c issuer and swingline lender and the other parties thereto (incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed on November 1, 2017).
- (b)(2) First Amendment and Joinder Agreement, dated as of October 31, 2018, among Antero Midstream Partners LP and certain of its subsidiaries, certain lenders party thereto, Wells Fargo Bank, National Association, as administrative agent, l/c issuer and swingline lender and the other parties thereto (incorporated by reference to Exhibit 10.5 to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018).
- (c)(1) Fairness Opinion of the AM Conflicts Committee's Financial Advisor, dated October 8, 2018, incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018.
- (c)(2) Fairness Opinion of the AMGP Conflicts Committee's Financial Advisor, dated October 9, 2018, incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018.
- (c)(3) Fairness Opinion of the AR Special Committee's Financial Advisor, dated October 8, 2018, incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018.
- (c)(4)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated March 1, 2018.
- (c)(5)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated March 22, 2018.
- (c)(6)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated April 3, 2018.
- (c)(7)\* Presentation prepared by Goldman Sachs & Co. LLC to the Board of Directors of AMGP GP LLC, dated April 7, 2018.
- (c)(8)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated April 10, 2018.
- (c)(9)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated April 10, 2018.



- (c)(33)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated August 30, 2018.
- (c)(34)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated September 6, 2018.
- (c)(35)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated September 13, 2018.
- (c)(36)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated September 21, 2018.
- (c)(37)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated September 24, 2018.
- (c)(38)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated October 3, 2018.
- (c)(39)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated October 6, 2018.
- (c)(40)\* Presentation prepared by Goldman Sachs & Co. LLC to the Conflicts Committee of the Board of Directors of AMGP GP LLC, dated October 8, 2018.
- (c)(41)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated March 22, 2018.
- (c)(42)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated March 30, 2018.
- (c)(43)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated April 10, 2018.
- (c)(44)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated April 19, 2018.
- (c)(45)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated June 12, 2018.
- (c)(46)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated June 21, 2018.
- (c)(47)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated July 3, 2018.
- (c)(48)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated July 6, 2018.
- (c)(49)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated July 8, 2018.
- (c)(50)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated July 22, 2018.
- (c)(51)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated August 1, 2018.
- (c)(52)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated August 22, 2018.
- (c)(53)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated August 28, 2018.
- (c)(54)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated September 17, 2018.
- (c)(55)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated September 23, 2018.

- (c)(56)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 1, 2018.
- (c)(57)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 5, 2018.
- (c)(58)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 6, 2018.
- (c)(59)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 7, 2018.
- (c)(60)\* Supplemental Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 7, 2018.
- (c)(61)\* Presentation prepared by Robert W. Baird & Co. Incorporated to the Special Committee of the Board of Directors of Antero Resources Corporation, dated October 8, 2018.
- (c)(62)\* Presentation prepared by Morgan Stanley & Co. LLC to the Board of Directors of Antero Midstream Partners GP LLC, dated March 20, 2018.
- (c)(63)\* Presentation prepared by Morgan Stanley & Co. LLC to the Board of Directors of Antero Midstream Partners GP LLC, dated August 9, 2018.
- (c)(64)\* Joint Presentation prepared by J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC to the Board of Directors of Antero Resources Corporation, dated February 21, 2018.
- (c)(65)\* Presentation prepared by J.P. Morgan Securities LLC to the Board of Directors of Antero Resources Corporation, dated March 22, 2018.
- (c)(66)\* Presentation prepared by J.P. Morgan Securities LLC to the Board of Directors of Antero Resources Corporation, dated August 9, 2018.
- (c)(67)\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated June 17, 2018.
- (c)(68)\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated June 19, 2018.
- (c)(69)\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated June 20, 2018.
- (c)(70)\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated June 28, 2018.
- (c)(71)\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated June 30, 2018.
- (c)(72)\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated July 12, 2018.
- (c)(73)\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated July 14, 2018.
- (c)(74)\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated August 14, 2018.

- (c)(75)\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated August 14-15, 2018.
- (c)(76)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated August 26, 2018.
- (c)(77)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated August 26, 2018.
- (c)(78)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated August 31, 2018.
- (c)(79)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 1, 2018.
- (c)(80)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 2, 2018.
- (c)(81)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 17, 2018.
- (c)(82)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 20, 2018.
- (c)(83)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 23, 2018.
- (c)(84)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated September 28, 2018.
- (c)(85)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated October 2, 2018.
- (c)(86)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated October 6, 2018.
- (c)(87)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated October 8, 2018.
- (c)(88)\*\*\* Presentation prepared by Tudor Pickering Holt & Co. Advisors LLP to the Conflicts Committee of Antero Midstream Partners LP, dated October 8, 2018.
- (c)(89)\*\*\* Discussion Materials of Citigroup Global Markets Inc. for the Sponsor Holders, dated September 10, 2018.
- (c)(90)\*\*\* Discussion Materials of Citigroup Global Markets Inc. for the Sponsor Holders affiliated with Warburg Pincus LLC, dated September 12, 2018.
- (c)(91)\*\*\* Discussion Materials of Citigroup Global Markets Inc. for the Sponsor Holders, dated September 13, 2018.
- (d)(1) Simplification Agreement, dated as of October 9, 2018, by and among AMGP GP LLC, Antero Midstream GP LP, Antero IDR Holdings LLC, Arkrose Midstream Preferred Co LLC, Arkrose Midstream NewCo Inc., Arkrose Midstream Merger Sub LLC, Antero Midstream Partners GP LLC and Antero Midstream Partners LP., incorporated herein by reference to the proxy statement/prospectus included in the Registration Statement on Form S-4 filed by Antero Midstream GP LP with the Securities and Exchange Commission on November 5, 2018
- (f)(1) Agreement of Limited Partnership, dated as of November 10, 2014, by and between Antero Resources Midstream Management LLC, as the General Partner, and Antero Resources Corporation, as the Organizational Limited Partner (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed on November 17, 2014).
- (f)(2)\*\*\* Delaware Code Title 6 § 17-212.
- (g) None

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\* Previously filed

\*\* Filed herewith

\*\*\* To be filed by amendment



**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 5, 2018

**ANTERO MIDSTREAM PARTNERS LP**

By: Antero Midstream Partners GP LLC, its general partner

By: /s/ Alwyn A. Schopp  
Name: Alwyn A. Schopp  
Title: Chief Administrative Officer, Regional Senior Vice  
President and Treasurer

Dated: November 5, 2018

**ANTERO MIDSTREAM PARTNERS GP LLC**

By: /s/ Alwyn A. Schopp  
Name: Alwyn A. Schopp  
Title: Chief Administrative Officer, Regional Senior Vice  
President and Treasurer

Dated: November 5, 2018

**ANTERO MIDSTREAM GP LP**

By: AMGP GP LLC, its general partner

By: /s/ Alwyn A. Schopp  
Name: Alwyn A. Schopp  
Title: Chief Administrative Officer, Regional Senior Vice  
President and Treasurer

Dated: November 5, 2018

**AMGP GP LLC**

By: /s/ Alwyn A. Schopp  
Name: Alwyn A. Schopp  
Title: Chief Administrative Officer, Regional Senior Vice  
President and Treasurer

Dated: November 5, 2018

**ANTERO IDR HOLDINGS LLC**

By: Antero Midstream GP LP, its managing member  
By: AMGP GP LLC, its general partner

By: /s/ Alwyn A. Schopp  
Name: Alwyn A. Schopp  
Title: Chief Administrative Officer, Regional Senior Vice  
President and Treasurer

Dated: November 5, 2018

**ARKROSE MIDSTREAM PREFERRED CO LLC**

By: Antero Midstream GP LP, its sole member  
By: AMGP GP LLC, its general partner

By: /s/ Alwyn A. Schopp  
Name: Alwyn A. Schopp  
Title: Chief Administrative Officer, Regional Senior Vice  
President and Treasurer

Dated: November 5, 2018

**ARKROSE MIDSTREAM NEWCO INC.**

By: /s/ Alwyn A. Schopp  
Name: Alwyn A. Schopp  
Title: Chief Administrative Officer, Regional Senior Vice  
President and Treasurer

Dated: November 5, 2018

**ARKROSE MIDSTREAM MERGER SUB LLC**

By: Arkrose Midstream NewCo Inc., its sole member

By: /s/ Alwyn A. Schopp  
Name: Alwyn A. Schopp  
Title: Chief Administrative Officer, Regional Senior Vice  
President and Treasurer

Dated: November 5, 2018

**ANTERO RESOURCES CORPORATION**

By: /s/ Alwyn A. Schopp  
Name: Alwyn A. Schopp  
Title: Chief Administrative Officer, Regional Senior Vice  
President and Treasurer

Dated: November 5, 2018

**WARBURG PINCUS PRIVATE EQUITY VIII, L.P.**

By: Warburg Pincus Partners, L.P., its general partner  
By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WARBURG PINCUS NETHERLANDS PRIVATE EQUITY  
VIII C.V. I**

By: Warburg Pincus Partners, L.P., its general partner

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WP-WPVIII INVESTORS, L.P.**

By: WP-WPVIII Investors GP L.P., its general partner

By: WPP GP LLC, its general partner

By: Warburg Pincus Partners, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WARBURG PINCUS PRIVATE EQUITY X O&G, L.P.**

By: Warburg Pincus X, L.P., its general partner

By: Warburg Pincus X GP L.P., its general partner

By: WPP GP LLC, its general partner

By: Warburg Pincus Partners, L.P., its managing member

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WARBURG PINCUS X PARTNERS, L.P.**

By: Warburg Pincus X, L.P., its general partner  
By: Warburg Pincus X GP L.P., its general partner  
By: WPP GP LLC, its general partner  
By: Warburg Pincus Partners, L.P., its managing member  
By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WP-WPVIII INVESTORS, GP L.P.**

By: WPP GP LLC, its general partner  
By: Warburg Pincus Partners, L.P., its managing member  
By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WARBURG PINCUS X, L.P.**

By: Warburg Pincus X GP L.P., its general partner  
By: WPP GP LLC, its general partner  
By: Warburg Pincus Partners, L.P., its managing member  
By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WARBURG PINCUS X GP L.P.**

By: WPP GP LLC, its general partner  
By: Warburg Pincus Partners, L.P., its managing member  
By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WPP GP LLC**

By: Warburg Pincus Partners, L.P., its managing member  
By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WARBURG PINCUS PARTNERS, L.P.**

By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WARBURG PINCUS PARTNERS GP LLC**

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WARBURG PINCUS & CO.**

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

Dated: November 5, 2018

**WARBURG PINCUS LLC**

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Managing Director

Dated: November 5, 2018

**CHARLES R. KAYE**

By: /s/ Charles R. Kaye

Name: Charles R. Kaye

Dated: November 5, 2018

By: Robert B. Knauss, Attorney-in-Fact\*

**JOSEPH P. LANDY**

By: /s/ Joseph P. Landy

Name: Joseph P. Landy

By: Robert B. Knauss, Attorney-in-Fact\*

Dated: November 5, 2018

**YORKTOWN ENERGY PARTNERS V, L.P.**

By: Yorktown V Company LLC, its General Partner

By: /s/ W. Howard Keenan, Jr.

Name: W. Howard Keenan, Jr.

Title: Member

Dated: November 5, 2018

\* The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the SEC on July 12, 2016 as an exhibit to a beneficial ownership report on Schedule 13D filed by Warburg Pincus LLC with respect to WEX Inc. and is hereby incorporated by reference.

**YORKTOWN ENERGY PARTNERS VI, L.P.**

By: Yorktown VI Company LP, its General Partner  
By: Yorktown VI Associates LLC, its General Partner

By: /s/ W. Howard Keenan, Jr.  
Name: W. Howard Keenan, Jr.  
Title: Member

Dated: November 5, 2018

**YORKTOWN ENERGY PARTNERS VII, L.P.**

By: Yorktown VII Company LP, its General Partner  
By: Yorktown VII Associates LLC, its General Partner

By: /s/ W. Howard Keenan, Jr.  
Name: W. Howard Keenan, Jr.  
Title: Member

Dated: November 5, 2018

**YORKTOWN ENERGY PARTNERS VIII, L.P.**

By: Yorktown VIII Company LP, its General Partner  
By: Yorktown VIII Associates LLC, its General Partner

By: /s/ W. Howard Keenan, Jr.  
Name: W. Howard Keenan, Jr.  
Title: Member

Dated: November 5, 2018

By: /s/ Paul M. Rady  
Name: Paul M. Rady

Dated: November 5, 2018

**MOCKINGBIRD INVESTMENTS LLC**

By: /s/ Paul M. Rady  
Name: Paul M. Rady  
Title: Manager

Dated: November 5, 2018

By: /s/ Glen C. Warren, Jr.

Name: Glen C. Warren, Jr.

Dated: November 5, 2018

**CANTON INVESTMENT HOLDINGS LLC**

By: /s/ Glen C. Warren, Jr.

Name: Glen C. Warren, Jr.

Title: Manager



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# Project Alpine

Special Committee Materials

June 17, 2018

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MERCHANT BANKING

# Table of Contents

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Antero Situation Overview	I
Midstream and Appalachia Market Backdrop	II
Financial Projections	III
AM Financial Analysis	IV
AMGP Financial Analysis	V
Analysis of Transaction	VI
Pro Forma Impact	VII
Pro Forma Trading Analysis	VIII
After-Tax Pro Forma Impact Supplemental Materials	IX
<i>Appendix</i>	

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## I. Antero Situation Overview

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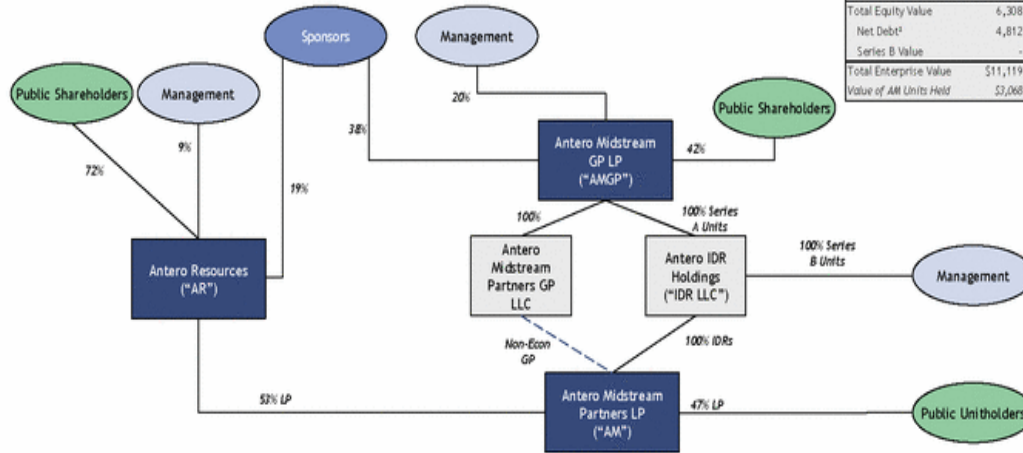
# Summary of Proposal from AMGP

Proposal Component	Description
Exchange Ratio	<ul style="list-style-type: none"> <li>■ AM Common Units will be exchanged for 1.6 AMGP shares</li> <li>■ Represents a 1.0% discount to current spot XR as of June 8, 2018</li> <li>■ Based on prices as of February 23, 2018, offer implies a 16% premium to AM's closing price and 4% premium to 30-day VWAP</li> <li>■ Based on prices as of June 7, 2018, implies a 7% premium to AM's 30-day VWAP</li> </ul>
Class B Valuation	<ul style="list-style-type: none"> <li>■ Class B units will be exchanged for 18.5mm AMGP shares</li> <li>■ Implies ~\$353mm valuation at market close as of June 8, 2018</li> </ul>
Pro Forma Ownership Splits	<ul style="list-style-type: none"> <li>■ Pro forma for transaction equity ownership breakdown as follows:                             <ul style="list-style-type: none"> <li>□ AM Unitholders: ~59.5%</li> <li>□ AMGP Shareholders: ~36.8%</li> <li>□ Series B Unitholders: ~3.7%</li> </ul> </li> </ul>
Rationale for Transaction	<ul style="list-style-type: none"> <li>■ <b>Streamlined Transaction Structure</b> <ul style="list-style-type: none"> <li>□ Single, publicly-traded midstream corporation</li> <li>□ Alignment of management incentives between AM unitholders, AMGP shareholders and Series B unitholders</li> </ul> </li> <li>■ <b>Improved Financial Performance</b> <ul style="list-style-type: none"> <li>□ Elimination of IDR's will reduce PF AMGP's cost of capital relative to SQ entity</li> <li>□ Elimination of Series B will increase cash available for distribution to PF equity owners</li> <li>□ Expected elimination of cash taxes payable by PF AMGP through 5-year forecast as a result of the tax basis "step-up" attributable to the Transaction and additional depreciation generated from capital investment</li> </ul> </li> <li>■ <b>Enhanced Trading Metrics</b> <ul style="list-style-type: none"> <li>□ PF AMGP will have larger float and greater liquidity</li> <li>□ Larger potential investor base given institutional investor preference for traditional C-corp structure</li> <li>□ New shares should, over time, be eligible for inclusion in major indices further expanding investor universe</li> </ul> </li> </ul>

# Antero Entities Ownership Overview

(\$ in millions, unless otherwise noted)

## Organizational Structure Overview



Metric	AR	AM	AMGP
Price (as of 6/8/2018)	\$19.62	\$30.84	\$19.08
Fully Diluted Shares O/S	322	188	186
Market Equity Value	6,308	5,800	3,553
GP Equity Value	-	3,553	-
Total Equity Value	6,308	9,352	3,553
Net Debt <sup>2</sup>	4,812	1,301	(14)
Series B Value	-	-	93
Total Enterprise Value	\$11,119	\$10,654	\$3,538
Value of AM Units Held		\$3,068	

	Sponsor/Management Ownership												
	AR			AM			AMGP - Series A			AMGP - Series B <sup>(1)</sup>			Total Aggregate Investment
	# Shares (000s)	Value (\$MM)	% Outstanding	# Units (000s)	Value (\$MM)	% Outstanding	# Shares (000s)	Value (\$MM)	% Outstanding	Units (000s)	Value (\$MM)	% Outstanding	
Warburg Pincus LLC	46,609	\$914	14.7%	-	-	-	55,110	\$1,051	29.6%	-	-	-	\$1,966
Yorktown Partners LLC	12,905	\$253	4.1%	-	-	-	15,534	\$296	8.3%	-	-	-	\$550
<b>Total Sponsor</b>	<b>59,514</b>	<b>\$1,168</b>	<b>18.8%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>70,644</b>	<b>\$1,348</b>	<b>37.9%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>\$2,516</b>
Paul Rady	16,350	\$321	5.2%	303	\$9	0.2%	19,997	\$382	10.7%	48	\$53	57.1%	\$765
Glen Warren	10,823	\$212	3.4%	207	\$6	0.1%	14,931	\$285	8.0%	32	\$35	38.1%	\$539
Other	3	\$0	0.0%	353	\$11	0.2%	2,937	\$56	1.6%	4	\$4	4.8%	\$71
<b>Total Management</b>	<b>29,787</b>	<b>\$533</b>	<b>8.6%</b>	<b>863</b>	<b>\$27</b>	<b>0.5%</b>	<b>37,865</b>	<b>\$722</b>	<b>20.3%</b>	<b>84</b>	<b>\$93</b>	<b>100.0%</b>	<b>\$1,375</b>
<b>TOTAL</b>	<b>89,301</b>	<b>\$1,701</b>	<b>27.3%</b>	<b>863</b>	<b>\$27</b>	<b>0.5%</b>	<b>108,509</b>	<b>\$2,070</b>	<b>58.3%</b>	<b>84</b>	<b>\$93</b>	<b>100.0%</b>	<b>\$3,891</b>

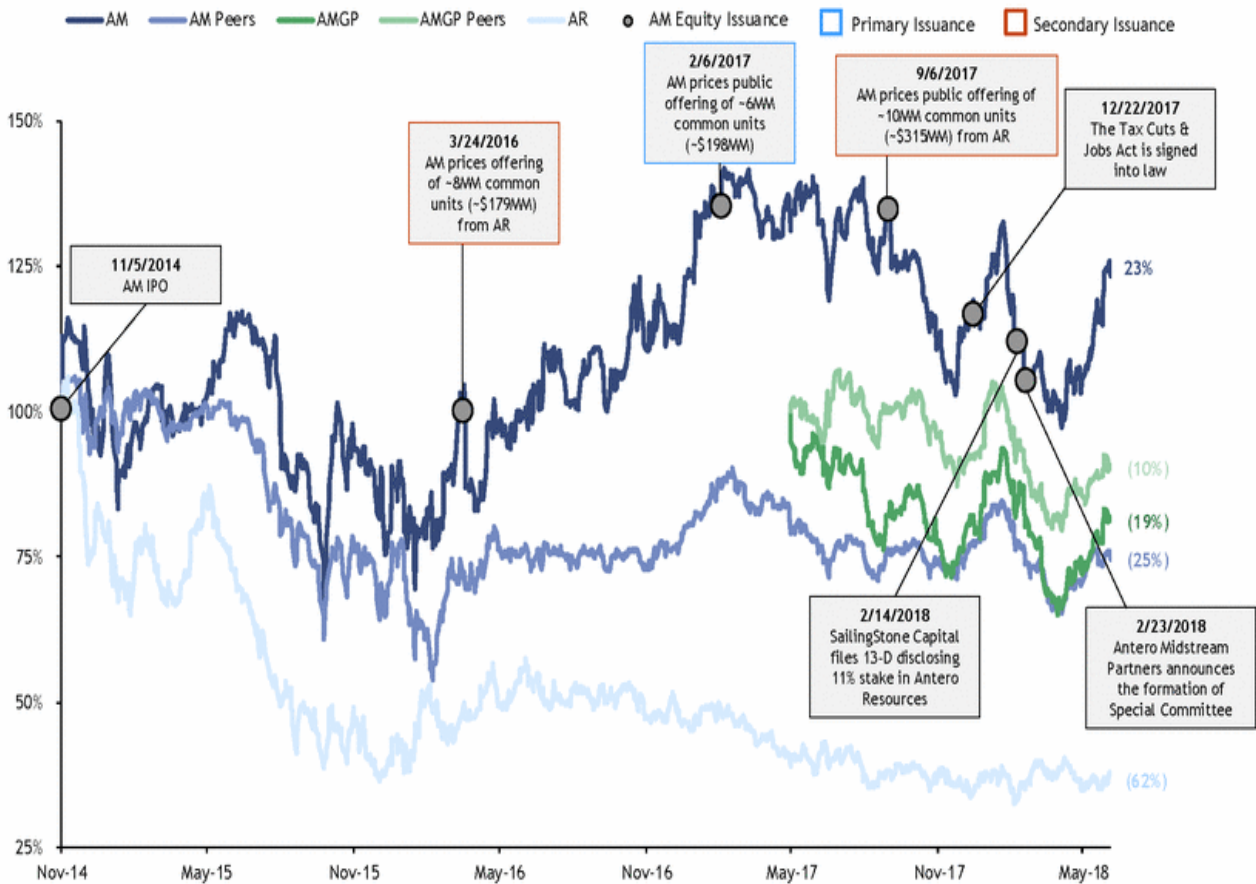
Source: Company filings, FactSet as of 6/8/18.

- (1) 50% of Series B remain invested; remaining 50% will vest half on 12/31/2018 and half on 12/31/2019. All shares automatically vest upon the liquidation of IDR LLC. Value based on 6% of AMGP equity value above \$2,000mm.
- (2) AR net debt consolidates for AM.

# Antero Midstream Timeline

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Relative Performance Since AM IPO (11/5/2014)<sup>(1,2)</sup>



Source: Company filings, FactSet as of 6/8/18.

Note: AM peers include BPMP, CNXM, DM, EQM, HESM, NBLX, SHLX, WES, and VLP. AMGP peers include EQGP and WGP.

Note: AM peer selection considered EBP sponsored MLPs and high-growth MLPs, categorized as such if current - 2022E distribution growth CAGR is greater than 10%.

(1) Indexed values reflect total return on investment. Distributions and dividends reinvested at current market price on date paid.

(2) AM price performance indexed to IPO price of \$25.00 and AMGP price performance indexed to IPO price of \$23.50.

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# Historical XR & Distribution Comparison

Since AMGP IPO (5/4/17)

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(\$ in millions, unless otherwise noted)

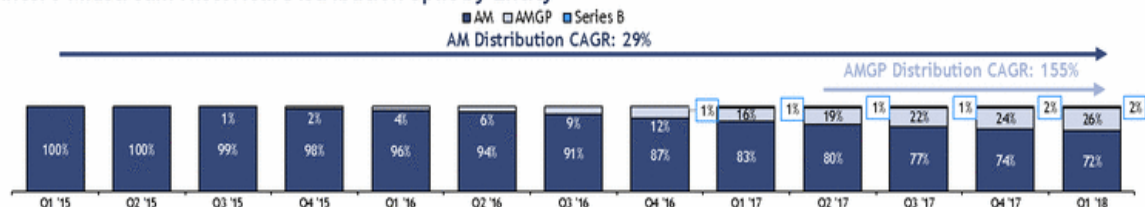
## Historical AM/AMGP Exchange Ratio



Sample Adjusted XR Calculation	
AMGP Shares Outstanding	189.2
AMGP Price	\$19.08
AMGP Market Value	\$3,553
Series B Threshold	\$2,000
Redemption Right	4.0%
Implied Series B Valuation	\$93
AMGP Equity Value Including Series B	\$3,646
Series B Conversion Units	18.5
AMGP Units Outstanding Including Series B	204.7
Adj. AMGP Share Price	\$17.81
Current AM Share Price	\$30.84
<b>Adjusted XR</b>	<b>1.732x</b>

Period	Spot XR	Adj. XR	Proposal % Premium / (Discount)
Proposal	-	1.600x	-
Current	1.616x	1.732x	(7.6%)
3-Month Average (Current)	1.571x	1.689x	(5.3%)
30 Day Average (Current)	1.570x	1.685x	(5.0%)
2/23/2018	1.380x	1.479x	8.2%
3-Month Average (at 2/23/2018)	1.484x	1.588x	0.7%
30 Day Average at 2/23/2018	1.444x	1.543x	3.7%
Since AMGP IPO Average	1.556x	1.666x	(4.0%)

## Antero Midstream Historical Distribution Split by Entity<sup>(1)</sup>



	Q1 '15	Q2 '15	Q3 '15	Q4 '15	Q1 '16	Q2 '16	Q3 '16	Q4 '16	Q1 '17	Q2 '17	Q3 '17	Q4 '17	Q1 '18
AM LP	\$27 / \$0.18	\$29 / \$0.19	\$36 / \$0.21	\$39 / \$0.22	\$41 / \$0.24	\$44 / \$0.25	\$47 / \$0.27	\$50 / \$0.28	\$56 / \$0.30	\$60 / \$0.32	\$63 / \$0.34	\$68 / \$0.37	\$73 / \$0.39
AMGP <sup>(2)</sup>	-	-	\$0	\$1	\$2	\$3	\$5	\$7	\$11	\$5 / \$0.05	\$11 / \$0.06	\$14 / \$0.08	\$20 / \$0.11
Series B	-	-	-	-	-	-	-	\$0	\$1	\$1	\$1	\$1	\$2

Source: Company filings, FactSet as of 6/8/18.

(1) AM CAGR is calculated from Q1'15 to Q1'18. AMGP CAGR is calculated from Q2'17 to Q1'18 based on initial post-IPO distribution grossed up for full quarter.

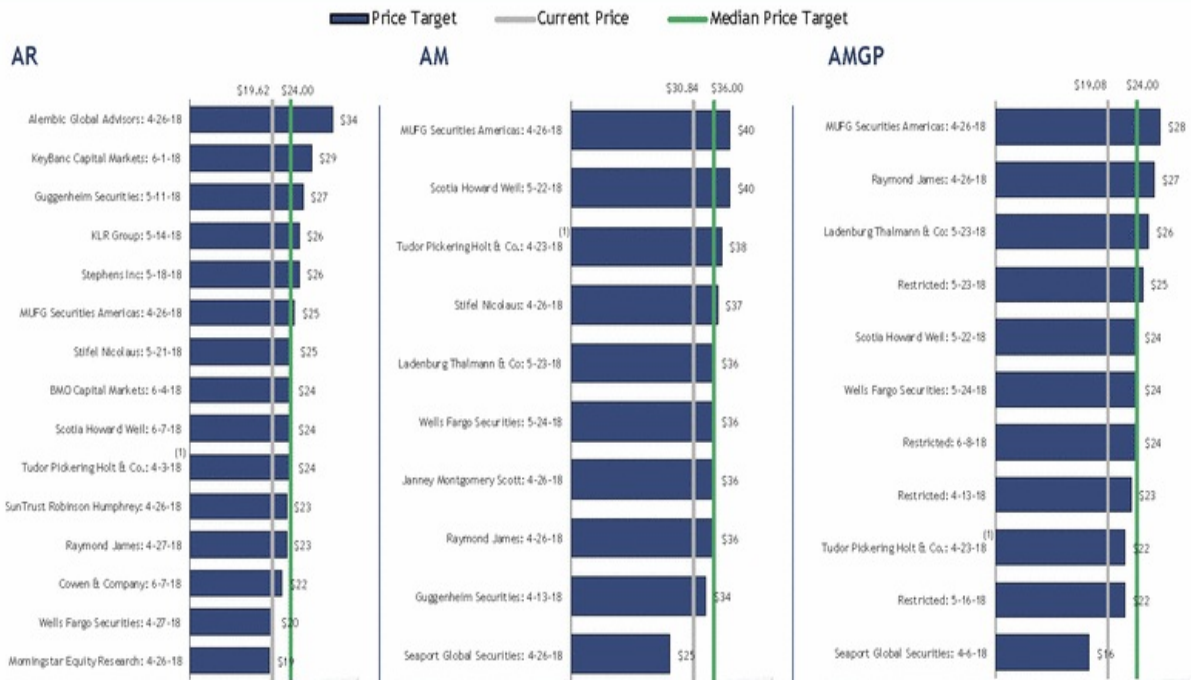
(2) AMGP attributable distribution per AM LP unit pre-IPO, AMGP CAFD B declared distribution post-IPO.

(3) Adjusted to reflect proposed Series B conversion, with AMGP share price calculated as [AMGP equity value + ([AMGP equity value - \$28] x 6%)] / [AMGP fully diluted shares outstanding + 18.5mm].

(4) Proposal % Premium / (Discount) calculated as premium / (discount) between current proposal (1.600x) and adjusted XR.

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# Analyst Perspectives on Situation



"AR delivered better than expected 1Q18 results on stronger margins and a big gain on gas marketing for the quarter. While guidance would indicate the marketing gain is likely not repeatable, the company's upstream operations are getting incrementally more efficient driven by longer laterals and larger pads, and the company remains on track for 20% volume growth in 2018."

Jefferies, 5/01/2018

"We see AM as well positioned to capitalize on AR growth, especially as the organic opportunity set appears deep with >3,300 economic drilling. We expect stout throughput volume growth to support distribution CAGR of 28-30% through 2020 with continued robust growth thereafter, all while maintaining solid coverage. Superior distribution growth, a strong B/S, and substantial coverage differentiate AM from peers, in our view."

J.P. Morgan, 2/26/2018

"While there are several permutations, we've analyzed two scenarios: (1) AM acquires AMGP and (2) AMGP acquires AM (our analysis assumes a 10% premium under each scenario). Regardless of which way the transaction goes, we estimate the pro forma entity could grow its cash flows at a five-year CAGR of 19%, with better alignment to AR."

Wells Fargo, 5/03/2018

Source: Broker research commentary. FactSet as of 6/18/18.  
(1) TPH Research restricted on 4/17/18.



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## II. Midstream and Appalachia Market Backdrop

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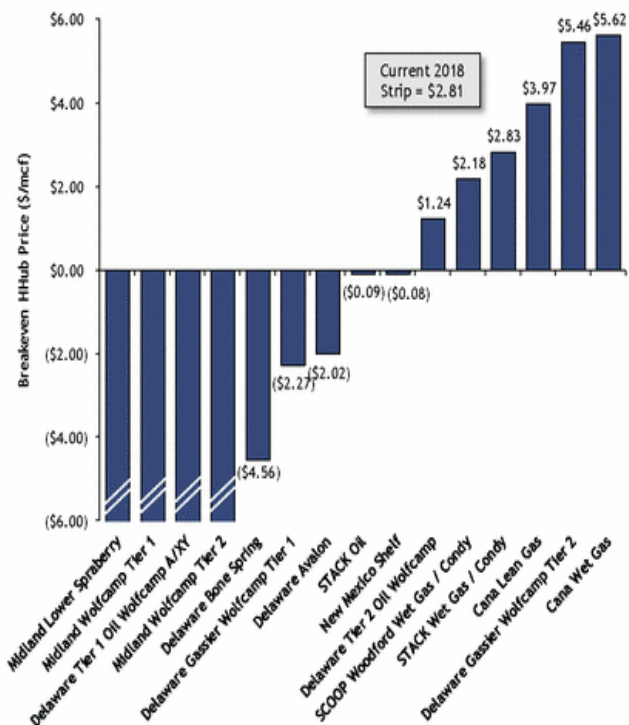
# Natural Gas Supply Overview

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Associated Gas from Oily Plays Accounts for Significant Contribution to Gas Supply Growth

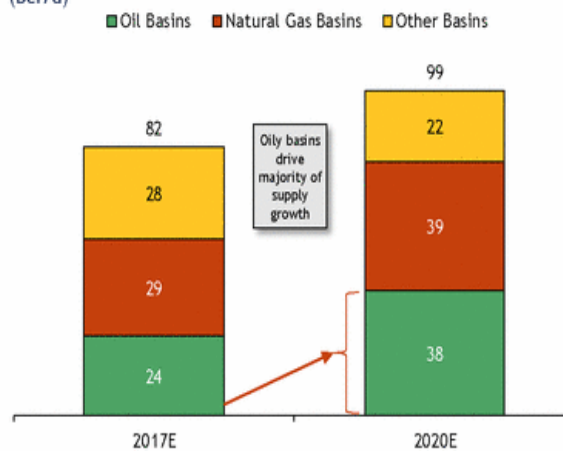
## HHUB Gas Breakevens in Permian & SCOOP / STACK

30% After Tax Rate of Return at \$55/bbl WTI<sup>(1)</sup>



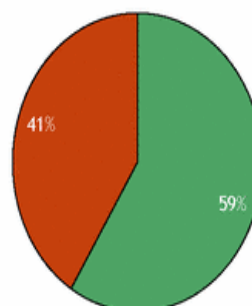
## US Natural Gas Production

(Bcf/d)



## Contribution to US Natural Gas Production Growth

(2017E-2020E)<sup>(2)</sup>



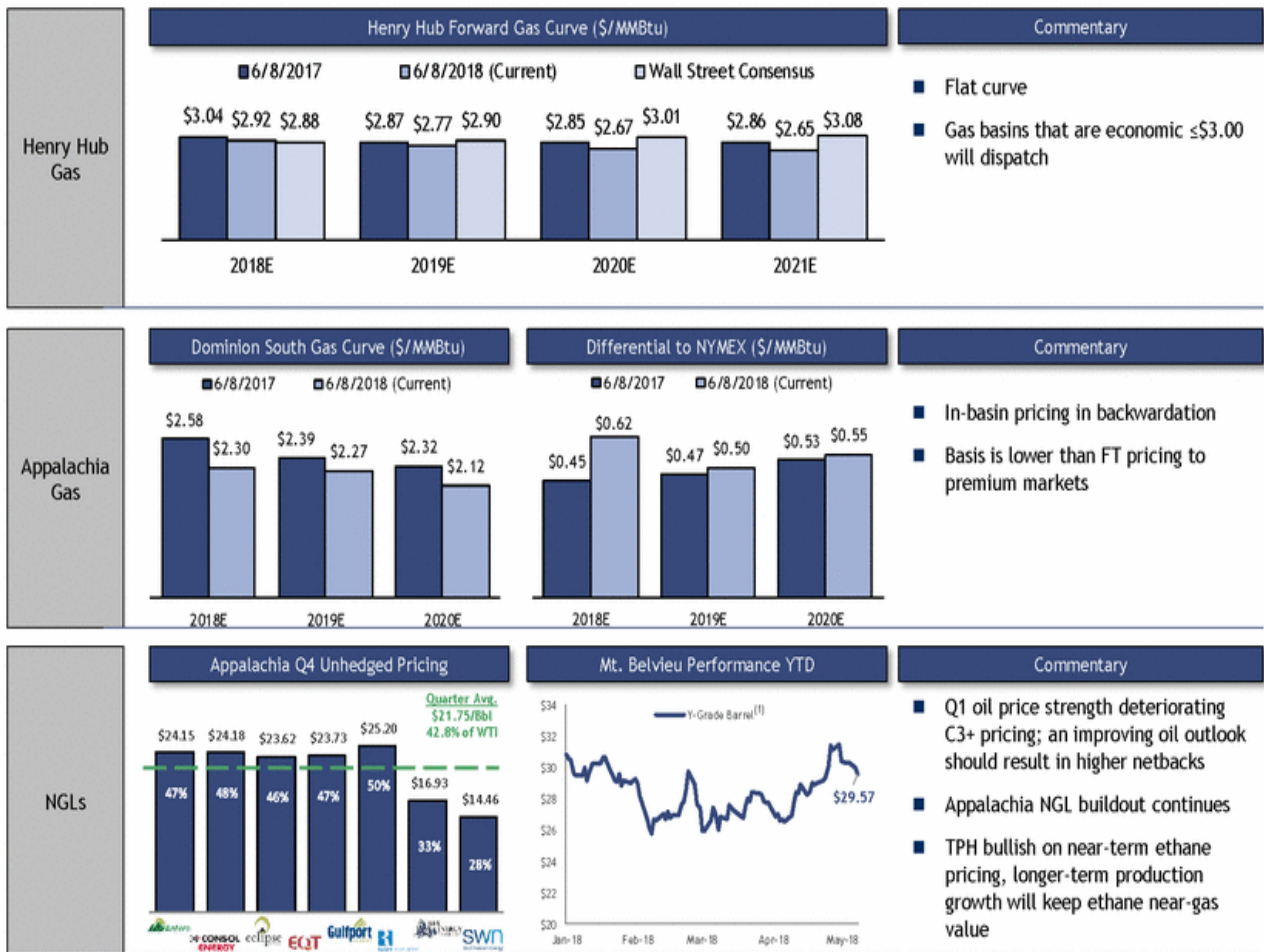
Source: TPH Research.

(1) Assumes \$55/bbl WTI, 40% of WTI for NGL realizations, 75% NRI, 30% ATROR.

(2) Excludes other basins from % contribution calculation for 2017E-2020E gas supply growth.

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# The Commodity Price Backdrop



Source: Company Filings, FactSet, Bloomberg as of 6/8/18.

Note: Dominion South pricing represents Bloomberg's proprietary fair value estimates, based on futures and spot pricing as well as historical spread.

(1) Y-grade barrel represents the hypothetical price per barrel for the combined value of the individual components of the NGL mix (ethane, propane, isobutane, natural gasoline).

# AMGP Benchmarking

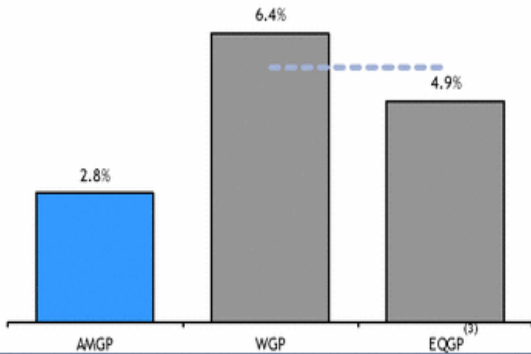
Antero Midstream GP vs. GP Peers

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(\$ in millions, unless otherwise noted)

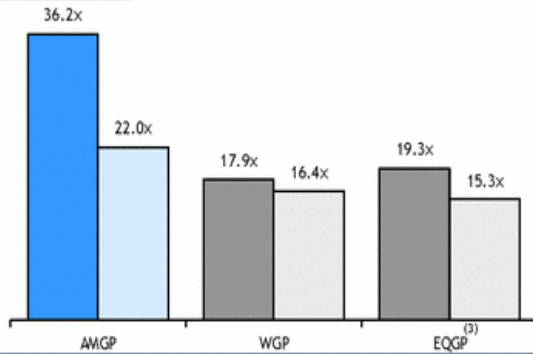
## AMGP Yield (2018E)

Median: 5.6%



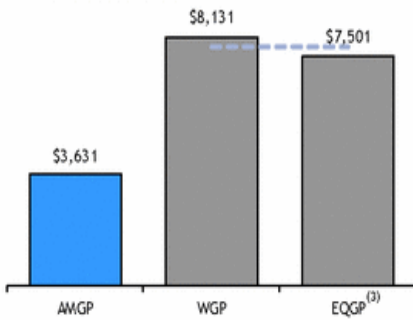
## GP Enterprise Value<sup>(1)</sup> to GP EBITDA<sup>(2)</sup>

Median:  
2018: 18.6x  
2019: 15.8x



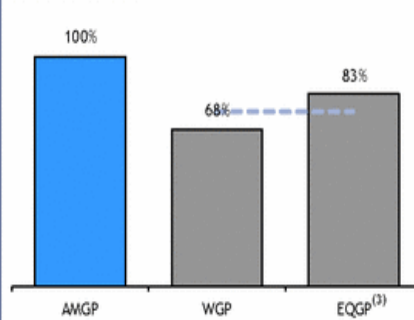
## Enterprise Value

Median: \$7,816



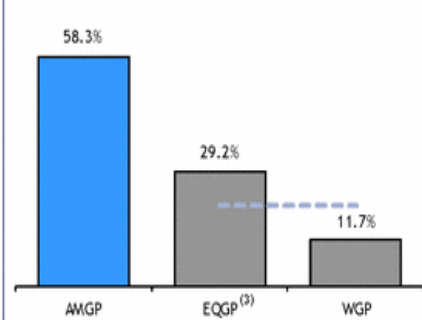
## GP / IDR Value % of EV

Median: 76%



## 2018E - 2020E Distribution CAGR

Median: 20.5%



Source: Company filings, Wall Street Research as of 6/8/18.  
Note: AM projections based on Wall Street estimates.

- (1) GP enterprise value calculated as the equity value of GP + net debt held by the GP.
- (2) AMGP EBITDA defined as distributions attributable to IDR, LLC less Series B payments.
- (3) EQGP pro forma for RMP acquisition announced April 2018.

# AM Benchmarking

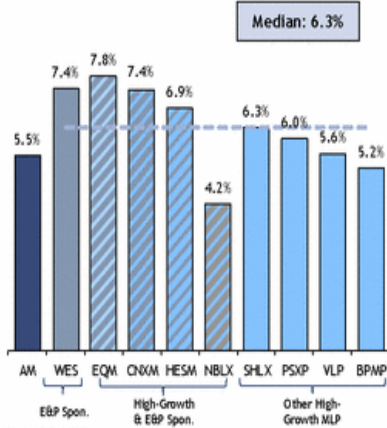
## Antero Midstream vs. Midstream Peers

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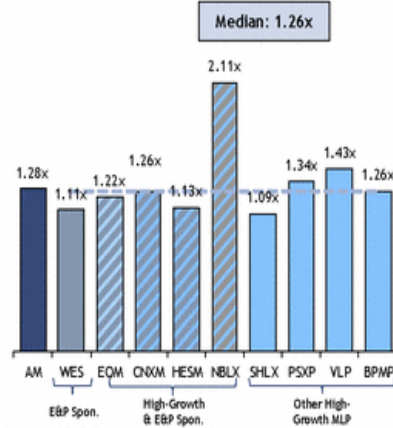
(\$ in millions, unless otherwise noted)

EBP Sponsored    Other High-Growth MLP<sup>(1)</sup>    EBP Sponsored & High Growth

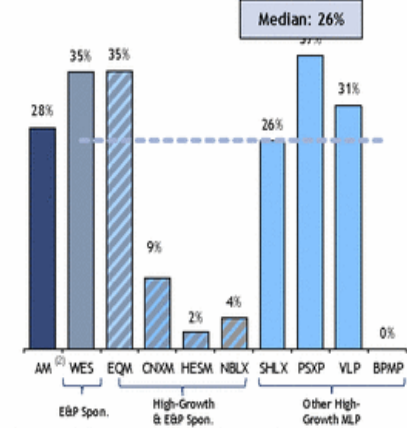
### Distribution Yield (2018E)



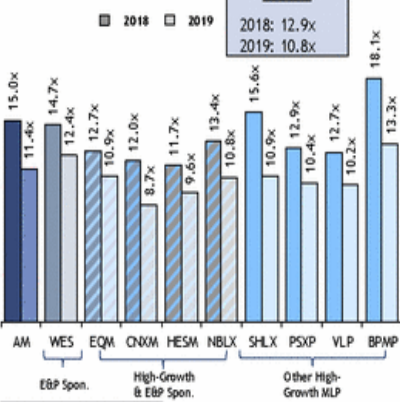
### Coverage



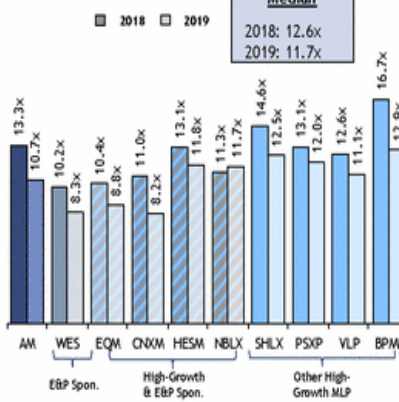
### % of Distributions to IDRs



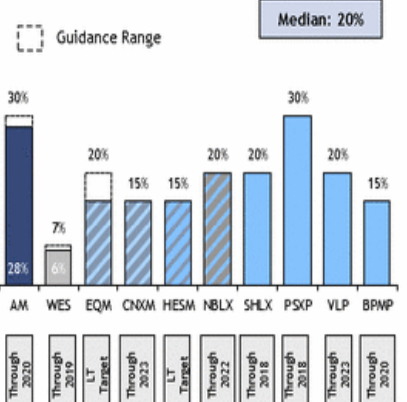
### EV/EBITDA



### Price/DCF per LP Unit



### Guided Distribution Growth



Source: Company filings, Wall Street Research as of 6/8/18.

Note: AM projections based on Wall Street estimates.

Note: DM is neither high-growth nor EBP sponsored.

(1) Defined as other high-growth MLP if current - 2020E distribution growth CAGR is greater than 10%.

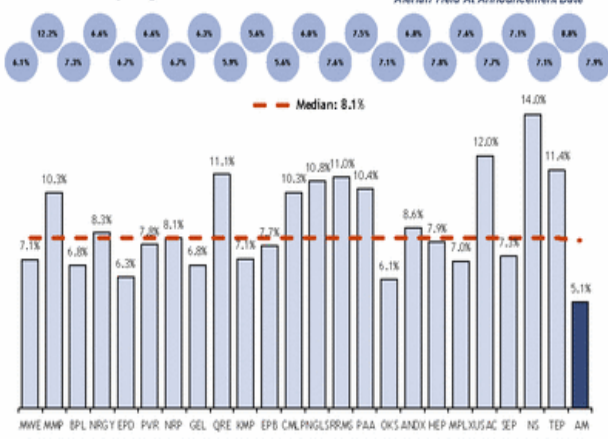
(2) Includes distributions attributable to IDR, LLC Series B units.

# Precedent Simplification Transactions

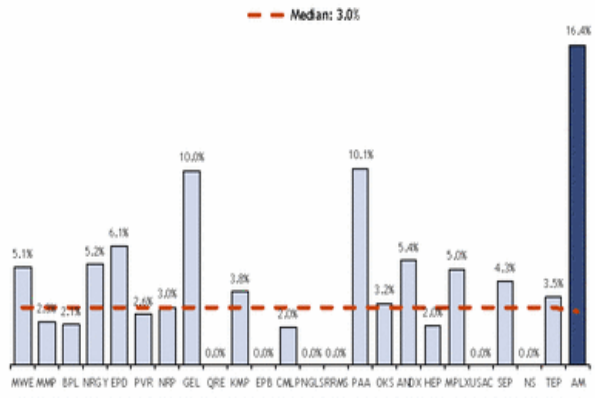
What the Underlying MLP Looked Like When Simplification Was Announced

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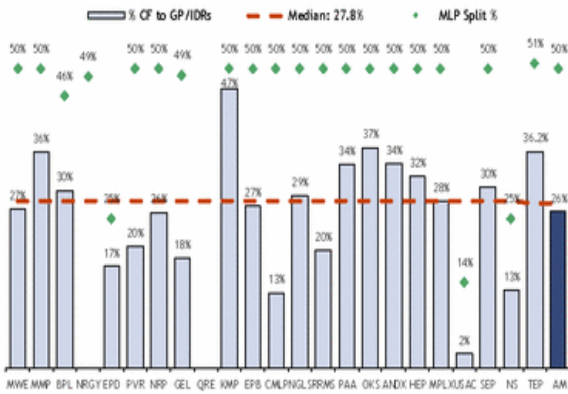
## Underlying MLP NTM Yield



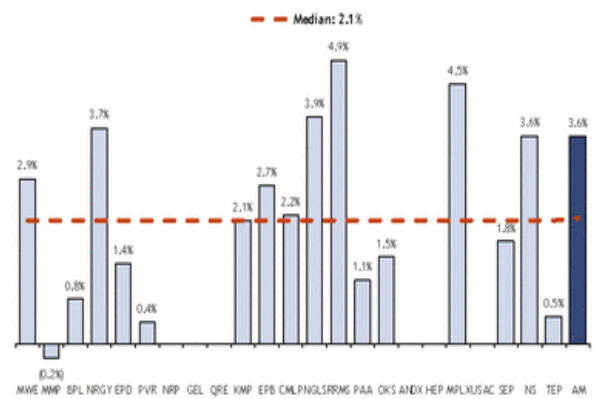
## Underlying MLP Growth (Current - FY2)



## Cash Flow to GP %



## Underlying MLP Spread (NTM MLP Yield - NTM HoldCo Yield)

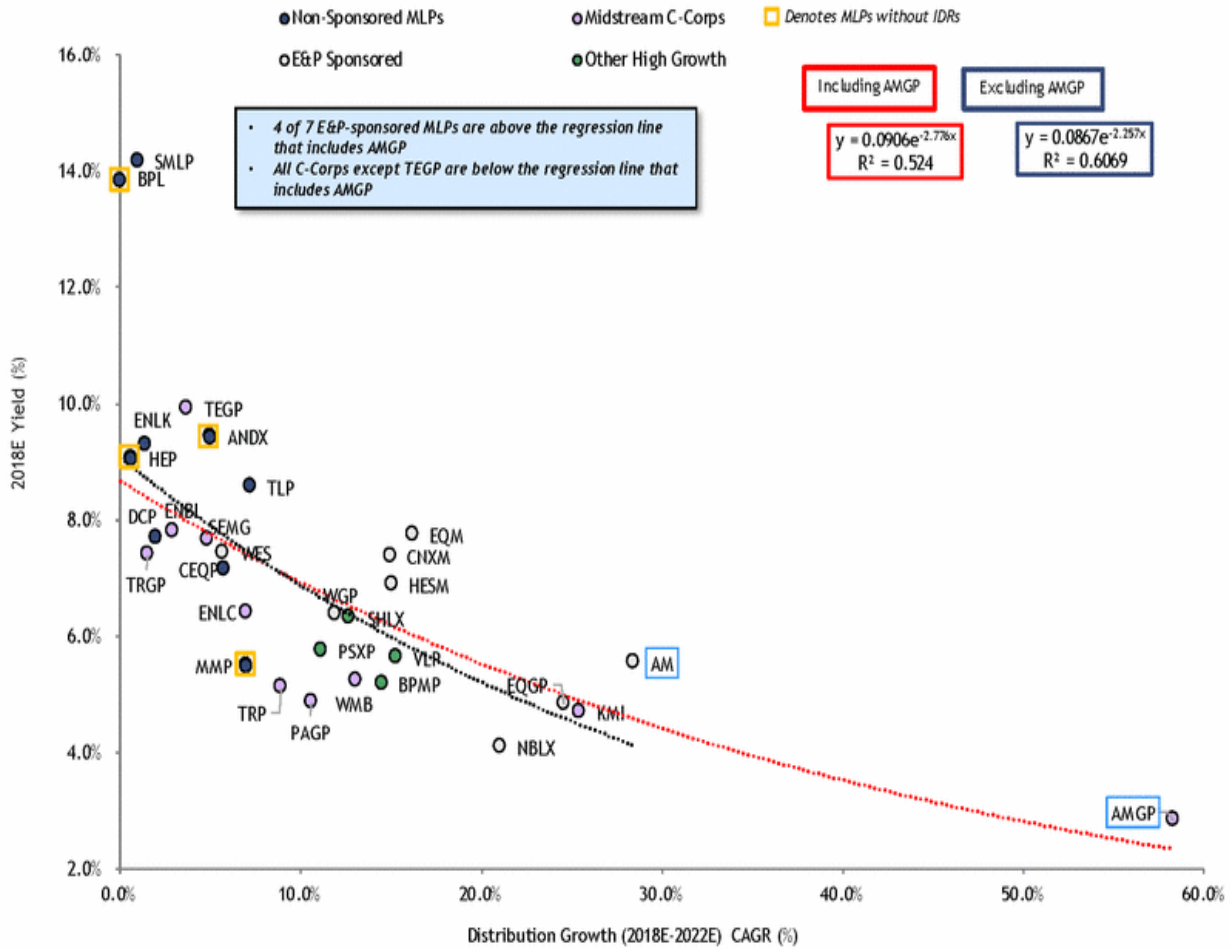


Sources: FactSet as of 6/8/18 and Company filings.

# Midstream Distribution Growth vs. Yield

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MLPs vs. C-Corps



Sources: Company filings, FactSet estimates as of 6/8/18  
Note: Companies selected represent dividend/distribution paying midstream C-Corps and MLPs (both with and without IDRs).

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## III. Overview of Financial Projections

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# Management Projections: Assumptions

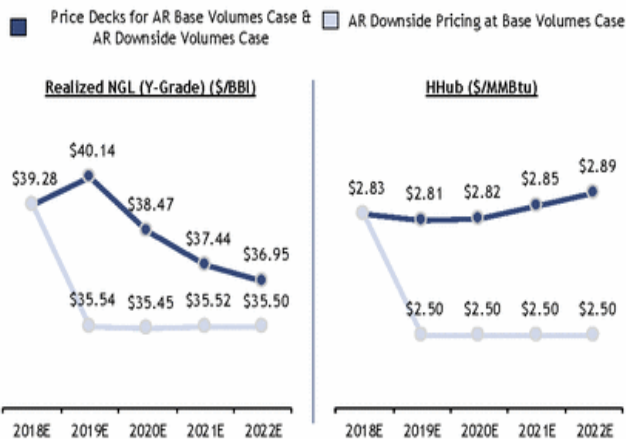
## General Assumptions

- AR**
- 5-year plan lateral length averages 11,500'
  - Currently running 5 rigs in Marcellus and 1 in Utica; complete ~790 wells from 2018 to 2022
  - Achieve production target of 5.2 Bcfe/d by 2022
  - 3 AR Cases: i) AR Base Case, ii) AR Downside Pricing at Base Volumes Case, and iii) AR Downside Volumes Case
  - Description of downside cases:
    - "AR Downside Pricing at Base Volumes Case"
      - \$2.50 natural gas / \$50 oil pricing on "AR Base Volumes Case" production
    - "AR Downside Volumes Case"
      - Production CAGR of 15% through 2022 vs. "AR Base Volumes Case" production CAGR of 18%. Utilizes "AR Base Volumes Case" pricing

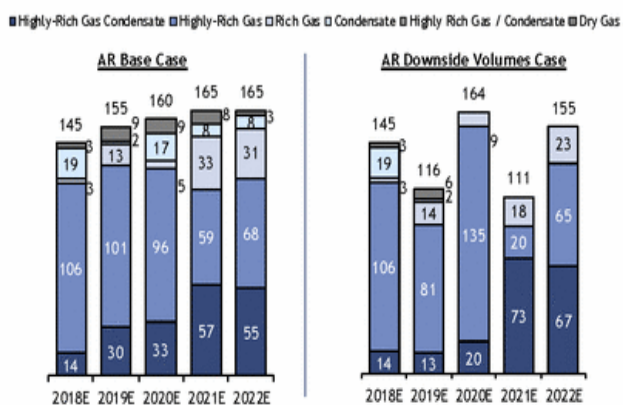
- AM**
- \$500MM in new debt issued in 2018, 2019, 2020, and 2022
    - Issued at 5.0% interest rate
  - \$00M additional units issued in Q3 2018 related to vesting of management options
  - 5-year identified project inventory of \$2.7B plus an additional \$1.0B of potential downstream opportunities
  - \$500MM of capital efficiencies captured from new AR development plan and AM infrastructure plan
  - Utilizes two cases for analysis
    - AR Base Volumes Case ("AR Base Case")
    - AR Downside Volumes Case

- AMGP**
- Series B units receive distributions equal to 6% of GP distributions in excess of \$7.5 million every quarter
  - Corporate incomes taxes of 21% and 4% of federal and state taxes, respectively
  - Status Quo distribution policy remains at 1.00x throughout projection period
  - Pro forma distribution policy based on management projections
    - Pro forma 4-year distribution coverage as follows: 2019 - 1.31x, 2020 - 1.16x, 2021 - 1.11x, and 2022 - 1.05x

## Commodity Prices | NYMEX Strip



## AR Development Plan | Wells Completed / Year



Source: Management projections.

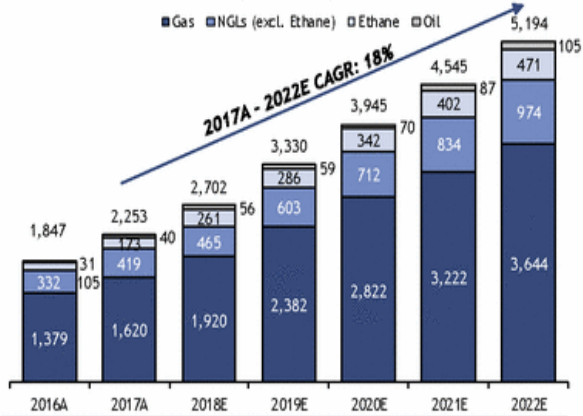
# Management Projections: AR

## AR Base Volumes Case

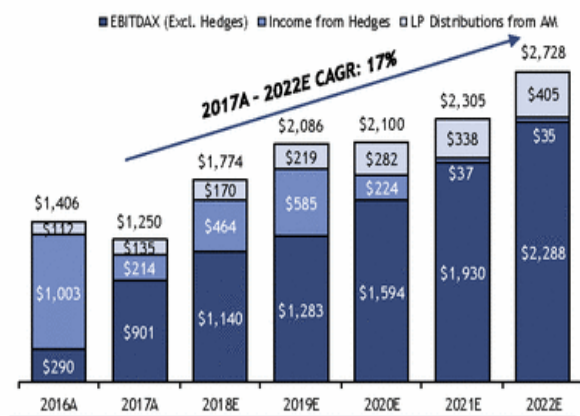
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(\$ in millions, unless otherwise noted)

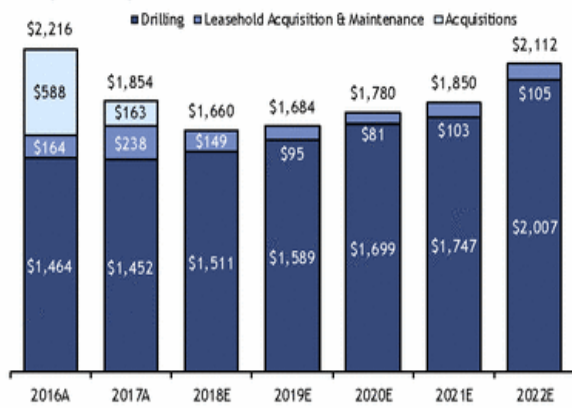
### Production Volumes (MMcfe/d)



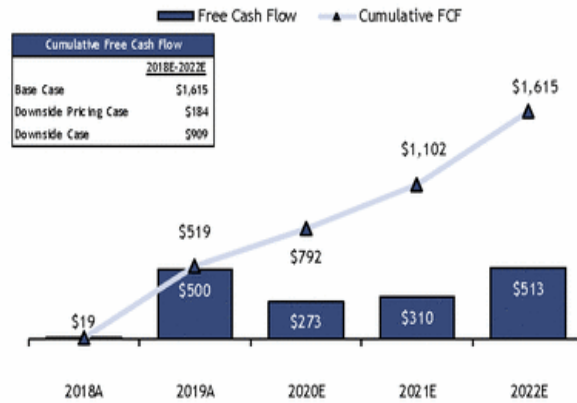
### EBITDAX<sup>(1)</sup>



### Capital Expenditures



### Free Cash Flow<sup>(2)</sup>



Source: Management projections, Company Filings.  
(1) AM fully consolidated in SEC financial statement.  
(2) Free cash flow net of land maintenance capital.

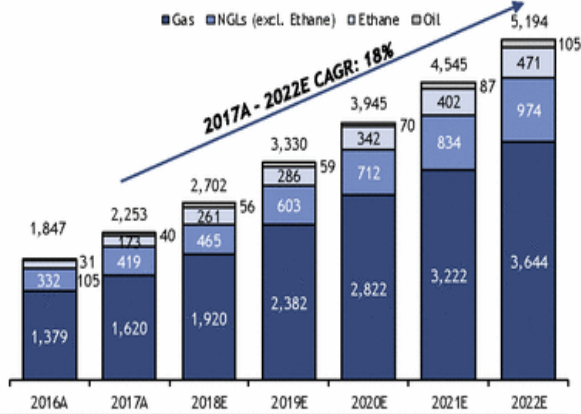
# Management Projections: AR

## AR Downside Pricing at Base Volumes Case

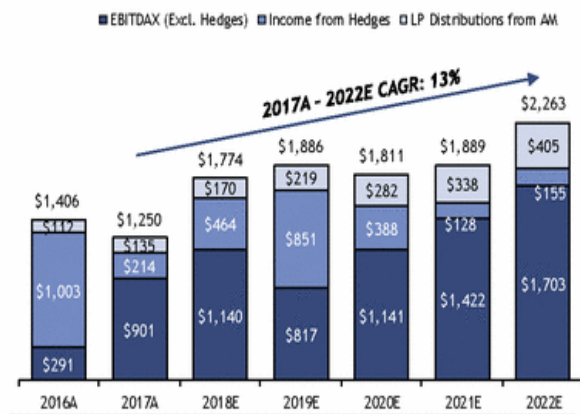
CONFIDENTIAL DRAFT  
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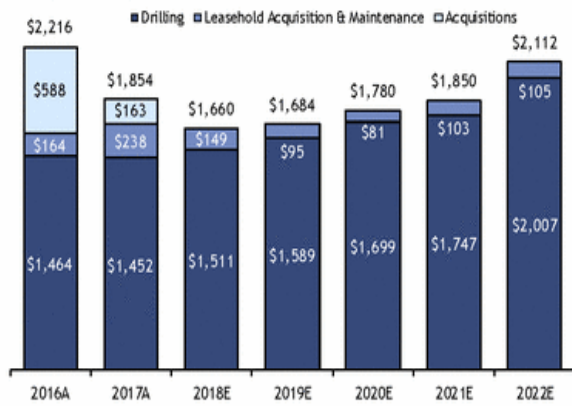
### Production Volumes (MMcfe/d)



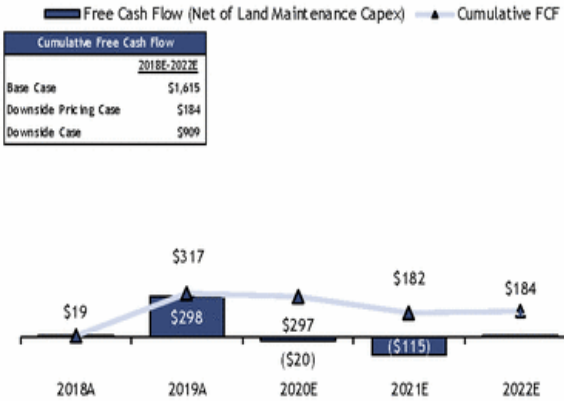
### EBITDAX<sup>(1)</sup>



### Capital Expenditures



### Free Cash Flow<sup>(2)</sup>



Source: Management projections, Company Filings.  
(1) AM fully consolidated in SEC financial statement.  
(2) Free cash flow net of land maintenance capital.

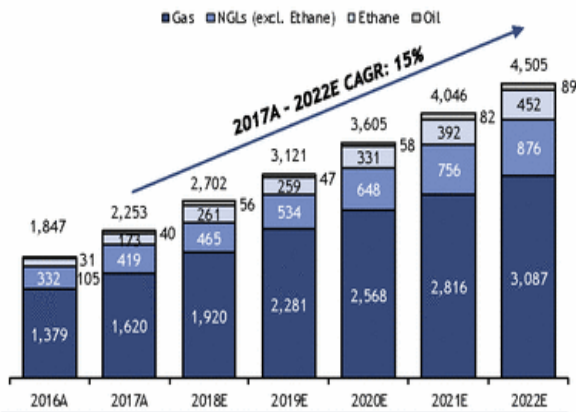
# Management Projections: AR

## AR Downside Volumes Case

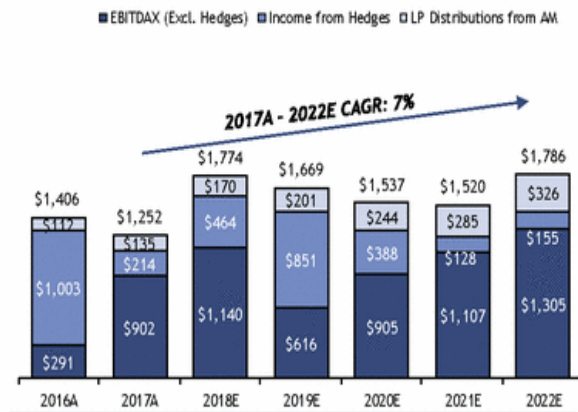
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(\$ in millions, unless otherwise noted)

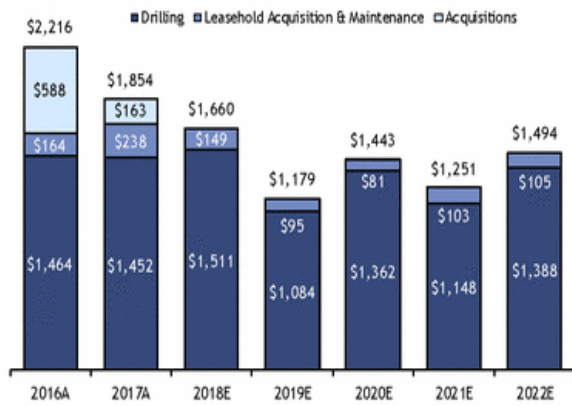
### Production Volumes (MMcfe/d)



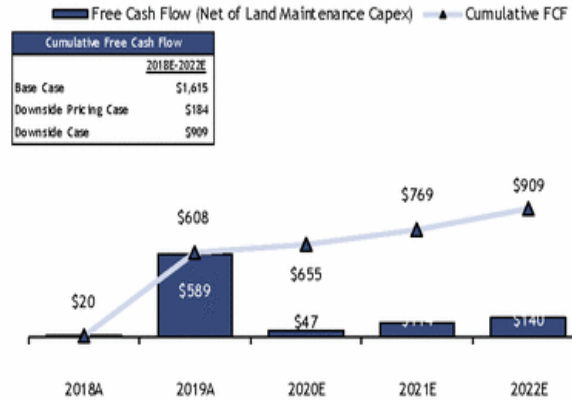
### EBITDAX<sup>(1)</sup>



### Capital Expenditures



### Free Cash Flow<sup>(2)</sup>



Source: Management projections, Company Filings.  
 (1) AM fully consolidated in SEC financial statement.  
 (2) Free cash flow net of land maintenance capital.

# Management Projections: AM

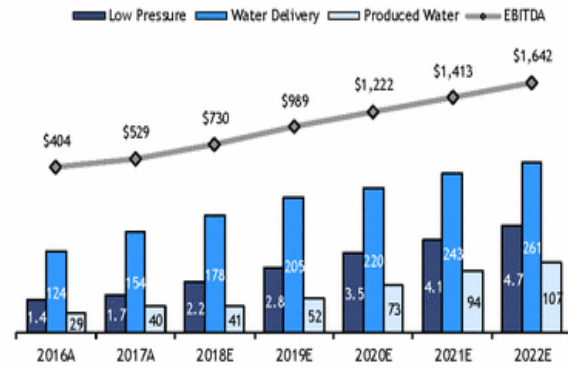
## AR Base Volumes Case

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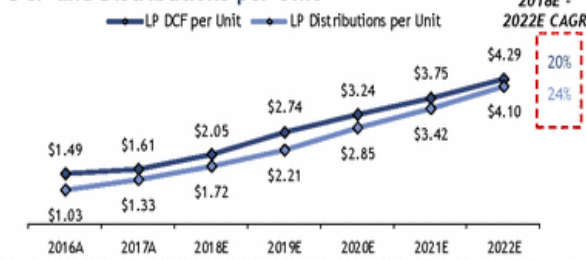
(\$ in millions, unless otherwise noted)

### Operations & EBITDA

Low Pressure (Bcf/d) | Water Handling (MBbls/d)



### DCF and Distributions per Unit



	2016A	2017A	2018E	2019E	2020E	2021E	2022E
YoY Growth <sup>(1)</sup>		8%/29%	27%/29%	34%/29%	18%/29%	16%/20%	14%/20%
Coverage Ratio <sup>(2)</sup>	1.76x	1.33x	1.27x	1.31x	1.16x	1.11x	1.05x
Total LP DCF	\$353	\$299	\$385	\$516	\$609	\$705	\$807
Total LP Distributions	\$269	\$246	\$323	\$416	\$536	\$643	\$771

Source: Management Projections, Company Filings.

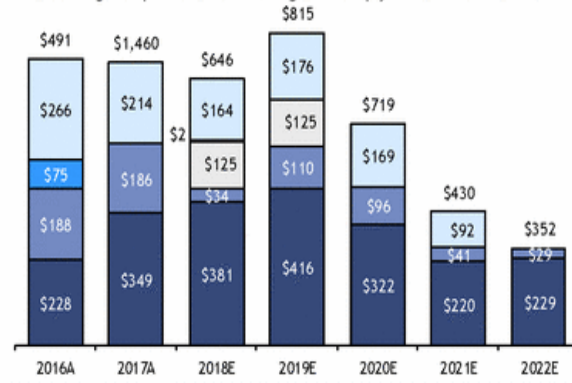
Note: Operational volumes based on annual average volumes.

(1) YoY growth of LP DCF per unit and LP distributions per unit respectively.

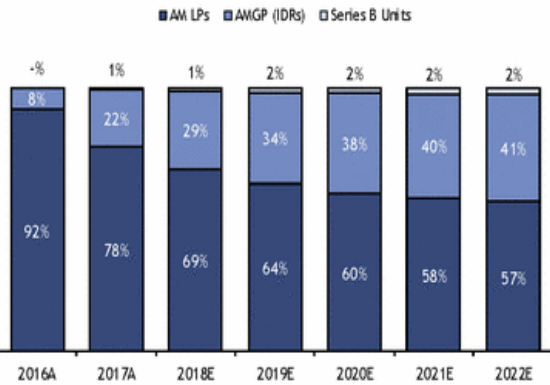
(2) Coverage ratio calculated as total DCF over total distributions.

### Capital Expenditures

Gathering & Compression | Water Handling | Earn-out payment | Stonewall | MPLX JV



### Distribution Breakdown



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# Management Projections: AM

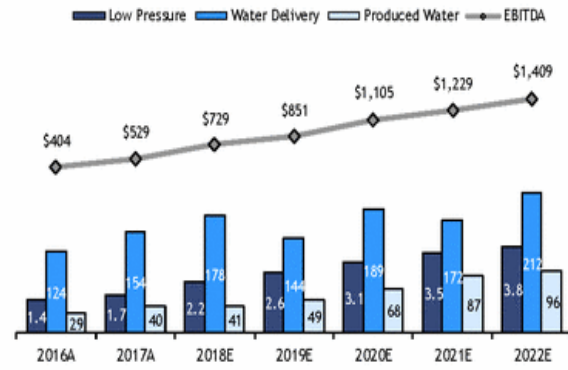
## AR Downside Volumes Case

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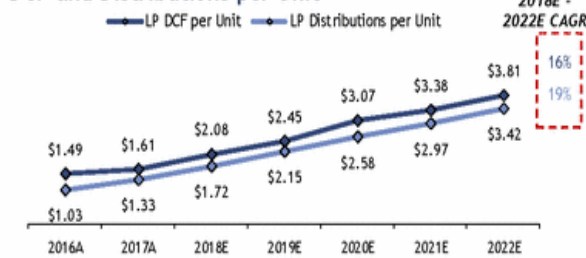
(\$ in millions, unless otherwise noted)

### Operations & EBITDA

Low Pressure (Bcf/d) | Water Handling (MBbls/d)



### DCF and Distributions per Unit



	2016A	2017A	2018E	2019E	2020E	2021E	2022E
YoY Growth <sup>(1)</sup>		8%/29%	29%/29%	17%/25%	25%/20%	10%/15%	13%/15%
Coverage Ratio <sup>(2)</sup>	1.76x	1.33x	1.30x	1.18x	1.23x	1.16x	1.13x
Total LP DCF	\$353	\$299	\$392	\$460	\$576	\$635	\$716
Total LP Distributions	\$269	\$246	\$323	\$403	\$485	\$559	\$643

Source: Management Projections, Company Filings.

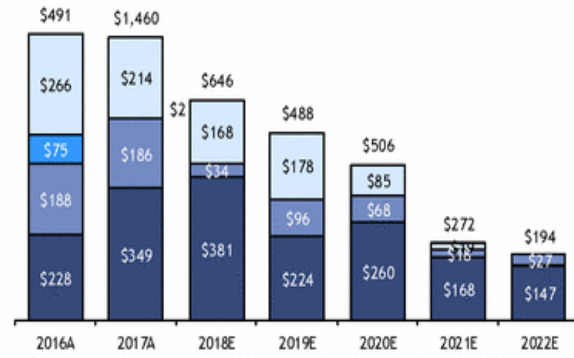
Note: Operational volumes based on annual average volumes.

(1) YoY growth of LP DCF per unit and LP distributions per unit respectively.

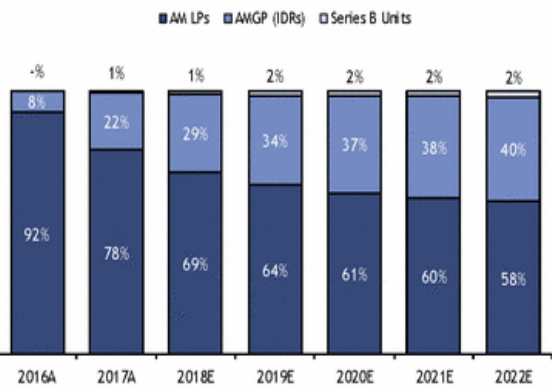
(2) Coverage ratio calculated as total DCF over total distributions.

### Capital Expenditures

Gathering & Compression | Water Handling | Stonewall | MPLX JV



### Distribution Breakdown



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# Management Projections: AMGP

## AR Base Volumes Case

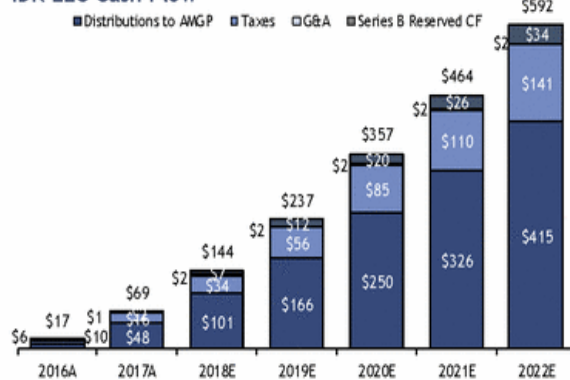
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(\$ in millions, unless otherwise noted)

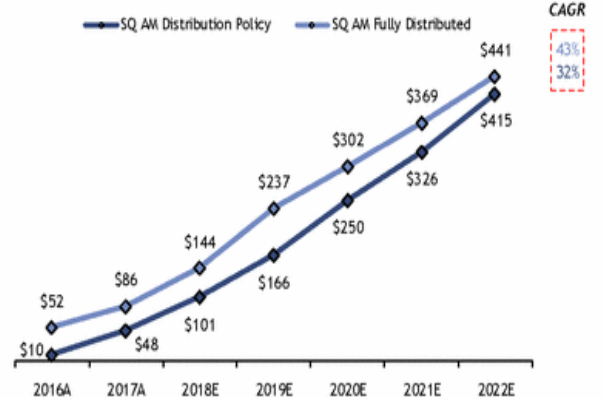
### IDR LLC, Series B Cash Flow, and Tax Observations

- IDR LLC owns the 100% of the IDRs in AM and has two share classes
  - AMGP owns 100% of the Series A units
  - Management owns 100% of the Series B units
- Series B unitholders are entitled to receive up to 6% of the distributions from AM in excess of \$7.5MM per quarter
  - Remaining profits pass through AMGP via Series A shares
- Series B units scheduled to vest at a value of 6% of equity value above \$2 billion in the event of a liquidation of IDR LLC
- AMGP currently pays corporate taxes of 21% and 4% at the federal and state taxes, respectively

### IDR LLC Cash Flow



### AMGP Total Distributions



### AMGP & Series B Unit Valuation<sup>(1,2,5)</sup>

	2016A	2017A	2018E	2019E	2020E	2021E	2022E
AM Distributions to IDR LLC	\$17	\$70	\$144	\$237	\$357	\$464	\$592
Series B Take	--	(2)	(7)	(12)	(20)	(26)	(34)
Cash Distributions to AMGP	\$17	\$67	\$137	\$224	\$337	\$438	\$558
G&A <sup>(3)</sup>	(1)	(1)	(2)	(2)	(2)	(2)	(2)
Taxes	(7)	(7)	(34)	(56)	(85)	(110)	(141)
CAFD to AMGP Shareholders	\$10	\$59	\$101	\$166	\$250	\$326	\$415
Illustrative Yield	3.3%	3.3%	3.3%	3.3%	3.3%	3.8%	5.0%
<b>AMGP Valuation</b>	<b>\$290</b>	<b>\$1,788</b>	<b>\$3,048</b>	<b>\$5,027</b>	<b>\$7,586</b>	<b>\$8,529</b>	<b>\$8,341</b>
<b>Series B Valuation<sup>(4)</sup></b>	<b>N/A</b>	<b>N/A</b>	<b>\$63</b>	<b>\$182</b>	<b>\$335</b>	<b>\$392</b>	<b>\$380</b>

Source: Management Projections, Company Filings.

- (1) Implied AMGP and Series B valuation from 2016A through 2020E based on 2018E yield.
- (2) Implied AMGP and Series B valuation from 2021E forward based on yield vs growth regression analysis derived on slide 18.
- (3) Excludes IPO related G&A.
- (4) Series B valuation calculated as 6% of the valuation of AMGP less \$2 billion.
- (5) Illustrative yield based on regression analysis as presented on page 15.

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# Management Projections: AMGP

## AR Downside Volumes Case

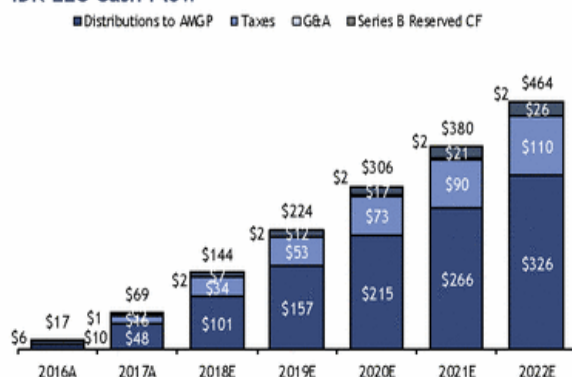
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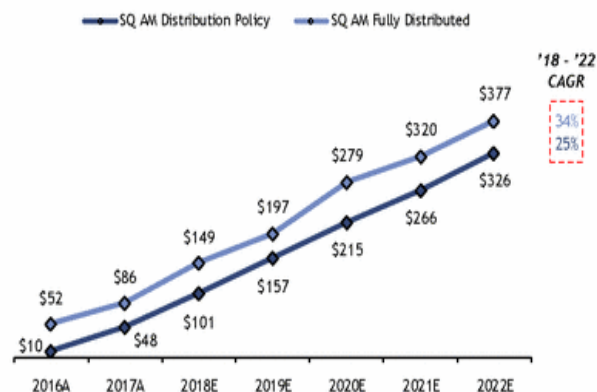
### IDR LLC, Series B Cash Flow, and Tax Observations

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  - AMGP owns 100% of the Series A units
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- Series B unitholders are entitled to receive up to 6% of the distributions from AM in excess of \$7.5MM per quarter
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### IDR LLC Cash Flow



### AMGP Total Distributions



### AMGP & Series B Unit Valuation<sup>(1,2,5)</sup>

	2016A	2017A	2018E	2019E	2020E	2021E	2022E
AM Distributions to IDR LLC	\$17	\$70	\$144	\$224	\$306	\$380	\$464
Series B Take	--	(2)	(7)	(12)	(17)	(21)	(26)
Cash Distributions to AMGP	\$17	\$67	\$137	\$213	\$290	\$359	\$438
G&A <sup>(3)</sup>	(1)	(1)	(2)	(2)	(2)	(2)	(2)
Taxes	(7)	(7)	(34)	(53)	(73)	(90)	(110)
CAFD to AMGP Shareholders	\$10	\$59	\$101	\$157	\$215	\$266	\$326
Illustrative Yield	3.2%	3.3%	3.3%	3.3%	3.3%	4.8%	5.7%
AMGP Valuation	\$290	\$1,788	\$3,048	\$4,767	\$6,506	\$5,510	\$5,723
Series B Valuation <sup>(4)</sup>	N/A	N/A	\$63	\$166	\$270	\$211	\$223

Source: Management Projections, Company Filings.

- (1) Implied AMGP and Series B valuation from 2016A through 2020E based on 2018E yield.
- (2) Implied AMGP and Series B valuation from 2021E forward based on yield vs growth regression analysis derived on slide 18.
- (3) Excludes IPO related G&A.
- (4) Series B Valuation calculated as 6% of the valuation of AMGP less \$2 billion.
- (5) Illustrative yield based on regression analysis as presented on page 15.

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# AM Status Quo

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## AR Base Volumes Case, AR Downside Volumes Case, and Wall Street Consensus

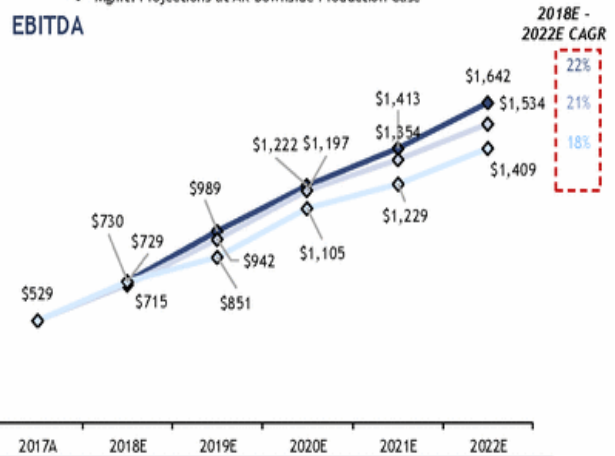
(\$ in millions, unless otherwise noted)

◊ Wall Street Consensus    ◆ Mgmt. Projections at AR Base Case    ◇ Mgmt. Projections at AR Downside Production Case

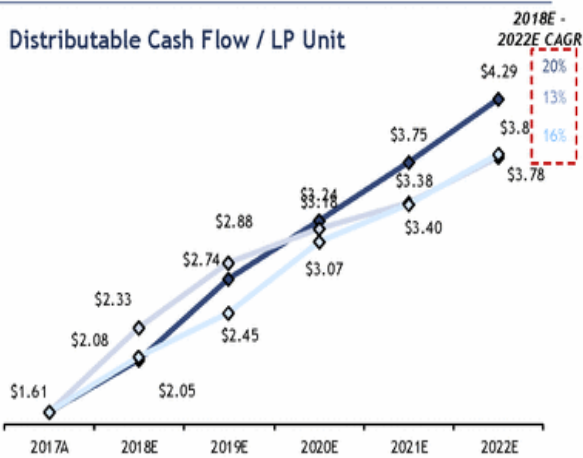
### Commentary

- AM is covered by 17 analysts as compared to 27 for AR and 13 for AMGP
- Median price target of \$36.00 as of 6/8/18
- Average price target range of \$25.00 - \$40.00 as of 6/8/18

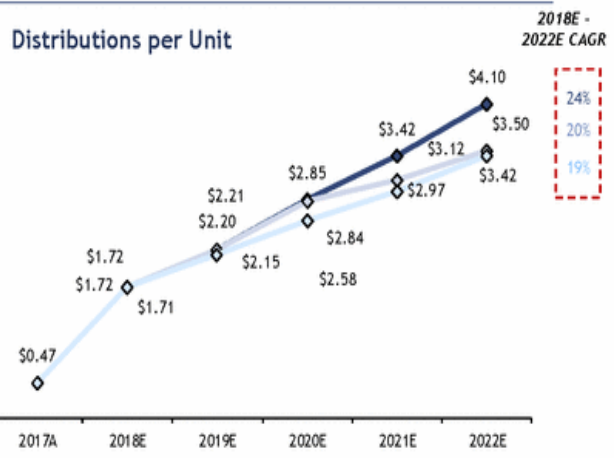
### EBITDA



### Distributable Cash Flow / LP Unit



### Distributions per Unit



Source: Management Projections, Thomson One, FactSet as of 6/8/18.

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## IV. AM Financial Analysis

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# AM Selected Comparable Company Analysis

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	A	B	C	D	E	F	G	H	I	J	K	L	M	
	Company	Unit Price at 6/8/2018	Total Equity Market Value <sup>(1)</sup>	Enterprise Value	Dist. Growth 2018E to 2020E CAGR	% Dist. to GP/IDR	LP Distribution / Unit / Price (Yield)	Price / DCF / LP Unit	Enterprise Value / EBITDA	2018E	2019E	2018E	2019E	2018E
EBP Spon.	Western Gas Partners, L.P.	\$51.55	\$14,110	\$17,827	6%	35%	7.3%	7.4%	10.2x	8.3x	14.7x	12.4x	12.4x	1.11x
	CNX Midstream Partners LP	18.51	1,298	1,953	15%	9%	7.0%	7.4%	11.0x	8.2x	12.0x	8.7x	8.7x	1.26x
HG & EBP Spon.	Hess Midstream Partners LP	20.50	1,144	3,172	15%	2%	6.5%	6.9%	13.1x	11.8x	11.7x	9.6x	11.3x	1.13x
	Noble Midstream Partners LP	52.66	2,175	3,131	20%	4%	3.9%	4.2%	11.3x	11.7x	13.4x	10.8x	10.8x	2.11x
	EQT Midstream Partners LP	57.72	13,195	16,094	16%	35%	7.4%	7.8%	10.4x	8.8x	12.7x	10.9x	10.9x	1.22x
Other High Growth MLP	Shell Midstream Partners LP	23.58	7,165	9,094	12%	26%	5.9%	6.3%	14.6x	12.5x	15.6x	10.9x	10.9x	1.09x
	BP Midstream Partners LP	21.53	2,407	2,712	15%	0%	5.0%	5.2%	16.7x	12.9x	18.1x	13.3x	13.3x	1.26x
	Valero Energy Partners LP	40.15	4,072	5,275	16%	31%	5.1%	5.6%	12.6x	11.1x	12.7x	10.2x	10.2x	1.43x
	Phillips 66 Partners LP	50.96	9,933	13,458	10%	37%	5.6%	6.0%	13.1x	12.0x	12.9x	10.4x	10.4x	1.34x
Mean		\$6,167	\$8,080	15%	16%	5.6%	6.0%	13.1x	11.5x	14.0x	10.9x	10.9x	1.37x	
Median		\$4,072	\$5,275	15%	26%	5.9%	6.3%	12.6x	11.7x	12.9x	10.8x	10.8x	1.26x	
Low		\$1,144	\$1,953	6%	0%	3.9%	4.2%	10.2x	8.2x	11.7x	8.7x	8.7x	1.09x	
High		\$14,110	\$17,827	20%	37%	7.4%	7.8%	16.7x	12.9x	18.1x	13.3x	13.3x	2.11x	
EBP Sponsored Mean		\$6,385	\$8,436	14%	17%	6.4%	6.7%	11.2x	9.8x	12.9x	10.5x	10.5x	1.36x	
EBP Sponsored Median		\$2,175	\$3,172	15%	9%	7.0%	7.4%	11.0x	8.8x	12.7x	10.8x	10.8x	1.22x	
Other High - Growth MLP Mean		\$5,894	\$7,635	13%	24%	5.4%	5.8%	14.3x	12.1x	14.8x	11.2x	11.2x	1.28x	
Other High - Growth MLP Median		\$5,619	\$7,185	13%	29%	5.3%	5.8%	13.9x	12.2x	14.3x	10.6x	10.6x	1.30x	
AM at WSC <sup>(1,4)</sup>		\$30.84	\$9,446	\$10,747	29%	28%	5.1%	5.5%	13.3x	10.7x	15.0x	11.4x	11.4x	1.28x
AM at Mgmt. Estimates		\$30.84	\$9,446	\$10,747	29%	28%	5.1%	5.6%	15.1x	11.2x	14.7x	10.9x	10.9x	1.27x

Metric	Multiple Range			Implied Unit Price <sup>(1)</sup>		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E EBITDA	\$730	\$715	11.3x - 10.1x	\$19.05	\$23.88	\$44.10
2019E EBITDA	\$881	\$942	8.7x - 13.3x	\$19.57	\$30.40	\$43.42
Metric	Multiple Range			Implied Unit Price <sup>(1)</sup>		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E LP DCF / Unit	\$2.05	\$2.33	10.2x - 16.7x	\$20.77	\$25.78	\$34.15
2019E LP DCF / Unit	\$2.74	\$2.88	8.2x - 12.9x	\$22.49	\$32.06	\$35.38

Metric	Yield Range			Implied Unit Price		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E Distribution Yield	5.12%	5.17%	7.8% - 4.2%	\$22.00	\$27.10	\$41.24

Source: FactSet as of 6/8/18 and Wall Street research.

(1) Values GP and IDR cash flow at LP yield for MLPs with non-public GPs.

(2) Defined as high-growth MLP if current - 2020E distribution growth CAGR is greater than 10%.

(3) Based on Wall Street consensus estimates as compiled by FactSet.

(4) Antero Midstream Partners LP announced on February 26, 2018 that its Board of Directors had formed a special committee, in conjunction with the formation of special committees at both Antero Resources and Antero Midstream GP, to evaluate potential measures and transactions that could involve Antero Midstream.

(5) Implied unit prices are calculated based on Management projections.

# Precedents | MLP Transactions Analysis

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A	B	C	D	E	F	G	H	I	J	K	L	M
Announcement Date	Acquirer	Target	Transaction Value	TEV / FY1 EBITDA <sup>(1)</sup>	Adj. Transaction Value <sup>(2)</sup>	Adj. TEV / FY1 EBITDA <sup>(2)</sup>	Deal Value	1-Day Premium	% Cash	Taxable Transaction	Buyer Type	Transaction Type
5/17/18	Williams Companies	Williams Partners, LP	\$57,793	12.6x	\$56,013	12.2x	\$10,427	6.4%	0.0%	Yes	C-Corp	Affiliate
3/26/18	Tall Grass Energy GP, LP	Tallgrass Energy Partners, LP	8,361	12.0x	8,083	11.6x	1,686	0.6%	0.0%	Yes	C-Corp	Affiliate
2/7/18	Terra Nitrogen GP, Inc.	Terra Nitrogen Co. LP	\$1,474	7.0x	\$1,432	6.8x	\$387	3.7%	100.0%	Yes	C-Corp	Affiliate
1/2/18	Archrock, Inc	Archrock Partners, LP	3,183	9.6x	3,103	9.3x	607	23.4%	0.0%	Yes	C-Corp	Affiliate
8/29/17	Zenith Energy US, LP	Arc Logistics Partners LP	736	12.9x	736	12.9x	407	15.2%	100.0%	Yes	MLP	3rd Party
5/18/17	Energy Transfer Partners, LP	PennTex Midstream Partners, LP	963	12.6x	873	11.4x	280	20.1%	100.0%	No	MLP	Affiliate
5/8/17	VTI, B.V	VTI Energy Partners, LP	1,867	9.2x	1,842	9.1x	481	6.0%	100.0%	Yes	C-Corp	Affiliate
4/3/17	World Point Terminals, Inc.	World Point Terminals, LP	594	9.1x	570	8.8x	159	5.8%	100.0%	Yes	C-Corp	Affiliate
2/1/17	ONEOK, Inc	ONEOK Partners, LP	23,654	12.0x	22,380	11.4x	9,309	25.8%	0.0%	Yes	C-Corp	Affiliate
1/27/17	Enbridge Energy Company	Midcoast Energy Partners, LP	1,176	21.1x	1,194	21.4x	170	(8.6%)	100.0%	Yes	C-Corp	Affiliate
11/21/16	Sunoco Logistics Partners, LP	Energy Transfer Partners, LP	54,455	9.7x	54,455	9.7x	21,965	(9.2%)	0.0%	No	MLP	Affiliate
5/31/16	SemGroup Corp.	Rose Rock Midstream	2,034	12.0x	2,034	12.0x	771	0.0%	0.0%	Yes	C-Corp	Affiliate
11/3/15	Targa Resources Corp.	Targa Resources Partners LP	12,229	10.6x	12,138	10.5x	6,672	18.4%	0.0%	Yes	C-Corp	Affiliate
7/13/15	MLXLP	MarkWest Energy Partners, LP	22,360	22.8x	22,360	22.8x	16,612	36.3%	7.6%	No	MLP	3rd Party
5/6/15	Crestwood Equity Partners, LP	Crestwood Midstream Partners	6,920	11.9x	6,901	11.9x	3,381	17.2%	0.0%	No	MLP	Affiliate
4/6/15	Tesoro Logistics LP	QEP Midstream Partners LP	1,145	7.5x	1,104	7.2x	394	8.6%	0.0%	No	MLP	Affiliate
1/26/15	Energy Transfer Partners, LP	Regency Energy Partners LP	18,593	11.0x	18,593	11.0x	11,276	13.2%	1.2%	No	MLP	Affiliate
10/28/14	Williams Partners LP	Access Midstream Partners LP	35,891	11.0x	35,891	11.0x	23,579	1.3%	0.0%	No	MLP	Affiliate
10/13/14	Targa Resources Partners LP	Atlas Pipeline Partners LP	6,002	17.5x	6,002	17.5x	3,866	15.0%	3.3%	No	MLP	3rd Party
10/1/14	Enterprise Products Partners LP	Oiltanking Partners LP	6,273	33.7x	4,975	26.7x	2,068	48.0%	60.9%	No	MLP	Affiliate
8/10/14	Kinder Morgan Inc.	Kinder Morgan Energy Partners	52,566	8.8x	52,351	8.8x	27,351	12.0%	12.0%	Yes	C-Corp	Affiliate
8/10/14	Kinder Morgan Inc.	El Paso Pipeline Partners	13,677	11.9x	13,193	11.4x	5,421	15.4%	12.0%	Yes	C-Corp	Affiliate
7/24/14	Breitburn Energy Partners	QR Energy LP	2,856	9.4x	2,856	9.4x	1,811	17.5%	19.3%	No	MLP	3rd Party
10/10/13	Regency Energy Partners LP	PVR Partners LP	5,659	13.5x	5,659	13.5x	3,931	25.7%	1.0%	No	MLP	3rd Party
8/27/13	Plains All American LP	PAA Natural Gas Storage LP	2,531	20.1x	2,434	19.4x	755	8.5%	0.0%	No	MLP	Affiliate
5/6/13	Inergy Midstream LP	Crestwood Midstream Partners LP	2,643	14.6x	2,643	14.6x	1,661	14.5%	3.8%	No	MLP	3rd Party
1/29/13	Kinder Morgan Energy Partners LP	Copano Energy LLC	4,858	14.9x	4,858	14.9x	3,911	23.5%	0.0%	No	MLP	3rd Party
2/23/11	Enterprise Products Partners	Duncan Energy Partners LP	3,282	9.5x	2,973	8.6x	1,006	28.1%	0.0%	No	MLP	Affiliate
<b>Affiliate</b>	<b>Median</b>		<b>\$6,273</b>	<b>11.0x</b>	<b>\$4,975</b>	<b>11.0x</b>	<b>\$1,686</b>	<b>8.6%</b>	<b>0%</b>			
	<b>Mean</b>		<b>14,698</b>	<b>12.5x</b>	<b>14,406</b>	<b>11.9x</b>	<b>6,102</b>	<b>12.1%</b>	<b>28%</b>			
<b>3rd Party</b>	<b>Median</b>		<b>\$3,857</b>	<b>14.1x</b>	<b>\$3,857</b>	<b>14.1x</b>	<b>\$2,838</b>	<b>16.4%</b>	<b>4%</b>			
	<b>Mean</b>		<b>5,639</b>	<b>13.2x</b>	<b>5,639</b>	<b>13.2x</b>	<b>4,025</b>	<b>18.5%</b>	<b>17%</b>			
<b>Overall</b>	<b>Median</b>		<b>\$5,358</b>	<b>11.9x</b>	<b>\$4,916</b>	<b>11.4x</b>	<b>\$1,939</b>	<b>14.7%</b>	<b>1%</b>			
	<b>Mean</b>		<b>12,635</b>	<b>13.2x</b>	<b>12,416</b>	<b>12.7x</b>	<b>5,727</b>	<b>14.3%</b>	<b>26%</b>			

Source: Company filings, press releases, presentations and FactSet for pricing data. Represents precedent MLP transactions by affiliated and third party MLPs, Public GPs and C-Corps since 2011.  
Note: Considers transactions where target is an MLP.

- (1) Based on Wall Street research.
- (2) Non-adjusted transaction TEV values affiliated and non-affiliated units at offer price.
- (3) Adjusted transaction TEV value affiliated units at market price and non-affiliated units at offer price.
- (4) Includes MLP and C-Corp GPs.

# AM DCF Analysis | AR Base Volumes Case

Valuation Effective Date: 6/30/2018

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## Discounted Levered DCF Analysis

Levered DCF Attributable to AM LP Unitholders

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.39	\$42.12	\$46.85
	10.0%	\$35.01	\$39.40	\$43.80
	12.0%	\$32.82	\$36.91	\$41.00

## Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## Discounted Levered DCF Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP DCF per Unit	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP DCF per Unit	\$1.03	\$2.38	\$2.55	\$2.68	
<b>Disc. LP DCF Total</b>					<b>\$8.64</b>
Terminal Multiple				10.5x	
Terminal Disc. Factor				0.683	
<b>Implied Terminal Value per Unit</b>					<b>\$30.76</b>
<b>Implied Value per Unit</b>					<b>\$39.40</b>

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.87	\$1.91	\$2.24	\$2.45	
<b>Disc. LP Dist. Total</b>					<b>\$7.47</b>
Terminal Yield				7.0%	
Terminal Disc. Factor				0.683	
<b>Implied Terminal Value per Unit</b>					<b>\$39.99</b>
<b>Implied Value per Unit</b>					<b>\$47.47</b>

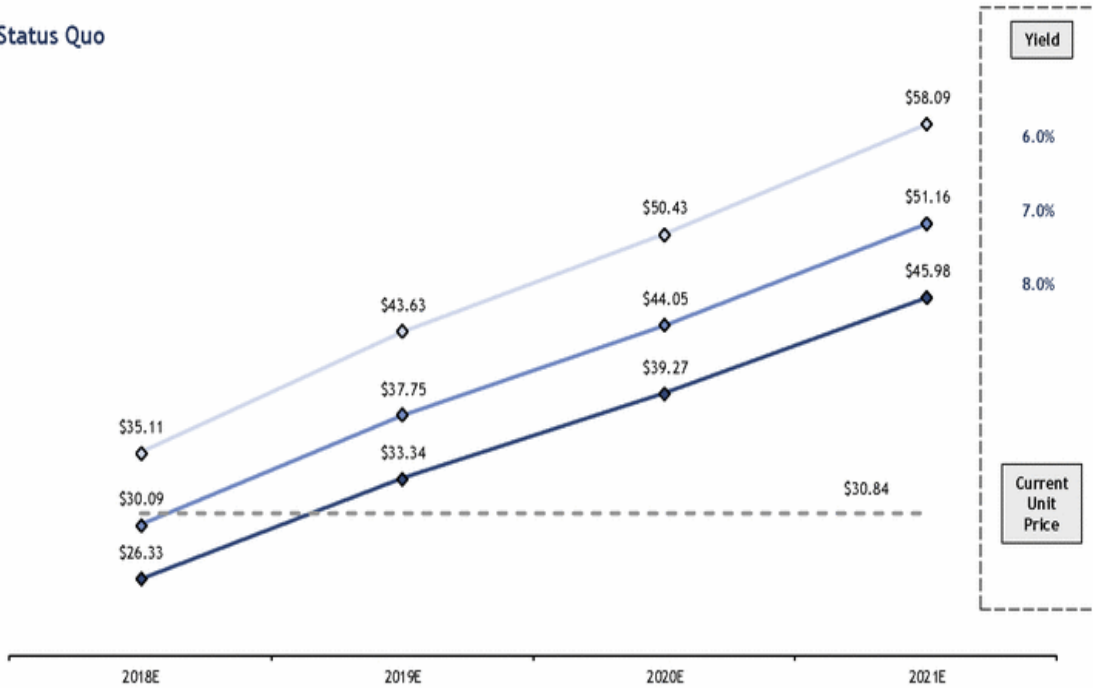
Source: Management projections and FactSet as of 6/8/18.

# AM Illustrative Discounted Future Value

AR Base Volumes Case

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## AM Status Quo



### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Distribution reinvestment assumed to purchase additional units at previous periods implied equity value
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity

Source: Management projections and FactSet as of 6/8/18.  
Note: Valuation based on annual distributions.

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## Discounted Levered DCF Analysis

Levered DCF Attributable to AM LP Unitholders

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$33.45	\$37.65	\$41.85
	10.0%	\$31.33	\$35.23	\$39.13
	12.0%	\$29.38	\$33.01	\$36.64

## Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$38.55	\$43.03	\$49.02
	10.0%	\$36.02	\$40.20	\$45.76
	12.0%	\$33.72	\$37.60	\$42.77

## Discounted Levered DCF Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP DCF per Unit	\$1.03	\$2.45	\$3.07	\$3.38	\$3.81
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP DCF per Unit	\$0.98	\$2.12	\$2.41	\$2.42	
<b>Disc. LP DCF Total</b>					<b>\$7.93</b>
Terminal Multiple					10.5x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Unit</b>					<b>\$27.30</b>
<b>Implied Value per Unit</b>					<b>\$35.23</b>

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.82	\$1.86	\$2.03	\$2.13	
<b>Disc. LP Dist. Total</b>					<b>\$6.83</b>
Terminal Yield					7.0%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Unit</b>					<b>\$33.36</b>
<b>Implied Value per Unit</b>					<b>\$40.20</b>

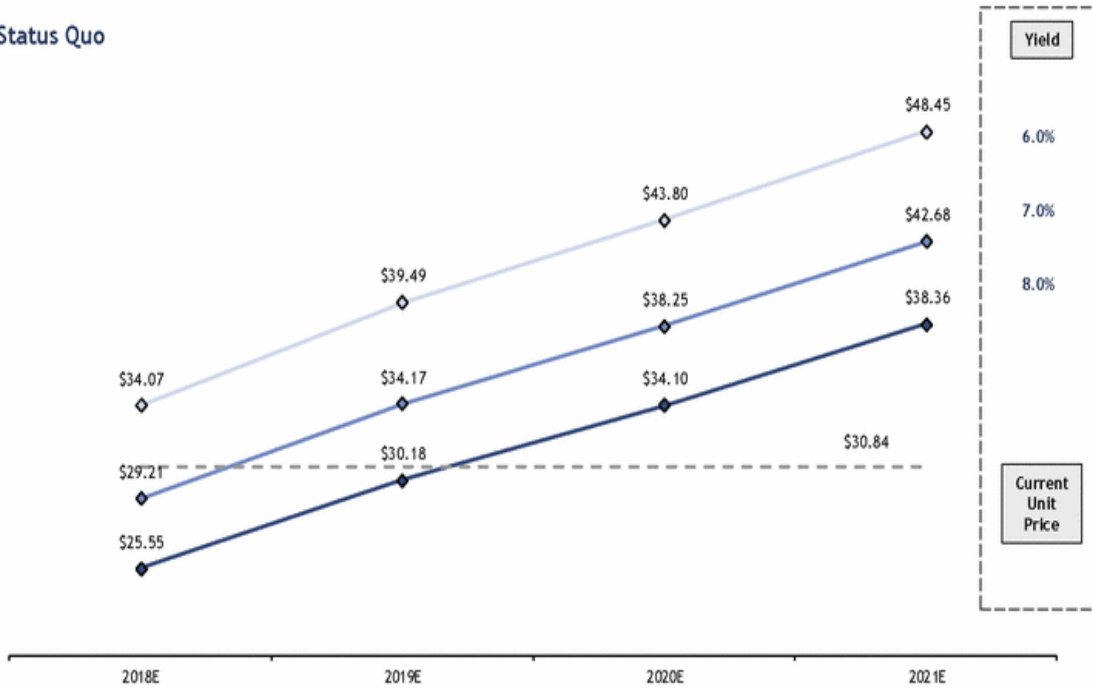
Source: Management projections and FactSet as of 6/8/18.

# AM Illustrative Discounted Future Value

AR Downside Volumes Case

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## AM Status Quo



### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Distribution reinvestment assumed to purchase additional units at previous periods implied equity value
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity

Source: Management projections and FactSet as of 6/8/18.  
Note: Valuation based on annual distributions.

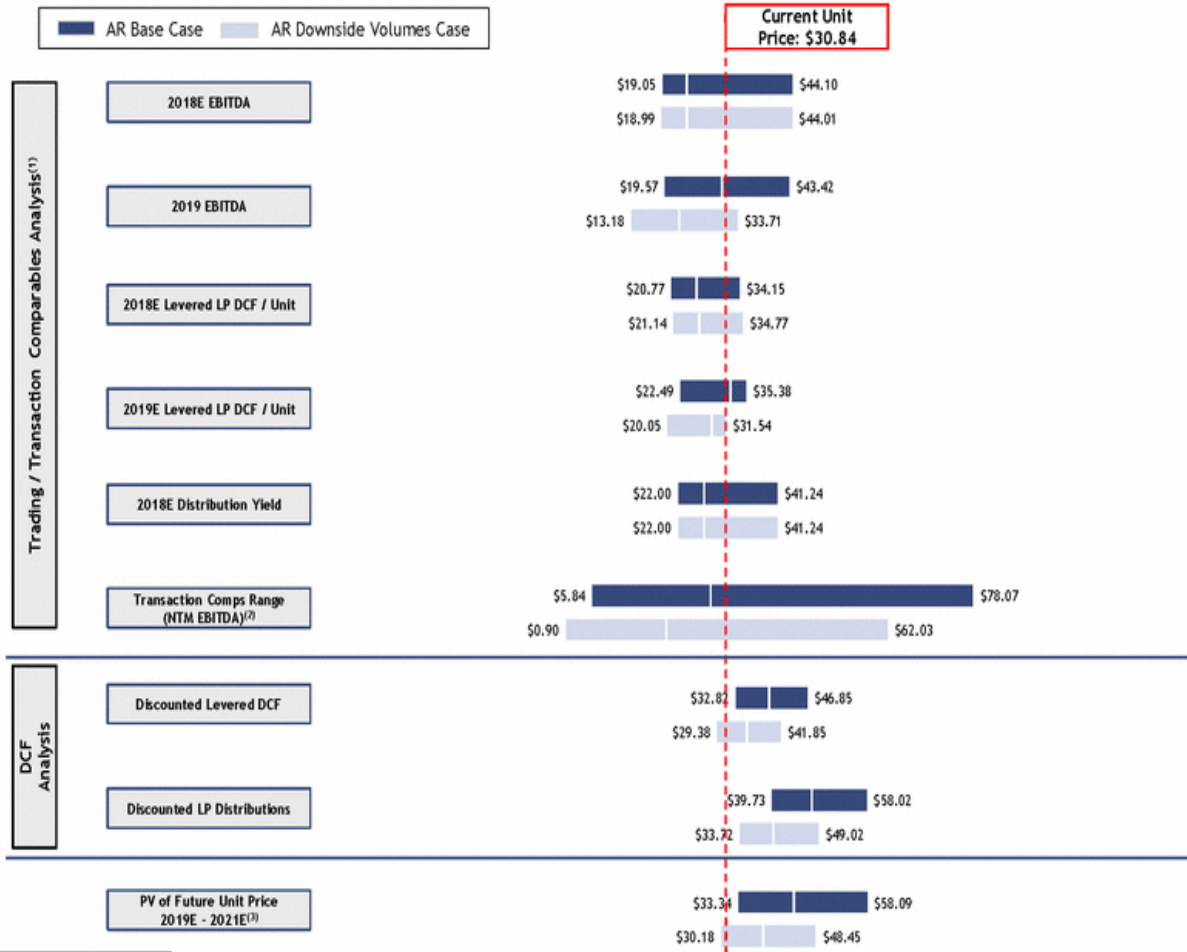
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# Valuation Range of SQ AM

At AR Base Case & Downside Production Case | Management Estimates

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Source: Management projections and FactSet as of 6/8/18.

(1) Implied AM equity value is calculated as enterprise value less current net debt of \$1,301 and GP value of \$3,646.

(2) Transaction minimum and maximum multiple applied to management's estimate of NTM EBITDA. Maximum multiple does not include EPD / Oiltanking transaction.

(3) Low range is PV of 2019E future unit price assuming an 8% yield and high range is PV of 2021E future unit price assuming a 6% yield.

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## V. AMGP Financial Analysis

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# AMGP Selected Comparable Company Analysis

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Company	A	B	C	D	E	F	G		J		K		M
							Total Entity Distribution / Unit / Price (Yield) (%)		Total Entity Enterprise Value / GP EBITDAR		Implied GP Equity Value / CAFD <sup>(4)</sup>		
	Unit Price at 6/8/2018	Total Entity Equity Value	Total Entity TEV	Implied GP Equity Value	Implied GP TEV	Current	2018E	2018E	2019E	2018E	2019E	2018E - 2022E Dist. CAGR	
EQT GP Holdings LP <sup>(1)</sup>	24.80	7,501	7,736	6,242	7,501	4.2%	4.9%	19.3x	15.3x	18.7x	14.8x	29.2%	
Western Gas Equity Partners, LP	37.02	8,105	9,208	5,529	8,131	6.1%	6.4%	17.9x	16.4x	15.7x	14.3x	11.7%	
Mean		\$7,803	\$8,472	\$5,886	\$7,816	5.2%	5.6%	18.6x	15.8x	17.2x	14.6x	20.5%	
Median		\$7,803	\$8,472	\$5,886	\$7,816	5.2%	5.6%	18.6x	15.8x	17.2x	14.6x	20.5%	
Low		\$7,501	\$7,736	\$5,529	\$7,501	4.2%	4.9%	17.9x	15.3x	15.7x	14.3x	11.7%	
High		\$8,105	\$9,208	\$6,242	\$8,131	6.1%	6.4%	19.3x	16.4x	18.7x	14.8x	29.2%	
AMGP at WSC <sup>(2)</sup>	\$19.08	\$3,646	\$3,646	\$3,646	\$3,631	2.3%	2.8%	36.2x	22.0x	36.2x	22.0x	58.3%	
AMGP at Mgmt Estimates	\$19.08	\$3,646	\$3,646	\$3,646	\$3,631	2.3%	2.8%	26.7x	16.3x	36.2x	21.9x	58.3%	

Series B	Metric	Multiple Range			Implied Total Entity Share Price <sup>(3)</sup>			Metric	Multiple Range			Implied GP Share Price <sup>(3)</sup>						
		AMGP at Mgmt. Estimates	AMGP at WSC	Low	Median	High	Low		Median	High	AMGP at Mgmt. Estimates	AMGP at WSC	Low	Median	High			
With Series B Conversion	2019E EBITDA	\$237	\$234	15.3x	15.8x	16.4x	\$17.78	\$18.39	\$19.01	2019E CAFD	\$186	\$178	14.3x	14.6x	14.8x	\$11.63	\$11.83	\$12.04

Series B	Metric	Total HoldCo Distributions <sup>(7)</sup>			Yield Range			Implied Total Entity Share Price		
		AMGP at Mgmt. Estimates	AMGP at WSC	Low	Median	High	Low	Median	High	
With Series B Conversion	2018E Distribution Yield	\$106	\$106	6.4%	5.8%	4.9%	\$8.11	\$9.18	\$10.59	

Source: FactSet as of 6/8/18 and Wall Street research.

Note: Implied GP value calculated as the equity value of GP + equity value of the LP units held + net debt held by the GP.

- Total entity distribution yield calculated as GP distribution per unit / share over current GP unit / share price.
- Total entity enterprise value calculated as the equity value of GP + net debt held by the GP. GP EBITDA calculated as total distributions to the GP. For AMGP, EBITDA calculated as total distributions to IDR, LLC less Series B payments.
- Implied GP equity value calculated as GP share / unit price times GP shares outstanding. Cash available for distribution (CAFD) calculated as GP EBITDA less interest expense and maintenance capex.
- Antero Midstream Partners LP announced on February 26, 2018 that its Board of Directors had formed a special committee, in conjunction with the formation of special committees at both Antero Resources and Antero Midstream GP, to evaluate potential measures and transactions that could involve Antero Midstream.
- Implied share prices are calculated based on Management projections.
- EQGP Pro Forma for RMP acquisition announced April 2018.
- "Total HoldCo Distributions with Series B Conversion" calculated as HoldCo distributions with post-tax Series B payments added back in over (AMGP FD S/O + 18.5mm Series B converted units).

# AMGP DCF Analysis | AR Base Volumes Case

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AMGP with Series B Value Conversion | Valuation Effective Date: 6/30/2018

## Discounted Levered DCF<sup>(1)</sup> Analysis

Distributions Attributable to IDR, LLC | Before Series B Payments

		2022E EBITDA Multiple		
		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$26.10	\$29.33	\$32.55
	10.0%	\$24.35	\$27.35	\$30.34
	12.0%	\$22.75	\$25.53	\$28.32

## Discounted Distribution Analysis | Pre-Series B Payment

AMGP Distributions | 1.0x Coverage | SQ AM Distribution Policy

		2022E Distribution Yield		
		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$26.49	\$32.78	\$43.77
	10.0%	\$24.71	\$30.54	\$40.76
	12.0%	\$23.07	\$28.50	\$38.00

## Discounted Levered DCF<sup>(1)</sup> Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
HoldCo DCF	\$61	\$178	\$270	\$352	\$449
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP FCF	\$58	\$155	\$213	\$252	
<b>Disc. IDR Distribution Total</b>					\$677
Terminal Multiple					16.0x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value Enterprise Value</b>					\$5,583
Less Net Debt / Corp. Adjustments					(14)
<b>Implied Equity Value</b>					\$5,598
AMGP Shares O/S (Inclusive of 18.5mm Series B Conversion Shares)					204.7
<b>Implied Equity Value per Share</b>					\$27.35

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
Adj. GP Dist. Per Share <sup>(2)</sup>	\$0.30	\$0.87	\$1.32	\$1.72	\$2.19
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP Dist. per Share	\$0.29	\$0.76	\$1.04	\$1.23	
<b>Disc. Adj. Dist. Total</b>					\$3.31
Terminal Yield					5.5%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Share</b>					\$27.23
<b>Implied Equity Value per Share</b>					\$30.54

Source: Management projections and FactSet as of 6/8/18.

(1) AMGP discounted DCF defined as HoldCo DCF with Series B payments added back in. Discounted cost of equity at 10.0%.

(2) Adj. GP distribution per share calculated as (AMGP DCF + Series B payment added back) / (fully diluted AMGP shares outstanding + 18.5mm converted Series B units).

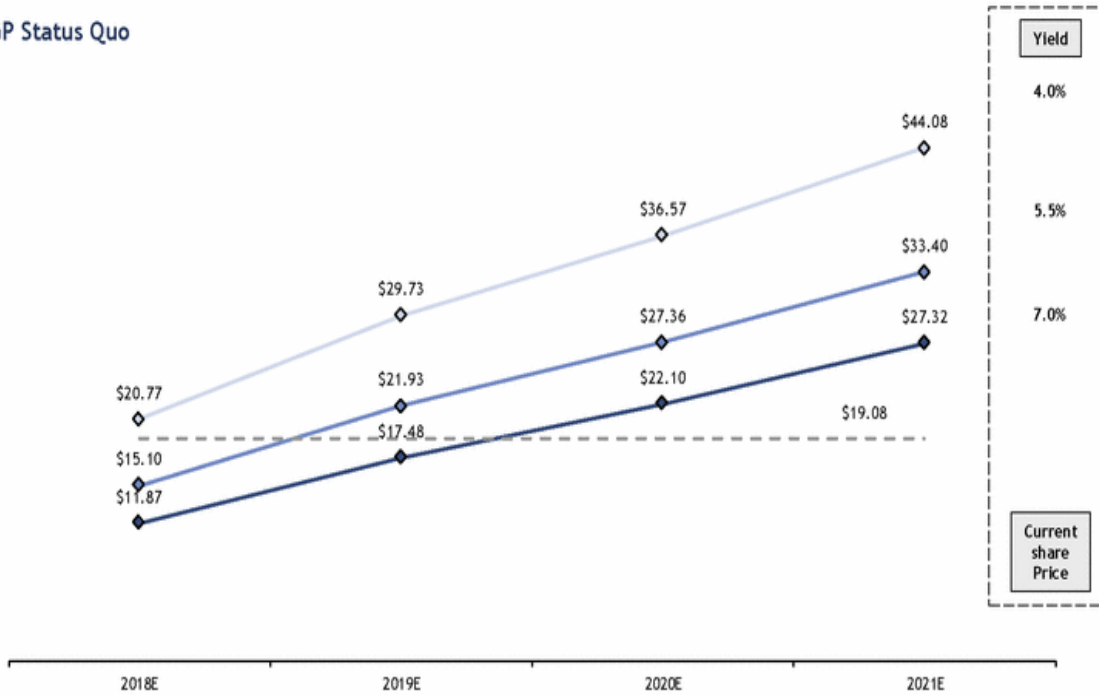
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# AMGP Illustrative Discounted Future Value

AR Base Volumes Case

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## AMGP Status Quo



### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Distribution reinvestment assumed to purchase additional shares at previous periods implied equity value
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity

Source: Management projections and FactSet as of 6/8/18.  
Note: Valuation based on annual distributions. Net of Series B value.

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# AMGP DCF Analysis | AR Downside Volumes Case

AMGP with Series B Value Conversion | Valuation Effective Date: 6/30/2018

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## Discounted Levered DCF <sup>(1)</sup> Analysis

Distributions Attributable to IDR, LLC | Before Series B Payments

		2022E EBITDA Multiple		
		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$20.74	\$23.26	\$25.78
	10.0%	\$19.35	\$21.70	\$24.04
	12.0%	\$18.09	\$20.27	\$22.45

## Discounted Distribution Analysis | Pre-Series B Payment

AMGP Distributions | 1.0x Coverage | SQ AM Distribution Policy

		2022E Distribution Yield		
		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$21.03	\$25.95	\$34.55
	10.0%	\$19.62	\$24.19	\$32.19
	12.0%	\$18.33	\$22.58	\$30.02

## Discounted Levered DCF<sup>(1)</sup> Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
HoldCo DCF	\$53	\$169	\$231	\$287	\$352
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP FCF	\$51	\$147	\$182	\$206	
<b>Disc. IDR Distribution Total</b>					\$585
Terminal Multiple					16.0x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value Enterprise Value</b>					\$4,427
Less Net Debt / Corp. Adjustments					(14)
<b>Implied Equity Value</b>					\$4,441
AMGP Shares O/S (Inclusive of 18.5mm Series B Conversion Shares)					204.7
<b>Implied Equity Value per Share</b>					\$21.70

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
Adj. GP Dist. Per Share <sup>(2)</sup>	\$0.26	\$0.83	\$1.13	\$1.40	\$1.72
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP Dist. per Share	\$0.25	\$0.72	\$0.89	\$1.00	
<b>Disc. Adj. Dist. Total</b>					\$2.86
Terminal Yield					5.5%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Share</b>					\$21.33
<b>Implied Equity Value per Share</b>					\$24.19

Source: Management projections and FactSet as of 6/8/18.

(1) AMGP discounted IDR distribution defined as HoldCo DCF with Series B payments added back in. Discounted cost of equity at 10.0%.

(2) Adj. GP distribution per share calculated as (AMGP DCF + Series B payment added back) / (fully diluted AMGP shares outstanding + 18.5mm converted Series B units).

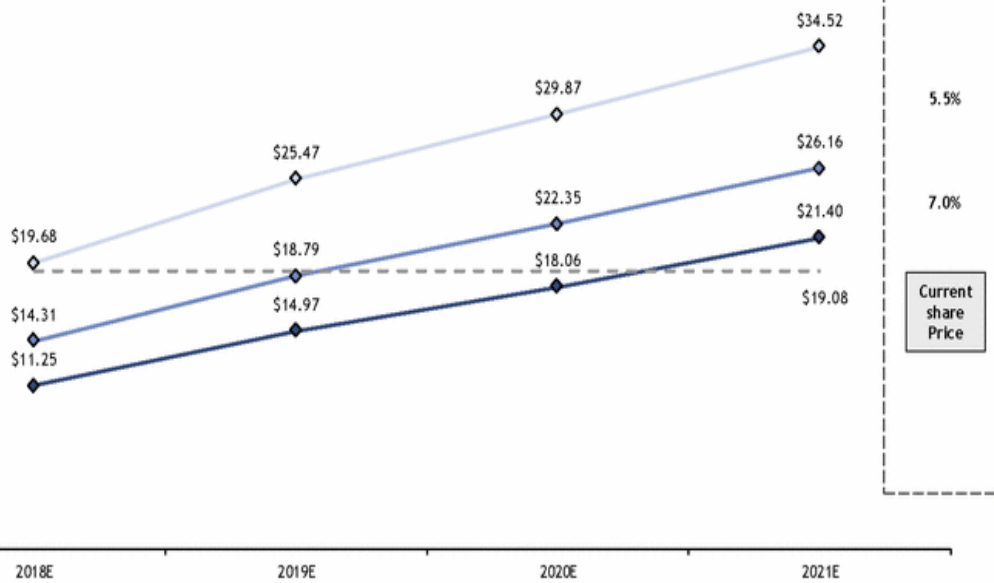
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# AMGP Illustrative Discounted Future Value

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## AR Downside Volumes Case

### AMGP Status Quo



#### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Distribution reinvestment assumed to purchase additional shares at previous periods implied equity value
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity

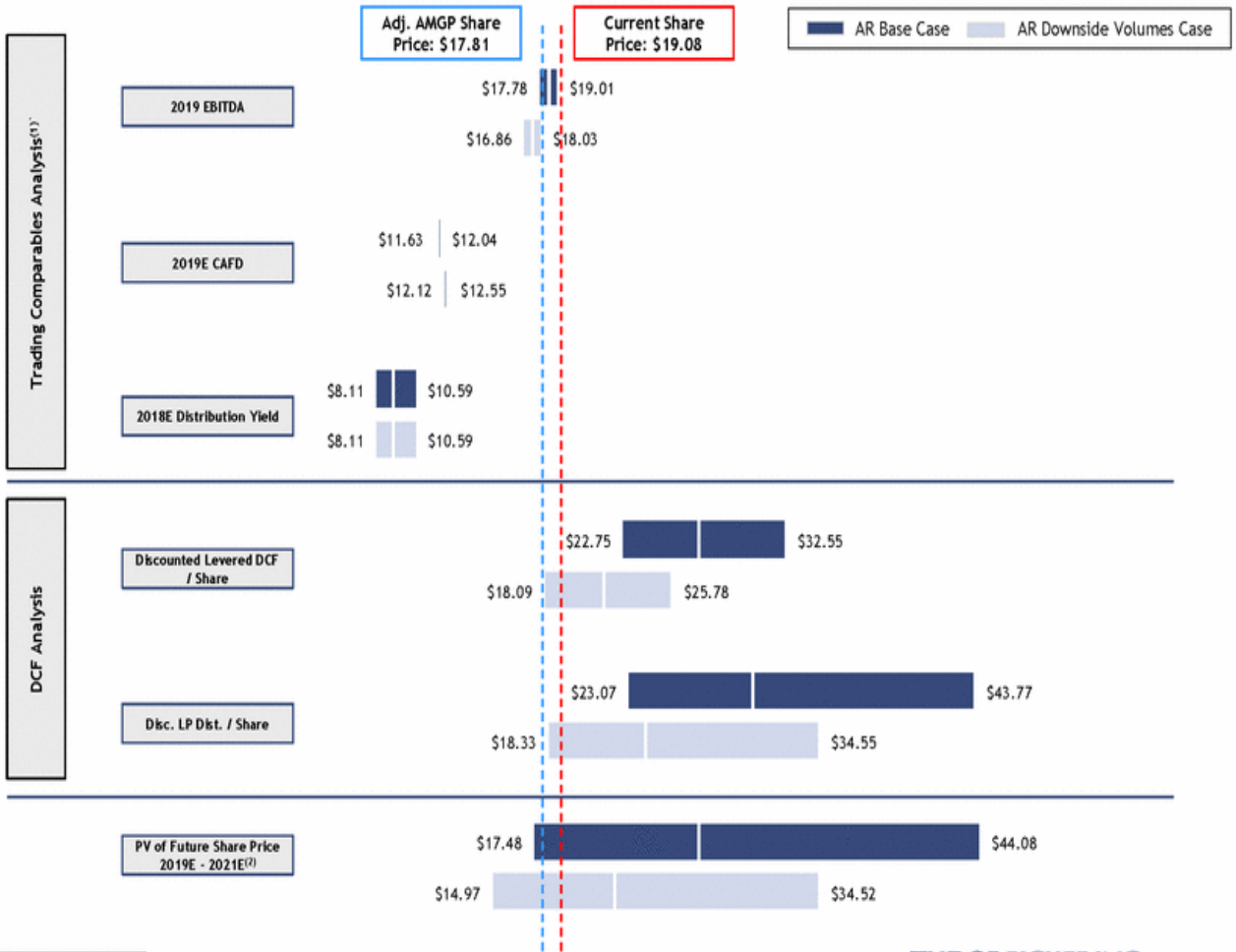
Source: Management projections and FactSet as of 6/8/18.  
Note: Valuation based on annual distributions. Net of Series B value.

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# Valuation Range of SQ AMGP

Current AMGP Price of \$19.08 / Share | With Series B Conversion

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Source: Management projections and FactSet as of 6/8/18.  
 Note: Adjusted AMGP share price reflects proposed Series B Conversion, calculated as:  $[(AMGP \text{ equity value} + ((AMGP \text{ equity value} - \$2bn) \times 6\%)) / (AMGP \text{ fully diluted shares outstanding} + 18.5mm)]$   
 (1) Implied AMGP equity value includes Series B converted to AMGP at 18.5mm shares.  
 (2) Low range is PV of 2019E future unit price assuming a 4% yield and high range is PV of 2021E future unit price assuming a 7% yield.



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## VI. Analysis of Transaction

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# Analysis at Various Exchange Ratios

(\$ in millions, unless otherwise noted)

A	B	C	D	E	F	F	G	H	I	K	L
		At Offer			At Current Adjusted <sup>(2)</sup>						
Exchange Ratio (At Current AMGP Sh. Price of \$19.08)		1.600x	1.650x	1.700x	1.732x	1.750x	1.800x	1.850x	1.900x		
Premium to Implied AM Unit Price (AMGP Share Price x Adj. Current XR)		(7.6%)	(4.7%)	(1.8%)	0.0%	1.1%	4.0%	6.8%	9.7%		
Implied AM Unit Price		\$28.50	\$29.39	\$30.28	\$30.84	\$31.17	\$32.06	\$32.95	\$33.84		
Fully Diluted AM Units Outstanding		188.1	188.1	188.1	188.1	188.1	188.1	188.1	188.1		
Implied Fully-Diluted AM Equity Value		\$5,359	\$5,527	\$5,694	\$5,800	\$5,862	\$6,029	\$6,197	\$6,364		
AM Net Debt		1,301	1,301	1,301	1,301	1,301	1,301	1,301	1,301		
AMGP Enterprise Value (Including Series B) <sup>(1)</sup>		3,631	3,631	3,631	3,631	3,631	3,631	3,631	3,631		
Implied AM Enterprise Value <sup>(1)</sup>		\$10,292	\$10,459	\$10,627	\$10,732	\$10,794	\$10,962	\$11,129	\$11,297		
Implied AMGP Equity Value		3,646	3,646	3,646	3,646	3,646	3,646	3,646	3,646		
Implied AM Ownership		59.5%	60.3%	61.0%	61.4%	61.7%	62.3%	63.0%	63.6%		
										Comparable Metrics	
	AM									Trading	Transaction
	Statistic									Median	Median (HTM)
2018E EBITDA	\$730	14.1x	14.3x	14.6x	14.7x	14.8x	15.0x	15.3x	15.5x	12.9x	11.9x
2019E EBITDA	\$989	10.4x	10.6x	10.7x	10.9x	10.9x	11.1x	11.3x	11.4x	10.8x	
2018E DCF <sup>(2)</sup>	\$385	13.9x	14.4x	14.8x	15.1x	15.2x	15.7x	16.1x	16.5x	12.6x	
2019E DCF <sup>(2)</sup>	\$516	10.4x	10.7x	11.0x	11.2x	11.4x	11.7x	12.0x	12.3x	11.7x	
Current Yield	\$1.46	5.1%	5.0%	4.8%	4.7%	4.7%	4.6%	4.4%	4.3%	5.9%	
2018E Yield	\$1.72	6.0%	5.8%	5.7%	5.6%	5.5%	5.3%	5.2%	5.1%	6.3%	
	AM									Trading	Transaction
	Statistic									Median	Median
2018E EBITDA	\$729	14.1x	14.4x	14.6x	14.7x	14.8x	15.0x	15.3x	15.5x	12.9x	11.9x
2019E EBITDA	\$851	12.1x	12.3x	12.5x	12.6x	12.7x	12.9x	13.1x	13.3x	10.8x	
2018E DCF <sup>(2)</sup>	\$392	13.7x	14.1x	14.5x	14.8x	15.0x	15.4x	15.8x	16.2x	12.6x	
2019E DCF <sup>(2)</sup>	\$460	11.6x	12.0x	12.4x	12.6x	12.7x	13.1x	13.5x	13.8x	11.7x	
Current Yield	\$1.46	5.1%	5.0%	4.8%	4.7%	4.7%	4.6%	4.4%	4.3%	5.9%	
2018E Yield	\$1.72	6.0%	5.8%	5.7%	5.6%	5.5%	5.3%	5.2%	5.1%	6.3%	

Source: Company filings, and FactSet as for 6/8/18.

(1) Includes Series B conversion value of (AMGP equity value + (\$2bn) x 6%).

(2) DCF attributable to the LP unitholders.

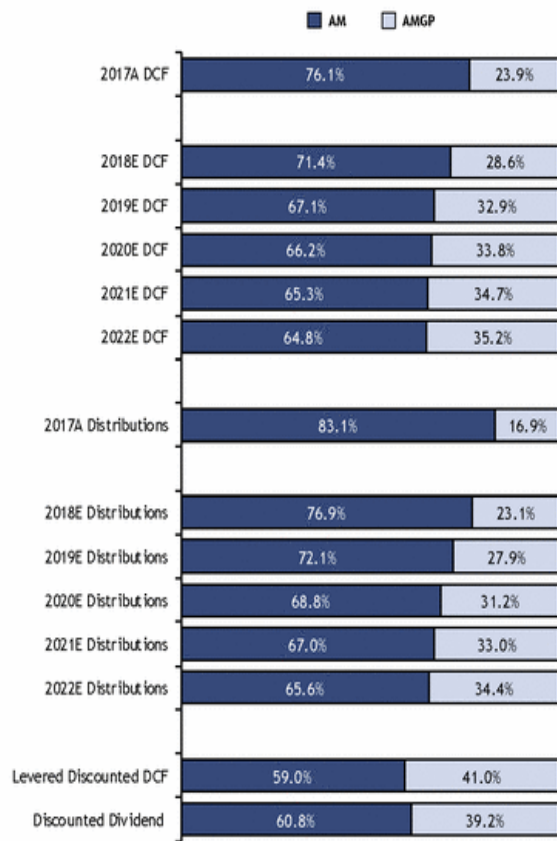
(3) Adjusted to reflect proposed Series B conversion, with AMGP share price calculated as (AMGP equity value + (AMGP equity value - \$2bn) x 6%)/(AMGP fully diluted shares outstanding + 18.5mm).

# Contribution Analysis | AR Base Case

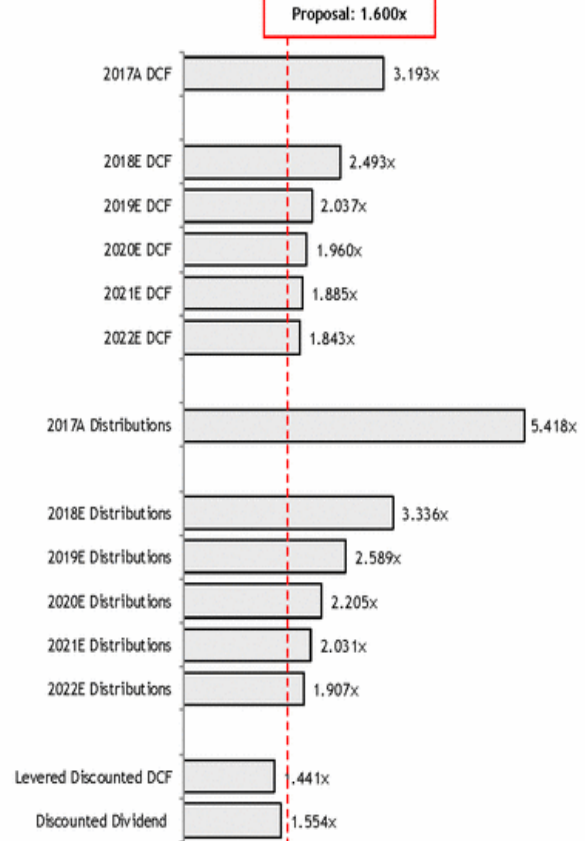
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AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1)</sup>



Source: Management projections. FactSet as of 6/8/18.

Note: AM DCF calculated as LP Interest in EBITDA less interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF from AM to IDR LLC less G&A and cash taxes plus post-tax Series B payments.

Note: AM distributions calculated as distributions attributable to LP unitholders. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

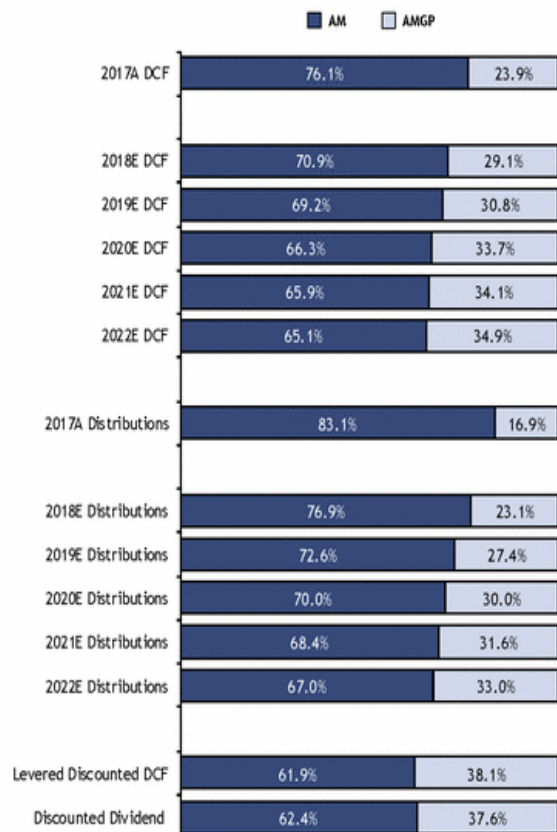
(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

# Contribution Analysis | AR Downside Volumes Case

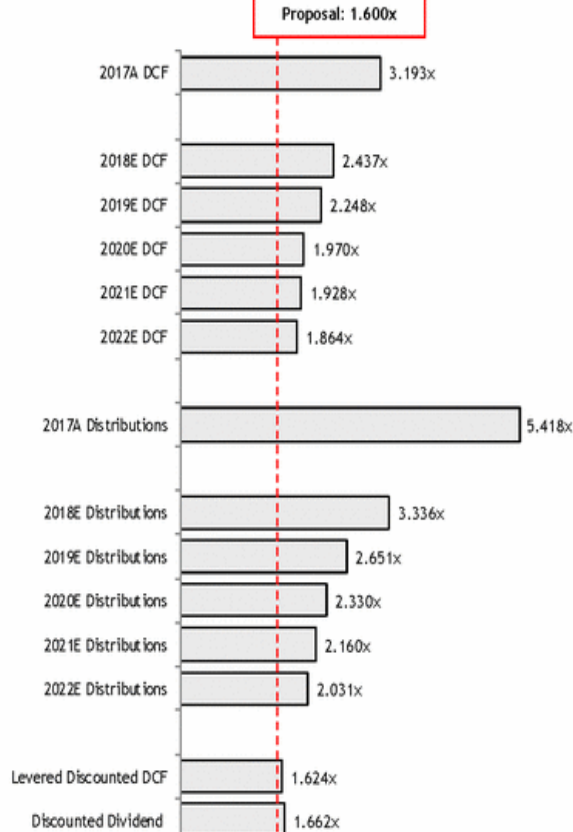
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AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1)</sup>



Source: Management projections. FactSet as of 6/8/18.

Note: AM DCF calculated as LP Interest in EBITDA less interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF from AM to IDR LLC less G&A and cash taxes plus post-tax Series B payments.

Note: AM distributions calculated as distributions attributable to LP unitholders. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

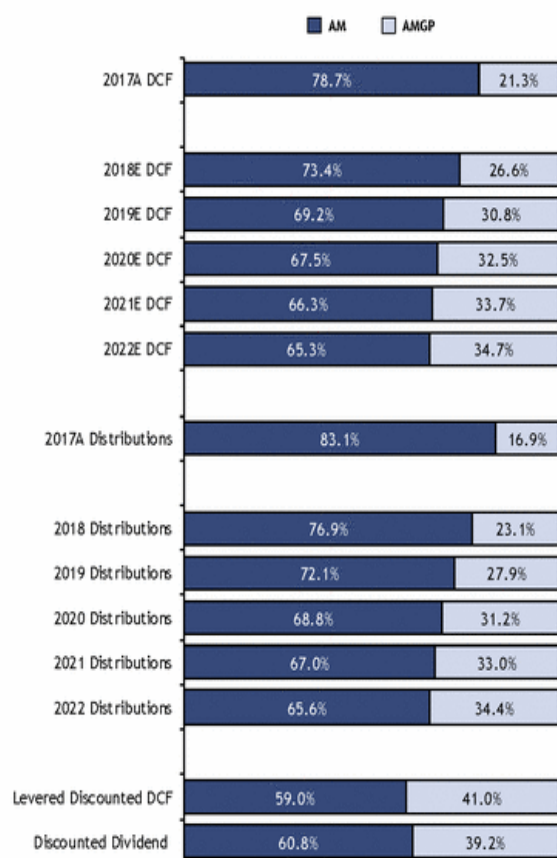
(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

# Contribution Analysis | AR Base Case

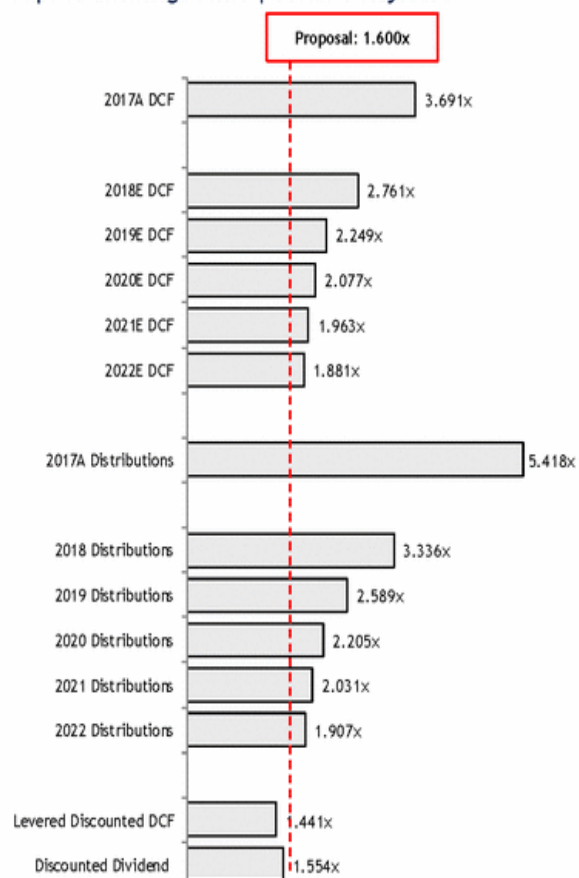
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AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1)</sup>



Source: Management projections. FactSet as of 6/8/18.

Note: AM DCF calculated as LP Interest in EBITDA less interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF less taxes on total IDR DCF less G&A expenses. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

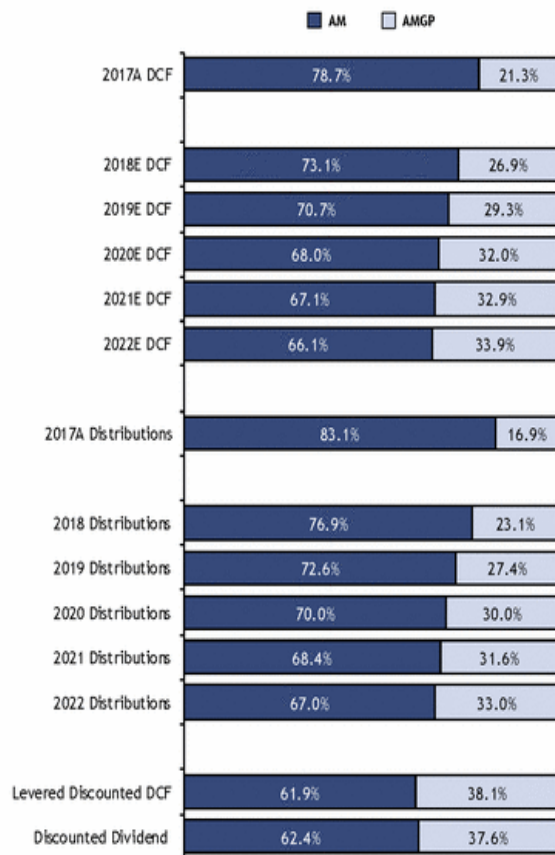
(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

# Contribution Analysis | AR Downside Volumes Case

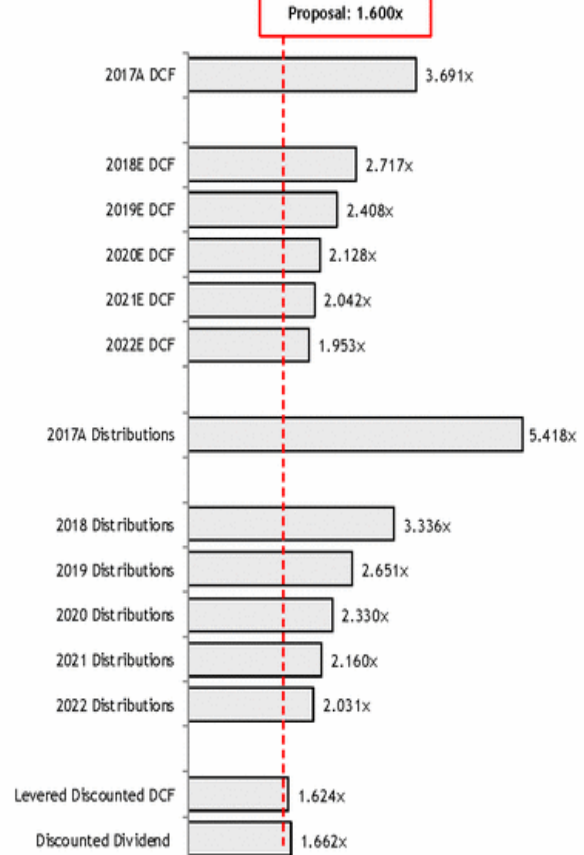
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AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1)</sup>



Source: Management projections. FactSet as of 6/8/18.

Note: AM DCF calculated as LP Interest in EBITDA less interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF less taxes on total IDR DCF less O&A expenses. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less O&A.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

# Implied Exchange Ratios

Discounted Levered DCF Approach

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## AR Base Volumes Case

AM				AMGP with Series B Exchange				Implied XR <sup>(1)</sup>				
2022E EBITDA Multiple				2022E EBITDA Multiple				Implied XR				
9.0x 10.5x 12.0x				18.0x 16.0x 14.0x				Low Med High				
Discount Rate	8.0%	\$37.39	\$42.12	\$46.85	8.0%	\$32.55	\$29.33	\$26.10	8.0%	1.149x	1.436x	1.795x
	10.0%	\$35.01	\$39.40	\$43.80	10.0%	\$30.34	\$27.35	\$24.35	10.0%	1.154x	1.441x	1.799x
	12.0%	\$32.82	\$36.91	\$41.00	12.0%	\$28.32	\$25.53	\$22.75	12.0%	1.159x	1.446x	1.803x

## AR Downside Volumes Case

AM				AMGP with Series B Exchange				Implied XR <sup>(1)</sup>				
2022E EBITDA Multiple				2022E EBITDA Multiple				Implied XR				
9.0x 10.5x 12.0x				18.0x 16.0x 14.0x				Low Med High				
Discount Rate	8.0%	\$33.45	\$37.65	\$41.85	8.0%	\$25.78	\$23.26	\$20.74	8.0%	1.297x	1.619x	2.018x
	10.0%	\$31.33	\$35.23	\$39.13	10.0%	\$24.04	\$21.70	\$19.35	10.0%	1.303x	1.624x	2.022x
	12.0%	\$29.38	\$33.01	\$36.64	12.0%	\$22.45	\$20.27	\$18.09	12.0%	1.309x	1.629x	2.026x

Source: Management projections. FactSet as of 6/8/18.

Note: AM distributable cash flow defined as distributable cash flow attributable to AM LP unitholders. AMGP distributable cash flow defined as HoldCo DCF with pre-tax Series B payments added back in. AMGP share values based on Shares Outstanding including 18.5mm additional shares from Series B conversion.

(1) Low AM to high AMGP and high AM to low AMGP implied unit and share prices compared to assess full range of potential exchange ratios.

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# Implied Exchange Ratios

## Discounted Distribution Approach

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### AR Base Volumes Case

AM				AMGP with Series B Exchange				Implied XR						
2022E Distribution Yield				2022E Distribution Yield				Implied XR						
8.0% 7.0% 6.0%				7.0% 5.5% 4.0%				Low Med High						
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02	Discount Rate	8.0%	\$26.49	\$32.78	\$43.77	Discount Rate	8.0%	1.716x	1.551x	1.326x
	10.0%	\$42.47	\$47.47	\$54.14		10.0%	\$24.71	\$30.54	\$40.76		10.0%	1.719x	1.554x	1.328x
	12.0%	\$39.73	\$44.38	\$50.58		12.0%	\$23.07	\$28.50	\$38.00		12.0%	1.722x	1.557x	1.331x

### AR Downside Volumes Case

AM				AMGP with Series B Exchange				Implied XR						
2022E Distribution Yield				2022E Distribution Yield				Implied XR						
8.0% 7.0% 6.0%				7.0% 5.5% 4.0%				Low Med High						
Discount Rate	8.0%	\$38.55	\$43.03	\$49.02	Discount Rate	8.0%	\$21.03	\$25.95	\$34.55	Discount Rate	8.0%	1.833x	1.659x	1.419x
	10.0%	\$36.02	\$40.20	\$45.76		10.0%	\$19.62	\$24.19	\$32.19		10.0%	1.836x	1.662x	1.422x
	12.0%	\$33.72	\$37.60	\$42.77		12.0%	\$18.33	\$22.58	\$30.02		12.0%	1.840x	1.665x	1.425x

Source: Management projections. FactSet as of 6/8/18.

Note: AM distributions defined as distributions attributable to LP unitholders. AMGP distributions per unit assume 1.0x coverage and are defined as DCF with pre-tax Series B payments added back / (fully diluted shares outstanding plus 18.5mm converted Series B shares).



# Implied Exchange Ratios

## PV of Future Share Price Approach

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### AR Base Volumes Case

AM				AMGP with Series B Exchange				Implied XR					
PV of FSP at 10% Discount Rate				PV of FSP at 10% Discount Rate				PV of FSP at 10% Discount Rate					
	YE 2019	YE 2020	YE 2021		YE 2019	YE 2020	YE 2021		YE 2019	YE 2020	YE 2021		
PV of Equity Value at Yield:	6.0%	\$33.34	\$39.27	\$45.98	4.0%	\$17.48	\$22.10	\$27.32	Low	1.908x	1.777x	1.683x	
	7.0%	\$37.75	\$44.05	\$51.16	5.5%	\$21.93	\$27.36	\$33.40		Mid	1.721x	1.610x	1.532x
	8.0%	\$43.63	\$50.43	\$58.09	7.0%	\$29.73	\$36.57	\$44.08		High	1.468x	1.379x	1.318x

### AR Downside Volumes Case

AM				AMGP with Series B Exchange				Implied XR					
PV of FSP at 10% Discount Rate				PV of FSP at 10% Discount Rate				PV of FSP at 10% Discount Rate					
	YE 2019	YE 2020	YE 2021		YE 2019	YE 2020	YE 2021		YE 2019	YE 2020	YE 2021		
PV of Equity Value at Yield:	6.0%	\$30.18	\$34.10	\$38.36	4.0%	\$14.97	\$18.06	\$21.40	Low	2.016x	1.889x	1.792x	
	7.0%	\$34.17	\$38.25	\$42.68	5.5%	\$18.79	\$22.35	\$26.16		Mid	1.819x	1.712x	1.631x
	8.0%	\$39.49	\$43.80	\$48.45	7.0%	\$25.47	\$29.87	\$34.52		High	1.551x	1.466x	1.403x

Source: Management projections. FactSet as of 6/8/18.

Note: AMGP share values based on Shares Outstanding including 18.5mm additional shares from Series B conversion.

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## VII. Pro Forma Impact

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# Transaction Assumptions

## Transaction Assumptions

- Transaction effective on 6/30/2018
- To acquire AM, AMGP will convert into a C-Corp in a 100% stock transaction
- Base case assumes:
  - Each outstanding AM common unit exchanged for 1.6 AMGP shares
  - All existing Series B units exchanged for 18.5mm AMGP shares

## Series B Conversion

Series B Conversion			
	At Current	At Transaction Implied	At Transaction Proposed
AMGP SQ Units Outstanding	186.2	186.2	186.2
AMGP Common Units Issued @ 1.600x XR	-	300.9	300.9
<b>Pre-Series B Fully Diluted Post-Transaction Share Count</b>	<b>186.2</b>	<b>487.1</b>	<b>487.1</b>
20-Day AMGP VWAP as of 06/08/2018	\$18.46	\$18.46	\$18.46
Implied Pre-Series Market Cap (\$MM)	\$3,437	\$8,991	\$8,991
<b>AMGP Shares Issued for Series B Conversion</b>	<b>4.7</b>	<b>22.7</b>	<b>18.5</b>
Series B Valuation Threshold (\$MM)	\$2,000	\$2,000	NA
Series B Conversion Rate	6.00%	6.00%	NA
<b>Post-Series B Fully Diluted Post-Transaction Share Count</b>	<b>190.9</b>	<b>509.8</b>	<b>505.6</b>
Implied Post-Series Market Cap (\$MM)	\$3,523	\$9,410	\$9,332
<b>Implied Series B Valuation</b>	<b>\$86</b>	<b>\$419</b>	<b>\$341</b>
% Shares Issued to AM	--	59.0%	59.5%
% AMGP Shares Outstanding	97.6%	95.5%	96.3%
% Class B Shares Outstanding	2.4%	4.5%	3.7%

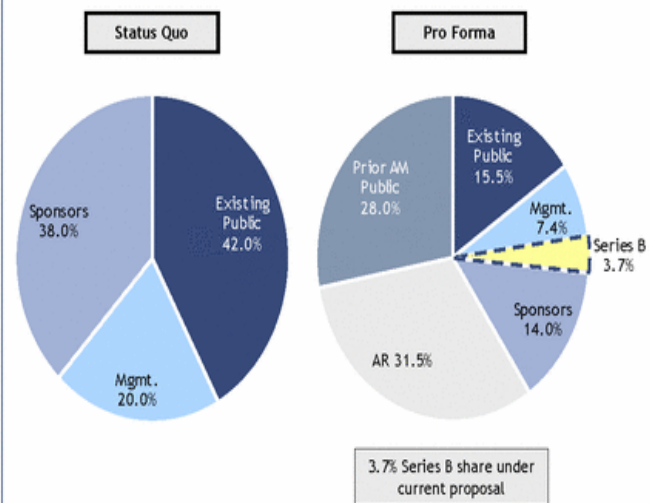
Source: FactSet as of 6/8/18.

- (1) Includes equity issued for Series B unit conversion into AMGP shares.  
 (2) Equity values based on current share price as of 6/8/18.  
 (3) Provided by Management.

## Sources & Uses At Proposed Transaction

Sources		Uses	
AMGP Equity Issued <sup>(1)</sup>	\$6,107	Purchase AM Units Outstanding	\$5,741
AM Debt Rolled to AMGP Balance Sheet	1,394	Conversion of Series B Units	353
<b>Total Sources</b>	<b>\$7,501</b>	Transaction Fees <sup>(3)</sup>	13
		AM Existing Debt	1,394
		<b>Total Uses</b>	<b>\$7,501</b>

## AMGP Ownership Comparison

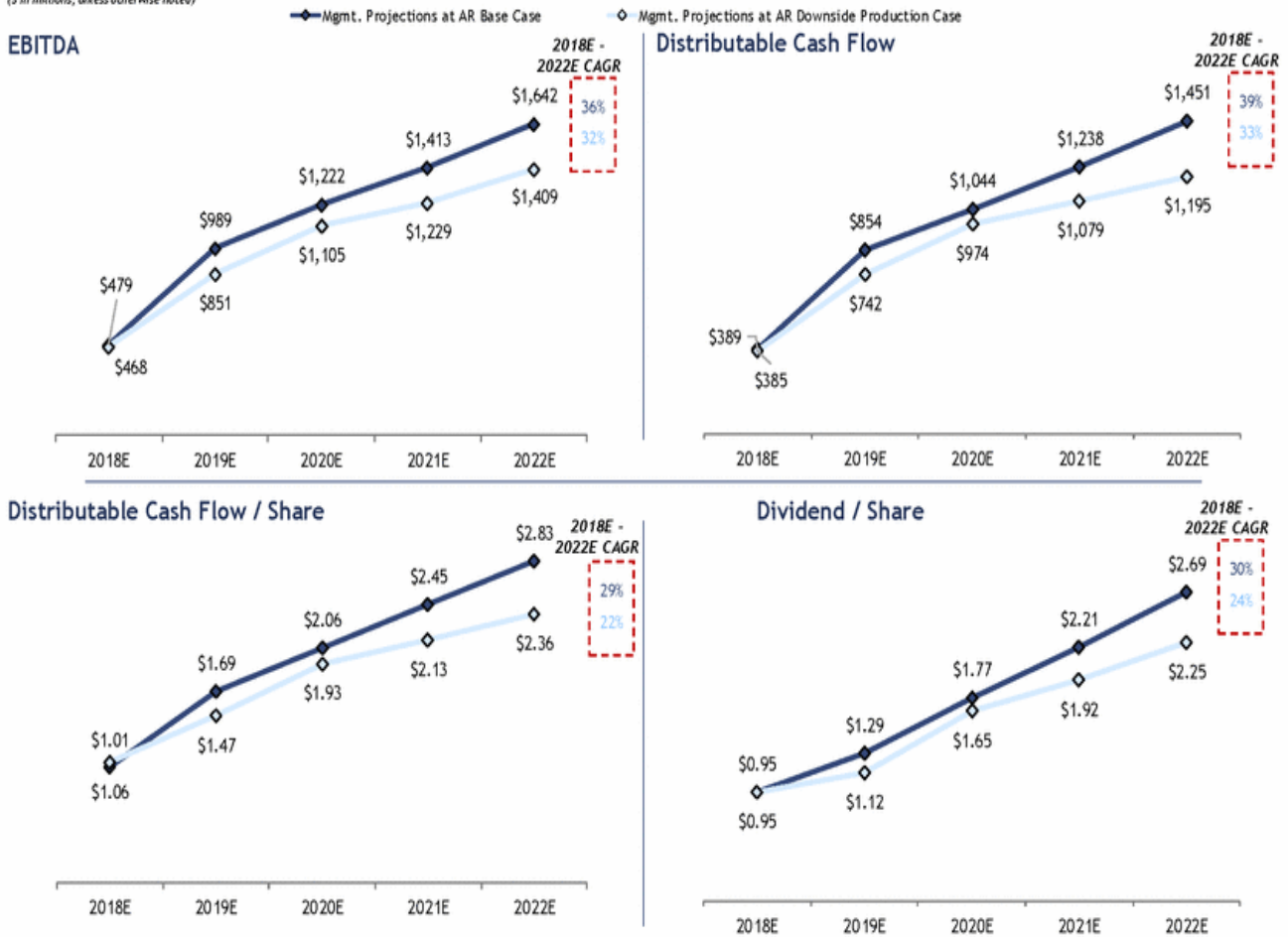


# PF AMGP Projections

## AR Base Volumes Case & AR Downside Volumes Case

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(\$ in millions, unless otherwise noted)



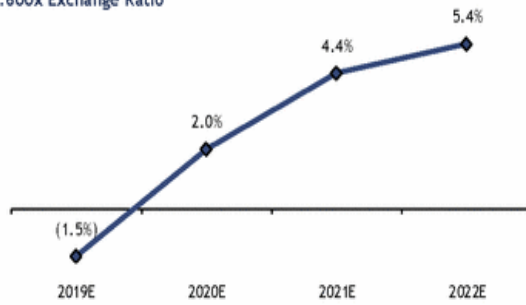
Source: Management Projections, Thomson One, FactSet as of 6/8/18.

# Distributable Cash Flow Accretion / (Dilution)

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## AM & AMGP

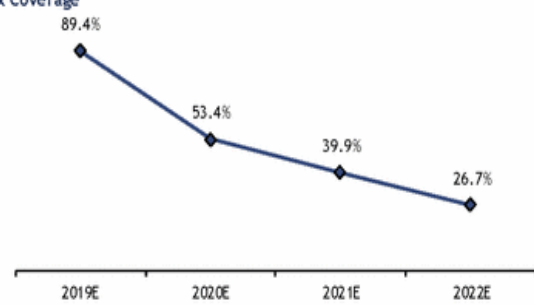
### AM Accretion / (Dilution) - % At 1.600x Exchange Ratio



Status Quo AM:	\$2.74	\$3.24	\$3.75	\$4.29
Pro Forma AMGP:	\$2.70	\$3.30	\$3.92	\$4.52
\$ Acc / (Dil):	(\$0.04)	\$0.06	\$0.17	\$0.23

PF AMGP Coverage:	1.313x	1.165x	1.110x	1.052x
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### AMGP Accretion / (Dilution) - % At 1.0x Coverage



Status Quo AMGP:	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$1.69	\$2.06	\$2.45	\$2.83
\$ Acc / (Dil):	\$0.80	\$0.72	\$0.70	\$0.60

PF AMGP Coverage:	1.313x	1.165x	1.110x	1.052x
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### Accretion / (Dilution) Analysis at Various XRs

	2019E	2020E	2021E	2022E
1.600x	(1.5%)	2.0%	4.4%	5.4%
1.650x	(0.3%)	3.2%	5.7%	6.7%
1.700x	0.9%	4.5%	7.0%	8.0%
1.750x	2.0%	5.6%	8.2%	9.2%
1.800x	3.1%	6.8%	9.4%	10.4%

### Accretion / (Dilution) Analysis at Various XRs

	2019E	2020E	2021E	2022E
1.600x	89.4%	53.4%	39.9%	26.7%
1.650x	86.0%	50.6%	37.4%	24.4%
1.700x	82.6%	47.9%	34.9%	22.1%
1.750x	79.4%	45.3%	32.5%	20.0%
1.800x	76.3%	42.8%	30.2%	17.9%

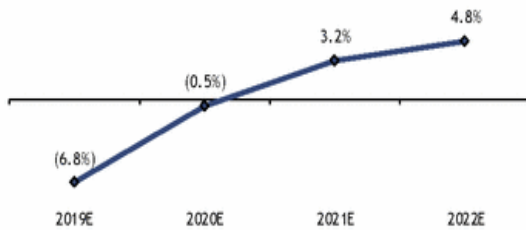
Source: Management projections and FactSet as of 6/8/18

# Distribution Accretion / (Dilution)

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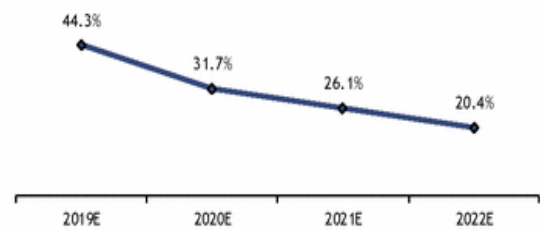
## AM & AMGP

AM Accretion / (Dilution) - %  
At 1.600x Exchange Ratio



Status Quo AM:	\$2.21	\$2.85	\$3.42	\$4.10
Pro Forma AMGP:	\$2.06	\$2.84	\$3.53	\$4.30
\$ Acc / (Dil):	(\$0.15)	(\$0.01)	\$0.11	\$0.20

AMGP Accretion / (Dilution) - %  
At 1.0x Coverage



Status Quo AMGP:	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$1.29	\$1.77	\$2.21	\$2.69
\$ Acc / (Dil):	\$0.40	\$0.43	\$0.46	\$0.46

Accretion / (Dilution) Analysis at Various XRs

	2019E	2020E	2021E	2022E
1.600x	(6.8%)	(0.5%)	3.2%	4.8%
1.650x	(5.7%)	0.7%	4.5%	6.1%
1.700x	(4.6%)	1.9%	5.7%	7.4%
1.750x	(3.5%)	3.1%	6.9%	8.6%
1.800x	(2.5%)	4.2%	8.0%	9.8%

Accretion / (Dilution) Analysis at Various XRs

	2019E	2020E	2021E	2022E
1.600x	44.3%	31.7%	26.1%	20.4%
1.650x	41.7%	29.3%	23.8%	18.2%
1.700x	39.1%	27.0%	21.5%	16.1%
1.750x	36.7%	24.8%	19.4%	14.0%
1.800x	34.3%	22.6%	17.3%	12.1%

Source: Management projections and FactSet as of 6/8/18

# Distribution Accretion / (Dilution)

At Various PF AMGP Coverage Ratios & Exchange Ratios

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## 2019E AM Accretion / (Dilution) - %

Exchange Ratio	Coverage Ratio				
	1.00x	1.15x	Breakeven Coverage	Management Distribution Coverage	1.45x
			1.22x	1.31x	
1.600x	22.3%	6.3%	0.0%	(6.8%)	(15.7%)
1.650x	23.8%	7.6%	1.2%	(5.7%)	(14.6%)
1.700x	25.2%	8.9%	2.4%	(4.6%)	(13.6%)
1.750x	(3.5%)	10.1%	3.6%	(3.5%)	(12.6%)
1.800x	28.0%	11.3%	4.7%	(2.5%)	(11.7%)

## 2020E AM Accretion / (Dilution) - %

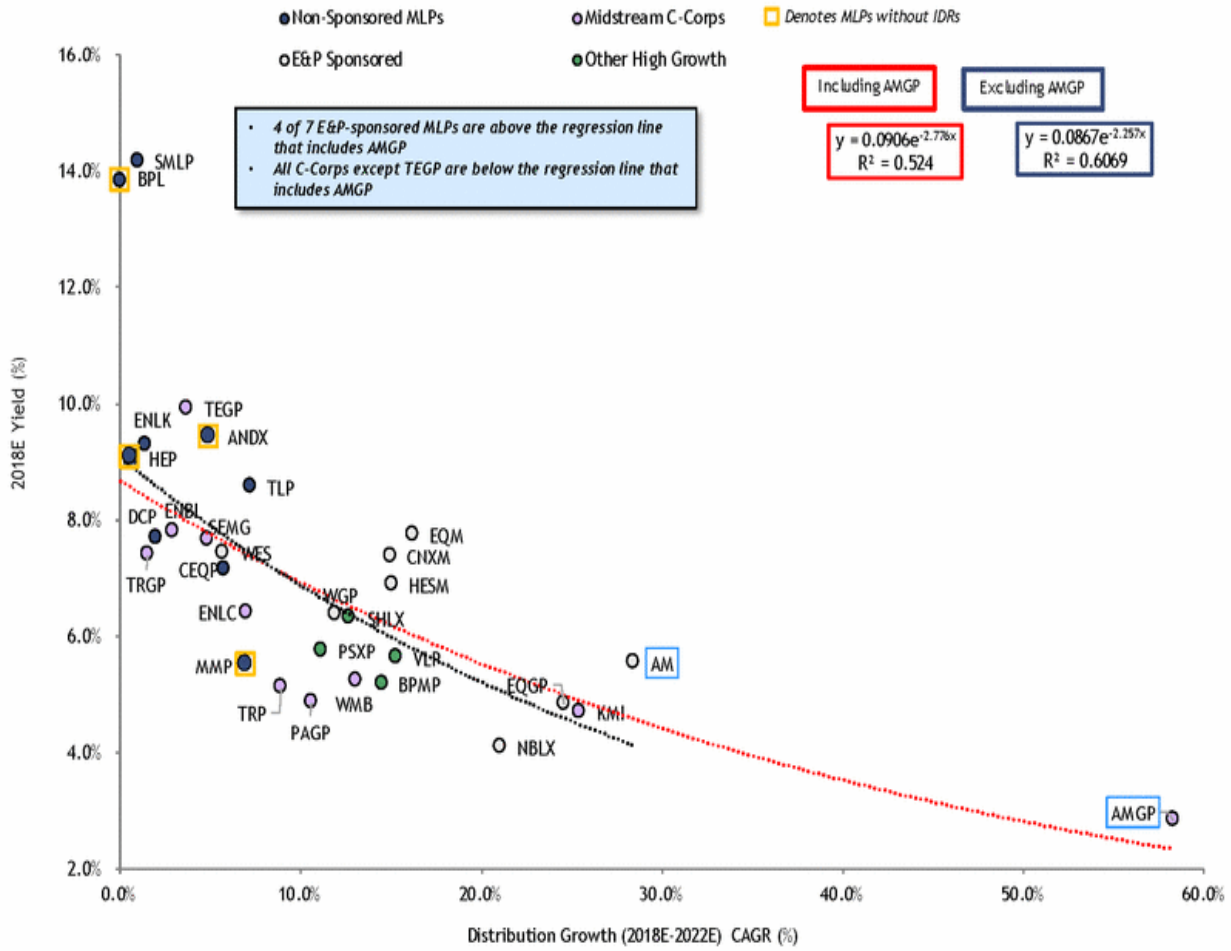
Exchange Ratio	Coverage Ratio				
	1.00x	1.16x	Breakeven Coverage	Management Distribution Coverage	1.45x
			1.16x	1.30x	
1.600x	15.9%	0.0%	0.0%	(0.5%)	(10.9%)
1.650x	17.3%	1.2%	1.2%	0.7%	(9.8%)
1.700x	18.7%	2.4%	2.4%	1.9%	(8.7%)
1.750x	20.0%	3.6%	3.6%	3.1%	(7.7%)
1.800x	21.3%	4.7%	4.7%	4.2%	(6.7%)

Source: Management projections and FactSet as of 6/8/18

# Midstream Distribution Growth vs. Yield

MLPs vs. C-Corps

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Sources: Company filings, FactSet estimates as of 6/8/18  
 Note: Companies selected represent dividend/distribution paying midstream C-Corps and MLPs (both with and without IDRs).



# PF AMGP Selected Public Trading Comparables

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## Midstream C-Corps, Public General Partners, & High - Growth MLPs

Company	Unit Price at 6/8/2018	Equity Value	TEV	Distribution / Unit / Price (Yield)		Dist. Growth 2018E to 2020E CAGR <sup>(1)</sup>	Equity Value / DCF (2,3)		Enterprise Value / EBITDA		Coverage
				Current	2018E		2018E	2019E	2018E	2019E	
				Non-IDR Midstream C-Corps							
Kinder Morgan Inc	\$16.85	\$37,172	\$76,383	4.7%	4.7%	25%	8.6x	8.3x	10.2x	10.0x	2.6x
ONEOK, Inc.	68.45	28,138	36,313	4.6%	4.7%	10%	16.1x	15.3x	15.5x	14.4x	1.3x
Plains All American Pipeline GP	24.76	7,010	6,906	4.8%	4.9%	14%	10.6x	9.1x	20.3x	18.4x	1.7x
SemGroup Corporation	25.80	2,028	4,832	7.3%	7.4%	5%	10.9x	8.1x	12.2x	10.5x	1.5x
Targa Resources Corp.	49.31	10,972	17,214	7.4%	7.4%	0%	13.2x	11.0x	13.2x	11.1x	1.1x
The Williams Companies, Inc.	26.12	31,688	52,276	5.2%	6.1%	6%	16.0x	14.2x	21.1x	19.8x	1.3x
Public General Partners											
EQT GP Holdings LP <sup>(5)</sup>	24.80	7,501	7,736	4.2%	4.9%	8%	18.7x	14.8x	19.3x	15.3x	1.1x
Western Gas Equity Partners, LP	37.02	8,105	9,208	6.1%	6.4%	8%	15.7x	14.3x	17.9x	16.4x	1.0x
High - Growth MLPs <sup>(4)</sup>											
CNX Midstream Partners LP	\$18.51	\$1,298	\$1,953	7.0%	7.4%	15%	11.0x	8.2x	12.0x	8.7x	1.3x
EQT Midstream Partners LP	57.72	13,195	16,094	7.4%	7.8%	16%	10.4x	8.8x	12.7x	10.9x	1.2x
Hess Midstream Partners LP	20.50	1,144	3,172	6.5%	6.9%	15%	13.1x	11.8x	11.7x	9.6x	1.1x
Noble Midstream Partners LP	52.66	2,175	3,131	3.9%	4.2%	20%	11.3x	11.7x	13.4x	10.8x	2.1x
BP Midstream Partners LP	21.53	2,407	2,712	5.0%	5.2%	15%	16.7x	12.9x	18.1x	13.3x	1.3x
Shell Midstream Partners LP	23.58	7,165	9,094	5.9%	6.3%	12%	14.6x	12.5x	15.6x	10.9x	1.1x
Valero Energy Partners LP	40.15	4,072	5,275	5.1%	5.6%	16%	12.6x	11.1x	12.7x	10.2x	1.4x
Mean		\$10,938	\$16,820	5.7%	6.0%	12.3%	13.3x	11.5x	15.1x	12.7x	1.4x
Median		\$7,165	\$7,736	5.2%	6.1%	14%	13.1x	11.7x	13.4x	10.9x	1.3x
Midstream C-Corp Mean		\$19,502	\$32,321	5.7%	5.9%	10%	12.6x	11.0x	15.4x	14.0x	1.6x
Midstream C-Corp Median		\$19,555	\$26,763	5.0%	5.5%	8%	12.0x	10.1x	14.4x	12.8x	1.4x
Public GP Mean		\$7,803	\$8,472	5.2%	5.6%	8%	17.2x	14.6x	18.6x	15.8x	1.0x
Public GP Median		\$7,803	\$8,472	5.2%	5.6%	8%	17.2x	14.6x	18.6x	15.8x	1.0x
High-Growth MLP Mean		\$4,494	\$5,919	5.8%	6.2%	15%	12.8x	11.0x	13.7x	10.6x	1.4x
High-Growth MLP Median		\$2,407	\$3,172	5.9%	6.3%	15%	12.6x	11.7x	12.7x	10.8x	1.3x

Source: FactSet as of 6/8/18 and Wall Street research.

- (1) For C-corps, CAGR calculated using Q4 2017 dividend annualized and 2020E dividend.
- (2) Calculated as equity value to LP DCF.
- (3) DCF calculated as EBITDA less interest expense and maintenance capital.
- (4) Defined as high-growth MLP if current - 2020E distribution growth CAGR is greater than 10%.
- (5) EQGP Pro Forma for RWP acquisition announced April 2018.

# Has / Gets Analysis | AR Base Case

Valuation Effective Date: 6/30/2018

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## Stand Alone AM Implied Unit Price

### Levered DCF Analysis

#### 2022E DCF Multiple

		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.39	\$42.12	\$46.85
	10.0%	\$35.01	\$39.40	\$43.80
	12.0%	\$32.82	\$36.91	\$41.00

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## XR Adjusted PF AMGP Implied Share Price | 1.600x XR

### Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$42.31	\$48.96	\$55.60
	10.0%	\$39.57	\$45.75	\$51.92
	12.0%	\$37.06	\$42.81	\$48.55

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$43.75	\$50.00	\$58.74
	10.0%	\$40.84	\$46.64	\$54.77
	12.0%	\$38.18	\$43.57	\$51.13

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$39.74	\$46.64	\$53.53
	8.5%	\$37.43	\$43.95	\$50.47
	10.0%	\$35.27	\$41.44	\$47.61

Source: Management projections and FactSet as of 6/8/18.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Downside Volumes Case

Valuation Effective Date: 6/30/2018

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## Stand Alone AM Implied Unit Price

### Levered DCF Analysis

#### 2022E DCF Multiple

		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$33.45	\$37.65	\$41.85
	10.0%	\$31.33	\$35.23	\$39.13
	12.0%	\$29.38	\$33.01	\$36.64

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$38.55	\$43.03	\$49.02
	10.0%	\$36.02	\$40.20	\$45.76
	12.0%	\$33.72	\$37.60	\$42.77

## XR Adjusted PF AMGP Implied Share Price | 1.600x XR

### Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$35.94	\$41.49	\$47.05
	10.0%	\$33.62	\$38.79	\$43.95
	12.0%	\$31.51	\$36.31	\$41.11

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$34.89	\$39.79	\$46.64
	10.0%	\$32.59	\$37.14	\$43.51
	12.0%	\$30.49	\$34.72	\$40.64

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$34.86	\$40.62	\$46.39
	8.5%	\$32.85	\$38.30	\$43.76
	10.0%	\$30.97	\$36.14	\$41.30

Source: Management projections and FactSet as of 6/8/18.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

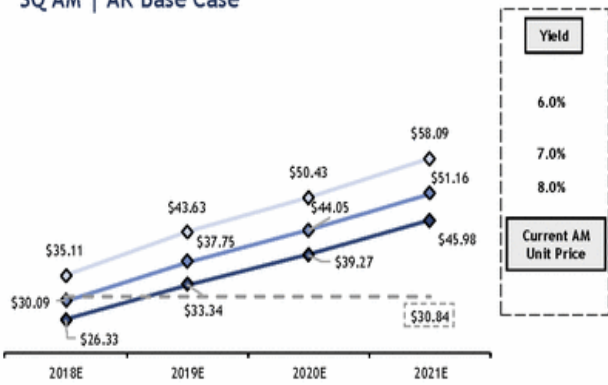
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# Illustrative Discounted Future Value

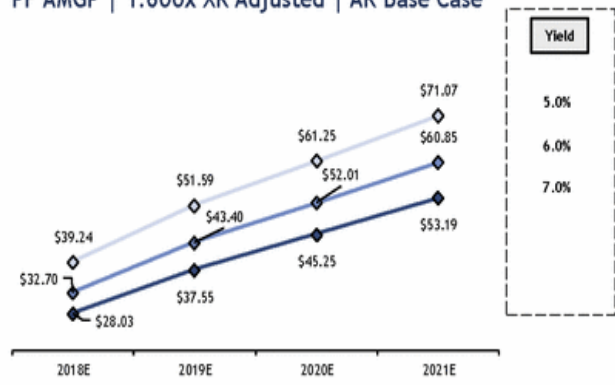
SQ AM & PF AMGP | AR Base Case & AR Downside Volumes Case

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SQ AM | AR Base Case



PF AMGP | 1.600x XR Adjusted | AR Base Case



SQ AM | AR Downside Volumes Case



PF AMGP | 1.600x XR Adjusted | AR Downside Volumes Case



**Assumptions**

- Management projections | Valuation date as of 6/30/18
- Distribution reinvestment assumed to purchase additional units at previous periods implied equity value
- Future share price calculated at FY1 distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity

Source: Management projections and FactSet as of 6/8/18.  
Note: Valuation based on annual distributions.

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## VIII. Pro Forma Trading Analysis

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# Pro Forma Trading

Current AM Share Price: \$30.84

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		A	B	C	D	E	F	G	H	I
		Exchange Ratio Adjusted Implied AM Unit Price								
		2019E Dividend Yield								
		Implied AM Ownership	AM Current 9.34%	9.00%	8.50%	PF Mkt Cap Weighted Yield 8.22%	8.00%	7.00%	AMGP Current 4.55%	
Exchange Ratio	Current Offer	1.600x	59.5%	\$26.32	\$27.31	\$28.91	\$29.89	\$30.72	\$35.11	\$54.04
		1.650x	60.3%	\$26.64	\$27.65	\$29.27	\$30.26	\$31.10	\$35.54	\$54.71
		1.700x	61.0%	\$26.96	\$27.97	\$29.62	\$30.62	\$31.47	\$35.97	\$55.36
	Current Adj. X/R	1.732x	61.4%	\$27.15	\$28.17	\$29.83	\$30.84	\$31.70	\$36.22	\$55.76
		1.750x	61.7%	\$27.26	\$28.29	\$29.95	\$30.97	\$31.82	\$36.37	\$55.98
		1.800x	62.3%	\$27.56	\$28.59	\$30.28	\$31.30	\$32.17	\$36.76	\$56.59

Source: Wall Street Consensus, FactSet as of 6/8/18.

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## IX. After-Tax Pro Forma Impact Supplemental Materials

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# Transaction Tax Implications

## Average Tax Basis Calculation<sup>(1)</sup>

- Average tax basis of \$23.27 per unit for public AM unitholders as of YE 2017
- The average public AM unit holder would need to receive cash consideration of \$1.65 per unit, or \$156MM in aggregate, to avoid having to sell shares post-transaction to pay transaction related taxes

Unitholder	Active Units	EOY 2017 Basis
Antero Resources	90,841,730	\$2.01
Other Non-Public Unitholders	8,028,605	25.70
Public Unitholders	94,757,401	23.27
<b>Total Active Units</b>	<b>193,627,736</b>	
<b>Average EOY 2017 Basis for Public Unitholders</b>		<b>\$23.27</b>
<b>Average EOY 2017 Basis for IPO Investors</b>		<b>\$20.51</b>

## Cash Consideration Required to Avoid Share Selling

For Average Unitholder		For IPO Investor	
AMGP Share Price	\$19.08	AMGP Share Price	\$19.08
Exchange Ratio	1.600x	Exchange Ratio	1.600x
Offer Price	\$30.53	Offer Price	\$30.53
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$4.83
Average Capital Gain	3.89	Average Capital Gain	5.19
<b>Total Gain</b>	<b>\$7.26</b>	<b>Total Gain</b>	<b>\$10.02</b>
Average Assumed Passive Activity Loss	(\$1.08)	Average Assumed Passive Activity Loss	(\$1.46)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>	
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.07
Effective Ordinary Gain Tax Rate	21.5%	Effective Ordinary Gain Tax Rate <sup>(4)</sup>	22.3%
Tax on Capital Gain	\$0.93	Tax on Capital Gain	\$1.24
Effective Ordinary Gain Tax Rate	23.8%	Effective Ordinary Gain Tax Rate	23.8%
<b>Total Tax on Gain</b>	<b>\$1.65</b>	<b>Total Tax on Gain</b>	<b>\$2.31</b>
Total Effective Tax Rate	22.7%	Total Effective Tax Rate	23.1%

## SQ AM After Tax Distribution<sup>(3)</sup>

	2019E	2020E	2021E	2022E
Pre-Tax Distribution	\$2.21	\$2.85	\$3.42	\$4.10
Tax Paid on Distribution	(\$0.05)	(\$0.21)	(\$0.57)	(\$1.06)
<b>Post-Tax Distribution</b>	<b>\$2.16</b>	<b>\$2.64</b>	<b>\$2.85</b>	<b>\$3.04</b>

Source: FactSet as of 6/8/18 and Wall Street research.

(1) Provided by management.

(2) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.

(3) Based on average unitholder basis of \$23.27 at YE 2017.

(4) Statutory ordinary income tax rate of 40.8%, net of 20% deduction for individual investor on 37% federal rate and any available passive activity losses.



# After-Tax Distribution For Average Unitholder

## Calculation Detail

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PF AMGP After-Tax Distribution Calculation						
	2H 2018	2019E	2020E	2021E	2022E	
Total Operating Revenues	\$488	\$1,182	\$1,459	\$1,723	\$1,982	\$1,982
- Total Operating Expenses (including depreciation)	(228)	(508)	(620)	(725)	(799)	(799)
<b>Operating Income</b>	<b>\$260</b>	<b>\$674</b>	<b>\$839</b>	<b>\$998</b>	<b>\$1,183</b>	
+ Book depreciation	81	179	201	214	219	219
+ Equity in Earnings of Unconsolidated Affiliates	19	72	104	120	146	146
- Interest Expense	(37)	(89)	(110)	(126)	(113)	(113)
- Depreciation of Goodwill and Current Assets	(413)	(795)	(728)	(685)	(673)	(673)
- Additional Depreciation from Step Up in Basis	(13)	(116)	(233)	(282)	(138)	(138)
- Capex Expense for Tangible Assets	(133)	(164)	(176)	(393)	(352)	(352)
- Interest Expense Add-back	0	0	0	0	0	0
<b>Taxable Income Before NOLs</b>	<b>(\$236)</b>	<b>(\$239)</b>	<b>(\$102)</b>	<b>(\$153)</b>	<b>\$273</b>	
- NOLs applied from previous years	50	50	(51)	50	(218)	(218)
<b>Taxable Income</b>	<b>(\$236)</b>	<b>(\$239)</b>	<b>(\$103)</b>	<b>(\$153)</b>	<b>\$55</b>	
AMGP Taxable Income	(\$236)	(\$239)	(\$103)	(\$153)	55	55
+ NOL Utilization	-	-	1	-	218	218
- Payment of Income Taxes	-	-	0	-	14	14
+/- Change in depreciation (MACRS vs ADS SL)	-	(8)	32	64	10	10
+ Tangible Asset Capex	133	164	176	393	352	352
<b>Current Earnings &amp; Profits</b>	<b>(\$103)</b>	<b>(\$83)</b>	<b>\$107</b>	<b>\$304</b>	<b>\$621</b>	
Current Dist. from AMGP to Shareholders	362	651	896	1,115	1,358	1,358
Qualified Dividend <sup>(2)</sup>		RoC	Cum E&P	Cum E&P	Cum E&P	
Return of Capital <sup>(1)</sup>	362	651	-	-	-	-
Qualified Dividend <sup>(2)</sup>	-	-	107	304	621	621
Partial Return of Capital <sup>(3)</sup>	-	-	789	811	737	737
<b>Accumulated Earnings and Profits</b>						
% RoC (Annual Average)	100%	100%	88%	73%	54%	
% Qualified Dividend (Annual Average)	0%	0%	12%	27%	46%	
Shares Outstanding	505.6	505.6	505.6	505.6	505.6	505.6
Tax Basis/Share	\$30.70	\$29.67	\$28.26	\$26.68	\$25.13	
- Return of Capital	(\$0.72)	(\$1.29)	(\$1.56)	(\$1.61)	(\$1.46)	
<b>EOY Basis</b>	<b>\$30.34</b>	<b>\$29.35</b>	<b>\$27.86</b>	<b>\$26.28</b>	<b>\$24.77</b>	
Return of Capital Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Qualified Dividend Taxes	\$0.00	\$0.00	\$0.05	\$0.14	\$0.29	\$0.29
<b>Before Tax AMGP Dist. Per Share</b>	<b>\$0.72</b>	<b>\$1.29</b>	<b>\$1.77</b>	<b>\$2.21</b>	<b>\$2.69</b>	
Total Tax per Share	\$-	\$-	\$0.05	\$0.14	\$0.29	\$0.29
Implied Tax Rate	-%	-%	3%	6%	11%	
<b>After-Tax AMGP Dividend Per Share</b>	<b>\$0.72</b>	<b>\$1.29</b>	<b>\$1.72</b>	<b>\$2.06</b>	<b>\$2.39</b>	
Exchange Ratio	1.6x	1.6x	1.6x	1.6x	1.6x	1.6x
<b>PF After Tax AM Distribution Per LP Unit</b>	<b>\$1.15</b>	<b>\$2.06</b>	<b>\$2.76</b>	<b>\$3.30</b>	<b>\$3.83</b>	

Source: Management projections and FactSet as of 6/8/18.

- (1) PF Return of Capital per share calculated as the total Distributions to Shareholders when Current Earnings & Profits are less than 0.
- (2) Qualified dividend calculated as equal to the lesser of Current Earnings & Profit of Distributions to Shareholder assuming Current Earnings & Profit is greater than 0.
- (3) Partial Return of Capital is calculated as the difference between Distributions to Shareholders and Current Earnings & profits assuming Qualified Dividends are applicable.

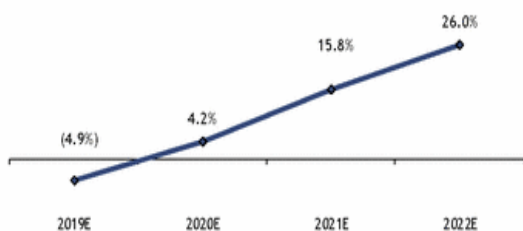
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# After-Tax Distribution Accretion / (Dilution)

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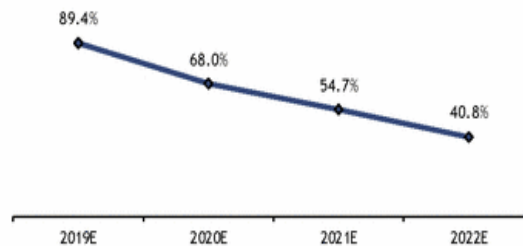
AM & AMGP | For Average AM Unit Holder

## AM Accretion / (Dilution) - % At 1.600x Exchange Ratio



Status Quo AM:	\$2.16	\$2.64	\$2.85	\$3.04
Pro Forma AMGP:	\$2.06	\$2.76	\$3.30	\$3.83
\$ Acc / (Dil):	(\$0.11)	\$0.11	\$0.45	\$0.79

## AMGP Accretion / (Dilution) - % At 1.0x Coverage



Status Quo AMGP:	\$0.68	\$1.03	\$1.33	\$1.70
Pro Forma AMGP:	\$1.29	\$1.72	\$2.06	\$2.39
\$ Acc / (Dil):	\$0.61	\$0.70	\$0.73	\$0.69

## Accretion / (Dilution) Analysis at Various XRs

	2019E	2020E	2021E	2022E
1.600x	(4.9%)	4.2%	15.8%	26.0%
1.650x	(3.7%)	5.5%	17.2%	27.6%
1.700x	(2.6%)	6.8%	18.6%	29.1%
1.750x	(1.5%)	8.0%	19.9%	30.6%
1.800x	(0.4%)	9.1%	21.2%	32.0%

## Accretion / (Dilution) Analysis at Various XRs

	2019E	2020E	2021E	2022E
1.600x	89.4%	68.0%	54.7%	40.8%
1.650x	85.9%	64.9%	51.9%	38.2%
1.700x	82.6%	62.0%	49.2%	35.8%
1.750x	79.4%	59.1%	46.5%	33.4%
1.800x	76.3%	56.4%	44.0%	31.1%

Source: Management projections and FactSet as of 6/8/18

Note: After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.

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# After-Tax Distribution Accretion / (Dilution)

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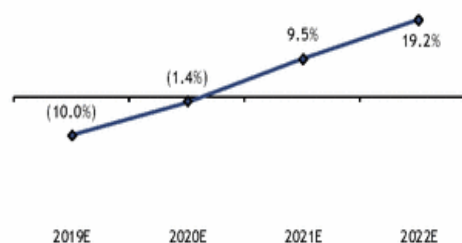
XR Adjusted for Taxes Payable | For Average AM Unit Holder

## Key Commentary

- Average transaction taxes of \$1.65 result in -0.1x reduction in exchange ratio
- Cash consideration, a higher exchange ratio or a combination of the two would be necessary in order to alleviate the tax burden to AM unitholders

## AM Accretion / (Dilution) - %

At 1.514x Implied Exchange Ratio (Post-Taxes Payable)



Status Quo AM:	\$2.16	\$2.64	\$2.85	\$3.04
Pro Forma AMGP:	\$1.95	\$2.61	\$3.12	\$3.62
\$ Acc / (Dil):	(\$0.22)	(\$0.04)	\$0.27	\$0.58

## AM Accretion / (Dilution) - % at Implied After-Tax Exchange Ratio | 1.0x Coverage

Exchange Ratio	Implied After-Tax XR	AM Accretion / (Dilution) - %			
		2019E	2020E	2021E	2022E
1.600x	1.514x	(10.0%)	(1.4%)	9.5%	19.2%
1.650x	1.552x	(7.8%)	1.1%	12.3%	22.2%
1.700x	1.590x	(5.5%)	3.5%	15.0%	25.2%
1.750x	1.628x	(3.2%)	6.0%	17.8%	28.2%
1.800x	1.666x	(1.0%)	8.5%	20.5%	31.2%

Implied After-Tax XR Calculation Detail				
Exchange Ratio	Implied AM Unit \$	Forecast Taxes Payable <sup>(1)</sup>	After Tax Unit Take	Implied After-Tax XR
1.600x	\$30.53	\$1.65	\$28.88	1.514x
1.650x	\$31.48	\$1.88	\$29.61	1.552x
1.700x	\$32.44	\$2.10	\$30.33	1.590x
1.750x	\$33.39	\$2.33	\$31.06	1.628x
1.800x	\$34.34	\$2.56	\$31.79	1.666x

Source: Management projections and FactSet as of 6/8/18.

Note: After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.

Note: Implied after-tax exchange ratio arrived at by subtracting forecasted taxable gain pf \$1.71 from exchange ratio adjusted AM unit price / AMGP share price.

(1) Forecast taxes payable provided by company for average unitholder.

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# Implied Exchange Ratios

## Series B & Tax Adjusted

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Implied XR Calculation Detail									
Offer Exchange Ratio	Current AMGP Share Price	Implied AM Unit \$	Forecast Taxes Payable	After Tax AM Unit Take	Implied After-Tax XR	Series B Adjusted AMGP Share Price	Series B Adjusted XR @ Current AM Unit Price	Tax Adjusted and Series B Adjusted XR	
Detail:		Current AMGP Share Price x Offer XR		Current AM Unit Price - Taxable Gain	Current AM Unit Price - Taxable Gain / Current AMGP Share Price	(AMGP market equity value + Implied Series B value (6% of equity value over \$2 bn)) / (FD AMGP S/O + 18.5mm converted Series B units)	Current AM Unit Price / Series B	Tax Adjusted AM Unit Price and Series B	
Implied Value:	1.600x	\$19.08	\$20.53	\$1.65	\$28.88	1.514x	\$17.81	1.732x	1.621x

# Certain TPH Relationships

## Relationship Disclosure

TPH Investment Banking & Antero Midstream Partners, Antero Midstream Partners GP and Antero Resources

- In May 2017, TPH served as co-manager on Antero Midstream GP's \$875 million initial public offering
- In October 2016, TPH served as financial advisor to Antero Resources on its \$170 million sale of 17,000 net acres in southwest PA
- In June 2016, TPH served as a co-manager on Antero Resources' \$762 million follow-on equity offering
- In November 2014, TPH served as a co-manager on Antero Midstream's \$1 billion initial public offering
- In May 2014, TPH served as a senior co-manager on Antero Resources' \$744 million follow-on equity offering
- In October 2013, TPH acted as senior co-manager on Antero Resources' \$1.57 billion initial public offering

*TPH merged with Perella Weinberg Partners ("PWP") in November 2016*

TPH is a full service securities firm engaged in securities trading, brokerage and private equity and investment management activities as well as providing investment banking and other financial services. In the ordinary course of business, TPH and its affiliates, including Perella Weinberg Partners, may acquire, hold or sell, for their own accounts and the accounts of customers, equity, debt and other securities and financial instruments (including bank loans and other obligations) of AM, AMGP, AR, their affiliates, other prospective transaction participants and other companies that may be involved in the transactions, as well as provide investment banking and other financial services to such companies. TPH has in the past and may in the future provide financial advisory services to AM, AMGP, AR and other transaction participants. In addition, TPH, its affiliates and certain of their employees, including members of the team performing this engagement, as well as certain private equity and investment management funds associated or affiliated with TPH in which they may have financial interests, may from time-to-time acquire, hold or make direct or indirect investments in or otherwise finance a wide variety of companies, including the parties, other transaction participants and their respective affiliates.

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## *Appendix*

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# Contribution Analysis | Status Quo AM & AMGP

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## Supplemental Calculation | AR Base Case

### AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

	2017	2018	2019	2020	2021	2022
IDR DCF	\$122	\$206	\$337	\$430	\$526	\$628
(-) Series B Payment	(2)	(7)	(12)	(20)	(26)	(34)
(-) G&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
(-) Cash Taxes	(16)	(34)	(56)	(85)	(110)	(141)
<b>Pre-Series B HoldCo DCF</b>	<b>\$102</b>	<b>\$163</b>	<b>\$266</b>	<b>\$324</b>	<b>\$388</b>	<b>\$451</b>
<b>Series B Adjustment</b>						
Add Back (1 - Tax Rate) of Series B to HoldCo DCF	2	5	9	15	19	25
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
<b>AMGP Contribution DCF</b>	<b>\$103</b>	<b>\$168</b>	<b>\$276</b>	<b>\$338</b>	<b>\$407</b>	<b>\$477</b>
AMGP Shares Outstanding (Includes 18.5mm Series B)	204.7	204.7	204.7	204.7	204.7	204.7
DCF / Share	\$0.50	\$0.82	\$1.35	\$1.65	\$1.99	\$2.33
AM DCF / LP Unit	\$1.61	\$2.05	\$2.74	\$3.24	\$3.75	\$4.29
<b>Implied XR</b>	<b>3.193x</b>	<b>2.493x</b>	<b>2.037x</b>	<b>1.960x</b>	<b>1.885x</b>	<b>1.843x</b>

### AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

	2017	2018	2019	2020	2021	2022
IDR DCF	\$122	\$206	\$337	\$430	\$526	\$628
(-) Taxes on Total IDR DCF	(31)	(52)	(85)	(109)	(133)	(159)
<b>Post-Tax Total IDR DCF</b>	<b>\$91</b>	<b>\$154</b>	<b>\$252</b>	<b>\$321</b>	<b>\$393</b>	<b>\$469</b>
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
(-) G&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
<b>AMGP Contribution DCF</b>	<b>\$89</b>	<b>\$152</b>	<b>\$250</b>	<b>\$319</b>	<b>\$391</b>	<b>\$467</b>
AMGP Shares Outstanding (Includes 18.5mm Series B)	204.7	204.7	204.7	204.7	204.7	204.7
DCF / Share	\$0.44	\$0.74	\$1.22	\$1.56	\$1.91	\$2.28
AM DCF / LP Unit	\$1.61	\$2.05	\$2.74	\$3.24	\$3.75	\$4.29
<b>Implied XR</b>	<b>3.691x</b>	<b>2.761x</b>	<b>2.249x</b>	<b>2.077x</b>	<b>1.963x</b>	<b>1.881x</b>

Source: Management projections. FactSet as of 6/8/18.

# Contribution Analysis | Status Quo AM & AMGP

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## Supplemental Calculation | AR Downside Volumes Case

### AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

	2017	2018	2019	2020	2021	2022
IDR DCF	\$122	\$213	\$281	\$398	\$456	\$537
(-) Series B Payment	(2)	(7)	(12)	(17)	(21)	(26)
(-) G&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
(-) Cash Taxes	(16)	(34)	(53)	(73)	(90)	(110)
<b>Pre-Series B HoldCo DCF</b>	<b>\$102</b>	<b>\$170</b>	<b>\$214</b>	<b>\$306</b>	<b>\$343</b>	<b>\$399</b>
<b>Series B Adjustment</b>						
Add Back (1 - Tax Rate) of Series B to HoldCo DCF	2	5	9	12	16	19
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
<b>AMGP Contribution DCF</b>	<b>\$103</b>	<b>\$175</b>	<b>\$223</b>	<b>\$319</b>	<b>\$358</b>	<b>\$418</b>
<i>AMGP Shares Outstanding (Includes 18.5mm Series B)</i>	<i>204.7</i>	<i>204.7</i>	<i>204.7</i>	<i>204.7</i>	<i>204.7</i>	<i>204.7</i>
<i>DCF / Share</i>	<i>\$0.50</i>	<i>\$0.85</i>	<i>\$1.09</i>	<i>\$1.56</i>	<i>\$1.75</i>	<i>\$2.04</i>
<i>AM DCF / LP Unit</i>	<i>\$1.61</i>	<i>\$2.08</i>	<i>\$2.45</i>	<i>\$3.07</i>	<i>\$3.38</i>	<i>\$3.81</i>
<b>Implied XR</b>	<b>3.193x</b>	<b>2.437x</b>	<b>2.248x</b>	<b>1.970x</b>	<b>1.928x</b>	<b>1.864x</b>

### AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

	2017	2018	2019	2020	2021	2022
IDR DCF	\$122	\$213	\$281	\$398	\$456	\$537
(-) Taxes on Total IDR DCF	(31)	(54)	(71)	(101)	(116)	(136)
<b>Post-Tax Total IDR DCF</b>	<b>\$91</b>	<b>\$159</b>	<b>\$210</b>	<b>\$297</b>	<b>\$341</b>	<b>\$401</b>
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
(-) G&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
<b>AMGP Contribution DCF</b>	<b>\$89</b>	<b>\$157</b>	<b>\$208</b>	<b>\$295</b>	<b>\$339</b>	<b>\$399</b>
<i>AMGP Shares Outstanding (Includes 18.5mm Series B)</i>	<i>204.7</i>	<i>204.7</i>	<i>204.7</i>	<i>204.7</i>	<i>204.7</i>	<i>204.7</i>
<i>DCF / Share</i>	<i>\$0.44</i>	<i>\$0.77</i>	<i>\$1.02</i>	<i>\$1.44</i>	<i>\$1.65</i>	<i>\$1.95</i>
<i>AM DCF / LP Unit</i>	<i>\$1.61</i>	<i>\$2.08</i>	<i>\$2.45</i>	<i>\$3.07</i>	<i>\$3.38</i>	<i>\$3.81</i>
<b>Implied XR</b>	<b>3.691x</b>	<b>2.717x</b>	<b>2.408x</b>	<b>2.128x</b>	<b>2.042x</b>	<b>1.953x</b>

Source: Management projections. FactSet as of 6/8/18.



### AMGP Distribution per Share Calculation

	2017	2018	2019	2020	2021	2022
Total Distributions from LP	\$70	\$144	\$237	\$357	\$464	\$592
Less: Taxes on Total Distributions	(18)	(36)	(60)	(90)	(118)	(150)
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
Less: G&A	(2)	(2)	(2)	(2)	(2)	(2)
Post Tax, Post-G&A Distributions	\$50	\$105	\$175	\$265	\$345	\$440
AMGP Shares Outstanding (+ 18.5 Series B Units)	204.7	204.7	204.7	204.7	204.7	204.7
<b>AMGP Distribution / Share</b>	<b>\$0.24</b>	<b>\$0.51</b>	<b>\$0.85</b>	<b>\$1.29</b>	<b>\$1.68</b>	<b>\$2.15</b>

### AM Distribution per Unit Calculation

	2017	2018	2019	2020	2021	2022
Total LP Distributions	\$246	\$323	\$416	\$536	\$643	\$771
LP Units	185.4	188.1	188.1	188.1	188.1	188.1
<b>LP Dist. / Unit</b>	<b>\$1.33</b>	<b>\$1.72</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>

<b>Implied XR</b>	<b>5.418x</b>	<b>3.336x</b>	<b>2.589x</b>	<b>2.205x</b>	<b>2.031x</b>	<b>1.907x</b>
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Source: Management projections. FactSet as of 6/8/18.

### AMGP Distribution per Share Calculation

	2017	2018	2019	2020	2021	2022
Total Distributions from LP	\$70	\$144	\$224	\$306	\$380	\$464
Less: Taxes on Total Distributions	(18)	(36)	(57)	(78)	(96)	(118)
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
Less: G&A	(2)	(2)	(2)	(2)	(2)	(2)
Post Tax, Post-G&A Distributions	\$50	\$105	\$166	\$227	\$281	\$345
AMGP Shares Outstanding (+ 18.5 Series B Units)	204.7	204.7	204.7	204.7	204.7	204.7
<b>AMGP Distribution / Share</b>	<b>\$0.24</b>	<b>\$0.51</b>	<b>\$0.81</b>	<b>\$1.11</b>	<b>\$1.38</b>	<b>\$1.68</b>

### AM Distribution per Unit Calculation

	2017	2018	2019	2020	2021	2022
Total LP Distributions	\$246	\$323	\$403	\$485	\$559	\$643
LP Units	185.4	188.1	188.1	188.1	188.1	188.1
<b>LP Dist. / Unit</b>	<b>\$1.33</b>	<b>\$1.72</b>	<b>\$2.15</b>	<b>\$2.58</b>	<b>\$2.97</b>	<b>\$3.42</b>

<b>Implied XR</b>	<b>5.418x</b>	<b>3.336x</b>	<b>2.651x</b>	<b>2.330x</b>	<b>2.160x</b>	<b>2.031x</b>
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Source: Management projections. FactSet as of 6/8/18.

# Supplemental Calculation Detail

Pro Forma AMGP DCF Analyses | Exchange Ratio Adjusted Implied Equity Value

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## Levered DCF Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP DCF per Share	\$0.63	\$1.69	\$2.06	\$2.45	\$2.83
Discount Factor	0.953	0.866	0.787	0.716	
PV of PF AMGP DCF per Share	\$0.60	\$1.46	\$1.63	\$1.75	
<b>Disc. PF AMGP DCF Total</b>					<b>\$5.44</b>
Terminal Multiple					12.0x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Share</b>					<b>\$23.15</b>
<b>Implied Equity Value per Share</b>					<b>\$28.59</b>
<b>XR Adj. AM Equity Value per Share</b>					<b>\$45.75</b>

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP Dist. per Share	\$0.72	\$0.89	\$1.35	\$1.75	\$2.23
Discount Factor	0.953	0.866	0.787	0.716	
PV of PF AMGP Dist. per Share	\$0.68	\$0.77	\$1.06	\$1.25	
<b>Disc. PF AMGP Dist. Total</b>					<b>\$3.77</b>
Terminal Yield					6.0%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Share</b>					<b>\$25.38</b>
<b>Implied Equity Value per Share</b>					<b>\$29.15</b>
<b>XR Adj. AM Equity Value per Share</b>					<b>\$46.64</b>

Source: Management projections and FactSet as of 6/8/18.

# AM Wall Street Consensus Research Detail

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Report	Date	EBITDA					DCF				
		2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E
Janney Montgomery Scott	6/7/18	\$714	\$953	\$1,197	-	-	\$586	\$797	\$1,009	-	-
Wells Fargo Securities	5/24/18	\$723	\$924	\$1,150	\$1,354	\$1,534	\$593	\$754	\$945	\$1,110	\$1,272
Scotia Howard Weil	5/23/18	\$709	\$894	\$1,070	-	-	\$609	\$766	\$923	-	-
Ladenburg Thalmann & Co	5/23/18	\$714	\$950	-	-	-	-	-	-	-	-
Stifel Nicolaus	5/21/18	\$703	\$913	-	-	-	\$587	\$787	-	-	-
MUFG Securities Americas	4/26/18	\$726	\$934	-	-	-	\$592	\$777	-	-	-
Raymond James	4/26/18	\$706	\$913	-	-	-	\$593	-	-	-	-
Tudor Pickering Holt & Co.	4/6/18	\$715	\$993	\$1,240	-	-	-	-	-	-	-
Guggenheim Securities	4/13/18	\$735	-	-	-	-	-	-	-	-	-
Seaport Global Securities	4/6/18	\$676	\$752	-	-	-	\$597	\$775	-	-	-
<b>Median</b>		\$714	\$924	\$1,173	\$1,354	\$1,534	\$593	\$775	\$934	\$1,110	\$1,272
<b>Mean</b>		\$712	\$914	\$1,164	\$1,354	\$1,534	\$595	\$772	\$934	\$1,110	\$1,272

Source: Thomson One and FactSet as of 6/8/18.

# AM Wall Street Consensus Research Detail

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Report	Date	Distributions per LP Unit					DCF per LP Unit				
		2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E
Janney Montgomery Scott	6/7/18	\$1.71	\$2.19	\$2.79	-	-	-	-	-	-	-
Wells Fargo Securities	5/24/18	\$1.70	\$2.18	\$2.78	\$3.12	\$3.50	-	-	-	-	-
Scotia Howard Weil	5/23/18	\$1.71	\$2.19	-	-	-	\$3.23	\$4.02	-	-	-
Ladenburg Thalmann & Co	5/23/18	-	-	-	-	-	-	-	-	-	-
Stifel Nicolaus	5/21/18	\$1.72	\$2.21	-	-	-	-	-	-	-	-
MUFG Securities Americas	4/26/18	\$1.71	\$2.20	-	-	-	\$2.07	\$2.56	-	-	-
Raymond James	4/26/18	\$1.71	\$2.19	-	-	-	-	-	-	-	-
Tudor Pickering Holt & Co.	4/6/18	\$1.72	\$2.21	\$2.85	-	-	-	-	-	-	-
Guggenheim Securities	4/13/18	-	-	-	-	-	-	-	-	-	-
Seaport Global Securities	4/6/18	\$1.71	\$2.19	-	-	-	\$2.44	\$2.91	-	-	-
Median		\$1.71	\$2.19	\$2.82	\$3.12	\$3.50	\$2.44	\$2.91	-	-	-
Mean		\$1.71	\$2.19	\$2.82	\$3.12	\$3.50	\$2.58	\$3.16	-	-	-

Source: Thomson One and FactSet as of 6/8/18.

# Precedent Simplification Transactions

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A	B	C	D	E	F	G	H	I
Announcement Date	Acquirer	Target	Transaction Value	FY + 1 Accretion	FY + 2 Accretion	FY + 3 Accretion	% Equity Consideration	Cash Consideration
5/17/18	Williams Companies	Williams Partners, LP	\$59,936	8.8%	12.6%	14.4%	100.0%	--
3/26/18	Tall Grass Energy GP, LP	Tallgrass Energy Partners, LP	\$8,335	4.6%	8.8%	5.7%	100.0%	--
1/2/18	Archrock, Inc	Archrock Partners, LP	\$3,183	(11.8%)	0.5%	5.7%	100.0%	--
2/1/17	ONEOK, Inc	ONEOK Partners, LP	\$23,654	2.8%	7.1%	10.6%	100.0%	--
11/21/16	Sunoco Logistics Partners, LP	Energy Transfer Partners, LP	\$54,455	(4.1%)	0.7%	2.1%	100.0%	--
9/8/16	Enbridge, Inc.	Spectra Energy	\$46,980	(0.8%)	2.4%	4.1%	100.0%	--
5/31/16	SemGroup Corp.	Rose Rock Midstream	\$2,034	12.9%	10.2%	7.4%	100.0%	--
11/3/15	Targa Resources Corp.	Targa Resources Partners LP	\$12,229	(7.3%)	(1.8%)	1.6%	100.0%	--
7/13/15	MPLX LP	MarkWest Energy Partners, LP	\$22,360	(13.6%)	(10.9%)	(10.0%)	92.4%	\$6.20
5/6/15	Crestwood Equity Partners, LP	Crestwood Midstream Partners	\$6,920	(2.0%)	3.1%	6.9%	100.0%	--
4/6/15	Tesoro Logistics LP	QEP Midstream Partners LP	\$1,145	(16.0%)	(21.8%)	(16.2%)	100.0%	--
1/26/15	Energy Transfer Partners, LP	Regency Energy Partners LP	\$18,593	(14.8%)	(15.1%)	(8.1%)	98.8%	\$0.32
10/28/14	Williams Partners LP	Access Midstream Partners LP	\$35,891	11.8%	2.4%	2.7%	100.0%	--
10/13/14	Targa Resources Partners LP	Atlas Pipeline Partners LP	\$6,002	(8.1%)	(14.2%)	(15.9%)	96.7%	\$1.26
8/10/14	Kinder Morgan Inc.	Kinder Morgan Energy Partners	\$52,566	(11.3%)	(6.7%)	(4.8%)	88.0%	\$10.77
8/10/14	Kinder Morgan Inc.	El Paso Pipeline Partners	\$13,677	(9.1%)	(4.8%)	2.7%	88.0%	\$4.65
7/24/14	Breitbart Energy Partners	QR Energy LP	\$2,856	12.5%	16.3%	34.0%	80.7%	\$4.29
10/10/13	Regency Energy Partners LP	PVR Partners LP	\$5,659	(0.5%)	(4.7%)	(5.8%)	99.0%	\$0.29
8/27/13	Plains All American LP	PAA Natural Gas Storage LP	\$2,531	(5.9%)	4.8%	3.8%	100.0%	--
5/6/13	Inergy Midstream LP	Crestwood Midstream Partners LP	\$2,643	5.5%	(0.7%)	(5.6%)	96.2%	\$1.03
1/29/13	Kinder Morgan Energy Partners LP	Copano Energy LLC	\$4,858	(13.8%)	(23.3%)	(20.3%)	100.0%	--
2/23/11	Enterprise Products Partners LP	Duncan Energy Partners LP	\$3,282	0.8%	1.3%	(1.5%)	100.0%	--
<b>Median</b>			\$7,628	(3.0%)	0.6%	2.4%	100.0%	\$2.77
<b>Mean</b>			\$17,718	(2.7%)	(1.5%)	0.6%	97.3%	\$3.60
<b>Antero Midstream GP LP</b>			\$6,094	(1.5%)	2.0%	4.4%	100.0%	--

Source: Company filings, Wall Street Research

Note: Accretion Dilution represents Target DCF pro forma for Acquirer Exchange Ratio (grossed up for cash consideration where applicable)

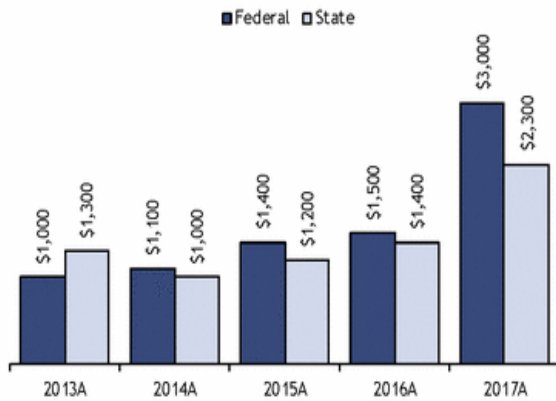
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ENERGY INVESTMENTS  
MERCHANT BANKING

# AR Historical and Projected Taxes

## Assumptions

- ~\$3.0 billion of U.S. federal NOLs that expire at various dates from 2024 through 2037
  - Significant increase in NOLs due to expensing of IDCs in 2017 ahead of 80% utilization limitation imposed by 2017 JOBS tax reform
- ~\$2.3 billion of state NOLs that expire at various dates from 2024 through 2037
- Tax shields eliminate cash taxes entirely through 2021

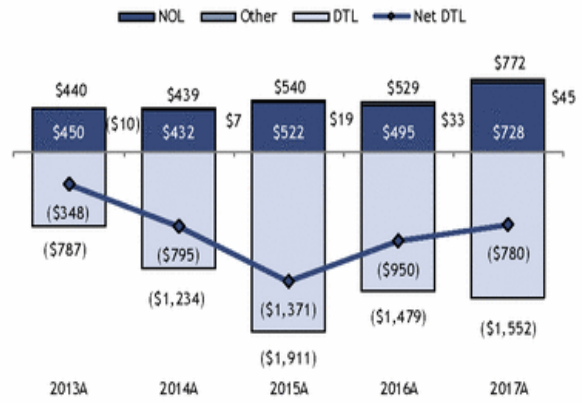
## Historical AR Tax Assets & Liabilities



Source: Management Projections, Company Filings.

(1) NOL carryforward allocated straight line over utilization period.

## AR Federal & State NOL Carryforwards



## NOL Valuation Sensitivity<sup>(1)</sup>

Discount Rate	Utilization Period				
	2018	2023	2028	2033	2038
0%	\$728	\$728	\$728	\$728	\$728
5%	\$728	\$570	\$447	\$350	\$274
10%	\$728	\$452	\$280	\$174	\$108
15%	\$728	\$362	\$180	\$89	\$44
20%	\$728	\$292	\$117	\$47	\$19

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## *Cost of Capital*

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# SQ AM Peer Group Cost of Equity Analysis

## Comparable Public Company Yield-Based Cost of Equity

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### Expected Total Return

A	B	C	D	E	F
Company	Expected Current - 2020E Distribution CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
CNX Midstream Partners LP	14.9%	4.0%	5.6%	7.0%	12.7%
Phillips 66 Partners LP	9.8%	4.0%	4.9%	5.6%	10.5%
Hess Midstream Partners LP	15.2%	4.0%	5.7%	6.5%	12.2%
Noble Midstream Partners LP	19.7%	4.0%	6.4%	3.9%	10.2%
BP Midstream Partners LP	14.6%	4.0%	5.6%	5.0%	10.6%
Shell Midstream Partners LP	12.2%	4.0%	5.2%	5.9%	11.1%
Valero Energy Partners LP	15.6%	4.0%	5.7%	5.1%	10.8%
Western Gas Partners, L.P.	5.7%	4.0%	4.3%	7.3%	11.5%
EQT Midstream Partners LP	15.6%	4.0%	5.7%	7.4%	13.1%
Median	14.9%	4.0%	5.6%	5.9%	10.8%
Mean	14.6%	4.0%	5.6%	5.6%	11.1%

### Cost of Equity

Sensitized Peer Total Return

Cost of Equity	10.3%	11.3%
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### Cost of Equity

Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.76	1.02
Spot Risk-Free Rate <sup>(3)</sup>	3.0%	3.0%
Equity Risk Premium <sup>(4)</sup>	6.0%	6.0%
Cost of Equity	7.6%	9.2%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/8/18.

(1) Weights Expected Current - 2020E distribution growth estimates 15% and long-term economic growth estimate by 85% to arrive at a long-term distribution growth estimate.

(2) Barra beta as of 3/23/2018. Illustrative low and high range reflects a +/- 15% range around Barra beta.

(3) 20-year treasury bond yield as of 6/8/18.

(4) Duff & Phelps historical arithmetic premium.

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# SQ AMGP Peer Group Cost of Equity Analysis

## Comparable Public Company Yield-Based Cost of Equity

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### Expected Total Return

A	B	C	D	E	F
Company	Expected Current - 2020E Distribution CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
EQT GP Holdings LP	7.7%	4.0%	4.6%	4.2%	8.7%
Western Gas Equity Partners, LP	8.0%	4.0%	4.6%	6.1%	10.7%
Median	7.8%	4.0%	4.6%	5.2%	9.7%
Mean	7.8%	4.0%	4.6%	5.2%	9.7%

### Cost of Equity

Sensitized Peer Total Return

Cost of Equity	9.2%	10.2%
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### Cost of Equity

Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.84	1.14
Spot Risk-Free Rate <sup>(3)</sup>	3.0%	3.0%
Equity Risk Premium <sup>(4)</sup>	6.0%	6.0%
Cost of Equity	8.1%	9.9%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/8/18.

(1) Weights Expected Current - 2020E distribution growth estimates 15% and long-term economic growth estimate by 85% to arrive at a long-term distribution growth estimate.

(2) Barra beta as of 3/23/2018. Illustrative low and high range reflects a +/- 15% range around Barra beta.

(3) 20-year treasury bond yield as of 6/8/18.

(4) Duff & Phelps historical arithmetic premium.

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# PF AMGP Peer Group WACC Analysis

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## Expected Total Return

A	B	C	D	E	F
Company	2018E - 2020E Dividend CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
Kinder Morgan Inc	25.0%	4.0%	7.1%	3.0%	10.1%
ONEOK, Inc.	10.3%	4.0%	4.9%	4.4%	9.3%
Plains All American Pipeline GP	13.7%	4.0%	5.4%	4.8%	10.3%
SemGroup Corporation	5.1%	4.0%	4.2%	7.0%	11.1%
Targa Resources Corp.	0.3%	4.0%	3.5%	7.4%	10.8%
The Williams Companies, Inc.	6.4%	4.0%	4.4%	4.6%	9.0%
EQT GP Holdings LP	7.7%	4.0%	4.6%	4.2%	8.7%
Western Gas Equity Partners, LP	8.0%	4.0%	4.6%	6.1%	10.7%
CNX Midstream Partners LP	14.9%	4.0%	5.6%	7.0%	12.7%
EQT Midstream Partners LP	15.6%	4.0%	5.7%	7.4%	13.1%
Hess Midstream Partners LP	15.2%	4.0%	5.7%	6.5%	12.2%
Noble Midstream Partners LP	19.7%	4.0%	6.4%	3.9%	10.2%
BP Midstream Partners LP	14.6%	4.0%	5.6%	5.0%	10.6%
Shell Midstream Partners LP	12.2%	4.0%	5.2%	5.9%	11.1%
Valero Energy Partners LP	15.6%	4.0%	5.7%	5.1%	10.8%
Median	13.7%	4.0%	5.4%	5.1%	10.7%
Mean	12.3%	4.0%	5.2%	5.9%	10.7%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/8/18.

(1) Weights Expected Current - 2020E distribution growth estimates 15% and long-term economic growth estimate by 85% to arrive at a long-term distribution growth estimate.

# PF AMGP Peer Group WACC Analysis (cont.)

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## Cost of Equity Comparable Company Yield-Based

	Low	High
Cost of Equity	10.2%	11.2%
Market Value of Equity	\$9,647	\$9,647
<b>Cost of Capital</b>	<b>10.2%</b>	<b>11.2%</b>

## Cost of Capital PF Capital Structure

	Low	High
Cost of Equity	10.2%	11.2%
Cost of Debt	3.4%	4.9%
Market Value of Equity	\$9,647	\$9,647
Total Debt	\$1,310	\$1,310
<b>Cost of Equity</b>	<b>9.4%</b>	<b>10.5%</b>

## Cost of Equity Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.84	1.14
Spot Risk-Free Rate <sup>(3)</sup>	3.0%	3.0%
Equity Risk Premium <sup>(4)</sup>	6.0%	6.0%
<b>Cost of Equity</b>	<b>8.1%</b>	<b>9.9%</b>

## Cost of Capital Optimal Capital Structure<sup>(5)</sup>

	Low	High
Cost of Equity	10.2%	11.2%
Cost of Debt <sup>(1)</sup>	3.4%	4.9%
Market Value of Equity	\$9,647	\$9,647
Total Debt	\$3,460	\$3,460
<b>Cost of Capital</b>	<b>8.4%</b>	<b>9.6%</b>

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/8/18.

- (1) Illustrative low and high range reflects a +/- 100 bps range around after tax current 5.6% cost of debt at AM.  
 (2) Barra beta as of 3/23/2018. Illustrative low and high range reflects a +/- 15% range around Barra beta.  
 (3) 20-year treasury bond yield as of 6/8/18.  
 (4) Duff & Phelps historical arithmetic premium.  
 (5) Optimal Capital Structure based on Total Debt of 3.5x 2019E EBITDA

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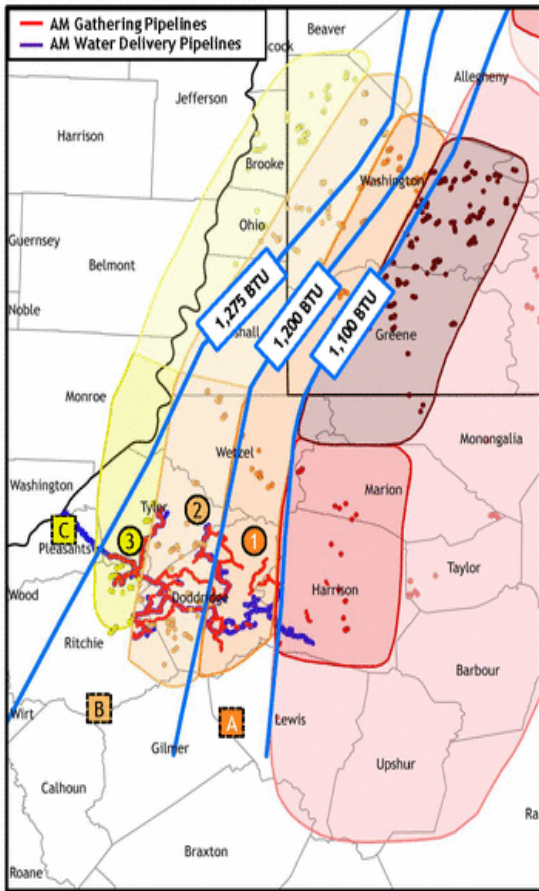
## *Additional Market Detail*

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# Wet Gas Type Curve Area Overview

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Type Curve Map with AR BTU Lines and TPH TC Areas



TPH Type Curve Areas<sup>(1)</sup>

- 1  
**SW Lean Wet Gas**  
IRR: 46%
- 2  
**SW Southern Rich Wet Gas**  
IRR: 44%
- 3  
**SW Southern Gas Condensate**  
IRR: 67%

Antero Type Curve Areas<sup>(1)</sup>

- A  
**Rich Gas**  
BTU Range: 1,100-1,200  
2019 Wells: 4  
IRR<sup>(2)</sup>: 30%
- B  
**Highly Rich Gas**  
BTU Range: 1,200-1,275  
2019 Wells: 101  
IRR: 47%
- C  
**Highly Rich Gas Condensate**  
BTU Range: 1,275-1,350  
2019 Wells: 30  
IRR: 115%

AR Inventory Overview<sup>(1)</sup>

	2018E	2019E	2020E	2021E	2022E	Remaining Inventory
Highly-Rich Gas Cond.	14	30	33	57	55	285
Highly-Rich Gas	106	101	96	59	68	527
Rich Gas	3	13	5	33	31	512
Condensate	19	2	17	8	8	152
Dry Gas	3	9	9	8	3	155
<b>Total</b>	<b>145</b>	<b>155</b>	<b>160</b>	<b>165</b>	<b>165</b>	<b>1,631</b>
<b>Avg. Lateral Length</b>	<b>9,800</b>	<b>10,500</b>	<b>11,850</b>	<b>12,600</b>	<b>12,750</b>	

Source: DrillingInfo, IHS, Company data. Antero assumptions based on Antero publicly disclosed information.  
 Note: Marcellus wells with first production on or after 1/1/2015. IRRs for 12,000' laterals at strip as of 3/29/2018, unless otherwise noted.  
 (1) TPH IRR assumes 40% ethane recovery; Antero IRR assumes ethane rejection.  
 (2) IRR at strip as of 12/31/2017.

# Type Curve Summary

	TPH B				Antero Disclosed <sup>(1)</sup>	
	5 Rich Wet Gas	5 Gas Condensate	5 Rich Wet Gas 12K'	5 Gas Condensate 12K'	Highly Rich Gas	High Rich Gas Condensate

### Type Curve

EUR, WH / 1k' (Bcfe)	1.56	1.34	1.56	1.34	1.93	2.00
EUR, Gross Wellhead (MMcfe)	10,890	9,413	18,668	16,137	23,185	23,946
Oil (Mbbbl)	85	226	146	387	84	211
Gas (MMcf)	10,380	8,059	17,795	13,816	22,679	22,679
EUR, Sales / 1k' (Bcfe)	2.00	1.74	2.00	1.74	2.52	2.66
EUR, Gross Sales (MMcfe)	14,004	12,154	24,006	20,835	30,215	31,883
Oil (Mbbbl)	85	226	146	387	84	211
Gas (MMcf)	8,823	6,448	15,125	11,053	21,545	20,411
NGL (Mbbbl)	779	725	1,335	1,243	1,361	1,701
% Liquids	37%	47%	37%	47%	29%	36%
Cond Yield (bbbl/MMcf)	15-8	55-25	15-8	55-25	19-3	130-5
Cond Yield, Decline Period (Months)	3	12	3	12	6	6
NGL Yield (bbbl/MMcf)	75	90	75	90	60	75

### Type Curve Parameters

Avg Lateral Length (ft)	7,000	7,000	12,000	12,000	12,000	12,000
24-Hr IP - Peak Rate, Gas (Mcf/d)	5,300 - 8,000	4,000 - 7,000	9,400 - 13,700	6,900 - 12,000	19,420	19,420
Initial Decline (%/yr)	59%	63%	59%	63%	61%	61%
B Factor	1.30	1.30	1.30	1.30	1.30	1.30
Terminal Decline (%/yr)	6%	6%	6%	6%	6%	6%

### Economic Assumptions

DBC (\$M)	\$6,400	\$6,700	\$10,100	\$10,500	\$11,400	\$11,400
DBC / ft (\$M)	\$0,914	\$0,957	\$0,842	\$0,875	\$0,950	\$0,950
Fixed LOE (\$/well/mo)	\$2,800	\$2,800	\$2,800	\$2,800	\$1,353	\$1,353
Variable LOE, Oil (\$/bbl)	\$5.00	\$5.00	\$5.00	\$5.00	-	-
Variable LOE, NGL (\$/Mcf)	\$6.80	\$6.80	\$6.80	\$6.80	-	-
Total All-in Gas LOE* (\$/Mcf)	\$0.89	\$0.89	\$0.89	\$0.89	\$1.99	\$1.99
Variable LOE, Water (\$/bbl)	\$4.68	\$4.68	\$4.68	\$4.68	-	-
Total Oper / Mcfe (\$/Mcf)	\$1.30	\$1.32	\$1.24	\$1.25	\$2.02	\$2.02
Differential, Oil (\$/bbl)	(\$7.50)	(\$7.50)	(\$7.50)	(\$7.50)	(\$6.00)	(\$6.00)
Differential, Gas (\$/Mcf)	(\$0.60)	(\$0.60)	(\$0.60)	(\$0.60)	\$0.03	\$0.03
Differential, NGL (% of Strip)	40%	40%	40%	40%	65%	65%
BTU Factor* (Btu/scf)	1,083	1,083	1,083	1,083	1,000	1,000
Residual Shrink (%)	85%	80%	85%	80%	95%	90%
Royalty (%)	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%

### Results

NPV10 at Strip <sup>(2)</sup> (\$MM)	\$4.0	\$5.3	\$8.0	\$10.3	\$9.8	\$16.2
IRR at Strip <sup>(3)</sup> (%)	35%	53%	44%	67%	47%	115%
F & D (\$/Mcf)	\$0.54	\$0.65	\$0.49	\$0.59	\$0.44	\$0.42

Source: DrillingInfo, IHS, Company data. Antero assumptions based on Antero publicly disclosed information.

Note: TPH B assumes 40% ethane recovery; Antero assumes ethane rejection.

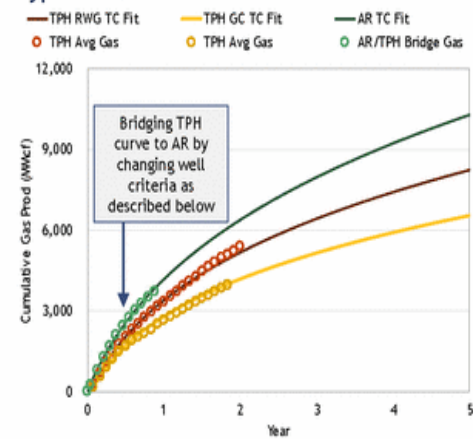
(1) Assumes 100% AM water & processing fees.

(2) Antero Variable LOE is \$1.99 / Mcfe (applied on total equivalent production) and includes midstream and transportation expenses.

(3) BTU uplift is included in the +\$0.03 gas differential.

(4) Economics run at 5 year strip as of 3/29/2018.

## Type Curve Plot



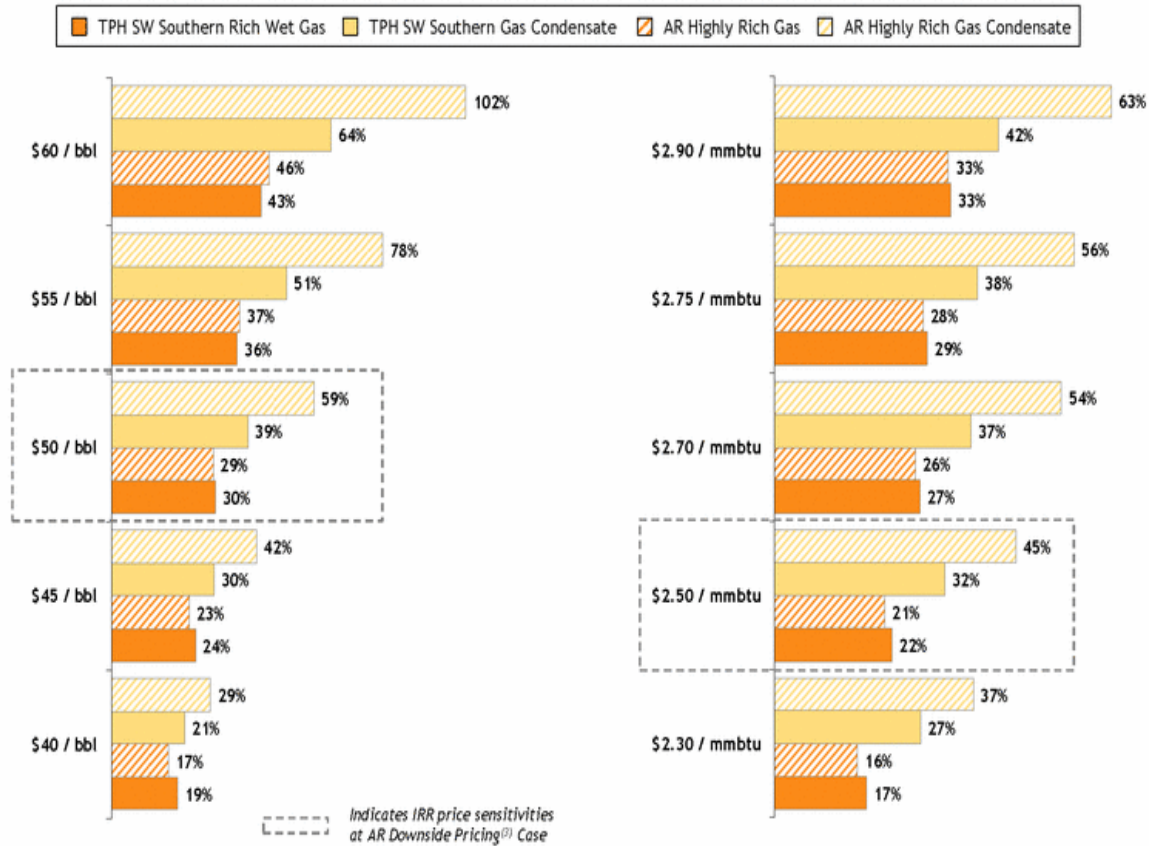
## Selected Observations

- TPH type well criteria
  - Operators: All
  - Vintage Cut-Off: 2015+
    - WV only reports data annually
  - Proppant Cut-Off: 1,500+ lb/ft
  - Stage Spacing Cut-Off: <200 ft
  - Segregated by fluid window
- A type curve similar to Antero's publicly disclosed curve can be observed by filtering the data to observe:
  - Only AR operated wells
  - 2016+ vintage cut-off
  - All fluid windows

# IRR Price Sensitivities

Oil Price Sensitivity<sup>(1)</sup>

Gas Price Sensitivity<sup>(2)</sup>



Source: Antero assumptions based on Antero publicly disclosed information.  
 Note: TPH IB assumes 40% ethane recovery; Antero assumes ethane rejection.

(1) Hold: Gas price flat at \$2.80 / mmbtu.

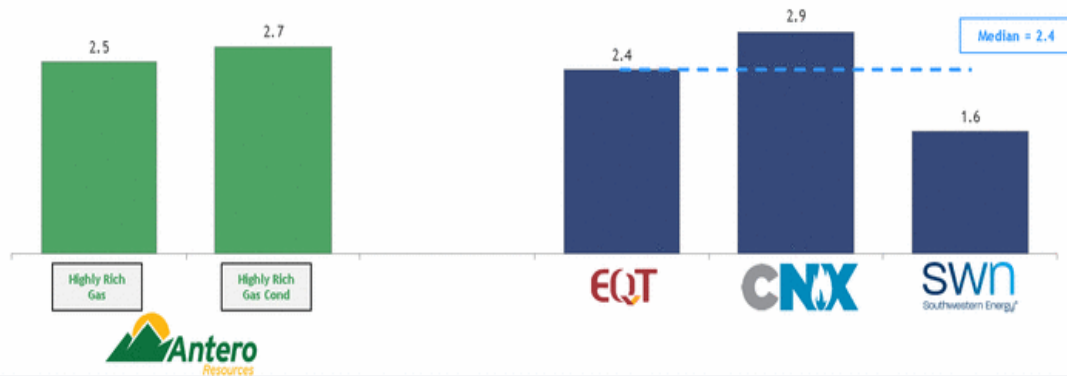
(2) Hold: Oil price flat at \$50 / bbl.

(3) "AR Downside Pricing Case" applies \$2.50 natural gas / \$50 oil pricing to "AR Base Volumes Case" production.

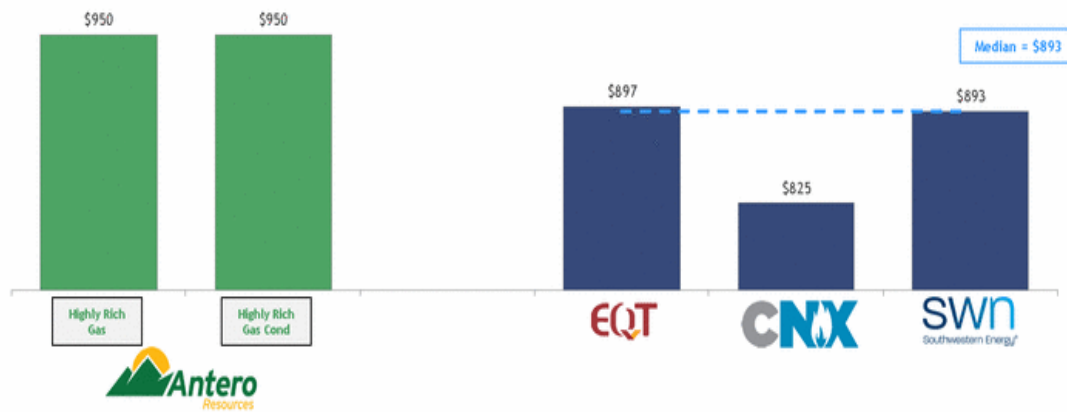


# EUR / D&C Benchmarking

EUR (Bcfe / 1,000')



D&C (\$ / ft)



Source: Company IR materials. Antero assumptions based on Antero publicly disclosed information.



## About The Firm

Tudor, Pickering, Holt & Co. is an integrated energy investment and merchant bank, providing high quality advice and services to institutional and corporate clients. Through the company's two broker-dealer units, Tudor, Pickering, Holt & Co. Securities, Inc. (TPHCSI) and Tudor Pickering Holt & Co Advisors LP (TPHCA), members FINRA, the company offers securities and investment banking services to the energy community. TPH Asset Management LP (TPHAM) is an SEC registered investment adviser that delivers a suite of energy investment strategies. TPH Partners Group LP is a relying advisor of TPHAM. Certain employees of TPHAM are also employees of TPHCSI.

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# Project Alpine

Tax Discussion Materials

June 19, 2018

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# Transaction Tax Implications

For Average Unitholder		For IPO Investor - Average Basis <sup>(1)</sup>		For IPO Investor - IPO Basis <sup>(2)</sup>	
AMGP Share Price	\$19.08	AMGP Share Price	\$19.08	AMGP Share Price	\$19.08
Exchange Ratio	1.600x	Exchange Ratio	1.600x	Exchange Ratio	1.600x
Offer Price	\$30.53	Offer Price	\$30.53	Offer Price	\$30.53
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$4.83	Average Ordinary Gain	\$6.56
Average Capital Gain	3.89	Average Capital Gain	5.19	Average Capital Gain	3.46
<b>Total Gain</b>	<b>\$7.26</b>	<b>Total Gain</b>	<b>\$10.02</b>	<b>Total Gain</b>	<b>\$10.02</b>
Average Assumed Passive Activity Loss	(\$1.08)	Average Assumed Passive Activity Loss	(\$1.46)	Assumed Passive Activity Loss	(\$1.00)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)<sup>(2)</sup></b>	
Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%
Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%
Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%
ACA Tax	3.8%	ACA Tax	3.8%	ACA Tax	3.8%
Federal Tax Rate	33.4%	Federal Tax Rate	33.4%	Federal Tax Rate	33.4%
Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%
Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%
PAL Rate	37.0%	PAL Rate	37.0%	PAL Rate	37.0%
PAL Gain Deduction	(\$0.40)	PAL Gain Deduction	(\$0.54)	PAL Gain Deduction	(\$0.37)
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.07	Tax on Ordinary Gain	\$1.82
Effective Ordinary Gain Tax Rate	21.5%	Effective Ordinary Gain Tax Rate	22.3%	Effective Ordinary Gain Tax Rate	27.8%
Tax on Capital Gain	\$0.93	Tax on Capital Gain	\$1.24	Tax on Capital Gain	\$0.82
Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%
State Tax Ordinary Income <sup>(3)</sup>	\$0.17	State Tax Ordinary Income <sup>(3)</sup>	\$0.25	State Tax Ordinary Income <sup>(3)</sup>	\$0.34
Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%
State Tax Capital Gain <sup>(3)</sup>	\$0.20	State Tax Capital Gain <sup>(3)</sup>	\$0.27	State Tax Capital Gain <sup>(3)</sup>	\$0.18
Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%
<b>Total Tax on Gain</b>	<b>\$2.03</b>	<b>Total Tax on Gain</b>	<b>\$2.83</b>	<b>Total Tax on Gain</b>	<b>\$3.16</b>
Total Effective Tax Rate	27.9%	Total Effective Tax Rate	28.2%	Total Effective Tax Rate	31.6%
				TPH	Committee
				Federal Ordinary Income Tax Rate	32.0%
				Individual MLP Investor Deduction Rate	20.0%
				Adjusted Ordinary Tax Rate	25.6%
				ACA Tax	3.8%
				Federal Tax Rate	29.4%
				Federal Capital Gains Tax Rate	15.0%
				Effective State Tax Rate <sup>(3)</sup>	4.6%
				PAL Rate	0.0%
				PAL Gain Deduction	(\$1.00)
				Tax on Ordinary Gain	\$1.63
				Effective Ordinary Gain Tax Rate	24.9%
				Tax on Capital Gain	\$0.65
				Effective Capital Gain Tax Rate	18.8%
				State Tax Ordinary Income <sup>(3)</sup>	\$0.26
				Effective Ordinary Gain Tax Rate	3.9%
				State Tax Capital Gain <sup>(3)</sup>	\$0.16
				Effective Capital Gains Tax Rate	4.6%
				Total Effective Tax Rate	27.0%

Source: FactSet as of 6/8/18 and Wall Street research.  
Note: Provided by management.

- (1) Assumed average passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.  
(2) Provided by Committee; TPH column adjusted Committee assumptions to conform tax rates & methodology and Committee column left as is.  
(3) State income tax based on a weighted average of West Virginia and Ohio income taxes assuming 75% of income is earned in West Virginia and 25% is earned in Ohio.



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# Project Alpine

Tax Materials

June 20, 2018

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# Transaction Tax Implications

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## Average Tax Basis Calculation<sup>(1)</sup>

- Average tax basis of \$23.27 per unit for public AM unitholders as of YE 2017
- The average public AM unit holder would need to receive cash consideration of \$2.03 per unit to avoid having to sell shares post-transaction to pay transaction related taxes

Unitholder	Active Units	EOY 2017 Basis
Antero Resources	90,841,730	\$2.01
Other Non-Public Unitholders	8,028,605	25.70
Public Unitholders	94,757,401	23.27
<b>Total Active Units</b>	<b>193,627,736</b>	
<b>Average EOY 2017 Basis for Public Unitholders</b>		<b>\$23.27</b>
<b>Average EOY 2017 Basis for IPO Investors</b>		<b>\$20.51</b>

## Cash Consideration Required to Avoid Share Selling

For Average Unitholder		For IPO Investor - Average Basis <sup>(1)</sup>		For IPO Investor - IPO Basis <sup>(2)</sup>	
AMGP Share Price	\$19.08	AMGP Share Price	\$19.08	AMGP Share Price	\$19.08
Exchange Ratio	1.600x	Exchange Ratio	1.600x	Exchange Ratio	1.600x
Offer Price	\$30.53	Offer Price	\$30.53	Offer Price	\$30.53
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$4.83	Average Ordinary Gain	\$4.56
Average Capital Gain	3.89	Average Capital Gain	5.19	Average Capital Gain	3.46
<b>Total Gain</b>	<b>\$7.26</b>	<b>Total Gain</b>	<b>\$10.02</b>	<b>Total Gain</b>	<b>\$10.02</b>
Average Assumed Passive Activity Loss <sup>(3)</sup>	(\$1.08)	Average Assumed Passive Activity Loss <sup>(3)</sup>	(\$1.46)	Assumed Passive Activity Loss	(\$1.00)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)<sup>(3)</sup></b>	
Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%
Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%
Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%
ACA Tax	3.8%	ACA Tax	3.8%	ACA Tax	3.8%
Federal Tax Rate	33.4%	Federal Tax Rate	33.4%	Federal Tax Rate	33.4%
Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%
Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%
PAL Rate	37.0%	PAL Rate	37.0%	PAL Rate	37.0%
PAL Gain Deduction	(\$0.40)	PAL Gain Deduction	(\$0.54)	PAL Gain Deduction	(\$0.37)
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.07	Tax on Ordinary Gain	\$1.82
Effective Ordinary Gain Tax Rate	21.2%	Effective Ordinary Gain Tax Rate	22.2%	Effective Ordinary Gain Tax Rate	27.8%
Tax on Capital Gain	\$0.93	Tax on Capital Gain	\$1.24	Tax on Capital Gain	\$0.82
Effective Capital Gain Tax Rate	23.0%	Effective Capital Gain Tax Rate	23.0%	Effective Capital Gain Tax Rate	23.0%
State Tax Ordinary Income <sup>(3)</sup>	\$0.17	State Tax Ordinary Income <sup>(3)</sup>	\$0.25	State Tax Ordinary Income <sup>(3)</sup>	\$0.34
Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%
State Tax Capital Gain <sup>(3)</sup>	\$0.20	State Tax Capital Gain <sup>(3)</sup>	\$0.27	State Tax Capital Gain <sup>(3)</sup>	\$0.18
Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%
<b>Total Tax on Gain</b>	<b>\$2.03</b>	<b>Total Tax on Gain</b>	<b>\$2.83</b>	<b>Total Tax on Gain</b>	<b>\$3.16</b>
Total Effective Tax Rate	27.9%	Total Effective Tax Rate	28.2%	Total Effective Tax Rate	31.6%

Source: FactSet as of 6/8/18 and Wall Street research.

(1) Provided by management.

(2) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.

(3) IPO Investor analysis based on Information provided by Committee

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# Transaction Tax Implications

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## SQ AM After Tax Distribution<sup>(1)</sup>

(\$ per share, unless otherwise noted)

	2019E	2020E	2021E	2022E
<b>Inside Holdings<sup>(2)</sup></b>				
Opening PAL (\$mm)	\$--	\$--	\$--	\$--
Utilized PAL (\$mm)	--	--	--	--
Closing PAL Balance (\$mm)	--	--	--	--
Pre-PAL Taxable Net Income (\$mm)	\$245.2	\$318.6	\$402.2	\$511.1
Shielded Net Income (\$mm)	--	--	--	--
<b>Taxable Net Income (\$mm)</b>	<b>\$245.2</b>	<b>\$318.6</b>	<b>\$402.2</b>	<b>\$511.1</b>
<b>Public Holdings</b>				
Opening PAL (\$mm)	(\$131.2)	(\$98.6)	(\$39.9)	(\$3.0)
Utilized PAL (\$mm)	32.6	58.6	36.9	3.0
Closing PAL Balance (\$mm)	(98.6)	(39.9)	(3.0)	--
Pre-PAL Taxable Net Income (\$mm)	\$45.6	\$117.1	\$198.4	\$303.8
Shielded Net Income (\$mm)	32.6	58.6	36.9	3.0
<b>Taxable Net Income (\$mm)</b>	<b>\$13.0</b>	<b>\$58.5</b>	<b>\$161.5</b>	<b>\$300.8</b>
<b>Total Taxable Net Income (\$mm)</b>	<b>\$258.1</b>	<b>\$377.1</b>	<b>\$563.7</b>	<b>\$811.9</b>
<b>Public Distribution</b>				
Public Shares Outstanding	94.8	94.8	94.8	94.8
Public Taxable Net Income	\$0.48	\$1.24	\$2.09	\$3.21
PAL Utilized	0.34	0.62	0.39	0.03
Taxed Net Income	0.14	0.62	1.70	3.17
Ordinary Income Tax	(0.04)	(0.18)	(0.50)	(0.94)
ACA Investment Income Tax	(0.01)	(0.02)	(0.06)	(0.12)
<b>Pre-Tax Distribution</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>
Tax Paid on Distribution	(0.05)	(0.21)	(0.57)	(1.06)
<b>Post-Tax Distribution</b>	<b>\$2.16</b>	<b>\$2.64</b>	<b>\$2.85</b>	<b>\$3.04</b>

Source: PWC, Company Management

(1) Based on average unitholder basis of \$23.27 at YE 2017.

(2) Represents holdings of Antero Resources and WaterARC.



# After-Tax Distribution For Average Unitholder

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## Calculation Detail

PF AMGP After-Tax Distribution Calculation						
	2H 2018	2019E	2020E	2021E	2022E	
Total Operating Revenues	\$488	\$1,182	\$1,459	\$1,723	\$1,982	\$1,982
- Total Operating Expenses (including depreciation)	(228)	(508)	(620)	(725)	(799)	(799)
<b>Operating Income</b>	<b>\$260</b>	<b>\$674</b>	<b>\$839</b>	<b>\$998</b>	<b>\$1,183</b>	
+ Book depreciation	81	179	201	214	219	219
+ Equity in Earnings of Unconsolidated Affiliates	19	72	104	120	146	146
- Interest Expense	(37)	(89)	(110)	(126)	(113)	(113)
- Depreciation of Goodwill and Current Assets	(413)	(795)	(728)	(685)	(673)	(673)
- Additional Depreciation from Step Up in Basis	(13)	(116)	(233)	(282)	(138)	(138)
- Capex Expense for Tangible Assets	(133)	(164)	(176)	(393)	(352)	(352)
- Interest Expense Add-back	0	0	0	0	0	0
<b>Taxable Income Before NOLs</b>	<b>(\$236)</b>	<b>(\$239)</b>	<b>(\$102)</b>	<b>(\$153)</b>	<b>\$273</b>	
- NOLs applied from previous years	50	50	(51)	50	(218)	(218)
<b>Taxable Income</b>	<b>(\$236)</b>	<b>(\$239)</b>	<b>(\$103)</b>	<b>(\$153)</b>	<b>\$55</b>	
AMGP Taxable Income	(\$236)	(\$239)	(\$103)	(\$153)	55	55
+ NOL Utilization	-	-	1	-	218	218
- Payment of Income Taxes	-	-	0	-	14	14
+/- Change in depreciation (MACRS vs ADS SL)	-	(8)	32	64	10	10
+ Tangible Asset Capex	133	164	176	393	352	352
<b>Current Earnings &amp; Profits</b>	<b>(\$103)</b>	<b>(\$83)</b>	<b>\$107</b>	<b>\$304</b>	<b>\$621</b>	
Current Dist. from AMGP to Shareholders	362	651	896	1,115	1,358	1,358
Qualified Dividend <sup>(2)</sup>		RoC	Cum E&P	Cum E&P	Cum E&P	
Return of Capital <sup>(1)</sup>	362	651	-	-	-	-
Qualified Dividend <sup>(2)</sup>	-	-	107	304	621	621
Partial Return of Capital <sup>(3)</sup>	-	-	789	811	737	737
<b>Accumulated Earnings and Profits</b>						
% RoC (Annual Average)	100%	100%	88%	73%	54%	
% Qualified Dividend (Annual Average)	0%	0%	12%	27%	46%	
Shares Outstanding	505.6	505.6	505.6	505.6	505.6	505.6
Tax Basis/Share	\$30.70	\$29.67	\$28.26	\$26.68	\$25.13	\$25.13
- Return of Capital	(\$0.72)	(\$1.29)	(\$1.56)	(\$1.61)	(\$1.46)	(\$1.46)
<b>EOY Basis</b>	<b>\$30.34</b>	<b>\$29.35</b>	<b>\$27.86</b>	<b>\$26.28</b>	<b>\$24.77</b>	
Return of Capital Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Qualified Dividend Taxes	\$0.00	\$0.00	\$0.05	\$0.14	\$0.29	\$0.29
<b>Before Tax AMGP Dist. Per Share</b>	<b>\$0.72</b>	<b>\$1.29</b>	<b>\$1.77</b>	<b>\$2.21</b>	<b>\$2.69</b>	
Total Tax per Share	\$-	\$-	\$0.05	\$0.14	\$0.29	\$0.29
Implied Tax Rate	-%	-%	3%	6%	11%	
<b>After-Tax AMGP Dividend Per Share</b>	<b>\$0.72</b>	<b>\$1.29</b>	<b>\$1.72</b>	<b>\$2.06</b>	<b>\$2.39</b>	
Exchange Ratio	1.6x	1.6x	1.6x	1.6x	1.6x	1.6x
<b>PF After Tax AM Distribution Per LP Unit</b>	<b>\$1.15</b>	<b>\$2.06</b>	<b>\$2.76</b>	<b>\$3.30</b>	<b>\$3.83</b>	

Source: Management projections and FactSet as of 6/8/18.

- (1) PF Return of Capital per share calculated as the total Distributions to Shareholders when Current Earnings & Profits are less than 0.
- (2) Qualified dividend calculated as equal to the lesser of Current Earnings & Profit of Distributions to Shareholder assuming Current Earnings & Profit is greater than 0.
- (3) Partial Return of Capital is calculated as the difference between Distributions to Shareholders and Current Earnings & profits assuming Qualified Dividends are applicable.

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# Project Alpine

Special Committee Materials

June 28, 2018

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# Table of Contents

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Antero Situation Overview	I
AM Financial Analysis	II
AMGP Financial Analysis	III
Analysis of Transaction	IV
Pro Forma Impact	V
AMGP Proposal	A
AMGP Proposal - Tax Adjusted Exchange Ratio Analysis	B
Potential Counterproposal	C
Pro Forma Trading Analysis	VI
After-Tax Pro Forma Impact Supplemental Materials for AMGP Proposal	VII
After-Tax Pro Forma Impact Supplemental Materials for Potential Counterproposal	VIII
<i>Appendix</i>	

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## I. Antero Situation Overview

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- Added “Potential Counterproposal” transaction analysis
  - Based on 1.700x exchange ratio plus \$3.50 per unit cash consideration to all AM unitholders (including AR)
    - 1.700x equity exchange ratio plus \$3.50 cash per unit results in adjusted exchange ratio of 1.883x
  - Analysis includes accretion/dilution on distributable cash flow & distributions, leverage, and levered discounted cash flow
  - Exchange ratio adjusted for cash consideration assumes no new shares issued
    - Cash component funded on revolver
- Added net income and taxable income calculation for SQ AM based on information from management
- Addition of pro forma impact accretion/dilution analysis on AR Downside Volumes Case
- Contribution analysis updated to:
  - Account for the effect of Series B tax step-up
  - Calculate AMGP taxes paid on distributions from LP less G&A as compared to previous analysis in which taxes paid were paid on total distributions from the LP
- New PF AMGP management distribution and dividend coverage ratio assumptions from Management
- Removed Public GPs (EQGP and WGP) from Pro Forma AMGP peer set
- Added an analysis of precedent transaction premiums
- Status quo AMGP accretion / (dilution) analysis updated to assume 1.0x AM Coverage
- Added accretion / dilution sensitivities that reflect burden of forecasted transaction taxes

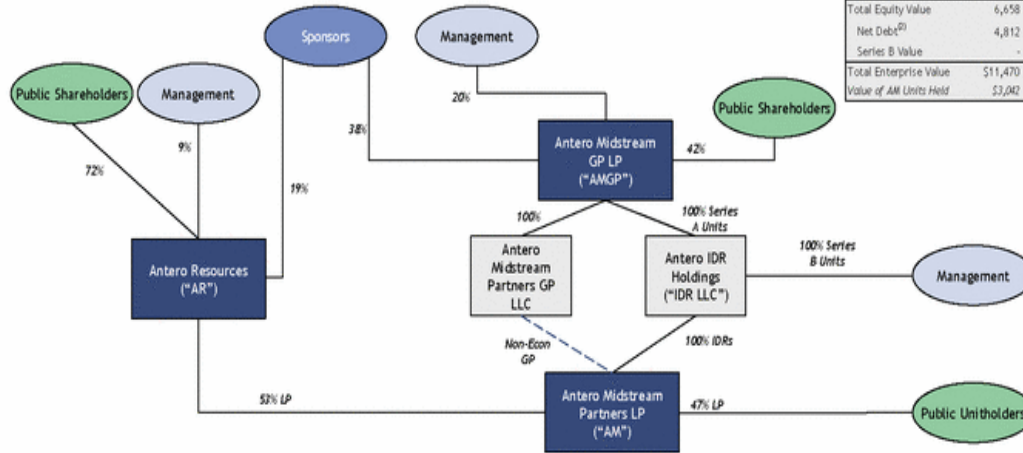
# Summary of Proposal from AMGP

Proposal Component	Description
Exchange Ratio	<ul style="list-style-type: none"> <li>■ AM Common Units will be exchanged for 1.6 AMGP shares</li> <li>■ Represents no premium to current spot XR as of June 21, 2018</li> <li>■ Based on prices as of February 23, 2018, offer implies a 15% premium to AM's closing price and 4% premium to 30-day VWAP</li> <li>■ Based on prices as of June 7, 2018, implies a 3% premium to AM's 30-day VWAP</li> </ul>
Class B Valuation	<ul style="list-style-type: none"> <li>■ Class B units will be exchanged for 18.5mm AMGP shares</li> <li>■ Implies ~\$354mm valuation at market close as of June 21, 2018</li> </ul>
Pro Forma Ownership Splits	<ul style="list-style-type: none"> <li>■ Pro forma for transaction equity ownership breakdown as follows:                             <ul style="list-style-type: none"> <li>□ AM Unitholders: ~59.5%</li> <li>□ AMGP Shareholders: ~36.8%</li> <li>□ Series B Unitholders: ~3.4%</li> </ul> </li> </ul>
Rationale for Transaction	<ul style="list-style-type: none"> <li>■ <b>Streamlined Transaction Structure</b> <ul style="list-style-type: none"> <li>□ Single, publicly-traded midstream corporation</li> <li>□ Alignment of management incentives between AM unitholders, AMGP shareholders and Series B unitholders</li> </ul> </li> <li>■ <b>Improved Financial Performance</b> <ul style="list-style-type: none"> <li>□ Elimination of IDR's will reduce PF AMGP's cost of capital relative to SQ entity</li> <li>□ Elimination of Series B will increase cash available for distribution to PF equity owners</li> <li>□ Expected elimination of cash taxes payable by PF AMGP through 5-year forecast as a result of the tax basis "step-up" attributable to the Transaction and additional depreciation generated from capital investment</li> </ul> </li> <li>■ <b>Enhanced Trading Metrics</b> <ul style="list-style-type: none"> <li>□ PF AMGP will have larger float and greater liquidity</li> <li>□ Larger potential investor base given institutional investor preference for traditional C-corp structure</li> <li>□ New shares should, over time, be eligible for inclusion in major indices further expanding investor universe</li> </ul> </li> </ul>

# Antero Entities Ownership Overview

(\$ in millions, unless otherwise noted)

## Organizational Structure Overview



Metric	AR	AM	AMGP
Price (as of 6/21/2018)	\$20.71	\$30.58	\$19.11
Fully Diluted Shares O/S	322	188	186
Market Equity Value	6,658	5,751	3,558
GP Equity Value	-	3,558	-
Total Equity Value	6,658	9,309	3,558
Net Debt <sup>(1)</sup>	4,812	1,301	(14)
Series B Value	-	-	93
Total Enterprise Value	\$11,470	\$10,610	\$3,637
Value of AM Units Held	\$3,042	-	-

	Sponsor/Management Ownership												
	AR			AM			AMGP - Series A			AMGP - Series B <sup>(1)</sup>			Total Aggregate Investment
	# Shares (000s)	Value (\$MM)	% Outstanding	# Units (000s)	Value (\$MM)	% Outstanding	# Shares (000s)	Value (\$MM)	% Outstanding	Units (000s)	Value (\$MM)	% Outstanding	
Warburg Pincus LLC	46,609	\$165	14.7%	-	-	-	95,110	\$1,053	29.6%	-	-	-	\$2,018
Yorktown Partners LLC	12,905	\$267	4.1%	-	-	-	15,534	\$297	8.3%	-	-	-	\$564
<b>Total Sponsor</b>	<b>59,514</b>	<b>\$1,233</b>	<b>18.8%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>70,644</b>	<b>\$1,350</b>	<b>37.9%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>\$2,583</b>
Paul Rady	16,250	\$339	5.2%	303	\$9	0.2%	19,997	\$382	10.7%	48	\$45	48.7%	\$775
Glen Warren	10,823	\$224	3.4%	207	\$6	0.1%	14,931	\$285	8.0%	32	\$30	32.5%	\$546
Other	3	\$0	0.0%	353	\$11	0.2%	2,937	\$56	1.6%	19	\$18	18.9%	\$85
<b>Total Management</b>	<b>29,787</b>	<b>\$563</b>	<b>8.6%</b>	<b>863</b>	<b>\$26</b>	<b>0.5%</b>	<b>37,865</b>	<b>\$724</b>	<b>20.3%</b>	<b>99</b>	<b>\$93</b>	<b>100.0%</b>	<b>\$1,406</b>
<b>TOTAL</b>	<b>89,301</b>	<b>\$1,795</b>	<b>27.3%</b>	<b>863</b>	<b>\$26</b>	<b>0.5%</b>	<b>108,509</b>	<b>\$2,074</b>	<b>58.3%</b>	<b>99</b>	<b>\$93</b>	<b>100.0%</b>	<b>\$3,988</b>

Source: Company filings, FactSet as of 6/21/18.

- (1) 50% of Series B remain invested; remaining 50% will vest half on 12/31/2018 and half on 12/31/2019. All shares automatically vest upon the liquidation of IDR LLC. Value based on 6% of AMGP equity value above \$2,000mm.
- (2) AR net debt consolidates for AM.



# Antero Midstream Timeline

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Relative Performance Since AM IPO (11/5/2014)<sup>(1,2)</sup>



Source: Company filings, FactSet as of 6/21/18.

Note: AM peers include BPMP, CNWM, EQM, HESM, NBLX, PXSP, SHLX, WES, and VLP. AMGP peers include EQGP and WGP.

Note: AM peer selection considered EBP sponsored MLPs and high-growth MLPs, categorized as such if current - 2022E distribution growth CAGR is greater than 10%.

(1) Indexed values reflect total return on investment. Distributions and dividends reinvested at current market price on date paid.

(2) AM price performance indexed to IPO price of \$25.00 and AMGP price performance indexed to IPO price of \$23.50.

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MERCHANT BANKING

# Historical XR & Distribution Comparison

Since AMGP IPO (5/4/17)

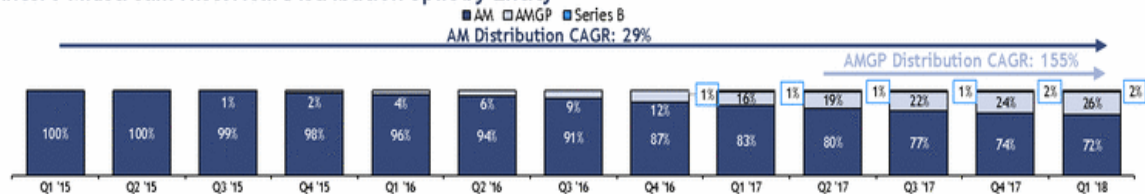
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(\$ in millions, unless otherwise noted)

## Historical AM/AMGP Exchange Ratio



## Antero Midstream Historical Distribution Split by Entity<sup>(1)</sup>



Quarter	AM LP	AMGP <sup>(2)</sup>	Series B
Q1 '15	\$27 / \$0.18	-	-
Q2 '15	\$29 / \$0.19	-	-
Q3 '15	\$36 / \$0.21	\$0	-
Q4 '15	\$39 / \$0.22	\$1	-
Q1 '16	\$41 / \$0.24	\$2	-
Q2 '16	\$44 / \$0.25	\$3	-
Q3 '16	\$47 / \$0.27	\$5	-
Q4 '16	\$50 / \$0.28	\$7	\$0
Q1 '17	\$56 / \$0.30	\$11	\$1
Q2 '17	\$60 / \$0.32	\$5 / \$0.05	\$1
Q3 '17	\$63 / \$0.34	\$11 / \$0.06	\$1
Q4 '17	\$68 / \$0.37	\$14 / \$0.08	\$1
Q1 '18	\$73 / \$0.39	\$20 / \$0.11	\$2

Source: Company filings, FactSet as of 6/21/18.

(1) AM CAGR is calculated from Q1'15 to Q1'18. AMGP CAGR is calculated from Q2'17 to Q1'18 based on initial post-IPO distribution grossed up for full quarter.

(2) AMGP attributable distribution per AM LP unit pre-IPO, AMGP CAFO B declared distribution post-IPO.

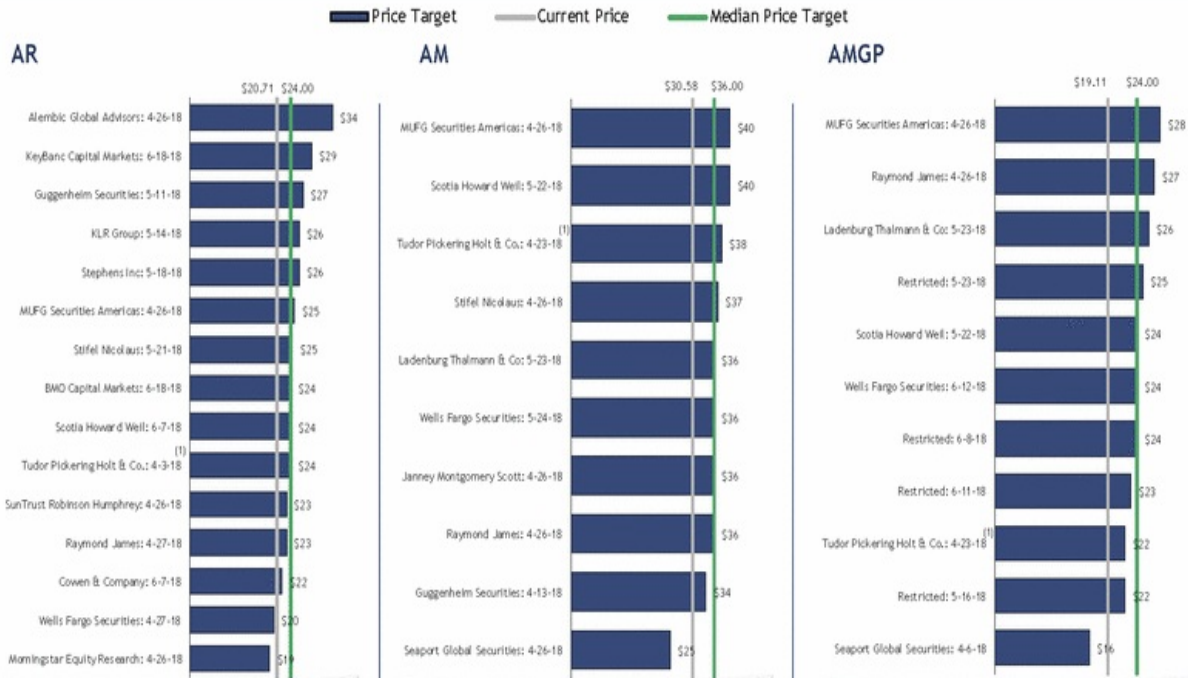
(3) Adjusted to reflect proposed Series B conversion, with AMGP share price calculated as [(AMGP equity value + [AMGP equity value - \$2bn] x 6%) / (AMGP fully diluted shares outstanding + 18.5mm)].

(4) Proposal % Premium / (Discount) calculated as premium / (discount) between current proposal (1.600x) and adjusted XR.

(5) Implied exchange at 1.700x equity exchange ratio and \$3.50 in cash.

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# Analyst Perspectives on Situation



"AR delivered better than expected 1Q18 results on stronger margins and a big gain on gas marketing for the quarter. While guidance would indicate the marketing gain is likely not repeatable, the company's upstream operations are getting incrementally more efficient driven by longer laterals and larger pads, and the company remains on track for 20% volume growth in 2018."

Jefferies, 5/01/2018

"We see AM as well positioned to capitalize on AR growth, especially as the organic opportunity set appears deep with >3,300 economic drilling. We expect stout throughput volume growth to support distribution CAGR of 28-30% through 2020 with continued robust growth thereafter, all while maintaining solid coverage. Superior distribution growth, a strong B/S, and substantial coverage differentiate AM from peers, in our view."

J.P. Morgan, 2/26/2018

"While there are several permutations, we've analyzed two scenarios: (1) AM acquires AMGP and (2) AMGP acquires AM (our analysis assumes a 10% premium under each scenario). Regardless of which way the transaction goes, we estimate the pro forma entity could grow its cash flows at a five-year CAGR of 19%, with better alignment to AR."

Wells Fargo, 5/03/2018

Source: Broker research commentary. FactSet as of 6/21/18.  
(1) TPH Research restricted on 4/17/18.

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## II. AM Financial Analysis

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# AM Selected Comparable Company Analysis

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	A	B	C	D	E	F	G	H	I	J	K	L	M
	Company	Unit Price at 6/21/2018	Total Equity Market Value <sup>(1)</sup>	Enterprise Value	Dist. Growth 2018E to 2020E CAGR	% Dist. to GP/IDR	LP Distribution / Unit / Price (Yield)		Price / DCF / LP Unit		Enterprise Value / EBITDA		2018E Coverage
							Current	2018E	2018E	2019E	2018E	2019E	
EBP Spon.	Western Gas Partners, L.P.	\$48.67	\$13,459	\$17,176	6%	35%	7.7%	7.9%	9.6x	7.8x	14.1x	12.0x	1.11x
	CNX Midstream Partners LP	20.50	1,438	2,093	15%	9%	6.3%	6.7%	12.2x	9.1x	12.8x	9.0x	1.26x
HG & EBP Spon.	Hess Midstream Partners LP	20.34	1,135	3,163	15%	2%	6.6%	6.9%	13.0x	11.7x	11.6x	9.5x	1.13x
	Noble Midstream Partners LP	50.60	2,090	3,045	20%	4%	4.0%	4.3%	10.8x	11.2x	13.1x	10.5x	2.11x
	EQT Midstream Partners LP	56.10	13,268	16,167	16%	35%	7.6%	8.0%	10.3x	8.4x	12.7x	10.9x	1.24x
Other High Growth MLP	Shell Midstream Partners LP	22.44	6,819	8,748	12%	26%	6.2%	6.6%	13.9x	11.9x	14.8x	10.4x	1.09x
	BP Midstream Partners LP	21.03	2,251	2,657	15%	0%	5.1%	5.3%	16.3x	12.6x	17.8x	13.0x	1.26x
	Valero Energy Partners LP	38.88	3,944	5,146	16%	31%	5.2%	5.8%	12.2x	10.8x	12.4x	10.0x	1.43x
	Phillips 66 Partners LP	50.96	9,933	13,458	10%	37%	5.6%	6.0%	13.1x	12.0x	12.9x	10.4x	1.34x
Mean		\$6,048	\$7,962	15%	16%	5.8%	6.2%	12.8x	11.1x	13.7x	10.7x	1.38x	
Median		\$3,944	\$5,146	15%	26%	6.2%	6.6%	12.2x	11.2x	12.9x	10.4x	1.26x	
Low		\$1,135	\$2,093	6%	0%	4.0%	4.3%	9.6x	7.8x	11.6x	9.0x	1.09x	
High		\$13,459	\$17,176	20%	37%	7.7%	8.0%	16.3x	12.6x	17.8x	13.0x	2.11x	
EBP Sponsored Mean		\$6,278	\$8,329	14%	17%	6.4%	6.8%	11.2x	9.7x	12.9x	10.4x	1.37x	
EBP Sponsored Median		\$2,090	\$3,163	15%	9%	6.6%	6.9%	10.8x	9.1x	12.8x	10.5x	1.24x	
Other High - Growth MLP Mean		\$5,762	\$7,502	13%	24%	5.5%	5.9%	13.9x	11.8x	14.5x	11.0x	1.28x	
Other High - Growth MLP Median		\$5,381	\$6,947	13%	29%	5.4%	5.9%	13.5x	11.9x	13.9x	10.4x	1.30x	
AM at WSC <sup>(1,4)</sup>		\$30.58	\$9,403	\$10,689	29%	28%	5.1%	5.6%	13.1x	10.6x	15.0x	11.4x	1.28x
AM at Mgmt. Estimates		\$30.58	\$9,403	\$10,689	29%	28%	5.1%	5.6%	14.9x	11.1x	14.6x	10.8x	1.27x

Metric	Multiple Range			Implied Unit Price <sup>(2)</sup>		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E EBITDA	\$730	\$714	11.6x - 17.8x	\$18.65	\$23.85	\$42.61
2019E EBITDA	\$889	\$934	9.0x - 13.0x	\$21.05	\$28.57	\$41.95

Metric	Multiple Range			Implied Unit Price <sup>(2)</sup>		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E LP DCF / Unit	\$2.05	\$2.33	9.6x - 16.3x	\$19.61	\$24.96	\$33.35
2019E LP DCF / Unit	\$2.74	\$2.88	7.8x - 12.6x	\$21.48	\$30.81	\$34.56

Metric	Yield Range			Implied Unit Price		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E Distribution Yield	\$1.22	\$1.71	8.0% - 4.3%	\$21.38	\$25.79	\$39.63

Source: FactSet as of 6/21/18 and Wall Street research.

(1) Values GP and IDR cash flow at LP yield for MLPs with non-public GPs.

(2) Defined as high-growth MLP if current - 2020E distribution growth CAGR is greater than 10%.

(3) Based on Wall Street consensus estimates as compiled by FactSet.

(4) Antero Midstream Partners LP announced on February 26, 2018 that its Board of Directors had formed a special committee, in conjunction with the formation of special committees at both Antero Resources and Antero Midstream GP, to evaluate potential measures and transactions that could involve Antero Midstream.

(5) Implied unit prices are calculated based on Management projections.

# Precedents | MLP Transactions Analysis

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A	B	C	D	E	F	G	H	I	J	K	L	M	
Announcement Date	Acquirer	Target	Transaction Value	TV / F11 EBITDA (x)	Adj. Transaction Value (1)	Adj. TV / F11 EBITDA (x)	Debt Value	1-Day Premium	% Cash	Tabular Transaction	Buyer Type	Transaction Type	
6/19/18	Cheniere Energy Inc.	Cheniere Energy Partners LP Holdings	\$5,651	10.7x	\$5,526	10.4x	\$1,240	2.2%	0%	No	C-Corp	Affiliate	
5/17/18	Williams Companies	Williams Partners, LP	\$7,793	12.6x	\$6,013	12.2x	10,427	6.4%	0%	Yes	C-Corp	Affiliate	
3/26/18	Tall Grass Energy GP, LP	Talgrass Energy Partners, LP	8,361	12.0x	8,083	11.6x	1,486	0.6%	0%	Yes	C-Corp	Affiliate	
2/7/18	Terra Nitrogen GP, Inc.	Terra Nitrogen Co. LP	1,474	7.0x	1,432	6.8x	587	3.7%	100%	Yes	C-Corp	Affiliate	
1/2/18	Archrock, Inc.	Archrock Partners, LP	2,438	9.6x	2,358	9.3x	607	23.4%	0%	Yes	C-Corp	Affiliate	
8/29/17	Zenith Energy US, LP	Arc Logistics Partners LP	736	12.9x	736	12.9x	407	15.2%	100%	Yes	MLP	3rd Party	
5/18/17	Energy Transfer Partners, LP	PemTex Midstream Partners, LP	963	12.6x	873	11.4x	280	20.1%	100%	No	MLP	Affiliate	
3/2/17	VTTI, B.V.	VTTI Energy Partners, LP	1,867	9.2x	1,842	9.1x	481	6.0%	100%	Yes	C-Corp	Affiliate	
4/3/17	World Point Terminals, Inc.	World Point Terminals, LP	594	9.1x	570	8.8x	159	5.8%	100%	Yes	C-Corp	Affiliate	
2/1/17	ONEOK, Inc.	ONEOK Partners, LP	23,454	12.0x	22,380	11.4x	9,309	25.8%	0%	Yes	C-Corp	Affiliate	
1/27/17	Entergy Energy Company	Midcoast Energy Partners, LP	1,176	11.4x	1,194	11.6x	170	(8.6%)	100%	Yes	C-Corp	Affiliate	
11/29/16	Sunoco Logistics Partners, LP	Energy Transfer Partners, LP	\$4,455	9.7x	\$4,455	9.7x	21,965	(0.2%)	0%	No	MLP	Affiliate	
10/24/16	American Midstream Partners LP	JP Energy Partners LP	476	8.6x	476	8.6x	302	9.1%	0%	No	MLP	3rd Party	
9/26/16	Transcanada	Columbia Pipeline Partners	3,464	4.9x	3,384	4.8x	915	11.1%	100%	Yes	C-Corp	Affiliate	
5/30/16	SemGroup Corp.	Rose Rock Midstream	2,034	12.0x	2,034	12.0x	771	0.0%	0%	Yes	C-Corp	Affiliate	
11/3/15	Targa Resources Corp.	Targa Resources Partners LP	12,229	10.6x	12,138	10.5x	6,472	18.4%	0%	Yes	C-Corp	Affiliate	
8/1/15	Transocean, Inc.	Transocean Partners	1,202	3.5x	1,153	3.3x	259	20.8%	0%	No	C-Corp	Affiliate	
10/26/15	Western Refining, Inc.	Northern Tier Energy	5,286	11.8x	5,185	11.5x	1,982	11.7%	65%	Yes	C-Corp	3rd Party	
7/13/15	MLX LP	MarkWest Energy Partners, LP	22,360	22.8x	22,360	22.8x	16,412	36.3%	8%	No	MLP	3rd Party	
5/6/15	Crestwood Equity Partners, LP	Crestwood Midstream Partners	6,920	11.9x	6,901	11.9x	3,381	17.2%	0%	No	MLP	Affiliate	
4/6/15	Tecon Logistics LP	QEP Midstream Partners LP	1,145	7.5x	1,104	7.2x	394	8.6%	0%	No	MLP	Affiliate	
1/26/15	Energy Transfer Partners, LP	Regency Energy Partners LP	18,593	11.0x	18,593	11.0x	11,276	13.2%	1%	No	MLP	Affiliate	
6/15/14	Williams Partners LP	Access Midstream Partners LP	35,891	11.0x	35,891	11.0x	23,579	1.3%	0%	No	MLP	Affiliate	
10/13/14	Targa Resources Partners LP	Atlas Pipeline Partners LP	6,002	17.5x	6,002	17.5x	3,866	15.0%	3%	No	MLP	3rd Party	
11/12/14	Enterprise Products Partners LP	Orbanking Partners LP	4,289	23.0x	4,243	22.8x	1,792	1.7%	0%	No	MLP	Affiliate	
8/10/14	Kinder Morgan Inc.	Kinder Morgan Energy Partners	52,566	8.8x	52,351	8.8x	27,351	12.0%	12%	Yes	C-Corp	Affiliate	
8/10/14	Kinder Morgan Inc.	El Paso Pipeline Partners	13,677	11.9x	13,193	11.4x	5,421	15.4%	12%	Yes	C-Corp	Affiliate	
7/24/14	Breitburn Energy Partners	QR Energy LP	2,856	9.4x	2,856	9.4x	1,811	17.5%	19%	No	MLP	3rd Party	
10/10/13	Regency Energy Partners LP	PVR Partners LP	5,659	13.5x	5,659	13.5x	3,931	25.7%	1%	No	MLP	3rd Party	
8/27/13	Plains All American LP	PAH Natural Gas Storage LP	2,531	20.1x	2,434	19.4x	755	8.5%	0%	No	MLP	Affiliate	
5/6/13	Energy Midstream LP	Crestwood Midstream Partners LP	2,643	14.6x	2,643	14.6x	1,661	14.5%	4%	No	MLP	3rd Party	
1/29/13	Kinder Morgan Energy Partners LP	Copano Energy LLC	4,858	14.9x	4,858	14.9x	3,911	23.5%	0%	No	MLP	3rd Party	
2/23/11	Enterprise Products Partners	Duncan Energy Partners LP	3,282	9.5x	2,973	8.6x	1,006	28.1%	0%	No	MLP	Affiliate	
<b>Affiliate</b>			<b>Median</b>	<b>10.8x</b>	<b>\$3,814</b>	<b>10.6x</b>	<b>\$1,123</b>	<b>8.6%</b>	<b>0%</b>				
<b>Affiliate</b>			<b>Mean</b>	<b>13.177</b>	<b>10.9x</b>	<b>12.963</b>	<b>10.4x</b>	<b>5,412</b>	<b>10.1%</b>	<b>26%</b>			
<b>3rd Party</b>			<b>Median</b>	<b>13.5x</b>	<b>\$4,858</b>	<b>13.5x</b>	<b>\$1,382</b>	<b>15.2%</b>	<b>4%</b>				
<b>3rd Party</b>			<b>Mean</b>	<b>14.0x</b>	<b>5,642</b>	<b>14.0x</b>	<b>3,831</b>	<b>18.7%</b>	<b>22%</b>				
<b>Overall</b>			<b>Median</b>	<b>11.4x</b>	<b>\$4,243</b>	<b>11.4x</b>	<b>\$1,641</b>	<b>12.0%</b>	<b>0%</b>				
<b>Overall</b>			<b>Mean</b>	<b>11.7x</b>	<b>10,966</b>	<b>11.5x</b>	<b>4,981</b>	<b>12.4%</b>	<b>25%</b>				
<b>AMGP Proposal</b>			<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>				
<b>Potential Counterproposal</b>			<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>				
		<b>Antero Midstream GP LP<sup>(1)</sup></b>	<b>Antero Midstream Partners LP</b>	<b>\$10,306</b>	<b>14.1x</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>0%</b>	<b>Yes</b>	<b>C-Corp</b>	<b>Affiliate</b>	
		<b>Antero Midstream GP LP<sup>(2)</sup></b>	<b>Antero Midstream Partners LP</b>	<b>11,256</b>	<b>15.4x</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>6%</b>	<b>Yes</b>	<b>C-Corp</b>	<b>Affiliate</b>	

Source: Company filings, press releases, presentations and FactSet for pricing data. Represents precedent MLP transactions by affiliated and third party MLPs, Public GHs and C-Corps since 2011.  
 Note: Consider transactions where target is an MLP.  
 (1) Based on third-party research.  
 (2) Non-adjusted transaction TV values affiliated and non-affiliated units at offer price.  
 (3) Adjusted transaction TV value affiliated units at market price and non-affiliated units at offer price.  
 (4) Includes MLP and C-Corp GHs.  
 (5) Illustrative transaction value for BP AMGP at AMGP Proposal includes conversion of Series B units, all existing debt, and the purchase of all units outstanding. Excludes transaction fees. Premium to Series B implied current 16 of 1.714.  
 (6) Illustrative transaction value for BP AMGP at Potential Counterproposal includes conversion of Series B units, cash consideration to avoid three existing AK existing debt, and the purchase of all units outstanding. Excludes transaction fees. Assumes cash consideration of \$5.50 per public unit outstanding. Premium to Series B implied current 16 of 1.714.

# AM DCF Analysis | AR Base Volumes Case

Valuation Effective Date: 6/30/2018

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## Discounted Levered DCF Analysis

Levered DCF Attributable to AM LP Unitholders

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.39	\$42.12	\$46.85
	10.0%	\$35.01	\$39.40	\$43.80
	12.0%	\$32.82	\$36.91	\$41.00

## Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## Discounted Levered DCF Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP DCF per Unit	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP DCF per Unit	\$1.03	\$2.38	\$2.55	\$2.68	
<b>Disc. LP DCF Total</b>					<b>\$8.64</b>
Terminal Multiple					10.5x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Unit</b>					<b>\$30.76</b>
<b>Implied Value per Unit</b>					<b>\$39.40</b>

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.87	\$1.91	\$2.24	\$2.45	
<b>Disc. LP Dist. Total</b>					<b>\$7.47</b>
Terminal Yield					7.0%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Unit</b>					<b>\$39.99</b>
<b>Implied Value per Unit</b>					<b>\$47.47</b>

Source: Management projections and FactSet as of 6/21/18.

# AM DCF Analysis | AR Base Volumes Case

Valuation Effective Date: 6/30/2018

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## Discounted Levered DCF Analysis

Levered DCF Attributable to AM LP Unitholders

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.39	\$42.12	\$46.85
	10.0%	\$35.01	\$39.40	\$43.80
	12.0%	\$32.82	\$36.91	\$41.00

## Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## Discounted Levered DCF Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP DCF per Unit	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP DCF per Unit	\$1.03	\$2.38	\$2.55	\$2.68	
<b>Disc. LP DCF Total</b>					<b>\$8.64</b>
Terminal Multiple					10.5x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Unit</b>					<b>\$30.76</b>
<b>Implied Value per Unit</b>					<b>\$39.40</b>

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.87	\$1.91	\$2.24	\$2.45	
<b>Disc. LP Dist. Total</b>					<b>\$7.47</b>
Terminal Yield					7.0%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Unit</b>					<b>\$39.99</b>
<b>Implied Value per Unit</b>					<b>\$47.47</b>

Source: Management projections and FactSet as of 6/21/18.



# AM Illustrative Discounted Future Value

## AR Base Volumes Case

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

### AM Status Quo



#### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
  - Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 6/21/18.  
Note: Valuation based on annual distributions.

## Discounted Levered DCF Analysis

Levered DCF Attributable to AM LP Unitholders

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$33.03	\$37.18	\$41.32
	10.0%	\$30.93	\$34.78	\$38.64
	12.0%	\$29.00	\$32.59	\$36.17

## Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$38.55	\$43.03	\$49.02
	10.0%	\$36.02	\$40.20	\$45.76
	12.0%	\$33.72	\$37.60	\$42.77

## Discounted Levered DCF Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP DCF per Unit	\$1.01	\$2.40	\$3.02	\$3.33	\$3.76
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP DCF per Unit	\$0.96	\$2.08	\$2.38	\$2.39	
<b>Disc. LP DCF Total</b>					<b>\$7.81</b>
Terminal Multiple					10.5x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Unit</b>					<b>\$26.97</b>
<b>Implied Value per Unit</b>					<b>\$34.78</b>

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.82	\$1.86	\$2.03	\$2.13	
<b>Disc. LP Dist. Total</b>					<b>\$6.83</b>
Terminal Yield					7.0%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Unit</b>					<b>\$33.36</b>
<b>Implied Value per Unit</b>					<b>\$40.20</b>

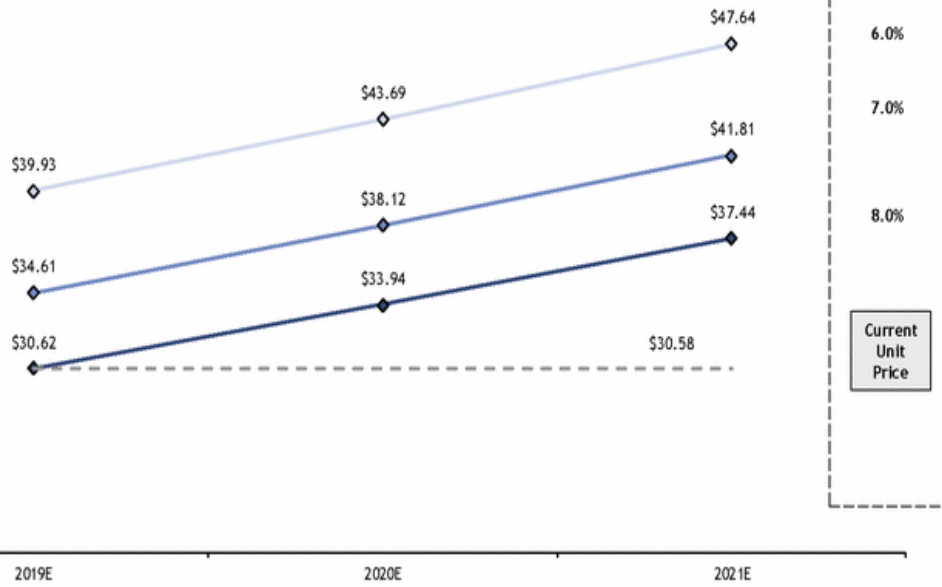
Source: Management projections and FactSet as of 6/21/18.

# AM Illustrative Discounted Future Value

## AR Downside Volumes Case

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

### AM Status Quo



#### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
  - Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 6/21/18.  
Note: Valuation based on annual distributions.

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## III. AMGP Financial Analysis

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# AMGP Selected Comparable Company Analysis

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A	B	C	D	E	F	G	H	I	J	K	L	M
Company	Unit Price at 6/21/2018	Total Entity Equity Value	Total Entity TEV	Implied GP Equity Value	Implied GP TEV	Total Entity Distribution / Unit / Price (Yield) (1)		Total Entity Enterprise Value / GP EBITDA (2)		Implied GP Equity Value / CAFD (3)		2018E - 2022E Dist. CAGR
						Current	2018E	2018E	2019E	2018E	2019E	
EQT GP Holdings LP(4)	\$25.57	\$7,734	\$7,969	\$6,511	\$7,734	4.0%	4.7%	19.9x	15.8x	19.3x	15.4x	29.2%
Western Gas Equity Partners, LP	35.57	7,788	8,891	5,356	7,814	6.4%	6.6%	17.3x	15.8x	15.1x	13.8x	11.6%
Mean		\$7,741	\$8,430	\$5,933	\$7,774	5.2%	5.7%	18.6x	15.8x	17.2x	14.6x	20.4%
Median		\$7,741	\$8,430	\$5,933	\$7,774	5.2%	5.7%	18.6x	15.8x	17.2x	14.6x	20.4%
Low		\$7,734	\$7,969	\$5,356	\$7,734	4.0%	4.7%	17.3x	15.8x	15.1x	13.8x	11.6%
High		\$7,788	\$8,891	\$6,511	\$7,814	6.4%	6.6%	19.9x	15.8x	19.3x	15.4x	29.2%
AMGP at WSC(5)	\$19.11	\$3,652	\$3,652	\$3,652	\$3,637	2.3%	2.8%	16.3x	22.0x	16.3x	22.0x	58.3%
AMGP at Mgmt Estimates	\$19.11	\$3,652	\$3,652	\$3,652	\$3,637	2.3%	2.8%	26.7x	16.3x	16.3x	21.9x	58.3%

Series B	Metric	Multiple Range			Implied Total Entity Share Price (1)			Metric	Multiple Range			Implied GP Share Price (1)						
		AMGP at Mgmt. Estimates	AMGP at WSC	Low	Median	High	Low		Median	High	AMGP at Mgmt. Estimates	AMGP at WSC	Low	Median	High			
With Series B Conversion	2019E EBITDA	\$237	\$234	15.8x	15.8x	15.8x	\$18.36	\$18.36	\$18.36	2019E CAFD	\$166	\$178	13.8x	14.6x	15.4x	\$11.17	\$11.81	\$12.45

Series B	Metric	Total HoldCo Distributions (7)			Yield Range			Implied Total Entity Share Price		
		AMGP at Mgmt. Estimates	AMGP at WSC	Low	Median	High	Low	Median	High	
With Series B Conversion	2018E Distribution Yield	\$106	\$106	6.6%	5.7%	4.7%	\$7.78	\$9.08	\$10.92	

Source: FactSet as of 6/21/18 and Wall Street research.

Note: Implied GP value calculated as the equity value of GP + equity value of the LP units held + net debt held by the GP.

(1) Total entity distribution yield calculated as GP distribution per unit / share over current GP unit / share price.

(2) Total entity enterprise value calculated as the equity value of GP + net debt held by the GP. GP EBITDA calculated as total distributions to the GP. For AMGP, EBITDA calculated as total distributions to IDR, LLC less Series B payments.

(3) Implied GP equity value calculated as GP share / unit price times GP shares outstanding. Cash available for distribution (CAFD) calculated as GP EBITDA less interest expense and maintenance capex.

(4) Antero Midstream Partners LP announced on February 26, 2018 that its Board of Directors had formed a special committee, in conjunction with the formation of special committees at both Antero Resources and Antero Midstream GP, to evaluate potential measures and transactions that could involve Antero Midstream.

(5) Implied share prices are calculated based on Management projections.

(6) EQGP Pro Forma for RMP acquisition announced April 2018.

(7) "Total HoldCo Distributions with Series B Conversion" calculated as HoldCo distributions with post-tax Series B payments added back in over (AMGP FD S/O + 18.5mm Series B converted units).

# AMGP DCF Analysis | AR Base Volumes Case

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AMGP with Series B Value Conversion | Valuation Effective Date: 6/30/2018

## Discounted Levered DCF<sup>(1)</sup> Analysis

Distributions Attributable to IDR, LLC | Before Series B Payments

		2022E CAFD Multiple		
		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$26.10	\$29.33	\$32.55
	10.0%	\$24.35	\$27.35	\$30.34
	12.0%	\$22.75	\$25.53	\$28.32

## Discounted Distribution Analysis | Pre-Series B Payment

AMGP Distributions | 1.0x Coverage | SQ AM Distribution Policy

		2022E Distribution Yield		
		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$26.49	\$32.78	\$43.77
	10.0%	\$24.71	\$30.54	\$40.76
	12.0%	\$23.07	\$28.50	\$38.00

## Discounted Levered DCF<sup>(1)</sup> Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
HoldCo DCF	\$61	\$178	\$270	\$352	\$449
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP FCF	\$58	\$155	\$213	\$252	
<b>Disc. IDR Distribution Total</b>					\$677
Terminal Multiple					16.0x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value Enterprise Value</b>					\$5,583
Less Net Debt / Corp. Adjustments					(14)
<b>Implied Equity Value</b>					\$5,598
AMGP Shares O/S (Inclusive of 18.5mm Series B Conversion Shares)					204.7
<b>Implied Equity Value per Share</b>					\$27.35

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
Adj. GP Dist. Per Share <sup>(2)</sup>	\$0.30	\$0.87	\$1.32	\$1.72	\$2.19
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP Dist. per Share	\$0.29	\$0.76	\$1.04	\$1.23	
<b>Disc. Adj. Dist. Total</b>					\$3.31
Terminal Yield					5.5%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Share</b>					\$27.23
<b>Implied Equity Value per Share</b>					\$30.54

Source: Management projections and FactSet as of 6/21/18.

(1) AMGP discounted DCF defined as HoldCo DCF with Series B payments added back in. Discounted cost of equity at 10.0%.

(2) Adj. GP distribution per share calculated as (AMGP DCF + Series B payment added back) / (fully diluted AMGP shares outstanding + 18.5mm converted Series B units).

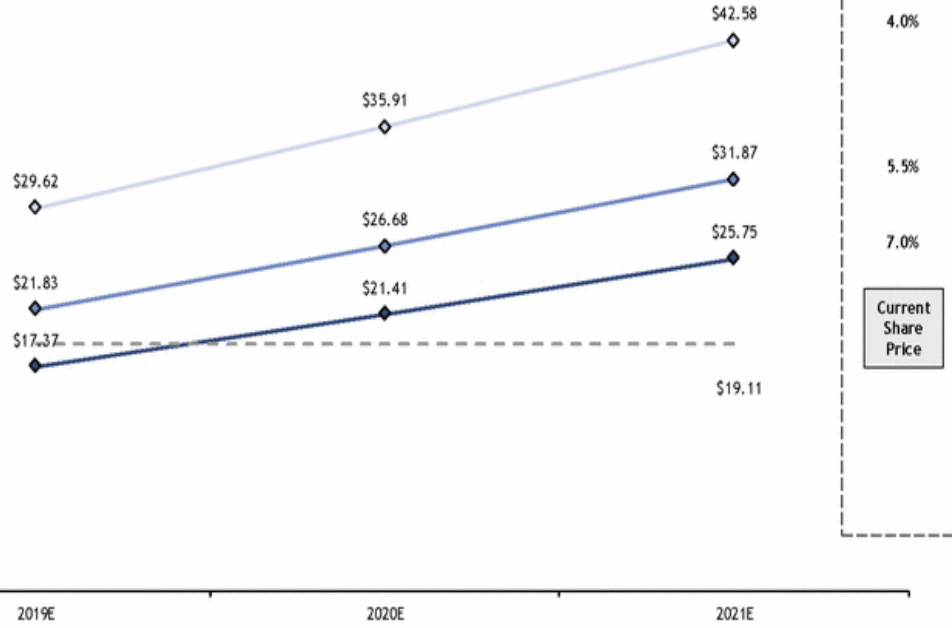
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# AMGP Illustrative Discounted Future Value

AR Base Volumes Case

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SUBJECT TO CHANGE

## AMGP Status Quo



### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
  - Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 6/21/18.  
Note: Valuation based on annual distributions. Net of Series B value.

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# AMGP DCF Analysis | AR Downside Volumes Case

AMGP with Series B Value Conversion | Valuation Effective Date: 6/30/2018

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SUBJECT TO CHANGE

## Discounted Levered DCF<sup>(1)</sup> Analysis

Distributions Attributable to IDR, LLC | Before Series B Payments

		2022E CAFD Multiple		
		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$20.74	\$23.26	\$25.78
	10.0%	\$19.35	\$21.70	\$24.04
	12.0%	\$18.09	\$20.27	\$22.45

## Discounted Distribution Analysis | Pre-Series B Payment

AMGP Distributions | 1.0x Coverage | SQ AM Distribution Policy

		2022E Distribution Yield		
		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$21.03	\$25.95	\$34.55
	10.0%	\$19.62	\$24.19	\$32.19
	12.0%	\$18.33	\$22.58	\$30.02

## Discounted Levered DCF<sup>(1)</sup> Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
HoldCo DCF	\$53	\$169	\$231	\$287	\$352
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP FCF	\$51	\$147	\$182	\$206	
<b>Disc. IDR Distribution Total</b>					\$585
Terminal Multiple					16.0x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value Enterprise Value</b>					\$4,427
Less Net Debt / Corp. Adjustments					(14)
<b>Implied Equity Value</b>					\$4,441
AMGP Shares O/S (Inclusive of 18.5mm Series B Conversion Shares)					204.7
<b>Implied Equity Value per Share</b>					\$21.70

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
Adj. GP Dist. Per Share <sup>(2)</sup>	\$0.26	\$0.83	\$1.13	\$1.40	\$1.72
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP Dist. per Share	\$0.25	\$0.72	\$0.89	\$1.00	
<b>Disc. Adj. Dist. Total</b>					\$2.86
Terminal Yield					5.5%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Share</b>					\$21.33
<b>Implied Equity Value per Share</b>					\$24.19

Source: Management projections and FactSet as of 6/21/18.

(1) AMGP discounted IDR distribution defined as HoldCo DCF with Series B payments added back in. Discounted cost of equity at 10.0%.

(2) Adj. GP distribution per share calculated as (AMGP DCF + Series B payment added back) / (fully diluted AMGP shares outstanding + 18.5mm converted Series B units).

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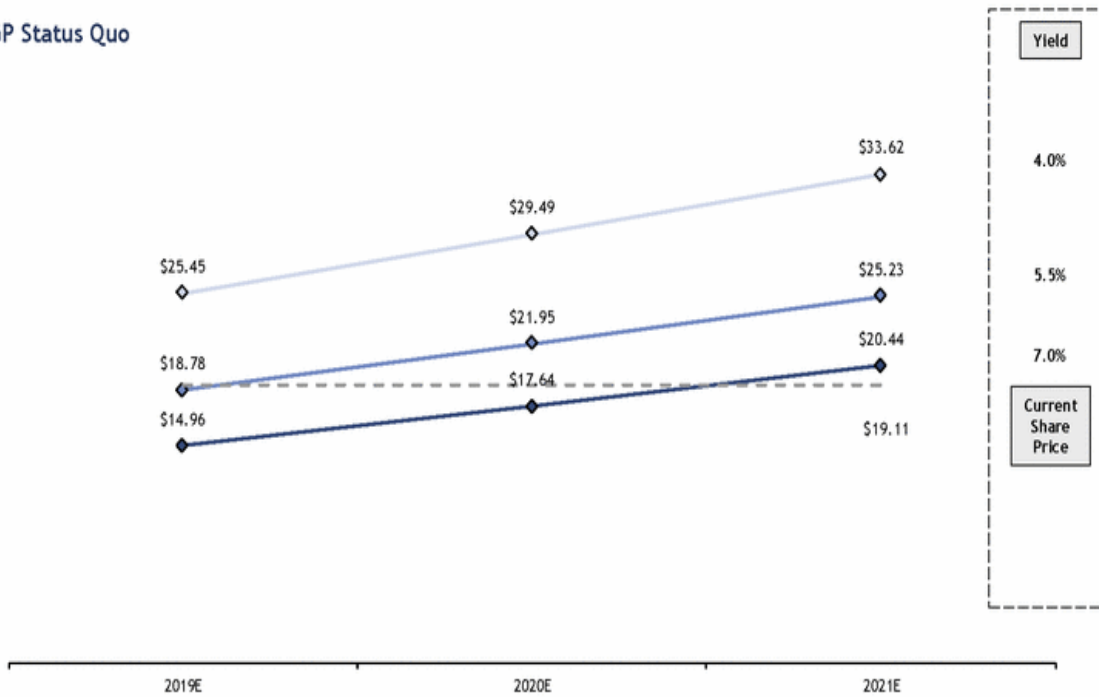


# AMGP Illustrative Discounted Future Value

AR Downside Volumes Case

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

## AMGP Status Quo



### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
  - Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 6/21/18.  
Note: Valuation based on annual distributions. Net of Series B value.

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## IV. Analysis of Transaction

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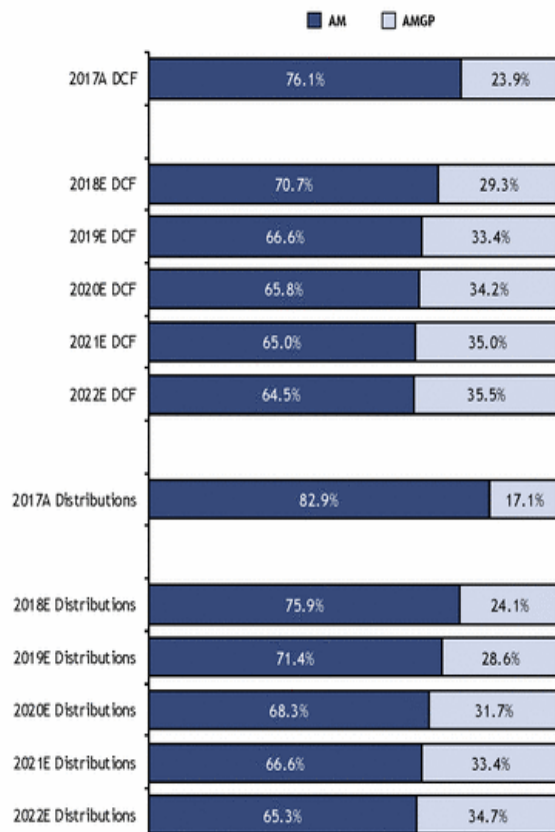


# Contribution Analysis | AR Base Case

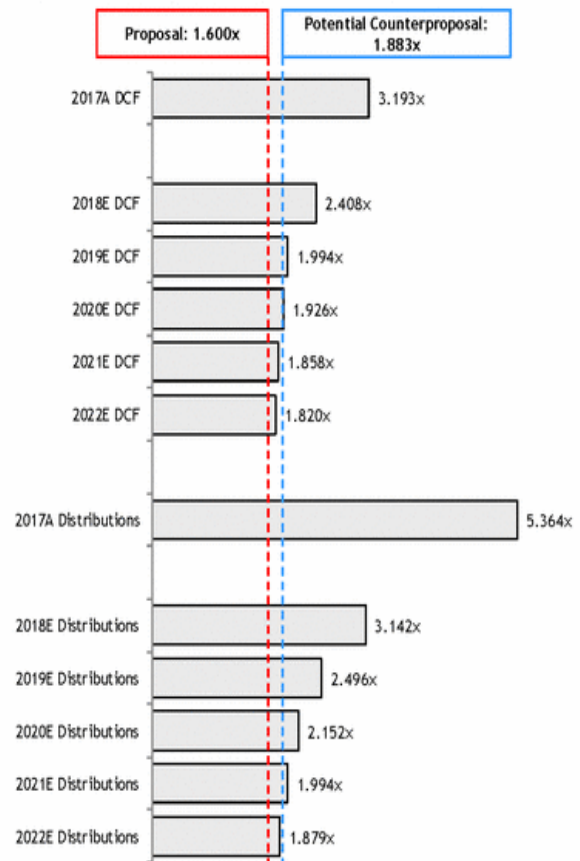
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AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections, FactSet as of 6/21/18.

Note: AM DCF calculated as LP Interest in EBITDA less interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF from AM to IDR LLC less G&A and cash taxes plus post-tax Series B payments.

Note: AM distributions calculated as distributions attributable to LP unitholders. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

Note: Cash tax shield from Series B depreciation of ~\$6mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

(2) Potential counterproposal: 1,700x XR and \$3.50 cash consideration / unit.

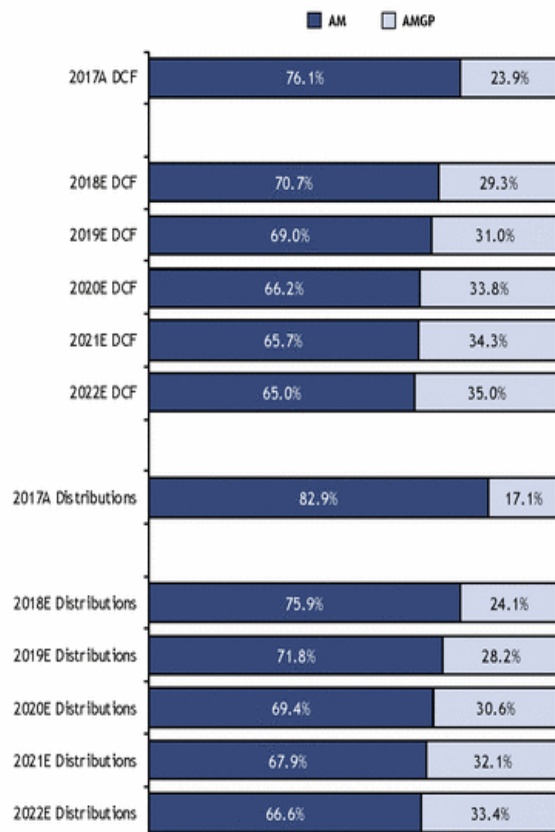
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# Contribution Analysis | AR Downside Volumes Case

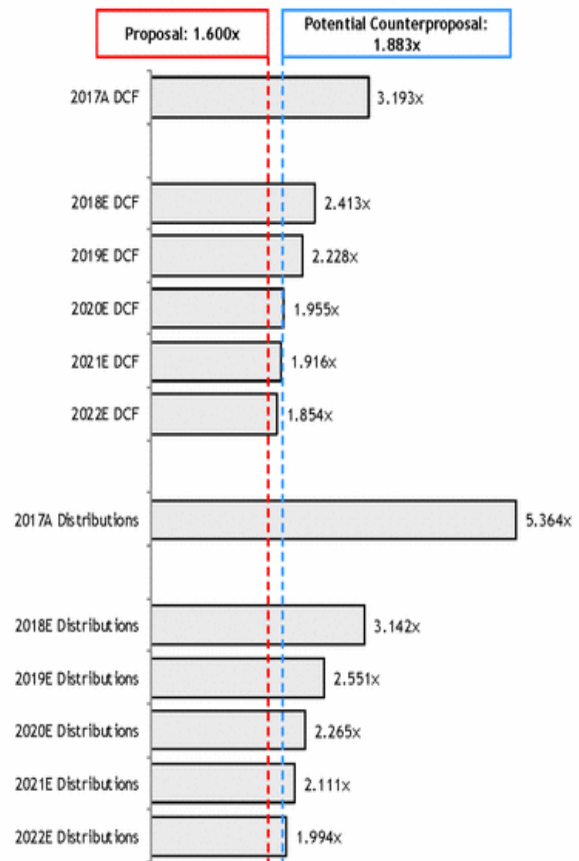
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SUBJECT TO CHANGE

AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections, FactSet as of 6/21/18.

Note: AM DCF calculated as LP Interest in EBITDA less interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF from AM to IDR LLC less G&A and cash taxes plus post-tax Series B payments.

Note: AM distributions calculated as distributions attributable to LP unitholders. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

Note: Cash tax shield from Series B depreciation of ~\$6mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

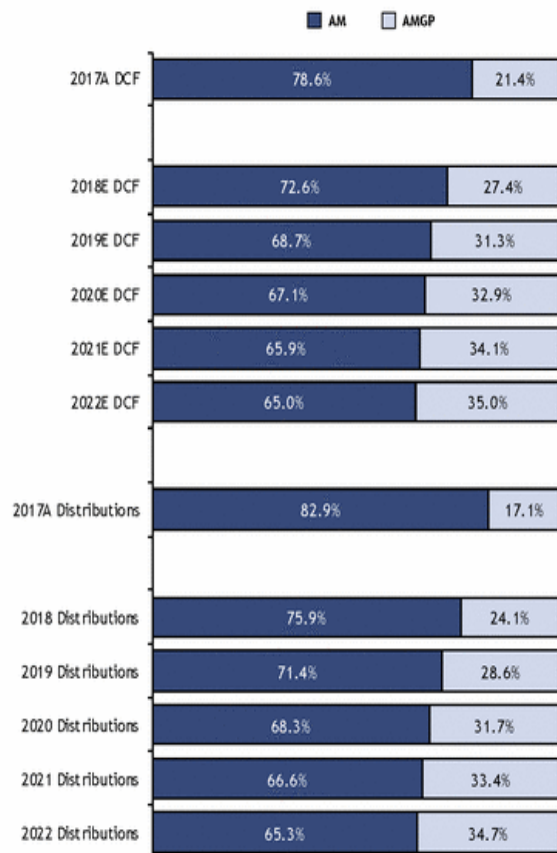
(2) Potential counterproposal: 1,700x XR and \$3.50 cash consideration / unit.

# Contribution Analysis | AR Base Case

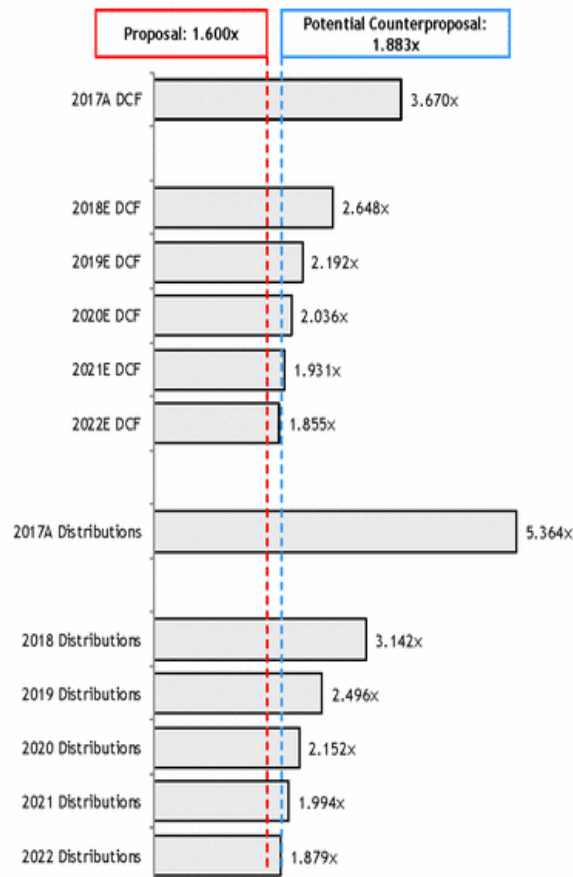
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AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections, FactSet as of 6/21/18.

Note: AM DCF calculated as LP Interest in EBITDA less Interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF less taxes on total IDR DCF

less G&A expense. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

Note: Cash tax shield from Series B depreciation of ~\$6mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

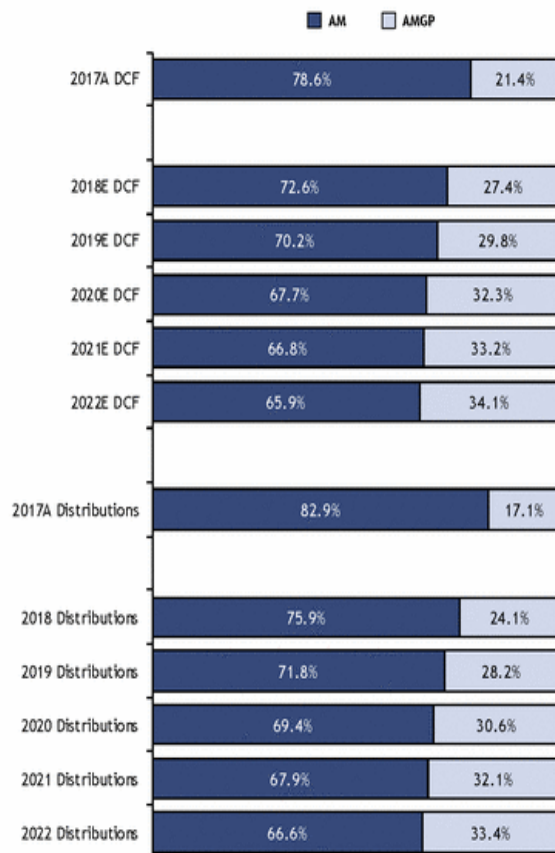
(2) Potential counterproposal: 1,700x XR and \$3.50 cash consideration / unit.

# Contribution Analysis | AR Downside Volumes Case

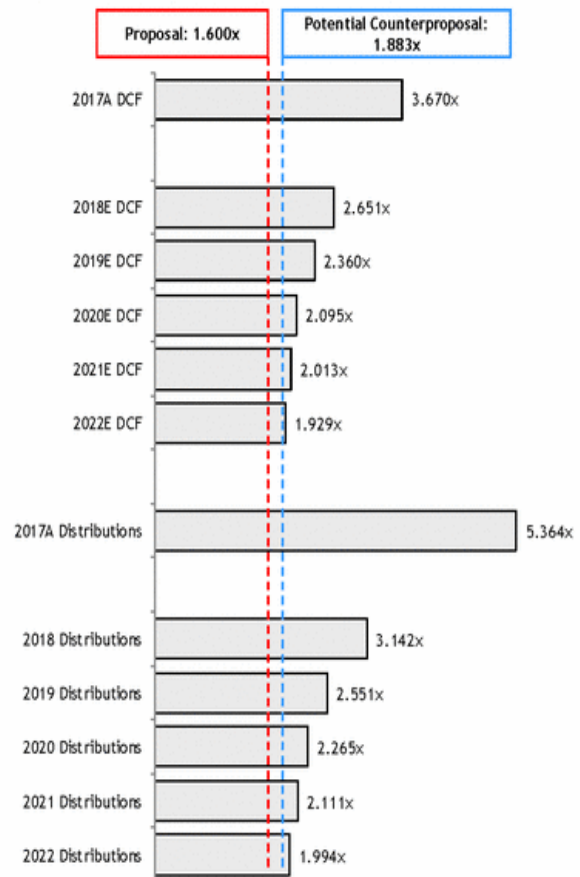
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AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections, FactSet as of 6/21/18.

Note: AM DCF calculated as LP Interest in EBITDA less Interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF less taxes on total IDR DCF less G&A expenses. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

Note: Cash tax shield from Series B depreciation of ~\$5mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

(2) Potential counterproposal: 1,700x XR and \$3.50 cash consideration / unit.

# Implied Exchange Ratios<sup>(1)</sup>

AM & AMGP

Proposal: 1.600x

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Potential Counterproposal: 1.883x

## AR Base Volumes Case

Discounted Levered DCF Approach				Discounted Distribution Approach				PV of Future Share Price						
Implied XR				Implied XR				PV of FSP at 10% Discount Rate						
Low Med High				Low Med High				YE 2019 YE 2020 YE 2021						
Discount Rate	8.0%	1.149x	1.436x	1.795x	Discount Rate	8.0%	1.039x	1.551x	2.190x	Low	1.937x	1.807x	1.715x	
	10.0%	1.154x	1.441x	1.799x		10.0%	1.042x	1.554x	2.191x		Mid	1.744x	1.630x	1.550x
	12.0%	1.159x	1.446x	1.803x		12.0%	1.045x	1.557x	2.192x		High	1.483x	1.390x	1.324x

## AR Downside Volumes Case

Discounted Levered DCF Approach				Discounted Distribution Approach				PV of Future Share Price						
Implied XR				Implied XR				PV of FSP at 10% Discount Rate						
Low Med High				Low Med High				YE 2019 YE 2020 YE 2021						
Discount Rate	8.0%	1.281x	1.598x	1.993x	Discount Rate	8.0%	1.116x	1.659x	2.331x	Low	2.047x	1.924x	1.832x	
	10.0%	1.286x	1.603x	1.997x		10.0%	1.119x	1.662x	2.332x		Mid	1.843x	1.737x	1.657x
	12.0%	1.292x	1.608x	2.000x		12.0%	1.123x	1.665x	2.334x		High	1.569x	1.482x	1.417x

Source: Management projections. FactSet as of 6/21/18.

Note: AM distributable cash flow defined as distributable cash flow attributable to AM LP unitholders. AMGP distributable cash flow defined as HoldCo DCF with pre-tax Series B payments added back in. AMGP share values based on Shares Outstanding including 18.5mm additional shares from Series B conversion.

(1) Low AM to high AMGP and high AM to low AMGP implied unit and share prices compared to assess full range of potential exchange ratios.

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# Premiums Paid Analysis | MLP Transactions

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A	B	C	D	Premium		G	H
				E	F		
Announcement Date	Target	Acquirer	Transaction Value	1-Day Premium	Unaffected 1-Day Premium	Unaffected Date	Taxable Transaction
6/19/18	Cheniere Energy Partners LP Holding	Cheniere Energy Inc.	\$5,651	2.2%	10.7%	5/16/18	No
5/17/18	Williams Partners, LP	Williams Companies	57,793	6.4%	16.5%	3/15/18	Yes
3/26/18	Tallgrass Energy Partners, LP	Tall Grass Energy GP, LP	8,361	0.6%	(18.4%)	2/7/18	Yes
2/7/18	Terra Nitrogen Co. LP	Terra Nitrogen GP, Inc.	1,474	3.7%	3.7%	NA	Yes
1/2/18	Ardrock Partners, LP	Ardrock, Inc	2,438	23.4%	23.4%	NA	Yes
8/29/17	Arc Logistics Partners LP	Zenith Energy US, LP	736	15.2%	15.2%	NA	Yes
5/18/17	PermTex Midstream Partners, LP	Energy Transfer Partners, LP	963	20.1%	17.8%	10/24/16	Yes
3/2/17	VTTI Energy Partners, LP	VTTI, B.V	1,867	6.0%	6.0%	NA	Yes
4/3/17	WorldPoint Terminals, LP	WorldPoint Terminals, Inc.	594	5.8%	5.8%	NA	Yes
2/1/17	ONEOK Partners, LP	ONEOK, Inc	23,654	25.8%	25.8%	NA	Yes
1/27/17	Midcoast Energy Partners, LP	Enbridge Energy Company	1,176	(8.6%)	(8.6%)	NA	Yes
11/21/16	Energy Transfer Partners, LP	Sunoco Logistics Partners, LP	54,455	(0.2%)	(0.2%)	NA	No
10/24/16	JP Energy Partners LP	American Midstream Partners	476	9.1%	9.1%	NA	No
9/26/16	Transcanada	Columbia Pipeline Partners LP	3,464	11.1%	9.9%	3/16/16	Yes
8/1/16	Transocean Partners LLC	Transocean Inc.	1,202	20.8%	20.8%	NA	No
5/30/16	Rose Rock Midstream	SemGroup Corp.	2,034	0.0%	0.0%	NA	Yes
11/3/15	Targa Resources Partners LP	Targa Resources Corp.	12,229	18.4%	18.4%	NA	Yes
10/26/15	Northern Tier Energy	Western Refining, Inc.	5,286	11.7%	11.7%	NA	Yes
7/13/15	MarkWest Energy Partners, LP	MPLX LP	22,360	36.3%	36.3%	NA	No
5/6/15	Crestwood Midstream Partners	Crestwood Equity Partners, LP	6,920	17.2%	17.2%	NA	No
4/6/15	QEP Midstream Partners LP	Tesoro Logistics LP	1,145	8.6%	(14.0%)	10/18/14	No
1/26/15	Regency Energy Partners LP	Energy Transfer Partners, LP	18,593	13.2%	13.2%	NA	No
6/15/14	Access Midstream Partners LP	Williams Partners LP	35,891	1.3%	1.3%	NA	No
10/13/14	Atlas Pipeline Partners LP	Targa Resources Partners LP	6,002	15.0%	15.0%	NA	No
11/12/14	Oiltanking Partners LP	Enterprise Products Partners LP	4,289	1.7%	(0.9%)	9/30/14	No
8/10/14	Kinder Morgan Energy Partners	Kinder Morgan Inc.	52,566	12.0%	12.0%	NA	Yes
8/10/14	El Paso Pipeline Partners	Kinder Morgan Inc.	13,677	15.4%	15.4%	NA	Yes
7/24/14	QR Energy LP	Breitburn Energy Partners	2,856	17.5%	17.5%	NA	No
10/10/13	PVR Partners LP	Regency Energy Partners LP	5,659	25.7%	25.7%	NA	No
8/27/13	PAA Natural Gas Storage LP	Plains All American LP	2,531	8.5%	8.5%	NA	No
5/6/13	Crestwood Midstream Partners LP	Inergy Midstream LP	2,643	14.5%	14.5%	NA	No
1/29/13	Copano Energy LLC	Kinder Morgan Energy Partners LP	4,858	23.5%	23.5%	NA	No
2/23/11	Duncan Energy Partners LP	Enterprise Products Partners	3,282	28.1%	28.1%	NA	No
<b>Median</b>				<b>12.0%</b>	<b>13.2%</b>		
<b>Mean</b>				<b>12.4%</b>	<b>11.5%</b>		
<b>Taxable Transactions Median</b>				<b>9.2%</b>	<b>11.9%</b>		
<b>Taxable Transactions Mean</b>				<b>10.3%</b>	<b>9.7%</b>		

Source: Company filings, press releases, presentations and FactSet for pricing data. Represents precedent MLP transactions by affiliated and third party MLPs, Public GPs and C-Corps since 2011.  
Note: Considers transactions where target is an MLP. Implied transaction premium to AM based on adjusted offer XR of 1.714x adjusted to reflect proposed Series B conversion, with AMGP share price calculated as (AMGP equity value + [(AMGP equity value - \$20) x 68]) / (AMGP fully diluted shares outstanding + 35.5mm).

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## V. Pro Forma Impact

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## A. AMGP Proposal

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# Transaction Assumptions

## Transaction Assumptions

- Transaction effective on 6/30/2018
- To acquire AM, AMGP will convert into a C-Corp in a 100% stock transaction
- Base case assumes:
  - Each outstanding AM common unit exchanged for 1.6 AMGP shares
  - All existing Series B units exchanged for 18.5mm AMGP shares
- Assumes Company provided pf coverage ratio to drive pf dividend policy
- Step-up depreciation due to
  - Capex allocated on a 5-20 year MACRS schedule depending on capex category
  - Goodwill based on inside tax basis and 704(c) and 743(b) extrapolation provided by PwC
- New capex financed by \$500mm senior unsecured issuance in 2018, 2019, 2020, and 2022 at a 5.000% interest rate

## Series B Conversion

	At Current	At Transaction Proposed
AMGP 5Q Units Outstanding	186.2	186.2
Implied XR		1,600x
AMGP Common Units Issued	-	300.9
<b>Pre-Series B Fully Diluted Post-Transaction Share Count</b>	<b>186.2</b>	<b>487.1</b>
20-Day AMGP VWAP as of 06/21/2018	\$18.91	\$18.91
Implied Pre-Series Market Cap (\$MM)	\$3,520	\$9,209
<b>AMGP Shares Issued for Series B Conversion</b>	<b>4.8</b>	<b>18.5</b>
Series B Valuation Threshold (\$MM)	\$2,000	NA
Series B Conversion Rate	6.00%	NA
2018E Series B Cash Flows	NA	NA
Illustrative Yield	NA	NA
<b>Post-Series B Fully Diluted Post-Transaction Share Count</b>	<b>191.0</b>	<b>505.6</b>
Implied Post-Series Market Cap (\$MM)	\$3,612	\$9,559
<b>Implied Series B Valuation</b>	<b>\$91</b>	<b>\$350</b>
% Shares Issued to AM	--	59.5%
% AMGP Shares Outstanding	97.5%	36.8%
% Class B Shares Outstanding	2.5%	3.7%

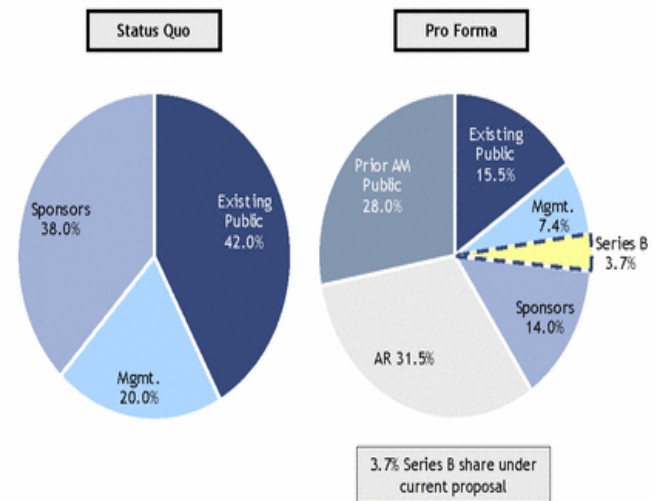
Source: FactSet as of 6/21/18.

- (1) Includes equity issued for Series B unit conversion into AMGP shares.
- (2) Equity values based on share price as of 6/21/18.
- (3) Provided by Management.

## Sources & Uses At Proposed Transaction

Sources		Uses	
AMGP Equity Issued	\$6,117	Purchase AM Units Outstanding	\$5,750
AM Debt Rolled to AMGP Balance Sheet <sup>(1)</sup>	1,394	Conversion of Series B Units	354
		Transaction Fees	13
		AM Existing Debt <sup>(2)</sup>	1,394
<b>Total Sources</b>	<b>\$7,511</b>	<b>Total Uses</b>	<b>\$7,511</b>

## AMGP Ownership Comparison at 1.600x XR

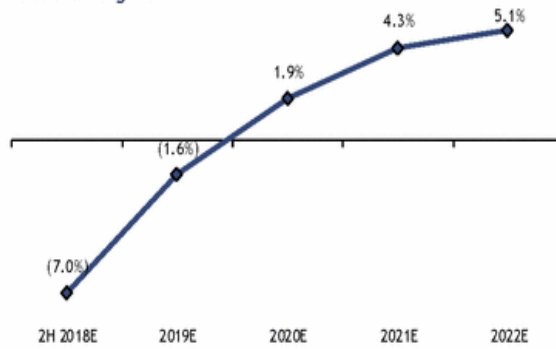


# Distributable Cash Flow Accretion / (Dilution)

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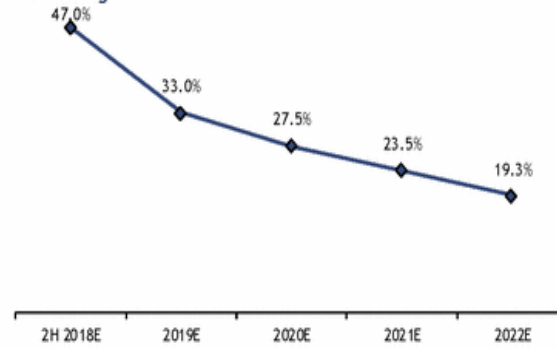
## AM & AMGP | AR Base Case

AM Accretion / (Dilution) - %  
At 1.600x Exchange Ratio



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Pro Forma AMGP:	\$1.00	\$2.70	\$3.30	\$3.91	\$4.51
\$ Acc / (Dil):	(\$0.08)	(\$0.04)	\$0.06	\$0.16	\$0.22

AMGP Accretion / (Dilution) - %  
At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.33
Pro Forma AMGP:	\$0.62	\$1.67	\$2.04	\$2.42	\$2.78
\$ Acc / (Dil):	\$0.20	\$0.42	\$0.44	\$0.46	\$0.45

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.600x	(7.0%)	(1.6%)	1.9%	4.3%	5.1%
1.700x	(4.8%)	0.8%	4.4%	7.0%	7.8%
1.800x	(2.6%)	3.1%	6.7%	9.3%	10.2%
1.900x	(0.7%)	5.1%	8.9%	11.5%	12.5%
2.000x	1.2%	7.1%	10.9%	13.6%	14.7%

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.600x	47.0%	33.0%	27.5%	23.5%	19.3%
1.700x	41.7%	28.3%	23.0%	19.2%	15.1%
1.800x	36.8%	23.8%	18.7%	15.0%	11.1%
1.900x	32.3%	19.7%	14.7%	11.2%	7.5%
2.000x	28.0%	15.8%	11.0%	7.6%	4.0%

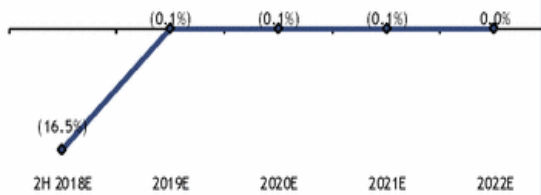
Source: Management projections and FactSet as of 6/21/18

# Distribution Accretion / (Dilution)

AM & AMGP | AR Base Case

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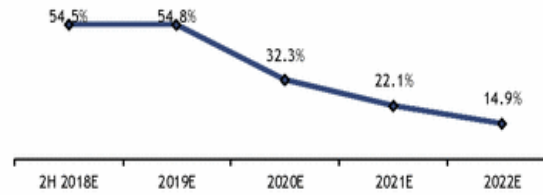
## AM Accretion / (Dilution) - % At 1.600x Exchange Ratio



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Pro Forma AMGP:	\$0.76	\$2.21	\$2.85	\$3.42	\$4.10
\$ Acc / (Dil):	(\$0.15)	(\$0.00)	(\$0.00)	(\$0.00)	\$0.00

PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.48	\$1.38	\$1.78	\$2.14	\$2.56
\$ Acc / (Dil):	\$0.17	\$0.49	\$0.43	\$0.39	\$0.33

PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.600x	(16.5%)	(0.1%)	(0.1%)	(0.1%)	0.0%
1.700x	(14.4%)	2.3%	2.4%	2.5%	2.5%
1.800x	(12.5%)	4.6%	4.6%	4.8%	4.9%
1.900x	(10.8%)	6.7%	6.8%	6.9%	7.1%
2.000x	(9.1%)	8.7%	8.7%	8.9%	9.1%

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.600x	54.5%	54.8%	32.3%	22.1%	14.9%
1.700x	48.9%	49.2%	27.6%	17.9%	10.8%
1.800x	43.8%	44.1%	23.2%	13.8%	7.1%
1.900x	39.0%	39.3%	19.1%	10.0%	3.5%
2.000x	34.5%	34.7%	15.2%	6.4%	0.2%

Source: Management projections and FactSet as of 6/21/18

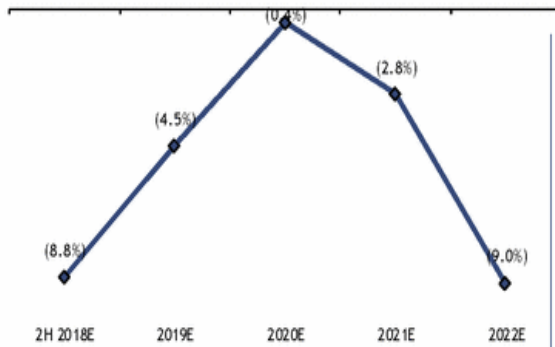
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# Distributable Cash Flow Accretion / (Dilution)

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## AM & AMGP | AR Downside Volumes Case

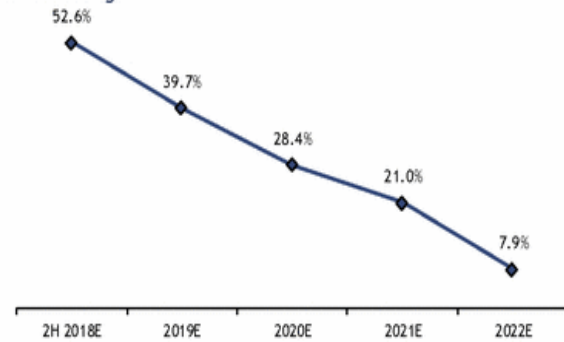
### AM Accretion / (Dilution) - %



Status Quo AM:	\$1.01	\$2.40	\$3.02	\$3.33	\$3.76
Pro Forma AMGP:	\$0.92	\$2.30	\$3.01	\$3.24	\$3.42
\$ Acc / (Dil):	(\$0.09)	(\$0.11)	(\$0.01)	(\$0.09)	(\$0.34)

### AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AM:	\$0.37	\$1.02	\$1.45	\$1.66	\$1.96
Pro Forma AMGP:	\$0.57	\$1.43	\$1.86	\$2.01	\$2.12
\$ Acc / (Dil):	\$0.20	\$0.40	\$0.41	\$0.35	\$0.15

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.600x	(8.8%)	(4.5%)	(0.4%)	(2.8%)	(9.0%)
1.700x	(6.6%)	(2.2%)	2.2%	1.6%	(6.2%)
1.800x	(4.5%)	0.0%	4.6%	5.1%	(2.8%)
1.900x	(2.6%)	2.0%	6.8%	7.4%	1.6%
2.000x	(0.8%)	3.9%	9.0%	9.5%	5.9%

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.600x	52.6%	39.7%	28.4%	21.0%	7.9%
1.700x	47.1%	34.7%	24.0%	19.0%	4.7%
1.800x	42.1%	30.0%	19.9%	15.6%	3.0%
1.900x	37.3%	25.6%	16.0%	11.9%	2.0%
2.000x	32.9%	21.6%	12.4%	8.4%	1.0%

Source: Management projections and FactSet as of 6/21/18

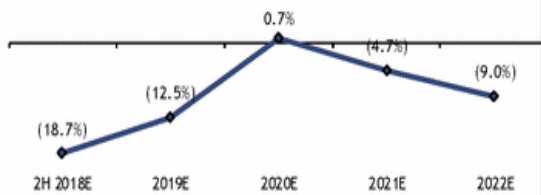
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# Distribution Accretion / (Dilution)

AM & AMGP | AR Downside Volumes Case

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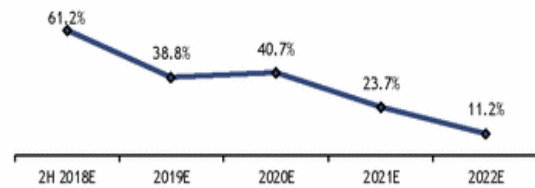
## AM Accretion / (Dilution) - % At 1.600x Exchange Ratio



Status Quo AM:	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
Pro Forma AMGP:	\$0.70	\$1.88	\$2.60	\$2.83	\$3.11
\$ Acc / (Dil):	(\$0.16)	(\$0.27)	\$0.02	(\$0.14)	(\$0.31)

PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.27	\$0.85	\$1.15	\$1.43	\$1.75
Pro Forma AMGP:	\$0.44	\$1.17	\$1.62	\$1.77	\$1.95
\$ Acc / (Dil):	\$0.17	\$0.33	\$0.47	\$0.34	\$0.20

PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.600x	(18.7%)	(12.5%)	0.7%	(4.7%)	(9.0%)
1.700x	(16.7%)	(10.3%)	3.3%	(0.4%)	(6.2%)
1.800x	(14.9%)	(8.4%)	5.7%	3.1%	(2.7%)
1.900x	(13.1%)	(6.5%)	8.0%	5.3%	1.6%
2.000x	(11.5%)	(4.8%)	10.1%	7.4%	5.9%

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.600x	61.2%	38.8%	40.7%	23.7%	11.2%
1.700x	55.5%	33.8%	35.8%	21.7%	7.9%
1.800x	50.1%	29.2%	31.3%	18.9%	5.7%
1.900x	45.1%	24.8%	27.1%	15.1%	4.5%
2.000x	40.4%	20.8%	23.1%	11.5%	3.5%

Source: Management projections and FactSet as of 6/21/18

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# Distribution Accretion / (Dilution)

At Various PF AMGP Coverage Ratios & Exchange Ratios | AR Base Case

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2H 2018E AM Accretion / (Dilution) - %

Exchange Ratio	Coverage Ratio				
	1.000x	Breakeven Coverage	1.150x	Management Distribution Coverage	1.450x
		1.101x		1.318x	
1.600x	10.1%	0.0%	(4.3%)	(16.5%)	(24.1%)
1.700x	12.8%	2.4%	(1.9%)	(14.4%)	(22.2%)
1.800x	15.3%	4.7%	0.2%	(12.5%)	(20.5%)
1.900x	17.6%	6.8%	2.3%	(10.8%)	(18.9%)
2.000x	19.8%	8.8%	4.2%	(9.1%)	(17.4%)

2019E AM Accretion / (Dilution) - %

Exchange Ratio	Coverage Ratio				
	1.000x	1.150x	Breakeven Coverage	Management Distribution Coverage	1.300x
			1.222x	1.223x	
1.600x	22.2%	6.3%	0.0%	(0.1%)	(6.0%)
1.700x	25.2%	8.9%	2.4%	2.3%	(3.7%)
1.800x	28.0%	11.3%	4.7%	4.6%	(1.6%)
1.900x	30.6%	13.5%	6.8%	6.7%	0.4%
2.000x	33.0%	15.6%	8.8%	8.7%	2.3%

Source: Management projections and FactSet as of 6/21/18

# Growth Comparison at AMGP Proposal

SQ AM, SQ AMGP, & PF AMGP

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DCF per Unit / Share						2019E - 2022E CAGR
AR Base Case	2018E	2019E	2020E	2021E	2022E	
AM	\$2.05	\$2.74	\$3.24	\$3.75	\$4.29	16%
AMGP @ 1.0x AM Coverage	\$0.77	\$1.26	\$1.60	\$1.96	\$2.33	23%
PF AMGP	\$1.09	\$1.69	\$2.06	\$2.44	\$2.82	19%
<b>AR Downside Volumes Case</b>						
AM	\$2.04	\$2.40	\$3.02	\$3.33	\$3.76	16%
AMGP @ 1.0x AM Coverage	\$0.77	\$1.02	\$1.45	\$1.66	\$1.96	24%
PF AMGP	\$1.07	\$1.35	\$1.79	\$1.98	\$2.15	17%
Distributions / Dividends per Unit / Share						2019E - 2022E CAGR
AR Base Case	2018E	2019E	2020E	2021E	2022E	
AM	\$1.72	\$2.21	\$2.85	\$3.42	\$4.10	23%
AMGP	\$0.54	\$0.89	\$1.35	\$1.75	\$2.23	36%
PF AMGP	\$0.95	\$1.38	\$1.78	\$2.14	\$2.56	23%
<b>AR Downside Volumes Case</b>						
AM	\$1.72	\$2.15	\$2.58	\$2.97	\$3.42	17%
AMGP	\$0.54	\$0.85	\$1.15	\$1.43	\$1.75	27%
PF AMGP	\$0.88	\$1.10	\$1.54	\$1.73	\$1.95	21%
SQ AM Mgmt Dist Coverage (Base Case)	1.27x	1.31x	1.16x	1.11x	1.05x	
SQ AM Mgmt Dist Coverage (AR Downside Volumes Case)	1.26x	1.16x	1.21x	1.15x	1.12x	
PF AMGP Management Dividend Coverage	1.32x	1.22x	1.16x	1.14x	1.10x	

Source: Management projections and FactSet as of 6/21/18.

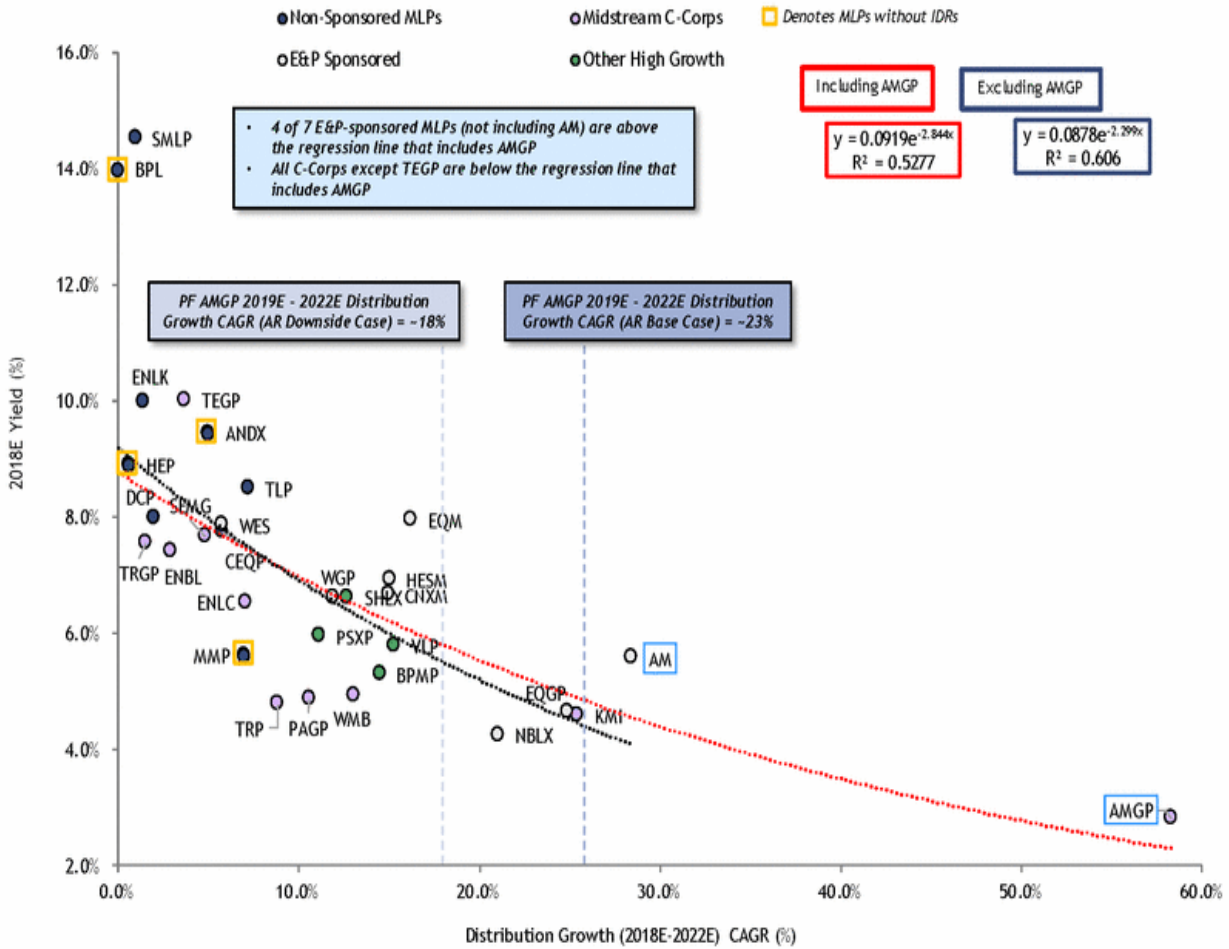
Note: Coverage assumptions as provided by Management. PF AMGP coverage extrapolated based on fixed distributions provided for AR Base Case. SQ AM coverage for AR Base Case extrapolated based on fixed distributions provided for AR Base Case. SQ AM coverage for AR Downside Volumes base extrapolated based on fixed distributions provided for AR Downside Volumes Case.

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# Midstream Distribution Growth vs. Yield

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MLPs vs. C-Corps



Sources: Company filings, FactSet estimates as of 6/21/18  
Note: Companies selected represent dividend/distribution paying midstream C-Corps and MLPs (both with and without IDRs).

# PF AMGP Selected Public Trading Comparables

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## Midstream C-Corps, Public General Partners, & High - Growth MLPs

Company	A Unit Price at 6/21/2018	B Equity Value	C TEV	D Distribution / Unit / Price (Yield)		G Dist. Growth 2018E to 2020E CAGR <sup>(1)</sup>	H Equity Value / DCF <sup>(2,3)</sup>		I Enterprise Value / EBITDA		L Coverage
				Current	2018E		2018E	2019E	2018E	2019E	
<b>Non-IDR Midstream C-Corps</b>											
Kinder Morgan Inc	\$17.16	\$37,856	\$77,067	4.7%	4.7%	25%	8.8x	8.5x	10.3x	10.1x	2.6x
ONEOK, Inc.	68.78	28,274	36,449	4.6%	4.7%	10%	16.2x	15.3x	15.6x	14.5x	1.3x
Plains All American Pipeline GP	24.66	6,982	6,878	4.9%	5.0%	14%	11.1x	9.1x	20.2x	18.3x	1.7x
SemGroup Corporation	25.80	2,028	4,832	7.3%	7.4%	5%	10.9x	8.1x	12.2x	10.5x	1.5x
Targa Resources Corp.	48.24	10,734	16,976	7.5%	7.5%	0%	13.0x	10.9x	13.0x	11.0x	1.1x
The Williams Companies, Inc.	27.69	33,592	54,180	4.9%	5.8%	6%	16.5x	14.7x	21.9x	20.6x	1.3x
<b>High - Growth MLPs<sup>(4)</sup></b>											
CNK Midstream Partners LP	\$20.50	\$1,438	\$2,093	6.3%	6.7%	15%	12.2x	9.1x	12.8x	9.0x	1.3x
EQT Midstream Partners LP	56.10	13,248	16,167	7.6%	8.0%	16%	10.3x	8.4x	12.7x	10.9x	1.2x
Hess Midstream Partners LP	20.34	1,135	3,163	6.6%	6.9%	15%	13.0x	11.7x	11.6x	9.5x	1.1x
Noble Midstream Partners LP	50.60	2,090	3,045	4.0%	4.3%	20%	10.8x	11.2x	13.1x	10.5x	2.1x
BP Midstream Partners LP	21.03	2,351	2,657	5.1%	5.3%	15%	16.3x	12.6x	17.8x	13.0x	1.3x
Shell Midstream Partners LP	22.44	6,819	8,748	6.2%	6.6%	12%	13.9x	11.9x	14.8x	10.4x	1.1x
Valero Energy Partners LP	38.88	3,944	5,146	5.2%	5.8%	16%	12.2x	10.8x	12.4x	10.0x	1.4x
<b>Mean</b>		<b>\$11,578</b>	<b>\$18,262</b>	<b>5.8%</b>	<b>6.1%</b>	<b>13%</b>	<b>12.7x</b>	<b>10.9x</b>	<b>14.5x</b>	<b>12.2x</b>	<b>1.5x</b>
<b>Median</b>		<b>\$6,819</b>	<b>\$6,878</b>	<b>5.2%</b>	<b>5.8%</b>	<b>15%</b>	<b>12.2x</b>	<b>10.9x</b>	<b>13.0x</b>	<b>10.5x</b>	<b>1.3x</b>
<b>Midstream C-Corp Mean</b>		<b>\$19,911</b>	<b>\$32,730</b>	<b>5.7%</b>	<b>5.8%</b>	<b>10%</b>	<b>12.7x</b>	<b>11.1x</b>	<b>15.5x</b>	<b>14.2x</b>	<b>1.6x</b>
<b>Midstream C-Corp Median</b>		<b>\$19,504</b>	<b>\$26,712</b>	<b>4.9%</b>	<b>5.4%</b>	<b>8%</b>	<b>12.0x</b>	<b>10.0x</b>	<b>14.3x</b>	<b>12.8x</b>	<b>1.4x</b>
<b>High-Growth MLP Mean</b>		<b>\$4,435</b>	<b>\$5,860</b>	<b>5.9%</b>	<b>6.2%</b>	<b>15%</b>	<b>12.7x</b>	<b>10.8x</b>	<b>13.6x</b>	<b>10.5x</b>	<b>1.4x</b>
<b>High-Growth MLP Median</b>		<b>\$2,351</b>	<b>\$3,163</b>	<b>6.2%</b>	<b>6.6%</b>	<b>15%</b>	<b>12.2x</b>	<b>11.2x</b>	<b>12.8x</b>	<b>10.4x</b>	<b>1.3x</b>
<b>PF AMGP at Offer</b>	<b>\$19.11</b>	<b>\$9,020</b>	<b>\$10,689</b>	<b>5.0%</b>	<b>5.0%</b>	<b>28%</b>	<b>14.2x</b>	<b>10.6x</b>	<b>13.7x</b>	<b>10.8x</b>	<b>1.2x</b>
<b>PF AMGP at Potential Counter Proposal</b>	<b>\$19.11</b>	<b>\$9,970</b>	<b>\$11,256</b>	<b>4.5%</b>	<b>4.8%</b>	<b>29%</b>	<b>16.2x</b>	<b>11.9x</b>	<b>14.4x</b>	<b>11.4x</b>	<b>1.2x</b>

Source: FactSet as of 6/21/18 and Wall Street research.

- (1) For C-corps, CAGR calculated using Q4 2017 dividend annualized and 2020E dividend.
- (2) Calculated as equity value to LP DCF.
- (3) DCF calculated as EBITDA less interest expense and maintenance capital.
- (4) Defined as high-growth MLP if current - 2020E distribution growth CAGR is greater than 10%.

# Has / Gets Analysis | AR Base Case

Valuation Effective Date: 6/30/2018

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## Stand Alone AM Implied Unit Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.39	\$42.12	\$46.85
	10.0%	\$35.01	\$39.40	\$43.80
	12.0%	\$32.82	\$36.91	\$41.00

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## XR Adjusted PF AMGP Implied Share Price | 1.600x XR

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$42.21	\$48.84	\$55.47
	10.0%	\$39.48	\$45.64	\$51.80
	12.0%	\$36.98	\$42.71	\$48.44

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$43.38	\$49.63	\$58.37
	10.0%	\$40.47	\$46.27	\$54.40
	12.0%	\$37.81	\$43.21	\$50.77

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$39.63	\$46.51	\$53.39
	8.5%	\$37.32	\$43.83	\$50.33
	10.0%	\$35.17	\$41.33	\$47.48

Source: Management projections and FactSet as of 6/21/18.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Downside Volumes Case

Valuation Effective Date: 6/30/2018

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## Stand Alone AM Implied Unit Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$33.03	\$37.18	\$41.32
	10.0%	\$30.93	\$34.78	\$38.64
	12.0%	\$29.00	\$32.59	\$36.17

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$38.55	\$43.03	\$49.02
	10.0%	\$36.02	\$40.20	\$45.76
	12.0%	\$33.72	\$37.60	\$42.77

## XR Adjusted PF AMGP Implied Share Price | 1.600x XR

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$33.03	\$38.06	\$43.09
	10.0%	\$30.92	\$35.60	\$40.27
	12.0%	\$28.99	\$33.33	\$37.68

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$34.52	\$39.41	\$46.27
	10.0%	\$32.22	\$36.77	\$43.14
	12.0%	\$30.12	\$34.35	\$40.27

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$31.67	\$36.89	\$42.11
	8.5%	\$29.83	\$34.77	\$39.71
	10.0%	\$28.12	\$32.79	\$37.46

Source: Management projections and FactSet as of 6/21/18.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Base Case

Valuation Effective Date: 6/30/2018

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## Stand Alone AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E CAFD Multiple

		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$26.10	\$29.33	\$32.55
	10.0%	\$24.35	\$27.35	\$30.34
	12.0%	\$22.75	\$25.53	\$28.32

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$26.49	\$32.78	\$43.77
	10.0%	\$24.71	\$30.54	\$40.76
	12.0%	\$23.07	\$28.50	\$38.00

## PF AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$26.38	\$30.53	\$34.67
	10.0%	\$24.68	\$28.52	\$32.37
	12.0%	\$23.11	\$26.69	\$30.27

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$27.11	\$31.02	\$36.48
	10.0%	\$25.29	\$28.92	\$34.00
	12.0%	\$23.63	\$27.00	\$31.73

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$24.77	\$29.07	\$33.37
	8.5%	\$23.33	\$27.39	\$31.46
	10.0%	\$21.98	\$25.83	\$29.68

Source: Management projections and FactSet as of 6/21/18.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Downside Volumes Case

Valuation Effective Date: 6/30/2018

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## Stand Alone AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E CAFD Multiple

		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$20.74	\$23.26	\$25.78
	10.0%	\$19.35	\$21.70	\$24.04
	12.0%	\$18.09	\$20.27	\$22.45

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$21.03	\$25.95	\$34.55
	10.0%	\$19.62	\$24.19	\$32.19
	12.0%	\$18.33	\$22.58	\$30.02

## PF AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$20.65	\$23.79	\$26.93
	10.0%	\$19.33	\$22.25	\$25.17
	12.0%	\$18.12	\$20.83	\$23.55

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$21.57	\$24.63	\$28.92
	10.0%	\$20.14	\$22.98	\$26.96
	12.0%	\$18.82	\$21.47	\$25.17

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$19.79	\$23.06	\$26.32
	8.5%	\$18.65	\$21.73	\$24.82
	10.0%	\$17.57	\$20.49	\$23.41

Source: Management projections and FactSet as of 6/21/18.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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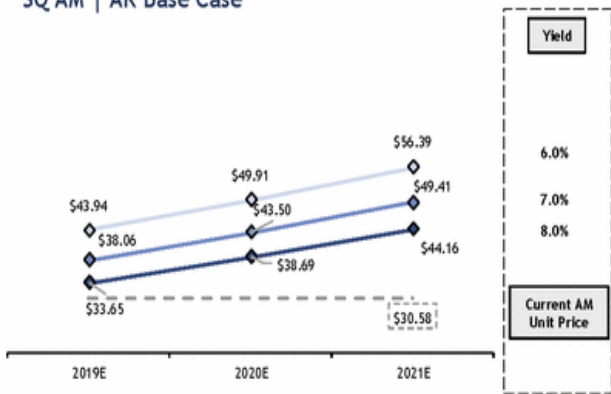


# Illustrative Discounted Future Value

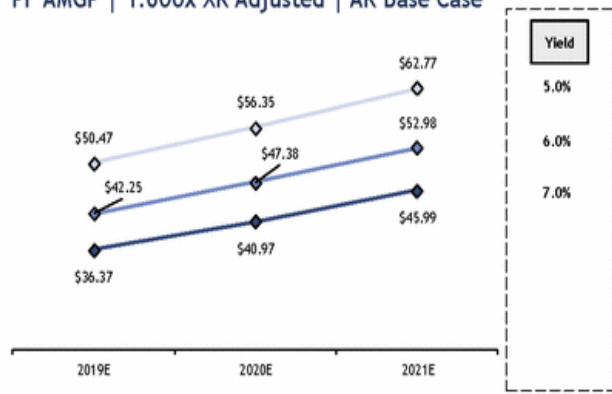
SQ AM & PF AMGP | AR Base Case & AR Downside Volumes Case

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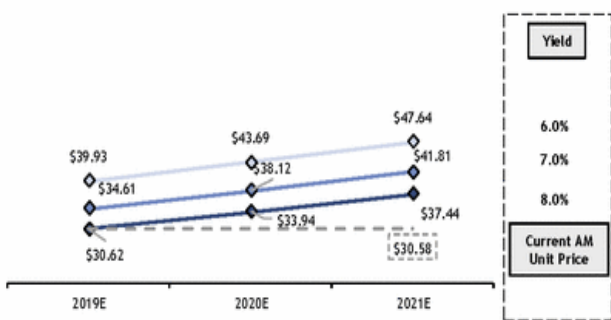
SQ AM | AR Base Case



PF AMGP | 1.600x XR Adjusted | AR Base Case



SQ AM | AR Downside Volumes Case



PF AMGP | 1.600x XR Adjusted | AR Downside Volumes Case



**Assumptions**

- Management projections | Valuation date as of 6/30/18
- Future share price calculated at FY1 distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
- Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 6/21/18.  
Note: Valuation based on annual distributions.

# Illustrative Discounted Future Value

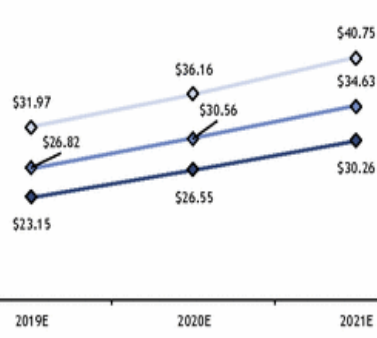
SQ AMGP & PF AMGP | AR Base Case & AR Downside Volumes Case

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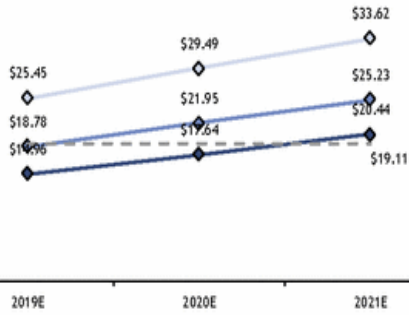
SQ AMGP | AR Base Case



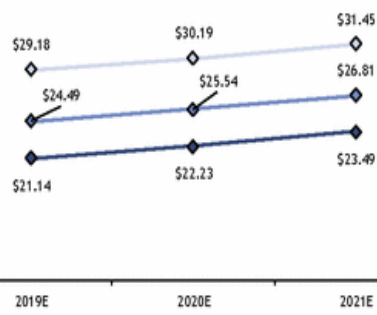
PF AMGP | AR Base Case



SQ AMGP | AR Downside Volumes Case



PF AMGP | AR Downside Volumes Case



**Assumptions**

- Management projections | Valuation date as of 6/30/18
- Future share price calculated at FY1 distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
- Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 6/21/18.  
Note: Valuation based on annual distributions.

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## B. AMGP Proposal - Tax Adjusted Exchange Ratio Analysis

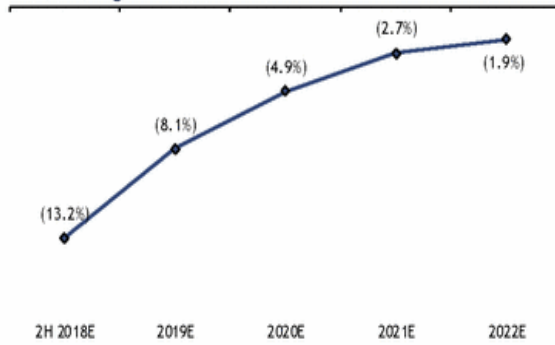
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# Distributable Cash Flow Accretion / (Dilution)

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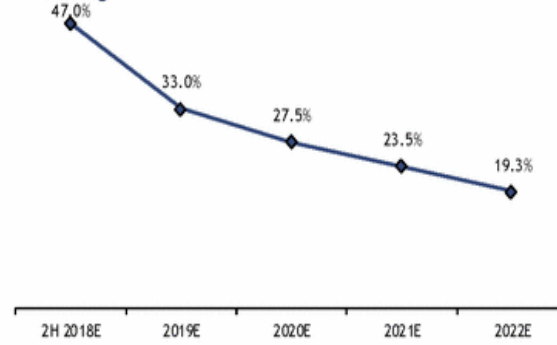
## AM & AMGP | AR Base Case

### AM Accretion / (Dilution) - % At 1.600x Exchange Ratio



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Pro Forma AMGP:	\$0.94	\$2.52	\$3.08	\$3.65	\$4.21
\$ Acc / (Dil):	(\$0.14)	(\$0.22)	(\$0.16)	(\$0.10)	(\$0.08)

### AMGP Accretion / (Dilution) - % At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.33
Pro Forma AMGP:	\$0.62	\$1.67	\$2.04	\$2.42	\$2.78
\$ Acc / (Dil):	\$0.20	\$0.42	\$0.44	\$0.46	\$0.45

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		1.600x	1.493x	(13.2%)	(8.1%)	(4.9%)
1.700x	1.569x	(12.1%)	(6.9%)	(3.6%)	(1.3%)	(0.5%)
1.800x	1.646x	(11.0%)	(5.8%)	(2.4%)	(0.0%)	0.8%
1.900x	1.722x	(10.0%)	(4.7%)	(1.3%)	1.1%	2.0%
2.000x	1.798x	(9.0%)	(3.7%)	(0.3%)	2.1%	3.1%

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	1.600x	47.0%	33.0%	27.5%	23.5%
1.700x	41.7%	28.3%	23.0%	19.2%	15.1%
1.800x	36.8%	23.8%	18.7%	15.0%	11.1%
1.900x	32.3%	19.7%	14.7%	11.2%	7.5%
2.000x	28.0%	15.8%	11.0%	7.6%	4.0%

Source: Management projections and FactSet as of 6/21/18

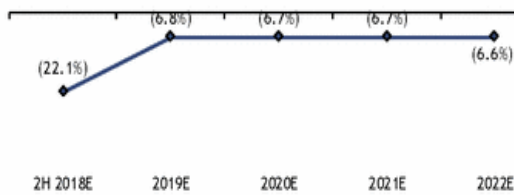
# Distribution Accretion / (Dilution)

AM & AMGP | AR Base Case

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## AM Accretion / (Dilution) - %

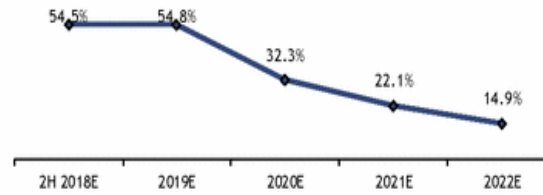
At 1.600x Exchange Ratio (1.493x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Pro Forma AMGP:	\$0.71	\$2.06	\$2.66	\$3.19	\$3.83
\$ Acc / (Dil):	(\$0.20)	(\$0.15)	(\$0.19)	(\$0.23)	(\$0.27)

PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.48	\$1.38	\$1.78	\$2.14	\$2.56
\$ Acc / (Dil):	\$0.17	\$0.49	\$0.43	\$0.39	\$0.33

PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		1.600x	(22.1%)	(6.8%)	(6.7%)	(6.7%)
1.700x	1.569x	(21.0%)	(5.5%)	(5.5%)	(5.4%)	(5.3%)
1.800x	1.646x	(20.0%)	(4.4%)	(4.3%)	(4.2%)	(4.1%)
1.900x	1.722x	(19.1%)	(3.3%)	(3.2%)	(3.1%)	(3.0%)
2.000x	1.798x	(18.3%)	(2.3%)	(2.2%)	(2.1%)	(1.9%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	1.600x	54.5%	54.8%	32.3%	22.1%
1.700x	48.9%	49.2%	27.6%	17.9%	10.8%
1.800x	43.8%	44.1%	23.2%	13.8%	7.1%
1.900x	39.0%	39.3%	19.1%	10.0%	3.5%
2.000x	34.5%	34.7%	15.2%	6.4%	0.2%

Source: Management projections and FactSet as of 6/21/18

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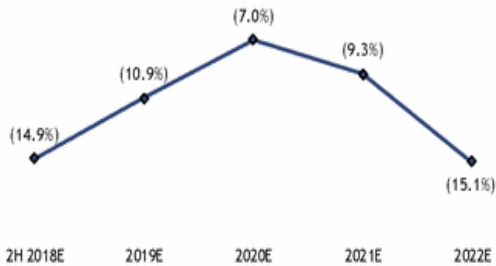
# Distributable Cash Flow Accretion / (Dilution)

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## AM & AMGP | AR Downside Volumes Case

### AM Accretion / (Dilution) - %

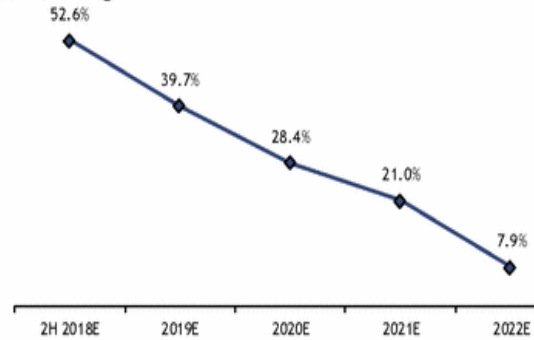
At 1.600x Exchange Ratio (1.493x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$1.01	\$2.40	\$3.02	\$3.33	\$3.76
Pro Forma AMGP:	\$0.86	\$2.14	\$2.81	\$3.02	\$3.20
\$ Acc / (Dil):	(\$0.15)	(\$0.26)	(\$0.21)	(\$0.31)	(\$0.57)

### AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AM:	\$0.37	\$1.02	\$1.45	\$1.66	\$1.96
Pro Forma AMGP:	\$0.57	\$1.43	\$1.86	\$2.01	\$2.12
\$ Acc / (Dil):	\$0.20	\$0.40	\$0.41	\$0.35	\$0.15

### Accretion / (Dilution) Analysis at Various XRs

Implied After-Tax XR

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
1.600x	1.493x	(14.9%)	(10.9%)	(7.0%)	(9.3%)	(15.1%)
1.700x	1.569x	(13.7%)	(9.7%)	(5.7%)	(6.2%)	(13.4%)
1.800x	1.646x	(12.7%)	(8.6%)	(4.4%)	(3.9%)	(11.1%)
1.900x	1.722x	(11.7%)	(7.5%)	(3.2%)	(2.7%)	(8.0%)
2.000x	1.798x	(10.8%)	(6.6%)	(2.0%)	(1.6%)	(4.8%)

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.600x	52.6%	39.7%	28.4%	21.0%	7.9%
1.700x	47.1%	34.7%	24.0%	19.0%	4.7%
1.800x	42.1%	30.0%	19.9%	15.6%	3.0%
1.900x	37.3%	25.6%	16.0%	11.9%	2.0%
2.000x	32.9%	21.6%	12.4%	8.4%	1.0%

Source: Management projections and FactSet as of 6/21/18

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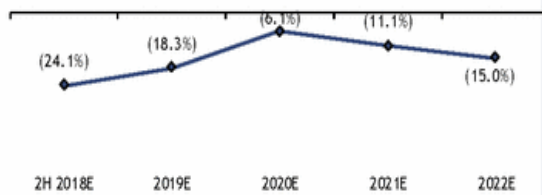
# Distribution Accretion / (Dilution)

AM & AMGP | AR Downside Volumes Case

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SUBJECT TO CHANGE

## AM Accretion / (Dilution) - %

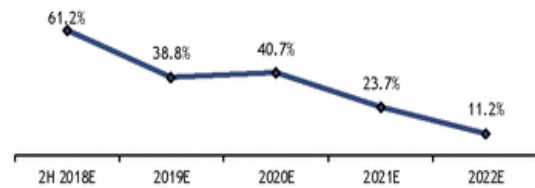
At 1.600x Exchange Ratio (1.493x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
Pro Forma AMGP:	\$0.65	\$1.75	\$2.42	\$2.64	\$2.91
\$ Acc / (Dil):	(\$0.21)	(\$0.39)	(\$0.16)	(\$0.33)	(\$0.51)

PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.27	\$0.85	\$1.15	\$1.43	\$1.75
Pro Forma AMGP:	\$0.44	\$1.17	\$1.62	\$1.77	\$1.95
\$ Acc / (Dil):	\$0.17	\$0.33	\$0.47	\$0.34	\$0.20

PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
	1.600x	1.493x	(24.1%)	(18.3%)	(6.1%)	(11.1%)
1.700x	1.569x	(23.1%)	(17.2%)	(4.7%)	(8.0%)	(13.4%)
1.800x	1.646x	(22.2%)	(16.2%)	(3.4%)	(5.8%)	(11.1%)
1.900x	1.722x	(21.3%)	(15.3%)	(2.1%)	(4.6%)	(7.9%)
2.000x	1.798x	(20.4%)	(14.4%)	(1.0%)	(3.5%)	(4.8%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.600x	61.2%	38.8%	40.7%	23.7%	11.2%
1.700x	55.5%	33.8%	35.8%	21.7%	7.9%
1.800x	50.1%	29.2%	31.3%	18.9%	5.7%
1.900x	45.1%	24.8%	27.1%	15.1%	4.5%
2.000x	40.4%	20.8%	23.1%	11.5%	3.5%

Source: Management projections and FactSet as of 6/21/18

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# Distribution Accretion / (Dilution)

At Various PF AMGP Coverage Ratios & Exchange Ratios | AR Base Case

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2H 2018E AM Accretion / (Dilution) - %

		Coverage Ratio				
		1.000x	1.027x	1.150x	1.318x	1.450x
Exchange Ratio	XR					
	Implied After-Tax XR					
	1.600x 1.493x	2.7%	0.0%	(10.7%)	(22.1%)	(29.1%)
	1.700x 1.593x	4.1%	1.3%	(9.5%)	(21.0%)	(28.2%)
	1.800x 1.693x	5.4%	2.6%	(8.4%)	(20.0%)	(27.3%)
	1.900x 1.793x	6.6%	3.7%	(7.3%)	(19.1%)	(26.5%)
2.000x 1.893x	7.7%	4.8%	(6.3%)	(18.3%)	(25.7%)	

2019E AM Accretion / (Dilution) - %

		Coverage Ratio				
		1.000x	1.150x	1.141x	1.223x	1.300x
Exchange Ratio	XR					
	Implied After-Tax XR					
	1.600x 1.493x	14.1%	(0.8%)	0.0%	(6.8%)	(12.3%)
	1.700x 1.593x	15.6%	0.5%	1.3%	(5.5%)	(11.1%)
	1.800x 1.693x	17.0%	1.7%	2.6%	(4.4%)	(10.0%)
	1.900x 1.793x	18.3%	2.9%	3.7%	(3.3%)	(9.0%)
2.000x 1.893x	19.6%	4.0%	4.8%	(2.3%)	(8.0%)	

Source: Management projections and FactSet as of 6/21/18



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## C. Potential Counterproposal

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# Transaction Assumptions

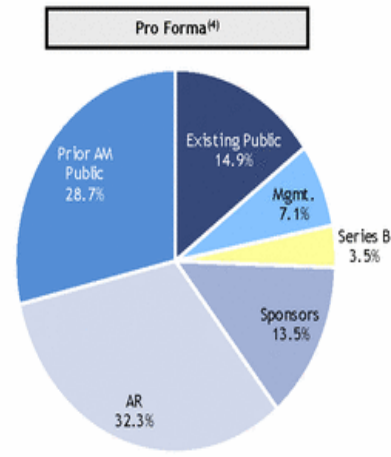
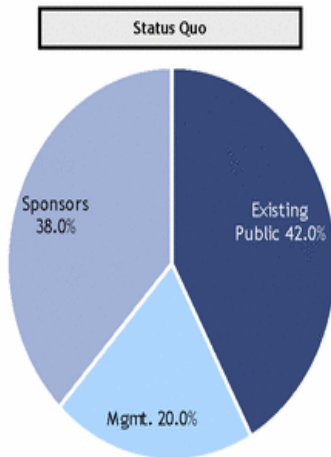
## Potential Counterproposal Transaction Assumptions

- Transaction effective on 6/30/2018
- To acquire AM, AMGP will convert into a C-Corp in a 100% stock transaction
- Potential counterproposal assumes:
  - Each outstanding AM common unit exchanged for 1.7 AMGP shares
  - Cash consideration of \$3.50 paid to all unitholders (including AR) to cover taxes paid by unitholders. Cash consideration financed by borrowings on the Company's revolving credit facility at a 3.00% interest rate
  - All existing Series B units exchanged for 18.5mm AMGP shares
  - Cash consideration assumed to purchase additional secondary shares

## Sources & Uses at Potential Counterproposal

Sources		Uses	
AMGP Equity Issued <sup>(1)</sup>	\$6,476	Purchase AM Units Outstanding	\$6,109
AM Debt Rolled to AMGP Balance Sheet	1,394	Conversion of Series B Units	354
Revolver Draw	658	Cash Consideration to Avoid Share Selling <sup>(2)</sup>	658
<b>Total Sources</b>	<b>\$8,528</b>	Transaction Fees <sup>(3)</sup>	13
		AM Existing Debt	1,394
		<b>Total Uses</b>	<b>\$8,528</b>

## AMGP Ownership Comparison



3.5% Series B share under Potential Counterproposal

Source: FactSet as of 6/21/18.

(1) Includes equity issued for Series B unit conversion into AMGP shares.

(2) Assumes Cash consideration per unit paid to cover transaction related taxes and avoid downward pressure on PF AMGP share prices from tax motivated liquidations.

(3) Provided by Management.

(4) Equity ownership does not reflect the gross up of the Potential Counterproposal XR for the \$3.50 cash consideration.

# Cash Consideration Sizing

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## PF AMGP Leverage Analysis | AR Base Case

Cash Consideration Per AM Unit	Total Cash Consideration (\$mm)	Revolver Availability (\$mm) at Q3 2018 (Post-Trxn Close)	Leverage (Net Debt / EBITDA) at YE				
			2018E	2019E	2020E	2021E	2022E
\$0.00	\$0	\$1,111	2.1x	2.1x	2.0x	1.9x	1.8x
\$2.50	\$470	\$638	2.7x	2.6x	2.4x	2.3x	2.1x
\$3.00	\$564	\$543	2.8x	2.7x	2.5x	2.4x	2.2x
\$3.50	\$658	\$449	3.0x	2.8x	2.6x	2.4x	2.3x
\$4.00	\$752	\$354	3.1x	2.9x	2.7x	2.5x	2.3x
\$4.50	\$846	\$259	3.2x	3.0x	2.8x	2.6x	2.4x

## PF AMGP Leverage Analysis | AR Downside Volumes Case

Cash Consideration Per AM Unit	Total Cash Consideration (\$mm)	Revolver Availability (\$mm) at Q3 2018 (Post-Trxn Close)	Leverage (Net Debt / EBITDA) at YE				
			2018E	2019E	2020E	2021E	2022E
\$0.00	\$0	\$1,005	2.4x	2.6x	2.4x	2.4x	2.3x
\$2.50	\$470	\$626	2.9x	2.9x	2.5x	2.4x	2.2x
\$3.00	\$564	\$532	3.0x	3.0x	2.6x	2.5x	2.3x
\$3.50	\$658	\$437	3.2x	3.2x	2.7x	2.6x	2.3x
\$4.00	\$752	\$342	3.3x	3.3x	2.8x	2.7x	2.4x
\$4.50	\$846	\$248	3.4x	3.4x	2.9x	2.7x	2.5x

## Cash Consideration Sizing | 1.700x Equity Exchange Ratio

Cash Consideration Per AM Unit	Equity Consideration / PF AMGP Share	Total Cash Consideration (\$mm)	Total Equity Consid. at 1.700x	% Cash of Total Consideration	Implied XR at Total Consideration	Current At-Market XR with Series B Dilution	Implied Prem. / (Dis.) to Current At-Mkt XR with Series B Dil.
\$0.00	\$32.49	\$0	\$6,109	0.0%	1.700x	1.714x	(0.8%)
\$2.50	\$32.49	\$470	\$6,109	7.1%	1.831x	1.714x	6.8%
\$3.00	\$32.49	\$564	\$6,109	8.5%	1.857x	1.714x	8.3%
\$3.50	\$32.49	\$658	\$6,109	9.7%	1.883x	1.714x	9.9%
\$4.00	\$32.49	\$752	\$6,109	11.0%	1.909x	1.714x	11.4%
\$4.50	\$32.49	\$846	\$6,109	12.2%	1.935x	1.714x	12.9%

## Total Tax Liability | Basis for IPO Unitholder<sup>(1)</sup>

Cash Consideration Per AM Unit	Tax Payable on Equity Consideration <sup>(1)</sup> / AM Unit	Federal Capital Gains Tax On Cash Consideration	State Capital Gains Tax On Cash Consideration	Total Tax Liability Per AM Unit
\$0.00	\$3.36	\$0.00	\$0.00	\$3.36
\$2.50	\$3.36	\$0.60	\$0.13	\$4.09
\$3.00	\$3.36	\$0.71	\$0.16	\$4.23
\$3.50	\$3.36	\$0.83	\$0.18	\$4.38
\$4.00	\$3.36	\$0.95	\$0.21	\$4.52
\$4.50	\$3.36	\$1.07	\$0.23	\$4.67

Source: Management projections and FactSet as of 6/21/18.

Notes: PF AMGP revolver capacity assumed to be equal to AM revolver capacity of \$1.5bn with Q3 balance of \$389mm and \$400mm in Base case and Downside case, respectively, based on Management projections.

(1) Tax payable on equity component of consideration based on 1.7x XR and assumes average IPO unitholder basis.

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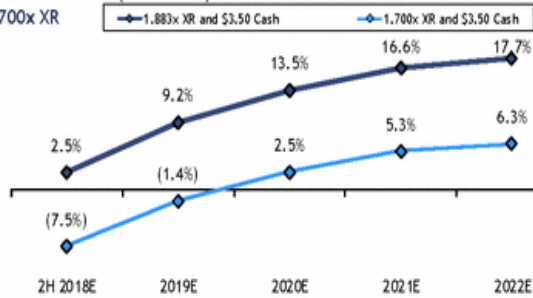
# Distributable Cash Flow Accretion / (Dilution)

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At 1.700x Exchange Ratio and Various Cash Considerations | AR Base Case

## AM Accretion / (Dilution) - %

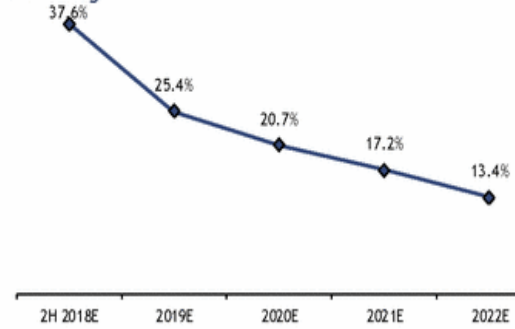
At 1.700x XR



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
PF AMGP with \$0:	\$1.00	\$2.71	\$3.32	\$3.95	\$4.56
PF AMGP with \$3.50:	\$1.10	\$3.00	\$3.68	\$4.37	\$5.05
\$ Acc / (Dil):	(\$0.08)	(\$0.04)	\$0.08	\$0.20	\$0.27
\$ Acc / (Dil):	\$0.03	\$0.25	\$0.44	\$0.62	\$0.76

## AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.33
PF AMGP:	\$0.58	\$1.58	\$1.93	\$2.29	\$2.65
\$ Acc / (Dil):	\$0.16	\$0.32	\$0.33	\$0.34	\$0.31

## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit

Cash Consid. / Unit	Implied XR at 1.700x	2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.700x	(4.8%)	0.8%	4.4%	7.0%	7.8%
\$3.50	1.700x	(7.5%)	(1.4%)	2.5%	5.3%	6.3%
\$2.50	1.831x	0.5%	6.9%	11.0%	13.9%	14.9%
\$3.00	1.857x	1.5%	8.1%	12.3%	15.2%	16.3%
\$3.50	1.883x	2.5%	9.2%	13.5%	16.6%	17.7%
\$4.00	1.909x	3.4%	10.4%	14.8%	17.9%	19.1%

## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit

Cash Consid. / Unit	Implied XR at 1.700x	2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.700x	41.7%	28.3%	23.0%	19.2%	15.1%
\$3.50	1.700x	37.6%	25.4%	20.7%	17.2%	13.4%
\$2.50	1.831x	38.8%	26.2%	21.3%	17.8%	13.9%
\$3.00	1.857x	38.2%	25.8%	21.0%	17.5%	13.7%
\$3.50	1.883x	37.6%	25.4%	20.7%	17.2%	13.4%
\$4.00	1.909x	37.0%	25.0%	20.3%	17.0%	13.2%

Source: Management projections and FactSet as of 6/21/18.

Note: 1.883x represents implied XR at 1.700x equity XR and cash consideration of \$3.50 / unit. Cash assumed to be used to purchase additional secondary shares.

Note: Cash Consideration - Taxes scenario assumes cash proceeds are used to fund transaction-related tax obligations and are not factored into accretion/dilution analysis.

□ Cash Consideration - Taxes

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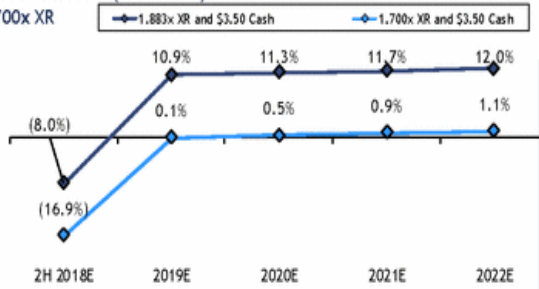
# Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

At 1.700x Exchange Ratio and Various Cash Considerations | AR Base Case

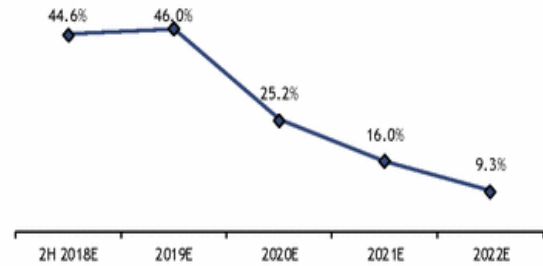
## AM Accretion / (Dilution) - %

At 1.700x XR



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
PF AMGP with \$0:	\$0.76	\$2.21	\$2.86	\$3.45	\$4.15
PF AMGP with \$3.50:	\$0.84	\$2.45	\$3.17	\$3.82	\$4.59
\$ Acc / (Dil):	(\$0.15)	\$0.00	\$0.01	\$0.03	\$0.05
\$ Acc / (Dil):	(\$0.07)	\$0.24	\$0.32	\$0.40	\$0.49
PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x

## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.44	\$1.30	\$1.68	\$2.03	\$2.44
\$ Acc / (Dil):	\$0.14	\$0.41	\$0.34	\$0.28	\$0.21
PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x

## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit

Cash Consid. / Unit	Implied XR at 1.700x	Year				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.700x	(14.4%)	2.3%	2.4%	2.5%	2.5%
\$3.50	1.700x	(16.9%)	0.1%	0.5%	0.9%	1.1%
\$2.50	1.831x	(9.8%)	8.5%	8.8%	9.1%	9.4%
\$3.00	1.857x	(8.9%)	9.7%	10.1%	10.4%	10.7%
\$3.50	1.883x	(8.0%)	10.9%	11.3%	11.7%	12.0%
\$4.00	1.909x	(7.1%)	12.1%	12.6%	13.0%	13.4%

## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit

Cash Consid. / Unit	Implied XR at 1.700x	Year				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.700x	48.9%	49.2%	27.6%	17.9%	10.8%
\$3.50	1.700x	44.6%	46.0%	25.2%	16.0%	9.3%
\$2.50	1.831x	45.9%	46.9%	25.9%	16.5%	9.8%
\$3.00	1.857x	45.2%	46.4%	25.6%	16.3%	9.6%
\$3.50	1.883x	44.6%	46.0%	25.2%	16.0%	9.3%
\$4.00	1.909x	44.0%	45.5%	24.9%	15.7%	9.1%

Source: Management projections and FactSet as of 6/21/18.

Note: AMGP accretion / (dilution) based on SQ AM Management Coverage.

Note: 1.883x represents implied XR at 1.700x equity XR and cash consideration of \$3.50 / unit. Cash assumed to be used to purchase additional secondary shares.

Note: Cash Consideration - Taxes scenario assumes cash proceeds are used to fund transaction-related tax obligations and are not factored into accretion/dilution analysis.

□ Cash Consideration - Taxes

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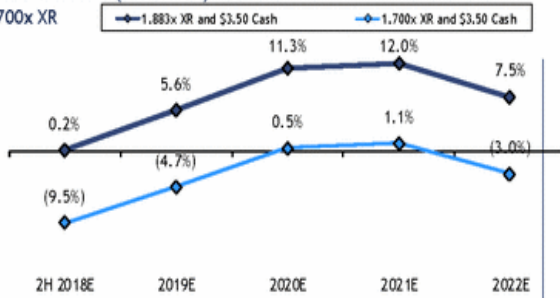
# Distributable Cash Flow Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

At 1.700x Exchange Ratio and Various Cash Considerations | AR Downside Volumes Case

## AM Accretion / (Dilution) - %

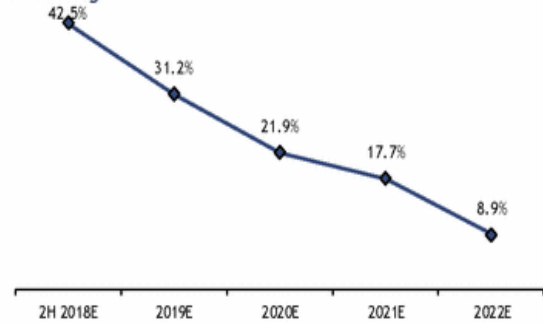
At 1.700x XR



Status Quo AM:	\$1.01	\$2.40	\$3.02	\$3.33	\$3.76
PF AMGP with \$0:	\$0.91	\$2.29	\$3.04	\$3.37	\$3.65
PF AMGP with \$3.50:	\$1.01	\$2.54	\$3.36	\$3.73	\$4.04
\$ Acc / (Dil):	(\$0.10)	(\$0.11)	\$0.01	\$0.04	(\$0.11)
\$ Acc / (Dil):	\$0.00	\$0.13	\$0.34	\$0.40	\$0.28

## AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AMGP:	\$0.37	\$1.02	\$1.45	\$1.66	\$1.96
PF AMGP:	\$0.53	\$1.34	\$1.77	\$1.96	\$2.13
\$ Acc / (Dil):	\$0.16	\$0.32	\$0.32	\$0.30	\$0.17

## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit	Implied XR at 1.700x	2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.700x	(6.6%)	(2.2%)	2.2%	1.6%	(6.2%)
\$3.50	1.700x	(9.5%)	(4.7%)	0.5%	1.1%	(3.0%)
\$2.50	1.831x	(1.6%)	3.4%	8.7%	9.4%	3.2%
\$3.00	1.857x	(0.7%)	4.5%	10.0%	10.7%	5.3%
\$3.50	1.883x	0.2%	5.6%	11.3%	12.0%	7.5%
\$4.00	1.909x	1.2%	6.6%	12.6%	13.3%	9.6%

## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit	Implied XR at 1.700x	2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.700x	47.1%	34.7%	24.0%	19.0%	4.7%
\$3.50	1.700x	42.5%	31.2%	21.9%	17.7%	8.9%
\$2.50	1.831x	43.8%	32.2%	22.5%	18.3%	7.5%
\$3.00	1.857x	43.2%	31.7%	22.2%	18.0%	8.2%
\$3.50	1.883x	42.5%	31.2%	21.9%	17.7%	8.9%
\$4.00	1.909x	41.8%	30.7%	21.6%	17.5%	9.5%

Source: Management projections and FactSet as of 6/21/18.

Note: 1.883x represents implied XR at 1.700x equity XR and cash consideration of \$3.50 / unit. Cash assumed to be used to purchase additional secondary shares.

Note: Cash Consideration - Taxes scenario assumes cash proceeds are used to fund transaction-related tax obligations and are not factored into accretion/dilution analysis.

□ Cash Consideration - Taxes

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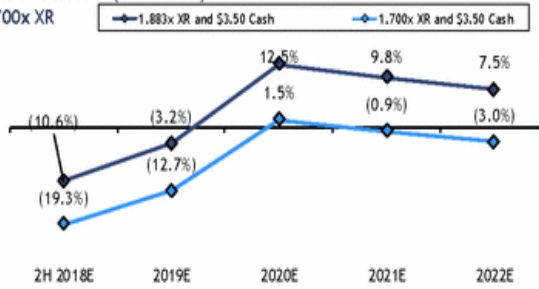
# Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

At 1.700x Exchange Ratio and Various Cash Considerations | AR Downside Volumes Case

## AM Accretion / (Dilution) - %

At 1.700x XR



Status Quo AM:	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
PF AMGP with \$0:	\$0.69	\$1.87	\$2.62	\$2.94	\$3.32
PF AMGP with \$3.50:	\$0.77	\$2.08	\$2.90	\$3.26	\$3.68
\$ Acc / (Dil):	(\$0.17)	(\$0.27)	\$0.04	(\$0.03)	(\$0.10)
\$ Acc / (Dil):	(\$0.09)	(\$0.07)	\$0.32	\$0.29	\$0.26
PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x

## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.27	\$0.85	\$1.15	\$1.43	\$1.75
PF AMGP:	\$0.41	\$1.10	\$1.54	\$1.73	\$1.95
\$ Acc / (Dil):	\$0.14	\$0.26	\$0.39	\$0.30	\$0.20

PF AMGP Coverage:	1.318x	1.223x	1.159x	1.144x	1.100x
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## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit

Cash Consid. / Unit	Implied XR at 1.700x	Year				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.700x	(16.7%)	(10.3%)	3.3%	(0.4%)	(6.2%)
\$3.50	1.700x	(19.3%)	(12.7%)	1.5%	(0.9%)	(3.0%)
\$2.50	1.831x	(12.3%)	(5.2%)	9.9%	7.3%	3.2%
\$3.00	1.857x	(11.5%)	(4.2%)	11.2%	8.5%	5.4%
\$3.50	1.883x	(10.6%)	(3.2%)	12.5%	9.8%	7.5%
\$4.00	1.909x	(9.8%)	(2.3%)	13.8%	11.1%	9.6%

## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit

Cash Consid. / Unit	Implied XR at 1.700x	Year				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.700x	55.5%	33.8%	35.8%	21.7%	7.9%
\$3.50	1.700x	50.6%	30.4%	33.6%	21.1%	11.6%
\$2.50	1.831x	52.0%	31.3%	34.2%	21.7%	10.2%
\$3.00	1.857x	51.3%	30.9%	33.9%	21.4%	10.9%
\$3.50	1.883x	50.6%	30.4%	33.6%	21.1%	11.6%
\$4.00	1.909x	49.9%	29.9%	33.2%	20.8%	12.3%

Source: Management projections and FactSet as of 6/21/18.

Note: AMGP accretion / (dilution) based on SQ AM Management Coverage.

Note: 1.883x represents implied XR at 1.700x equity XR and cash consideration of \$3.50 / unit. Cash assumed to be used to purchase additional secondary shares.

Note: Cash Consideration - Taxes scenario assumes cash proceeds are used to fund transaction-related tax obligations and are not factored into accretion/dilution analysis.

□ Cash Consideration - Taxes

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# Distribution Accretion / (Dilution)

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At Various PF AMGP Coverage Ratios & Exchange Ratios & Cash Consideration

2H 2018E AM Accretion / (Dilution) - %

Exchange Ratio	Implied Cash Adjusted XR	Coverage Ratio			
		1.000x	B/E Coverage at 1.700x XR & \$3.50 Cash	1.150x	Breakeven Coverage at Implied Adj. Cash XR
		1.095x	1.213x		
1.700x	1.700x	9.5%	0.0%	(4.8%)	(9.7%)
1.600x	1.783x	19.2%	8.8%	3.6%	(1.8%)
1.700x	1.883x	21.3%	10.8%	5.5%	0.0%
1.800x	1.983x	23.3%	12.6%	7.3%	1.7%
1.900x	2.083x	25.2%	14.3%	8.9%	3.2%
2.000x	2.183x	27.0%	15.9%	10.4%	4.7%

2019E AM Accretion / (Dilution) - %

Exchange Ratio	Implied Cash Adjusted XR	Coverage Ratio			
		1.000x	B/E Coverage at 1.700x XR & \$3.50 Cash	Breakeven Coverage at Implied Adj. Cash XR	1.450x
		1.225x	1.356x		
1.700x	1.700x	22.5%	0.0%	(9.7%)	(15.5%)
1.600x	1.783x	33.2%	8.8%	(1.8%)	(8.1%)
1.700x	1.883x	35.6%	10.8%	0.0%	(6.4%)
1.800x	1.983x	37.9%	12.6%	1.7%	(4.9%)
1.900x	2.083x	40.0%	14.3%	3.2%	(3.4%)
2.000x	2.183x	42.0%	15.9%	4.7%	(2.1%)

Source: Management projections and FactSet as of 6/21/18.



# Growth Comparison at Potential Counterproposal

## SQ AM, SQ AMGP, & PF AMGP

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DCF per Unit / Share						2019E - 2022E CAGR
AR Base Case	2018E	2019E	2020E	2021E	2022E	
AM	\$2.05	\$2.74	\$3.24	\$3.75	\$4.29	16%
AMGP @ 1.0x AM Coverage	\$0.77	\$1.26	\$1.60	\$1.96	\$2.33	23%
PF AMGP	\$1.05	\$1.59	\$1.95	\$2.32	\$2.68	19%
<b>AR Downside Volumes Case</b>						
AM	\$2.04	\$2.40	\$3.02	\$3.33	\$3.76	16%
AMGP @ 1.0x AM Coverage	\$0.77	\$1.02	\$1.45	\$1.66	\$1.96	24%
PF AMGP	\$1.07	\$1.35	\$1.79	\$1.98	\$2.15	17%
Distributions / Dividends per Unit / Share						2019E - 2022E CAGR
AR Base Case	2018E	2019E	2020E	2021E	2022E	
AM	\$1.72	\$2.21	\$2.85	\$3.42	\$4.10	23%
AMGP	\$0.54	\$0.89	\$1.35	\$1.75	\$2.23	36%
PF AMGP	\$0.92	\$1.30	\$1.68	\$2.03	\$2.44	23%
<b>AR Downside Volumes Case</b>						
AM	\$1.72	\$2.15	\$2.58	\$2.97	\$3.42	17%
AMGP	\$0.54	\$0.85	\$1.15	\$1.43	\$1.75	27%
PF AMGP	\$0.88	\$1.10	\$1.54	\$1.73	\$1.95	21%
SQ AM Mgmt Dist Coverage (Base Case)	1.27x	1.31x	1.16x	1.11x	1.05x	
SQ AM Mgmt Dist Coverage (AR Downside Volumes Case)	1.26x	1.16x	1.21x	1.15x	1.12x	
PF AMGP Management Dividend Coverage	1.32x	1.22x	1.16x	1.14x	1.10x	

Source: Management projections and FactSet as of 6/21/18.

Note: Coverage assumptions as provided by Management. PF AMGP coverage extrapolated based on fixed distributions provided for AR Base Case. SQ AM coverage for AR Base Case extrapolated based on fixed distributions provided for AR Base Case. SQ AM coverage for AR Downside Volumes base extrapolated based on fixed distributions provided for AR Downside Volumes Case.

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# Has / Gets Analysis | AR Base Case

For AM | Potential Counterproposal

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## Stand Alone AM Implied Unit Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.39	\$42.12	\$46.85
	10.0%	\$35.01	\$39.40	\$43.80
	12.0%	\$32.82	\$36.91	\$41.00

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## XR Adjusted PF AMGP Implied Share Price | 1.883x XR<sup>(1)</sup>

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$46.12	\$52.82	\$59.52
	10.0%	\$43.36	\$49.59	\$55.81
	12.0%	\$40.84	\$46.63	\$52.42

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$49.54	\$56.18	\$65.47
	10.0%	\$46.45	\$52.62	\$61.25
	12.0%	\$43.62	\$49.36	\$57.39

### Discounted Cash Flow | Unlevered FCF<sup>(2)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$43.47	\$50.42	\$57.38
	8.5%	\$41.14	\$47.72	\$54.29
	10.0%	\$38.96	\$45.19	\$51.41

Source: Management projections and FactSet as of 6/21/18.

(1) Implied XR at 1.700x equity XR and cash consideration of \$3.50 / unit. Cash consideration added to implied share price at 1.700x XR.

(2) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Downside Volumes Case

For AM | Potential Counterproposal

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## Stand Alone AM Implied Unit Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$33.03	\$37.18	\$41.32
	10.0%	\$30.93	\$34.78	\$38.64
	12.0%	\$29.00	\$32.59	\$36.17

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$38.55	\$43.03	\$49.02
	10.0%	\$36.02	\$40.20	\$45.76
	12.0%	\$33.72	\$37.60	\$42.77

## XR Adjusted PF AMGP Implied Share Price | 1.883x XR<sup>(1)</sup>

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$38.31	\$43.67	\$49.03
	10.0%	\$36.07	\$41.05	\$46.03
	12.0%	\$34.02	\$38.65	\$43.29

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$40.13	\$45.33	\$52.61
	10.0%	\$37.69	\$42.52	\$49.29
	12.0%	\$35.45	\$39.95	\$46.24

### Discounted Cash Flow | Unlevered FCF<sup>(2)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$37.14	\$42.71	\$48.27
	8.5%	\$35.19	\$40.46	\$45.72
	10.0%	\$33.37	\$38.36	\$43.34

Source: Management projections and FactSet as of 6/21/18.

(1) Implied XR at 1.700x equity XR and cash consideration of \$3.50 / unit. Cash consideration added to implied share price at 1.700x XR.

(2) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Base Case

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## Stand Alone AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E CAFD Multiple

		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$26.10	\$29.33	\$32.55
	10.0%	\$24.35	\$27.35	\$30.34
	12.0%	\$22.75	\$25.53	\$28.32

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$26.49	\$32.78	\$43.77
	10.0%	\$24.71	\$30.54	\$40.76
	12.0%	\$23.07	\$28.50	\$38.00

## PF AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$25.07	\$29.01	\$32.96
	10.0%	\$23.45	\$27.11	\$30.77
	12.0%	\$21.96	\$25.37	\$28.78

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$27.08	\$30.99	\$36.45
	10.0%	\$25.27	\$28.89	\$33.97
	12.0%	\$23.60	\$26.98	\$31.70

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$23.51	\$27.60	\$31.69
	8.5%	\$22.14	\$26.01	\$29.88
	10.0%	\$20.86	\$24.52	\$28.18

Source: Management projections and FactSet as of 6/21/18.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Downside Volumes Case

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## Stand Alone AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E CAFD Multiple

		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$20.74	\$23.26	\$25.78
	10.0%	\$19.35	\$21.70	\$24.04
	12.0%	\$18.09	\$20.27	\$22.45

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$21.03	\$25.95	\$34.55
	10.0%	\$19.62	\$24.19	\$32.19
	12.0%	\$18.33	\$22.58	\$30.02

## PF AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$20.47	\$23.63	\$26.78
	10.0%	\$19.16	\$22.09	\$25.02
	12.0%	\$17.95	\$20.68	\$23.41

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$21.55	\$24.61	\$28.89
	10.0%	\$20.11	\$22.95	\$26.93
	12.0%	\$18.80	\$21.44	\$25.14

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$19.79	\$23.06	\$26.34
	8.5%	\$18.64	\$21.74	\$24.84
	10.0%	\$17.57	\$20.50	\$23.43

Source: Management projections and FactSet as of 6/21/18.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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## VI. Pro Forma Trading Analysis

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# Pro Forma Trading

AM Share Price as of 6/21/2018: \$30.58

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		A	B	C	D	E	F	G	H	I	
		Exchange Ratio Adjusted Implied AM Unit Price									
		2018E Dividend Yield									
		Implied AM Ownership	AM 2018E (\$1.82)	AM 2018E (\$1.82)	5.00%	PF Wt Cap Weighted Yield (\$0.95)	4.85%	4.00%	AMGP 2018E (\$0.61)	3.20%	3.00%
Exchange Ratio	Current Offer	1.600x	59.5%	\$25.33	\$25.54	\$30.40	\$31.33	\$38.00	\$47.46	\$50.67	
		1.650x	60.3%	\$26.13	\$26.34	\$31.35	\$32.31	\$39.19	\$48.95	\$52.25	
		1.700x	61.0%	\$26.92	\$27.14	\$32.30	\$33.28	\$40.38	\$50.43	\$53.83	
	Current Adj. XR	1.714x	61.2%	\$27.14	\$27.36	\$32.57	\$33.56	\$40.71	\$50.85	\$54.28	
		1.750x	61.7%	\$27.71	\$27.93	\$33.25	\$34.26	\$41.56	\$51.91	\$55.42	
		1.800x	62.3%	\$28.50	\$28.73	\$34.20	\$35.24	\$42.75	\$53.40	\$57.00	
	Cash Adj. XR at Potential Counterproposal	1.882x	63.4%	\$29.82	\$30.06	\$35.78	\$36.87	\$44.72	\$55.86	\$59.63	
		1.900x	63.6%	\$30.08	\$30.33	\$36.10	\$37.20	\$45.13	\$56.36	\$60.17	

Source: Company Management, FactSet as of 6/21/18.  
Note: 2018E Dividend / Distribution Yields based on Annualized 2H 2018E dividends / distributions.

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## VII. After-Tax Pro Forma Impact Supplemental Materials for AMGP Proposal

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# Transaction Tax Implications

At AMGP Proposal

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## Average Tax Basis Calculation<sup>(1)</sup>

- Average tax basis of \$23.27 per unit for public AM unitholders as of YE 2017
- The average public AM unit holder would need to receive cash consideration of \$2.04 per unit to avoid having to sell shares post-transaction to pay transaction related taxes

Unitholder	Active Units	EOY 2017 Basis
Antero Resources	90,841,730	\$2.01
Other Non-Public Unitholders	8,028,605	25.70
Public Unitholders	94,757,401	23.27
<b>Total Active Units</b>	<b>193,627,736</b>	
<b>Average EOY 2017 Basis for Public Unitholders</b>		<b>\$23.27</b>
<b>Average EOY 2017 Basis for IPO Investors</b>		<b>\$20.51</b>

## Cash Consideration Required to Avoid Share Selling

For Average Unitholder		For IPO Investor - Average Basis <sup>(1)</sup>		For IPO Investor - IPO Basis <sup>(4)</sup>	
AMGP Share Price	\$19.11	AMGP Share Price	\$19.11	AMGP Share Price	\$19.11
Exchange Ratio	1.600x	Exchange Ratio	1.600x	Exchange Ratio	1.600x
Offer Price	\$30.58	Offer Price	\$30.58	Offer Price	\$30.58
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$4.83	Average Ordinary Gain	\$4.56
Average Capital Gain	3.94	Average Capital Gain	5.24	Average Capital Gain	3.51
<b>Total Gain</b>	<b>\$7.30</b>	<b>Total Gain</b>	<b>\$10.07</b>	<b>Total Gain</b>	<b>\$10.07</b>
Average Assumed Passive Activity Loss <sup>(3)</sup>	(\$1.08)	Average Assumed Passive Activity Loss <sup>(3)</sup>	(\$1.49)	Assumed Passive Activity Loss <sup>(3)</sup>	(\$2.00)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>	
Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%
Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%
Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%
ACA Tax	3.8%	ACA Tax	3.8%	ACA Tax	3.8%
Federal Tax Rate	33.4%	Federal Tax Rate	33.4%	Federal Tax Rate	33.4%
Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%
Effective State Tax Rate <sup>(4)</sup>	5.2%	Effective State Tax Rate <sup>(4)</sup>	5.2%	Effective State Tax Rate <sup>(4)</sup>	5.2%
PAL Rate	37.0%	PAL Rate	37.0%	PAL Rate	37.0%
PAL Gain Deduction	(\$0.40)	PAL Gain Deduction	(\$0.54)	PAL Gain Deduction	(\$0.74)
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.07	Tax on Ordinary Gain	\$1.45
Effective Ordinary Gain Tax Rate	21.3%	Effective Ordinary Gain Tax Rate	22.3%	Effective Ordinary Gain Tax Rate	22.1%
Tax on Capital Gain	\$0.94	Tax on Capital Gain	\$1.25	Tax on Capital Gain	\$0.84
Effective Capital Gain Tax Rate	23.0%	Effective Capital Gain Tax Rate	23.0%	Effective Capital Gain Tax Rate	23.0%
State Tax Ordinary Income <sup>(4)</sup>	\$0.17	State Tax Ordinary Income <sup>(4)</sup>	\$0.25	State Tax Ordinary Income <sup>(4)</sup>	\$0.34
Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%
State Tax Capital Gain <sup>(4)</sup>	\$0.20	State Tax Capital Gain <sup>(4)</sup>	\$0.27	State Tax Capital Gain <sup>(4)</sup>	\$0.18
Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%
<b>Total Tax on Gain</b>	<b>\$2.04</b>	<b>Total Tax on Gain</b>	<b>\$2.84</b>	<b>Total Tax on Gain</b>	<b>\$2.81</b>
Total Effective Tax Rate	27.9%	Total Effective Tax Rate	28.2%	Total Effective Tax Rate	27.9%

Source: FactSet as of 6/21/18 and Wall Street research.

(1) Provided by management.

(2) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.

(3) Passive activity loss calculated to be \$2.00 for an IPO investor.

(4) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

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# After-Tax Distribution For Average Unitholder

## Calculation Detail |

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SQ AM After-Tax Distribution Calculation					
	2H 2018	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Interest Expense	(\$38)	(\$90)	(\$114)	(\$132)	(\$143)
- IFR Distributions	(\$82)	(\$27)	(\$357)	(\$464)	(\$592)
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity In Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
<b>Taxable Income Before Tax Depreciation</b>	<b>248</b>	<b>613</b>	<b>688</b>	<b>750</b>	<b>833</b>
Oversubscription	103%	103%	103%	103%	103%
<b>Taxable Income Before Tax Depreciation</b>	<b>256</b>	<b>631</b>	<b>708</b>	<b>772</b>	<b>858</b>
Tax Depreciation	(\$23)	(\$88)	(\$42)	(\$48)	(\$44)
<b>Net Income</b>	<b>3</b>	<b>43</b>	<b>66</b>	<b>124</b>	<b>214</b>
AM Shares Outstanding	188.1	188.1	188.1	188.1	188.1
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Average Tax Basis per Unit	\$23.27	\$21.57	\$19.61	\$17.11	\$14.35
Less: Return of Capital per Unit <sup>(1)</sup>	(\$1.70)	(\$1.96)	(\$2.50)	(\$2.76)	(\$2.96)
Average EoY Basis per Unit	\$21.57	\$19.61	\$17.11	\$14.35	\$11.39
<b>Income Tax</b>					
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Income Tax Rate	29.6%	29.6%	29.6%	29.6%	29.6%
<b>Income Taxes / Unit</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.01</b>	<b>\$0.01</b>
<b>Before Tax AM Distribution Per LP Unit</b>	<b>\$0.86</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>
Tax / Unit	\$0.00	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)
<b>After Tax AM Distribution Per LP Unit</b>	<b>\$0.86</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.41</b>	<b>\$4.09</b>

PF AMGP After-Tax Dividend Calculation					
	2H 2018	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity In Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
- Interest Expense	(37)	(90)	(110)	(126)	(124)
- Depreciation of Goodwill and Current Assets	(390)	(670)	(602)	(540)	(548)
- Additional Depreciation from Step Up in Basis	(27)	(179)	(287)	(281)	(204)
- Capex Expense for Tangible Assets	(133)	(164)	(176)	(352)	(352)
- Interest Expense Add-back	0	0	0	0	12
<b>Taxable Income Before NOLs</b>	<b>(\$179)</b>	<b>(\$162)</b>	<b>(\$17)</b>	<b>\$27</b>	<b>\$344</b>
- NOLs applied from previous years	30	50	50	(\$21)	(\$275)
<b>Taxable Income</b>	<b>(\$149)</b>	<b>(\$112)</b>	<b>(\$67)</b>	<b>\$5</b>	<b>\$69</b>
AMGP Taxable Income	(\$179)	(\$162)	(\$17)	\$5	\$69
+ NOL Utilization	-	-	-	21	275
- Payment of Income Taxes	-	-	-	1	17
+/- Change in depreciation (MACRS vs ADS SL)	(8)	32	64	16	(35)
+ Tangible Asset Capex	133	164	176	352	352
<b>Current Earnings &amp; Profits</b>	<b>(\$54)</b>	<b>\$34</b>	<b>\$223</b>	<b>\$193</b>	<b>\$643</b>
Current Dist. from AMGP to Shareholders	329	698	900	1,080	1,296
Qualified Dividend <sup>(2)</sup>	RoC	Cum EBP	Cum EBP	Cum EBP	Cum EBP
Return of Capital <sup>(3)</sup>	329	-	-	-	-
Qualified Dividend <sup>(2)</sup>	-	34	223	393	643
Partial Return of Capital <sup>(3)</sup>	-	663	677	687	653
Percentage RoC	100%	95%	75%	64%	50%
Percentage QD	0%	5%	25%	36%	50%
Shares Outstanding	505.6	505.6	505.6	505.6	505.6
Tax Basis/Share	\$30.58	\$29.93	\$28.62	\$27.28	\$25.92
- Return of Capital	(\$0.45)	(\$1.31)	(\$1.34)	(\$1.36)	(\$1.29)
<b>EoY Basis</b>	<b>\$30.26</b>	<b>\$29.60</b>	<b>\$28.28</b>	<b>\$26.94</b>	<b>\$25.60</b>
Return of Capital Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Qualified Dividend Taxes	\$0.00	\$0.02	\$0.11	\$0.19	\$0.30
<b>Before Tax PF AMGP Dividend Per Share</b>	<b>\$0.48</b>	<b>\$1.38</b>	<b>\$1.78</b>	<b>\$2.14</b>	<b>\$2.56</b>
Total Tax per Share	\$-	\$0.02	\$0.11	\$0.19	\$0.30
Implied Tax Rate	0%	1%	6%	9%	12%
<b>After-Tax PF AMGP Dividend Per Share</b>	<b>\$0.48</b>	<b>\$1.36</b>	<b>\$1.68</b>	<b>\$1.95</b>	<b>\$2.26</b>
Tax Adjusted Exchange Ratio at AMGP Proposal	1.493x	1.493x	1.493x	1.493x	1.493x
<b>PF After Tax AM Dividend XR Adjusted Share</b>	<b>\$0.71</b>	<b>\$2.04</b>	<b>\$2.90</b>	<b>\$2.91</b>	<b>\$3.38</b>

Implied After-Tax XR Calculation Detail					
Exchange Ratio	Implied AM Unit \$	Forecast Taxes Payable	After Tax Unit Take	Implied After-Tax XR	
1,600x	\$30.58	\$2.04	\$28.54	1.493x	
1,700x	\$32.49	\$2.49	\$29.99	1.569x	
1,800x	\$34.40	\$2.95	\$31.45	1.646x	
1,900x	\$36.31	\$3.40	\$32.91	1.722x	
2,000x	\$38.22	\$3.86	\$34.36	1.798x	

Source: Management projections and FactSet as of 6/21/18.

- Return of capital per share / unit calculated as the total distributions to holders when Current Earnings & Profits are less than 0.
- Qualified dividend calculated as equal to the lesser of Current Earnings & Profits or Distributions to Shareholder assuming Current Earnings & Profit is greater than 0.
- Partial Return of Capital is calculated as the difference between Distributions to Shareholders and Current Earnings & Profits assuming Qualified Dividends are applicable.

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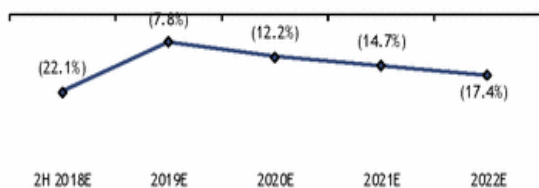
# After-Tax Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

AM & AMGP | For Average AM Unit Holder at AMGP Proposal | AR Base Case

## AM Accretion / (Dilution) - %

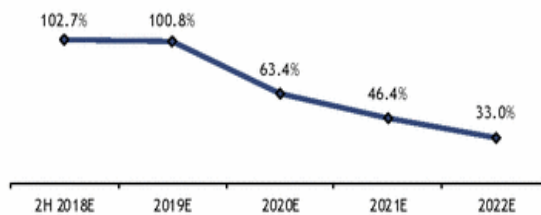
At Tax Affected 1.600x Exchange Ratio (Implied XR of 1.493x)



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.41	\$4.09
Pro Forma AMGP:	\$0.71	\$2.04	\$2.50	\$2.91	\$3.38
\$ Acc / (Dil):	(\$0.20)	(\$0.17)	(\$0.35)	(\$0.50)	(\$0.71)

PF AMGP Coverage	1.318x	1.223x	1.159x	1.144x	1.100x
------------------	--------	--------	--------	--------	--------

## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.23	\$0.68	\$1.03	\$1.33	\$1.70
Pro Forma AMGP:	\$0.48	\$1.36	\$1.68	\$1.95	\$2.26
\$ Acc / (Dil):	\$0.24	\$0.68	\$0.65	\$0.62	\$0.56

PF AMGP Coverage	1.318x	1.223x	1.159x	1.144x	1.100x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		1.600x	1.493x	(22.1%)	(7.8%)	(12.2%)
1.700x	1.569x	(21.0%)	(5.8%)	(10.4%)	(12.9%)	(16.0%)
1.800x	1.646x	(20.0%)	(4.3%)	(8.6%)	(11.3%)	(14.6%)
1.900x	1.722x	(19.1%)	(3.3%)	(6.9%)	(9.8%)	(13.3%)
2.000x	1.798x	(18.3%)	(2.2%)	(5.3%)	(8.3%)	(12.1%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	1.600x	102.7%	100.8%	63.4%	46.4%
1.700x	95.4%	95.2%	58.7%	42.1%	28.7%
1.800x	88.7%	89.1%	54.3%	38.0%	24.8%
1.900x	82.4%	82.8%	50.1%	34.2%	21.1%
2.000x	76.5%	76.8%	46.3%	30.6%	17.6%

Source: Management projections and FactSet as of 6/21/18

Note: AMGP accretion / (dilution) based on SQ AM Management Coverage. After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.

Note: Implied after-tax exchange ratio adjusted for average AM unitholder tax costs as provided by Management (refer to page 71).

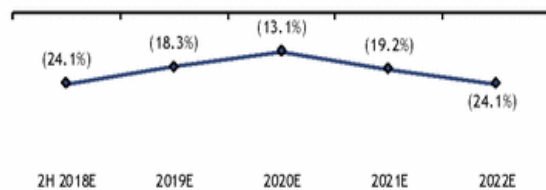
# After-Tax Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

AM & AMGP | For Average AM Unit Holder at AMGP Proposal | AR Downside Case

## AM Accretion / (Dilution) - %

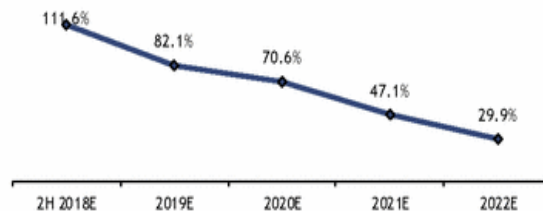
At Tax Affected 1.600x Exchange Ratio (Implied XR of 1.493x)



Status Quo AM:	\$0.86	\$2.14	\$2.58	\$2.96	\$3.41
Pro Forma AMGP:	\$0.65	\$1.75	\$2.24	\$2.39	\$2.59
\$ Acc / (Dil):	(\$0.21)	(\$0.39)	(\$0.34)	(\$0.57)	(\$0.82)

PF AMGP Coverage	1.318x	1.223x	1.159x	1.144x	1.100x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.21	\$0.64	\$0.88	\$1.09	\$1.33
Pro Forma AMGP:	\$0.44	\$1.17	\$1.50	\$1.60	\$1.73
\$ Acc / (Dil):	\$0.23	\$0.53	\$0.62	\$0.51	\$0.40

PF AMGP Coverage	1.318x	1.223x	1.159x	1.144x	1.100x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	Period				
		2H 2018E	2019E	2020E	2021E	2022E
1.600x	1.493x	(24.1%)	(18.3%)	(13.1%)	(19.2%)	(24.1%)
1.700x	1.569x	(23.1%)	(17.2%)	(11.2%)	(16.2%)	(22.2%)
1.800x	1.646x	(22.2%)	(16.2%)	(9.3%)	(13.7%)	(19.8%)
1.900x	1.722x	(21.3%)	(15.3%)	(7.4%)	(12.0%)	(16.8%)
2.000x	1.798x	(20.4%)	(14.4%)	(5.7%)	(10.4%)	(13.8%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Period				
	2H 2018E	2019E	2020E	2021E	2022E
1.600x	111.6%	82.1%	70.6%	47.1%	29.9%
1.700x	104.0%	75.6%	66.0%	45.3%	26.7%
1.800x	97.0%	69.5%	61.6%	42.6%	24.6%
1.900x	90.4%	63.8%	57.6%	38.9%	23.6%
2.000x	84.2%	58.5%	53.9%	35.5%	22.6%

Source: Management projections and FactSet as of 6/21/18

Note: AMGP accretion / (dilution) based on SQ AM Management Coverage. After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.

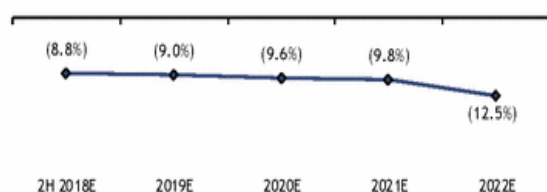
Note: Implied after-tax exchange ratio adjusted for average AM unitholder tax costs as provided by Management (refer to page 71).

# After-Tax Distribution Accretion / (Dilution)

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SUBJECT TO CHANGE

For Average AM Unit Holder at AMGP Proposal at 1.0x Coverage for AM & PF AMGP | AR Base Case

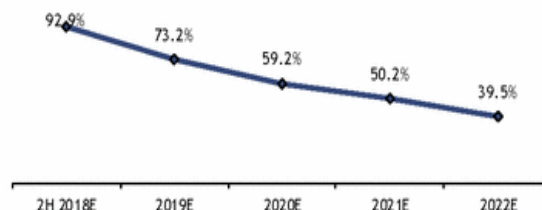
AM Accretion / (Dilution) - %  
At Tax Affected 1.600x Exchange Ratio (Implied XR of 1.493x)



Status Quo AM:	\$1.02	\$2.73	\$3.21	\$3.71	\$4.23
Pro Forma AMGP:	\$0.93	\$2.48	\$2.90	\$3.34	\$3.71
\$ Acc / (Dil):	(\$0.09)	(\$0.25)	(\$0.31)	(\$0.36)	(\$0.53)

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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AMGP Accretion / (Dilution) - %  
At 1.0x AM Coverage



Status Quo AMGP:	\$0.32	\$0.96	\$1.22	\$1.49	\$1.78
Pro Forma AMGP:	\$0.62	\$1.66	\$1.94	\$2.24	\$2.48
\$ Acc / (Dil):	\$0.30	\$0.70	\$0.72	\$0.75	\$0.70

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		1.600x	1.493x	(8.8%)	(9.0%)	(9.6%)
1.700x	1.569x	(7.6%)	(7.2%)	(7.9%)	(8.1%)	(11.0%)
1.800x	1.646x	(6.5%)	(6.0%)	(6.2%)	(6.5%)	(9.6%)
1.900x	1.722x	(5.4%)	(4.9%)	(4.5%)	(4.9%)	(8.4%)
2.000x	1.798x	(4.4%)	(3.9%)	(3.0%)	(3.4%)	(7.3%)

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	1.600x	92.9%	73.2%	59.2%	50.2%
1.700x	86.0%	68.2%	54.4%	45.6%	35.0%
1.800x	79.6%	62.5%	50.0%	41.3%	30.7%
1.900x	73.6%	57.1%	45.9%	37.3%	26.6%
2.000x	67.9%	52.0%	42.0%	33.5%	22.8%

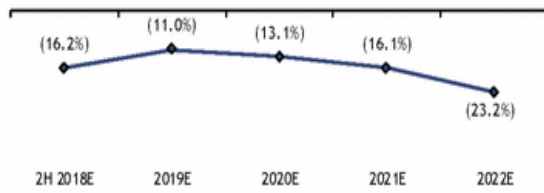
Source: Management projections and FactSet as of 6/21/18  
 Note: After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.  
 Note: Implied after-tax exchange ratio adjusted for average AM unitholder tax costs as provided by Management (refer to page 71).

# After-Tax Distribution Accretion / (Dilution)

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For Average AM Unit Holder at AMGP Proposal at 1.0x Coverage for AM & PF AMGP | AR Downside Volumes Case

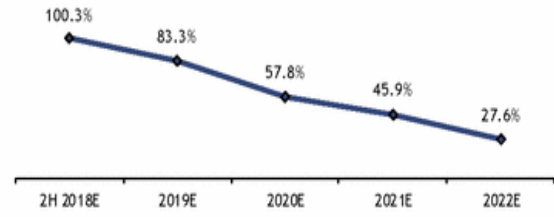
**AM Accretion / (Dilution) - %**  
At Tax Affected 1.600x Exchange Ratio (Implied XR of 1.493x)



Status Quo AM:	\$1.02	\$2.39	\$3.00	\$3.29	\$3.71
Pro Forma AMGP:	\$0.85	\$2.13	\$2.61	\$2.76	\$2.85
\$ Acc / (Dil):	(\$0.17)	(\$0.26)	(\$0.39)	(\$0.53)	(\$0.86)

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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**AMGP Accretion / (Dilution) - %**  
At 1.0x AM Coverage



Status Quo AMGP:	\$0.29	\$0.78	\$1.11	\$1.27	\$1.49
Pro Forma AMGP:	\$0.57	\$1.43	\$1.75	\$1.85	\$1.91
\$ Acc / (Dil):	\$0.29	\$0.65	\$0.64	\$0.58	\$0.41

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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**Accretion / (Dilution) Analysis at Various XRs**

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
	1.600x	1.493x	(16.2%)	(11.0%)	(13.1%)	(16.1%)
1.700x	1.569x	(15.1%)	(9.8%)	(11.2%)	(13.0%)	(21.3%)
1.800x	1.646x	(14.1%)	(8.7%)	(9.4%)	(11.0%)	(18.5%)
1.900x	1.722x	(13.1%)	(7.7%)	(7.7%)	(9.3%)	(15.4%)
2.000x	1.798x	(12.2%)	(6.7%)	(6.0%)	(7.7%)	(12.4%)

**Accretion / (Dilution) Analysis at Various XRs**

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	1.600x	100.3%	83.3%	57.8%	45.9%
1.700x	93.1%	76.7%	53.3%	44.0%	24.4%
1.800x	86.4%	70.6%	49.2%	40.6%	22.9%
1.900x	80.2%	64.9%	45.3%	36.8%	21.8%
2.000x	74.4%	59.5%	41.7%	33.4%	20.9%

Source: Management projections and FactSet as of 6/21/18  
 Note: After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.  
 Note: Implied after-tax exchange ratio adjusted for average AM unitholder tax costs as provided by Management (refer to page 71).

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## VIII. After-Tax Pro Forma Impact Supplemental Materials for Potential Counterproposal

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# Transaction Tax Implications

At Potential Counterproposal

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## Average Tax Basis Calculation<sup>(1)</sup>

- Average tax basis of \$23.27 per unit for public AM unitholders as of YE 2017

Unitholder	Active Units	EOY 2017 Basis
Antero Resources	90,841,730	\$2.01
Other Non-Public Unitholders	8,028,605	25.70
Public Unitholders	94,757,401	23.27
<b>Total Active Units</b>	<b>193,627,736</b>	
<b>Average EOY 2017 Basis for Public Unitholders</b>		<b>\$23.27</b>
<b>Average EOY 2017 Basis for IPO Investors</b>		<b>\$20.51</b>

## Cash Consideration Required to Avoid Share Selling

For Average Unitholder		For IPO Investor - Average Basis <sup>(1)</sup>		For IPO Investor - IPO Basis <sup>(4)</sup>	
AMGP Share Price	\$19.11	AMGP Share Price	\$19.11	AMGP Share Price	\$19.11
Exchange Ratio	1.700x	Exchange Ratio	1.700x	Exchange Ratio	1.700x
Cash Consideration	\$3.50	Cash Consideration	\$3.50	Cash Consideration	\$3.50
Offer Price	\$55.99	Offer Price	\$35.99	Offer Price	\$35.99
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$4.83	Average Ordinary Gain	\$6.56
Average Capital Gain	9.25	Average Capital Gain	10.65	Average Capital Gain	8.92
<b>Total Gain</b>	<b>\$12.72</b>	<b>Total Gain</b>	<b>\$15.48</b>	<b>Total Gain</b>	<b>\$15.48</b>
Average Assumed Passive Activity Loss <sup>(2)</sup>	(\$1.08)	Average Assumed Passive Activity Loss <sup>(2)</sup>	(\$1.46)	Assumed Passive Activity Loss <sup>(2)</sup>	(\$2.00)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>	
Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%
Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%
Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%
ACA Tax	3.8%	ACA Tax	3.8%	ACA Tax	3.8%
Federal Tax Rate	33.4%	Federal Tax Rate	33.4%	Federal Tax Rate	33.4%
Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%
Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%
PAL Rate	37.0%	PAL Rate	37.0%	PAL Rate	37.0%
PAL Gain Deduction	(\$0.48)	PAL Gain Deduction	(\$0.54)	PAL Gain Deduction	(\$0.74)
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.07	Tax on Ordinary Gain	\$1.45
Effective Ordinary Gain Tax Rate	21.3%	Effective Ordinary Gain Tax Rate	22.2%	Effective Ordinary Gain Tax Rate	22.1%
Tax on Capital Gain	\$2.23	Tax on Capital Gain	\$2.54	Tax on Capital Gain	\$2.12
Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%
State Tax Ordinary Income <sup>(3)</sup>	\$0.17	State Tax Ordinary Income <sup>(3)</sup>	\$0.25	State Tax Ordinary Income <sup>(3)</sup>	\$0.34
Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%
State Tax Capital Gain <sup>(3)</sup>	\$0.48	State Tax Capital Gain <sup>(3)</sup>	\$0.55	State Tax Capital Gain <sup>(3)</sup>	\$0.46
Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%
<b>Total Tax on Gain</b>	<b>\$3.61</b>	<b>Total Tax on Gain</b>	<b>\$4.41</b>	<b>Total Tax on Gain</b>	<b>\$4.38</b>
Total Effective Tax Rate	28.4%	Total Effective Tax Rate	28.5%	Total Effective Tax Rate	28.3%

Source: FactSet as of 6/21/18 and Wall Street research.

- (1) Provided by management.
- (2) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.
- (3) Passive activity loss calculated to be \$2.00 for an IPO investor.
- (4) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

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# After-Tax Distribution For Average Unitholder

## Calculation Detail For Potential Counterproposal

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SUBJECT TO CHANGE

SQ AM After-Tax Distribution Calculation					
	2H 2018	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Interest Expense	(\$38)	(\$90)	(\$114)	(\$132)	(\$143)
- IER Distributions	(\$82)	(\$27)	(\$357)	(\$464)	(\$592)
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
<b>Taxable Income Before Tax Depreciation</b>	<b>248</b>	<b>613</b>	<b>688</b>	<b>750</b>	<b>833</b>
Overseer Description	103%	103%	103%	103%	103%
<b>Taxable Income Before Tax Depreciation</b>	<b>256</b>	<b>631</b>	<b>708</b>	<b>772</b>	<b>858</b>
Tax Depreciation	(\$23)	(\$88)	(\$42)	(\$48)	(\$44)
<b>Net Income</b>	<b>3</b>	<b>43</b>	<b>66</b>	<b>124</b>	<b>214</b>
AM Shares Outstanding	188.1	188.1	188.1	188.1	188.1
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Average Tax Basis per Unit	\$23.27	\$21.57	\$19.61	\$17.11	\$14.35
Less: Return of Capital per Unit <sup>(1)</sup>	(\$1.70)	(\$1.96)	(\$2.50)	(\$2.76)	(\$2.96)
Average EoY Basis per Unit	\$21.57	\$19.61	\$17.11	\$14.35	\$11.39
<b>Income Tax</b>					
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Income Tax Rate	29.6%	29.6%	29.6%	29.6%	29.6%
<b>Income Taxes / Unit</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.01</b>	<b>\$0.01</b>
<b>Before Tax AM Distribution Per LP Unit</b>	<b>\$0.86</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>
Tax / Unit	\$0.00	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)
<b>After Tax AM Distribution Per LP Unit</b>	<b>\$0.86</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.41</b>	<b>\$4.09</b>

PF AMGP After-Tax Dividend Calculation					
	2H 2018	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
- Interest Expense	(47)	(108)	(129)	(146)	(116)
- Depreciation of Goodwill and Current Assets	(386)	(740)	(674)	(631)	(619)
- Additional Depreciation from Step Up in Basis	(27)	(179)	(287)	(281)	(204)
- Capex Expense for Tangible Assets	(133)	(164)	(176)	(352)	(352)
- Interest Expense Add-back	0	0	0	0	40
<b>Taxable Income Before NOLs</b>	<b>(\$224)</b>	<b>(\$251)</b>	<b>(\$108)</b>	<b>(\$64)</b>	<b>\$310</b>
- NOLs applied from previous years	50	50	50	50	(\$248)
<b>Taxable Income</b>	<b>(\$224)</b>	<b>(\$251)</b>	<b>(\$108)</b>	<b>(\$64)</b>	<b>\$62</b>
AMGP Taxable Income	(\$224)	(\$251)	(\$108)	(\$64)	\$62
+ NOL Utilization	-	-	-	-	248
- Payment of Income Taxes	-	-	-	-	16
+/- Change in depreciation (MACRS vs ADS SL)	(8)	32	64	16	(35)
+ Tangible Asset Capex	133	164	176	352	352
<b>Current Earnings &amp; Profits</b>	<b>(\$99)</b>	<b>(\$55)</b>	<b>\$132</b>	<b>\$304</b>	<b>\$611</b>
Current Dist. from AMGP to Shareholders	322	682	883	1,064	1,279
Qualified Dividend <sup>(2)</sup>	RoC	RoC	Cum EBP	Cum EBP	Cum EBP
Return of Capital <sup>(3)</sup>	322	682	-	-	-
Qualified Dividend <sup>(2)</sup>	-	-	132	304	611
Partial Return of Capital <sup>(3)</sup>	-	-	751	760	669
Percentage RoC	100%	100%	85%	71%	52%
Percentage QD	0%	0%	15%	29%	48%
Shares Outstanding	524.4	524.4	524.4	524.4	524.4
Tax Basis/Share	\$30.58	\$29.97	\$28.67	\$27.23	\$25.78
- Return of Capital	(\$0.41)	(\$1.30)	(\$1.43)	(\$1.45)	(\$1.28)
<b>EoY Basis</b>	<b>\$30.27</b>	<b>\$29.64</b>	<b>\$28.31</b>	<b>\$26.87</b>	<b>\$25.46</b>
Return of Capital Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Qualified Dividend Taxes	\$0.00	\$0.00	\$0.06	\$0.14	\$0.28
<b>Before Tax PF AMGP Dividend Per Share</b>	<b>\$0.44</b>	<b>\$1.30</b>	<b>\$1.68</b>	<b>\$2.03</b>	<b>\$2.44</b>
Total Tax per Share	\$-	\$-	\$0.06	\$0.14	\$0.28
Implied Tax Rate	-%	-%	3%	7%	11%
<b>After-Tax PF AMGP Dividend Per Share</b>	<b>\$0.44</b>	<b>\$1.30</b>	<b>\$1.62</b>	<b>\$1.89</b>	<b>\$2.16</b>
Exchange Ratio	1,700x	1,700x	1,700x	1,700x	1,700x
<b>PF After Tax AM Dividend XR Adjusted Share</b>	<b>\$0.76</b>	<b>\$2.21</b>	<b>\$2.76</b>	<b>\$3.21</b>	<b>\$3.68</b>

Source: Management projections and FactSet as of 6/21/18.

- (1) Return of capital per share / unit calculated as the total distributions to holders when Current Earnings & Profits are less than 0.
- (2) Qualified dividend calculated as equal to the lesser of Current Earnings & Profits or Distributions to Shareholder assuming Current Earnings & Profit is greater than 0.
- (3) Partial Return of Capital is calculated as the difference between Distributions to Shareholders and Current Earnings & Profits assuming Qualified Dividends are applicable.

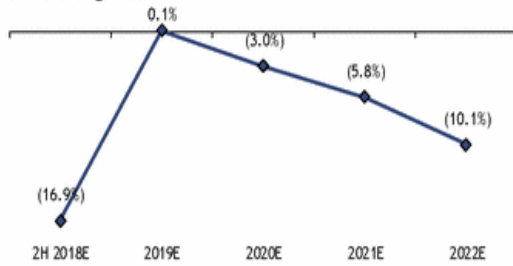
# After-Tax Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

At 1.700x Exchange Ratio and Various Cash Considerations | AR Base Case

## AM Accretion / (Dilution) - %

At 1.700x Exchange Ratio



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.41	\$4.09
Pro Forma AMGP:	\$0.76	\$2.21	\$2.76	\$3.21	\$3.68
\$ Acc / (Dil):	(\$0.15)	\$0.00	(\$0.09)	(\$0.20)	(\$0.41)

PF AMGP Coverage	1.318x	1.223x	1.159x	1.144x	1.100x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.23	\$0.68	\$1.03	\$1.33	\$1.70
Pro Forma AMGP:	\$0.44	\$1.30	\$1.62	\$1.89	\$2.16
\$ Acc / (Dil):	\$0.21	\$0.62	\$0.60	\$0.56	\$0.46

PF AMGP Coverage	1.318x	1.223x	1.159x	1.144x	1.100x
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## Accretion / (Dilution) Analysis at Various XRs

At Potential Counterproposal

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration	Cash Consid. / Unit <sup>(1)</sup>	Potential Counterproposal XR	2H 2018E	2019E	2020E	2021E	2022E
			(16.9%)	0.1%	(3.0%)	(5.8%)	(10.1%)
\$4.00	1.700x	(17.3%)	(0.2%)	(3.0%)	(5.9%)	(10.3%)	
\$4.50	1.700x	(17.6%)	(0.5%)	(3.1%)	(5.9%)	(10.5%)	

Cash Consideration	Cash Consid. / Unit	Potential Counterproposal XR	2H 2018E	2019E	2020E	2021E	2022E
			89.8%	91.6%	58.5%	41.9%	27.2%
\$4.00	1.700x	89.0%	91.0%	58.5%	41.8%	26.9%	
\$4.50	1.700x	88.2%	90.3%	58.4%	41.8%	26.6%	

Source: Management projections and FactSet as of 6/21/18.  
(1) Assumes cash consideration is used to pay taxes.

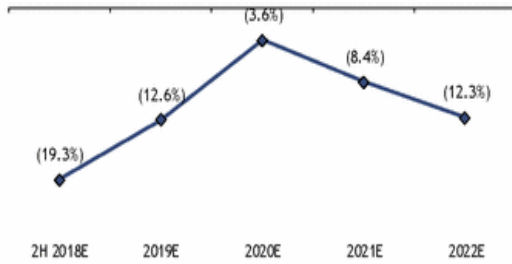
# After-Tax Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

At 1.700x Exchange Ratio and Various Cash Considerations | AR Downside Volumes Case

## AM Accretion / (Dilution) - %

At 1.700x Exchange Ratio



Status Quo AM:	\$0.86	\$2.14	\$2.58	\$2.96	\$3.41
Pro Forma AMGP:	\$0.69	\$1.87	\$2.48	\$2.72	\$2.99
\$ Acc / (Dil):	(\$0.17)	(\$0.27)	(\$0.09)	(\$0.25)	(\$0.42)

PF AMGP Coverage	1.318x	1.223x	1.159x	1.144x	1.100x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.21	\$0.64	\$0.88	\$1.09	\$1.33
Pro Forma AMGP:	\$0.41	\$1.10	\$1.46	\$1.60	\$1.76
\$ Acc / (Dil):	\$0.20	\$0.46	\$0.58	\$0.51	\$0.42

PF AMGP Coverage	1.318x	1.223x	1.159x	1.144x	1.100x
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## Accretion / (Dilution) Analysis at Various XRs

At Potential  
Counterproposal

Cash Consideration	Cash Consid. / Unit <sup>(1)</sup>	Potential Counterproposal XR	2H 2018E	2019E	2020E	2021E	2022E
			\$3.50	1.700x	(19.3%)	(12.6%)	(3.6%)
\$4.00	1.700x	(19.7%)	(13.0%)	(3.6%)	(8.4%)	(11.7%)	
\$4.50	1.700x	(20.1%)	(13.3%)	(3.6%)	(8.3%)	(11.2%)	

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration	Cash Consid. / Unit	Potential Counterproposal XR	2H 2018E	2019E	2020E	2021E	2022E
			\$3.50	1.700x	97.6%	71.1%	66.2%
\$4.00	1.700x	96.7%	70.4%	66.2%	46.6%	32.7%	
\$4.50	1.700x	95.8%	69.8%	66.3%	46.6%	33.6%	

Source: Management projections and FactSet as of 6/21/18.  
(1) Assumes that cash consideration is used to pay taxes.

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## Relationship Disclosure

TPH Investment Banking & Antero Midstream Partners, Antero Midstream Partners GP and Antero Resources

- In May 2017, TPH served as co-manager on Antero Midstream GP's \$875 million initial public offering
- In October 2016, TPH served as financial advisor to Antero Resources on its \$170 million sale of 17,000 net acres in southwest PA
- In June 2016, TPH served as a co-manager on Antero Resources' \$762 million follow-on equity offering
- In November 2014, TPH served as a co-manager on Antero Midstream's \$1 billion initial public offering
- In May 2014, TPH served as a senior co-manager on Antero Resources' \$744 million follow-on equity offering
- In October 2013, TPH acted as senior co-manager on Antero Resources' \$1.57 billion initial public offering

*TPH merged with Perella Weinberg Partners ("PWP") in November 2016*

TPH is a full service securities firm engaged in securities trading, brokerage and private equity and investment management activities as well as providing investment banking and other financial services. In the ordinary course of business, TPH and its affiliates, including Perella Weinberg Partners, may acquire, hold or sell, for their own accounts and the accounts of customers, equity, debt and other securities and financial instruments (including bank loans and other obligations) of AM, AMGP, AR, their affiliates, other prospective transaction participants and other companies that may be involved in the transactions, as well as provide investment banking and other financial services to such companies. TPH has in the past and may in the future provide financial advisory services to AM, AMGP, AR and other transaction participants. In addition, TPH, its affiliates and certain of their employees, including members of the team performing this engagement, as well as certain private equity and investment management funds associated or affiliated with TPH in which they may have financial interests, may from time-to-time acquire, hold or make direct or indirect investments in or otherwise finance a wide variety of companies, including the parties, other transaction participants and their respective affiliates.

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## *Appendix*

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# Contribution Analysis | Status Quo AM & AMGP

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

## Supplemental Calculation | AR Base Case

### AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

	2017	2018	2019	2020	2021	2022
IDR DCF	\$122	\$206	\$337	\$430	\$526	\$628
(-) Series B Payment	(2)	(7)	(12)	(20)	(26)	(34)
(-) O&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
(-) Cash Taxes	(16)	(34)	(56)	(85)	(110)	(141)
(+) Tax Shield from Series B Depreciation	--	6	6	6	6	6
<b>Pre-Series B HoldCo DCF</b>	<b>\$102</b>	<b>\$169</b>	<b>\$272</b>	<b>\$330</b>	<b>\$394</b>	<b>\$457</b>
<b>Seres B Adjustment</b>						
Add Back (1 - Tax Rate) of Series B to HoldCo DCF	2	5	9	15	19	25
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
<b>AMGP Contribution DCF</b>	<b>\$103</b>	<b>\$174</b>	<b>\$282</b>	<b>\$344</b>	<b>\$413</b>	<b>\$483</b>
AMGP Shares Outstanding (Includes 18.5mm Series B)	204.7	204.7	204.7	204.7	204.7	204.7
DCF / Share	\$0.50	\$0.85	\$1.38	\$1.68	\$2.02	\$2.36
AM DCF / LP Unit	\$1.61	\$2.05	\$2.74	\$3.24	\$3.75	\$4.29
<b>Implied XR</b>	<b>3.193x</b>	<b>2.408x</b>	<b>1.994x</b>	<b>1.926x</b>	<b>1.856x</b>	<b>1.820x</b>

### AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

	2017	2018	2019	2020	2021	2022
IDR DCF	\$122	\$206	\$337	\$430	\$526	\$628
(-) O&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
<b>Taxable Cash Flow</b>	<b>\$120</b>	<b>\$204</b>	<b>\$335</b>	<b>\$428</b>	<b>\$524</b>	<b>\$626</b>
(-) Cash Taxes	(30)	(52)	(85)	(108)	(133)	(159)
(+) Tax Shield from Series B Depreciation	--	6	6	6	6	6
<b>Post-Tax Total IDR DCF</b>	<b>\$90</b>	<b>\$158</b>	<b>\$256</b>	<b>\$326</b>	<b>\$397</b>	<b>\$473</b>
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
<b>AMGP Contribution DCF</b>	<b>\$90</b>	<b>\$158</b>	<b>\$256</b>	<b>\$326</b>	<b>\$397</b>	<b>\$473</b>
AMGP Shares Outstanding (Includes 18.5mm Series B)	204.7	204.7	204.7	204.7	204.7	204.7
DCF / Share	\$0.44	\$0.77	\$1.25	\$1.59	\$1.94	\$2.31
AM DCF / LP Unit	\$1.61	\$2.05	\$2.74	\$3.24	\$3.75	\$4.29
<b>Implied XR</b>	<b>3.670x</b>	<b>2.648x</b>	<b>2.192x</b>	<b>2.036x</b>	<b>1.931x</b>	<b>1.855x</b>

Source: Management projections. FactSet as of 6/21/18.

# Contribution Analysis | Status Quo AM & AMGP

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

## Supplemental Calculation | AR Downside Volumes Case

### AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

	2017	2018	2019	2020	2021	2022
IDR DCF	\$122	\$205	\$273	\$390	\$448	\$529
(-) Series B Payment	(2)	(7)	(12)	(17)	(21)	(26)
(-) O&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
(-) Cash Taxes	(16)	(34)	(53)	(73)	(90)	(110)
(+) Tax Shield from Series B Depreciation	--	6	6	6	6	6
<b>Pre-Series B HoldCo DCF</b>	<b>\$102</b>	<b>\$168</b>	<b>\$212</b>	<b>\$304</b>	<b>\$340</b>	<b>\$396</b>
<b>Series B Adjustment</b>						
Add Back (1 - Tax Rate) of Series B to HoldCo DCF	2	5	9	12	16	19
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
<b>AMGP Contribution DCF</b>	<b>\$103</b>	<b>\$173</b>	<b>\$221</b>	<b>\$316</b>	<b>\$356</b>	<b>\$415</b>
AMGP Shares Outstanding (Includes 18.5mm Series B)	204.7	204.7	204.7	204.7	204.7	204.7
DCF / Share	\$0.50	\$0.85	\$1.08	\$1.55	\$1.74	\$2.03
AM DCF / LP Unit	\$1.61	\$2.04	\$2.40	\$3.02	\$3.33	\$3.76
<b>Implied XR</b>	<b>3.193x</b>	<b>2.413x</b>	<b>2.228x</b>	<b>1.955x</b>	<b>1.916x</b>	<b>1.854x</b>

### AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

	2017	2018	2019	2020	2021	2022
IDR DCF	\$122	\$205	\$273	\$390	\$448	\$529
(-) O&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
<b>Taxable Cash Flow</b>	<b>\$120</b>	<b>\$203</b>	<b>\$271</b>	<b>\$388</b>	<b>\$446</b>	<b>\$527</b>
(-) Cash Taxes	(30)	(51)	(69)	(98)	(113)	(133)
(+) Tax Shield from Series B Depreciation	--	6	6	6	6	6
<b>Post-Tax Total IDR DCF</b>	<b>\$90</b>	<b>\$158</b>	<b>\$209</b>	<b>\$295</b>	<b>\$339</b>	<b>\$399</b>
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
<b>AMGP Contribution DCF</b>	<b>\$90</b>	<b>\$158</b>	<b>\$209</b>	<b>\$295</b>	<b>\$339</b>	<b>\$399</b>
AMGP Shares Outstanding (Includes 18.5mm Series B)	204.7	204.7	204.7	204.7	204.7	204.7
DCF / Share	\$0.44	\$0.77	\$1.02	\$1.44	\$1.66	\$1.95
AM DCF / LP Unit	\$1.61	\$2.04	\$2.40	\$3.02	\$3.33	\$3.76
<b>Implied XR</b>	<b>3.670x</b>	<b>2.651x</b>	<b>2.360x</b>	<b>2.095x</b>	<b>2.013x</b>	<b>1.929x</b>

Source: Management projections. FactSet as of 6/21/18.

### AMGP Distribution per Share Calculation

	2017	2018	2019	2020	2021	2022
Total Distributions from LP	\$70	\$144	\$237	\$357	\$464	\$592
Less: G&A	(2)	(2)	(2)	(2)	(2)	(2)
<b>Taxable Distributions</b>	<b>68</b>	<b>142</b>	<b>235</b>	<b>355</b>	<b>462</b>	<b>590</b>
Less: Taxes on Total Distributions	(17)	(36)	(59)	(90)	(117)	(149)
(+) Tax Shield from Series B Depreciation	-	6	6	6	6	6
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
Post Tax, Post-G&A Distributions	\$51	\$112	\$181	\$271	\$351	\$447
AMGP Shares Outstanding (+ 18.5 Series B Units)	204.7	204.7	204.7	204.7	204.7	204.7
<b>AMGP Distribution / Share</b>	<b>\$0.25</b>	<b>\$0.55</b>	<b>\$0.89</b>	<b>\$1.32</b>	<b>\$1.72</b>	<b>\$2.18</b>

### AM Distribution per Unit Calculation

	2017	2018	2019	2020	2021	2022
Total LP Distributions	\$246	\$323	\$416	\$536	\$643	\$771
LP Units	185.4	188.1	188.1	188.1	188.1	188.1
<b>LP Dist. / Unit</b>	<b>\$1.33</b>	<b>\$1.72</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>

<b>Implied XR</b>	<b>5.364x</b>	<b>3.142x</b>	<b>2.496x</b>	<b>2.152x</b>	<b>1.994x</b>	<b>1.879x</b>
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Source: Management projections. FactSet as of 6/21/18.



### AMGP Distribution per Share Calculation

	2017	2018	2019	2020	2021	2022
Total Distributions from LP	\$70	\$144	\$224	\$306	\$380	\$464
Less: G&A	(2)	(2)	(2)	(2)	(2)	(2)
<b>Taxable Distributions</b>	<b>68</b>	<b>142</b>	<b>222</b>	<b>304</b>	<b>378</b>	<b>462</b>
Less: Taxes on Total Distributions	(17)	(36)	(56)	(77)	(96)	(117)
(+) Tax Shield from Series B Depreciation	-	6	6	6	6	6
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
Post Tax, Post-G&A Distributions	\$51	\$112	\$172	\$233	\$288	\$351
AMGP Shares Outstanding (+ 18.5 Series B Units)	204.7	204.7	204.7	204.7	204.7	204.7
<b>AMGP Distribution / Share</b>	<b>\$0.25</b>	<b>\$0.55</b>	<b>\$0.84</b>	<b>\$1.14</b>	<b>\$1.41</b>	<b>\$1.72</b>

### AM Distribution per Unit Calculation

	2017	2018	2019	2020	2021	2022
Total LP Distributions	\$246	\$323	\$403	\$485	\$559	\$643
LP Units	185.4	188.1	188.1	188.1	188.1	188.1
<b>LP Dist. / Unit</b>	<b>\$1.33</b>	<b>\$1.72</b>	<b>\$2.15</b>	<b>\$2.58</b>	<b>\$2.97</b>	<b>\$3.42</b>

<b>Implied XR</b>	<b>5.364x</b>	<b>3.142x</b>	<b>2.551x</b>	<b>2.265x</b>	<b>2.111x</b>	<b>1.994x</b>
-------------------	---------------	---------------	---------------	---------------	---------------	---------------

Source: Management projections. FactSet as of 6/21/18.

# Supplemental Calculation Detail | AMGP Proposal

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Pro Forma AMGP DCF Analyses | Exchange Ratio Adjusted Implied Equity Value | AR Base Case

## Levered DCF Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP DCF per Share	\$0.63	\$1.69	\$2.06	\$2.44	\$2.82
Discount Factor	0.953	0.866	0.787	0.716	
PV of PF AMGP DCF per Share	\$0.60	\$1.46	\$1.62	\$1.75	

Disc. PF AMGP DCF Total	\$5.43
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Terminal Multiple	12.0x
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Terminal Disc. Factor	0.683
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Implied Terminal Value per Share	\$23.09
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Implied Equity Value per Share	\$28.52
--------------------------------	---------

XR Adj. AM Equity Value per Share	\$45.64
-----------------------------------	---------

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP Dist. per Share	\$0.48	\$0.89	\$1.35	\$1.75	\$2.23
Discount Factor	0.953	0.866	0.787	0.716	
PV of PF AMGP Dist. per Share	\$0.45	\$0.77	\$1.06	\$1.25	

Disc. PF AMGP Dist. Total	\$3.54
---------------------------	--------

Terminal Yield	6.0%
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Terminal Disc. Factor	0.683
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Implied Terminal Value per Share	\$25.38
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Implied Equity Value per Share	\$28.92
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XR Adj. AM Equity Value per Share	\$46.27
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Source: Management projections and FactSet as of 6/21/18.

# After-Tax Distribution Supplemental Calculation

## For AMGP Shareholder

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SQ AMGP After-Tax Distribution Calculation					
	2H 2018	2019E	2020E	2021E	2022E
AMGP Taxable Income	\$79	\$226	\$339	\$440	\$560
(-) Less Income Taxes	(\$19)	(\$56)	(\$85)	(\$110)	(\$141)
<b>Current Earnings &amp; Profits</b>	<b>\$59</b>	<b>\$170</b>	<b>\$254</b>	<b>\$330</b>	<b>\$419</b>
Current Dist. from AMGP to Shareholders	\$57	\$166	\$250	\$326	\$415
Qualified Dividend ?	QD	QD	QD	QD	QD
Full Return of Capital Amt (RoC) <sup>(1)</sup>	\$0	\$0	\$0	\$0	\$0
Qualified Dividend <sup>(2)</sup>	\$57	\$166	\$250	\$326	\$415
Partial RoC <sup>(3)</sup>	\$0	\$0	\$0	\$0	\$0
<b>Accumulated EBP</b>					
Percentage RoC	0.0%	0.0%	0.0%	0.0%	0.0%
Percentage QD	100.0%	100.0%	100.0%	100.0%	100.0%
Shares Outstanding	186.2	186.2	186.2	186.2	186.2
Tax Basis / Share	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
(-) Return of Capital	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>EOY Basis</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
RoC Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
QD Taxes	\$0.07	\$0.21	\$0.32	\$0.42	\$0.53
<b>BTAX AMGP Dist. Per Share</b>	<b>\$0.31</b>	<b>\$0.89</b>	<b>\$1.35</b>	<b>\$1.75</b>	<b>\$2.23</b>
<b>Total Tax per Share</b>	<b>\$0.07</b>	<b>\$0.21</b>	<b>\$0.32</b>	<b>\$0.42</b>	<b>\$0.53</b>
<i>Implied Tax Rate</i>	23.8%	23.8%	23.8%	23.8%	23.8%
<b>ATAX AMGP Dist. Per Share</b>	<b>\$0.23</b>	<b>\$0.68</b>	<b>\$1.03</b>	<b>\$1.33</b>	<b>\$1.70</b>

Source: Management projections and FactSet as of 6/21/18.

- (1) Return of capital per share / unit calculated as the total distributions to holders when Current Earnings & Profits are less than 0.  
 (2) Qualified dividend calculated as equal to the lesser of Current Earnings & Profits or Distributions from AMGP to Shareholders assuming Current Earnings & Profit is greater than 0.  
 (3) Partial Return of Capital is calculated as the difference between Distributions from AMGP to Shareholders and Current Earnings & Profits assuming Qualified Dividends are applicable.

# AM Wall Street Consensus Research Detail

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Report	Date	EBITDA					DCF				
		2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E
Janney Montgomery Scott	6/7/18	\$714	\$953	\$1,197	-	-	\$586	\$797	\$1,009	-	-
Wells Fargo Securities	5/24/18	\$723	\$924	\$1,150	\$1,354	\$1,534	\$593	\$754	\$945	\$1,110	\$1,272
Scotia Howard Weil	5/23/18	\$709	\$894	\$1,070	-	-	\$609	\$766	\$923	-	-
Ladenburg Thalmann & Co	5/23/18	\$714	\$950	-	-	-	-	-	-	-	-
Stifel Nicolaus	5/21/18	\$703	\$913	-	-	-	\$587	\$787	-	-	-
MUFG Securities Americas	4/26/18	\$726	\$934	-	-	-	\$592	\$777	-	-	-
Raymond James	4/26/18	\$706	\$913	-	-	-	\$593	-	-	-	-
Tudor Pickering Holt & Co.	4/6/18	\$715	\$993	\$1,240	-	-	-	-	-	-	-
Guggenheim Securities	4/13/18	\$735	-	-	-	-	-	-	-	-	-
Seaport Global Securities	4/6/18	\$676	\$752	-	-	-	\$597	\$775	-	-	-
<b>Median</b>		\$714	\$924	\$1,173	\$1,354	\$1,534	\$593	\$775	\$934	\$1,110	\$1,272
<b>Mean</b>		\$712	\$914	\$1,164	\$1,354	\$1,534	\$595	\$772	\$934	\$1,110	\$1,272

Source: Thomson One and FactSet as of 6/21/18.

# AM Wall Street Consensus Research Detail

CONFIDENTIAL DRAFT  
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Report	Date	Distributions per LP Unit					DCF per LP Unit				
		2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E
Janney Montgomery Scott	6/7/18	\$1.71	\$2.19	\$2.79	-	-	-	-	-	-	-
Wells Fargo Securities	5/24/18	\$1.70	\$2.18	\$2.78	\$3.12	\$3.50	-	-	-	-	-
Scotia Howard Weil	5/23/18	\$1.71	\$2.19	-	-	-	\$3.23	\$4.02	-	-	-
Ladenburg Thalmann & Co	5/23/18	-	-	-	-	-	-	-	-	-	-
Stifel Nicolaus	5/21/18	\$1.72	\$2.21	-	-	-	-	-	-	-	-
MUFG Securities Americas	4/26/18	\$1.71	\$2.20	-	-	-	\$2.07	\$2.56	-	-	-
Raymond James	4/26/18	\$1.71	\$2.19	-	-	-	-	-	-	-	-
Tudor Pickering Holt & Co.	4/6/18	\$1.72	\$2.21	\$2.85	-	-	-	-	-	-	-
Guggenheim Securities	4/13/18	-	-	-	-	-	-	-	-	-	-
Seaport Global Securities	4/6/18	\$1.71	\$2.19	-	-	-	\$2.44	\$2.91	-	-	-
Median		\$1.71	\$2.19	\$2.82	\$3.12	\$3.50	\$2.44	\$2.91	-	-	-
Mean		\$1.71	\$2.19	\$2.82	\$3.12	\$3.50	\$2.58	\$3.16	-	-	-

Source: Thomson One and FactSet as of 6/21/18.

# Precedent Simplification Transactions

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A	B	C	D	E	F	G	H	I
Announcement Date	Acquirer	Target	Transaction Value	FY + 1 Accretion	FY + 2 Accretion	FY + 3 Accretion	% Equity Consideration	Cash Consideration
5/17/18	Williams Companies	Williams Partners, LP	\$57,793	8.8%	12.6%	14.4%	100.0%	--
3/26/18	Tall Grass Energy GP, LP	Tallgrass Energy Partners, LP	\$8,361	4.6%	8.8%	5.7%	100.0%	--
1/2/18	Archrock, Inc	Archrock Partners, LP	\$2,438	(11.8%)	0.5%	5.7%	100.0%	--
2/1/17	ONEOK, Inc	ONEOK Partners, LP	\$23,654	2.8%	7.1%	10.6%	100.0%	--
11/21/16	Sunoco Logistics Partners, LP	Energy Transfer Partners, LP	\$54,455	(4.1%)	0.7%	2.1%	100.0%	--
10/24/16	American Midstream Partners LP	JP Energy Partners LP	\$476	5.0%	5.0%	--	100.0%	--
9/6/16	Enbridge, Inc.	Spectra Energy	\$46,980	(0.8%)	2.4%	4.1%	100.0%	--
5/30/16	SemGroup Corp.	Rose Rock Midstream	\$2,034	12.9%	10.2%	7.4%	100.0%	--
11/3/15	Targa Resources Corp.	Targa Resources Partners LP	\$12,229	(7.3%)	(1.8%)	1.6%	100.0%	--
10/26/15	Western Refining, Inc.	Northern Tier Energy	\$5,286	2.6%	10.1%	0.0%	35.4%	\$17.50
7/13/15	MPLX LP	MarkWest Energy Partners, LP	\$22,360	(13.6%)	(10.9%)	(10.0%)	92.4%	\$6.20
5/6/15	Crestwood Equity Partners, LP	Crestwood Midstream Partners	\$6,920	(2.0%)	3.1%	6.9%	100.0%	--
4/6/15	Tesoro Logistics LP	QEP Midstream Partners LP	\$1,145	(16.0%)	(21.8%)	(16.2%)	100.0%	--
1/26/15	Energy Transfer Partners, LP	Regency Energy Partners LP	\$18,593	(14.8%)	(15.1%)	(8.1%)	98.8%	\$0.32
6/15/14	Williams Partners LP	Access Midstream Partners LP	\$35,891	11.8%	2.4%	2.7%	100.0%	--
10/13/14	Targa Resources Partners LP	Atlas Pipeline Partners LP	\$6,002	(8.1%)	(14.2%)	(15.9%)	96.7%	\$1.26
8/10/14	Kinder Morgan Inc.	Kinder Morgan Energy Partners	\$52,566	(11.3%)	(6.7%)	(4.8%)	88.0%	\$10.77
8/10/14	Kinder Morgan Inc.	El Paso Pipeline Partners	\$13,677	(9.1%)	(4.8%)	2.7%	88.0%	\$4.65
7/24/14	Breitburn Energy Partners	QR Energy LP	\$2,856	12.5%	16.3%	34.0%	80.7%	\$4.29
10/10/13	Regency Energy Partners LP	PVR Partners LP	\$5,659	(0.5%)	(4.7%)	(5.8%)	99.0%	\$0.29
8/27/13	Plains All American LP	PAA Natural Gas Storage LP	\$2,531	(5.9%)	4.8%	3.8%	100.0%	--
5/6/13	Inergy Midstream LP	Crestwood Midstream Partners LP	\$2,643	5.5%	(0.7%)	(5.6%)	96.2%	\$1.03
1/29/13	Kinder Morgan Energy Partners LP	Copano Energy LLC	\$4,858	(13.8%)	(23.3%)	(20.3%)	100.0%	--
2/23/11	Enterprise Products Partners LP	Duncan Energy Partners LP	\$3,282	0.8%	1.3%	(1.5%)	100.0%	--
<b>Median</b>			<b>\$6,002</b>	<b>(1.4%)</b>	<b>1.0%</b>	<b>2.1%</b>	<b>100.0%</b>	<b>\$2.77</b>
<b>Mean</b>			<b>\$15,934</b>	<b>(2.2%)</b>	<b>(0.8%)</b>	<b>0.6%</b>	<b>95.0%</b>	<b>\$3.60</b>
<i>AMGP Proposal</i>	Antero Midstream GP LP	Antero Midstream Partners LP	\$10,306	(1.6%)	1.9%	4.3%	100.0%	--
<i>Potential Counterproposal</i>	Antero Midstream GP LP	Antero Midstream Partners LP	\$11,256	(1.6%)	2.3%	5.0%	100.0%	--

Source: Company filings, Wall Street Research

Note: Accretion Dilution represents Target DCF pro forma for Acquirer Exchange Ratio (grossed up for cash consideration where applicable)

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MERCHANT BANKING

# Selected Energy Precedent Transactions

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(USD in millions, except per unit (share) data)

Announcement Date	Target	Acquirer	Transaction Value (\$MM)	Premium	
				1-Day	1-Month
5/23/2018	Babcock & Wilcox Enterprises Inc	Steel Partners Holdings LP	\$723	15%	21%
4/24/2018	SJM Group	California Water Service Group	\$1,879	20%	29%
4/23/2018	Vectren Corp	CenterPoint Energy Inc	\$8,094	10%	15%
2/15/2018	Spolind Energy Partners LP	Capital Dynamics AG	\$2,654	(11%)	(17%)
12/12/2017	Fairmount/Sentral Holdings Inc	SCR Sibeco NV	\$1,918	14%	23%
8/29/2017	Arc Logistics Partners LP	Zenith Energy US LP	\$615	15%	13%
8/18/2017	Calpine Corp	Energy Capital Partners; Access Industries ; CPFB	\$17,389	13%	8%
7/19/2017	Arista Corp	Hydro One Ltd	\$5,282	24%	20%
2/21/2017	Delta Natural Gas Co Inc	PNG Companies LLC	\$260	17%	14%
1/25/2017	WGL Holdings Inc	AltaGas Ltd	\$4,602	12%	13%
8/22/2016	CST Brands Inc	Alimentation Couche-Tard Inc	\$4,409	2%	7%
6/3/2016	Talen Energy Corp	Riverstone Holdings LLC	\$5,045	17%	21%
2/9/2016	Empire District Electric Co	Algonquin Power & Utilities Corp	\$2,371	21%	23%
2/11/2016	Questaq Corp	Dominion Resources Inc	\$4,088	23%	28%
10/26/2015	Piedmont Natural Gas Co Inc	Duke Energy Corp	\$6,579	42%	53%
10/26/2015	APR Energy plc (66.124%)	Fairfax Financial Holdings; Management; ACORN Investments; Albright Capital Management	\$737	(2%)	15%
9/4/2015	TECO Energy Inc	Emera Inc	\$16,391	31%	27%
8/24/2015	AGL Resources Inc	Southern Co	\$12,401	38%	40%
6/14/2015	Niska Gas Storage Partners LLC <sup>(1)</sup>	Brookfield Infrastructure Partners LP	\$985	22%	11%
10/20/2014	Cleco Corp	Macquarie Group; Manulife Financial; British Columbia Investment Management	\$4,709	15%	1%
9/29/2014	Ablion Energy Inc	EnCana Corp	\$6,834	25%	26%
4/30/2014	Pecco Holdings Inc	Exelon Corp	\$12,107	20%	35%
12/11/2013	LNG Energy Corp	Farris Inc	\$4,347	30%	22%
11/19/2013	Coastal Energy Co	Compania Espanola de Petroleos SA - CEPSA	\$2,182	28%	1%
9/29/2013	NV Energy Inc	Berkshire Hathaway Inc	\$10,423	20%	11%
4/8/2013	Lufkin Industries Inc	General Electric Co	\$3,320	38%	30%
1/7/2013	EnergySolutions Inc	Energy Capital Partners LLC	\$957	21%	34%
12/5/2012	McMoran Exploration Co	Freeport-McMoran Copper & Gold Inc	\$2,430	74%	18%
12/21/2011	WCA Waste Corp	Macquarie Infrastructure Partners II	\$533	30%	62%
10/17/2011	Brigham Exploration Co	StatOil ASA	\$4,667	20%	19%
9/12/2011	Global Industries Ltd	Technip SA	\$1,073	55%	129%
8/29/2011	Venoco Inc	Private Investor (Timothy M. Marquet)	\$400	79%	(2%)
7/15/2011	Petrohawk Energy Corp	BHP Billiton Ltd	\$15,108	65%	62%
6/23/2011	Central Vermont Public Service Corp	Gas Metro	\$670	2%	51%
4/20/2011	DPL Inc	AES Corp	\$4,678	9%	15%
4/15/2011	Bronco Drilling Co Inc	Chesapeake Energy Corp	\$324	6%	14%
11/9/2010	Atlas Energy Inc	Chevron Corp	\$4,672	37%	42%
8/9/2010	Superior Well Services Inc (92.4%)	Nabors Industries Ltd	\$844	21%	26%
3/3/2010	Southwest Water Co	JP Morgan Asset Management, Water Asset Management	\$427	56%	34%
11/1/2009	Enzone Acquisition Co	Denbury Resources Inc	\$4,665	35%	36%
9/15/2009	Parallel Petroleum Corp	Apollo Global Management LLC	\$482	11%	66%
7/28/2008	EnergySouth Inc	Sempra Energy	\$731	23%	24%
Median			\$2,987	21%	24%
Mean			4,310	29%	34%

Source: Dealogic as of 6/21/2018.

Note: Excludes MLPs and transactions without publicly available premiums data. Based on deals involving U.S. targets with deal value greater than \$250MM, target general industry group defined as oil & gas or utilities & energy, announce date since 2008, acquirer final stake > 90% and 100% cash consideration.

(1) Niska units were trading at \$1.21 / unit for a market capitalization of \$50MM at the time of the transaction, net debt of \$726MM and LTM EBITDA of (\$25.4MM).

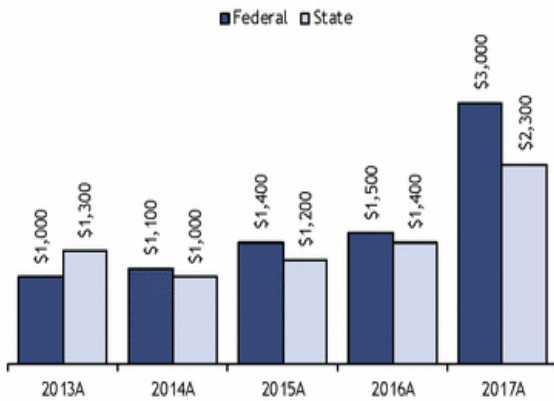
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# AR Historical and Projected Taxes

## Assumptions

- ~\$3.0 billion of U.S. federal NOLs that expire at various dates from 2024 through 2037
  - Significant increase in NOLs due to expensing of IDCs in 2017 ahead of 80% utilization limitation imposed by 2017 JOBS tax reform
- ~\$2.3 billion of state NOLs that expire at various dates from 2024 through 2037
- Tax shields eliminate cash taxes entirely through 2021

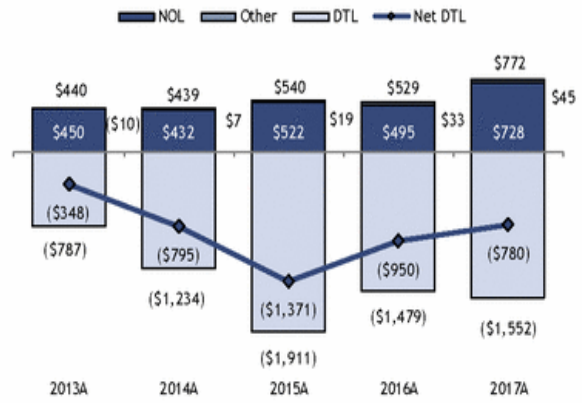
## Historical AR Tax Assets & Liabilities



Source: Management Projections, Company Filings.

(1) NOL carryforward allocated straight line over utilization period.

## AR Federal & State NOL Carryforwards



## NOL Valuation Sensitivity<sup>(1)</sup>

Discount Rate	Utilization Period				
	2018	2023	2028	2033	2038
0%	\$728	\$728	\$728	\$728	\$728
5%	\$728	\$570	\$447	\$350	\$274
10%	\$728	\$452	\$280	\$174	\$108
15%	\$728	\$362	\$180	\$89	\$44
20%	\$728	\$292	\$117	\$47	\$19



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## *Financial Projections*

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# Management Projections: Assumptions

## General Assumptions

AR

- 5-year plan lateral length averages 11,500'
- Currently running 5 rigs in Marcellus and 1 in Utica; complete ~790 wells from 2018 to 2022
- Achieve production target of 5.2 Bcfe/d by 2022
- 3 AR Cases: i) AR Base Case, ii) AR Downside Pricing at Base Volumes Case, and iii) AR Downside Volumes Case
- Description of downside cases:
  - "AR Downside Pricing at Base Volumes Case"
    - \$2.50 natural gas / \$50 oil pricing on "AR Base Volumes Case" production
  - "AR Downside Volumes Case"
    - Production CAGR of 15% through 2022 vs. "AR Base Volumes Case" production CAGR of 18%. Utilizes "AR Base Volumes Case" pricing

AM

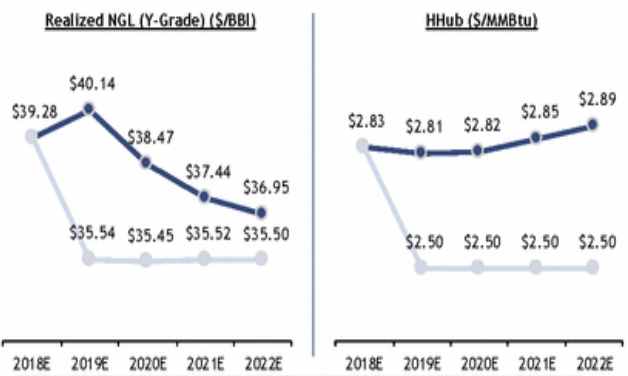
- \$500MM in new debt issued in 2018, 2019, 2020, and 2022
  - Issued at 5.0% interest rate
- \$00M additional units issued in Q3 2018 related to vesting of management options
- 5-year identified project inventory of \$2.7B plus an additional \$1.0B of potential downstream opportunities
- ~\$500MM of capital efficiencies captured from new AR development plan and AM infrastructure plan
- Utilizes two cases for analysis
  - AR Base Volumes Case ("AR Base Case")
  - AR Downside Volumes Case

AMGP

- Series B units receive distributions equal to 6% of GP distributions in excess of \$7.5 million every quarter
- Corporate incomes taxes of 21% and 4% of federal and state taxes, respectively
- Status Quo distribution policy remains at 1.00x throughout projection period
- Pro forma distribution policy based on management projections
  - Pro forma 4-year distribution coverage as follows: 2019 - 1.31x, 2020 - 1.16x, 2021 - 1.11x, and 2022 - 1.05x

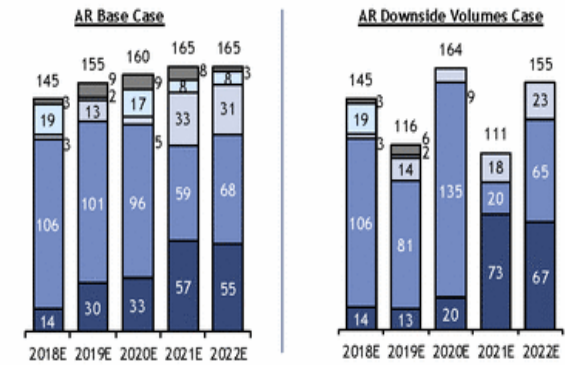
## Commodity Prices | NYMEX Strip

Price Decks for AR Base Volumes Case & AR Downside Pricing at Base Volumes Case | AR Downside Volumes Case



## AR Development Plan | Wells Completed / Year

Highly-Rich Gas Condensate | Highly-Rich Gas | Rich Gas | Condensate | Highly Rich Gas / Condensate | Dry Gas



Source: Management projections.

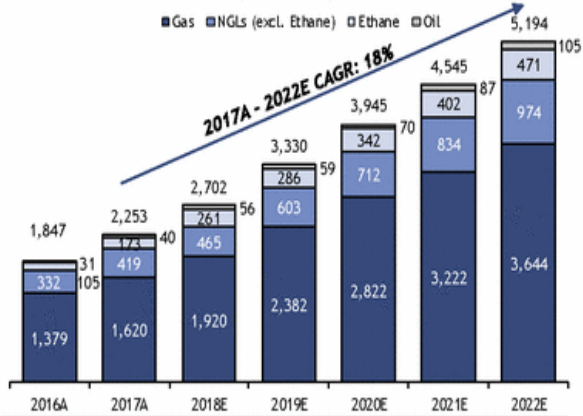
# Management Projections: AR

## AR Base Volumes Case

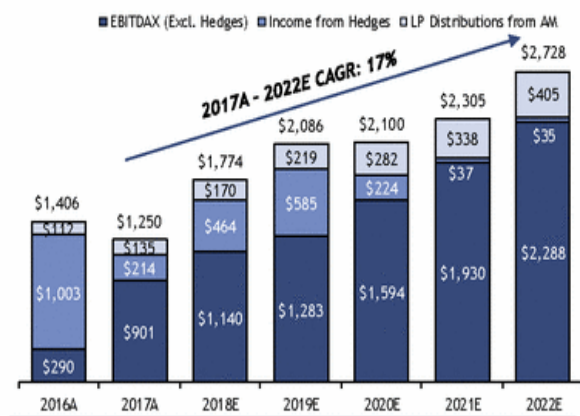
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(\$ in millions, unless otherwise noted)

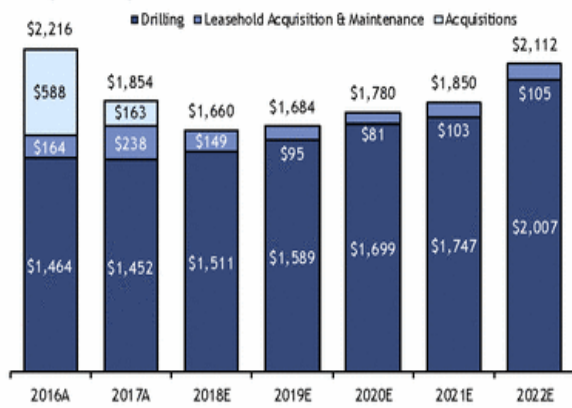
### Production Volumes (MMcfe/d)



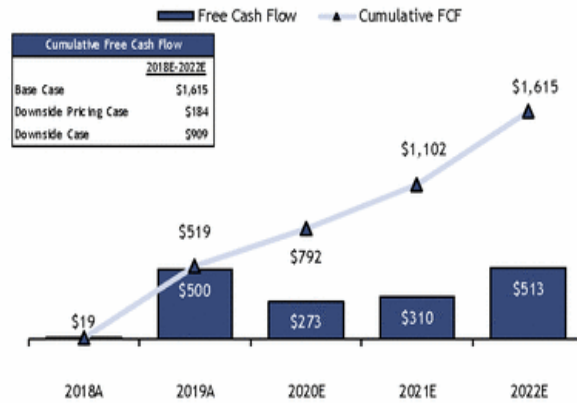
### EBITDAX<sup>(1)</sup>



### Capital Expenditures



### Free Cash Flow<sup>(2)</sup>



Source: Management projections, Company Filings.  
(1) AM fully consolidated in SEC financial statement.  
(2) Free cash flow net of land maintenance capital.

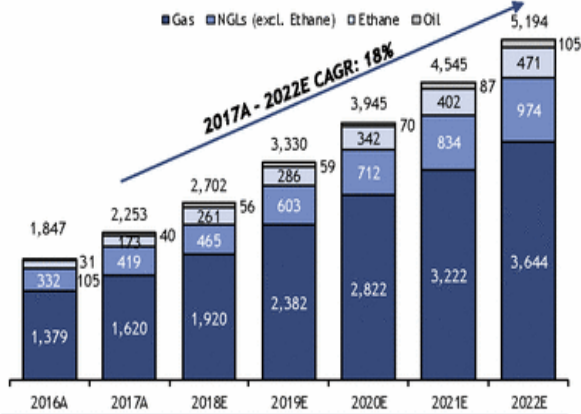
# Management Projections: AR

## AR Downside Pricing at Base Volumes Case

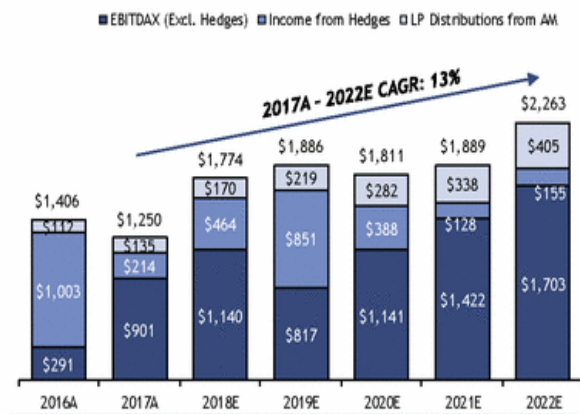
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(\$ in millions, unless otherwise noted)

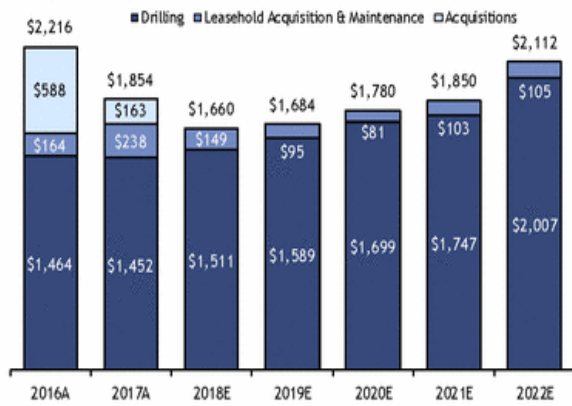
### Production Volumes (MMcfe/d)



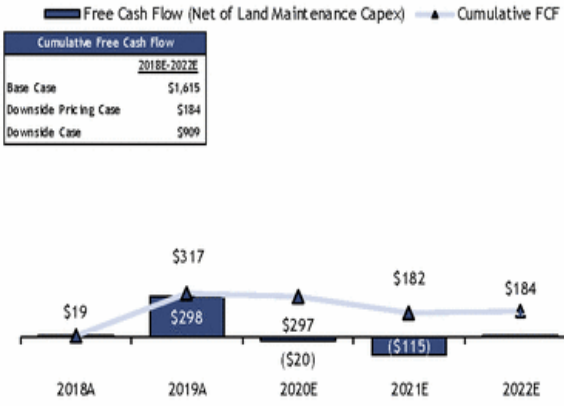
### EBITDAX<sup>(1)</sup>



### Capital Expenditures



### Free Cash Flow<sup>(2)</sup>



Source: Management projections, Company Filings.  
(1) AM fully consolidated in SEC financial statement.  
(2) Free cash flow net of land maintenance capital.

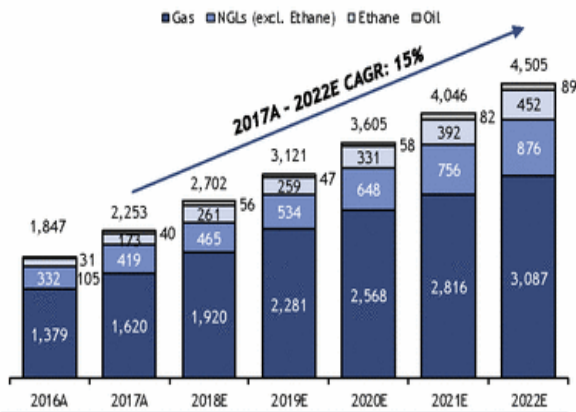
# Management Projections: AR

## AR Downside Volumes Case

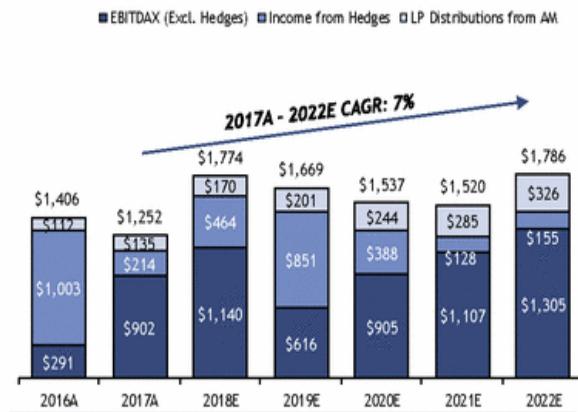
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(\$ in millions, unless otherwise noted)

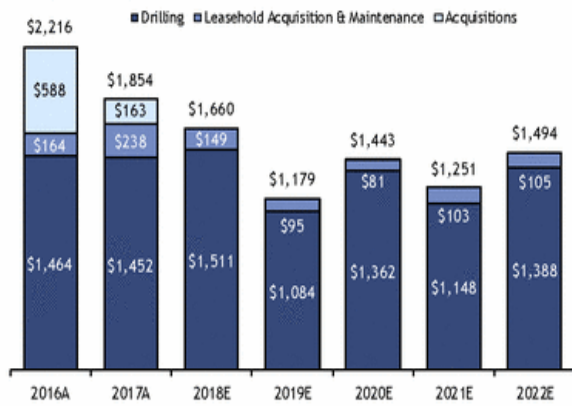
### Production Volumes (MMcfe/d)



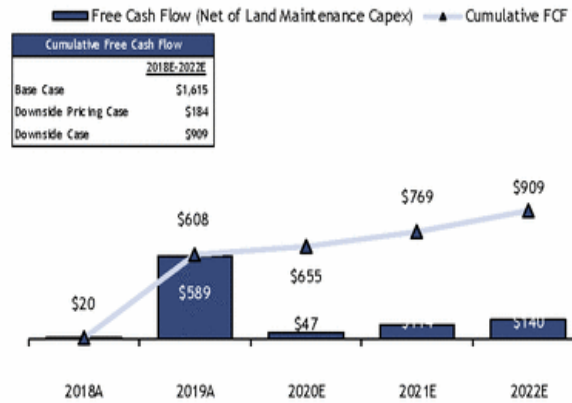
### EBITDAX<sup>(1)</sup>



### Capital Expenditures



### Free Cash Flow<sup>(2)</sup>



Source: Management projections, Company Filings.  
(1) AM fully consolidated in SEC financial statement.  
(2) Free cash flow net of land maintenance capital.

# Management Projections: AM

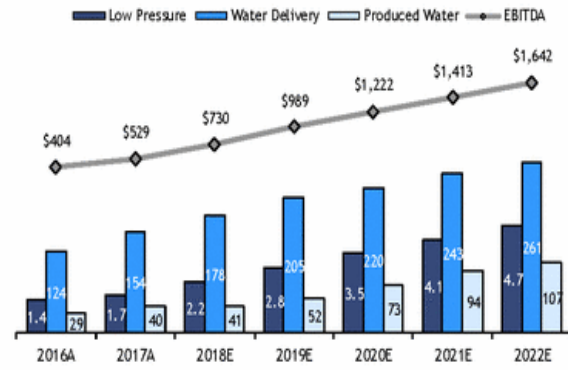
## AR Base Volumes Case

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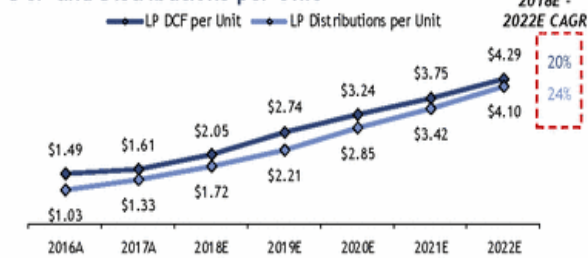
(\$ in millions, unless otherwise noted)

### Operations & EBITDA

Low Pressure (Bcf/d) | Water Handling (MBbls/d)



### DCF and Distributions per Unit



	2016A	2017A	2018E	2019E	2020E	2021E	2022E
YoY Growth <sup>(1)</sup>		8%/29%	27%/29%	34%/29%	18%/29%	16%/20%	14%/20%
Coverage Ratio <sup>(2)</sup>	1.76x	1.33x	1.27x	1.31x	1.16x	1.11x	1.05x
Total LP DCF	\$353	\$299	\$385	\$516	\$609	\$705	\$807
Total LP Distributions	\$269	\$246	\$323	\$416	\$536	\$643	\$771

Source: Management Projections, Company Filings.

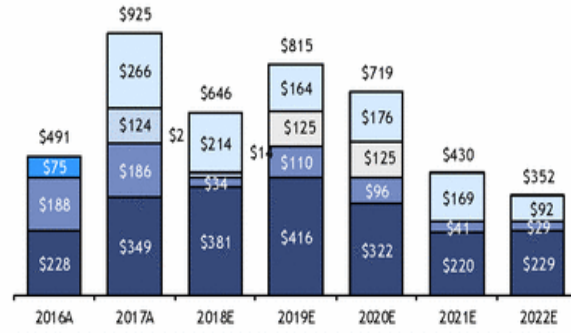
Note: Operational volumes based on annual average volumes.

(1) YoY growth of LP DCF per unit and LP distributions per unit respectively.

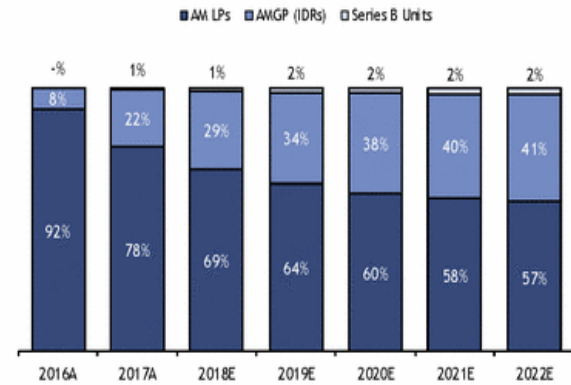
(2) Coverage ratio calculated as total DCF over total distributions.

### Capital Expenditures

Gathering & Compression | Water Handling | Earn-out payment | Stonewall | MPLX JV



### Distribution Breakdown



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# Management Projections: AM

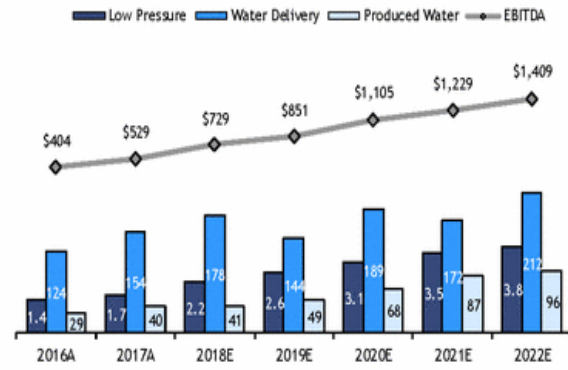
## AR Downside Volumes Case

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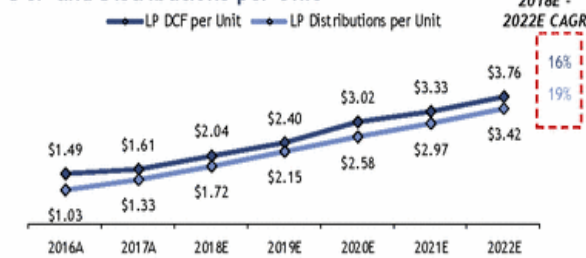
(\$ in millions, unless otherwise noted)

### Operations & EBITDA

Low Pressure (Bcf/d) | Water Handling (MBbls/d)



### DCF and Distributions per Unit



	2016A	2017A	2018E	2019E	2020E	2021E	2022E
YoY Growth <sup>(1)</sup>		8%/29%	27%/29%	18%/25%	26%/20%	10%/15%	13%/15%
Coverage Ratio <sup>(2)</sup>	1.76x	1.33x	1.26x	1.16x	1.21x	1.15x	1.12x
Total LP DCF	\$353	\$299	\$384	\$452	\$568	\$627	\$707
Total LP Distributions	\$269	\$246	\$323	\$403	\$485	\$559	\$643

Source: Management Projections, Company Filings.

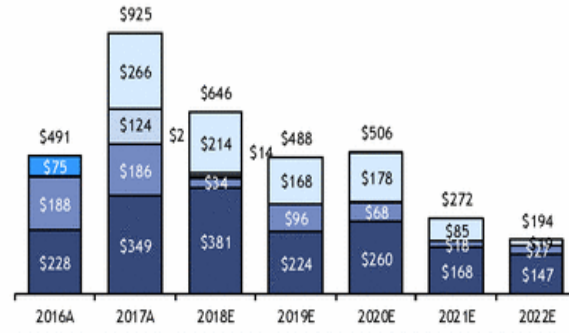
Note: Operational volumes based on annual average volumes.

(1) YoY growth of LP DCF per unit and LP distributions per unit respectively.

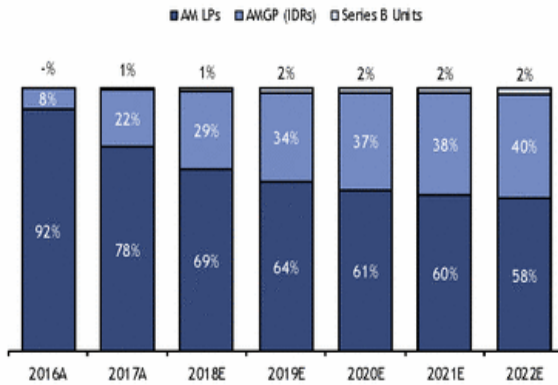
(2) Coverage ratio calculated as total DCF over total distributions.

### Capital Expenditures

Gathering & Compression | Water Handling | Earn-out payment | Stonewall | Wastewater | MPLX JV



### Distribution Breakdown



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# Management Projections: AMGP

## AR Base Volumes Case

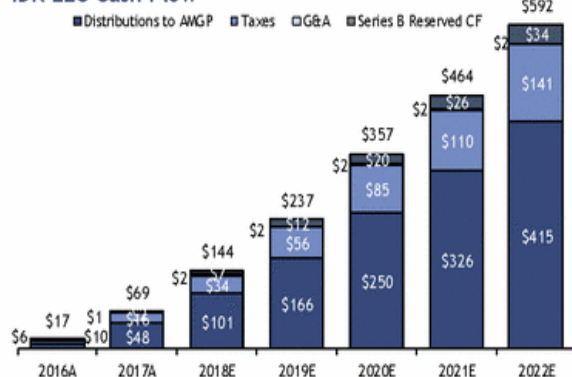
CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

(\$ in millions, unless otherwise noted)

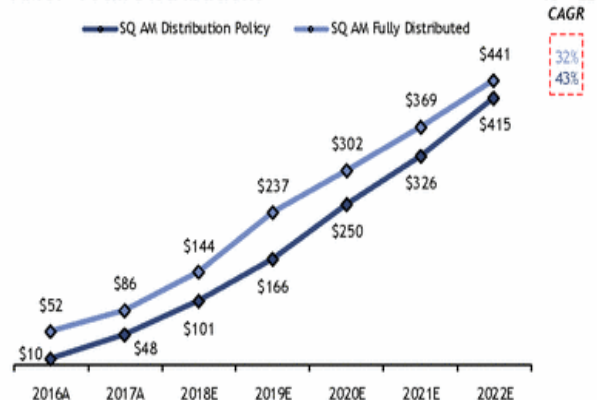
### IDR LLC, Series B Cash Flow, and Tax Observations

- IDR LLC owns the 100% of the IDRs in AM and has two share classes
  - AMGP owns 100% of the Series A units
  - Management owns 100% of the Series B units
- Series B unitholders are entitled to receive up to 6% of the distributions from AM in excess of \$7.5MM per quarter
  - Remaining profits pass through AMGP via Series A shares
- Series B units scheduled to vest at a value of 6% of equity value above \$2 billion in the event of a liquidation of IDR LLC
- AMGP currently pays corporate taxes of 21% and 4% at the federal and state taxes, respectively

### IDR LLC Cash Flow



### AMGP Total Distributions



### AMGP & Series B Unit Valuation<sup>(1,2,5)</sup>

	2016A	2017A	2018E	2019E	2020E	2021E	2022E
AM Distributions to IDR LLC	\$17	\$70	\$144	\$237	\$357	\$464	\$592
Series B Take	--	(2)	(7)	(12)	(20)	(26)	(34)
Cash Distributions to AMGP	\$17	\$67	\$137	\$224	\$337	\$438	\$558
G&A <sup>(3)</sup>	(1)	(1)	(2)	(2)	(2)	(2)	(2)
Taxes	(7)	(7)	(34)	(56)	(85)	(110)	(141)
CAFD to AMGP Shareholders	\$10	\$59	\$101	\$166	\$250	\$326	\$415
Illustrative Yield	3.3%	3.3%	3.3%	3.3%	3.3%	3.8%	5.0%
<b>AMGP Valuation</b>	<b>\$290</b>	<b>\$1,788</b>	<b>\$3,048</b>	<b>\$5,027</b>	<b>\$7,586</b>	<b>\$8,529</b>	<b>\$8,341</b>
<b>Series B Valuation<sup>(4)</sup></b>	<b>N/A</b>	<b>N/A</b>	<b>\$63</b>	<b>\$182</b>	<b>\$335</b>	<b>\$392</b>	<b>\$380</b>

Source: Management Projections, Company Filings.

- (1) Implied AMGP and Series B valuation from 2016A through 2020E based on 2018E yield.
- (2) Implied AMGP and Series B valuation from 2021E forward based on yield vs growth regression analysis derived on slide 18.
- (3) Excludes IPO related G&A.
- (4) Series B valuation calculated as 6% of the valuation of AMGP less \$2 billion.
- (5) Illustrative yield based on regression analysis as presented on page 91.

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# Management Projections: AMGP

## AR Downside Volumes Case

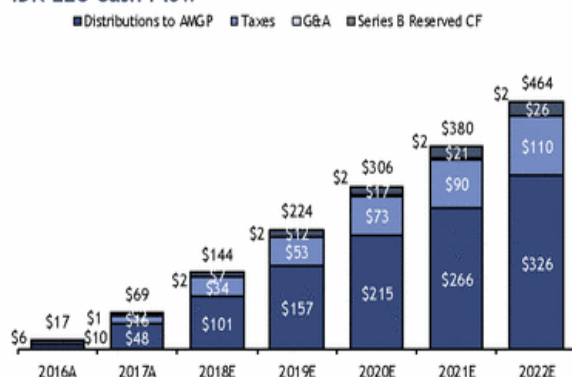
CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

(\$ in millions, unless otherwise noted)

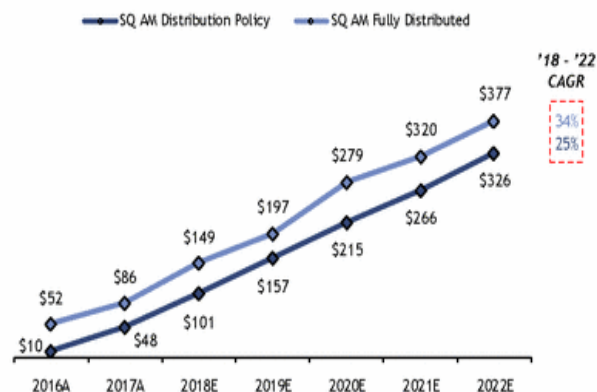
### IDR LLC, Series B Cash Flow, and Tax Observations

- IDR LLC owns the 100% of the IDRs in AM and has two share classes
  - AMGP owns 100% of the Series A units
  - Management owns 100% of the Series B units
- Series B unitholders are entitled to receive up to 6% of the distributions from AM in excess of \$7.5MM per quarter
  - Remaining profits pass through AMGP via Series A shares
- Series B units scheduled to vest at a value of 6% of equity value above \$2 billion in the event of a liquidation of IDR LLC
- AMGP currently pays corporate taxes of 21% and 4% at the federal and state taxes, respectively

### IDR LLC Cash Flow



### AMGP Total Distributions



### AMGP & Series B Unit Valuation<sup>(1,2,5)</sup>

	2016A	2017A	2018E	2019E	2020E	2021E	2022E
AM Distributions to IDR LLC	\$17	\$70	\$144	\$224	\$306	\$380	\$464
Series B Take	--	(2)	(7)	(12)	(17)	(21)	(26)
Cash Distributions to AMGP	\$17	\$67	\$137	\$213	\$290	\$359	\$438
G&A <sup>(3)</sup>	(1)	(1)	(2)	(2)	(2)	(2)	(2)
Taxes	(7)	(7)	(34)	(53)	(73)	(90)	(110)
CAFD to AMGP Shareholders	\$10	\$59	\$101	\$157	\$215	\$266	\$326
Illustrative Yield	3.2%	3.3%	3.3%	3.3%	3.3%	4.8%	5.7%
AMGP Valuation	\$290	\$1,788	\$3,048	\$4,767	\$6,506	\$5,510	\$5,723
Series B Valuation <sup>(4)</sup>	N/A	N/A	\$63	\$166	\$270	\$211	\$223

Source: Management Projections, Company Filings.

- (1) Implied AMGP and Series B valuation from 2016A through 2020E based on 2018E yield.
- (2) Implied AMGP and Series B valuation from 2021E forward based on yield vs growth regression analysis derived on slide 18.
- (3) Excludes IPO related G&A.
- (4) Series B Valuation calculated as 6% of the valuation of AMGP less \$2 billion.
- (5) Illustrative yield based on regression analysis as presented on page 91.

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# AM Status Quo

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## AR Base Volumes Case, AR Downside Volumes Case, and Wall Street Consensus

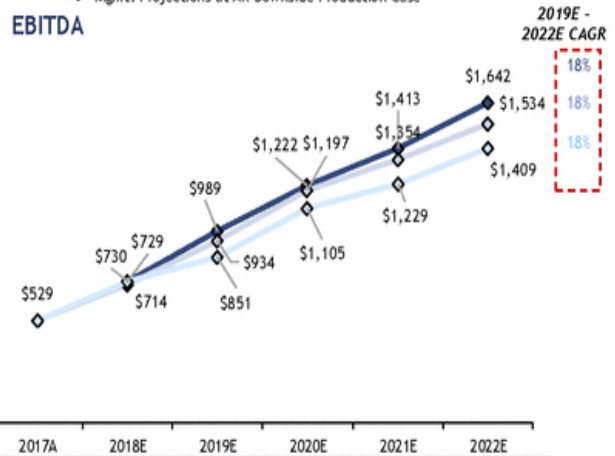
(\$ in millions, unless otherwise noted)

◊ Wall Street Consensus    ◆ Mgmt. Projections at AR Base Case    ◇ Mgmt. Projections at AR Downside Production Case

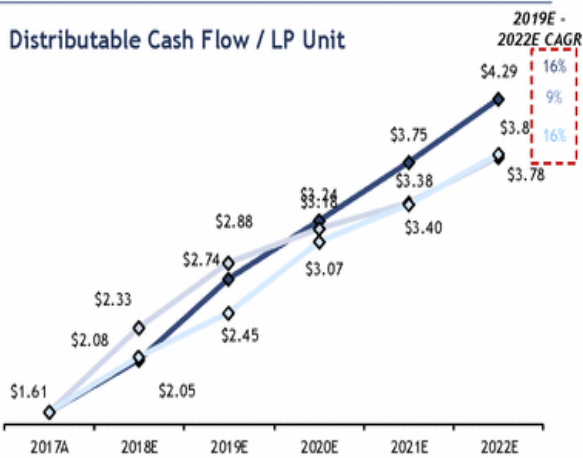
### Commentary

- AM is covered by 17 analysts as compared to 27 for AR and 13 for AMGP
- Median price target of \$36.00 as of 6/21/18
- Average price target range of \$25.00 - \$40.00 as of 6/21/18

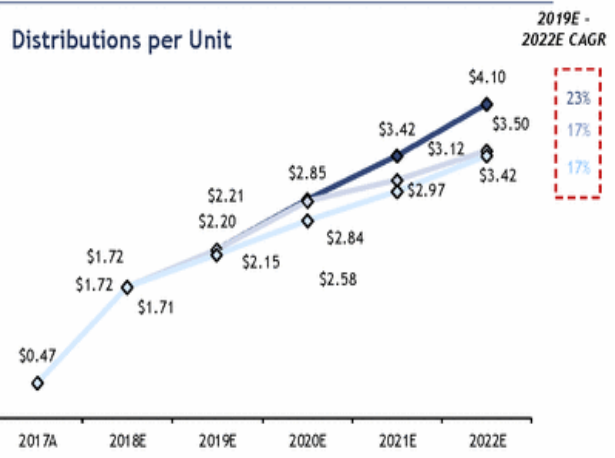
### EBITDA



### Distributable Cash Flow / LP Unit



### Distributions per Unit



Source: Management Projections, Thomson One, FactSet as of 6/21/18.

# AMGP Status Quo

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## AR Base Volumes Case, AR Downside Volumes Case, and Wall Street Consensus

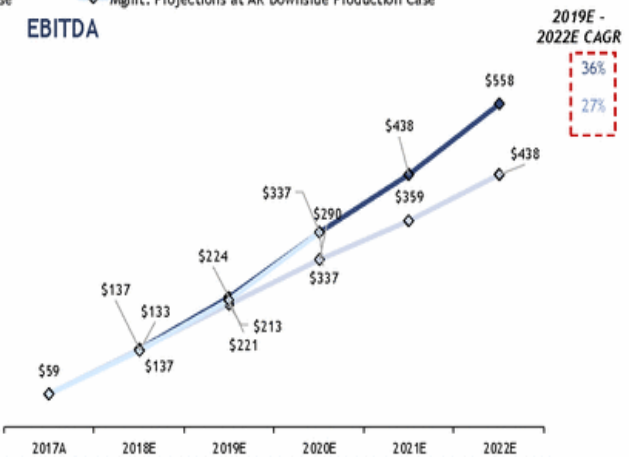
(\$ in millions, unless otherwise noted)

◊ Wall Street Consensus    ● Mgmt. Projections at AR Base Case    ◊ Mgmt. Projections at AR Downside Production Case

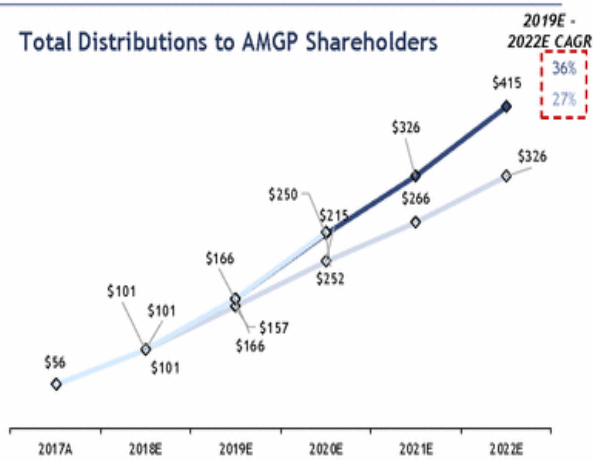
### Commentary

- AMGP is covered by 13 analysts as compared to 27 for AR and 17 for AM
- Median price target of \$24.00 as of 6/21/18
- Average price target range of \$16.00 - \$28.00 as of 6/21/18

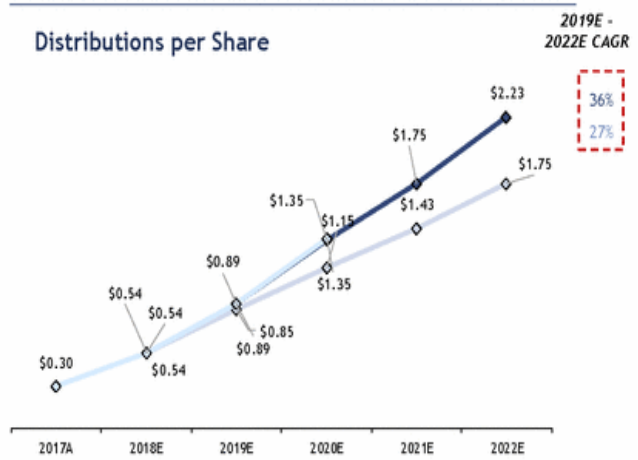
### EBITDA



### Total Distributions to AMGP Shareholders



### Distributions per Share



Source: Management Projections, Thomson One, FactSet as of 6/21/18.  
Note: WSC estimates available for AMGP through 2020E. 2017A distributions / share represents 4<sup>th</sup> quarter distribution annualized.

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# PF AMGP Projections

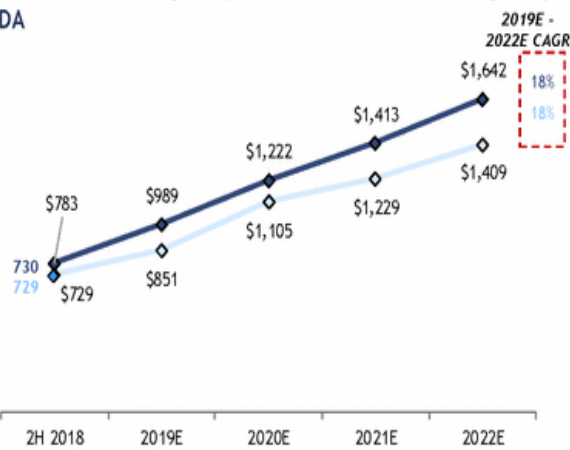
## AR Base Volumes Case & AR Downside Volumes Case

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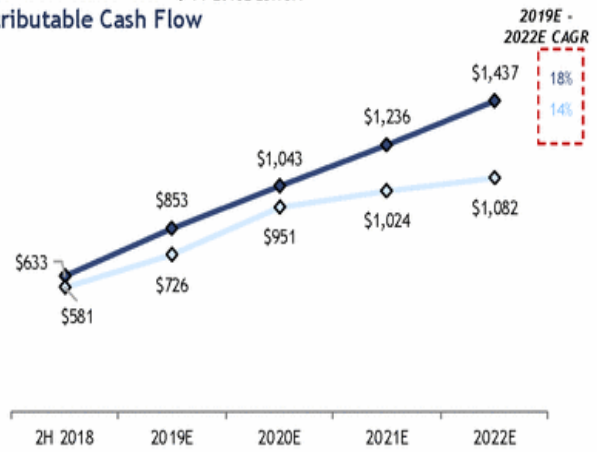
(\$ in millions, unless otherwise noted)

◆ Mgmt. Projections at AR Base Case    ◆ Mgmt. Projections at AR Downside Production Case    ◆ FY 2018 EBITDA

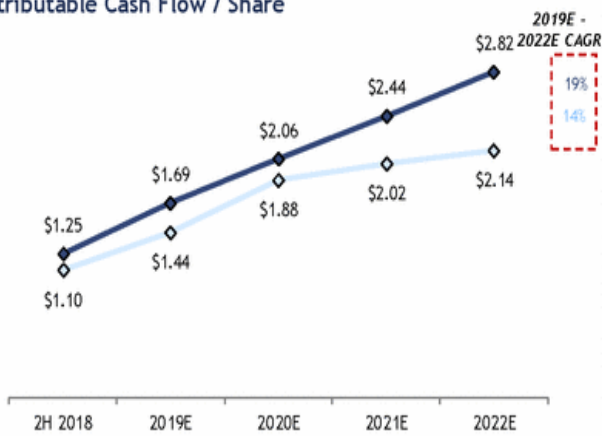
### EBITDA



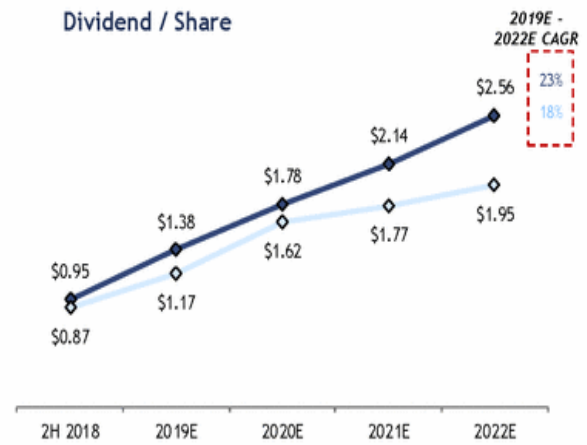
### Distributable Cash Flow



### Distributable Cash Flow / Share



### Dividend / Share



Source: Management Projections, Thomson One, FactSet as of 6/21/18.  
Note: Analysis based on fully diluted share count.

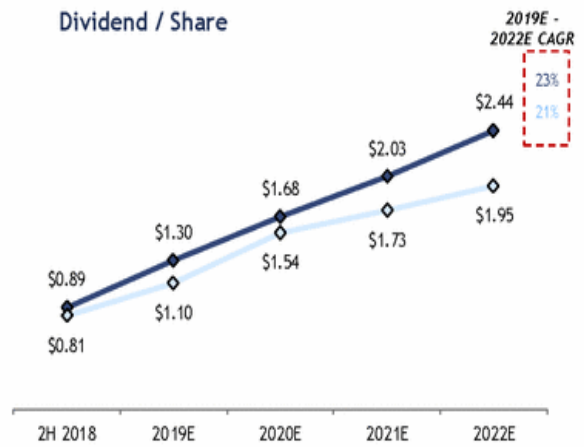
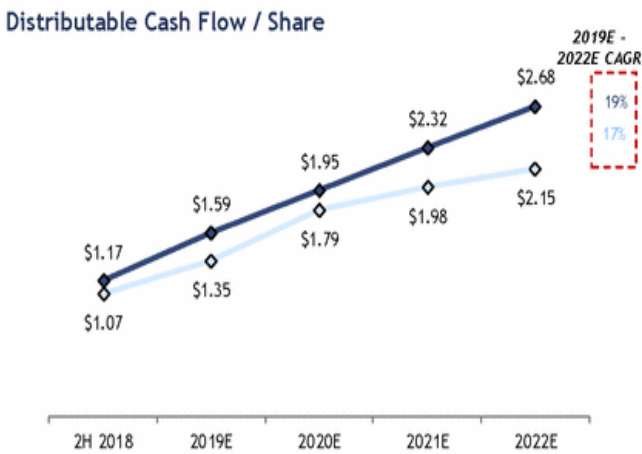
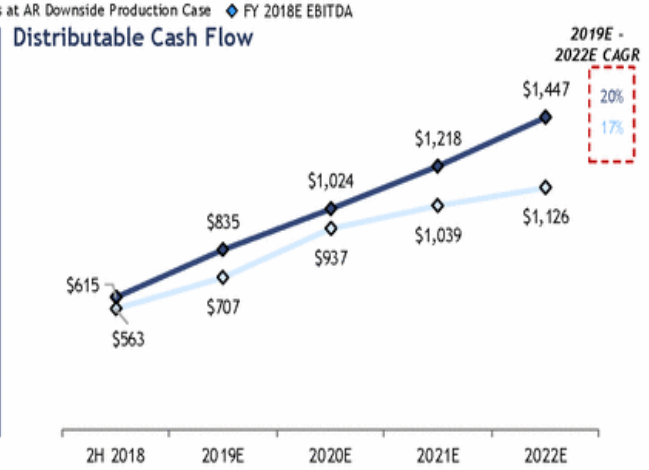
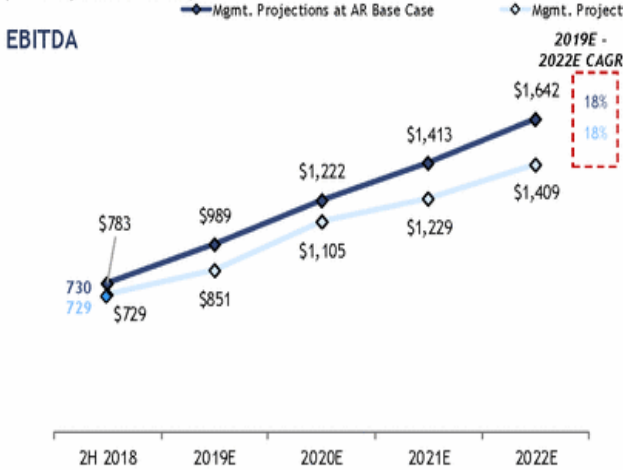
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# PF AMGP Projections at Potential Counterproposal

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## AR Base Volumes Case & AR Downside Volumes Case

(\$ in millions, unless otherwise noted)

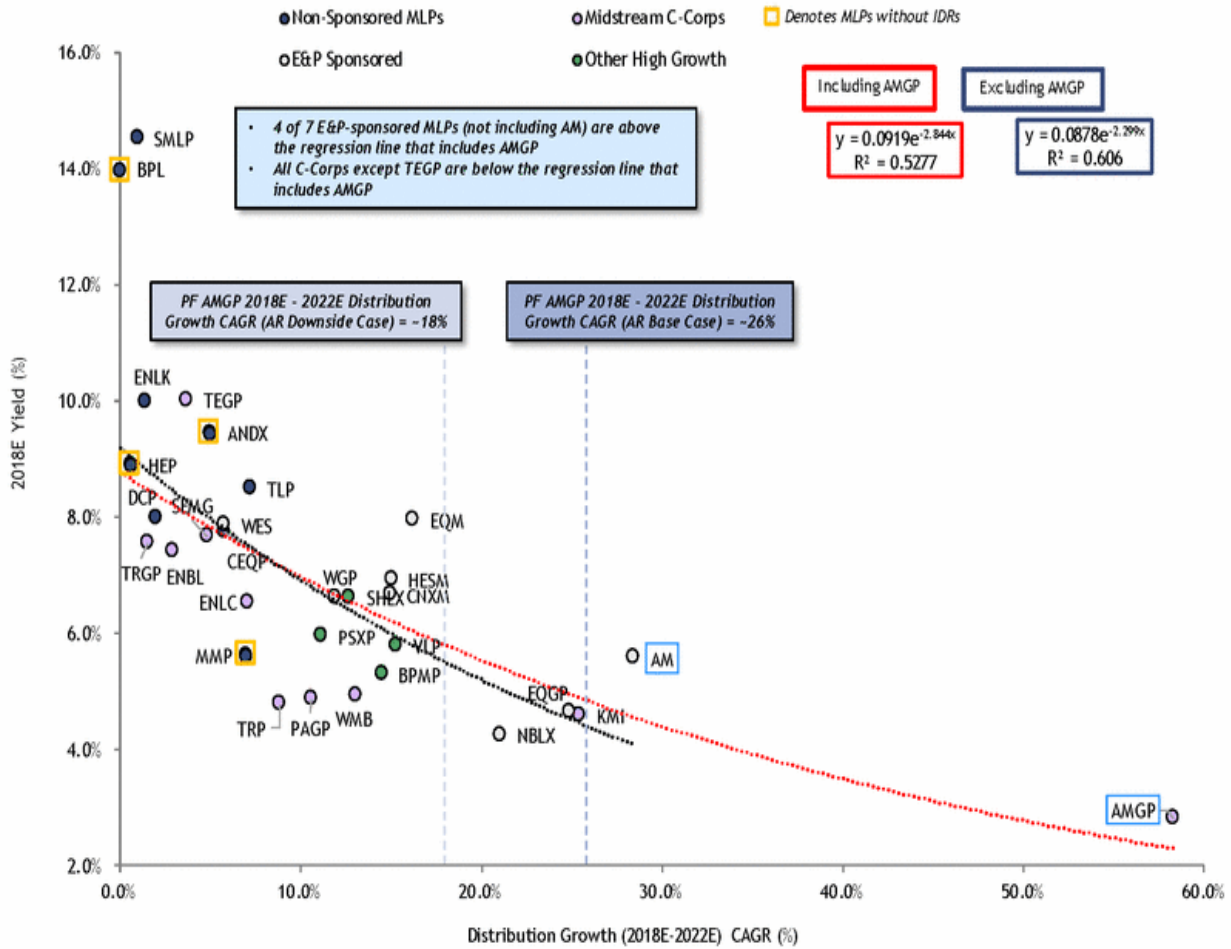


Source: Management Projections, Thomson One, FactSet as of 6/21/18.

# Midstream Distribution Growth vs. Yield

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MLPs vs. C-Corps



Sources: Company filings, FactSet estimates as of 6/21/18  
 Note: Companies selected represent dividend/distribution paying midstream C-Corps and MLPs (both with and without IDRs).

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## *Cost of Capital*

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# SQ AM Peer Group Cost of Equity Analysis

## Comparable Public Company Yield-Based Cost of Equity

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### Expected Total Return

A	B	C	D	E	F
Company	Expected Current - 2020E Distribution CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
CNX Midstream Partners LP	14.9%	4.0%	5.6%	6.3%	12.0%
Phillips 66 Partners LP	9.8%	4.0%	4.9%	5.6%	10.5%
Hess Midstream Partners LP	15.2%	4.0%	5.7%	6.6%	12.2%
Noble Midstream Partners LP	19.7%	4.0%	6.4%	4.0%	10.4%
BP Midstream Partners LP	14.6%	4.0%	5.6%	5.1%	10.7%
Shell Midstream Partners LP	12.2%	4.0%	5.2%	6.2%	11.4%
Valero Energy Partners LP	15.6%	4.0%	5.7%	5.2%	11.0%
Western Gas Partners, L.P.	5.8%	4.0%	4.3%	7.7%	12.0%
EQT Midstream Partners LP	15.6%	4.0%	5.7%	7.6%	13.3%
Median	14.9%	4.0%	5.6%	6.2%	11.0%
Mean	14.6%	4.0%	5.6%	5.6%	11.2%

### Cost of Equity

Sensitized Peer Total Return

Cost of Equity	10.5%	11.5%
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### Cost of Equity

Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.76	1.02
Spot Risk-Free Rate <sup>(3)</sup>	3.0%	3.0%
Equity Risk Premium <sup>(4)</sup>	6.0%	6.0%
Cost of Equity	7.6%	9.2%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/21/18.

(1) Weights Expected Current - 2020E distribution growth estimates 15% and long-term economic growth estimate by 85% to arrive at a long-term distribution growth estimate.

(2) Barra beta as of 3/23/2018. Illustrative low and high range reflects a +/- 15% range around Barra beta.

(3) 20-year treasury bond yield as of 6/21/18.

(4) Duff & Phelps historical arithmetic premium.

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# SQ AMGP Peer Group Cost of Equity Analysis

## Comparable Public Company Yield-Based Cost of Equity

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### Expected Total Return

A	B	C	D	E	F
Company	Expected Current - 2020E Distribution CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
EQT GP Holdings LP	7.5%	4.0%	4.5%	4.0%	8.6%
Western Gas Equity Partners, LP	8.3%	4.0%	4.6%	6.4%	11.0%
Median	7.9%	4.0%	4.6%	5.2%	9.8%
Mean	7.9%	4.0%	4.6%	5.2%	9.8%

### Cost of Equity

Sensitized Peer Total Return

Cost of Equity	9.3%	10.3%
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### Cost of Equity

Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.84	1.14
Spot Risk-Free Rate <sup>(3)</sup>	3.0%	3.0%
Equity Risk Premium <sup>(4)</sup>	6.0%	6.0%
Cost of Equity	8.1%	9.9%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/21/18.

(1) Weights Expected Current - 2020E distribution growth estimates 15% and long-term economic growth estimate by 85% to arrive at a long-term distribution growth estimate.

(2) Barra beta as of 3/23/2018. Illustrative low and high range reflects a +/- 15% range around Barra beta.

(3) 20-year treasury bond yield as of 6/21/18.

(4) Duff & Phelps historical arithmetic premium.

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# PF AMGP Peer Group WACC Analysis

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## Expected Total Return

A	B	C	D	E	F
Company	2018E - 2020E Dividend CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
Kinder Morgan Inc	25.0%	4.0%	7.1%	2.9%	10.1%
ONEOK, Inc.	10.3%	4.0%	4.9%	4.3%	9.3%
Plains All American Pipeline GP	13.7%	4.0%	5.4%	4.9%	10.3%
SemGroup Corporation	5.1%	4.0%	4.2%	7.0%	11.1%
Targa Resources Corp.	0.3%	4.0%	3.5%	7.5%	11.0%
The Williams Companies, Inc.	6.4%	4.0%	4.4%	4.3%	8.7%
EQT GP Holdings LP	7.5%	4.0%	4.5%	4.0%	8.6%
Western Gas Equity Partners, LP	8.3%	4.0%	4.6%	6.4%	11.0%
CNX Midstream Partners LP	14.9%	4.0%	5.6%	6.3%	12.0%
EQT Midstream Partners LP	15.6%	4.0%	5.7%	7.6%	13.3%
Hess Midstream Partners LP	15.2%	4.0%	5.7%	6.6%	12.2%
Noble Midstream Partners LP	19.7%	4.0%	6.4%	4.0%	10.4%
BP Midstream Partners LP	14.6%	4.0%	5.6%	5.1%	10.7%
Shell Midstream Partners LP	12.2%	4.0%	5.2%	6.2%	11.4%
Valero Energy Partners LP	15.6%	4.0%	5.7%	5.2%	11.0%
Median	13.7%	4.0%	5.4%	5.2%	11.0%
Mean	12.3%	4.0%	5.2%	5.9%	10.7%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/21/18.

(1) Weights Expected Current - 2020E distribution growth estimates 15% and long-term economic growth estimate by 85% to arrive at a long-term distribution growth estimate.

# PF AMGP Peer Group WACC Analysis (cont.)

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## Cost of Equity Comparable Company Yield-Based

	Low	High
Cost of Equity	10.5%	11.5%
Market Value of Equity	\$9,662	\$9,662
<b>Cost of Capital</b>	<b>10.5%</b>	<b>11.5%</b>

## Cost of Capital PF Capital Structure

	Low	High
Cost of Equity	10.5%	11.5%
Cost of Debt	3.4%	4.9%
Market Value of Equity	\$9,662	\$9,662
Total Debt	\$1,310	\$1,310
<b>Cost of Equity</b>	<b>9.6%</b>	<b>10.7%</b>

## Cost of Equity Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.84	1.14
Spot Risk-Free Rate <sup>(3)</sup>	3.0%	3.0%
Equity Risk Premium <sup>(4)</sup>	6.0%	6.0%
<b>Cost of Equity</b>	<b>8.1%</b>	<b>9.9%</b>

## Cost of Capital Optimal Capital Structure<sup>(5)</sup>

	Low	High
Cost of Equity	10.5%	11.5%
Cost of Debt <sup>(1)</sup>	3.4%	4.9%
Market Value of Equity	\$9,662	\$9,662
Total Debt	\$3,460	\$3,460
<b>Cost of Capital</b>	<b>8.6%</b>	<b>9.7%</b>

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/21/18.

- (1) Illustrative low and high range reflects a +/- 100 bps range around after tax current 5.6% cost of debt at AM.  
 (2) Barra beta as of 3/23/2018. Illustrative low and high range reflects a +/- 15% range around Barra beta.  
 (3) 20-year treasury bond yield as of 6/21/18.  
 (4) Duff & Phelps historical arithmetic premium.  
 (5) Optimal Capital Structure based on Total Debt of 3.5x 2019E EBITDA

# SQ AM Peer Group Cost of Equity Analysis

## Comparable Public Company Yield-Based Cost of Equity

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### Expected Total Return

A	B	C	D	E	F
Company	Expected Current - 2020E Distribution CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
CNX Midstream Partners LP	14.9%	4.0%	5.6%	6.3%	12.0%
Phillips 66 Partners LP	9.8%	4.0%	4.9%	5.6%	10.5%
Hess Midstream Partners LP	15.2%	4.0%	5.7%	6.6%	12.2%
Noble Midstream Partners LP	19.7%	4.0%	6.4%	4.0%	10.4%
BP Midstream Partners LP	14.6%	4.0%	5.6%	5.1%	10.7%
Shell Midstream Partners LP	12.2%	4.0%	5.2%	6.2%	11.4%
Valero Energy Partners LP	15.6%	4.0%	5.7%	5.2%	11.0%
Western Gas Partners, L.P.	5.8%	4.0%	4.3%	7.7%	12.0%
EQT Midstream Partners LP	15.6%	4.0%	5.7%	7.6%	13.3%
Median	14.9%	4.0%	5.6%	6.2%	11.0%
Mean	14.6%	4.0%	5.6%	5.6%	11.2%

### Cost of Equity

Sensitized Peer Total Return

Cost of Equity	10.5%	11.5%
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### Cost of Equity

Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.76	1.02
Spot Risk-Free Rate <sup>(3)</sup>	3.0%	3.0%
Equity Risk Premium <sup>(4)</sup>	6.0%	6.0%
Cost of Equity	7.6%	9.2%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/21/18.

(1) Weights Expected Current - 2020E distribution growth estimates 15% and long-term economic growth estimate by 85% to arrive at a long-term distribution growth estimate.

(2) Barra beta as of 3/23/2018. Illustrative low and high range reflects a +/- 15% range around Barra beta.

(3) 20-year treasury bond yield as of 6/21/18.

(4) Duff & Phelps historical arithmetic premium.

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# SQ AMGP Peer Group Cost of Equity Analysis

Comparable Public Company Yield-Based Cost of Equity

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## Expected Total Return

A	B	C	D	E	F
Company	Expected Current - 2020E Distribution CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
EQT GP Holdings LP	7.5%	4.0%	4.5%	4.0%	8.6%
Western Gas Equity Partners, LP	8.3%	4.0%	4.6%	6.4%	11.0%
Median	7.9%	4.0%	4.6%	5.2%	9.8%
Mean	7.9%	4.0%	4.6%	5.2%	9.8%

## Cost of Equity

Sensitized Peer Total Return

Cost of Equity	9.3%	10.3%
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## Cost of Equity

Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.84	1.14
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# PF AMGP Peer Group WACC Analysis

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## Expected Total Return

A	B	C	D	E	F
Company	2018E - 2020E Dividend CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
Kinder Morgan Inc	25.0%	4.0%	7.1%	2.9%	10.1%
ONEOK, Inc.	10.3%	4.0%	4.9%	4.3%	9.3%
Plains All American Pipeline GP	13.7%	4.0%	5.4%	4.9%	10.3%
SemGroup Corporation	5.1%	4.0%	4.2%	7.0%	11.1%
Targa Resources Corp.	0.3%	4.0%	3.5%	7.5%	11.0%
The Williams Companies, Inc.	6.4%	4.0%	4.4%	4.3%	8.7%
EQT GP Holdings LP	7.5%	4.0%	4.5%	4.0%	8.6%
Western Gas Equity Partners, LP	8.3%	4.0%	4.6%	6.4%	11.0%
CNX Midstream Partners LP	14.9%	4.0%	5.6%	6.3%	12.0%
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Mean	12.3%	4.0%	5.2%	5.9%	10.7%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/21/18.

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# PF AMGP Peer Group WACC Analysis (cont.)

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Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 6/21/18.

- (1) Illustrative low and high range reflects a +/- 100 bps range around after tax current 5.6% cost of debt at AM.  
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 (4) Duff & Phelps historical arithmetic premium.  
 (5) Optimal Capital Structure based on Total Debt of 3.5x 2019E EBITDA

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## *Additional Market Detail*

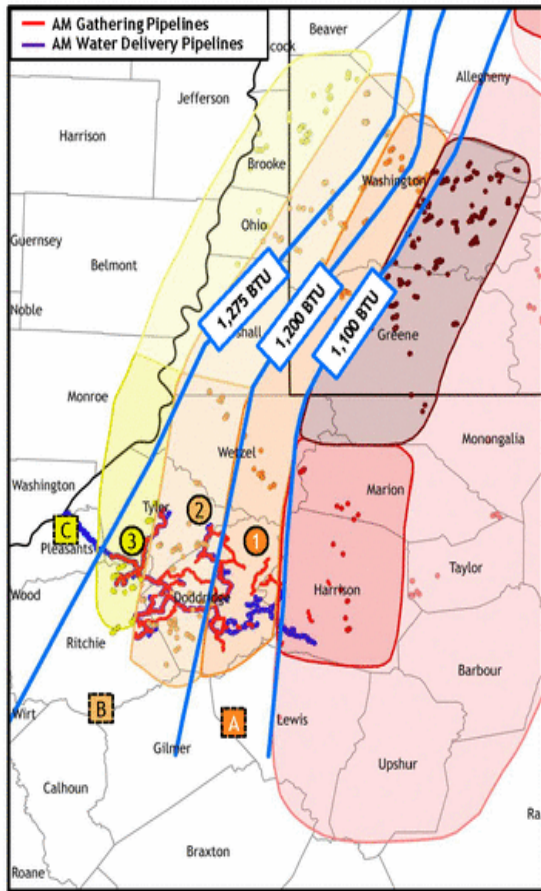
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# Wet Gas Type Curve Area Overview

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Type Curve Map with AR BTU Lines and TPH TC Areas



TPH Type Curve Areas<sup>(1)</sup>

- 1  
**SW Lean Wet Gas**  
IRR: 46%
- 2  
**SW Southern Rich Wet Gas**  
IRR: 44%
- 3  
**SW Southern Gas Condensate**  
IRR: 67%

Antero Type Curve Areas<sup>(1)</sup>

- A  
**Rich Gas**  
BTU Range: 1,100-1,200  
2019 Wells: 4  
IRR<sup>(2)</sup>: 30%
- B  
**Highly Rich Gas**  
BTU Range: 1,200-1,275  
2019 Wells: 101  
IRR: 47%
- C  
**Highly Rich Gas Condensate**  
BTU Range: 1,275-1,350  
2019 Wells: 30  
IRR: 115%

AR Inventory Overview<sup>(1)</sup>

	2018E	2019E	2020E	2021E	2022E	Remaining Inventory
Highly-Rich Gas Cond.	14	30	33	57	55	285
Highly-Rich Gas	106	101	96	59	68	527
Rich Gas	3	13	5	33	31	512
Condensate	19	2	17	8	8	152
Dry Gas	3	9	9	8	3	155
<b>Total</b>	<b>145</b>	<b>155</b>	<b>160</b>	<b>165</b>	<b>165</b>	<b>1,631</b>
<b>Avg. Lateral Length</b>	<b>9,800</b>	<b>10,500</b>	<b>11,850</b>	<b>12,600</b>	<b>12,750</b>	

Source: DrillingInfo, IHS, Company data. Antero assumptions based on Antero publicly disclosed information.  
 Note: Marcellus wells with first production on or after 1/1/2015. IRRs for 12,000' laterals at strip as of 3/29/2018, unless otherwise noted.  
 (1) TPH IRR assumes 40% ethane recovery; Antero IRR assumes ethane rejection.  
 (2) IRR at strip as of 12/31/2017.

# Type Curve Summary

	TPH B				Antero Disclosed <sup>(1)</sup>	
	5 Rich Wet Gas	5 Gas Condensate	5 Rich Wet Gas 12K'	5 Gas Condensate 12K'	Highly Rich Gas	High Rich Gas Condensate

### Type Curve

EUR, WH / 1k' (Bcfe)	1.56	1.34	1.56	1.34	1.93	2.00
EUR, Gross Wellhead (MMcfe)	10,890	9,413	18,668	16,137	23,185	23,946
Oil (Mbbbl)	85	226	146	387	84	211
Gas (MMcf)	10,380	8,059	17,795	13,816	22,679	22,679
EUR, Sales / 1k' (Bcfe)	2.00	1.74	2.00	1.74	2.52	2.66
EUR, Gross Sales (MMcfe)	14,004	12,154	24,006	20,835	30,215	31,883
Oil (Mbbbl)	85	226	146	387	84	211
Gas (MMcf)	8,823	6,448	15,125	11,053	21,545	20,411
NGL (Mbbbl)	779	725	1,335	1,243	1,361	1,701
% Liquids	37%	47%	37%	47%	29%	36%
Cond Yield (bbbl/MMcf)	15-8	55-25	15-8	55-25	19-3	130-5
Cond Yield, Decline Period (Months)	3	12	3	12	6	6
NGL Yield (bbbl/MMcf)	75	90	75	90	60	75

### Type Curve Parameters

Avg Lateral Length (ft)	7,000	7,000	12,000	12,000	12,000	12,000
24-Hr IP - Peak Rate, Gas (Mcf/d)	5,300 - 8,000	4,000 - 7,000	9,400 - 13,700	6,900 - 12,000	19,420	19,420
Initial Decline (%/yr)	59%	63%	59%	63%	61%	61%
B Factor	1.30	1.30	1.30	1.30	1.30	1.30
Terminal Decline (%/yr)	6%	6%	6%	6%	6%	6%

### Economic Assumptions

DBC (\$M)	\$6,400	\$6,700	\$10,100	\$10,500	\$11,400	\$11,400
DBC / ft (\$M)	\$0,914	\$0,957	\$0,842	\$0,875	\$0,950	\$0,950
Fixed LOE (\$/well/mo)	\$2,800	\$2,800	\$2,800	\$2,800	\$1,353	\$1,353
Variable LOE, Oil (\$/bbl)	\$5.00	\$5.00	\$5.00	\$5.00	-	-
Variable LOE, NGL (\$/Mcf)	\$6.80	\$6.80	\$6.80	\$6.80	-	-
Total All-in Gas LOE* (\$/Mcf)	\$0.89	\$0.89	\$0.89	\$0.89	\$1.99	\$1.99
Variable LOE, Water (\$/bbl)	\$4.68	\$4.68	\$4.68	\$4.68	-	-
Total Oper / Mcfe (\$/Mcf)	\$1.30	\$1.32	\$1.24	\$1.25	\$2.02	\$2.02
Differential, Oil (\$/bbl)	(\$7.50)	(\$7.50)	(\$7.50)	(\$7.50)	(\$6.00)	(\$6.00)
Differential, Gas (\$/Mcf)	(\$0.60)	(\$0.60)	(\$0.60)	(\$0.60)	\$0.03	\$0.03
Differential, NGL (% of Strip)	40%	40%	40%	40%	65%	65%
BTU Factor* (Btu/scf)	1,083	1,083	1,083	1,083	1,000	1,000
Residual Shrink (%)	85%	80%	85%	80%	95%	90%
Royalty (%)	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%

### Results

NPV10 at Strip <sup>(2)</sup> (\$MM)	\$4.0	\$5.3	\$8.0	\$10.3	\$9.8	\$16.2
IRR at Strip <sup>(3)</sup> (%)	35%	53%	44%	67%	47%	115%
F & D (\$/Mcf)	\$0.54	\$0.65	\$0.49	\$0.59	\$0.44	\$0.42

Source: DrillingInfo, IHS, Company data. Antero assumptions based on Antero publicly disclosed information.

Note: TPH B assumes 40% ethane recovery; Antero assumes ethane rejection.

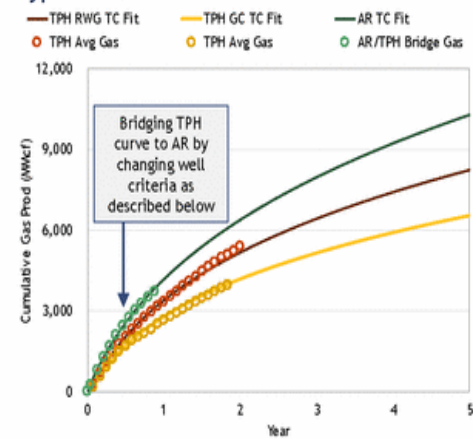
(1) Assumes 100% AM water & processing fees.

(2) Antero Variable LOE is \$1.99 / Mcfe (applied on total equivalent production) and includes midstream and transportation expenses.

(3) BTU uplift is included in the +\$0.03 gas differential.

(4) Economics run at 5 year strip as of 3/29/2018.

## Type Curve Plot



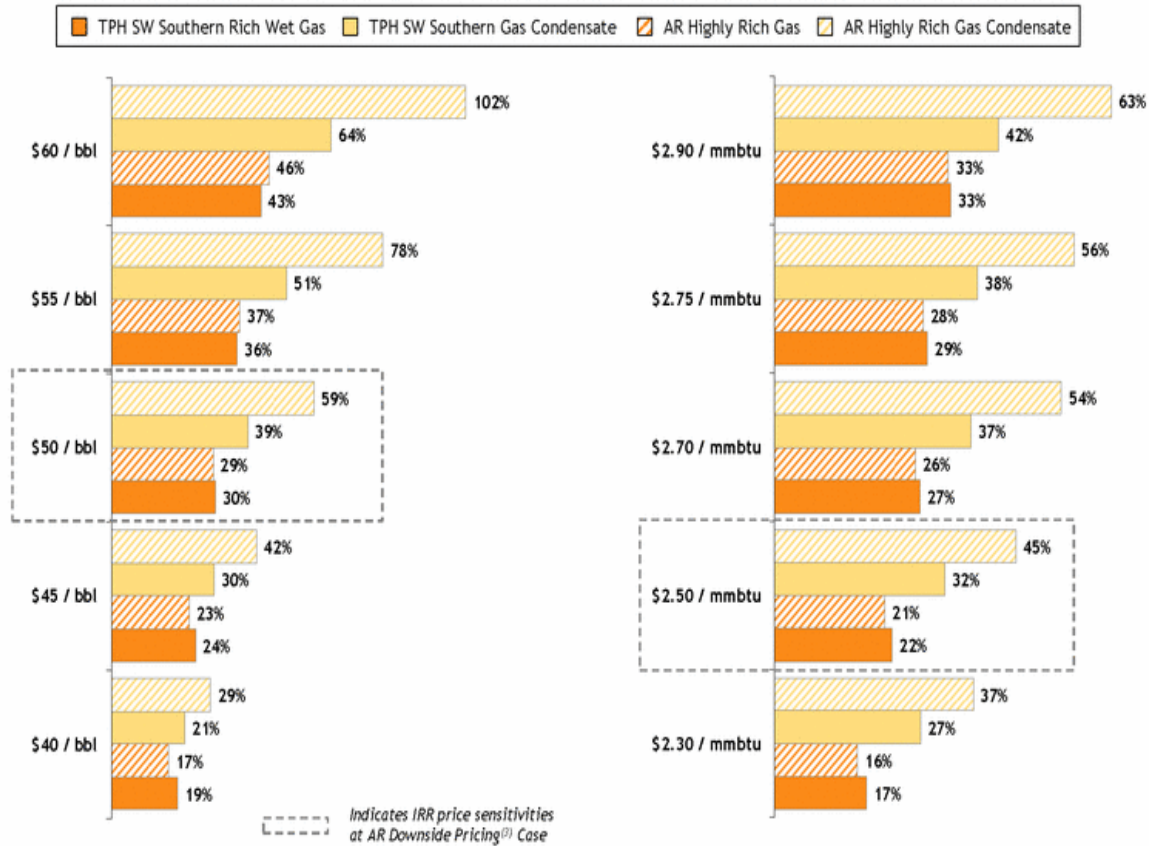
## Selected Observations

- TPH type well criteria
  - Operators: All
  - Vintage Cut-Off: 2015+
    - WV only reports data annually
  - Proppant Cut-Off: 1,500+ lb/ft
  - Stage Spacing Cut-Off: <200 ft
  - Segregated by fluid window
- A type curve similar to Antero's publicly disclosed curve can be observed by filtering the data to observe:
  - Only AR operated wells
  - 2016+ vintage cut-off
  - All fluid windows

# IRR Price Sensitivities

Oil Price Sensitivity<sup>(1)</sup>

Gas Price Sensitivity<sup>(2)</sup>



Source: Antero assumptions based on Antero publicly disclosed information.  
Note: TPH IB assumes 40% ethane recovery; Antero assumes ethane rejection.

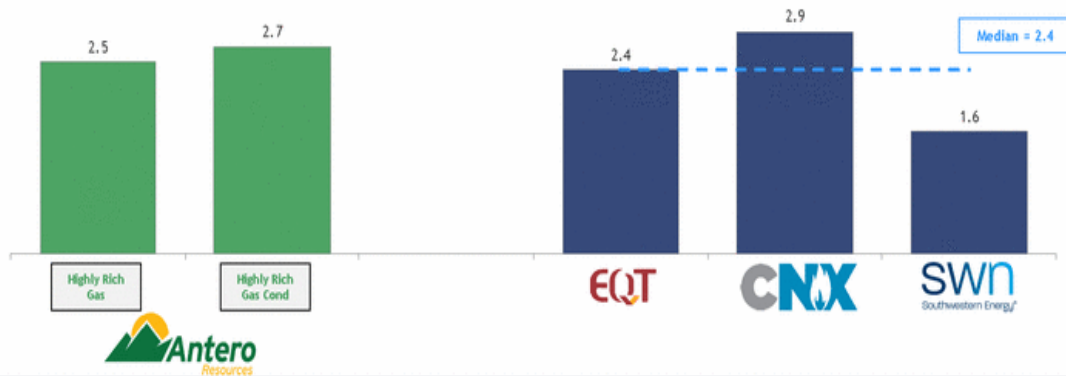
(1) Hold: Gas price flat at \$2.80 / mmbtu.

(2) Hold: Oil price flat at \$50 / bbl.

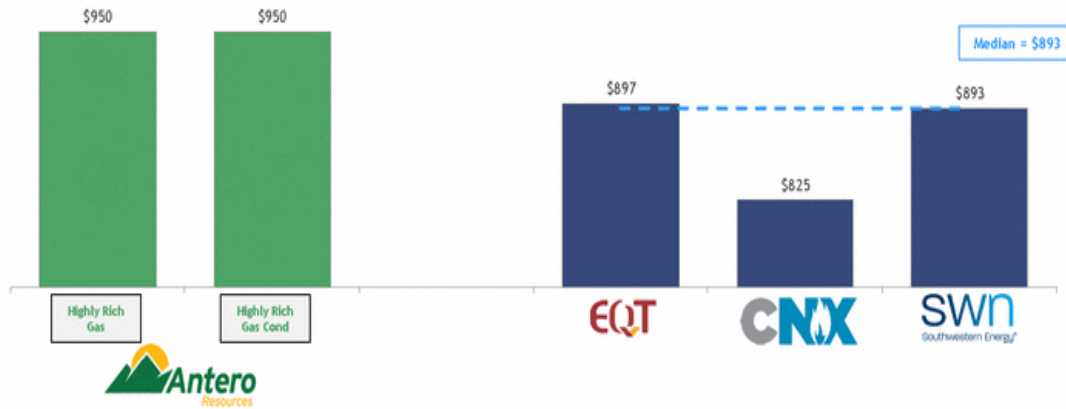
(3) "AR Downside Pricing Case" applies \$2.50 natural gas / \$50 oil pricing to "AR Base Volumes Case" production.

# EUR / D&C Benchmarking

EUR (Bcfe / 1,000')



D&C (\$ / ft)



Source: Company IR materials. Antero assumptions based on Antero publicly disclosed information.



## About The Firm

Tudor, Pickering, Holt & Co. is an integrated energy investment and merchant bank, providing high quality advice and services to institutional and corporate clients. Through the company's two broker-dealer units, Tudor, Pickering, Holt & Co. Securities, Inc. (TPHCSI) and Tudor Pickering Holt & Co Advisors LP (TPHCA), members FINRA, the company offers securities and investment banking services to the energy community. TPH Asset Management LP (TPHAM) is an SEC registered investment adviser that delivers a suite of energy investment strategies. TPH Partners Group LP is a relying advisor of TPHAM. Certain employees of TPHAM are also employees of TPHCSI.

The firm, headquartered in Houston, Texas, has approximately 170 employees and offices in Calgary, Canada; Denver, Colorado; and New York, New York. Its affiliate, Tudor, Pickering Holt & Co. International, LLP, is located in London, England. Its Canadian affiliate, Tudor Pickering Holt & Co Securities - Canada LP, is located in Calgary, Alberta.

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# Project Alpine

Special Committee Supplemental Materials

June 30, 2018

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# Prior vs. Current

Since June 28, 2018 Special Committee Meeting

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- Adjusted SQ AM 2018E distribution / unit to reflect the sum of the distributions for Q3 & Q4 2018E
  - Prior materials utilized one half of the 2018E distribution (current at \$0.91 vs. prior at \$0.86)

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## I. AMGP Proposal

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# After-Tax Distribution For Average Unitholder

## Calculation Detail For AMGP Proposal

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SQ AM After-Tax Distribution Calculation					
	2H 2018	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Interest Expense	(\$38)	(\$90)	(\$114)	(\$132)	(\$143)
- IIR Distributions	(\$82)	(\$27)	(\$357)	(\$464)	(\$592)
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity In Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
<b>Taxable Income Before Tax Depreciation</b>	<b>248</b>	<b>613</b>	<b>688</b>	<b>750</b>	<b>833</b>
Overseer Description	103%	103%	103%	103%	103%
<b>Taxable Income Before Tax Depreciation</b>	<b>256</b>	<b>631</b>	<b>708</b>	<b>772</b>	<b>858</b>
Tax Depreciation	(\$23)	(\$88)	(\$42)	(\$48)	(\$44)
<b>Net Income</b>	<b>3</b>	<b>43</b>	<b>66</b>	<b>124</b>	<b>214</b>
AM Shares Outstanding	188.1	188.1	188.1	188.1	188.1
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Average Tax Basis per Unit	\$23.27	\$21.57	\$19.61	\$17.11	\$14.35
Less: Return of Capital per Unit <sup>(1)</sup>	(\$1.70)	(\$1.96)	(\$2.50)	(\$2.76)	(\$2.96)
Average EoY Basis per Unit	\$21.57	\$19.61	\$17.11	\$14.35	\$11.39
<b>Income Tax</b>					
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Income Tax Rate	29.6%	29.6%	29.6%	29.6%	29.6%
<b>Income Taxes / Unit</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.01</b>	<b>\$0.01</b>
<b>Before Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>
Tax / Unit	\$0.00	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)
<b>After Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.41</b>	<b>\$4.09</b>

PF AMGP After-Tax Dividend Calculation					
	2H 2018	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity In Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
- Interest Expense	(\$37)	(\$90)	(\$110)	(\$126)	(\$124)
- Depreciation of Goodwill and Current Assets	(\$90)	(\$70)	(\$02)	(\$40)	(\$48)
- Additional Depreciation from Step Up In Basis	(\$27)	(\$79)	(\$87)	(\$81)	(\$04)
- Capex Expense for Tangible Assets	(\$33)	(\$64)	(\$76)	(\$52)	(\$52)
- Interest Expense add-back	0	0	0	0	12
<b>Taxable Income Before NOLs</b>	<b>(\$179)</b>	<b>(\$162)</b>	<b>(\$17)</b>	<b>\$27</b>	<b>\$144</b>
- NOLs applied from previous years	30	50	50	(\$21)	(\$275)
<b>Taxable Income</b>	<b>(\$149)</b>	<b>(\$112)</b>	<b>(\$67)</b>	<b>\$6</b>	<b>\$69</b>
AMGP Taxable Income	(\$179)	(\$162)	(\$17)	\$5	\$69
+ NOL Utilization	-	-	-	21	275
- Payment of Income Taxes	-	-	-	1	17
+/- Change in depreciation (MACRS vs ADS SL)	(8)	32	64	16	(35)
+ Tangible Asset Capex	133	164	176	352	352
<b>Current Earnings &amp; Profits</b>	<b>(\$54)</b>	<b>\$34</b>	<b>\$223</b>	<b>\$193</b>	<b>\$643</b>
Current Dist. from AMGP to Shareholders	329	698	900	1,080	1,296
Qualified Dividend <sup>(2)</sup>	RoC	Cum EBP	Cum EBP	Cum EBP	Cum EBP
Return of Capital <sup>(3)</sup>	329	-	-	-	-
Qualified Dividend <sup>(2)</sup>	-	34	223	393	643
Partial Return of Capital <sup>(3)</sup>	-	663	677	687	653
Percentage RoC	100%	95%	75%	64%	50%
Percentage QD	0%	9%	25%	36%	50%
Shares Outstanding	505.6	505.6	505.6	505.6	505.6
Tax Basis/Share	\$19.11	\$18.46	\$17.15	\$15.81	\$14.45
- Return of Capital	(\$0.45)	(\$1.31)	(\$1.34)	(\$1.36)	(\$1.29)
<b>EoY Basis</b>	<b>\$18.46</b>	<b>\$17.15</b>	<b>\$15.81</b>	<b>\$14.45</b>	<b>\$13.16</b>
Return of Capital Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Qualified Dividend Taxes	\$0.00	\$0.02	\$0.11	\$0.19	\$0.30
<b>Before Tax PF AMGP Dividend Per Share</b>	<b>\$0.48</b>	<b>\$1.38</b>	<b>\$1.78</b>	<b>\$2.14</b>	<b>\$2.56</b>
Total Tax per Share	\$-	\$0.02	\$0.11	\$0.19	\$0.30
Implied Tax Rate	0%	1%	6%	9%	12%
<b>After-Tax PF AMGP Dividend Per Share</b>	<b>\$0.48</b>	<b>\$1.36</b>	<b>\$1.68</b>	<b>\$1.95</b>	<b>\$2.26</b>
Tax Adjusted Implied XR	1.493x	1.493x	1.493x	1.493x	1.493x
<b>PF After Tax AM Dividend XR Adjusted Share</b>	<b>\$0.71</b>	<b>\$2.04</b>	<b>\$2.90</b>	<b>\$2.91</b>	<b>\$3.38</b>

Source: Management projections and FactSet as of 6/21/18.

- (1) Return of capital per share / unit calculated as the total distributions to holders when Current Earnings & Profits are less than 0.
- (2) Qualified dividend calculated as equal to the lesser of Current Earnings & Profits or Distributions to Shareholder assuming Current Earnings & Profit is greater than 0.
- (3) Partial Return of Capital is calculated as the difference between Distributions to Shareholders and Current Earnings & Profits assuming Qualified Dividends are applicable.

TUDOR PICKERING  
HOLT & CO. ENERGY INVESTMENT & MERCHANT BANKING

# After-Tax Dividend Distribution Analysis

AMGP Proposal | AR Base Case | Valuation Effective Date: 6/30/2018

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## AM: Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$36.63	\$40.45	\$45.54
	10.0%	\$34.26	\$37.81	\$42.54
	12.0%	\$32.09	\$35.39	\$39.79

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(1,2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.91	\$2.21	\$2.85	\$3.41	\$4.10
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.87	\$1.91	\$2.24	\$2.44	
<b>Disc. LP Dist. Total</b>					\$7.47
Terminal Yield					7.0%
<b>Implied Terminal Future Value per Unit</b>					\$58.57
<b>Tax Calculation:</b>					
Average Purchase Price		\$26.64			
Existing RoC		(\$3.37)			
<b>Beginning Tax Basis</b>		<b>\$23.27</b>			
	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Unit	\$23.27	\$21.57	\$19.61	\$17.11	\$14.35
Less: Return of Capital / Unit	(1.70) <sup>(3)</sup>	(1.96)	(2.50)	(2.76)	
<b>Avg. EDY Basis / Unit</b>	<b>\$21.57</b>	<b>\$19.61</b>	<b>\$17.11</b>	<b>\$14.35</b>	

<b>Implied Terminal Value per Unit</b>	\$58.57
Capital Gain	\$31.93
Ordinary Gain	\$12.29
<b>Total Gain</b>	<b>\$44.22</b>
Average Assumed Passive Activity Loss at YE 2021	(\$0.14)
<b>Total Tax on Gain per Unit</b>	
Tax on Ordinary Gain - 33.4%	\$4.25
Tax on Capital Gain - 23.8%	7.60
State Tax on Ordinary Income - 5.2%	0.64
State Tax on Capital Gain - 5.2%	1.66
<b>Total Tax on Gain</b>	<b>\$14.14</b>
Total Effective Tax Rate	32.0%
After-Tax Future Value per Unit	\$44.43
Terminal Disc. Factor	0.683
<b>Implied Present Value per Unit</b>	<b>\$37.81</b>

## PF AMGP: Discounted Distribution Analysis

XR Adjusted PF AMGP Implied Share Price | 1.493x

		2022E Distribution Yield		
		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$39.04	\$43.79	\$50.45
	10.0%	\$36.47	\$40.88	\$47.07
	12.0%	\$34.11	\$38.22	\$43.97

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP BT Dist. per Share					\$2.56
PF AMGP AT Dist. per Share	\$0.48	\$1.36	\$1.68	\$1.95	
Discount Factor	0.953	0.866	0.787	0.716	
PV of PF AMGP Dist. per Share	\$0.45	\$1.18	\$1.32	\$1.40	
<b>Disc. PF AMGP Dist. Total</b>					\$4.35
Terminal Yield					6.0%
<b>Implied Terminal Value per Share</b>					\$42.72
<b>Tax Calculation:</b>					
Average Purchase Price		\$30.58			
Acquirer Share Price		\$19.11			
<b>Beginning Tax Basis</b>		<b>\$19.11</b>			
	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Share	\$19.11	\$18.46	\$17.15	\$15.81	\$14.45
Less: Return of Capital / Share	(\$0.65)	(\$1.31)	(\$1.34)	(\$1.36)	
<b>Avg. EDY Basis / Share</b>	<b>\$18.46</b>	<b>\$17.15</b>	<b>\$15.81</b>	<b>\$14.45</b>	

<b>Implied Terminal Value per Unit</b>	\$42.72
Capital Gain	\$23.61
Ordinary Gain	\$4.66
<b>Total Gain</b>	<b>\$28.27</b>
<b>Total Tax on Gain per Unit</b>	
Tax on Ordinary Gain - 40.8%	\$1.90
Tax on Capital Gain - 23.8%	5.62
State Tax on Ordinary Income - 5.2%	0.24
State Tax on Capital Gain - 5.2%	1.22
<b>Total Tax on Gain</b>	<b>\$8.99</b>
Total Effective Tax Rate	31.8%
After-Tax Future Value per Share	\$33.74
Terminal Disc. Factor	0.683
<b>Implied Present Value per Share</b>	<b>\$27.38</b>
Exchange Ratio	1.493x
<b>XR Adjusted Implied Present Value per Unit</b>	<b>\$40.88</b>

Source: Management projections and FactSet as of 6/21/18.

Note: Tax calculations provided by Management. Ordinary gain tax rate for AM accounts for Federal ordinary income tax rate of 37%, individual MLP investor deduction rate of 20% and 3.8% ACA tax rate.

Ordinary gain tax rate for PF AMGP accounts for Federal ordinary income tax rate of 37% and 3.8% ACA tax rate.

(1) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates.

(2) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

(3) Return of Capital / Unit (Share) for full year 2018.

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# After-Tax Dividend Distribution Analysis

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AMGP Proposal | AR Downside Volumes Case | Valuation Effective Date: 6/30/2018

## AM: Discounted Distribution Analysis Distributions Attributable to LP Unitholders

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$30.42	\$33.61	\$37.86
	10.0%	\$28.48	\$31.44	\$35.39
	12.0%	\$26.69	\$29.45	\$33.12

## Discounted Distribution Analysis Supplemental Calculation Detail<sup>(1,2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.86	\$2.14	\$2.58	\$2.96	\$3.42
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.82	\$1.86	\$2.03	\$2.12	
<b>Disc. LP Dist. Total</b>					\$6.83
Terminal Yield					7.0%
<b>Implied Terminal Future Value per Unit</b>					\$48.86
<b>Tax Calculation:</b>					
Average Purchase Price		\$26.64			
Existing RoC		(\$3.37)			
<b>Beginning Tax Basis</b>		<b>\$23.27</b>			
	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Unit	\$23.27	\$21.56	\$19.41	\$16.91	\$14.14
Less: Return of Capital / Unit	(1.72) <sup>(1)</sup>	(2.15)	(2.50)	(2.78)	
<b>Avg. EDY Basis / Unit</b>	<b>\$21.56</b>	<b>\$19.41</b>	<b>\$16.91</b>	<b>\$14.14</b>	

<b>Implied Terminal Value per Unit</b>	\$48.86
Capital Gain	\$22.22
Ordinary Gain	\$12.50
<b>Total Gain</b>	<b>\$34.72</b>
Average Assumed Passive Activity Loss at YE 2021	(\$1.55)
<b>Total Tax on Gain per Unit</b>	
Tax on Ordinary Gain - 33.4%	\$5.72
Tax on Capital Gain - 23.8%	5.29
State Tax on Ordinary Income - 5.2%	0.65
State Tax on Capital Gain - 5.2%	1.15
<b>Total Tax on Gain</b>	<b>\$12.81</b>
Total Effective Tax Rate	36.9%
After-Tax Future Value per Unit	\$36.04
Terminal Disc. Factor	0.683
<b>Implied Present Value per Unit</b>	<b>\$31.44</b>

## PF AMGP: Discounted Distribution Analysis XR Adjusted PF AMGP Implied Share Price | 1.493x

		2022E Distribution Yield		
		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$31.59	\$35.20	\$40.25
	10.0%	\$29.52	\$32.88	\$37.57
	12.0%	\$27.63	\$30.75	\$35.12

## Discounted Distribution Analysis Supplemental Calculation Detail<sup>(2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP BT Dist. per Share					\$1.95
PF AMGP AT Dist. per Share	\$0.44	\$1.17	\$1.50	\$1.60	
Discount Factor	0.953	0.866	0.787	0.716	
PV of PF AMGP Dist. per Share	\$0.42	\$1.02	\$1.18	\$1.15	
<b>Disc. PF AMGP Dist. Total</b>					\$3.76
Terminal Yield					6.0%
<b>Implied Terminal Value per Share</b>					\$32.43
<b>Tax Calculation:</b>					
Average Purchase Price		\$30.58			
Acquirer Share Price		\$19.11			
<b>Beginning Tax Basis</b>		<b>\$19.11</b>			
	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Share	\$19.11	\$18.50	\$17.33	\$16.22	\$15.15
Less: Return of Capital / Share	(\$0.61)	(\$1.17)	(\$1.11)	(\$1.07)	
<b>Avg. EDY Basis / Share</b>	<b>\$18.50</b>	<b>\$17.33</b>	<b>\$16.22</b>	<b>\$15.15</b>	

<b>Implied Terminal Value per Unit</b>	\$32.43
Capital Gain	\$13.32
Ordinary Gain	\$3.96
<b>Total Gain</b>	<b>\$17.28</b>
<b>Total Tax on Gain per Unit</b>	
Tax on Ordinary Gain - 40.8%	\$1.62
Tax on Capital Gain - 23.8%	3.17
State Tax on Ordinary Income - 5.2%	0.21
State Tax on Capital Gain - 5.2%	0.69
<b>Total Tax on Gain</b>	<b>\$5.68</b>
Total Effective Tax Rate	32.9%
After-Tax Future Value per Share	\$26.74
Terminal Disc. Factor	0.683
<b>Implied Present Value per Share</b>	<b>\$22.02</b>
Exchange Ratio	1.493x
<b>XR Adjusted Implied Present Value per Unit</b>	<b>\$32.88</b>

Source: Management projections and FactSet as of 6/21/18.

Note: Tax calculations provided by Management. Ordinary gain tax rate for AM accounts for Federal ordinary income tax rate of 37%, individual MLP investor deduction rate of 20% and 3.8% ACA tax rate. Ordinary gain tax rate for PF AMGP accounts for Federal ordinary income tax rate of 37% and 3.8% ACA tax rate.

(1) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates.

(2) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

(3) Return of Capital / Unit (Share) for full year 2018.

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## II. Potential Counterproposal

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# After-Tax Distribution For Average Unitholder

## Calculation Detail For Potential Counterproposal

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SQ AM After-Tax Distribution Calculation					
	2H 2018	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Interest Expense	(\$38)	(\$90)	(\$114)	(\$132)	(\$143)
- IFR Distributions	(\$82)	(\$237)	(\$357)	(\$464)	(\$592)
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
<b>Taxable Income Before Tax Depreciation</b>	<b>248</b>	<b>613</b>	<b>688</b>	<b>750</b>	<b>833</b>
Overseer Description	103%	103%	103%	103%	103%
<b>Taxable Income Before Tax Depreciation</b>	<b>256</b>	<b>631</b>	<b>708</b>	<b>772</b>	<b>858</b>
Tax Depreciation	(\$23)	(\$88)	(\$42)	(\$48)	(\$44)
<b>Net Income</b>	<b>3</b>	<b>43</b>	<b>66</b>	<b>124</b>	<b>214</b>
AM Shares Outstanding	188.1	188.1	188.1	188.1	188.1
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Average Tax Basis per Unit	\$23.27	\$21.57	\$19.61	\$17.11	\$14.35
Less: Return of Capital per Unit <sup>(1)</sup>	(\$1.70)	(\$1.96)	(\$2.50)	(\$2.76)	(\$2.96)
Average EoF Basis per Unit	\$21.57	\$19.61	\$17.11	\$14.35	\$11.39
<b>Income Tax</b>					
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Income Tax Rate	29.6%	29.6%	29.6%	29.6%	29.6%
<b>Income Taxes / Unit</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.01</b>	<b>\$0.01</b>
<b>Before Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>
Tax / Unit	\$0.00	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)
<b>After Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.41</b>	<b>\$4.09</b>

PF AMGP After-Tax Dividend Calculation					
	2H 2018	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
+ Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
- Interest Expense	(47)	(108)	(129)	(146)	(116)
- Depreciation of Goodwill and Current Assets	(38)	(740)	(674)	(631)	(619)
- Additional Depreciation from Step Up in Basis	(27)	(179)	(287)	(281)	(204)
- Capex Expense for Tangible Assets	(133)	(164)	(176)	(352)	(352)
- Interest Expense Add-back	0	0	0	0	40
<b>Taxable Income Before NOLs</b>	<b>(\$224)</b>	<b>(\$251)</b>	<b>(\$108)</b>	<b>(\$64)</b>	<b>\$310</b>
- NOLs applied from previous years	\$0	\$0	\$0	\$0	(\$248)
<b>Taxable Income</b>	<b>(\$224)</b>	<b>(\$251)</b>	<b>(\$108)</b>	<b>(\$64)</b>	<b>\$62</b>
AMGP Taxable Income	(\$224)	(\$251)	(\$108)	(\$64)	\$62
+ NOL Utilization	-	-	-	-	248
- Payment of Income Taxes	-	-	-	-	16
+/- Change in depreciation (MACRS vs ADS SL)	(8)	32	64	16	(35)
+ Tangible Asset Capex	133	164	176	352	352
<b>Current Earnings &amp; Profits</b>	<b>(\$99)</b>	<b>(\$55)</b>	<b>\$132</b>	<b>\$304</b>	<b>\$611</b>
Current Dist. from AMGP to Shareholders	322	682	883	1,064	1,279
Qualified Dividend <sup>(2)</sup>	RoC	RoC	Cum EBP	Cum EBP	Cum EBP
Return of Capital <sup>(3)</sup>	322	682	-	-	-
Qualified Dividend <sup>(2)</sup>	-	-	132	304	611
Partial Return of Capital <sup>(3)</sup>	-	-	751	760	669
Percentage RoC	100%	100%	85%	71%	52%
Percentage QD	0%	0%	15%	29%	48%
Shares Outstanding	524.4	524.4	524.4	524.4	524.4
Tax Basis/Share	\$19.11	\$18.50	\$17.20	\$15.76	\$14.31
- Return of Capital	(\$0.41)	(\$1.30)	(\$1.43)	(\$1.45)	(\$1.28)
<b>EoF Basis</b>	<b>\$18.50</b>	<b>\$17.20</b>	<b>\$15.76</b>	<b>\$14.31</b>	<b>\$13.04</b>
Return of Capital Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Qualified Dividend Taxes	\$0.00	\$0.00	\$0.06	\$0.14	\$0.28
<b>Before Tax PF AMGP Dividend Per Share</b>	<b>\$0.44</b>	<b>\$1.30</b>	<b>\$1.68</b>	<b>\$2.03</b>	<b>\$2.44</b>
Total Tax per Share	\$-	\$-	\$0.06	\$0.14	\$0.28
Implied Tax Rate	-%	-%	3%	7%	11%
<b>After-Tax PF AMGP Dividend Per Share</b>	<b>\$0.44</b>	<b>\$1.30</b>	<b>\$1.62</b>	<b>\$1.89</b>	<b>\$2.16</b>
Exchange Ratio	1.700x	1.700x	1.700x	1.700x	1.700x
<b>PF After Tax AM Dividend XR Adjusted Share</b>	<b>\$0.76</b>	<b>\$2.21</b>	<b>\$2.76</b>	<b>\$3.21</b>	<b>\$3.68</b>

Source: Management projections and FactSet as of 6/21/18.

- (1) Return of capital per share / unit calculated as the total distributions to holders when Current Earnings & Profits are less than 0.
- (2) Qualified dividend calculated as equal to the lesser of Current Earnings & Profits or Distributions to Shareholder assuming Current Earnings & Profit is greater than 0.
- (3) Partial Return of Capital is calculated as the difference between Distributions to Shareholders and Current Earnings & Profits assuming Qualified Dividends are applicable.

# After-Tax Dividend Distribution Analysis

CONFIDENTIAL DRAFT  
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Potential Counterproposal | AR Base Case | Valuation Effective Date: 6/30/2018

## AM: Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

Discount Rate	2022E Distribution Yield		
	8.0%	7.0%	6.0%
8.0%	\$36.63	\$40.45	\$45.54
10.0%	\$34.26	\$37.81	\$42.54
12.0%	\$32.09	\$35.39	\$39.79

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(1,2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.91	\$2.21	\$2.85	\$3.41	\$4.10
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.87	\$1.91	\$2.24	\$2.44	
<b>Disc. LP Dist. Total</b>					\$7.47
Terminal Yield					7.0%
<b>Implied Terminal Future Value per Unit</b>					\$58.57
<b>Tax Calculation:</b>					
Average Purchase Price	\$26.64				
Existing RoC	(\$3.37)				
<b>Beginning Tax Basis</b>	<b>\$23.27</b>				

	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Unit	\$23.27	\$21.57	\$19.61	\$17.11	\$14.35
Less: Return of Capital / Unit	(1.70) <sup>(1)</sup>	(1.96)	(2.20)	(2.76)	
<b>Avg. EDY Basis / Unit</b>	<b>\$21.57</b>	<b>\$19.61</b>	<b>\$17.11</b>	<b>\$14.35</b>	

<b>Implied Terminal Value per Unit</b>	\$58.57
Capital Gain	\$31.93
Ordinary Gain	\$12.29
<b>Total Gain</b>	<b>\$44.22</b>
Average Assumed Passive Activity Loss at YE 2021	(\$0.14)
<b>Total Tax on Gain per Unit</b>	
Tax on Ordinary Gain - 33.4%	\$4.25
Tax on Capital Gain - 23.8%	7.60
State Tax on Ordinary Income - 5.2%	0.64
State Tax on Capital Gain - 5.2%	1.66
<b>Total Tax on Gain</b>	<b>\$14.14</b>
Total Effective Tax Rate	32.0%
After-Tax Future Value per Unit	\$44.43
Terminal Disc. Factor	0.683
<b>Implied Present Value per Unit</b>	<b>\$37.81</b>

## PF AMGP: Discounted Distribution Analysis

XR Adjusted PF AMGP Implied Share Price | 1.700x

Discount Rate	2022E Distribution Yield		
	7.0%	6.0%	5.0%
8.0%	\$42.50	\$47.65	\$54.86
10.0%	\$39.70	\$44.48	\$51.19
12.0%	\$37.13	\$41.59	\$47.82

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(2,3)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP BT Dist. per Share					\$2.44
PF AMGP AT Dist. per Share	\$0.44	\$1.30	\$1.62	\$1.89	
Discount Factor	0.953	0.866	0.787	0.716	
PV of PF AMGP Dist. per Share	\$0.42	\$1.13	\$1.28	\$1.35	
<b>Disc. PF AMGP Dist. Total</b>					\$4.18
Terminal Yield					6.0%
<b>Implied Terminal Value per Share</b>					\$40.66
<b>Tax Calculation:</b>					
Average Purchase Price	\$35.99				
Acquirer Share Price	\$19.11				
<b>Beginning Tax Basis</b>	<b>\$19.11</b>				

	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Share	\$19.11	\$18.50	\$17.20	\$15.76	\$14.31
Less: Return of Capital / Share	(\$0.61)	(\$1.30)	(\$1.43)	(\$1.45)	
<b>Avg. EDY Basis / Share</b>	<b>\$18.50</b>	<b>\$17.20</b>	<b>\$15.76</b>	<b>\$14.31</b>	

<b>Implied Terminal Value per Unit</b>	\$40.66
Capital Gain	\$21.55
Ordinary Gain	\$4.80
<b>Total Gain</b>	<b>\$26.35</b>
<b>Total Tax on Gain per Unit</b>	
Tax on Ordinary Gain - 40.8%	\$1.96
Tax on Capital Gain - 23.8%	5.13
State Tax on Ordinary Income - 5.2%	0.25
State Tax on Capital Gain - 5.2%	1.12
<b>Total Tax on Gain</b>	<b>\$8.45</b>
Total Effective Tax Rate	32.1%
After-Tax Future Value per Share	\$32.21
Terminal Disc. Factor	0.683
<b>Implied Present Value per Share</b>	<b>\$26.17</b>
Exchange Ratio	1.700x
<b>XR Adjusted Implied Present Value per Unit</b>	<b>\$44.48</b>

Source: Management projections and FactSet as of 6/21/18.

Note: Tax calculations provided by Management. Ordinary gain tax rate for AM accounts for federal ordinary income tax rate of 37%, individual MLP investor deduction rate of 20% and 3.8% ACA tax rate. Ordinary gain tax rate for PF AMGP accounts for federal ordinary income tax rate of 37% and 3.8% ACA tax rate.

(1) Assume all passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates.  
(2) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.  
(3) Assume cash consideration of \$3.50 used to pay for transaction related tax expenses.  
(4) Return of Capital / Unit (Share) for full year 2018.

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# After-Tax Dividend Distribution Analysis

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Potential Counterproposal | AR Downside Volumes Case | Valuation Effective Date: 6/30/2018

## AM: Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

Discount Rate	2022E Distribution Yield		
	8.0%	7.0%	6.0%
8.0%	\$30.42	\$33.61	\$37.86
10.0%	\$28.48	\$31.44	\$35.39
12.0%	\$26.69	\$29.45	\$33.12

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(1),(2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.86	\$2.14	\$2.58	\$2.96	\$3.42
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.82	\$1.86	\$2.03	\$2.12	
<b>Disc. LP Dist. Total</b>					\$6.83
Terminal Yield					7.0%
<b>Implied Terminal Future Value per Unit</b>					\$48.86
<b>Tax Calculation:</b>					
Average Purchase Price	\$26.64				
Existing RoC	(\$3.37)				
<b>Beginning Tax Basis</b>	<b>\$23.27</b>				

	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Unit	\$23.27	\$21.56	\$19.41	\$16.91	\$14.14
Less: Return of Capital / Unit	(11.72) <sup>(4)</sup>	(2.15)	(2.20)	(2.78)	
<b>Avg. EDY Basis / Unit</b>	<b>\$21.56</b>	<b>\$19.41</b>	<b>\$16.91</b>	<b>\$14.14</b>	

<b>Implied Terminal Value per Unit</b>	\$48.86
Capital Gain	\$22.22
Ordinary Gain	\$12.50
<b>Total Gain</b>	<b>\$34.72</b>
Average Assumed Passive Activity Loss at YE 2021	(\$1.55)

<b>Total Tax on Gain per Unit</b>	
Tax on Ordinary Gain - 33.4%	\$5.72
Tax on Capital Gain - 23.8%	5.29
State Tax on Ordinary Income - 5.2%	0.65
State Tax on Capital Gain - 5.2%	1.15
<b>Total Tax on Gain</b>	<b>\$12.81</b>
Total Effective Tax Rate	36.9%
After-Tax Future Value per Unit	\$36.04
Terminal Disc. Factor	0.683
<b>Implied Present Value per Unit</b>	<b>\$31.44</b>

## PF AMGP: Discounted Distribution Analysis

XR Adjusted PF AMGP Implied Share Price | 1.700x

Discount Rate	2022E Distribution Yield		
	7.0%	6.0%	5.0%
8.0%	\$35.78	\$39.90	\$45.67
10.0%	\$33.43	\$37.26	\$42.62
12.0%	\$31.28	\$34.84	\$39.83

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(2),(3)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP BT Dist. per Share					\$1.95
PF AMGP AT Dist. per Share	\$0.41	\$1.10	\$1.46	\$1.60	
Discount Factor	0.953	0.866	0.787	0.716	
PV of PF AMGP Dist. per Share	\$0.39	\$0.95	\$1.15	\$1.14	
<b>Disc. PF AMGP Dist. Total</b>					\$3.64
Terminal Yield					6.0%
<b>Implied Terminal Value per Share</b>					\$32.54
<b>Tax Calculation:</b>					
Average Purchase Price	\$35.99				
Acquirer Share Price	\$19.11				
<b>Beginning Tax Basis</b>	<b>\$19.11</b>				

	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Share	\$19.11	\$18.53	\$17.43	\$16.23	\$15.06
Less: Return of Capital / Share	(\$0.58)	(\$1.10)	(\$1.21)	(\$1.17)	
<b>Avg. EDY Basis / Share</b>	<b>\$18.53</b>	<b>\$17.43</b>	<b>\$16.23</b>	<b>\$15.06</b>	

<b>Implied Terminal Value per Unit</b>	\$32.54
Capital Gain	\$13.43
Ordinary Gain	\$4.05
<b>Total Gain</b>	<b>\$17.48</b>

<b>Total Tax on Gain per Unit</b>	
Tax on Ordinary Gain - 40.8%	\$1.65
Tax on Capital Gain - 23.8%	3.20
State Tax on Ordinary Income - 5.2%	0.21
State Tax on Capital Gain - 5.2%	0.70
<b>Total Tax on Gain</b>	<b>\$5.75</b>
Total Effective Tax Rate	32.9%
After-Tax Future Value per Share	\$26.78
Terminal Disc. Factor	0.683
<b>Implied Present Value per Share</b>	<b>\$21.92</b>
Exchange Ratio	1.700x
<b>XR Adjusted Implied Present Value per Unit</b>	<b>\$37.26</b>

Source: Management projections and FactSet as of 6/21/18.

Note: Tax calculations provided by Management. Ordinary gain tax rate for AM accounts for federal ordinary income tax rate of 37%, individual MLP investor deduction rate of 20% and 3.8% ACA tax rate. Ordinary gain tax rate for PF AMGP accounts for federal ordinary income tax rate of 37% and 3.8% ACA tax rate.

(1) Assume all passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates.

(2) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

(3) Assume cash consideration of \$3.50 used to pay for transaction related tax expenses.

(4) Return of Capital / Unit (Share) for full year 2018.

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# Project Alpine

Counterproposal Materials

July 12, 2018

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# Observations on AMGP Proposal

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- AMGP share price does not reflect the dilutive impact of Series B exchange
- Taxable transaction unduly burdens public unitholders; pro forma dividend taxes are significantly higher than status quo distribution taxes
- Benefits of transaction, such as distribution accretion, should be shared in a more balanced manner
- These factors suggest AMGP's proposal is well below market and any measure of implied intrinsic value
- Public AM unitholders would own less than 30% of the PF C-corp, with little practical governance benefit
- Given AM's yield and growth profile, there is no near-term compelling driver for AM to do a transaction

# Historical XR & Distribution Comparison

Since AMGP IPO (5/4/17)

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(\$ in millions, unless otherwise noted)

## Historical AM/AMGP Exchange Ratio



Source: Company Filings, Facts&at as of 7/30/18.

(1) Adjusted to reflect proposed Series B conversion, with AMGP share price calculated as (AMGP equity value + [(AMGP equity value - \$20n) x 6%]) / (AMGP fully diluted shares outstanding + 18.5mm).

(2) Proposal % Premium / (Discount) calculated as premium / (discount) between current proposal (1.600x) and adjusted XR.

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# Transaction Tax Implications

At AMGP Proposal

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## Average Tax Basis Calculation<sup>(1)</sup>

- Average tax basis of \$23.27 per unit for public AM unitholders as of YE 2017

Unitholder	Active Units	EOY 2017 Basis
Antero Resources	90,841,730	\$2.01
Other Non-Public Unitholders	8,028,605	25.70
Public Unitholders	94,757,401	23.27
<b>Total Active Units</b>	<b>193,627,736</b>	
<b>Average EOY 2017 Basis for Public Unitholders</b>		<b>\$23.27</b>
<b>Average EOY 2017 Basis for IPO Investors</b>		<b>\$20.51</b>

## Cash Consideration Required to Avoid Share Selling

For Average Unitholder		For IPO Investor - IPO Basis <sup>(4)</sup>	
AMGP Share Price	\$19.20	AMGP Share Price	\$19.20
Exchange Ratio	1.600x	Exchange Ratio	1.600x
Offer Price	\$30.72	Offer Price	\$30.72
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$6.56
Average Capital Gain	4.08	Average Capital Gain	3.66
<b>Total Gain</b>	<b>\$7.45</b>	<b>Total Gain</b>	<b>\$10.21</b>
Average Assumed Passive Activity Loss <sup>(2)</sup>	(\$1.00)	Assumed Passive Activity Loss <sup>(2)</sup>	(\$2.00)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>	
Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%
Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%
Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%
ACA Tax	3.8%	ACA Tax	3.8%
Federal Tax Rate	33.4%	Federal Tax Rate	33.4%
Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%
Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%
PAL Rate	37.0%	PAL Rate	37.0%
PAL Gain Deduction	(\$0.40)	PAL Gain Deduction	(\$0.74)
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.45
Effective Ordinary Gain Tax Rate	21.5%	Effective Ordinary Gain Tax Rate	22.1%
Tax on Capital Gain	\$0.97	Tax on Capital Gain	\$0.87
Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%
State Tax Ordinary Income <sup>(4)</sup>	\$0.17	State Tax Ordinary Income <sup>(4)</sup>	\$0.34
Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%
State Tax Capital Gain <sup>(4)</sup>	\$0.21	State Tax Capital Gain <sup>(4)</sup>	\$0.19
Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%
<b>Total Tax on Gain</b>	<b>\$2.00</b>	<b>Total Tax on Gain</b>	<b>\$2.85</b>
Total Effective Tax Rate	27.9%	Total Effective Tax Rate	27.9%

Source: FactSet as of 7/10/18 and Wall Street research.

- (1) Provided by management.
- (2) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.
- (3) Passive activity loss calculated to be \$2.00 for an IPO investor.
- (4) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

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# After-Tax Distribution For Average Unitholder

## Calculation Detail for AMGP Proposal

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SQ AM After-Tax Distribution Calculation					
	2H 2018	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Interest Expense	(\$38)	(\$90)	(\$114)	(\$132)	(\$143)
- IER Distributions	(\$82)	(\$237)	(\$357)	(\$464)	(\$592)
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
<b>Taxable Income Before Tax Depreciation</b>	<b>248</b>	<b>613</b>	<b>688</b>	<b>750</b>	<b>833</b>
Oversubscription	1036	1036	1036	1036	1036
<b>Taxable Income Before Tax Depreciation</b>	<b>256</b>	<b>631</b>	<b>708</b>	<b>772</b>	<b>858</b>
Tax Depreciation	(\$23)	(\$68)	(\$42)	(\$48)	(\$44)
<b>Net Income</b>	<b>3</b>	<b>43</b>	<b>66</b>	<b>124</b>	<b>214</b>
AM Shares Outstanding	188.1	188.1	188.1	188.1	188.1
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Average Tax Basis per Unit	\$23.27	\$21.57	\$19.61	\$17.11	\$14.35
Less: Return of Capital per Unit <sup>(1)</sup>	(\$1.70)	(\$1.96)	(\$2.50)	(\$2.76)	(\$2.96)
Average EoY Basis per Unit	\$21.57	\$19.61	\$17.11	\$14.35	\$11.39
<b>Income Tax</b>					
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Income Tax Rate	29.6%	29.6%	29.6%	29.6%	29.6%
<b>Income Taxes / Unit</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.01</b>	<b>\$0.01</b>
<b>Before Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>
Tax / Unit	\$0.00	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)
<b>After Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.41</b>	<b>\$4.09</b>

PF AMGP After-Tax Dividend Calculation					
	2H 2018	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
+ Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
- Interest Expense	(37)	(91)	(116)	(135)	(127)
- Depreciation of Goodwill and Current Assets	(351)	(671)	(604)	(562)	(550)
- Additional Depreciation from Step Up in Basis	(27)	(179)	(287)	(281)	(204)
- Capex Expense for Tangible Assets	(133)	(164)	(176)	(352)	(352)
- Interest Expense Add-back	0	0	0	0	16
<b>Taxable Income Before NOLs</b>	<b>(\$180)</b>	<b>(\$166)</b>	<b>(\$25)</b>	<b>\$17</b>	<b>\$343</b>
- NOLs applied from previous years	\$0	\$0	\$0	(\$13)	(\$275)
<b>Taxable Income</b>	<b>(\$180)</b>	<b>(\$166)</b>	<b>(\$25)</b>	<b>\$3</b>	<b>\$69</b>
AMGP Taxable Income	(\$180)	(\$166)	(\$25)	\$3	\$69
+ NOL Utilization	-	-	-	13	275
- Payment of Income Taxes	-	-	-	1	17
+/- Change in depreciation (MACRS vs ADS 5L)	(8)	32	64	16	(35)
+ Tangible Asset Capex	133	164	176	352	352
<b>Current Earnings &amp; Profits</b>	<b>(\$55)</b>	<b>\$31</b>	<b>\$215</b>	<b>\$384</b>	<b>\$642</b>
Current Dist. from AMGP to Shareholders	329	698	900	1,080	1,296
<b>Qualified Dividend<sup>(2)</sup></b>	<b>RbC</b>	<b>Cum EoP</b>	<b>Cum EoP</b>	<b>Cum EoP</b>	<b>Cum EoP</b>
Return of Capital <sup>(1)</sup>	329	-	-	-	-
Qualified Dividend <sup>(2)</sup>	-	31	215	384	642
Partial Return of Capital <sup>(3)</sup>	-	667	685	696	654
Percentage RbC	100%	96%	76%	64%	50%
Percentage QD	0%	4%	24%	36%	50%
Shares Outstanding	505.6	505.6	505.6	505.6	505.6
Tax Basis/Share	\$19.20	\$18.55	\$17.23	\$15.88	\$14.50
- Return of Capital	(\$0.65)	(\$1.32)	(\$1.35)	(\$1.38)	(\$1.29)
<b>EoY Basis</b>	<b>\$18.55</b>	<b>\$17.23</b>	<b>\$15.88</b>	<b>\$14.50</b>	<b>\$13.21</b>
Return of Capital Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Qualified Dividend Taxes	\$0.00	\$0.01	\$0.10	\$0.18	\$0.30
<b>Before Tax PF AMGP Dividend Per Share</b>	<b>\$0.48</b>	<b>\$1.38</b>	<b>\$1.78</b>	<b>\$2.14</b>	<b>\$2.56</b>
Total Tax per Share	\$-	\$0.01	\$0.10	\$0.18	\$0.30
Implied Tax Rate	0%	1%	6%	8%	12%
<b>After-Tax PF AMGP Dividend Per Share</b>	<b>\$0.48</b>	<b>\$1.37</b>	<b>\$1.68</b>	<b>\$1.96</b>	<b>\$2.26</b>
Exchange ratio	1.492x	1.492x	1.492x	1.492x	1.492x
<b>PF After Tax AM Dividend XR Adjusted Share</b>	<b>\$0.71</b>	<b>\$2.04</b>	<b>\$2.50</b>	<b>\$2.92</b>	<b>\$3.37</b>
After-tax Distribution Dilution to AM Unitholder	(22.1%)	(7.8%)	(12.1%)	(14.6%)	(17.5%)

Implied After-Tax XR Calculation Detail				
Exchange Ratio	Implied AM Unit \$	Forecast Taxes Payable	After Tax Unit Take	Implied After-Tax XR
1.600x	\$30.72	\$2.08	\$28.64	1.492x
1.700x	\$32.64	\$2.54	\$30.10	1.568x
1.800x	\$34.56	\$3.00	\$31.56	1.644x
1.900x	\$36.48	\$3.45	\$33.03	1.720x
2.000x	\$38.40	\$3.91	\$34.49	1.796x

Source: Management projections and FactSet as of 7/10/18.

- (1) Return of capital per share / unit calculated as the total distributions to holders when Current Earnings & Profits are less than 0.  
 (2) Qualified dividend calculated as equal to the lesser of Current Earnings & Profits or Distributions to Shareholder assuming Current Earnings & Profit is greater than 0.  
 (3) Partial Return of Capital is calculated as the difference between Distributions to Shareholders and Current Earnings & Profits assuming Qualified Dividends are applicable.

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# AM Counterproposal

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- Total consideration of 1.75 AMGP shares and \$4.00 cash per AM unit
  - Exchange Ratio that adjusts for Series B dilution and provides modest premium consistent with precedent transactions
    - Implied 1.959x XR<sup>(1)</sup> represents 15.7% premium off adjusted market exchange ratio of 1.693x<sup>(2)</sup>
  - Component of cash consideration to offset transaction related tax expenses
- Maintain distribution to AM unitholders Pro Forma for transaction
  - Temporary reduction in coverage for PF AMGP
- Vote of majority of unaffiliated unitholders to approve transaction
- A board of directors with at least a majority of the directors not affiliated with any of the existing corporate entities, PF AMGP or any private equity sponsor thereof

Source: Management projections and FactSet as of 7/10/18.

(1) Includes equity exchange ratio of 1.750x and cash consideration of \$4.00 / unit.

(2) Exchange ratio adjusted for Series B dilution.

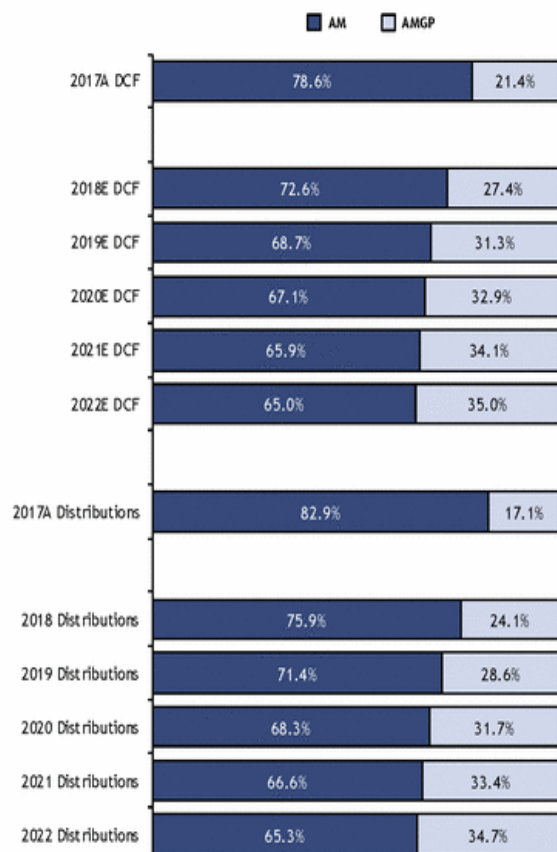
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# Contribution Analysis | AR Base Case

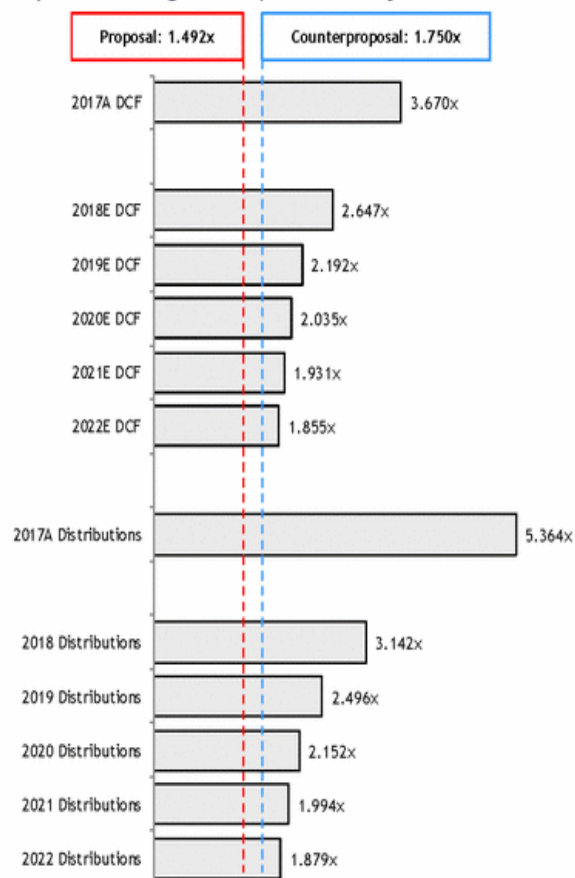
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AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections. FactSet as of 7/10/18.

Note: AM DCF calculated as LP Interest in EBITDA less Interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF less taxes on total IDR DCF less G&A expenses. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

Note: Cash tax shield from Series B depreciation of ~\$50mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

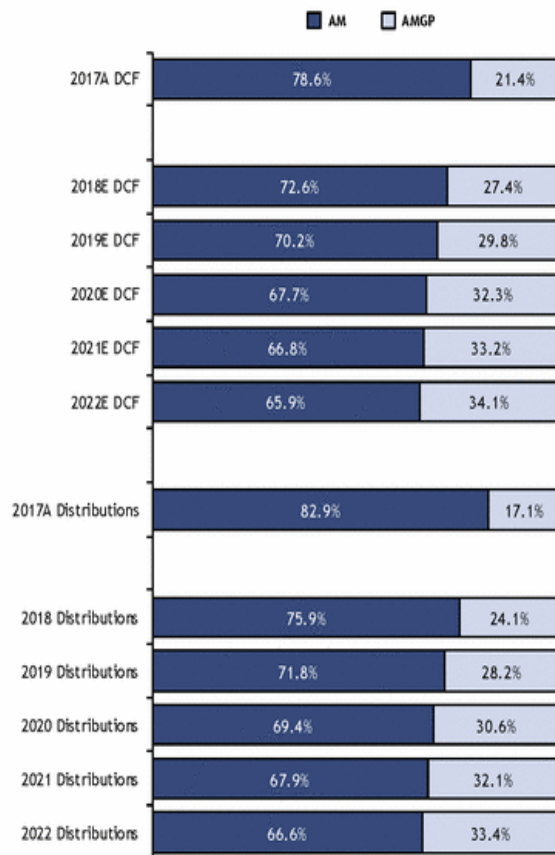
(2) Counterproposal: 1.750x XR and \$4.00 cash consideration / unit.

# Contribution Analysis | AR Downside Volumes Case

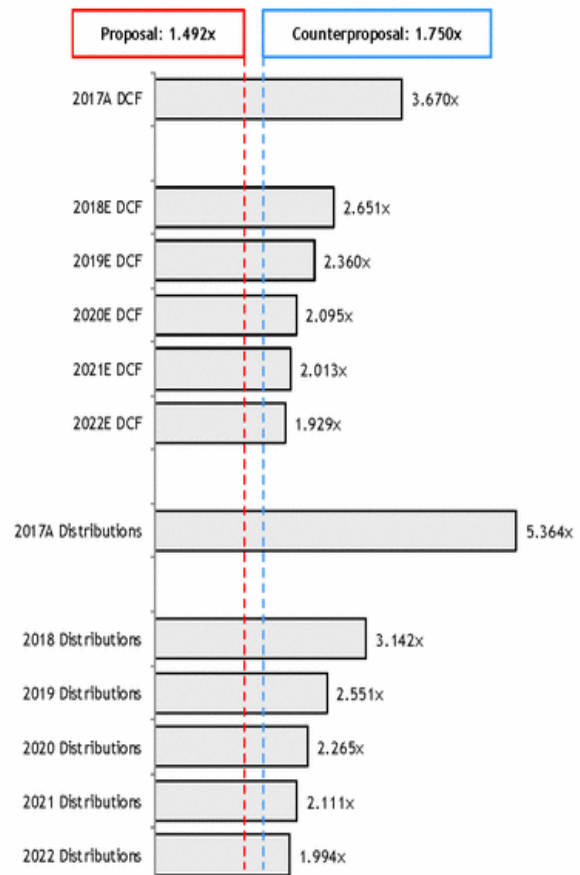
CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections. FactSet as of 7/10/18.

Note: AM DCF calculated as LP Interest in EBITDA less Interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF less taxes on total IDR DCF less GBA expense. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less GBA.

Note: Cash tax shield from Series B depreciation of ~\$50mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

(2) Counterproposal: 1.750x XR and \$4.00 cash consideration / unit.



# Premiums Paid Analysis | MLP Transactions

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A	B	C	D	Premium		G	H
				E	F		
Announcement Date	Target	Acquirer	Transaction Value	1-Day Premium	Unaffected 1-Day Premium	Unaffected Date	Taxable Transaction
6/19/18	Cheniere Energy Partners LP Holdings	Cheniere Energy Inc.	\$5,651	2.2%	10.7%	5/16/18	No
5/17/18	Williams Partners, LP	Williams Companies	57,793	6.4%	16.5%	3/15/18	Yes
3/26/18	Tallgrass Energy Partners, LP	Tall Grass Energy GP, LP	8,361	0.6%	(18.4%)	2/7/18	Yes
2/7/18	Terra Nitrogen Co. LP	Terra Nitrogen GP, Inc.	1,474	3.7%	3.7%	NA	Yes
1/2/18	Archrock Partners, LP	Archrock, Inc	2,438	23.4%	23.4%	NA	Yes
8/29/17	Arc Logistics Partners LP	Zenith Energy US, LP	736	15.2%	15.2%	NA	Yes
5/18/17	PennTex Midstream Partners, LP	Energy Transfer Partners, LP	963	20.1%	17.8%	10/24/16	Yes
3/2/17	VTTI Energy Partners, LP	VTTI, B.V	1,867	6.0%	6.0%	NA	Yes
4/3/17	World Point Terminals, LP	World Point Terminals, Inc.	594	5.8%	5.8%	NA	Yes
2/1/17	ONEOK Partners, LP	ONEOK, Inc	23,654	25.8%	25.8%	NA	Yes
1/27/17	Midcoast Energy Partners, LP	Enbridge Energy Company	1,176	(8.6%)	(8.6%)	NA	Yes
11/21/16	Energy Transfer Partners, LP	Sunoco Logistics Partners, LP	54,455	(0.2%)	(0.2%)	NA	No
10/24/16	JP Energy Partners LP	American Midstream Partners	476	9.1%	9.1%	NA	No
9/26/16	Transcanada	Columbia Pipeline Partners LP	3,464	11.1%	9.9%	3/16/16	Yes
8/1/16	Transocean Partners LLC	Transocean Inc.	1,202	20.8%	20.8%	NA	No
5/30/16	Rose Rock Midstream	SemGroup Corp.	2,034	0.0%	0.0%	NA	Yes
11/3/15	Targa Resources Partners LP	Targa Resources Corp.	12,229	18.4%	18.4%	NA	Yes
10/26/15	Northern Tier Energy	Western Refining, Inc.	5,286	11.7%	11.7%	NA	Yes
7/13/15	MarkWest Energy Partners, LP	MPLX LP	22,360	36.3%	36.3%	NA	No
5/6/15	Crestwood Midstream Partners	Crestwood Equity Partners, LP	6,920	17.2%	17.2%	NA	No
4/6/15	QEP Midstream Partners LP	Tesoro Logistics LP	1,145	8.6%	(14.0%)	10/18/14	No
1/26/15	Regency Energy Partners LP	Energy Transfer Partners, LP	18,593	13.2%	13.2%	NA	No
6/15/14	Access Midstream Partners LP	Williams Partners LP	35,891	1.3%	1.3%	NA	No
10/13/14	Atlas Pipeline Partners LP	Targa Resources Partners LP	6,002	15.0%	15.0%	NA	No
11/12/14	Oiltanking Partners LP	Enterprise Products Partners LP	4,289	1.7%	(0.9%)	9/30/14	No
8/10/14	Kinder Morgan Energy Partners	Kinder Morgan Inc.	52,566	12.0%	12.0%	NA	Yes
8/10/14	El Paso Pipeline Partners	Kinder Morgan Inc.	13,677	15.4%	15.4%	NA	Yes
7/24/14	QR Energy LP	Breitburn Energy Partners	2,856	17.5%	17.5%	NA	No
10/10/13	PVR Partners LP	Regency Energy Partners LP	5,659	25.7%	25.7%	NA	No
8/27/13	PAA Natural Gas Storage LP	Plains All American LP	2,531	8.5%	8.5%	NA	No
5/6/13	Crestwood Midstream Partners LP	Energy Midstream LP	2,643	14.5%	14.5%	NA	No
1/29/13	Copano Energy LLC	Kinder Morgan Energy Partners LP	4,858	23.5%	23.5%	NA	No
2/23/11	Duncan Energy Partners LP	Enterprise Products Partners	3,282	28.1%	28.1%	NA	No
<b>Median</b>				<b>12.0%</b>	<b>13.2%</b>		
<b>Mean</b>				<b>12.4%</b>	<b>11.5%</b>		
<b>Taxable Transactions Median</b>				<b>9.2%</b>	<b>11.9%</b>		
<b>Taxable Transactions Mean</b>				<b>10.3%</b>	<b>9.7%</b>		

Source: Company filings, press releases, presentations and FactSet for pricing data. Represents precedent MLP transactions by affiliated and third party MLPs, Public GPs and C-Corps since 2011.

Note: Considers transactions where target is an MLP.

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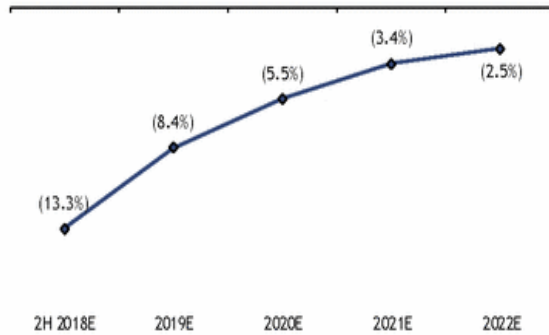
# Distributable Cash Flow Accretion / (Dilution)

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## AM & AMGP | AR Base Case

### AM Accretion / (Dilution) - %

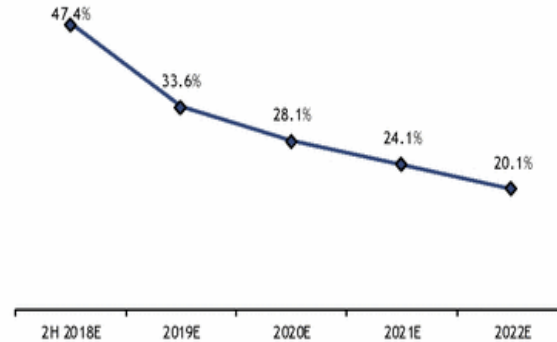
At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Pro Forma AMGP:	\$0.93	\$2.51	\$3.06	\$3.62	\$4.18
\$ Acc / (Dil):	(\$0.14)	(\$0.23)	(\$0.18)	(\$0.13)	(\$0.11)

### AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.33
Pro Forma AMGP:	\$0.62	\$1.68	\$2.05	\$2.43	\$2.80
\$ Acc / (Dil):	\$0.20	\$0.42	\$0.45	\$0.47	\$0.47

### Accretion / (Dilution) Analysis at Various XRs

Implied After-Tax

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		AMGP Proposal	(13.3%)	(8.4%)	(5.5%)	(3.4%)
Counter Proposal <sup>(1)</sup>	1.750x	(6.8%)	(0.7%)	2.9%	5.6%	6.9%

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	AMGP Proposal	47.4%	33.6%	28.1%	24.1%
Counter Proposal <sup>(1)</sup>	35.0%	23.5%	18.8%	15.6%	12.1%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.

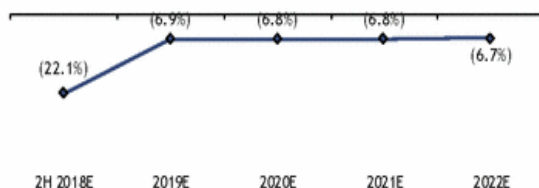
# Distribution Accretion / (Dilution)

AM & AMGP | AR Base Case | Pre-Unitholder Tax

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## AM Accretion / (Dilution) - %

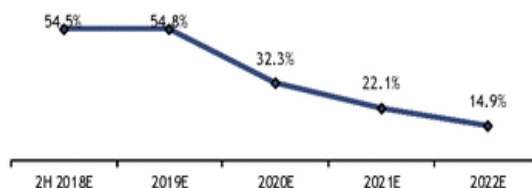
At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Pro Forma AMGP:	\$0.71	\$2.06	\$2.66	\$3.19	\$3.82
\$ Acc / (Dil):	(\$0.20)	(\$0.15)	(\$0.19)	(\$0.23)	(\$0.28)

PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.48	\$1.38	\$1.78	\$2.14	\$2.56
\$ Acc / (Dil):	\$0.17	\$0.49	\$0.43	\$0.39	\$0.33

PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		AMGP Proposal	1.492x	(22.1%)	(6.9%)	(6.8%)
Counter Proposal (1)	1.750x	0.0%	0.9%	1.3%	1.7%	2.1%

- Counterproposal suggests PF AMGP coverage in 2018 that allows AM unitholders to at least breakeven from a distribution accretion / (dilution) perspective
- To achieve this requires a PF AMGP coverage ratio of 1.102x in the AR Base Case (compared to PF AMGP management coverage of 1.319x)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
AMGP Proposal	54.5%	54.8%	32.3%	22.1%	14.9%
Counter (1) Proposal	69.1%	42.9%	22.7%	13.7%	7.2%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.

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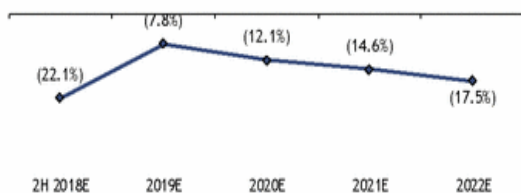
# Distribution Accretion / (Dilution)

AM & AMGP | AR Base Case | Post-Unitholder Tax

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## AM Accretion / (Dilution) - %

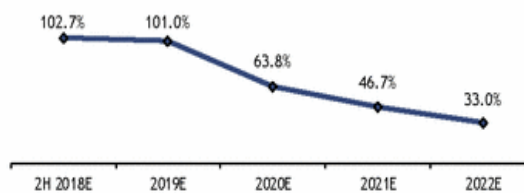
At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.41	\$4.09
Pro Forma AMGP:	\$0.71	\$2.04	\$2.50	\$2.92	\$3.37
\$ Acc / (Dil):	(\$0.20)	(\$0.17)	(\$0.34)	(\$0.50)	(\$0.72)

PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.23	\$0.68	\$1.03	\$1.33	\$1.70
Pro Forma AMGP:	\$0.48	\$1.37	\$1.68	\$1.96	\$2.26
\$ Acc / (Dil):	\$0.24	\$0.69	\$0.65	\$0.62	\$0.56

PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		AMGP Proposal	(22.1%)	(7.8%)	(12.1%)	(14.6%)
Counter Proposal (1)	1.750x	0.0%	0.9%	(1.4%)	(4.3%)	(9.3%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	AMGP Proposal	102.7%	101.0%	63.8%	46.7%
Counter (1)	121.9%	87.5%	56.5%	40.1%	24.7%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.

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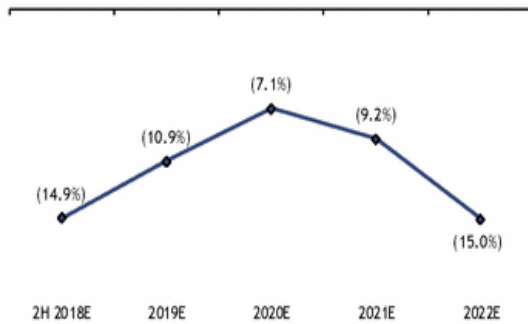
# Distributable Cash Flow Accretion / (Dilution)

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## AM & AMGP | AR Downside Volumes Case

### AM Accretion / (Dilution) - %

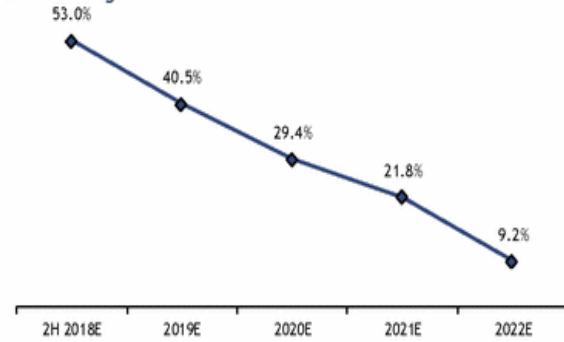
At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$1.01	\$2.40	\$3.02	\$3.33	\$3.76
Pro Forma AMGP:	\$0.86	\$2.14	\$2.81	\$3.02	\$3.20
\$ Acc / (Dil):	(\$0.15)	(\$0.26)	(\$0.21)	(\$0.31)	(\$0.56)

### AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AM:	\$0.37	\$1.02	\$1.45	\$1.66	\$1.96
Pro Forma AMGP:	\$0.57	\$1.43	\$1.88	\$2.03	\$2.14
\$ Acc / (Dil):	\$0.20	\$0.41	\$0.43	\$0.36	\$0.18

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		AMGP Proposal	(14.9%)	(10.9%)	(7.1%)	(9.2%)
Counter Proposal <sup>(1)</sup>	1.750x	(8.8%)	(3.8%)	1.6%	2.3%	0.1%

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	AMGP Proposal	53.0%	40.5%	29.4%	21.8%
Counter Proposal <sup>(1)</sup>	39.7%	29.2%	20.6%	16.9%	9.7%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.

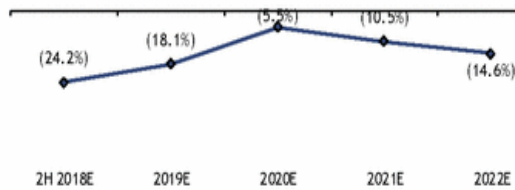
# Distribution Accretion / (Dilution)

AM & AMGP | AR Downside Volumes Case | Pre-Unitholder Tax

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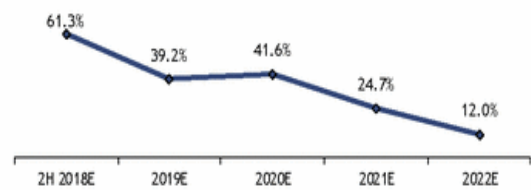
## AM Accretion / (Dilution) - %

At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
Pro Forma AMGP:	\$0.65	\$1.76	\$2.44	\$2.66	\$2.92
\$ Acc / (Dil):	(\$0.21)	(\$0.39)	(\$0.14)	(\$0.31)	(\$0.50)
PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x

## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.27	\$0.85	\$1.15	\$1.43	\$1.75
Pro Forma AMGP:	\$0.44	\$1.18	\$1.63	\$1.78	\$1.96
\$ Acc / (Dil):	\$0.17	\$0.33	\$0.48	\$0.35	\$0.21
PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	Year				
		2H 2018E	2019E	2020E	2021E	2022E
AMGP Proposal	1.492x	(24.2%)	(18.1%)	(5.5%)	(10.5%)	(14.6%)
Counter Proposal <sup>(1)</sup>	1.750x	(2.9%)	(11.8%)	3.2%	0.8%	0.6%

To achieve breakeven from a distribution accretion / (dilution) perspective in the AR Downside Volumes Case requires a coverage ratio of 1.069x (compared to PF AMGP management coverage of 1.319x)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Year				
	2H 2018E	2019E	2020E	2021E	2022E
AMGP Proposal	61.3%	39.2%	41.6%	24.7%	12.0%
Counter Proposal <sup>(1)</sup>	76.0%	27.9%	31.8%	19.6%	12.4%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.

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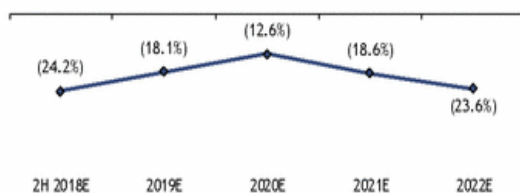
# After-Tax Distribution Accretion / (Dilution)

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AM & AMGP | AR Downside Volumes Case | Post-Unitholder Tax

## AM Accretion / (Dilution) - %

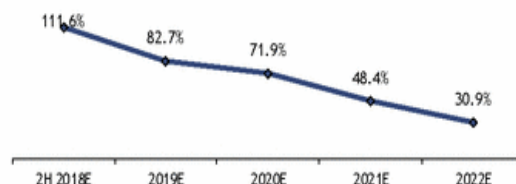
At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.86	\$2.14	\$2.58	\$2.96	\$3.41
Pro Forma AMGP:	\$0.65	\$1.76	\$2.25	\$2.41	\$2.60
\$ Acc / (Dil):	(\$0.21)	(\$0.39)	(\$0.32)	(\$0.55)	(\$0.81)

PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.21	\$0.64	\$0.88	\$1.09	\$1.33
Pro Forma AMGP:	\$0.44	\$1.18	\$1.51	\$1.62	\$1.74
\$ Acc / (Dil):	\$0.23	\$0.53	\$0.63	\$0.53	\$0.41

PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		AMGP Proposal	1.492x	(24.2%)	(18.1%)	(12.6%)
Counter Proposal <sup>(1)</sup>	1.750x	(2.9%)	(11.8%)	(1.4%)	(6.2%)	(8.9%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	AMGP Proposal	111.6%	82.7%	71.9%	48.4%
Counter Proposal <sup>(1)</sup>	131.0%	67.8%	65.2%	45.7%	33.1%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.



## About The Firm

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# Project Alpine

Counterproposal Materials

July 14, 2018

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# Observations on AMGP Proposal

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- AMGP share price does not reflect the dilutive impact of Series B exchange
- Taxable transaction unduly burdens public unitholders; pro forma dividend taxes are significantly higher than status quo distribution taxes
- Benefits of transaction, such as distribution accretion, should be shared in a more balanced manner
- These factors suggest AMGP's proposal is well below market and any measure of implied intrinsic value
- Public AM unitholders would own less than 30% of the PF C-corp, with little practical governance benefit
- Given AM's yield and growth profile, there is no near-term compelling driver for AM to do a transaction

# Historical XR & Distribution Comparison

Since AMGP IPO (5/4/17)

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(\$ in millions, unless otherwise noted)

## Historical AM/AMGP Exchange Ratio



Sample Adjusted XR Calculation	
	Contractual Valuation
AMGP Shares Outstanding	186.2
AMGP Units Issued	NA
AMGP Price	\$19.20
AMGP Market Value	\$3,575
2018E Series B CF	NA
2018E Yield	NA
Series B Threshold	\$2,000
Series B Redemption Right	6.0%
Implied Series B Valuation	\$95
AMGP Equity Value Including Series B	\$3,670
Series B Conversion Units	18.5
AMGP Units Outstanding Including Series B	204.7
Adj. AMGP Share Price	\$17.93
Current AM Share Price	\$30.35
<b>Adjusted XR</b>	<b>1.693x</b>

Period	Spot XR	Adj. XR <sup>(1)</sup>	Proposal % Premium / (Discount) <sup>(2)</sup>
AMGP Proposal	--	1.600x	--
Current	1.581x	1.693x	(5.5%)
3-Month Average (Current)	1.580x	1.695x	(5.6%)
30-Day Average (Current)	1.601x	1.715x	(6.7%)
2/23/2018	1.380x	1.479x	8.2%
3-Month Average (at 2/23/2018)	1.484x	1.588x	0.7%
30-Day Average (at 2/23/2018)	1.444x	1.543x	3.7%
Since AMGP IPO Average	1.559x	1.670x	(4.2%)

Source: Company filings, FactSet as of 7/10/18.

(1) Adjusted to reflect proposed Series B conversion, with AMGP share price calculated as (AMGP equity value + [(AMGP equity value - \$2bn) x 6%]) / (AMGP fully diluted shares outstanding + 18.5mm).

(2) Proposal % Premium / (Discount) calculated as premium / (discount) between current proposal (1.600x) and adjusted XR.

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# Transaction Tax Implications

At AMGP Proposal

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## Average Tax Basis Calculation<sup>(1)</sup>

- Average tax basis of \$23.27 per unit for public AM unitholders as of YE 2017

Unitholder	Active Units	EOY 2017 Basis
Antero Resources	90,841,730	\$2.01
Other Non-Public Unitholders	8,028,605	25.70
Public Unitholders	94,757,401	23.27
<b>Total Active Units</b>	<b>193,627,736</b>	
<b>Average EOY 2017 Basis for Public Unitholders</b>		<b>\$23.27</b>
<b>Average EOY 2017 Basis for IPO Investors</b>		<b>\$20.51</b>

## Cash Consideration Required to Avoid Share Selling

For Average Unitholder		For IPO Investor - IPO Basis <sup>(4)</sup>	
AMGP Share Price	\$19.20	AMGP Share Price	\$19.20
Exchange Ratio	1.600x	Exchange Ratio	1.600x
Offer Price	\$30.72	Offer Price	\$30.72
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$6.56
Average Capital Gain	4.08	Average Capital Gain	3.66
<b>Total Gain</b>	<b>\$7.45</b>	<b>Total Gain</b>	<b>\$10.21</b>
Average Assumed Passive Activity Loss <sup>(2)</sup>	(\$1.08)	Assumed Passive Activity Loss <sup>(2)</sup>	(\$2.00)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>	
Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%
Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%
Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%
ACA Tax	3.8%	ACA Tax	3.8%
Federal Tax Rate	33.4%	Federal Tax Rate	33.4%
Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%
Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%
PAL Rate	37.0%	PAL Rate	37.0%
PAL Gain Deduction	(\$0.40)	PAL Gain Deduction	(\$0.74)
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.45
Effective Ordinary Gain Tax Rate	21.5%	Effective Ordinary Gain Tax Rate	22.1%
Tax on Capital Gain	\$0.97	Tax on Capital Gain	\$0.87
Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%
State Tax Ordinary Income <sup>(4)</sup>	\$0.17	State Tax Ordinary Income <sup>(4)</sup>	\$0.34
Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%
State Tax Capital Gain <sup>(4)</sup>	\$0.21	State Tax Capital Gain <sup>(4)</sup>	\$0.19
Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%
<b>Total Tax on Gain</b>	<b>\$2.08</b>	<b>Total Tax on Gain</b>	<b>\$2.85</b>
Total Effective Tax Rate	27.9%	Total Effective Tax Rate	27.9%

Source: FactSet as of 7/10/18 and Wall Street research.

- (1) Provided by management.
- (2) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.
- (3) Passive activity loss calculated to be \$2.00 for an IPO investor.
- (4) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

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# After-Tax Distribution For Average Unitholder

## Calculation Detail for AMGP Proposal

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SQ AM After-Tax Distribution Calculation					
	2H 2018E	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Interest Expense	(\$38)	(\$90)	(\$114)	(\$132)	(\$143)
- IOR Distributions	(\$82)	(\$237)	(\$357)	(\$464)	(\$592)
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
<b>Taxable Income Before Tax Depreciation</b>	<b>248</b>	<b>613</b>	<b>688</b>	<b>750</b>	<b>833</b>
Oversubscription	1036	1036	1036	1036	1036
<b>Taxable Income Before Tax Depreciation</b>	<b>256</b>	<b>631</b>	<b>708</b>	<b>772</b>	<b>858</b>
Tax Depreciation	(\$253)	(\$68)	(\$42)	(\$48)	(\$44)
<b>Net Income</b>	<b>3</b>	<b>43</b>	<b>66</b>	<b>124</b>	<b>214</b>
AM Shares Outstanding	188.1	188.1	188.1	188.1	188.1
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Average Tax Basis per Unit	\$23.27	\$21.57	\$19.61	\$17.11	\$14.35
Less: Return of Capital per Unit <sup>(1)</sup>	(\$1.70)	(\$1.94)	(\$2.50)	(\$2.74)	(\$2.96)
Average EoY Basis per Unit	\$21.57	\$19.61	\$17.11	\$14.35	\$11.39
<b>Income Tax</b>					
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Income Tax Rate	29.6%	29.6%	29.6%	29.6%	29.6%
<b>Income Taxes / Unit</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.01</b>	<b>\$0.01</b>
<b>Before Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>
Tax / Unit	\$0.00	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)
<b>After Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.41</b>	<b>\$4.09</b>

PF AMGP After-Tax Dividend Calculation					
	2H 2018E	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
- Interest Expense	(37)	(91)	(116)	(135)	(127)
- Depreciation of Goodwill and Current Assets	(351)	(671)	(604)	(662)	(550)
- Additional Depreciation from Step Up in Basis	(27)	(179)	(287)	(281)	(204)
- Capex Expense for Tangible Assets	(133)	(164)	(176)	(352)	(352)
- Interest Expense Add-back	0	0	0	0	16
<b>Taxable Income Before NOLs</b>	<b>(\$180)</b>	<b>(\$166)</b>	<b>(\$25)</b>	<b>\$17</b>	<b>\$343</b>
- NOLs applied from previous years	50	50	50	(\$13)	(\$275)
<b>Taxable Income</b>	<b>(\$180)</b>	<b>(\$166)</b>	<b>(\$25)</b>	<b>\$3</b>	<b>\$69</b>
AMGP Taxable Income	(\$180)	(\$166)	(\$25)	\$3	\$69
+ NOL Utilization	-	-	-	13	275
- Payment of Income Taxes	-	-	-	1	17
+/- Change in depreciation (MACRS vs ADS SL)	(8)	32	64	16	(35)
+ Tangible Asset Capex	133	164	176	352	352
<b>Current Earnings &amp; Profits</b>	<b>(\$55)</b>	<b>\$31</b>	<b>\$215</b>	<b>\$384</b>	<b>\$642</b>
Current Dist. from AMGP to Shareholders	329	698	900	1,080	1,296
<b>Qualified Dividend?</b>	<b>RoC</b>	<b>Cum E&amp;P</b>	<b>Cum E&amp;P</b>	<b>Cum E&amp;P</b>	<b>Cum E&amp;P</b>
Return of Capital <sup>(1)</sup>	329	-	-	-	-
Qualified Dividend <sup>(2)</sup>	-	31	215	384	642
Partial Return of Capital <sup>(3)</sup>	-	667	685	696	654
Percentage RoC	100%	96%	76%	64%	50%
Percentage QD	0%	4%	24%	36%	50%
Shares Outstanding	505.6	505.6	505.6	505.6	505.6
Tax Basis/Share	\$19.20	\$18.55	\$17.23	\$15.88	\$14.50
- Return of Capital	(\$0.45)	(\$1.32)	(\$1.35)	(\$1.38)	(\$1.29)
<b>EoY Basis</b>	<b>\$18.55</b>	<b>\$17.23</b>	<b>\$15.88</b>	<b>\$14.50</b>	<b>\$13.21</b>
Return of Capital Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Qualified Dividend Taxes	\$0.00	\$0.01	\$0.10	\$0.18	\$0.30
<b>Before Tax PF AMGP Dividend Per Share</b>	<b>\$0.48</b>	<b>\$1.38</b>	<b>\$1.78</b>	<b>\$2.14</b>	<b>\$2.56</b>
Total Tax per Share	\$-	\$0.01	\$0.10	\$0.18	\$0.30
Implied Tax Rate	0%	1%	6%	8%	12%
<b>After-Tax PF AMGP Dividend Per Share</b>	<b>\$0.48</b>	<b>\$1.37</b>	<b>\$1.68</b>	<b>\$1.96</b>	<b>\$2.26</b>
Exchange ratio	1.492x	1.492x	1.492x	1.492x	1.492x
<b>PF After Tax AM Dividend XR Adjusted Share</b>	<b>\$0.71</b>	<b>\$2.04</b>	<b>\$2.50</b>	<b>\$2.92</b>	<b>\$3.37</b>
After-tax Distribution Dilution to AM Unitholder	(22.1%)	(7.8%)	(12.1%)	(14.6%)	(17.5%)

Implied After-Tax XR Calculation Detail				
Exchange Ratio	Implied AM Unit \$	Forecast Taxes Payable	After Tax Unit Take	Implied After-Tax XR
1,600x	\$30.72	\$2.08	\$28.64	1.492x
1,700x	\$32.64	\$2.54	\$30.10	1.568x
1,800x	\$34.56	\$3.00	\$31.56	1.644x
1,900x	\$36.48	\$3.45	\$33.03	1.720x
2,000x	\$38.40	\$3.91	\$34.49	1.796x

Source: Management projections and FactSet as of 7/10/18.

- (1) Return of capital per share / unit calculated as the total distributions to holders when Current Earnings & Profits are less than 0.
- (2) Qualified dividend calculated as equal to the lesser of Current Earnings & Profits or Distributions to Shareholder assuming Current Earnings & Profit is greater than 0.
- (3) Partial Return of Capital is calculated as the difference between Distributions to Shareholders and Current Earnings & Profits assuming Qualified Dividends are applicable.

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# AM Counterproposal

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- Total consideration of 1.75 AMGP shares and \$4.00 cash per AM unit
  - Exchange Ratio that accounts for Series B dilution and provides modest premium consistent with precedent transactions
    - Implied 1.959x XR<sup>(1)</sup> represents 15.7% premium off adjusted market exchange ratio of 1.693x<sup>(2)</sup>
  - Cash consideration component to at least partially offset transaction-related tax expenses which will be triggered for AM unitholders
- Increase the dividend payout at AMGP to match planned increases of the distribution at AM, on an exchange ratio adjusted basis, for at least the first four quarters following closing of the transaction
- Closing conditioned upon approval by a majority of the AM public unitholders (i.e. unitholders other than AR)
- All Incentive Distribution Rights, with respect to both A and B units, are extinguished at the close of the transaction
- AMGP will be converted into a Delaware C-Corp with a board of directors with at least a majority of the directors not affiliated with any of the existing corporate entities, PF AMGP or any private equity sponsor thereof

Source: Management projections and FactSet as of 7/10/18.

(1) Includes equity exchange ratio of 1.750x and cash consideration of \$4.00 / unit.

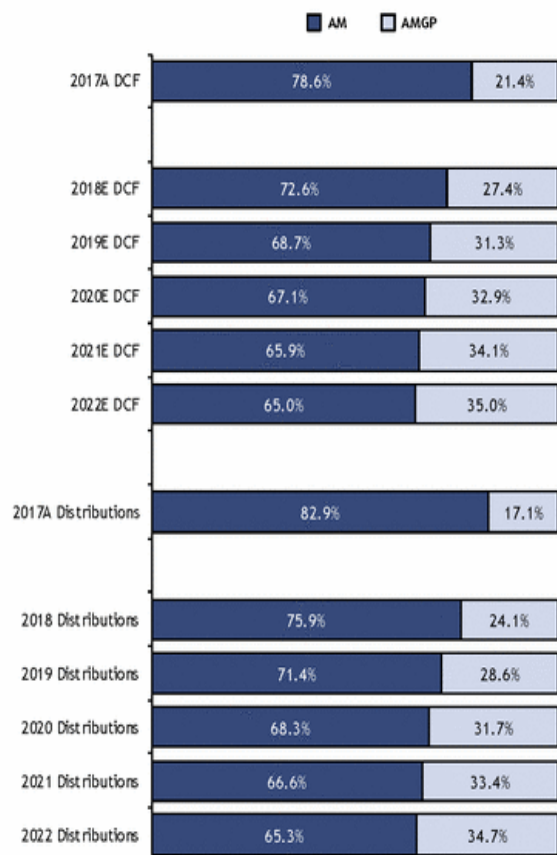
(2) Exchange ratio adjusted for Series B dilution.

# Contribution Analysis | AR Base Case

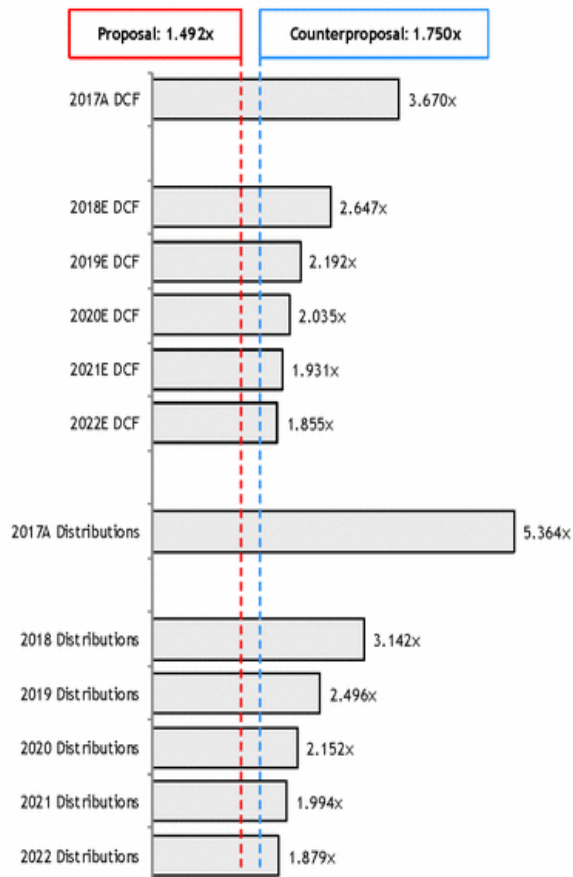
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AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections. FactSet as of 7/10/18.

Note: AM DCF calculated as LP Interest in EBITDA less interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF less taxes on total IDR DCF less GBA expenses. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less GBA.

Note: Cash tax shield from Series B depreciation of ~\$6mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

(2) Counterproposal: 1.750x XR and \$4.00 cash consideration / unit.

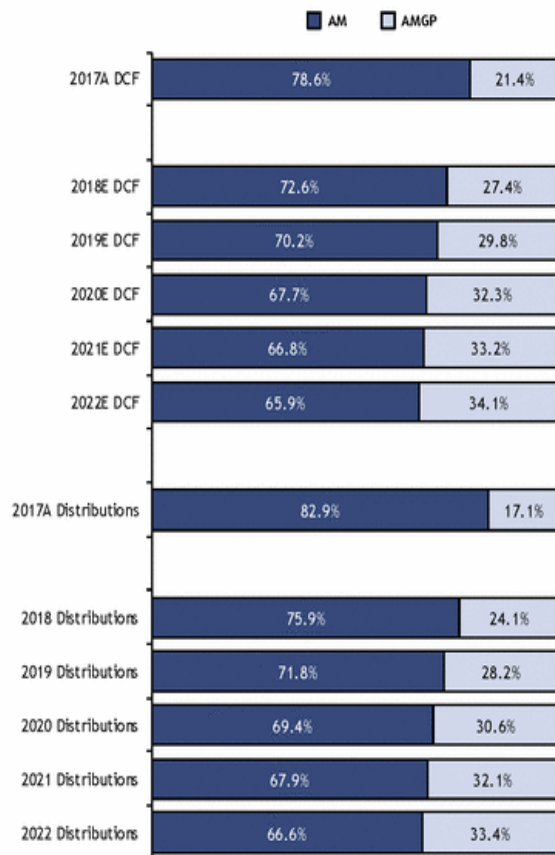
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# Contribution Analysis | AR Downside Volumes Case

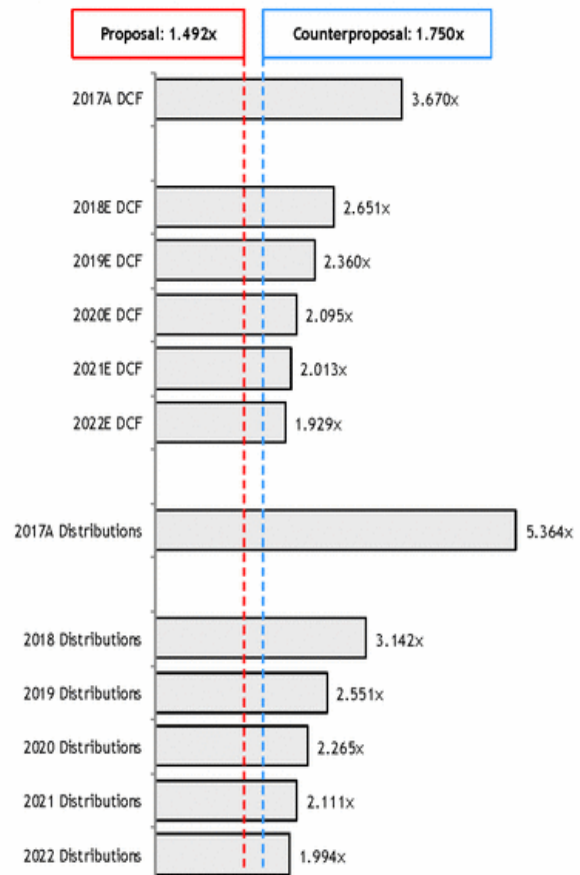
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AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections. FactSet as of 7/10/18.

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# Premiums Paid Analysis | MLP Transactions

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A	B	C	D	Premium		G	H
				E	F		
Announcement Date	Target	Acquirer	Transaction Value	1-Day Premium	Unaffected 1-Day Premium	Unaffected Date	Taxable Transaction
6/19/18	Cheniere Energy Partners LP Holdings	Cheniere Energy Inc.	\$5,651	2.2%	10.7%	5/16/18	No
5/17/18	Williams Partners, LP	Williams Companies	57,793	6.4%	16.2%	3/15/18	Yes
3/26/18	Tallgrass Energy Partners, LP	Tall Grass Energy GP, LP	8,361	0.6%	(18.4%)	2/7/18	Yes
2/7/18	Terra Nitrogen Co. LP	Terra Nitrogen GP, Inc.	1,474	3.7%	3.7%	NA	Yes
1/2/18	Archrock Partners, LP	Archrock, Inc	2,438	23.4%	23.4%	NA	Yes
8/29/17	Arc Logistics Partners LP	Zenith Energy US, LP	736	15.2%	15.2%	NA	Yes
5/18/17	PennTex Midstream Partners, LP	Energy Transfer Partners, LP	963	20.1%	17.8%	10/24/16	Yes
3/2/17	VTTI Energy Partners, LP	VTTI, B.V	1,867	6.0%	6.0%	NA	Yes
4/3/17	World Point Terminals, LP	World Point Terminals, Inc.	594	5.8%	5.8%	NA	Yes
2/1/17	ONEOK Partners, LP	ONEOK, Inc	23,654	25.8%	25.8%	NA	Yes
1/27/17	Midcoast Energy Partners, LP	Enbridge Energy Company	1,176	(8.6%)	(8.6%)	NA	Yes
11/21/16	Energy Transfer Partners, LP	Sunoco Logistics Partners, LP	54,455	(0.2%)	(0.2%)	NA	No
10/24/16	JP Energy Partners LP	American Midstream Partners	476	9.1%	9.1%	NA	No
9/26/16	Transcanada	Columbia Pipeline Partners LP	3,464	11.1%	9.9%	3/16/16	Yes
8/1/16	Transocean Partners LLC	Transocean Inc.	1,202	20.8%	20.8%	NA	No
5/30/16	Rose Rock Midstream	SemGroup Corp.	2,034	0.0%	0.0%	NA	Yes
11/3/15	Targa Resources Partners LP	Targa Resources Corp.	12,229	18.4%	18.4%	NA	Yes
10/26/15	Northern Tier Energy	Western Refining, Inc.	5,286	11.7%	11.7%	NA	Yes
7/13/15	MarkWest Energy Partners, LP	MPLX LP	22,360	36.3%	36.3%	NA	No
5/6/15	Crestwood Midstream Partners	Crestwood Equity Partners, LP	6,920	17.2%	17.2%	NA	No
4/6/15	QEP Midstream Partners LP	Tesoro Logistics LP	1,145	8.6%	(14.0%)	10/18/14	No
1/26/15	Regency Energy Partners LP	Energy Transfer Partners, LP	18,593	13.2%	13.2%	NA	No
6/15/14	Access Midstream Partners LP	Williams Partners LP	35,891	1.3%	1.3%	NA	No
10/13/14	Atlas Pipeline Partners LP	Targa Resources Partners LP	6,002	15.0%	15.0%	NA	No
11/12/14	Oiltanking Partners LP	Enterprise Products Partners LP	4,289	1.7%	(0.9%)	9/30/14	No
8/10/14	Kinder Morgan Energy Partners	Kinder Morgan Inc.	52,566	12.0%	12.0%	NA	Yes
8/10/14	El Paso Pipeline Partners	Kinder Morgan Inc.	13,677	15.4%	15.4%	NA	Yes
7/24/14	QR Energy LP	Breitburn Energy Partners	2,856	17.5%	17.5%	NA	No
10/10/13	PVR Partners LP	Regency Energy Partners LP	5,659	25.7%	25.7%	NA	No
8/27/13	PAA Natural Gas Storage LP	Plains All American LP	2,531	8.5%	8.5%	NA	No
5/6/13	Crestwood Midstream Partners LP	Inergy Midstream LP	2,643	14.5%	14.5%	NA	No
1/29/13	Copano Energy LLC	Kinder Morgan Energy Partners LP	4,858	23.5%	23.5%	NA	No
2/23/11	Duncan Energy Partners LP	Enterprise Products Partners	3,282	28.1%	28.1%	NA	No
<b>Median</b>				<b>12.0%</b>	<b>13.2%</b>		
<b>Mean</b>				<b>12.4%</b>	<b>11.5%</b>		
<b>Taxable Transactions Median</b>				<b>9.2%</b>	<b>11.9%</b>		
<b>Taxable Transactions Mean</b>				<b>10.3%</b>	<b>9.7%</b>		

Source: Company filings, press releases, presentations and FactSet for pricing data. Represents precedent MLP transactions by affiliated and third party MLPs, Public GPs and C-Corps since 2011.  
Note: Considers transactions where target is an MLP.

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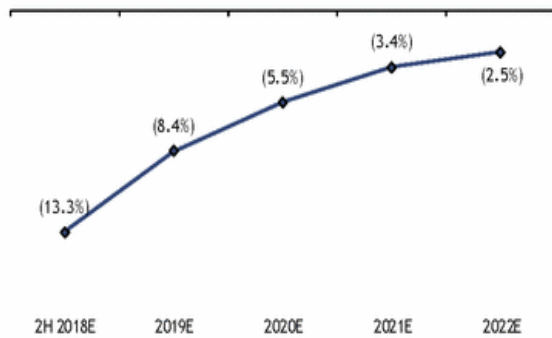
# Distributable Cash Flow Accretion / (Dilution)

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## AM & AMGP | AR Base Case

### AM Accretion / (Dilution) - %

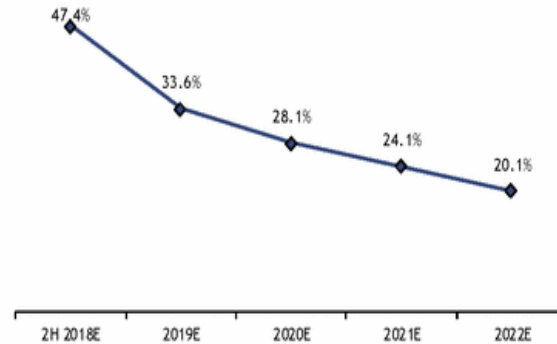
At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Pro Forma AMGP:	\$0.93	\$2.51	\$3.06	\$3.62	\$4.18
\$ Acc / (Dil):	(\$0.14)	(\$0.23)	(\$0.18)	(\$0.13)	(\$0.11)

### AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.33
Pro Forma AMGP:	\$0.62	\$1.68	\$2.05	\$2.43	\$2.80
\$ Acc / (Dil):	\$0.20	\$0.42	\$0.45	\$0.47	\$0.47

### Accretion / (Dilution) Analysis at Various XRs

Implied After-Tax XR

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		AMGP Proposal	(13.3%)	(8.4%)	(5.5%)	(3.4%)
Counter Proposal <sup>(1)</sup>	1.750x	(6.8%)	(0.7%)	2.9%	5.6%	6.9%

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	AMGP Proposal	47.4%	33.6%	28.1%	24.1%
Counter Proposal <sup>(1)</sup>	35.0%	23.5%	18.8%	15.6%	12.1%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.

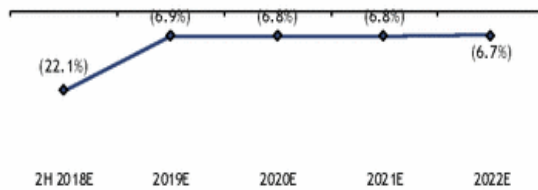
# Distribution Accretion / (Dilution)

AM & AMGP | AR Base Case | Pre-Unitholder Tax

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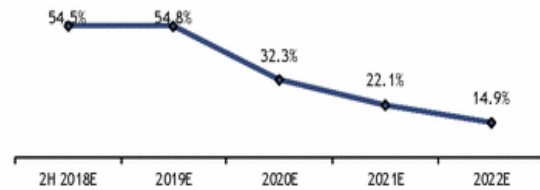
## AM Accretion / (Dilution) - %

At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Pro Forma AMGP:	\$0.71	\$2.06	\$2.66	\$3.19	\$3.82
\$ Acc / (Dil):	(\$0.20)	(\$0.15)	(\$0.19)	(\$0.23)	(\$0.28)
PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x

## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.48	\$1.38	\$1.78	\$2.14	\$2.56
\$ Acc / (Dil):	\$0.17	\$0.49	\$0.43	\$0.39	\$0.33
PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E				
		2H 2018E	2019E	2020E	2021E	2022E
AMGP Proposal	1.492x	(22.1%)	(6.9%)	(6.8%)	(6.8%)	(6.7%)
Counter Proposal (1)	1.750x	0.0%	0.9%	1.3%	1.7%	2.1%

- Counterproposal suggests PF AMGP coverage in 2018 that allows AM unitholders to at least breakeven from a distribution accretion / (dilution) perspective
- To achieve this requires a PF AMGP coverage ratio of 1.102x in the AR Base Case (compared to PF AMGP management coverage of 1.319x)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E				
	2H 2018E	2019E	2020E	2021E	2022E
AMGP Proposal	54.5%	54.8%	32.3%	22.1%	14.9%
Counter (1)	69.1%	42.9%	22.7%	13.7%	7.2%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.

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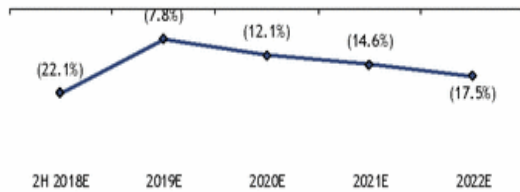
# Distribution Accretion / (Dilution)

AM & AMGP | AR Base Case | Post-Unitholder Tax

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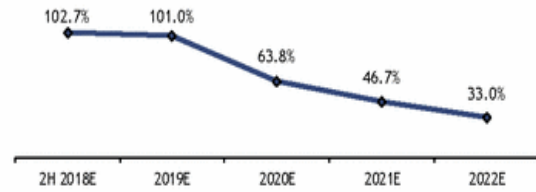
## AM Accretion / (Dilution) - %

At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.41	\$4.09
Pro Forma AMGP:	\$0.71	\$2.04	\$2.50	\$2.92	\$3.37
\$ Acc / (Dil):	(\$0.20)	(\$0.17)	(\$0.34)	(\$0.50)	(\$0.72)
PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x

## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.23	\$0.68	\$1.03	\$1.33	\$1.70
Pro Forma AMGP:	\$0.48	\$1.37	\$1.68	\$1.96	\$2.26
\$ Acc / (Dil):	\$0.24	\$0.69	\$0.65	\$0.62	\$0.56
PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		AMGP Proposal	(22.1%)	(7.8%)	(12.1%)	(14.6%)
Counter <sup>(1)</sup> Proposal	1.750x	0.0%	0.9%	(1.4%)	(4.3%)	(9.3%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	AMGP Proposal	102.7%	101.0%	63.8%	46.7%
Counter <sup>(1)</sup> Proposal	121.9%	87.5%	56.5%	40.1%	24.7%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.

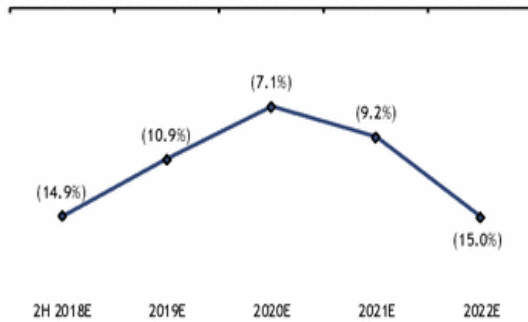
# Distributable Cash Flow Accretion / (Dilution)

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## AM & AMGP | AR Downside Volumes Case

### AM Accretion / (Dilution) - %

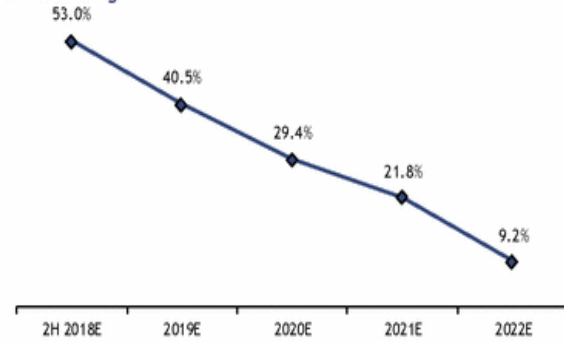
At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$1.01	\$2.40	\$3.02	\$3.33	\$3.76
Pro Forma AMGP:	\$0.86	\$2.14	\$2.81	\$3.02	\$3.20
\$ Acc / (Dil):	(\$0.15)	(\$0.26)	(\$0.21)	(\$0.31)	(\$0.56)

### AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AM:	\$0.37	\$1.02	\$1.45	\$1.66	\$1.96
Pro Forma AMGP:	\$0.57	\$1.43	\$1.88	\$2.03	\$2.14
\$ Acc / (Dil):	\$0.20	\$0.41	\$0.43	\$0.36	\$0.18

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		AMGP Proposal	(14.9%)	(10.9%)	(7.1%)	(9.2%)
Counter Proposal <sup>(1)</sup>	1.750x	(8.8%)	(3.8%)	1.6%	2.3%	0.1%

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
AMGP Proposal	53.0%	40.5%	29.4%	21.8%	9.2%
Counter Proposal <sup>(1)</sup>	39.7%	29.2%	20.6%	16.9%	9.7%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.

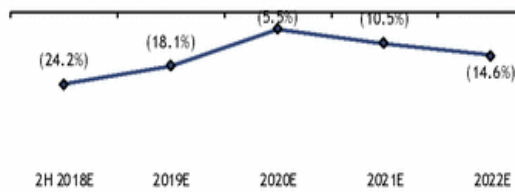
# Distribution Accretion / (Dilution)

AM & AMGP | AR Downside Volumes Case | Pre-Unitholder Tax

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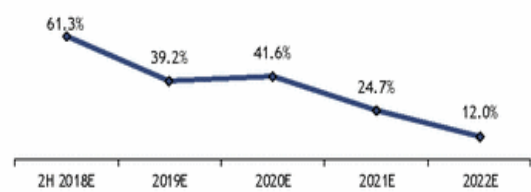
## AM Accretion / (Dilution) - %

At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
Pro Forma AMGP:	\$0.65	\$1.76	\$2.44	\$2.66	\$2.92
\$ Acc / (Dil):	(\$0.21)	(\$0.39)	(\$0.14)	(\$0.31)	(\$0.50)
PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x

## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.27	\$0.85	\$1.15	\$1.43	\$1.75
Pro Forma AMGP:	\$0.44	\$1.18	\$1.63	\$1.78	\$1.96
\$ Acc / (Dil):	\$0.17	\$0.33	\$0.48	\$0.35	\$0.21
PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		AMGP Proposal	(24.2%)	(18.1%)	(5.5%)	(10.5%)
Counter Proposal <sup>(1)</sup>	1.750x	(2.9%)	(11.8%)	3.2%	0.8%	0.6%

To achieve breakeven from a distribution accretion / (dilution) perspective in the AR Downside Volumes Case requires a coverage ratio of 1.069x (compared to PF AMGP management coverage of 1.319x)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	AMGP Proposal	61.3%	39.2%	41.6%	24.7%
Counter Proposal <sup>(1)</sup>	76.0%	27.9%	31.8%	19.6%	12.4%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.

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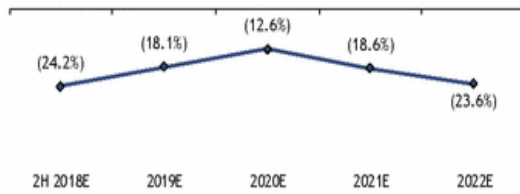
# After-Tax Distribution Accretion / (Dilution)

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AM & AMGP | AR Downside Volumes Case | Post-Unitholder Tax

## AM Accretion / (Dilution) - %

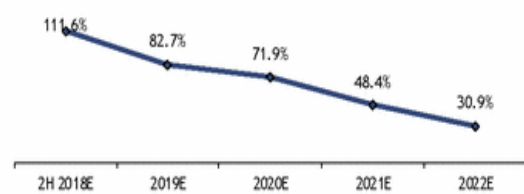
At 1.600x Exchange Ratio (1.492x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.86	\$2.14	\$2.58	\$2.96	\$3.41
Pro Forma AMGP:	\$0.65	\$1.76	\$2.25	\$2.41	\$2.60
\$ Acc / (Dil):	(\$0.21)	(\$0.39)	(\$0.32)	(\$0.55)	(\$0.81)

PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.21	\$0.64	\$0.88	\$1.09	\$1.33
Pro Forma AMGP:	\$0.44	\$1.18	\$1.51	\$1.62	\$1.74
\$ Acc / (Dil):	\$0.23	\$0.53	\$0.63	\$0.53	\$0.41

PF AMGP Coverage:	1.319x	1.221x	1.152x	1.137x	1.094x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		AMGP Proposal	1.492x	(24.2%)	(18.1%)	(12.6%)
Counter Proposal <sup>(1)</sup>	1.750x	(2.9%)	(11.8%)	(1.4%)	(6.2%)	(8.9%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	AMGP Proposal	111.6%	82.7%	71.9%	48.4%
Counter Proposal <sup>(1)</sup>	131.0%	67.8%	65.2%	45.7%	33.1%

Source: Management projections and FactSet as of 7/10/18

(1) Counterproposal accretion / (dilution) analysis adjusted to include the impact of the cost of funding the cash consideration.



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# Project Alpine

Board Discussion Materials

August 14, 2018

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# Table of Contents

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Antero Situation Overview	I
AM Financial Analysis	II
AMGP Financial Analysis	III
Analysis of Transaction	IV
Pro Forma Impact	V
AMGP Proposal	A
AMGP Proposal - Tax Adjusted Exchange Ratio Analysis	B
AM Proposal	C
Pro Forma Trading Analysis	VI
After-Tax Pro Forma Impact Supplemental Materials for AMGP Proposal	VII
After-Tax Pro Forma Impact Supplemental Materials for AM Proposal	VIII
After-Tax Distribution / Dividend Discount Analysis	IX
AMGP Proposal	A
AM Proposal	B
<i>Appendix</i>	

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## I. Antero Situation Overview

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# Prior vs. Current

Since June 19, 2018 Special Committee Meeting

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- Updated materials to reflect new AMGP Proposal and AM Proposal
  - AMGP Proposal: 1.65x AMGP shares for each AM unit
  - AM Proposal: 1.71x AMGP shares and \$3.84 of cash consideration for each AM Unit
- Base case updated to incorporate borrowing impact of water earn-out
- Update to base case coverage assumptions to reconcile to management distribution forecast
- Updated materials for market prices at close 8/10/2018
- Updated materials for Q2 filings for all Antero entities and comparables
- Added recently announced ETE/ETP simplification transaction

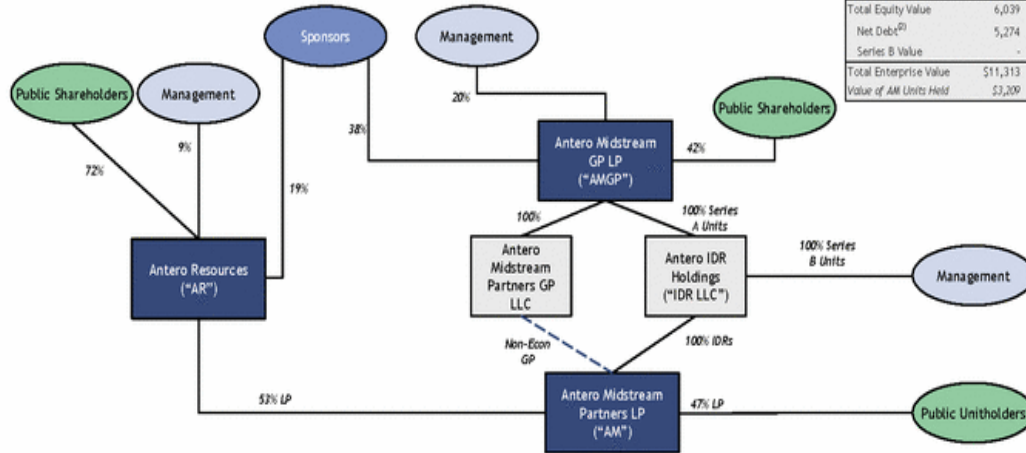
# Summary of Proposal from AMGP

Proposal Component	Description
Exchange Ratio	<ul style="list-style-type: none"> <li>■ AM Common Units will be exchanged for 1.65 AMGP shares</li> <li>■ Represents a 5% discount to current spot XR as of August 3, 2018</li> <li>■ Based on prices as of February 23, 2018, offer implies a 15% premium to AM's closing price and 2% premium to 30-day VWAP</li> <li>■ Based on prices as of July 20, 2018, implies a 0.3% premium to AM's 30-day VWAP</li> </ul>
Series B Valuation	<ul style="list-style-type: none"> <li>■ Series B units will be exchanged for 18.5mm AMGP shares</li> <li>■ Implies ~\$342mm valuation at market close as of August 3, 2018</li> <li>■ Newly issued AMGP shares will not carryover vesting requirements</li> </ul>
Pro Forma Ownership Splits	<ul style="list-style-type: none"> <li>■ Pro forma for transaction equity ownership breakdown as follows:               <ul style="list-style-type: none"> <li>□ AM Unitholders: ~60.3%</li> <li>□ AMGP Shareholders: ~36.1%</li> <li>□ Series B Unitholders: ~3.6%</li> </ul> </li> </ul>
AMGP's Original Stated Rationale for Transaction	<ul style="list-style-type: none"> <li>■ Streamlined Transaction Structure               <ul style="list-style-type: none"> <li>□ Single, publicly-traded midstream corporation</li> <li>□ Alignment of management incentives between AM unitholders, AMGP shareholders and Series B unitholders</li> </ul> </li> <li>■ Improved Financial Performance               <ul style="list-style-type: none"> <li>□ Elimination of IDR's will reduce PF AMGP's cost of capital relative to SQ entity</li> <li>□ Elimination of Series B will increase cash available for distribution to PF equity owners</li> <li>□ Expected elimination of cash taxes payable by PF AMGP through 5-year forecast as a result of the tax basis "step-up" attributable to the Transaction and additional depreciation generated from capital investment</li> </ul> </li> <li>■ Enhanced Trading Metrics               <ul style="list-style-type: none"> <li>□ PF AMGP will have larger float and greater liquidity</li> <li>□ Larger potential investor base given institutional investor preference for traditional C-corp structure</li> <li>□ New shares should, over time, be eligible for inclusion in major indices further expanding investor universe</li> </ul> </li> </ul>
Governance	<ul style="list-style-type: none"> <li>■ PF AMGP will be reestablished as a Delaware C-corp</li> <li>■ 9-member independent, Board of Directors with no more than 4 appointed by AR, the Sponsors or Management</li> <li>■ AR, the Sponsors, and Management agree to vote in support of independent directors nominated by the Nominations &amp; Governance Committee</li> </ul>

# Antero Entities Ownership Overview

(\$ in millions, unless otherwise noted)

## Organizational Structure Overview



Metric	AR	AM	AMGP
Price (as of 8/10/2018)	\$18.76	\$32.25	\$19.34
Fully Diluted Shares O/S	322	188	186
Market Equity Value	6,039	6,067	3,601
GP Equity Value	-	3,601	-
Total Equity Value	6,039	9,668	3,601
Net Debt <sup>(1)</sup>	5,274	1,400	(5)
Series B Value	-	-	96
Total Enterprise Value	\$11,313	\$11,069	\$3,692
Value of AM Units Held	\$3,209	-	-

	Sponsor/Management Ownership												
	AR			AM			AMGP - Series A			AMGP - Series B <sup>(1)</sup>			Total Aggregate Investment
	# Shares (000s)	Value (\$MM)	% Outstanding	# Units (000s)	Value (\$MM)	% Outstanding	# Shares (000s)	Value (\$MM)	% Outstanding	Units (000s)	Value (\$MM)	% Outstanding	
Warburg Pincus LLC	46,609	\$878	14.7%	-	-	-	55,110	\$1,020	29.6%	-	-	-	\$1,897
Yorktown Partners LLC	12,905	\$243	4.1%	-	-	-	15,534	\$287	8.3%	-	-	-	\$530
<b>Total Sponsor</b>	<b>59,514</b>	<b>\$1,121</b>	<b>18.8%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>70,644</b>	<b>\$1,307</b>	<b>37.9%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>\$2,428</b>
Paul Rady	16,250	\$308	5.2%	303	\$10	0.2%	19,997	\$370	10.7%	48	\$45	48.7%	\$733
Glen Warren	10,823	\$204	3.4%	207	\$7	0.1%	14,931	\$276	8.0%	32	\$30	32.5%	\$517
Other	3	\$0	0.0%	353	\$11	0.2%	2,937	\$54	1.6%	19	\$18	18.9%	\$83
<b>Total Management</b>	<b>29,787</b>	<b>\$512</b>	<b>8.6%</b>	<b>863</b>	<b>\$28</b>	<b>0.5%</b>	<b>37,865</b>	<b>\$701</b>	<b>20.3%</b>	<b>99</b>	<b>\$93</b>	<b>100.0%</b>	<b>\$1,333</b>
<b>TOTAL</b>	<b>89,301</b>	<b>\$1,632</b>	<b>27.3%</b>	<b>863</b>	<b>\$28</b>	<b>0.5%</b>	<b>108,509</b>	<b>\$2,007</b>	<b>58.3%</b>	<b>99</b>	<b>\$93</b>	<b>100.0%</b>	<b>\$3,761</b>

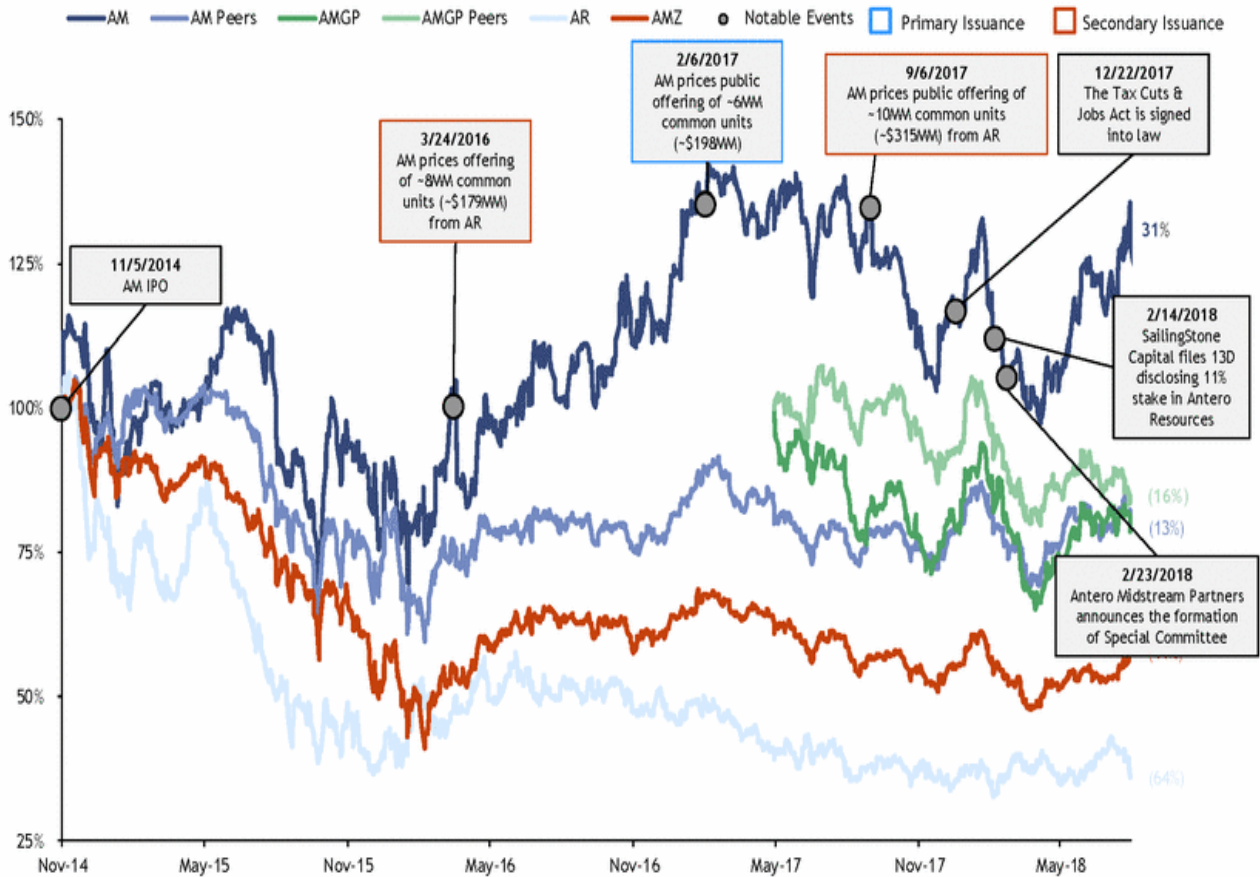
Source: Company filings, FactSet as of 8/10/2018.

- (1) 50% of Series B remain unvested; remaining 50% will vest half on 12/31/2018 and half on 12/31/2019. All shares automatically vest upon the liquidation of IDR LLC. Value based on 6% of AMGP equity value above \$2,000mm.
- (2) AR net debt consolidates for AM.

# Antero Midstream Timeline

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Relative Performance Since AM IPO (11/5/2014)<sup>(1,2)</sup>



Source: Company filings, FactSet as of 8/10/2018.

Note: AM peers include BMMP, CNXM, EQM, HESM, NBLX, PXSP, SHLX, WES, and VLP. AMGP peers include EQGP and WGP.

Note: AM peer selection considered EBP sponsored MLPs and high-growth MLPs, categorized as such if current - 2022E distribution growth CAGR is greater than 10%.

(1) Indexed values reflect total return on investment. Distributions and dividends reinvested at current market price on date paid.

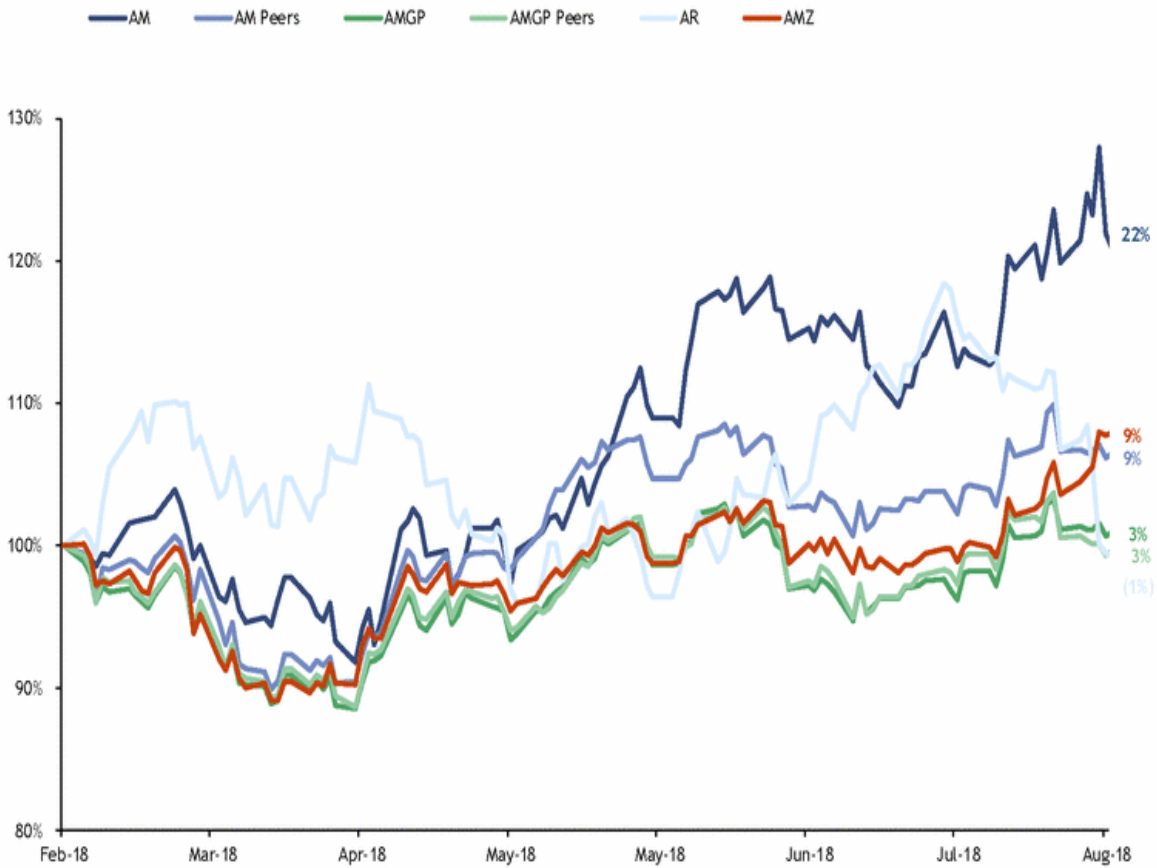
(2) AM price performance indexed to IPO price of \$25.00 and AMGP price performance indexed to IPO price of \$23.50.

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# Antero Midstream Timeline

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Relative Performance Since Committee Announcement (2/23/2018)<sup>(1)</sup>



Source: Company filings, FactSet as of 8/10/2018.

Note: AM peers include BMMP, CNXM, EQM, HESM, NBLX, PXSP, SHLX, WES, and VLP. AMGP peers include EQGP and WGP.

Note: AM peer selection considered E&P sponsored MLPs and high-growth MLPs, categorized as such if current - 2022E distribution growth CAGR is greater than 10%.

(1) Indexed values reflect total return on investment. Distributions and dividends reinvested at current market price on date paid.

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# Historical XR & Distribution Comparison

## Since AMGP IPO (5/4/17)

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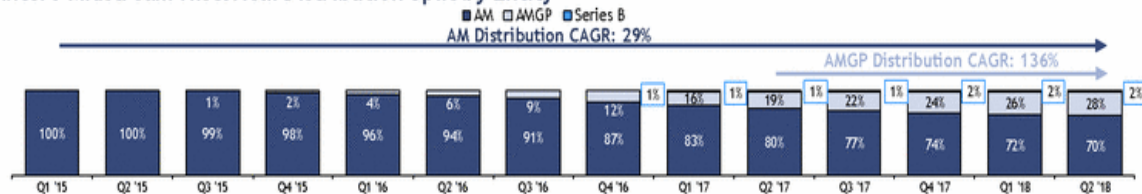
(\$ in millions, unless otherwise noted)

### Historical AM/AMGP Exchange Ratio



	Contractual Valuation	Yield-Based Valuation	At Transaction Contractual Valuation
AMGP Shares Outstanding	186.2	186.2	186.2
AMGP Units Issued	NA	NA	313.6
AMGP Price	\$19.34	\$19.34	\$19.34
AMGP Market Value	\$3,601	\$3,601	\$3,666
2018 Series B CF	NA	\$7	NA
2018 Yield	NA	2.8%	NA
Series B Threshold	\$2,000	NA	\$2,000
Series B Redemption Right	6.0%	NA	6.0%
Implied Series B Valuation	5%	\$241	\$480
AMGP Equity Value Including Series B	\$3,697	\$3,840	\$10,136
Series B Conversion Units	18.5	18.5	23.8
AMGP Units Outstanding Including Series B	204.7	204.7	523.6
Adj. AMGP Share Price	\$18.06	\$18.77	\$19.34
Current AM Share Price	\$32.25	\$32.25	\$32.25
Adjusted XR	1.786x	1.718x	1.668x

### Antero Midstream Historical Distribution Split by Entity<sup>(1)</sup>



	Q1 '15	Q2 '15	Q3 '15	Q4 '15	Q1 '16	Q2 '16	Q3 '16	Q4 '16	Q1 '17	Q2 '17	Q3 '17	Q4 '17	Q1 '18	Q2 '18
AM LP	\$27 / \$0.18	\$29 / \$0.19	\$36 / \$0.21	\$39 / \$0.22	\$41 / \$0.24	\$44 / \$0.25	\$47 / \$0.27	\$50 / \$0.28	\$56 / \$0.30	\$60 / \$0.32	\$63 / \$0.34	\$68 / \$0.37	\$73 / \$0.39	\$71 / \$0.42
AMGP <sup>(2)</sup>	-	-	\$0	\$1	\$2	\$3	\$5	\$7	\$11	\$5 / \$0.05	\$11 / \$0.06	\$14 / \$0.08	\$20 / \$0.11	\$20 / \$0.11
Series B	-	-	-	-	-	-	-	\$0	\$1	\$1	\$1	\$1	\$2	\$2

Source: Company filings, FactSet as of 8/10/2018.

(1) AM CAGR is calculated from Q1'15 to Q1'18. AMGP CAGR is calculated from Q2'17 to Q1'18 based on initial post-IPO distribution grossed up for full quarter.

(2) AMGP attributable distribution per AM LP unit pre-IPO, AMGP CAFO B declared distribution post-IPO.

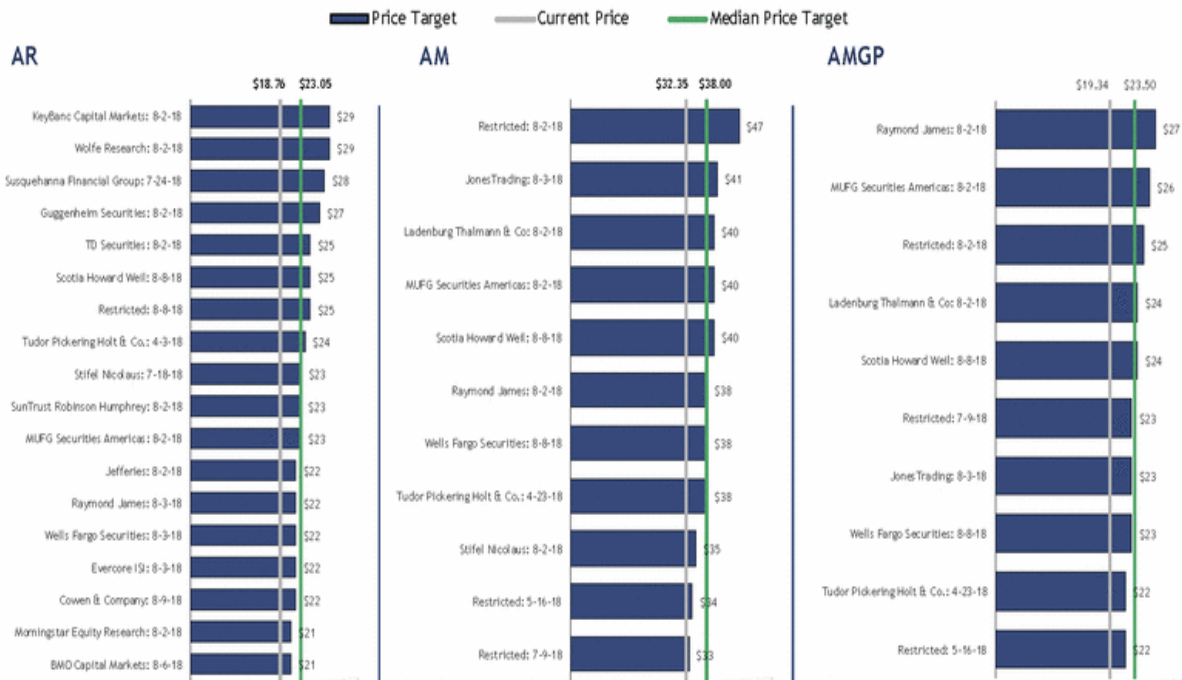
(3) Adjusted to reflect proposed Series B conversion, with AMGP share price calculated as (AMGP equity value + [AMGP equity value - \$2bn] x 6%) / (AMGP fully diluted shares outstanding + 18.5mm).

(4) Proposal % Premium / (Discount) calculated as premium / (discount) between current proposal (1.650x) and adjusted XR.

(5) Implied exchange at 1.710x equity exchange ratio and \$3.84 in cash.

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# Analyst Perspectives on Situation



"AR delivered better than expected 1Q18 results on stronger margins and a big gain on gas marketing for the quarter. While guidance would indicate the marketing gain is likely not repeatable, the company's upstream operations are getting incrementally more efficient driven by longer laterals and larger pads, and the company remains on track for 20% volume growth in 2018."

Jefferies, 5/01/2018

"We see AM as well positioned to capitalize on AR growth, especially as the organic opportunity set appears deep with >3,300 economic drilling. We expect stout throughput volume growth to support distribution CAGR of 28-30% through 2020 with continued robust growth thereafter, all while maintaining solid coverage. Superior distribution growth, a strong B/S, and substantial coverage differentiate AM from peers, in our view."

J.P. Morgan, 2/26/2018

"While there are several permutations, we've analyzed two scenarios: (1) AM acquires AMGP and (2) AMGP acquires AM (our analysis assumes a 10% premium under each scenario). Regardless of which way the transaction goes, we estimate the pro forma entity could grow its cash flows at a five-year CAGR of 19%, with better alignment to AR."

Wells Fargo, 5/03/2018

Source: Broker research commentary, FactSet as of 8/10/2018.  
Note: TPH Research restricted on 4/17/18.

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## II. AM Financial Analysis

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# AM Selected Comparable Company Analysis

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	A	B	C	D	E	F	G	H	I	J	K	L	M	
	Company	Unit Price at 8/10/2018	Total Equity Market Value <sup>(1)</sup>	Enterprise Value	Dist. Growth 2018E to 2020E CAGR	% Dist. to GP/IDRs	LP Distribution / Unit / Price (Yield)	Price / DCF / LP Unit	Enterprise Value / EBITDA	2018E	2019E	2018E	2019E	2018E Coverage
EBP Spon.	Western Gas Partners, L.P.	\$52.36	\$14,025	\$18,211	6%	35%	7.3%	7.3%	10.5x	8.4x	15.0x	12.6x	1.09x	
	CNX Midstream Partners LP	20.67	1,491	1,963	15%	12%	6.5%	6.6%	12.0x	8.9x	12.1x	8.4x	1.28x	
HG & EBP Spon.	Hess Midstream Partners LP	22.92	1,280	3,307	15%	2%	5.8%	6.2%	14.7x	13.2x	13.1x	10.8x	1.13x	
	Noble Midstream Partners LP	48.90	2,045	3,213	20%	5%	4.4%	4.5%	12.5x	11.9x	13.8x	10.0x	2.03x	
	EQT Midstream Partners LP	56.22	12,358	15,328	15%	35%	7.8%	7.9%	10.3x	8.7x	15.3x	10.5x	1.05x	
Other High Growth MLP	Shell Midstream Partners LP	22.59	7,016	8,955	12%	28%	6.5%	6.6%	14.0x	12.0x	14.9x	10.9x	1.10x	
	BP Midstream Partners LP	21.48	2,401	2,707	14%	0%	5.0%	5.2%	16.7x	12.9x	19.4x	13.2x	1.23x	
	Valero Energy Partners LP	41.64	4,243	5,418	15%	32%	5.3%	5.4%	14.1x	12.6x	13.4x	10.7x	1.40x	
	Phillips 66 Partners LP	53.72	10,822	14,347	11%	38%	5.3%	5.7%	14.2x	13.2x	13.3x	11.9x	1.33x	
	Mean		\$6,209	\$8,161	15%	17%	5.8%	6.0%	13.7x	11.9x	15.0x	11.0x	1.32x	
Median		\$4,243	\$5,418	15%	28%	5.8%	6.2%	14.0x	12.0x	13.8x	10.8x	1.23x		
Low		\$1,280	\$1,963	6%	0%	4.4%	4.5%	10.3x	8.4x	12.1x	8.4x	1.05x		
High		\$14,025	\$18,211	20%	38%	7.8%	7.9%	16.7x	13.2x	19.4x	13.2x	2.03x		
EBP Sponsored Mean		\$6,280	\$8,404	14%	18%	6.3%	6.5%	12.0x	10.2x	13.9x	10.5x	1.31x		
EBP Sponsored Median		\$2,045	\$3,307	15%	12%	6.5%	6.6%	12.0x	8.9x	13.8x	10.5x	1.13x		
Other High - Growth MLP Mean		\$6,120	\$7,856	13%	24%	5.5%	5.7%	14.8x	12.7x	15.2x	11.7x	1.24x		
Other High - Growth MLP Median		\$5,629	\$7,186	13%	30%	5.3%	5.6%	14.2x	12.7x	14.2x	11.4x	1.28x		
AM at WSC <sup>(1,A)</sup>		\$32.25	\$9,764	\$11,159	29%	30%	4.8%	5.3%	15.3x	12.0x	15.6x	12.0x	1.24x	
AM at Mgmt. Estimates		\$32.25	\$9,764	\$11,159	29%	30%	4.8%	5.3%	15.8x	11.8x	15.3x	11.3x	1.27x	

Metric	Multiple Range			Implied Unit Price <sup>(1)</sup>		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E EBITDA	\$730	\$715	12.1x - 19.4x	\$19.97	\$26.39	\$48.03
2019E EBITDA	\$989	\$933	8.4x - 13.2x	\$17.17	\$29.61	\$42.25
Metric	Multiple Range			Implied Unit Price <sup>(1)</sup>		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E LP DCF / Unit	\$2.04	\$2.11	10.3x - 16.7x	\$21.92	\$28.68	\$34.03
2019E LP DCF / Unit	\$2.74	\$2.68	8.4x - 13.2x	\$22.92	\$32.77	\$36.25
Metric	Yield Range			Implied Unit Price		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E Distribution Yield	5.12%	5.17%	7.9% - 4.9%	\$21.84	\$27.88	\$38.29

Source: FactSet as of 8/10/2018 and Wall Street research.

(1) Values GP and IDR cash flow at LP yield for MLPs with non-public GPs.

(2) Defined as high-growth MLP if current - 2020E distribution growth CAGR is greater than 10%.

(3) Based on Wall Street consensus estimates as compiled by FactSet.

(4) Antero Midstream Partners LP announced on February 26, 2018 that its Board of Directors had formed a special committee, in conjunction with the formation of special committees at both Antero Resources and Antero Midstream GP, to evaluate potential measures and transactions that could involve Antero Midstream.

(5) Implied unit prices are calculated based on Management projections.

# Precedents | MLP Transactions Analysis

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A	B	C	D	E	F	G	H	I	J	K	L	M
Announcement Date	Acquirer	Target	Transaction Value	TEV / FY EBITDA <sup>(1)</sup>	Adj. Transaction Value <sup>(2)</sup>	Adj. TEV / FY EBITDA <sup>(3)</sup>	Debt Value	1-Day Premium	% Cash	Transfer Transaction	Buyer Type	Transaction Type
8/1/18	Energy Transfer Equity, L.P.	Energy Transfer Partners	\$66,981	8.7x	\$66,915	8.7x	\$27,179	11.2%	0%	No	MLP	Affiliate
6/19/18	Cheniere Energy Inc.	Cheniere Energy Partners LP Holdings	\$6,551	10.7x	\$,526	10.4x	1,240	2.2%	0%	No	C-Corp	Affiliate
5/17/18	Williams Companies	Williams Partners, LP	\$7,790	12.6x	\$6,013	12.2x	10,427	6.4%	0%	Yes	C-Corp	Affiliate
3/26/18	Tallgrass Energy GP, LP	Tallgrass Energy Partners, LP	8,361	12.0x	8,083	11.6x	1,686	0.6%	0%	Yes	C-Corp	Affiliate
2/7/18	Terra Nitrogen GP, Inc.	Terra Nitrogen Co. LP	1,474	7.0x	1,402	6.8x	387	3.7%	100%	Yes	C-Corp	Affiliate
1/2/18	Arbrook, Inc.	Arbrook Partners, LP	2,438	9.6x	2,258	9.3x	607	23.4%	0%	Yes	C-Corp	Affiliate
8/29/17	Zenith Energy US, LP	Arc Logistics Partners LP	736	12.9x	736	12.9x	407	15.2%	100%	Yes	MLP	3rd Party
5/18/17	Energy Transfer Partners, LP	Permian Midstream Partners, LP	963	12.6x	873	11.4x	280	20.1%	100%	Yes	MLP	Affiliate
3/2/17	VTTI, B.V.	VTTI Energy Partners, LP	1,867	9.2x	1,842	9.1x	481	6.0%	100%	Yes	C-Corp	Affiliate
4/2/17	World Port Terminals, Inc.	World Port Terminals, LP	594	9.1x	570	8.8x	159	5.8%	100%	Yes	C-Corp	Affiliate
2/1/17	ONEOK, Inc.	ONEOK Partners, LP	23,654	12.0x	22,280	11.4x	9,209	25.8%	0%	Yes	C-Corp	Affiliate
1/2/17	Erbidge Energy Company	Midcoast Partners, LP	1,176	11.4x	1,194	11.6x	170	(8.6%)	100%	Yes	C-Corp	Affiliate
11/21/16	Sunoco Logistics Partners, LP	Energy Transfer Partners, LP	\$4,455	9.7x	\$4,455	9.7x	21,965	(0.2%)	0%	No	MLP	Affiliate
10/24/16	American Midstream Partners LP	JF Energy Partners LP	476	8.6x	476	8.6x	302	9.1%	0%	No	MLP	3rd Party
9/26/16	Transocean	Columbia Pipeline Partners	3,464	4.9x	3,384	4.8x	915	11.1%	100%	Yes	C-Corp	Affiliate
5/20/16	SenGroup Corp.	Raze Rock Midstream	2,034	12.0x	2,034	12.0x	771	0.0%	0%	Yes	C-Corp	Affiliate
11/2/15	Targa Resources Corp.	Targa Resources Partners LP	12,229	10.6x	12,138	10.5x	6,672	18.4%	0%	Yes	C-Corp	Affiliate
8/1/16	Transocean, Inc.	Transocean Partners, LP	1,202	3.5x	1,153	3.3x	259	20.8%	0%	No	C-Corp	Affiliate
10/26/15	Western Refining, Inc.	Northern Tier Energy	5,286	11.8x	5,185	11.5x	1,982	11.7%	65%	Yes	C-Corp	3rd Party
7/13/15	MPX LP	MarkWest Energy Partners, LP	22,260	22.8x	22,260	22.8x	16,412	36.2%	8%	No	MLP	3rd Party
5/6/15	Crestwood Equity Partners, LP	Crestwood Midstream Partners	6,300	11.9x	6,901	11.9x	3,381	17.2%	0%	No	MLP	Affiliate
4/6/15	Tecoco Logistics LP	QEP Midstream Partners LP	1,146	7.5x	1,104	7.2x	294	8.6%	0%	No	MLP	Affiliate
3/26/15	Energy Transfer Partners, LP	Regency Energy Partners LP	18,593	11.0x	18,593	11.0x	11,276	13.2%	1%	No	MLP	Affiliate
6/15/14	Williams Partners LP	Acacia Midstream Partners LP	35,891	11.0x	35,891	11.0x	23,579	1.3%	0%	No	MLP	Affiliate
10/13/14	Targa Resources Partners LP	Atlas Pipeline Partners LP	6,002	17.5x	6,002	17.5x	3,866	15.0%	2%	No	MLP	3rd Party
11/12/14	Enterprise Products Partners LP	Oklahoma Partners LP	4,289	23.0x	4,243	22.8x	1,292	1.7%	0%	No	MLP	Affiliate
8/10/14	Kinder Morgan Inc.	Kinder Morgan Energy Partners	52,566	8.8x	52,351	8.8x	27,251	12.0%	12%	Yes	C-Corp	Affiliate
8/10/14	Kinder Morgan Inc.	El Paso Pipeline Partners	13,677	11.9x	13,193	11.4x	5,421	15.4%	12%	Yes	C-Corp	Affiliate
7/24/14	Enbridge Energy Partners	QEP Energy LP	2,856	9.4x	2,856	9.4x	1,811	17.5%	19%	No	MLP	3rd Party
10/10/13	Regency Energy Partners LP	PVR Partners LP	5,659	13.5x	5,659	13.5x	3,921	25.7%	1%	No	MLP	3rd Party
8/27/13	Plains All American LP	PAH Natural Gas Storage LP	2,531	20.1x	2,434	19.4x	755	8.1%	0%	No	MLP	Affiliate
5/6/13	Energy Midstream LP	Crestwood Midstream Partners LP	2,640	14.6x	2,643	14.6x	1,661	14.5%	4%	No	MLP	3rd Party
3/29/13	Kinder Morgan Energy Partners LP	Copano Energy LLC	4,858	14.9x	4,858	14.9x	3,911	23.5%	0%	No	MLP	3rd Party
2/23/11	Enterprise Products Partners	Duncan Energy Partners LP	3,282	9.5x	2,973	8.6x	1,006	28.1%	0%	No	MLP	Affiliate
<b>C-Corp Buying MLP</b>			<b>Median</b>	<b>10.6x</b>	<b>\$4,284</b>	<b>10.5x</b>	<b>\$1,078</b>	<b>8.8%</b>	<b>6%</b>			
			<b>Mean</b>	<b>9.8x</b>	<b>11,892</b>	<b>9.6x</b>	<b>4,240</b>	<b>9.7%</b>	<b>37%</b>			
<b>Affiliate</b>			<b>Median</b>	<b>10.7x</b>	<b>\$4,243</b>	<b>10.5x</b>	<b>\$1,240</b>	<b>8.6%</b>	<b>0%</b>			
			<b>Mean</b>	<b>10.8x</b>	<b>15,121</b>	<b>10.6x</b>	<b>6,283</b>	<b>10.1%</b>	<b>25%</b>			
<b>3rd Party</b>			<b>Median</b>	<b>13.5x</b>	<b>\$4,858</b>	<b>13.5x</b>	<b>\$1,982</b>	<b>15.2%</b>	<b>4%</b>			
			<b>Mean</b>	<b>14.0x</b>	<b>5,642</b>	<b>14.0x</b>	<b>3,831</b>	<b>18.7%</b>	<b>22%</b>			
<b>Overall</b>			<b>Median</b>	<b>11.2x</b>	<b>\$4,590</b>	<b>11.2x</b>	<b>\$1,674</b>	<b>11.9%</b>	<b>0%</b>			
			<b>Mean</b>	<b>11.7x</b>	<b>12,617</b>	<b>11.5x</b>	<b>5,634</b>	<b>12.4%</b>	<b>24%</b>			
	<b>AMGP Proposal</b>	<b>Astero Midstream GP LP<sup>(4)</sup></b>	<b>\$10,282</b>	<b>14.1x</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>(14.5%)</b>	<b>0%</b>	<b>Yes</b>	<b>C-Corp</b>	<b>Affiliate</b>
	<b>AM Proposal</b>	<b>Astero Midstream GP LP<sup>(5)</sup></b>	<b>11,151</b>	<b>15.3x</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>2.0%</b>	<b>6%</b>	<b>Yes</b>	<b>C-Corp</b>	<b>Affiliate</b>

AMGP Proposal  
AM Proposal

Source: Company filings, press releases, presentations and FactSet for pricing data. Represents precedent MLP transactions by affiliated and third party MLPs, Public GPs and C-Corps since 2011.  
 Note: Consider transactions unless target is an MLP.  
 (1) Based on Wall Street research.  
 (2) Non-adjusted transaction TEV values affiliated and non-affiliated units at offer price.  
 (3) Adjusted transaction TEV value affiliated units at market price and non-affiliated units at offer price.  
 (4) Buyout transaction value for AMGP at AMGP Proposal includes conversion of Series B units, all existing debt, and the purchase of all units outstanding. Excludes transaction fees. Premium to Series B implied current 16 of 1.071.  
 (5) Buyout transaction value for AM Proposal includes conversion of Series B units, cash consideration to avoid share selling, all existing debt, and the purchase of all units outstanding. Excludes transaction fees. Assumes cash consideration of \$3.04 per public unit outstanding. Premium to Series B implied current 16 of 1.071.

## Discounted Levered DCF Analysis

Levered DCF Attributable to AM LP Unitholders

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.37	\$42.09	\$46.82
	10.0%	\$34.98	\$39.38	\$43.77
	12.0%	\$32.80	\$36.89	\$40.97

## Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## Discounted Levered DCF Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP DCF per Unit	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP DCF per Unit	\$1.03	\$2.38	\$2.55	\$2.68	
<b>Disc. LP DCF Total</b>					<b>\$8.63</b>
Terminal Multiple				10.5x	
Terminal Disc. Factor				0.683	
<b>Implied Terminal Value per Unit</b>					<b>\$30.74</b>
<b>Implied Value per Unit</b>					<b>\$39.38</b>

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.87	\$1.91	\$2.24	\$2.45	
<b>Disc. LP Dist. Total</b>					<b>\$7.47</b>
Terminal Yield				7.0%	
Terminal Disc. Factor				0.683	
<b>Implied Terminal Value per Unit</b>					<b>\$39.99</b>
<b>Implied Value per Unit</b>					<b>\$47.47</b>

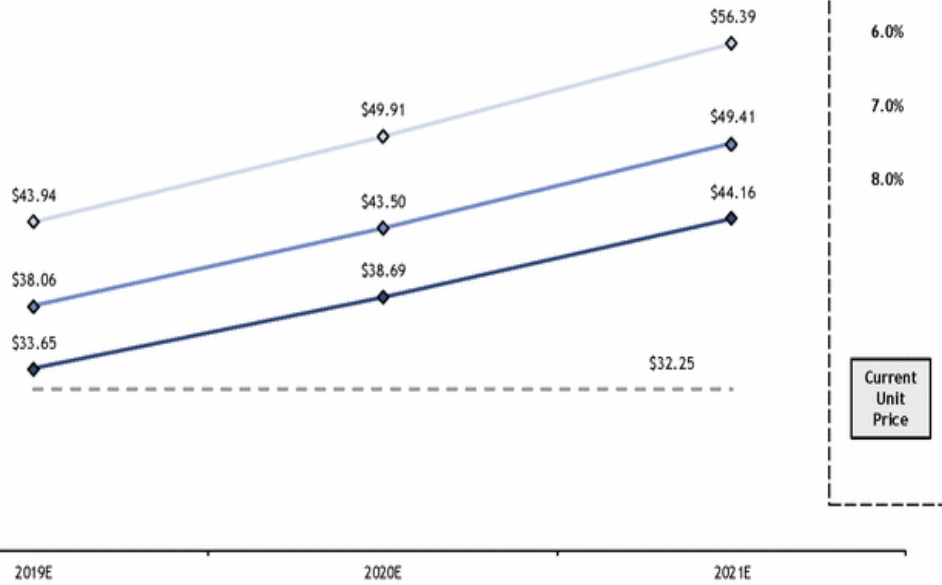
Source: Management projections and FactSet as of 8/10/2018.

# AM Illustrative Discounted Future Value

AR Base Volumes Case

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## AM Status Quo



### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
  - Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 8/10/2018.  
Note: Valuation based on annual distributions.

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## Discounted Levered DCF Analysis

Levered DCF Attributable to AM LP Unitholders

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$33.02	\$37.17	\$41.31
	10.0%	\$30.92	\$34.77	\$38.63
	12.0%	\$29.00	\$32.58	\$36.17

## Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$38.55	\$43.03	\$49.02
	10.0%	\$36.02	\$40.20	\$45.76
	12.0%	\$33.72	\$37.60	\$42.77

## Discounted Levered DCF Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP DCF per Unit	\$1.01	\$2.40	\$3.02	\$3.33	\$3.76
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP DCF per Unit	\$0.96	\$2.08	\$2.38	\$2.38	
<b>Disc. LP DCF Total</b>					<b>\$7.81</b>
Terminal Multiple				10.5x	
Terminal Disc. Factor				0.683	
<b>Implied Terminal Value per Unit</b>					<b>\$26.97</b>
<b>Implied Value per Unit</b>					<b>\$34.77</b>

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
LP Distribution Per Unit	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
Discount Factor	0.953	0.866	0.787	0.716	
PV of LP Dist. per Unit	\$0.82	\$1.86	\$2.03	\$2.13	
<b>Disc. LP Dist. Total</b>					<b>\$6.83</b>
Terminal Yield				7.0%	
Terminal Disc. Factor				0.683	
<b>Implied Terminal Value per Unit</b>					<b>\$33.36</b>
<b>Implied Value per Unit</b>					<b>\$40.20</b>

Source: Management projections and FactSet as of 8/10/2018.



# AM Illustrative Discounted Future Value

AR Downside Volumes Case

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## AM Status Quo



### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
  - Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 8/10/2018.  
Note: Valuation based on annual distributions.

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## III. AMGP Financial Analysis

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# AMGP Selected Comparable Company Analysis

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Company	A	B	C	D	E	F	G		H		I		J		K		L		M
							Total Entity Distribution / Unit / Price (Yield) <sup>(1)</sup>		Total Entity Enterprise Value / GP EBITDA <sup>(2)</sup>		Implied GP Equity Value / CAFD <sup>(3)</sup>		2018E - 2022E Dist. CAGR						
	Unit Price at 8/10/2018	Total Entity Equity Value	Total Entity TEV	Implied GP Equity Value	Implied GP TEV		Current	2018E	2018E	2019E	2018E	2019E	2018E	2019E	2018E	2019E	2018E	2019E	2018E - 2022E Dist. CAGR
EQT GP Holdings LP <sup>(4)</sup>	\$23.18	\$7,011	\$7,513	\$5,785	\$7,011		5.2%	5.3%	19.8x	16.0x	18.5x	14.9x							26.4%
Western Gas Equity Partners, LP	36.26	7,939	9,182	5,314	7,937		6.4%	6.5%	17.9x	16.3x	15.5x	14.1x							11.1%
Mean		\$7,475	\$8,347	\$5,549	\$7,474		5.9%	5.9%	18.8x	16.2x	17.0x	14.5x							18.8%
Median		\$7,475	\$8,347	\$5,549	\$7,474		5.9%	5.9%	18.8x	16.2x	17.0x	14.5x							18.8%
Low		\$7,011	\$7,513	\$5,314	\$7,011		5.3%	5.3%	17.9x	16.0x	15.5x	14.1x							11.1%
High		\$7,939	\$9,182	\$5,785	\$7,937		6.4%	6.5%	19.8x	16.3x	18.5x	14.9x							26.4%
AMGP at WSC <sup>(5)</sup>	\$19.34	\$3,697	\$3,697	\$3,697	\$3,692		2.6%	2.8%	37.0x	22.5x	37.0x	22.5x							58.9%
AMGP at Mgmt Estimates	\$19.34	\$3,697	\$3,697	\$3,697	\$3,692		2.6%	2.8%	27.0x	16.5x	36.7x	22.2x							58.9%

Series B	Metric	Multiple Range	Implied Total Entity Share Price <sup>(1)</sup>			Metric	Multiple Range	Implied GP Share Price <sup>(1)</sup>										
			Low	Median	High			Low	Median	High								
With Series B Conversion	2019E EBITDA	\$237	\$235	16.0x	16.2x	16.3x	\$18.52	\$18.72	\$18.92	2019E CAFD	\$166	\$177	14.1x	14.5x	14.9x	\$11.45	\$11.78	\$12.10

Series B	Metric	Multiple Range	Yield Range			Implied Total Entity Share Price			
			Low	Median	High	Low	Median	High	
With Series B Conversion	2018E Distribution Yield	\$106	\$105	6.5%	5.9%	5.3%	\$7.94	\$8.78	\$9.82

Source: FactSet as of 8/10/2018 and Wall Street research.

Note: Implied GP value calculated as the equity value of GP - equity value of the LP units held + net debt held by the GP.

(1) Total entity distribution yield calculated as GP distribution per unit / share over current GP unit / share price.

(2) Total entity enterprise value calculated as the equity value of GP + net debt held by the GP. GP EBITDA calculated as total distributions to the GP. For AMGP, EBITDA calculated as total distributions to IDR, LLC less Series B payments.

(3) Implied GP equity value calculated as GP share / unit price times GP shares outstanding. Cash available for distribution (CAFD) calculated as GP EBITDA less interest expense and maintenance capex.

(4) Antero Midstream Partners LP announced on February 26, 2018 that its Board of Directors had formed a special committee, in conjunction with the formation of special committees at both Antero Resources and Antero Midstream GP, to evaluate potential measures and transactions that could involve Antero Midstream.

(5) Implied share prices are calculated based on Management projections.

(6) EQGP Pro Forma for RMP acquisition announced April 2018.

(7) "Total HoldCo Distributions with Series B Conversion" calculated as HoldCo distributions with post-tax Series B payments added back in over (AMGP FD S/O + 18.5mm Series B converted units).

# AMGP DCF Analysis | AR Base Volumes Case

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AMGP with Series B Value Conversion | Valuation Effective Date: 6/30/2018

## Discounted Levered DCF<sup>(1)</sup> Analysis

Distributions Attributable to IDR, LLC | Before Series B Payments

		2022E CAFD Multiple		
		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$26.07	\$29.29	\$32.52
	10.0%	\$24.31	\$27.31	\$30.31
	12.0%	\$22.71	\$25.50	\$28.28

## Discounted Distribution Analysis | Pre-Series B Payment

AMGP Distributions | 1.0x Coverage | SQ AM Distribution Policy

		2022E Distribution Yield		
		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$26.50	\$32.78	\$43.78
	10.0%	\$24.71	\$30.55	\$40.77
	12.0%	\$23.08	\$28.51	\$38.01

## Discounted Levered DCF<sup>(1)</sup> Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
HoldCo DCF	\$61	\$178	\$270	\$352	\$449
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP FCF	\$58	\$155	\$213	\$252	
<b>Disc. IDR Distribution Total</b>					\$678
Terminal Multiple					16.0x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value Enterprise Value</b>					\$5,585
Less Net Debt / Corp. Adjustments					(5)
<b>Implied Equity Value</b>					\$5,590
AMGP Shares O/S (Inclusive of 18.5mm Series B Conversion Shares)					204.7
<b>Implied Equity Value per Share</b>					\$27.31

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
Adj. GP Dist. Per Share <sup>(2)</sup>	\$0.30	\$0.87	\$1.32	\$1.72	\$2.20
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP Dist. per Share	\$0.29	\$0.76	\$1.04	\$1.23	
<b>Disc. Adj. Dist. Total</b>					\$3.31
Terminal Yield					5.5%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Share</b>					\$27.24
<b>Implied Equity Value per Share</b>					\$30.55

Source: Management projections and FactSet as of 8/10/2018.

(1) AMGP discounted DCF defined as HoldCo DCF with Series B payments added back in. Discounted cost of equity at 10.0%.

(2) Adj. GP distribution per share calculated as (AMGP DCF + Series B payment added back) / (fully diluted AMGP shares outstanding + 18.5mm converted Series B units).

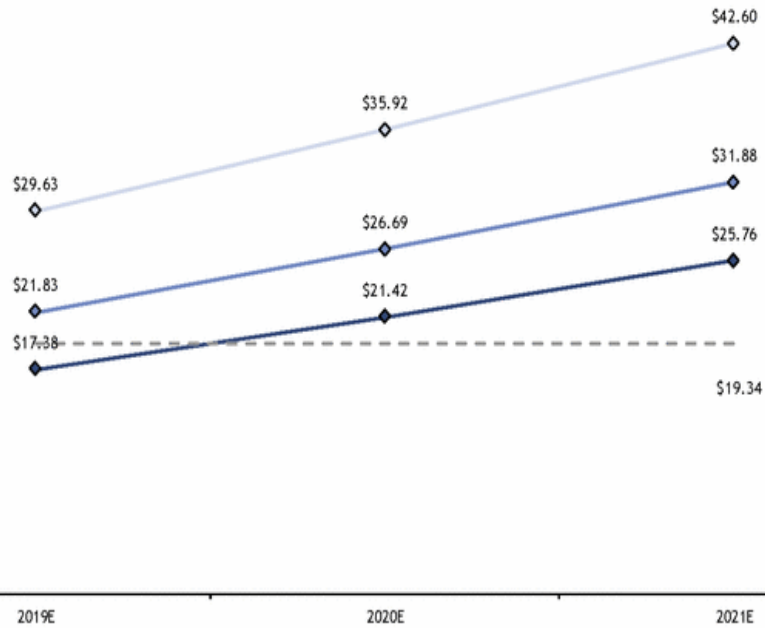
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# AMGP Illustrative Discounted Future Value

AR Base Volumes Case

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## AMGP Status Quo



### Assumptions

- Management projections
- Valuation date as of 6/30/18
- Future share price calculated at FY1 annual distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
  - Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 8/10/2018.  
Note: Valuation based on annual distributions. Net of Series B value.

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# AMGP DCF Analysis | AR Downside Volumes Case

AMGP with Series B Value Conversion | Valuation Effective Date: 6/30/2018

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## Discounted Levered DCF<sup>(1)</sup> Analysis

Distributions Attributable to IDR, LLC | Before Series B Payments

		2022E CAFD Multiple		
		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$20.70	\$23.22	\$25.75
	10.0%	\$19.31	\$21.66	\$24.00
	12.0%	\$18.05	\$20.23	\$22.41

## Discounted Distribution Analysis | Pre-Series B Payment

AMGP Distributions | 1.0x Coverage | SQ AM Distribution Policy

		2022E Distribution Yield		
		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$21.03	\$25.95	\$34.56
	10.0%	\$19.62	\$24.19	\$32.19
	12.0%	\$18.33	\$22.59	\$30.03

## Discounted Levered DCF<sup>(1)</sup> Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
HoldCo DCF	\$53	\$169	\$231	\$287	\$352
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP FCF	\$51	\$147	\$182	\$206	
<b>Disc. IDR Distribution Total</b>					\$585
Terminal Multiple					16.0x
Terminal Disc. Factor					0.683
<b>Implied Terminal Value Enterprise Value</b>					\$4,428
Less Net Debt / Corp. Adjustments					(5)
<b>Implied Equity Value</b>					\$4,434
AMGP Shares O/S (Inclusive of 18.5mm Series B Conversion Shares)					204.7
<b>Implied Equity Value per Share</b>					\$21.66

## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
Adj. GP Dist. Per Share <sup>(2)</sup>	\$0.26	\$0.83	\$1.13	\$1.40	\$1.72
Discount Factor	0.953	0.866	0.787	0.716	
PV of GP Dist. per Share	\$0.25	\$0.72	\$0.89	\$1.01	
<b>Disc. Adj. Dist. Total</b>					\$2.86
Terminal Yield					5.5%
Terminal Disc. Factor					0.683
<b>Implied Terminal Value per Share</b>					\$21.33
<b>Implied Equity Value per Share</b>					\$24.19

Source: Management projections and FactSet as of 8/10/2018.

(1) AMGP discounted IDR distribution defined as HoldCo DCF with Series B payments added back in. Discounted cost of equity at 10.0%.

(2) Adj. GP distribution per share calculated as (AMGP DCF + Series B payment added back) / (fully diluted AMGP shares outstanding + 18.5mm converted Series B units).

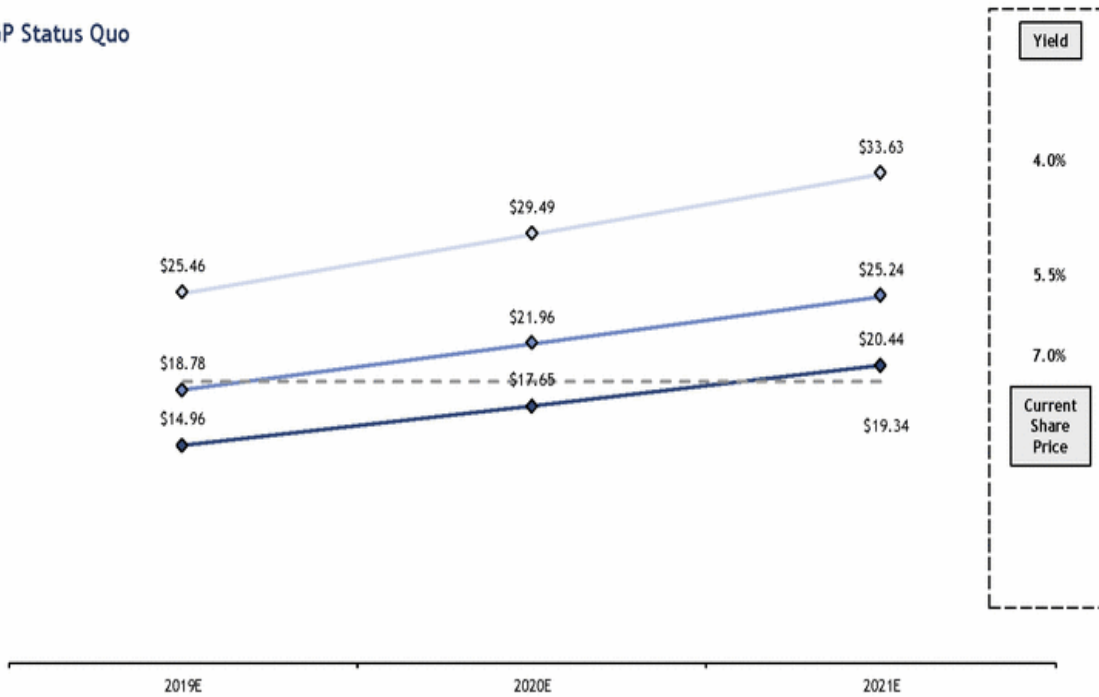
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# AMGP Illustrative Discounted Future Value

AR Downside Volumes Case

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## AMGP Status Quo



Assumptions	
■	Management projections
■	Valuation date as of 6/30/18
■	Future share price calculated at FY1 annual distributions divided by yield
■	Discounted to 6/30/18 at 10% cost of equity
□	Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 8/10/2018.  
Note: Valuation based on annual distributions. Net of Series B value.

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## IV. Analysis of Transaction

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# Analysis at Various Exchange Ratios

(\$ in millions, unless otherwise noted)

	A	B	C	D	E	F	G	H	I	J	K	L
			At AMGP Proposal			At Current Adjusted <sup>(1)</sup>				At AM <sup>(1)</sup> Proposal		
Exchange Ratio (At Current AMGP Sh. Price of \$19.34)			1.650x	1.700x	1.750x	1.786x	1.800x	1.850x	1.900x	1.909x		
Premium to Implied AM Unit Price (AMGP Share Price x Adj. Current XR)			(7.6%)	(4.8%)	(2.0%)	0.0%	0.8%	3.6%	6.4%	6.9%		
Implied AM Unit Price			\$29.80	\$30.70	\$31.61	\$32.25	\$32.51	\$33.41	\$34.32	\$34.47		
Fully Diluted AM Units Outstanding			188.1	188.1	188.1	188.1	188.1	188.1	188.1	188.1		
Implied Fully-Diluted AM Equity Value			\$5,606	\$5,776	\$5,946	\$6,067	\$6,116	\$6,286	\$6,456	\$6,485		
AM Net Debt			1,400	1,400	1,400	1,400	1,400	1,400	1,400	1,400		
AMGP Enterprise Value (Including Series B) <sup>(1)</sup>			3,692	3,692	3,692	3,692	3,692	3,692	3,692	3,692		
Implied AM Enterprise Value <sup>(1)</sup>			\$10,699	\$10,869	\$11,039	\$11,159	\$11,208	\$11,378	\$11,548	\$11,578		
Implied AMGP Equity Value			3,697	3,697	3,697	3,697	3,697	3,697	3,697	3,697		

Comparable Metrics

Multiples:	AM Statistic									Trading Median	Transaction Median (NTM)
2018E EBITDA	\$730	14.7x	14.9x	15.1x	15.2x	15.4x	15.6x	15.8x	15.9x	13.8x	11.2x
2019E EBITDA	\$989	10.8x	11.0x	11.2x	11.3x	11.3x	11.5x	11.7x	11.7x	10.8x	
2018E DCF <sup>(2)</sup>	\$385	14.6x	15.0x	15.5x	15.8x	15.9x	16.3x	16.8x	16.9x	14.0x	
2019E DCF <sup>(2)</sup>	\$516	10.9x	11.2x	11.5x	11.8x	11.9x	12.2x	12.5x	12.6x	12.0x	
Current Yield	\$1.66	5.6%	5.4%	5.3%	5.1%	5.1%	5.0%	4.8%	4.8%	5.8%	
2018E Yield	\$1.72	5.8%	5.6%	5.4%	5.3%	5.3%	5.1%	5.0%	5.0%	6.2%	

AR Base Case

Multiples:	AM Statistic									Trading Median	Transaction Median
2018E EBITDA	\$729	14.7x	14.9x	15.1x	15.2x	15.4x	15.6x	15.8x	15.9x	13.8x	11.2x
2019E EBITDA	\$851	12.6x	12.8x	13.0x	13.1x	13.2x	13.4x	13.6x	13.6x	10.8x	
2018E DCF <sup>(2)</sup>	\$384	14.6x	15.0x	15.5x	15.8x	15.9x	16.4x	16.8x	16.9x	14.0x	
2019E DCF <sup>(2)</sup>	\$462	12.4x	12.8x	13.1x	13.4x	13.5x	13.9x	14.3x	14.3x	12.0x	
Current Yield	\$1.66	5.6%	5.4%	5.3%	5.1%	5.1%	5.0%	4.8%	4.8%	5.8%	
2018E Yield	\$1.72	5.8%	5.6%	5.4%	5.3%	5.3%	5.1%	5.0%	5.0%	6.2%	

AR Downside Volumes Case

Source: Company filings, and FactSet as for 8/10/2018.

(1) Includes Series B conversion value of [AMGP equity value + (\$2b) x 6%].

(2) DCF attributable to the LP unitholders.

(3) Adjusted to reflect proposed Series B conversion, with AMGP share price calculated as [AMGP equity value + (\$2b) x 6%] / [AMGP fully diluted shares outstanding + 18.5mm].

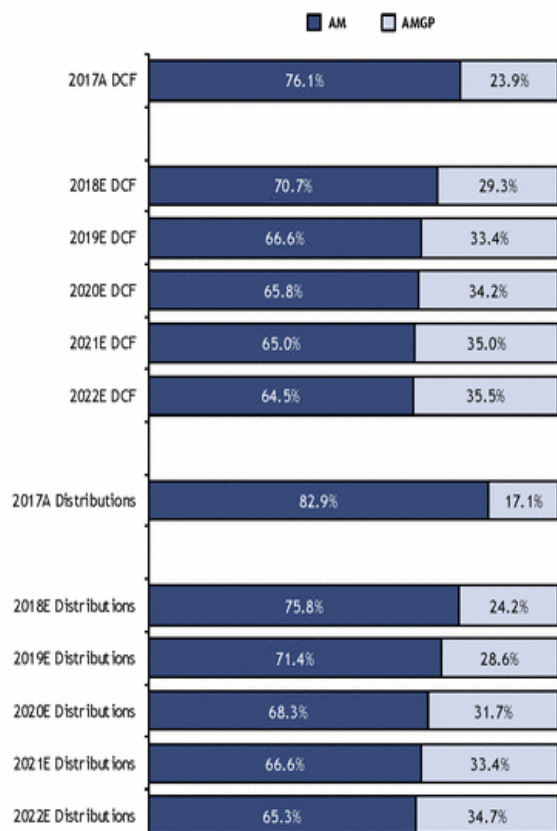
(4) AM Proposal: 1.710x XR and \$3.84 cash consideration / unit.

# Contribution Analysis | AR Base Case

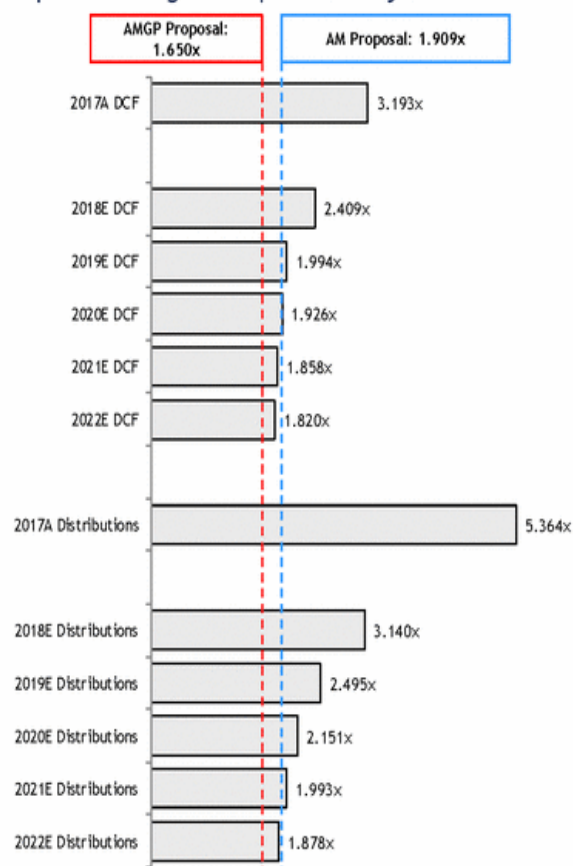
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AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections, FactSet as of 8/10/2018.

Note: AM DCF calculated as LP Interest in EBITDA less interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF from AM to IDR LLC less GBA and cash taxes plus post-tax Series B payments.

Note: AM distributions calculated as distributions attributable to LP unitholders. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less GBA.

Note: Cash tax shield from Series B depreciation of ~\$6mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

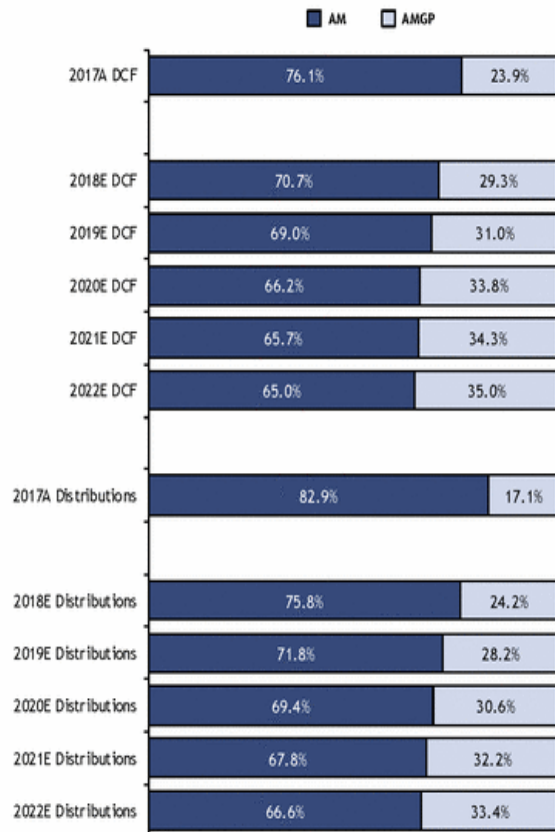
(2) AM Proposal: 1.710x XR and \$3.84 cash consideration / unit.

# Contribution Analysis | AR Downside Volumes Case

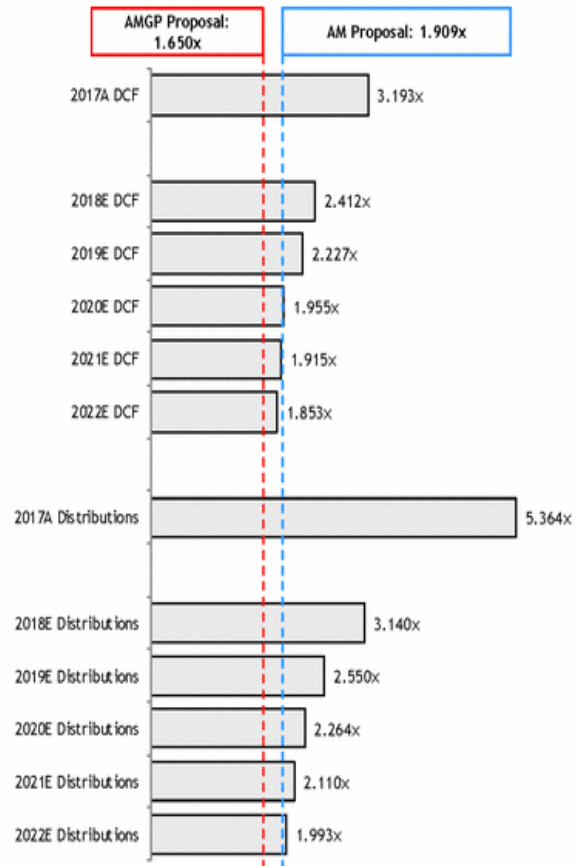
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AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections, FactSet as of 8/10/2018.

Note: AM DCF calculated as LP Interest in EBITDA less interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF from AM to IDR LLC less G&A and cash taxes plus post-tax Series B payments.

Note: AM distributions calculated as distributions attributable to LP unitholders. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

Note: Cash tax shield from Series B depreciation of ~\$6mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

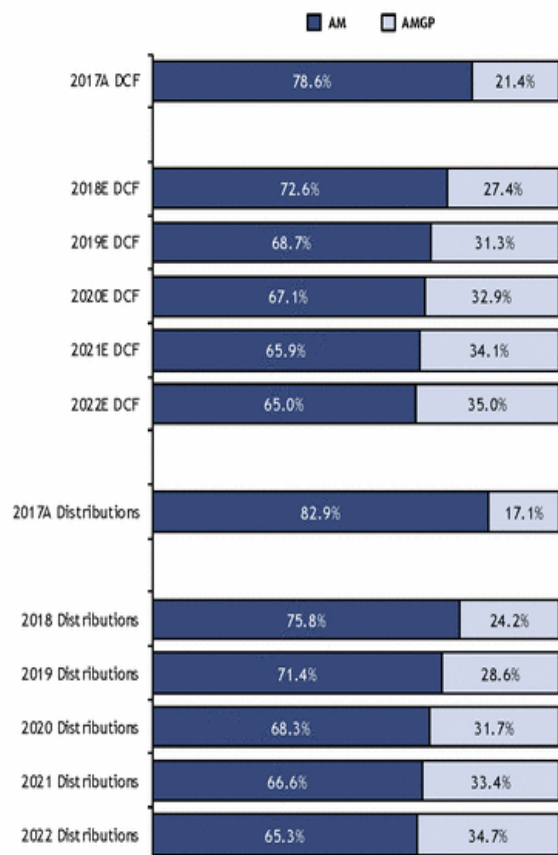
(2) AM Proposal: 1.710x XR and \$3.84 cash consideration / unit.

# Contribution Analysis | AR Base Case

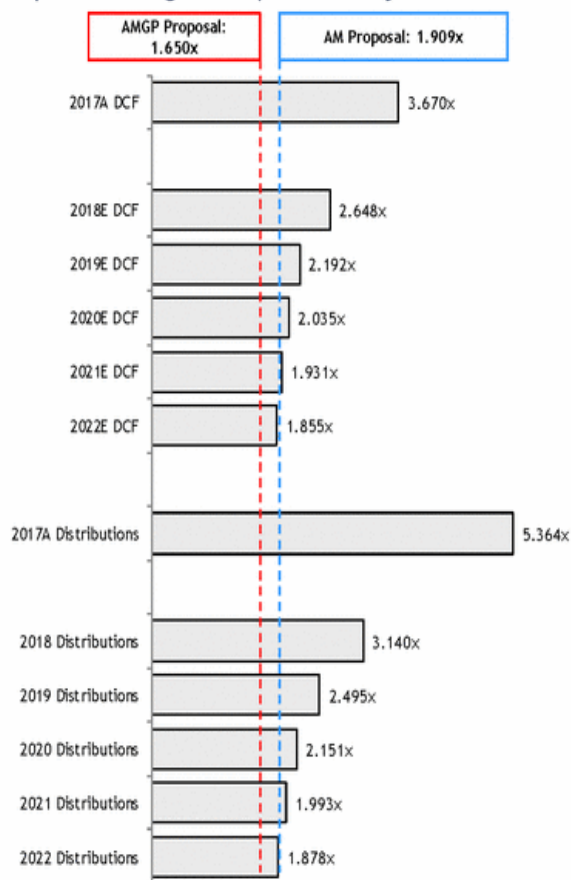
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AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections. FactSet as of 8/10/2018.

Note: AM DCF calculated as LP Interest in EBITDA less Interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF less taxes on total IDR DCF less GBA expenses. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less GBA.

Note: Cash tax shield from Series B depreciation of ~\$6mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

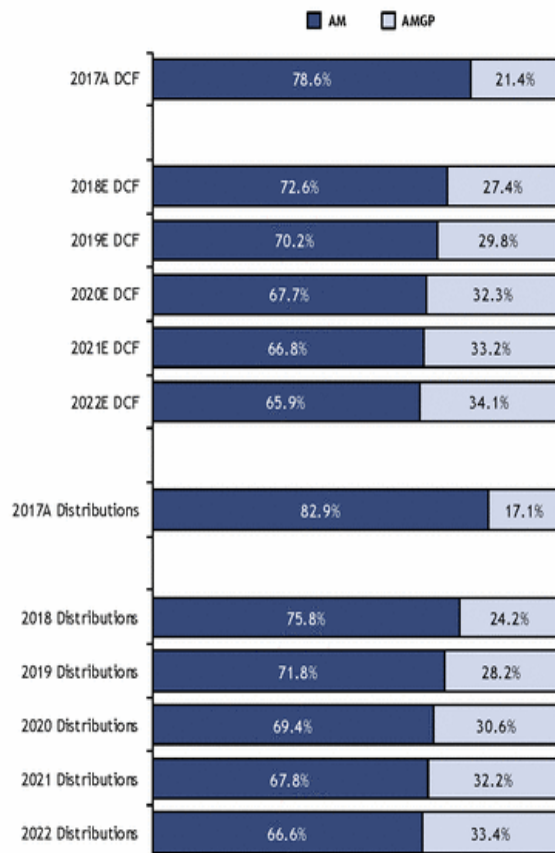
(2) AM Proposal: 1.710x XR and \$3.84 cash consideration / unit.

# Contribution Analysis | AR Downside Volumes Case

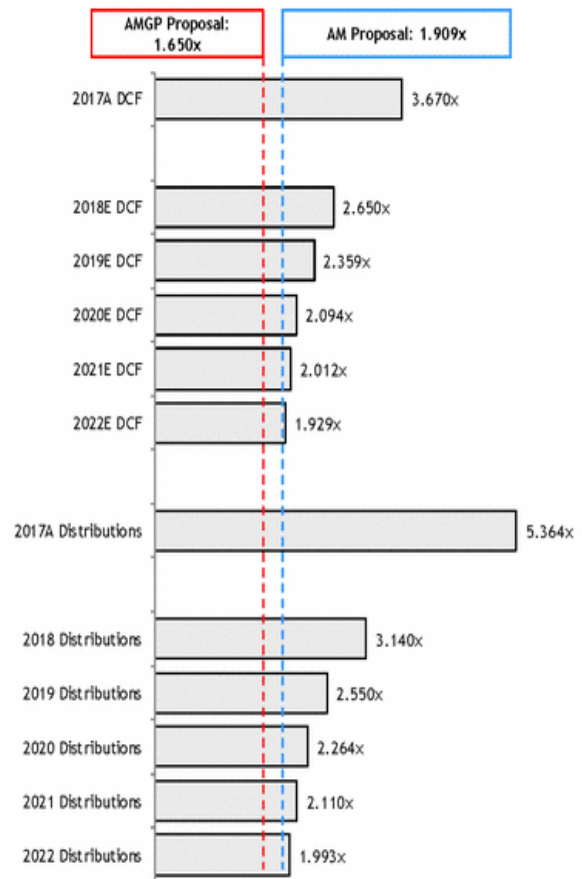
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AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections. FactSet as of 8/10/2018.

Note: AM DCF calculated as LP Interest in EBITDA less Interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF less taxes on total IDR DCF less G&A expenses. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

Note: Cash tax shield from Series B depreciation of ~\$50mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

(2) AM Proposal: 1.710x XR and \$3.84 cash consideration / unit.

# Implied Exchange Ratios<sup>(1)</sup>

AM & AMGP

AMGP Proposal: 1.650x

AM Proposal: 1.909x

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## AR Base Volumes Case

Discounted Levered DCF Approach				Discounted Distribution Approach				PV of Future Share Price						
Implied XR				Implied XR				PV of FSP at 10% Discount Rate						
Low Med High				Low Med High				YE 2019 YE 2020 YE 2021						
Discount Rate	8.0%	1.149x	1.437x	1.796x	Discount Rate	8.0%	1.039x	1.551x	2.189x	Low	1.936x	1.806x	1.714x	
	10.0%	1.154x	1.442x	1.800x		10.0%	1.042x	1.554x	2.190x		Mid	1.743x	1.630x	1.550x
	12.0%	1.160x	1.447x	1.804x		12.0%	1.045x	1.557x	2.192x		High	1.483x	1.390x	1.324x

## AR Downside Volumes Case

Discounted Levered DCF Approach				Discounted Distribution Approach				PV of Future Share Price						
Implied XR				Implied XR				PV of FSP at 10% Discount Rate						
Low Med High				Low Med High				YE 2019 YE 2020 YE 2021						
Discount Rate	8.0%	1.282x	1.601x	1.996x	Discount Rate	8.0%	1.115x	1.658x	2.331x	Low	2.046x	1.923x	1.831x	
	10.0%	1.288x	1.606x	2.000x		10.0%	1.119x	1.661x	2.332x		Mid	1.843x	1.736x	1.657x
	12.0%	1.294x	1.611x	2.004x		12.0%	1.123x	1.665x	2.333x		High	1.568x	1.481x	1.417x

Source: Management projections. FactSet as of 8/10/2018.

Note: AM distributable cash flow defined as distributable cash flow attributable to AM LP unitholders. AMGP distributable cash flow defined as HoldCo DCF with pre-tax Series B payments added back in. AMGP share values based on Shares Outstanding including 18.5mm additional shares from Series B conversion.

(1) Low AM to high AMGP and high AM to low AMGP implied unit and share prices compared to assess full range of potential exchange ratios.

# Premiums Paid Analysis | MLP Transactions

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A	B	C	D	Premium		G	H
				E	F		
Announcement Date	Target	Acquirer	Transaction Value	1-Day Premium	Unaffected 1-Day Premium	Unaffected Date	Taxable Transaction
8/1/18	Energy Transfer Equity, L.P.	Energy Transfer Partners	\$66,981	11.2%	11.2%	NA	No
6/19/18	Cheniere Energy Partners LP Holdings	Cheniere Energy Inc.	5,651	2.2%	10.7%	5/16/18	No
5/17/18	Williams Partners, LP	Williams Companies	57,793	6.4%	16.5%	3/15/18	Yes
3/26/18	Tallgrass Energy Partners, LP	Tall Grass Energy GP, LP	8,361	0.6%	(18.4%)	2/7/18	Yes
2/7/18	Terra Nitrogen Co. LP	Terra Nitrogen GP, Inc.	1,474	3.7%	3.7%	NA	Yes
1/2/18	Archrock Partners, LP	Archrock, Inc.	2,438	23.4%	23.4%	NA	Yes
8/29/17	Arc Logistics Partners LP	Zenith Energy US, LP	736	15.2%	15.2%	NA	Yes
5/18/17	PennTex Midstream Partners, LP	Energy Transfer Partners, LP	963	20.1%	17.8%	10/24/16	Yes
3/2/17	VTTI Energy Partners, LP	VTTI, B.V.	1,867	6.0%	6.0%	NA	Yes
4/3/17	World Point Terminals, LP	World Point Terminals, Inc.	594	5.8%	5.8%	NA	Yes
2/1/17	ONEOK Partners, LP	ONEOK, Inc.	23,654	25.8%	25.8%	NA	Yes
1/27/17	Midcoast Energy Partners, LP	Enbridge Energy Company	1,176	(8.6%)	(8.6%)	NA	Yes
11/21/16	Energy Transfer Partners, LP	Sunoco Logistics Partners, LP	54,455	(0.2%)	(0.2%)	NA	No
10/24/16	JP Energy Partners LP	American Midstream Partners	476	9.1%	9.1%	NA	No
9/26/16	Transcanada	Columbia Pipeline Partners LP	3,464	11.1%	9.9%	3/16/16	Yes
8/1/16	Transocean Partners LLC	Transocean Inc.	1,202	20.8%	20.8%	NA	No
5/30/16	Rose Rock Midstream	SemGroup Corp.	2,034	0.0%	0.0%	NA	Yes
11/3/15	Targa Resources Partners LP	Targa Resources Corp.	12,229	18.4%	18.4%	NA	Yes
10/26/15	Northern Tier Energy	Western Refining, Inc.	5,286	11.7%	11.7%	NA	Yes
7/13/15	MarkWest Energy Partners, LP	MPLX LP	22,360	36.3%	36.3%	NA	No
5/6/15	Crestwood Midstream Partners	Crestwood Equity Partners, LP	6,920	17.2%	17.2%	NA	No
4/6/15	QEP Midstream Partners LP	Tesoro Logistics LP	1,145	8.6%	(14.0%)	10/18/14	No
1/26/15	Regency Energy Partners LP	Energy Transfer Partners, LP	18,593	13.2%	13.2%	NA	No
6/15/14	Access Midstream Partners LP	Williams Partners LP	35,891	1.3%	1.3%	NA	No
10/13/14	Atlas Pipeline Partners LP	Targa Resources Partners LP	6,002	15.0%	15.0%	NA	No
11/12/14	Oiltanking Partners LP	Enterprise Products Partners LP	4,289	1.7%	(0.9%)	9/30/14	No
8/30/14	Kinder Morgan Energy Partners	Kinder Morgan Inc.	52,566	12.0%	12.0%	NA	Yes
8/10/14	El Paso Pipeline Partners	Kinder Morgan Inc.	13,677	15.4%	15.4%	NA	Yes
7/24/14	QR Energy LP	Breitburn Energy Partners	2,856	17.5%	17.5%	NA	No
10/10/13	PVR Partners LP	Regency Energy Partners LP	5,659	25.7%	25.7%	NA	No
8/27/13	PAA Natural Gas Storage LP	Plains All American LP	2,531	8.5%	8.5%	NA	No
5/6/13	Crestwood Midstream Partners LP	Inergy Midstream LP	2,643	14.5%	14.5%	NA	No
1/29/13	Copano Energy LLC	Kinder Morgan Energy Partners LP	4,858	23.5%	23.5%	NA	No
2/23/11	Duncan Energy Partners LP	Enterprise Products Partners	3,282	28.1%	28.1%	NA	No
<b>Median</b>				<b>12.0%</b>	<b>13.2%</b>		
<b>Mean</b>				<b>12.4%</b>	<b>11.5%</b>		
<b>Taxable Transactions Median</b>				<b>9.2%</b>	<b>11.9%</b>		
<b>Taxable Transactions Mean</b>				<b>10.3%</b>	<b>9.7%</b>		

Source: Company filings, press releases, presentations and FactSet for pricing data. Represents precedent MLP transactions by affiliated and third party MLPs, Public GPs and C-Corps since 2011.  
Note: Considers transactions where target is an MLP. Implied transaction premium to AM based on adjusted offer XR of 1.71x adjusted to reflect proposed Series B conversion, with ANGP share price calculated as (ANGP equity value + (JAWGP equity value - \$20) x 6%) / (ANGP fully diluted shares outstanding + 35.5mm).

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## V. Pro Forma Impact

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## A. AMGP Proposal

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# Transaction Assumptions | Pre-Unitholder Tax

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## Transaction Assumptions

- Transaction effective on 6/30/2018
- To acquire AM, AMGP will convert into a C-Corp in a 100% stock transaction
- Base case assumes:
  - Each outstanding AM common unit exchanged for 1.65 AMGP shares
  - All existing Series B units exchanged for 18.5mm AMGP shares
- Assumes Company provided pf coverage ratio to drive pf dividend policy
- Step-up depreciation due to
  - Capex allocated on a 5-20 year MACRS schedule depending on capex category
  - Goodwill based on inside tax basis and 704(c) and 743(b) extrapolation provided by PwC
- New capex financed by \$500mm senior unsecured issuance in 2018, 2019, 2020, and 2022 at a 5.000% interest rate

## Series B Conversion

	At Current	At Transaction Proposed
AMGP 5Q Units Outstanding	186.2	186.2
Implied XR		1.650x
AMGP Common Units Issued	-	310.4
<b>Pre-Series B Fully Diluted Post-Transaction Share Count</b>	<b>186.2</b>	<b>496.6</b>
20-Day AMGP VWAP as of 08/10/2018	\$19.08	\$19.08
Implied Pre-Series Market Cap (\$mm)	\$3,553	\$9,476
<b>AMGP Shares Issued for Series B Conversion</b>	<b>4.9</b>	<b>18.5</b>
Series B Valuation Threshold (\$mm)	\$2,000	NA
Series B Conversion Rate	6.00%	NA
2018E Series B Cash Flows	NA	NA
Illustrative Yield	NA	NA
<b>Post-Series B Fully Diluted Post-Transaction Share Count</b>	<b>191.1</b>	<b>515.1</b>
Implied Post-Series Market Cap (\$mm)	\$3,646	\$9,829
<b>Implied Series B Valuation</b>	<b>\$93</b>	<b>\$353</b>
% Shares Issued to AM	--	60.3%
% AMGP Shares Outstanding	97.4%	36.1%
% Class B Shares Outstanding	2.6%	3.6%

Source: FactSet as of 8/10/2018.

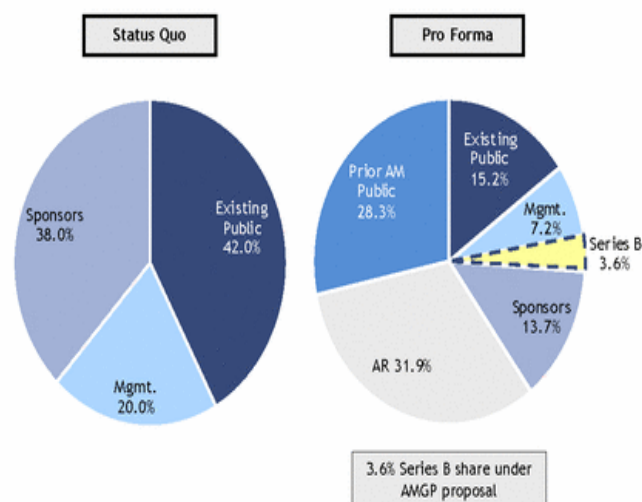
(1) Includes equity issued for Series B unit conversion into AMGP shares.

(2) Provided by Management.

## Sources & Uses At Proposed Transaction

Sources		Uses	
AMGP Equity Issued	\$6,374	Purchase AM Units Outstanding	\$6,003
AM Debt Rolled to AMGP Balance Sheet <sup>(1)</sup>	1,400	Conversion of Series B Units	358
		Transaction Fees <sup>(2)</sup>	13
		AM Existing Debt	1,400
<b>Total Sources</b>	<b>\$7,774</b>	<b>Total Uses</b>	<b>\$7,774</b>

## AMGP Ownership Comparison at 1.650x XR



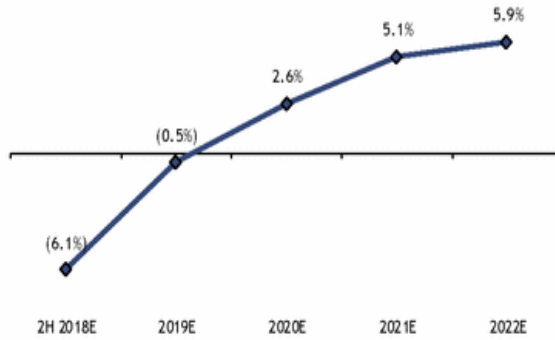
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# Distributable Cash Flow Accretion / (Dilution)

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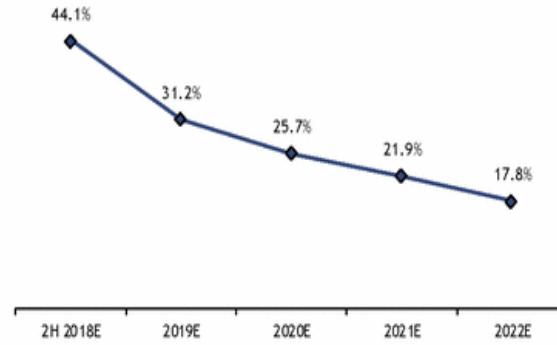
Pre - Unitholder Tax | AM & AMGP | AR Base Case

AM Accretion / (Dilution) - %  
At 1.650x Exchange Ratio



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Pro Forma AMGP:	\$1.01	\$2.73	\$3.32	\$3.94	\$4.54
\$ Acc / (Dil):	(\$0.07)	(\$0.01)	\$0.09	\$0.19	\$0.25

AMGP Accretion / (Dilution) - %  
At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.34
Pro Forma AMGP:	\$0.61	\$1.65	\$2.01	\$2.39	\$2.75
\$ Acc / (Dil):	\$0.19	\$0.39	\$0.41	\$0.43	\$0.42

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	(6.1%)	(0.5%)	2.6%	5.1%	5.9%
1.700x	(5.0%)	0.7%	3.8%	6.4%	7.2%
1.800x	(2.9%)	2.9%	6.1%	8.7%	9.6%
1.900x	(0.9%)	5.0%	8.3%	10.9%	11.9%
2.000x	0.9%	7.0%	10.3%	13.0%	14.0%

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	44.1%	31.2%	25.7%	21.9%	17.8%
1.700x	41.6%	28.8%	23.4%	19.8%	15.7%
1.800x	36.7%	24.4%	19.2%	15.6%	11.8%
1.900x	32.1%	20.2%	15.2%	11.7%	8.1%
2.000x	27.8%	16.3%	11.4%	8.1%	4.6%

Source: Management projections and FactSet as of 8/10/2018

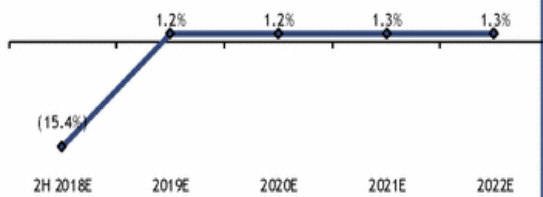
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# Distribution Accretion / (Dilution)

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Pre - Unitholder Tax | AM & AMGP | AR Base Case

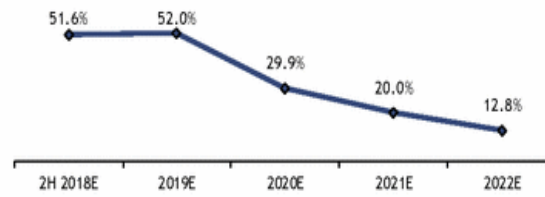
## AM Accretion / (Dilution) - % At 1.650x Exchange Ratio



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Pro Forma AMGP:	\$0.77	\$2.24	\$2.88	\$3.46	\$4.16
\$ Acc / (Dil):	(\$0.14)	\$0.03	\$0.03	\$0.04	\$0.06

PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.47	\$1.36	\$1.75	\$2.10	\$2.52
\$ Acc / (Dil):	\$0.16	\$0.46	\$0.40	\$0.35	\$0.29

PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	(15.4%)	1.2%	1.2%	1.3%	1.3%
1.700x	(14.4%)	2.4%	2.4%	2.5%	2.6%
1.800x	(12.5%)	4.7%	4.7%	4.7%	4.9%
1.900x	(10.8%)	6.8%	6.8%	6.9%	7.1%
2.000x	(9.1%)	8.8%	8.8%	8.8%	9.1%

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	51.6%	52.0%	29.9%	20.0%	12.8%
1.700x	48.9%	49.3%	27.6%	17.8%	10.8%
1.800x	43.7%	44.1%	23.2%	13.7%	7.1%
1.900x	38.9%	39.3%	19.0%	9.9%	3.5%
2.000x	34.4%	34.8%	15.2%	6.4%	0.2%

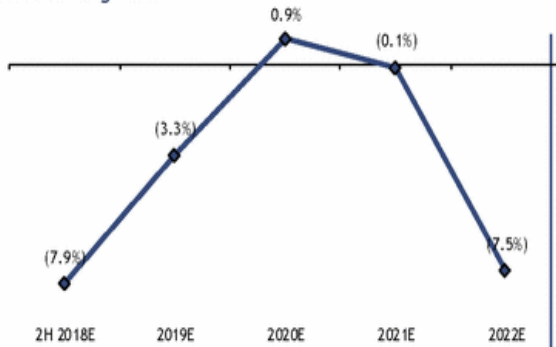
Source: Management projections and FactSet as of 8/10/2018

# Distributable Cash Flow Accretion / (Dilution)

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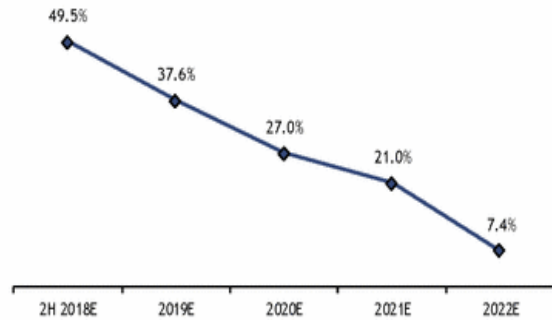
Pre - Unitholder Tax | AM & AMGP | AR Downside Volumes Case

AM Accretion / (Dilution) - %  
At 1.650x Exchange Ratio



Status Quo AM:	\$1.01	\$2.40	\$3.02	\$3.33	\$3.76
Pro Forma AMGP:	\$0.93	\$2.33	\$3.05	\$3.33	\$3.48
\$ Acc / (Dil):	(\$0.08)	(\$0.08)	\$0.03	(\$0.00)	(\$0.28)

AMGP Accretion / (Dilution) - %  
At 1.0x AM Coverage



Status Quo AM:	\$0.38	\$1.02	\$1.46	\$1.67	\$1.96
Pro Forma AMGP:	\$0.56	\$1.41	\$1.85	\$2.02	\$2.11
\$ Acc / (Dil):	\$0.19	\$0.39	\$0.39	\$0.35	\$0.14

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	(7.9%)	(3.3%)	0.9%	(0.1%)	(7.5%)
1.700x	(6.9%)	(2.1%)	2.2%	2.1%	(6.1%)
1.800x	(4.8%)	0.0%	4.6%	5.2%	(2.3%)
1.900x	(2.9%)	2.1%	6.9%	7.5%	2.0%
2.000x	(1.1%)	4.0%	9.0%	9.6%	6.4%

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	49.5%	37.6%	27.0%	21.0%	7.4%
1.700x	46.8%	35.2%	24.8%	20.1%	5.7%
1.800x	41.7%	30.5%	20.7%	16.8%	3.9%
1.900x	37.0%	26.1%	16.8%	13.0%	2.8%
2.000x	32.5%	22.0%	13.2%	9.5%	1.8%

Source: Management projections and FactSet as of 8/10/2018

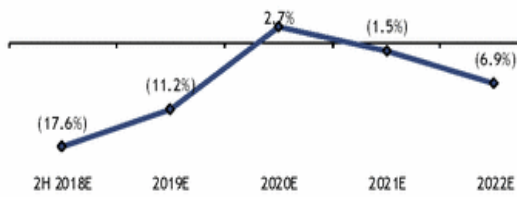
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# Distribution Accretion / (Dilution)

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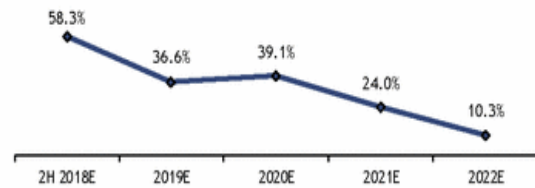
Pre - Unitholder Tax | AM & AMGP | AR Downside Volumes Case

## AM Accretion / (Dilution) - % At 1.650x Exchange Ratio



Status Quo AM:	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
Pro Forma AMGP:	\$0.71	\$1.91	\$2.65	\$2.93	\$3.19
\$ Acc / (Dil):	(\$0.15)	(\$0.24)	\$0.07	(\$0.04)	(\$0.23)
PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x

## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.27	\$0.85	\$1.15	\$1.43	\$1.75
Pro Forma AMGP:	\$0.43	\$1.15	\$1.61	\$1.77	\$1.93
\$ Acc / (Dil):	\$0.16	\$0.31	\$0.45	\$0.34	\$0.18
PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	(17.6%)	(11.2%)	2.7%	(1.5%)	(6.9%)
1.700x	(16.6%)	(10.1%)	3.9%	0.7%	(5.5%)
1.800x	(14.8%)	(8.1%)	6.4%	3.8%	(1.7%)
1.900x	(13.1%)	(6.3%)	8.7%	6.0%	2.7%
2.000x	(11.5%)	(4.5%)	10.9%	8.1%	7.0%

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	58.3%	36.6%	39.1%	24.0%	10.3%
1.700x	55.5%	34.1%	36.7%	23.0%	8.7%
1.800x	50.1%	29.5%	32.1%	19.7%	6.8%
1.900x	45.1%	25.1%	27.9%	15.8%	5.7%
2.000x	40.4%	21.1%	23.9%	12.2%	4.6%

Source: Management projections and FactSet as of 8/10/2018

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# Distribution Accretion / (Dilution)

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Pre - Unitholder Tax | At Various PF AMGP Coverage Ratios & Exchange Ratios | AR Base Case

2H 2018E AM Accretion / (Dilution) - %

Exchange Ratio	Coverage Ratio				
	1.000x	Breakeven Coverage	1.150x	Management Distribution Coverage	1.450x
		1.110x		1.313x	
1.650x	10.9%	0.0%	(3.5%)	(15.4%)	(23.4%)
1.700x	12.2%	1.2%	(2.4%)	(14.4%)	(22.5%)
1.800x	14.7%	3.4%	(0.2%)	(12.5%)	(20.7%)
1.900x	17.0%	5.5%	1.8%	(10.8%)	(19.1%)
2.000x	19.2%	7.5%	3.7%	(9.1%)	(17.6%)

2019E AM Accretion / (Dilution) - %

Exchange Ratio	Coverage Ratio				
	1.000x	1.150x	Management Distribution Coverage	Breakeven Coverage	1.300x
			1.220x	1.235x	
1.650x	22.9%	7.2%	1.1%	0.0%	(4.9%)
1.700x	24.4%	8.5%	2.3%	1.2%	(3.8%)
1.800x	27.1%	10.9%	4.6%	3.4%	(1.7%)
1.900x	29.7%	13.1%	6.7%	5.5%	0.3%
2.000x	32.1%	15.2%	8.7%	7.5%	2.2%

Source: Management projections and FactSet as of 8/10/2018

# Growth Comparison at AMGP Proposal

Pre - Unitholder Tax | SQ AM, SQ AMGP, & PF AMGP

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DCF per Unit / Share						2019E - 2022E CAGR
AR Base Case	2018E	2019E	2020E	2021E	2022E	
AM	\$2.04	\$2.74	\$3.24	\$3.75	\$4.29	16%
AMGP	\$0.77	\$1.26	\$1.60	\$1.96	\$2.34	23%
PF AMGP	\$1.22	\$1.65	\$2.01	\$2.39	\$2.75	18%
<b>AR Downside Volumes Case</b>						
AM	\$2.04	\$2.40	\$3.02	\$3.33	\$3.76	16%
AMGP	\$0.77	\$1.02	\$1.46	\$1.67	\$1.96	24%
PF AMGP	\$1.09	\$1.41	\$1.85	\$2.02	\$2.11	14%
Distributions / Dividends per Unit / Share						2019E - 2022E CAGR
AR Base Case	2018E	2019E	2020E	2021E	2022E	
AM	\$1.72	\$2.21	\$2.85	\$3.42	\$4.10	23%
AMGP	\$0.54	\$0.89	\$1.35	\$1.75	\$2.23	36%
PF AMGP	\$0.93	\$1.36	\$1.75	\$2.10	\$2.52	23%
<b>AR Downside Volumes Case</b>						
AM	\$1.72	\$2.15	\$2.58	\$2.97	\$3.42	17%
AMGP	\$0.54	\$0.85	\$1.15	\$1.43	\$1.75	27%
PF AMGP	\$0.86	\$1.15	\$1.61	\$1.77	\$1.93	19%
SQ AM Mgmt Dist Coverage (Base Case)	1.27x	1.31x	1.16x	1.11x	1.05x	
SQ AM Mgmt Dist Coverage (AR Downside Volumes Case)	1.26x	1.16x	1.21x	1.14x	1.12x	
PF AMGP Management Dividend Coverage	1.31x	1.22x	1.15x	1.14x	1.09x	

Source: Management projections and FactSet as of 8/10/2018.

Note: Coverage assumptions as provided by Management. PF AMGP coverage extrapolated based on fixed distributions provided for AR Base Case. SQ AM coverage for AR Base Case extrapolated based on fixed distributions provided for AR Base Case. SQ AM coverage for AR Downside Volumes base extrapolated based on fixed distributions provided for AR Downside Volumes Case.

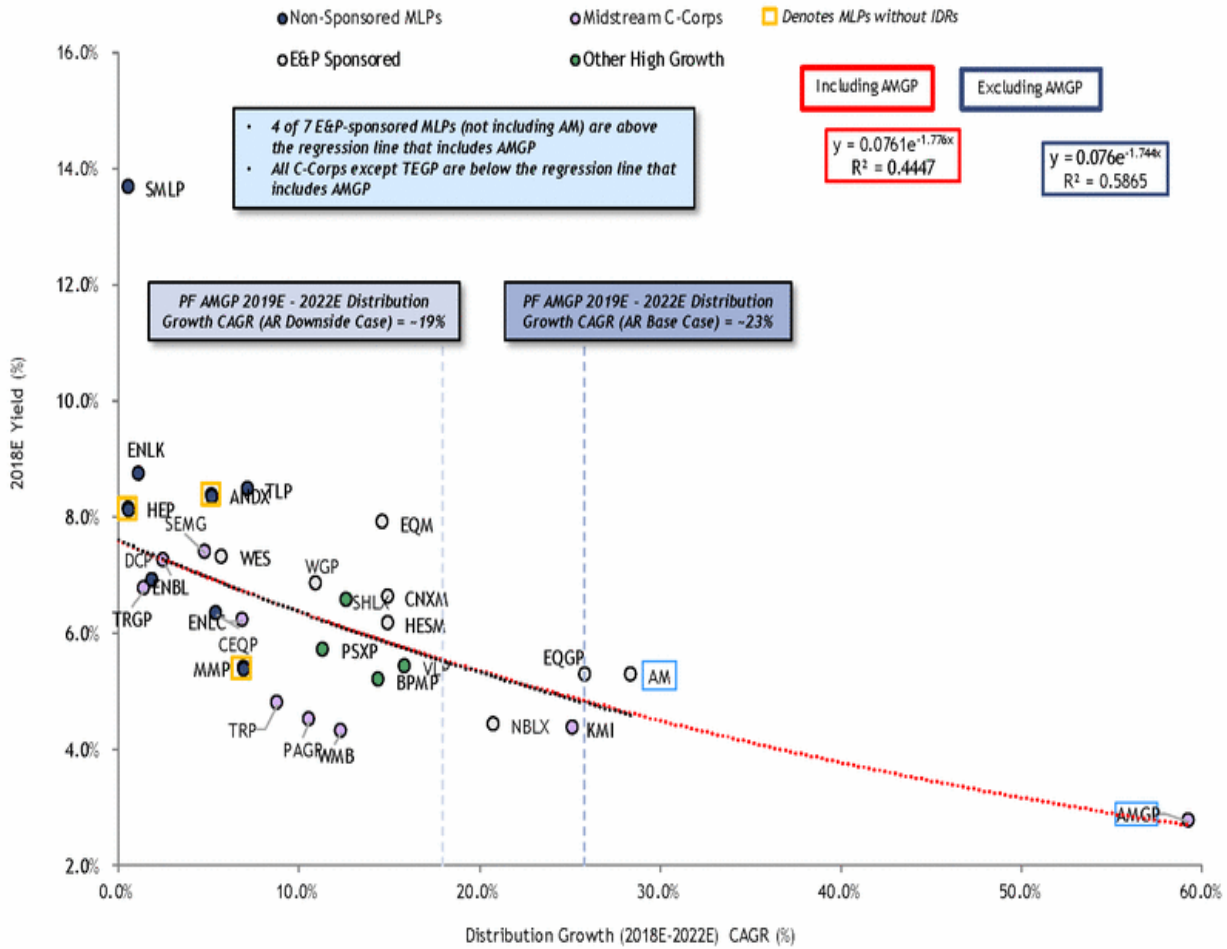
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# Midstream Distribution Growth vs. Yield

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MLPs vs. C-Corps



Sources: Company filings, FactSet estimates as of 8/10/2018  
Note: Companies selected represent dividend/distribution paying midstream C-Corps and MLPs (both with and without IDRs).

# PF AMGP Selected Public Trading Comparables

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## Midstream C-Corps & High - Growth MLPs

Company	A	B	C	D	E		G	H		J	K	L			
					Distribution / Unit /			Dist. Growth	Equity Value /				Enterprise Value /	Coverage	
					Price (Yield)	Price (Yield)			DCF <sup>(1,2)</sup>						EBITDA
8/10/2018	Equity Value	TEV	Current	2018E	2018E to 2020E CAGR <sup>(1)</sup>	2018E	2019E	2018E	2019E	2018E					
<b>Non-IDR Midstream C-Corps</b>															
Kinder Morgan Inc	\$18.17	\$40,098	\$76,652	4.4%	4.4%	25%	9.9x	8.6x	10.2x	10.0x	2.6x				
ONEOK, Inc.	68.90	28,323	36,661	4.8%	4.7%	10%	16.2x	15.4x	15.4x	14.4x	1.3x				
Hains All American Pipeline GP	26.64	7,542	7,438	4.5%	4.4%	10%	12.2x	9.5x	21.8x	20.1x	1.7x				
SemGroup Corporation	25.80	2,028	4,832	7.3%	7.4%	5%	10.9x	8.1x	12.2x	10.5x	1.5x				
Targa Resources Corp.	53.98	12,011	18,253	6.7%	6.7%	0%	13.9x	13.2x	13.9x	11.8x	1.1x				
The Williams Companies, Inc.	31.79	38,625	59,665	4.3%	5.3%	6%	18.5x	16.9x	24.1x	22.6x	1.2x				
<b>High - Growth MLPs<sup>(4)</sup></b>															
CNK Midstream Partners LP	\$20.67	\$1,491	\$1,963	6.5%	6.6%	15%	12.0x	8.9x	12.1x	8.4x	1.3x				
EQT Midstream Partners LP	56.22	12,558	15,328	7.8%	7.9%	15%	10.3x	8.7x	15.3x	10.5x	1.0x				
Hess Midstream Partners LP	22.92	1,280	3,307	5.8%	6.2%	15%	14.7x	13.2x	13.1x	10.8x	1.1x				
Noble Midstream Partners LP	48.90	2,045	3,213	4.4%	4.5%	20%	12.5x	11.9x	13.8x	10.0x	2.0x				
BP Midstream Partners LP	21.48	2,401	2,707	5.0%	5.2%	14%	16.7x	12.9x	19.4x	13.2x	1.2x				
Shell Midstream Partners LP	22.59	7,016	8,955	6.5%	6.6%	12%	14.0x	12.0x	14.9x	10.9x	1.1x				
Valero Energy Partners LP	41.64	4,243	5,418	5.3%	5.4%	15%	14.1x	12.6x	13.4x	10.7x	1.4x				
<b>Mean</b>		<b>\$12,282</b>	<b>\$18,799</b>	<b>5.6%</b>	<b>5.8%</b>	<b>13%</b>	<b>13.5x</b>	<b>11.7x</b>	<b>15.3x</b>	<b>12.6x</b>	<b>1.4x</b>				
<b>Median</b>		<b>\$7,016</b>	<b>\$7,438</b>	<b>5.3%</b>	<b>5.4%</b>	<b>14%</b>	<b>13.9x</b>	<b>12.0x</b>	<b>13.9x</b>	<b>10.8x</b>	<b>1.3x</b>				
<b>Midstream C-Corp Mean</b>		<b>\$21,438</b>	<b>\$33,917</b>	<b>5.3%</b>	<b>5.5%</b>	<b>10%</b>	<b>13.6x</b>	<b>11.9x</b>	<b>16.2x</b>	<b>14.9x</b>	<b>1.6x</b>				
<b>Midstream C-Corp Median</b>		<b>\$20,167</b>	<b>\$27,457</b>	<b>4.6%</b>	<b>5.0%</b>	<b>8%</b>	<b>13.1x</b>	<b>11.3x</b>	<b>14.6x</b>	<b>13.1x</b>	<b>1.4x</b>				
<b>High-Growth MLP Mean</b>		<b>\$4,433</b>	<b>\$5,842</b>	<b>5.9%</b>	<b>6.1%</b>	<b>15%</b>	<b>13.5x</b>	<b>11.5x</b>	<b>14.6x</b>	<b>10.6x</b>	<b>1.3x</b>				
<b>High-Growth MLP Median</b>		<b>\$2,401</b>	<b>\$3,307</b>	<b>5.8%</b>	<b>6.2%</b>	<b>15%</b>	<b>14.0x</b>	<b>12.0x</b>	<b>13.8x</b>	<b>10.7x</b>	<b>1.2x</b>				
<b>PF AMGP at AMGP Proposal</b>	<b>\$19.34</b>	<b>\$9,304</b>	<b>\$11,208</b>	<b>4.7%</b>	<b>4.9%</b>	<b>28%</b>	<b>14.7x</b>	<b>10.9x</b>	<b>14.3x</b>	<b>11.3x</b>	<b>1.2x</b>				
<b>PF AMGP at AM Proposal</b>	<b>\$19.34</b>	<b>\$10,183</b>	<b>\$11,578</b>	<b>5.3%</b>	<b>5.2%</b>	<b>29%</b>	<b>16.6x</b>	<b>12.3x</b>	<b>14.8x</b>	<b>11.7x</b>	<b>1.1x</b>				

Source: FactSet as of 8/10/2018 and Wall Street research.

Note: Assumes AMGP share price of \$19.34 for offer / AM Proposal metrics.

(1) For C-corps, CAGR calculated using Q4 2017 dividend annualized and 2020E dividend.

(2) Calculated as equity value to LP DCF.

(3) DCF calculated as EBITDA less interest expense and maintenance capital.

(4) Defined as high-growth MLP if current - 2020E distribution growth CAGR is greater than 10%.

# Has / Gets Analysis | AR Base Case

Pre - Unitholder Tax | Valuation Effective Date: 6/30/2018

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## Stand Alone AM Implied Unit Price

### Discounted Levered DCF Analysis

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.37	\$42.09	\$46.82
	10.0%	\$34.98	\$39.38	\$43.77
	12.0%	\$32.80	\$36.89	\$40.97

### Discounted Distribution Analysis

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## XR Adjusted PF AMGP Implied Share Price | 1.650x XR

### Discounted Levered DCF Analysis

		2022E DCF Multiple		
		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$42.50	\$49.17	\$55.84
	10.0%	\$39.75	\$45.95	\$52.15
	12.0%	\$37.23	\$43.00	\$48.77

### Discounted Distribution Analysis

		2022E Distribution Yield		
		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$44.74	\$51.18	\$60.20
	10.0%	\$41.73	\$47.72	\$56.10
	12.0%	\$38.99	\$44.56	\$52.35

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

		2022E Terminal Multiple		
		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$39.82	\$46.74	\$53.67
	8.5%	\$37.50	\$44.05	\$50.59
	10.0%	\$35.33	\$41.53	\$47.73

Source: Management projections and FactSet as of 8/10/2018.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Downside Volumes Case

Pre - Unitholder Tax | Valuation Effective Date: 6/30/2018

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## Stand Alone AM Implied Unit Price

### Discounted Levered DCF Analysis

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$33.02	\$37.17	\$41.31
	10.0%	\$30.92	\$34.77	\$38.63
	12.0%	\$29.00	\$32.58	\$36.17

### Discounted Distribution Analysis

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$38.55	\$43.03	\$49.02
	10.0%	\$36.02	\$40.20	\$45.76
	12.0%	\$33.72	\$37.60	\$42.77

## XR Adjusted PF AMGP Implied Share Price | 1.650x XR

### Discounted Levered DCF Analysis

		2022E DCF Multiple		
		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$33.59	\$38.70	\$43.81
	10.0%	\$31.44	\$36.19	\$40.94
	12.0%	\$29.47	\$33.89	\$38.31

### Discounted Distribution Analysis

		2022E Distribution Yield		
		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$35.59	\$40.64	\$47.71
	10.0%	\$33.22	\$37.92	\$44.48
	12.0%	\$31.05	\$35.42	\$41.53

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

		2022E Terminal Multiple		
		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$32.14	\$37.45	\$42.76
	8.5%	\$30.28	\$35.30	\$40.32
	10.0%	\$28.53	\$33.28	\$38.04

Source: Management projections and FactSet as of 8/10/2018.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Base Case

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Pre - Unitholder Tax | Valuation Effective Date: 6/30/2018

## Stand Alone AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E CAFD Multiple

		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$26.07	\$29.29	\$32.52
	10.0%	\$24.31	\$27.31	\$30.31
	12.0%	\$22.71	\$25.50	\$28.28

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$26.50	\$32.78	\$43.78
	10.0%	\$24.71	\$30.55	\$40.77
	12.0%	\$23.08	\$28.51	\$38.01

## PF AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$25.76	\$29.80	\$33.84
	10.0%	\$24.09	\$27.85	\$31.61
	12.0%	\$22.57	\$26.06	\$29.56

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$27.11	\$31.02	\$36.48
	10.0%	\$25.29	\$28.92	\$34.00
	12.0%	\$23.63	\$27.00	\$31.73

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$24.13	\$28.33	\$32.52
	8.5%	\$22.73	\$26.69	\$30.66
	10.0%	\$21.41	\$25.17	\$28.92

Source: Management projections and FactSet as of 8/10/2018.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Downside Volumes Case

Pre - Unitholder Tax | Valuation Effective Date: 6/30/2018

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## Stand Alone AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E CAFD Multiple

		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$20.70	\$23.22	\$25.75
	10.0%	\$19.31	\$21.66	\$24.00
	12.0%	\$18.05	\$20.23	\$22.41

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$21.03	\$25.95	\$34.56
	10.0%	\$19.62	\$24.19	\$32.19
	12.0%	\$18.33	\$22.59	\$30.03

## PF AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$20.36	\$23.45	\$26.55
	10.0%	\$19.05	\$21.93	\$24.81
	12.0%	\$17.86	\$20.54	\$23.22

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$21.57	\$24.63	\$28.92
	10.0%	\$20.14	\$22.98	\$26.96
	12.0%	\$18.82	\$21.47	\$25.17

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$19.48	\$22.70	\$25.91
	8.5%	\$18.35	\$21.39	\$24.43
	10.0%	\$17.29	\$20.17	\$23.05

Source: Management projections and FactSet as of 8/10/2018.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

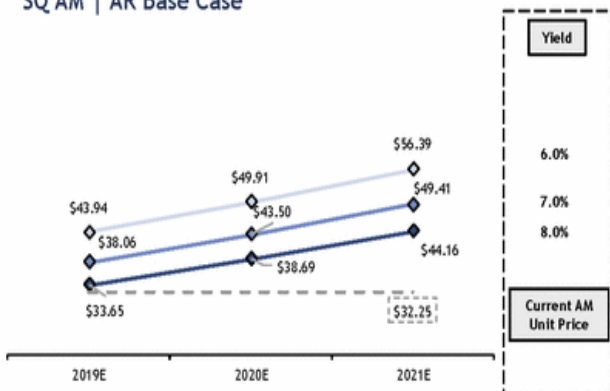
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# Illustrative Discounted Future Value

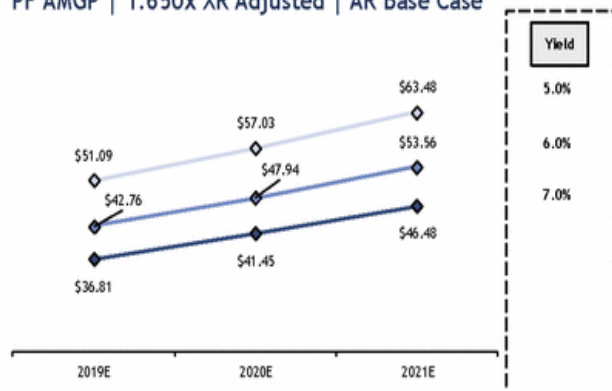
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Pre - Unitholder Tax | SQ AM & PF AMGP | AR Base Case & AR Downside Volumes Case

SQ AM | AR Base Case



PF AMGP | 1.650x XR Adjusted | AR Base Case



SQ AM | AR Downside Volumes Case



PF AMGP | 1.650x XR Adjusted | AR Downside Volumes Case



**Assumptions**

- Management projections | Valuation date as of 6/30/18
- Future share price calculated at FY1 distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
- Interim distributions discounted upon receipt to 6/30/18

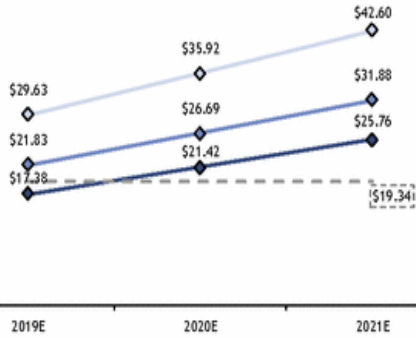
Source: Management projections and FactSet as of 8/10/2018.  
Note: Valuation based on annual distributions.

# Illustrative Discounted Future Value

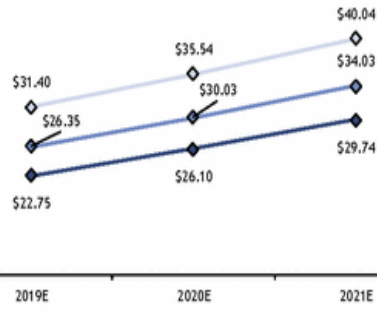
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Pre - Unitholder Tax | SQ AMGP & PF AMGP | AR Base Case & AR Downside Volumes Case

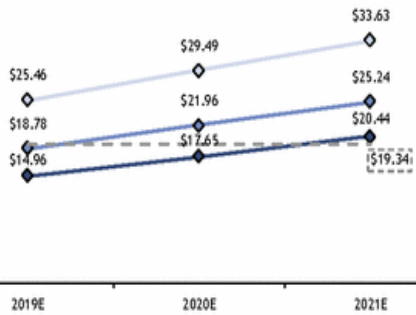
SQ AMGP | AR Base Case



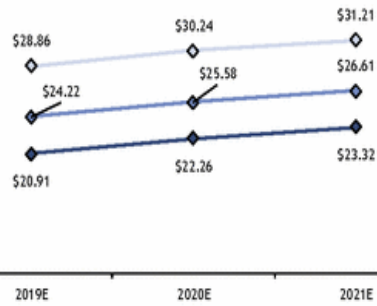
PF AMGP | AR Base Case



SQ AMGP | AR Downside Volumes Case



PF AMGP | AR Downside Volumes Case



**Assumptions**

- Management projections | Valuation date as of 6/30/18
- Future share price calculated at FY1 distributions divided by yield
- Discounted to 6/30/18 at 10% cost of equity
- Interim distributions discounted upon receipt to 6/30/18

Source: Management projections and FactSet as of 8/10/2018.  
Note: Valuation based on annual distributions.



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## B. AMGP Proposal - Tax Adjusted Exchange Ratio Analysis

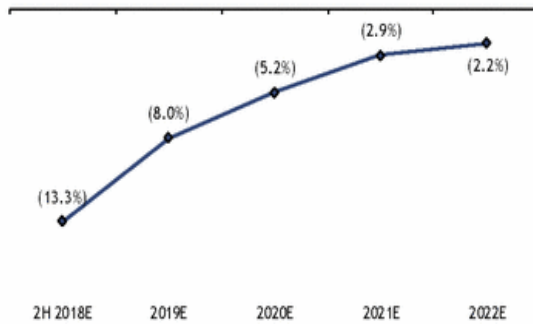
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# Distributable Cash Flow Accretion / (Dilution)

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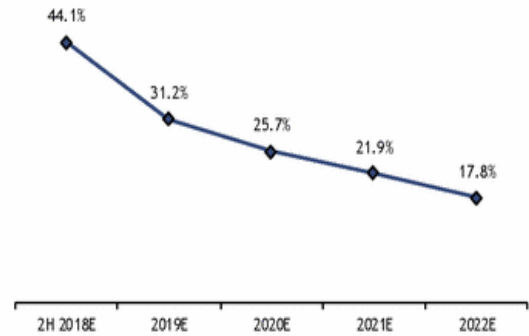
## AMGP Proposal | AR Base Case

AM Accretion / (Dilution) - %  
At 1.650x Exchange Ratio (1.525x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Pro Forma AMGP:	\$0.93	\$2.52	\$3.07	\$3.64	\$4.19
\$ Acc / (Dil):	(\$0.14)	(\$0.22)	(\$0.17)	(\$0.11)	(\$0.09)

AMGP Accretion / (Dilution) - %  
At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.34
Pro Forma AMGP:	\$0.61	\$1.65	\$2.01	\$2.39	\$2.75
\$ Acc / (Dil):	\$0.19	\$0.39	\$0.41	\$0.43	\$0.42

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		1.650x	(13.3%)	(8.0%)	(5.2%)	(2.9%)
1.700x	1.525x	(12.7%)	(7.4%)	(4.5%)	(2.2%)	(1.5%)
1.800x	1.639x	(11.6%)	(6.3%)	(3.4%)	(1.0%)	(0.2%)
1.900x	1.715x	(10.6%)	(5.2%)	(2.3%)	0.1%	1.0%
2.000x	1.791x	(9.6%)	(4.2%)	(1.2%)	1.2%	2.1%

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	44.1%	31.2%	25.7%	21.9%	17.8%
1.700x	41.6%	28.8%	23.4%	19.8%	15.7%
1.800x	36.7%	24.4%	19.2%	15.6%	11.8%
1.900x	32.1%	20.2%	15.2%	11.7%	8.1%
2.000x	27.8%	16.3%	11.4%	8.1%	4.6%

Source: Management projections and FactSet as of 8/10/2018

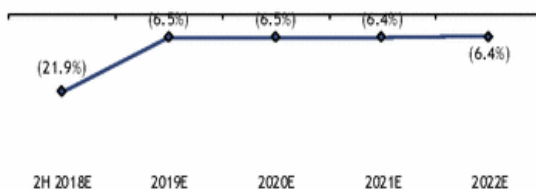
# Distribution Accretion / (Dilution)

AM & AMGP | AR Base Case

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## AM Accretion / (Dilution) - %

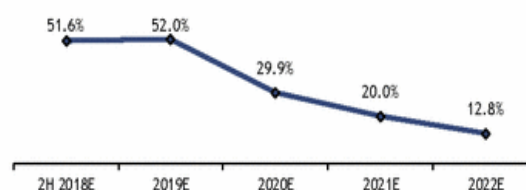
At 1.650x Exchange Ratio (1.525x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Pro Forma AMGP:	\$0.71	\$2.07	\$2.66	\$3.20	\$3.84
\$ Acc / (Dil):	(\$0.20)	(\$0.14)	(\$0.19)	(\$0.22)	(\$0.26)

PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.47	\$1.36	\$1.75	\$2.10	\$2.52
\$ Acc / (Dil):	\$0.16	\$0.46	\$0.40	\$0.35	\$0.29

PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E				
		2H 2018E	2019E	2020E	2021E	2022E
1.650x	1.525x	(21.9%)	(6.5%)	(6.5%)	(6.4%)	(6.4%)
1.700x	1.563x	(21.3%)	(5.9%)	(5.9%)	(5.8%)	(5.7%)
1.800x	1.639x	(20.4%)	(4.7%)	(4.7%)	(4.6%)	(4.5%)
1.900x	1.715x	(19.5%)	(3.6%)	(3.6%)	(3.5%)	(3.3%)
2.000x	1.791x	(18.6%)	(2.6%)	(2.6%)	(2.5%)	(2.3%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E				
	2H 2018E	2019E	2020E	2021E	2022E
1.650x	51.6%	52.0%	29.9%	20.0%	12.8%
1.700x	48.9%	49.3%	27.6%	17.8%	10.8%
1.800x	43.7%	44.1%	23.2%	13.7%	7.1%
1.900x	38.9%	39.3%	19.0%	9.9%	3.5%
2.000x	34.4%	34.8%	15.2%	6.4%	0.2%

Source: Management projections and FactSet as of 8/10/2018

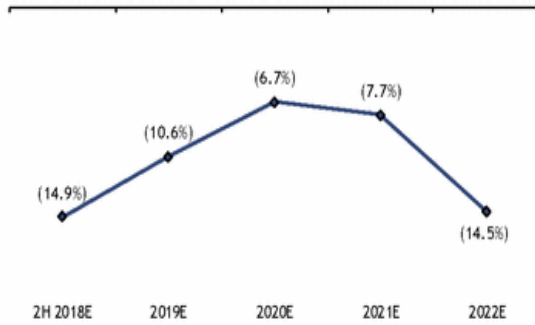
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# Distributable Cash Flow Accretion / (Dilution)

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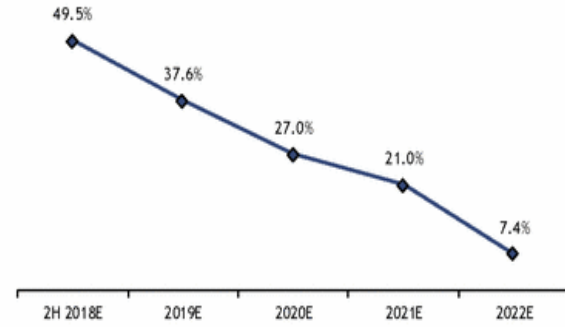
## AM & AMGP | AR Downside Volumes Case

AM Accretion / (Dilution) - %  
At 1.650x Exchange Ratio (1.525x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$1.01	\$2.40	\$3.02	\$3.33	\$3.76
Pro Forma AMGP:	\$0.86	\$2.15	\$2.82	\$3.08	\$3.22
\$ Acc / (Dil):	(\$0.15)	(\$0.26)	(\$0.20)	(\$0.26)	(\$0.55)

AMGP Accretion / (Dilution) - %  
At 1.0x AM Coverage



Status Quo AM:	\$0.38	\$1.02	\$1.46	\$1.67	\$1.96
Pro Forma AMGP:	\$0.56	\$1.41	\$1.85	\$2.02	\$2.11
\$ Acc / (Dil):	\$0.19	\$0.39	\$0.39	\$0.35	\$0.14

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR		2H 2018E	2019E	2020E	2021E	2022E
	1.650x	1.525x	(14.9%)	(10.6%)	(6.7%)	(7.7%)	(14.5%)
1.700x	1.563x	(14.4%)	(10.0%)	(6.1%)	(6.1%)	(13.7%)	
1.800x	1.639x	(13.3%)	(8.9%)	(4.8%)	(4.2%)	(11.0%)	
1.900x	1.715x	(12.3%)	(7.9%)	(3.5%)	(3.0%)	(7.9%)	
2.000x	1.791x	(11.4%)	(6.9%)	(2.4%)	(1.8%)	(4.7%)	

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	49.5%	37.6%	27.0%	21.0%	7.4%
1.700x	46.8%	35.2%	24.8%	20.1%	5.7%
1.800x	41.7%	30.5%	20.7%	16.8%	3.9%
1.900x	37.0%	26.1%	16.8%	13.0%	2.8%
2.000x	32.5%	22.0%	13.2%	9.5%	1.8%

Source: Management projections and FactSet as of 8/10/2018

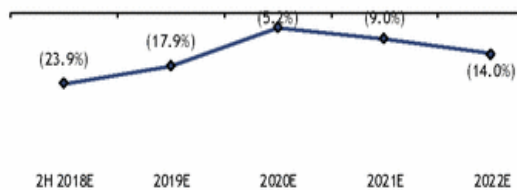
# Distribution Accretion / (Dilution)

AM & AMGP | AR Downside Volumes Case

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## AM Accretion / (Dilution) - %

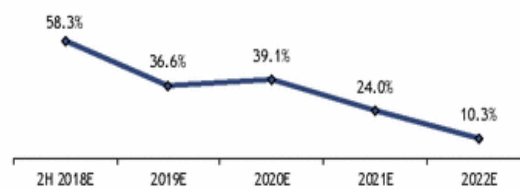
At 1.650x Exchange Ratio (1.525x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
Pro Forma AMGP:	\$0.65	\$1.76	\$2.45	\$2.70	\$2.94
\$ Acc / (Dil):	(\$0.20)	(\$0.38)	(\$0.13)	(\$0.27)	(\$0.48)

PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.27	\$0.85	\$1.15	\$1.43	\$1.75
Pro Forma AMGP:	\$0.43	\$1.15	\$1.61	\$1.77	\$1.93
\$ Acc / (Dil):	\$0.16	\$0.31	\$0.45	\$0.34	\$0.18

PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		1.650x	1.525x	(23.9%)	(17.9%)	(5.2%)
1.700x	1.563x	(23.4%)	(17.4%)	(4.5%)	(7.4%)	(13.1%)
1.800x	1.639x	(22.4%)	(16.4%)	(3.1%)	(5.5%)	(10.5%)
1.900x	1.715x	(21.5%)	(15.4%)	(1.9%)	(4.3%)	(7.3%)
2.000x	1.791x	(20.7%)	(14.5%)	(0.7%)	(3.2%)	(4.1%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	58.3%	36.6%	39.1%	24.0%	10.3%
1.700x	55.5%	34.1%	36.7%	23.0%	8.7%
1.800x	50.1%	29.5%	32.1%	19.7%	6.8%
1.900x	45.1%	25.1%	27.9%	15.8%	5.7%
2.000x	40.4%	21.1%	23.9%	12.2%	4.6%

Source: Management projections and FactSet as of 8/10/2018.

# Distribution Accretion / (Dilution)

At Various PF AMGP Coverage Ratios & Exchange Ratios | AR Base Case

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2H 2018E AM Accretion / (Dilution) - %

		Coverage Ratio				
		Breakeven Coverage	1.025x	1.150x	1.313x	1.450x
Exchange Ratio	XR	1.000x	1.025x	1.150x	1.313x	1.450x
	1.650x 1.525x	(0.2%)	0.0%	(9.9%)	(21.0%)	(28.5%)
	1.700x 1.575x	0.5%	0.6%	(9.3%)	(20.5%)	(28.0%)
	1.800x 1.675x	1.7%	1.8%	(8.2%)	(19.6%)	(27.1%)
	1.900x 1.775x	2.9%	3.0%	(7.2%)	(18.7%)	(26.3%)
	2.000x 1.875x	4.0%	4.0%	(6.3%)	(17.9%)	(25.6%)

2019E AM Accretion / (Dilution) - %

		Coverage Ratio				
		Breakeven Coverage	1.139x	1.220x	1.300x	
Exchange Ratio	XR	1.000x	1.150x	1.139x	1.220x	1.300x
	1.650x 1.525x	13.6%	0.1%	0.0%	(5.6%)	(11.3%)
	1.700x 1.575x	14.3%	0.7%	0.6%	(5.0%)	(10.7%)
	1.800x 1.675x	15.7%	1.9%	1.8%	(3.8%)	(9.6%)
	1.900x 1.775x	17.1%	3.1%	3.0%	(2.8%)	(8.6%)
	2.000x 1.875x	18.3%	4.1%	4.0%	(1.8%)	(7.7%)

Source: Management projections and FactSet as of 8/10/2018

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## C. AM Proposal

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# Transaction Assumptions

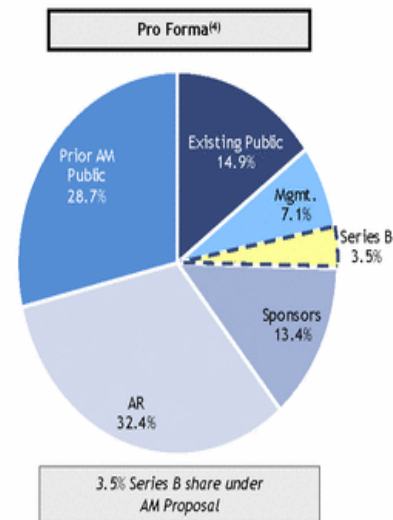
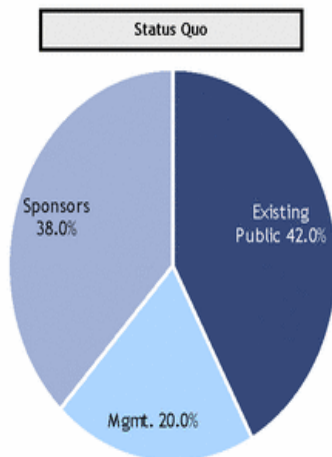
## AM Proposal Transaction Assumptions

- Transaction effective on 6/30/2018
- To acquire AM, AMGP will convert into a C-Corp in a 100% stock transaction
- AM Proposal assumes:
  - Each outstanding AM common unit exchanged for 1.71 AMGP shares
  - Cash consideration of \$3.84 paid to all unitholders (including AR) to cover taxes paid by unitholders. Cash consideration financed by borrowings on the Company's revolving credit facility at a 3.00% interest rate
  - All existing Series B units exchanged for 18.5mm AMGP shares

## Sources & Uses at AM Proposal

Sources		Uses	
AMGP Equity Issued <sup>(1)</sup>	\$6,592	Purchase AM Units Outstanding	\$6,221
AM Debt Rolled to AMGP Balance Sheet	1,400	Conversion of Series B Units	358
Revolver Draw	723	Cash Consideration to Avoid Share Selling <sup>(2)</sup>	723
		Transaction Fees <sup>(3)</sup>	13
		AM Existing Debt	1,400
<b>Total Sources</b>	<b>\$8,716</b>	<b>Total Uses</b>	<b>\$8,716</b>

## AMGP Ownership Comparison



Source: FactSet as of 8/10/2018.

(1) Includes equity issued for Series B unit conversion into AMGP shares.

(2) Assumes Cash consideration per unit paid to cover transaction related taxes and avoid downward pressure on PF AMGP share prices from tax motivated liquidations.

(3) Provided by Management.

(4) Equity ownership does not reflect the gross up of the AM Proposal XR for the \$3.84 cash consideration.



# Cash Consideration Sizing

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## PF AMGP Leverage Analysis | AR Base Case

Cash Consideration Per AM Unit	Total Cash Consideration (\$mm)	Revolver Availability (\$mm) at Q3 2018 (Post-Trxn Close)	Leverage (Net Debt / EBITDA) at YE				
			2018E	2019E	2020E	2021E	2022E
\$0.00	\$0	\$1,074	2.3x	2.3x	2.3x	2.2x	2.0x
\$2.50	\$470	\$604	3.0x	2.8x	2.7x	2.5x	2.3x
\$3.00	\$564	\$510	3.1x	2.9x	2.8x	2.6x	2.3x
\$3.50	\$658	\$416	3.2x	3.0x	2.9x	2.6x	2.4x
\$3.84	\$723	\$351	3.3x	3.1x	2.9x	2.7x	2.4x
\$4.00	\$752	\$321	3.4x	3.1x	2.9x	2.7x	2.4x

## PF AMGP Leverage Analysis | AR Downside Volumes Case

Cash Consideration Per AM Unit	Total Cash Consideration (\$mm)	Revolver Availability (\$mm) at Q3 2018 (Post-Trxn Close)	Leverage (Net Debt / EBITDA) at YE				
			2018E	2019E	2020E	2021E	2022E
\$0.00	\$0	\$1,085	2.3x	2.3x	2.1x	2.0x	1.8x
\$2.50	\$470	\$615	2.9x	2.9x	2.5x	2.4x	2.1x
\$3.00	\$564	\$521	3.1x	3.0x	2.6x	2.5x	2.2x
\$3.50	\$658	\$427	3.2x	3.1x	2.7x	2.5x	2.3x
\$3.84	\$723	\$362	3.3x	3.2x	2.8x	2.6x	2.3x
\$4.00	\$752	\$333	3.3x	3.2x	2.8x	2.6x	2.3x

## Cash Consideration Sizing | 1.710x Equity Exchange Ratio

Cash Consideration Per AM Unit	Equity Consideration / PF AMGP Share	Total Cash Consideration (\$mm)	Total Equity Consid. at 1.710x	% Cash of Total Consideration	Implied XR at Total Consideration	Current At-Market XR with Series B Dilution	Implied Prem. / (Dis.) to Current At-Mkt XR with Series B Dil.
\$0.00	\$33.07	\$0	\$6,221	0.0%	1.710x	1.786x	(4.2%)
\$2.50	\$33.07	\$470	\$6,221	7.0%	1.839x	1.786x	3.0%
\$3.00	\$33.07	\$564	\$6,221	8.3%	1.865x	1.786x	4.5%
\$3.50	\$33.07	\$658	\$6,221	9.6%	1.891x	1.786x	5.9%
\$3.84	\$33.07	\$723	\$6,221	10.4%	1.909x	1.786x	6.9%
\$4.00	\$33.07	\$752	\$6,221	10.8%	1.917x	1.786x	7.4%

## Total Tax Liability | Basis for Average Unitholder<sup>(1)</sup>

Cash Consideration Per AM Unit	Tax Payable on Equity Consideration <sup>(1)</sup> / AM Unit	Total Tax Liability Per AM Unit
\$0.00	\$2.76	\$2.76
\$2.50	\$2.76	\$3.49
\$3.00	\$2.76	\$3.63
\$3.50	\$2.76	\$3.78
\$3.84	\$2.76	\$3.88
\$4.00	\$2.76	\$3.92

Source: Management projections and FactSet as of 8/10/2018.

Note: PF AMGP revolver capacity assumed to be equal to AM revolver capacity of \$1.5bn with Q3 balance of \$389mm and \$400mm in Base case and Downside case, respectively, based on Management projections. Utilizes adjusted PF AMGP Management coverage (break-even coverage in 2018E followed by Management coverage assumptions in 2019E+).

(1) Tax payable on equity component of consideration based on 1.71x XR and assumes average unitholder basis.

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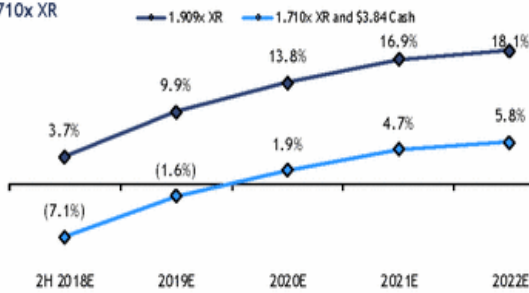
# Distributable Cash Flow Accretion / (Dilution)

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At 1.710x Exchange Ratio and Various Cash Considerations | AR Base Case

## AM Accretion / (Dilution) - %

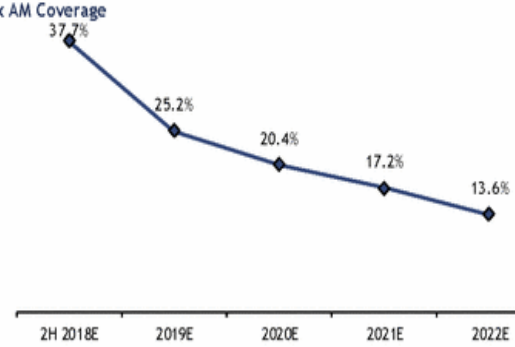
At 1.710x XR



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
PF AMGP with \$0:	\$1.00	\$2.70	\$3.30	\$3.92	\$4.54
PF AMGP with \$3.84:	\$1.12	\$3.01	\$3.68	\$4.38	\$5.06
\$ Acc / (Dil):	(\$0.08)	(\$0.04)	\$0.06	\$0.18	\$0.25
\$ Acc / (Dil):	\$0.04	\$0.27	\$0.45	\$0.63	\$0.77

## AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.34
PF AMGP:	\$0.59	\$1.58	\$1.93	\$2.30	\$2.66
\$ Acc / (Dil):	\$0.16	\$0.32	\$0.33	\$0.34	\$0.32

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration / Implied XR	Implied XR at 1.710x	Year				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	(4.9%)	0.8%	3.9%	6.5%	7.3%
\$3.84	1.710x	(7.1%)	(1.6%)	1.9%	4.7%	5.8%
\$2.50	1.839x	0.8%	6.8%	10.4%	13.3%	14.4%
\$3.00	1.865x	1.9%	7.9%	11.7%	14.7%	15.8%
\$3.50	1.891x	3.0%	9.1%	12.9%	16.0%	17.1%
\$3.84	1.909x	3.7%	9.9%	13.8%	16.9%	18.1%

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration / Implied XR	Implied XR at 1.710x	Year				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	40.9%	28.2%	22.8%	19.2%	15.2%
\$3.84	1.710x	37.7%	25.2%	20.4%	17.2%	13.6%
\$2.50	1.839x	38.8%	26.2%	21.3%	17.9%	14.2%
\$3.00	1.865x	38.4%	25.8%	21.0%	17.7%	13.9%
\$3.50	1.891x	38.0%	25.4%	20.7%	17.4%	13.7%
\$3.84	1.909x	37.7%	25.2%	20.4%	17.2%	13.6%

Source: Management projections and FactSet as of 8/10/2018.

Note: 1.909x represents implied XR at 1.710x equity XR and cash consideration of \$3.84 / unit. Cash assumed to be used to purchase additional secondary shares.

Note: Cash Consideration - Taxes scenario assumes cash proceeds are used to fund transaction-related tax obligations and are not factored into accretion/dilution analysis.

☐ Cash Consideration - Taxes

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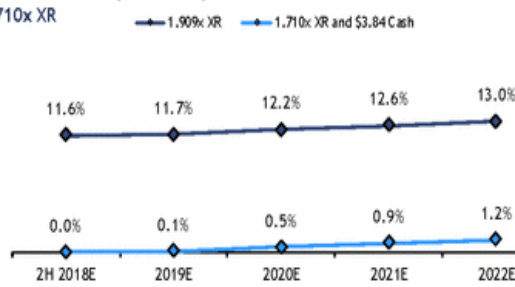
# Distribution Accretion / (Dilution)

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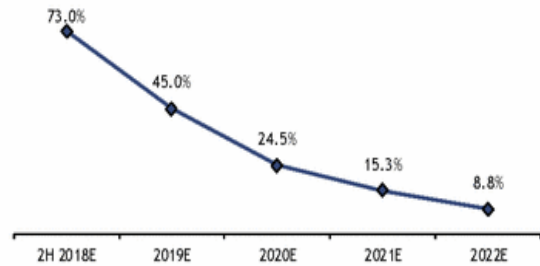
At 1.710x Exchange Ratio and Various Cash Considerations | AR Base Case

## AM Accretion / (Dilution) - %

At 1.710x XR



## AMGP Accretion / (Dilution) - %



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
PF AMGP with \$0:	\$0.91	\$2.21	\$2.86	\$3.45	\$4.15
PF AMGP with \$3.84:	\$1.02	\$2.47	\$3.20	\$3.85	\$4.63
\$ Acc / (Dil):	\$0.00	\$0.00	\$0.01	\$0.03	\$0.05
\$ Acc / (Dil):	\$0.11	\$0.26	\$0.35	\$0.43	\$0.53
PF AMGP Coverage:	1.099x	1.220x	1.152x	1.137x	1.093x

Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.53	\$1.30	\$1.68	\$2.02	\$2.43
\$ Acc / (Dil):	\$0.23	\$0.40	\$0.33	\$0.27	\$0.20
PF AMGP Coverage:	1.099x	1.220x	1.152x	1.137x	1.093x

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration / Implied XR	Implied XR at 1.710x	Cash Consid. / Unit				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	2.3%	2.5%	2.5%	2.6%	2.7%
\$3.84	1.710x	0.0%	0.1%	0.5%	0.9%	1.2%
\$2.50	1.839x	8.4%	8.5%	8.9%	9.2%	9.5%
\$3.00	1.865x	9.6%	9.7%	10.1%	10.5%	10.8%
\$3.50	1.891x	10.8%	10.9%	11.3%	11.7%	12.1%
\$3.84	1.909x	11.6%	11.7%	12.2%	12.6%	13.0%

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration / Implied XR	Implied XR at 1.710x	Cash Consid. / Unit				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	77.1%	48.5%	27.0%	17.3%	10.3%
\$3.84	1.710x	73.0%	45.0%	24.5%	15.3%	8.8%
\$2.50	1.839x	74.4%	46.3%	25.4%	16.0%	9.3%
\$3.00	1.865x	73.9%	45.8%	25.0%	15.8%	9.1%
\$3.50	1.891x	73.4%	45.4%	24.7%	15.5%	8.9%
\$3.84	1.909x	73.0%	45.0%	24.5%	15.3%	8.8%

Source: Management projections and FactSet as of 8/10/2018.

Note: AMGP accretion / (dilution) based on SQ AM Management Coverage.

Note: 1.909x represents implied XR at 1.710x equity XR and cash consideration of \$3.84 / unit. Cash assumed to be used to purchase additional secondary shares.

Note: Cash Consideration - Taxes scenario assumes cash proceeds are used to fund transaction-related tax obligations and are not factored into accretion/dilution analysis.

Cash Consideration - Taxes

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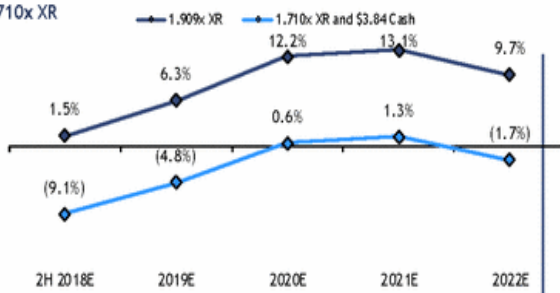
# Distributable Cash Flow Accretion / (Dilution)

CONFIDENTIAL DRAFT  
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At 1.710x Exchange Ratio and Various Cash Considerations | AR Downside Volumes Case

## AM Accretion / (Dilution) - %

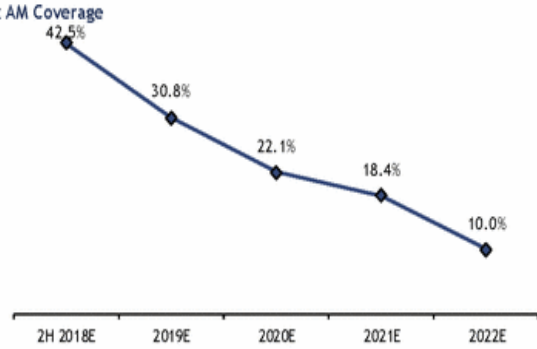
At 1.710x XR



Status Quo AM:	\$1.01	\$2.40	\$3.02	\$3.33	\$3.76
PF AMGP with \$0:	\$0.92	\$2.29	\$3.04	\$3.38	\$3.70
PF AMGP with \$3.84:	\$1.02	\$2.56	\$3.39	\$3.77	\$4.13
\$ Acc / (Dil):	(\$0.09)	(\$0.11)	\$0.02	\$0.04	(\$0.06)
\$ Acc / (Dil):	\$0.02	\$0.15	\$0.37	\$0.44	\$0.36

## AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AMGP:	\$0.38	\$1.02	\$1.46	\$1.67	\$1.96
PF AMGP:	\$0.54	\$1.34	\$1.78	\$1.98	\$2.15
\$ Acc / (Dil):	\$0.16	\$0.32	\$0.32	\$0.31	\$0.19

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration / Implied XR	Implied XR at 1.710x	Cash Consid. / Unit				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	(6.7%)	(2.1%)	2.3%	2.5%	(5.9%)
\$3.84	1.710x	(9.1%)	(4.8%)	0.6%	1.3%	(1.7%)
\$2.50	1.839x	(1.3%)	3.4%	8.8%	9.6%	4.0%
\$3.00	1.865x	(0.3%)	4.5%	10.1%	10.9%	6.1%
\$3.50	1.891x	0.8%	5.6%	11.4%	12.2%	8.2%
\$3.84	1.909x	1.5%	6.3%	12.2%	13.1%	9.7%

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration / Implied XR	Implied XR at 1.710x	Cash Consid. / Unit				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	46.1%	34.5%	24.3%	19.8%	5.3%
\$3.84	1.710x	42.5%	30.8%	22.1%	18.4%	10.0%
\$2.50	1.839x	43.7%	32.1%	22.9%	19.1%	8.2%
\$3.00	1.865x	43.3%	31.6%	22.6%	18.8%	8.9%
\$3.50	1.891x	42.8%	31.1%	22.3%	18.6%	9.6%
\$3.84	1.909x	42.5%	30.8%	22.1%	18.4%	10.0%

Source: Management projections and FactSet as of 8/10/2018.

Note: 1.909x represents implied XR at 1.710x equity XR and cash consideration of \$3.84 / unit. Cash assumed to be used to purchase additional secondary shares.

Note: Cash Consideration - Taxes scenario assumes cash proceeds are used to fund transaction-related tax obligations and are not factored into accretion/dilution analysis.

Cash Consideration - Taxes

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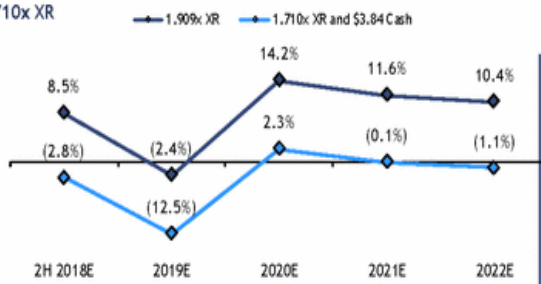
# Distribution Accretion / (Dilution)

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At 1.710x Exchange Ratio and Various Cash Considerations | AR Downside Volumes Case

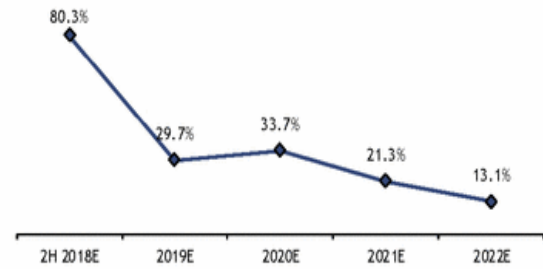
## AM Accretion / (Dilution) - %

At 1.710x XR



Status Quo AM:	\$0.86	\$2.15	\$2.58	\$2.97	\$3.42
PF AMGP with \$0:	\$0.83	\$1.88	\$2.64	\$2.97	\$3.38
PF AMGP with \$3.84:	\$0.93	\$2.09	\$2.95	\$3.31	\$3.78
\$ Acc / (Dil):	(\$0.02)	(\$0.27)	\$0.06	(\$0.00)	(\$0.04)
\$ Acc / (Dil):	\$0.07	(\$0.05)	\$0.37	\$0.34	\$0.36
PF AMGP Coverage:	1.099x	1.220x	1.152x	1.137x	1.093x

## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.27	\$0.85	\$1.15	\$1.43	\$1.75
PF AMGP:	\$0.49	\$1.10	\$1.55	\$1.74	\$1.97
\$ Acc / (Dil):	\$0.22	\$0.25	\$0.39	\$0.31	\$0.22

PF AMGP Coverage:	1.099x	1.220x	1.152x	1.137x	1.093x
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## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit	Implied XR at 1.710x	2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	(0.3%)	(10.1%)	4.1%	1.1%	(5.3%)
\$3.84	1.710x	(2.8%)	(12.5%)	2.3%	(0.1%)	(1.1%)
\$2.50	1.839x	5.5%	(5.0%)	10.7%	8.1%	4.7%
\$3.00	1.865x	6.6%	(4.0%)	12.0%	9.4%	6.8%
\$3.50	1.891x	7.7%	(3.0%)	13.3%	10.7%	8.9%
\$3.84	1.909x	8.5%	(2.4%)	14.2%	11.6%	10.4%

## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit	Implied XR at 1.710x	2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	84.9%	33.4%	36.0%	22.8%	8.3%
\$3.84	1.710x	80.3%	29.7%	33.7%	21.3%	13.1%
\$2.50	1.839x	81.9%	31.0%	34.5%	22.0%	11.2%
\$3.00	1.865x	81.3%	30.5%	34.2%	21.8%	11.9%
\$3.50	1.891x	80.7%	30.1%	33.9%	21.5%	12.6%
\$3.84	1.909x	80.3%	29.7%	33.7%	21.3%	13.1%

Source: Management projections and FactSet as of 8/10/2018.

Note: AMGP accretion / (dilution) based on SQ AM Management Coverage.

Note: 1.909x represents implied XR at 1.710x equity XR and cash consideration of \$3.84 / unit. Cash assumed to be used to purchase additional secondary shares.

Note: Cash Consideration - Taxes scenario assumes cash proceeds are used to fund transaction-related tax obligations and are not factored into accretion/dilution analysis.

Cash Consideration - Taxes

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# Growth Comparison at AM Proposal

## SQ AM, SQ AMGP, & PF AMGP

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DCF per Unit / Share						2019E - 2022E CAGR
AR Base Case	2018E	2019E	2020E	2021E	2022E	
AM	\$2.04	\$2.74	\$3.24	\$3.75	\$4.29	16%
AMGP @ 1.0x AM Coverage	\$0.77	\$1.26	\$1.60	\$1.96	\$2.34	23%
PF AMGP	\$1.17	\$1.58	\$1.93	\$2.29	\$2.65	19%
<b>AR Downside Volumes Case</b>						
AM	\$2.04	\$2.40	\$3.02	\$3.33	\$3.76	16%
AMGP @ 1.0x AM Coverage	\$0.77	\$1.02	\$1.46	\$1.67	\$1.96	24%
PF AMGP	\$1.07	\$1.34	\$1.78	\$1.97	\$2.16	17%
Distributions / Dividends per Unit / Share						2019E - 2022E CAGR
AR Base Case	2018E	2019E	2020E	2021E	2022E	
AM	\$1.72	\$2.21	\$2.85	\$3.42	\$4.10	23%
AMGP	\$0.54	\$0.89	\$1.35	\$1.75	\$2.23	36%
PF AMGP	\$1.06	\$1.29	\$1.67	\$2.02	\$2.43	23%
<b>AR Downside Volumes Case</b>						
AM	\$1.72	\$2.15	\$2.58	\$2.97	\$3.42	17%
AMGP	\$0.54	\$0.85	\$1.15	\$1.43	\$1.75	27%
PF AMGP	\$0.97	\$1.10	\$1.54	\$1.74	\$1.98	22%
SQ AM Mgmt Dist Coverage (Base Case)	1.27x	1.31x	1.16x	1.11x	1.05x	
SQ AM Mgmt Dist Coverage (AR Downside Volumes Case)	1.26x	1.16x	1.21x	1.14x	1.12x	
PF AMGP Management Dividend Coverage	1.10x	1.22x	1.15x	1.14x	1.09x	

Source: Management projections and FactSet as of 8/10/2018.

Note: Coverage assumptions as provided by Management in 2019E+. 2018E coverage adjusted for dividend breakeven analysis. PF AMGP coverage extrapolated based on fixed distributions provided for AR Base Case. SQ AM coverage for AR Base Case extrapolated based on fixed distributions provided for AR Base Case. SQ AM coverage for AR Downside Volumes base extrapolated based on fixed distributions provided for AR Downside Volumes Case.

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# Has / Gets Analysis | AR Base Case

For AM | AM Proposal

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## Stand Alone AM Implied Unit Price

### Discounted Levered DCF Analysis

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.37	\$42.09	\$46.82
	10.0%	\$34.98	\$39.38	\$43.77
	12.0%	\$32.80	\$36.89	\$40.97

### Discounted Distribution Analysis

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## XR Adjusted PF AMGP Implied Share Price | 1.909x XR<sup>(1)</sup>

### Discounted Levered DCF Analysis

		2022E DCF Multiple		
		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$46.25	\$52.91	\$59.57
	10.0%	\$43.50	\$49.69	\$55.88
	12.0%	\$40.99	\$46.75	\$52.51

### Discounted Distribution Analysis

		2022E Distribution Yield		
		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$50.31	\$56.99	\$66.34
	10.0%	\$47.20	\$53.40	\$62.09
	12.0%	\$44.36	\$50.13	\$58.21

### Discounted Cash Flow | Unlevered FCF<sup>(2)</sup> | Discounted at WACC

		2022E Terminal Multiple		
		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$43.57	\$50.49	\$57.40
	8.5%	\$41.25	\$47.79	\$54.34
	10.0%	\$39.09	\$45.28	\$51.47

Source: Management projections and FactSet as of 8/10/2018.

Note: Utilizes adjusted PF AMGP Management coverage: implied distribution / dividend breakeven coverage ratio in 2018E and PF AMGP Management coverage in 2019E+.

(1) Implied XR at 1.710x equity XR and cash consideration of \$3.84 / unit. Cash consideration added to implied share price at 1.710x XR.

(2) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Downside Volumes Case

For AM | AM Proposal

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## Stand Alone AM Implied Unit Price

### Discounted Levered DCF Analysis

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$33.02	\$37.17	\$41.31
	10.0%	\$30.92	\$34.77	\$38.63
	12.0%	\$29.00	\$32.58	\$36.17

### Discounted Distribution Analysis

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$38.55	\$43.03	\$49.02
	10.0%	\$36.02	\$40.20	\$45.76
	12.0%	\$33.72	\$37.60	\$42.77

## XR Adjusted PF AMGP Implied Share Price | 1.909x XR<sup>(1)</sup>

### Discounted Levered DCF Analysis

		2022E DCF Multiple		
		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$39.00	\$44.43	\$49.86
	10.0%	\$36.74	\$41.78	\$46.83
	12.0%	\$34.67	\$39.36	\$44.05

### Discounted Distribution Analysis

		2022E Distribution Yield		
		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$40.83	\$46.06	\$53.39
	10.0%	\$38.37	\$43.24	\$50.04
	12.0%	\$36.12	\$40.65	\$46.98

### Discounted Cash Flow | Unlevered FCF<sup>(2)</sup> | Discounted at WACC

		2022E Terminal Multiple		
		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$37.85	\$43.49	\$49.12
	8.5%	\$35.88	\$41.21	\$46.54
	10.0%	\$34.04	\$39.09	\$44.13

Source: Management projections and FactSet as of 8/10/2018.

Note: Utilizes adjusted PF AMGP Management coverage: implied distribution / dividend breakeven coverage ratio in 2018E and PF AMGP Management coverage in 2019E+.

(1) Implied XR at 1.710x equity XR and cash consideration of \$3.84 / unit. Cash consideration added to implied share price at 1.710x XR.

(2) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Base Case

For AMGP | AM Proposal

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## Stand Alone AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E CAFD Multiple

		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$26.07	\$29.29	\$32.52
	10.0%	\$24.31	\$27.31	\$30.31
	12.0%	\$22.71	\$25.50	\$28.28

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$26.50	\$32.78	\$43.78
	10.0%	\$24.71	\$30.55	\$40.77
	12.0%	\$23.08	\$28.51	\$38.01

## PF AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$24.80	\$28.69	\$32.59
	10.0%	\$23.19	\$26.81	\$30.43
	12.0%	\$21.72	\$25.09	\$28.46

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$27.18	\$31.08	\$36.55
	10.0%	\$25.36	\$28.98	\$34.06
	12.0%	\$23.69	\$27.07	\$31.79

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$23.23	\$27.28	\$31.32
	8.5%	\$21.88	\$25.70	\$29.53
	10.0%	\$20.61	\$24.23	\$27.85

Source: Management projections and FactSet as of 8/10/2018.

Note: Utilizes adjusted PF AMGP Management coverage: implied distribution / dividend breakeven coverage ratio in 2018E and PF AMGP Management coverage in 2019E+.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Downside Volumes Case

For AMGP | AM Proposal

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## Stand Alone AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E CAFD Multiple

		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$20.70	\$23.22	\$25.75
	10.0%	\$19.31	\$21.66	\$24.00
	12.0%	\$18.05	\$20.23	\$22.41

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$21.03	\$25.95	\$34.56
	10.0%	\$19.62	\$24.19	\$32.19
	12.0%	\$18.33	\$22.59	\$30.03

## PF AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$20.56	\$23.73	\$26.91
	10.0%	\$19.24	\$22.19	\$25.14
	12.0%	\$18.02	\$20.77	\$23.51

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$21.63	\$24.69	\$28.98
	10.0%	\$20.19	\$23.04	\$27.02
	12.0%	\$18.88	\$21.52	\$25.23

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$19.89	\$23.18	\$26.48
	8.5%	\$18.74	\$21.85	\$24.97
	10.0%	\$17.66	\$20.61	\$23.56

Source: Management projections and FactSet as of 8/10/2018.

Note: Utilizes adjusted PF AMGP Management coverage: implied distribution / dividend breakeven coverage ratio in 2018E and PF AMGP Management coverage in 2019E+.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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## VI. Pro Forma Trading Analysis

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# Pro Forma Trading

AM Share Price as of 8/10/2018: \$32.28

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		A	B	C	D	E	F	G	H	I
		Exchange Ratio Adjusted Implied AM Unit Price								
		2H Annualized 2018E Dividend Yield								
		Implied AM Ownership	6.00%	AM 2018E (\$1.82) 5.64%	5.00%	PF Mkt Cap Weighted Yield (\$0.95) 4.67%	4.00%	AMGP 2018E (\$0.61) 3.16%	3.00%	
Exchange Ratio	AMGP Proposal	1.600x	59.5%	\$25.33	\$26.93	\$30.40	\$32.52	\$38.00	\$48.03	\$50.67
		1.650x	60.3%	\$26.13	\$27.78	\$31.35	\$33.54	\$39.19	\$49.54	\$52.25
		1.700x	61.0%	\$26.92	\$28.62	\$32.30	\$34.56	\$40.38	\$51.04	\$53.83
		1.750x	61.7%	\$27.71	\$29.46	\$33.25	\$35.57	\$41.56	\$52.54	\$55.42
		1.800x	62.3%	\$28.50	\$30.30	\$34.20	\$36.59	\$42.75	\$54.04	\$57.00
		1.850x	63.0%	\$29.29	\$31.14	\$35.15	\$37.61	\$43.94	\$55.54	\$58.58
		1.786x	62.1%	\$28.27	\$30.06	\$33.93	\$36.30	\$42.41	\$53.60	\$56.54
		1.918x	63.8%	\$30.36	\$32.28	\$36.44	\$38.98	\$45.55	\$57.57	\$60.73
	Cash Adj. XR at AM Proposal									

Source: Company Management, FactSet as of 8/10/2018.  
Note: 2018E Dividend / Distribution Yields based on Annualized 2H 2018E dividends / distributions.

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## VII. After-Tax Pro Forma Impact Supplemental Materials for AMGP Proposal

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# Transaction Tax Implications

At AMGP Proposal

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## Average Tax Basis Calculation<sup>(1)</sup>

- Average tax basis of \$23.27 per unit for public AM unitholders as of YE 2017
- The average public AM unit holder would need to receive cash consideration of \$2.43 per unit to avoid having to sell shares post-transaction to pay transaction related taxes

Unitholder	Active Units	EOY 2017 Basis
Antero Resources	90,841,730	\$2.01
Antero Resources - WaterARC	8,028,605	25.70
Public Unitholders	94,757,401	23.27
<b>Total Active Units</b>	<b>193,627,736</b>	
<b>Average EOY 2017 Basis for Public Unitholders</b>		<b>\$23.27</b>
<b>Average EOY 2017 Basis for IPO Investors</b>		<b>\$20.51</b>

## Cash Consideration Required to Avoid Share Selling

For Average Unitholder		For IPO Investor - Average Basis <sup>(1)</sup>		For IPO Investor - IPO Basis <sup>(4)</sup>	
AMGP Share Price	\$19.34	AMGP Share Price	\$19.34	AMGP Share Price	\$19.34
Exchange Ratio	1.650x	Exchange Ratio	1.650x	Exchange Ratio	1.650x
Offer Price	\$31.91	Offer Price	\$31.91	Offer Price	\$31.91
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$4.83	Average Ordinary Gain	\$6.56
Average Capital Gain	5.27	Average Capital Gain	6.58	Average Capital Gain	4.85
<b>Total Gain</b>	<b>\$8.64</b>	<b>Total Gain</b>	<b>\$11.41</b>	<b>Total Gain</b>	<b>\$11.41</b>
Average Assumed Passive Activity Loss <sup>(2)</sup>	(\$1.08)	Average Assumed Passive Activity Loss <sup>(2)</sup>	(\$1.46)	Assumed Passive Activity Loss <sup>(2)</sup>	(\$2.00)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>	
Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%
Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%
Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%
ACA Tax	3.8%	ACA Tax	3.8%	ACA Tax	3.8%
Federal Tax Rate	33.4%	Federal Tax Rate	33.4%	Federal Tax Rate	33.4%
Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%
Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%
PAL Rate	37.0%	PAL Rate	37.0%	PAL Rate	37.0%
PAL Gain Deduction	(\$0.48)	PAL Gain Deduction	(\$0.54)	PAL Gain Deduction	(\$0.74)
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.07	Tax on Ordinary Gain	\$1.45
Effective Ordinary Gain Tax Rate	21.3%	Effective Ordinary Gain Tax Rate	22.2%	Effective Ordinary Gain Tax Rate	22.1%
Tax on Capital Gain	\$1.26	Tax on Capital Gain	\$1.56	Tax on Capital Gain	\$1.15
Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%
State Tax Ordinary Income <sup>(4)</sup>	\$0.17	State Tax Ordinary Income <sup>(4)</sup>	\$0.25	State Tax Ordinary Income <sup>(4)</sup>	\$0.34
Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%
State Tax Capital Gain <sup>(4)</sup>	\$0.27	State Tax Capital Gain <sup>(4)</sup>	\$0.34	State Tax Capital Gain <sup>(4)</sup>	\$0.25
Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%
<b>Total Tax on Gain</b>	<b>\$2.43</b>	<b>Total Tax on Gain</b>	<b>\$3.23</b>	<b>Total Tax on Gain</b>	<b>\$3.20</b>
Total Effective Tax Rate	28.1%	Total Effective Tax Rate	28.3%	Total Effective Tax Rate	28.0%

Source: FactSet as of 8/10/2018 and Wall Street research.

(1) Provided by management.

(2) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.

(3) Passive activity loss calculated to be \$2.00 for an IPO investor.

(4) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

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# After-Tax Distribution For Average Unitholder

## Calculation Detail for AMGP Proposal

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SQ AM After-Tax Distribution Calculation					
	2H 2018E	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Interest Expense	(\$38)	(\$90)	(\$114)	(\$133)	(\$144)
- IFR Distributions	(\$82)	(\$27)	(\$357)	(\$464)	(\$592)
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
<b>Taxable Income Before Tax Depreciation</b>	<b>248</b>	<b>613</b>	<b>687</b>	<b>749</b>	<b>832</b>
Oversubscription	103%	103%	103%	103%	103%
<b>Taxable Income Before Tax Depreciation</b>	<b>255</b>	<b>631</b>	<b>707</b>	<b>771</b>	<b>856</b>
Tax Depreciation	(253)	(588)	(642)	(648)	(644)
<b>Net Income</b>	<b>2</b>	<b>42</b>	<b>65</b>	<b>123</b>	<b>213</b>
AM Shares Outstanding	188.1	188.1	188.1	188.1	188.1
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Average Tax Basis per Unit	\$23.27	\$21.57	\$19.60	\$17.10	\$14.33
Less: Return of Capital per Unit <sup>(1)</sup>	(\$1.70)	(\$1.97)	(\$2.50)	(\$2.77)	(\$2.97)
Average EoF Basis per Unit	\$21.57	\$19.60	\$17.10	\$14.33	\$11.37
<b>Income Tax</b>					
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Income Tax Rate	29.6%	29.6%	29.6%	29.6%	29.6%
<b>Income Taxes / Unit</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.01</b>	<b>\$0.01</b>
<b>Before Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>
Tax / Unit	\$0.00	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)
<b>After Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.41</b>	<b>\$4.09</b>

PF AMGP After-Tax Dividend Calculation					
	2H 2018E	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
- Interest Expense	(39)	(91)	(116)	(134)	(146)
- Depreciation of Goodwill and Current Assets	(359)	(687)	(620)	(578)	(565)
- Additional Depreciation from Step Up in Basis	(27)	(179)	(287)	(281)	(204)
- Capex Expense for Tangible Assets	(133)	(164)	(176)	(352)	(352)
- Interest Expense Add-back	0	0	0	0	18
<b>Taxable Income Before NOLs</b>	<b>(\$189)</b>	<b>(\$181)</b>	<b>(\$41)</b>	<b>\$2</b>	<b>\$30</b>
- NOLs applied from previous years	\$0	\$0	\$0	(\$1)	(\$204)
<b>Taxable Income</b>	<b>(\$189)</b>	<b>(\$181)</b>	<b>(\$41)</b>	<b>\$0</b>	<b>\$66</b>
AMGP Taxable Income	(\$189)	(\$181)	(\$41)	\$0	\$66
+ NOL Utilization	-	-	-	1	264
- Payment of Income Taxes	-	-	-	0	17
+/- Change in depreciation (MACRS vs ADS SL)	(8)	32	64	16	(35)
+ Tangible Asset Capex	133	164	176	352	352
<b>Current Earnings &amp; Profits</b>	<b>(\$64)</b>	<b>\$15</b>	<b>\$199</b>	<b>\$369</b>	<b>\$630</b>
Current Dist. from AMGP to Shareholders	\$29	\$98	\$90	\$1,081	\$1,297
Qualified Dividend?	RoC	Cum EoF	Cum EoF	Cum EoF	Cum EoF
Return of Capital <sup>(1)</sup>	\$29	-	-	-	-
Qualified Dividend <sup>(2)</sup>	-	15	199	369	630
Partial Return of Capital <sup>(3)</sup>	-	683	701	712	667
Percentage RoC	100%	98%	78%	66%	51%
Percentage QD	0%	2%	22%	34%	49%
Shares Outstanding	515.1	515.1	515.1	515.1	515.1
Tax Basis/Share	\$19.34	\$18.70	\$17.28	\$16.02	\$14.63
- Return of Capital	(\$0.64)	(\$1.33)	(\$1.36)	(\$1.38)	(\$1.30)
<b>EoF Basis</b>	<b>\$18.70</b>	<b>\$17.38</b>	<b>\$16.02</b>	<b>\$14.63</b>	<b>\$13.34</b>
Return of Capital Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Qualified Dividend Taxes	\$0.00	\$0.01	\$0.09	\$0.17	\$0.29
<b>Before Tax PF AMGP Dividend Per Share</b>	<b>\$0.47</b>	<b>\$1.36</b>	<b>\$1.75</b>	<b>\$2.10</b>	<b>\$2.52</b>
Total Tax per Share	\$-	\$0.01	\$0.09	\$0.17	\$0.29
Implied Tax Rate	-%	0%	5%	8%	11%
<b>After-Tax PF AMGP Dividend Per Share</b>	<b>\$0.47</b>	<b>\$1.35</b>	<b>\$1.66</b>	<b>\$1.93</b>	<b>\$2.23</b>
Exchange ratio	1.525x	1.525x	1.525x	1.525x	1.525x
<b>PF After Tax AM Dividend XR Adjusted Share</b>	<b>\$0.71</b>	<b>\$2.06</b>	<b>\$2.52</b>	<b>\$2.94</b>	<b>\$3.40</b>
After-tax Distribution Dilution to AM Unitholder	(21.9%)	(7.0%)	(11.4%)	(13.9%)	(16.9%)

Implied After-Tax XR Calculation Detail				
Exchange Ratio	Implied AM Unit \$	Forecast Taxes Payable	After Tax Unit Take	Implied After-Tax XR
1.650x	\$31.91	\$2.43	\$29.48	1.525x
1.700x	\$32.88	\$2.66	\$30.22	1.563x
1.800x	\$34.81	\$3.12	\$31.70	1.639x
1.900x	\$36.75	\$3.58	\$33.17	1.715x
2.000x	\$38.68	\$4.04	\$34.64	1.791x

Source: Management projections and FactSet as of 8/10/2018.

- Return of capital per share / unit calculated as the total distributions to holders when Current Earnings & Profits are less than 0.
- Qualified dividend calculated as equal to the lesser of Current Earnings & Profits or Distributions to Shareholder assuming Current Earnings & Profit is greater than 0.
- Partial Return of Capital is calculated as the difference between Distributions to Shareholders and Current Earnings & Profits assuming Qualified Dividends are applicable.

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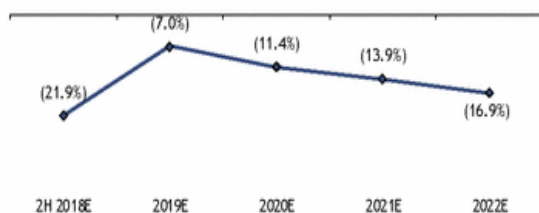
# After-Tax Distribution Accretion / (Dilution)

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AM & AMGP | For Average AM Unit Holder at AMGP Proposal | AR Base Case

## AM Accretion / (Dilution) - %

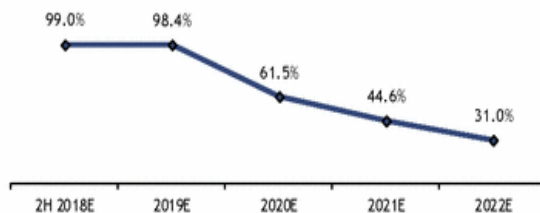
At Tax Affected 1.650x Exchange Ratio (Implied XR of 1.525x)



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.41	\$4.09
Pro Forma AMGP:	\$0.71	\$2.06	\$2.52	\$2.94	\$3.40
\$ Acc / (Dil):	(\$0.20)	(\$0.15)	(\$0.32)	(\$0.47)	(\$0.69)

PF AMGP Coverage	1.313x	1.220x	1.152x	1.137x	1.093x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.23	\$0.68	\$1.03	\$1.33	\$1.70
Pro Forma AMGP:	\$0.47	\$1.35	\$1.66	\$1.93	\$2.23
\$ Acc / (Dil):	\$0.23	\$0.67	\$0.63	\$0.59	\$0.53

PF AMGP Coverage	1.313x	1.220x	1.152x	1.137x	1.093x
------------------	--------	--------	--------	--------	--------

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2018E - 2022E				
		2H 2018E	2019E	2020E	2021E	2022E
1.650x	1.525x	(21.9%)	(7.0%)	(11.4%)	(13.9%)	(16.9%)
1.700x	1.563x	(21.3%)	(5.9%)	(10.5%)	(13.1%)	(16.2%)
1.800x	1.639x	(20.4%)	(4.7%)	(8.7%)	(11.4%)	(14.8%)
1.900x	1.715x	(19.5%)	(3.6%)	(7.0%)	(9.9%)	(13.7%)
2.000x	1.791x	(18.6%)	(2.6%)	(5.3%)	(8.4%)	(12.5%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2018E - 2022E				
	2H 2018E	2019E	2020E	2021E	2022E
1.650x	99.0%	98.4%	61.5%	44.6%	31.0%
1.700x	95.4%	95.7%	59.2%	42.5%	28.9%
1.800x	88.6%	89.1%	54.8%	38.4%	24.9%
1.900x	82.3%	82.8%	50.6%	34.5%	21.0%
2.000x	76.4%	76.9%	46.8%	31.0%	17.4%

Source: Management projections and FactSet as of 8/10/2018

Note: AMGP accretion / (dilution) based on SQ AM Management Coverage. After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.

Note: Implied after-tax exchange ratio adjusted for average AM unitholder tax costs as provided by Management (refer to page 71).

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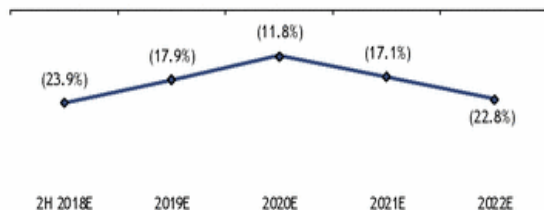
# After-Tax Distribution Accretion / (Dilution)

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AM & AMGP | For Average AM Unit Holder at AMGP Proposal | AR Downside Case

## AM Accretion / (Dilution) - %

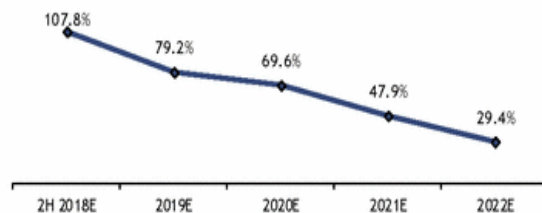
At Tax Affected 1.650x Exchange Ratio (Implied XR of 1.525x)



Status Quo AM:	\$0.86	\$2.14	\$2.58	\$2.96	\$3.41
Pro Forma AMGP:	\$0.65	\$1.76	\$2.27	\$2.46	\$2.63
\$ Acc / (Dil):	(\$0.20)	(\$0.38)	(\$0.30)	(\$0.51)	(\$0.78)

PF AMGP Coverage	1.313x	1.220x	1.152x	1.137x	1.093x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.21	\$0.64	\$0.88	\$1.09	\$1.33
Pro Forma AMGP:	\$0.43	\$1.15	\$1.49	\$1.61	\$1.73
\$ Acc / (Dil):	\$0.22	\$0.51	\$0.61	\$0.52	\$0.39

PF AMGP Coverage	1.313x	1.220x	1.152x	1.137x	1.093x
------------------	--------	--------	--------	--------	--------

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR		Year				
	2H 2018E	2019E	2020E	2021E	2022E		
1.650x	1.525x	(23.9%)	(17.9%)	(11.8%)	(17.1%)	(22.8%)	
1.700x	1.563x	(23.4%)	(17.4%)	(10.8%)	(15.5%)	(21.8%)	
1.800x	1.639x	(22.4%)	(16.3%)	(8.9%)	(13.3%)	(19.2%)	
1.900x	1.715x	(21.5%)	(15.4%)	(7.0%)	(11.6%)	(16.1%)	
2.000x	1.791x	(20.7%)	(14.5%)	(5.2%)	(10.0%)	(13.1%)	

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	107.8%	79.2%	69.6%	47.9%	29.4%
1.700x	104.1%	76.0%	67.3%	47.0%	27.9%
1.800x	97.0%	69.9%	63.0%	43.8%	26.1%
1.900x	90.4%	64.2%	58.9%	40.1%	25.0%
2.000x	84.3%	58.9%	55.2%	36.6%	24.1%

Source: Management projections and FactSet as of 8/10/2018

Note: AMGP accretion / (dilution) based on SQ AM Management Coverage. After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.

Note: Implied after-tax exchange ratio adjusted for average AM unitholder tax costs as provided by Management (refer to page 71).

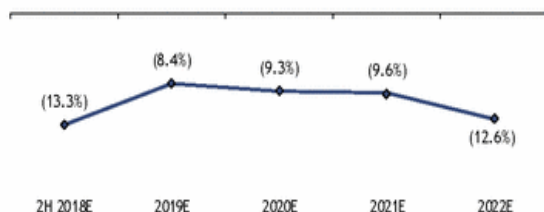
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# After-Tax Distribution Accretion / (Dilution)

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For Average AM Unit Holder at AMGP Proposal at 1.0x Coverage for AM & PF AMGP | AR Base Case

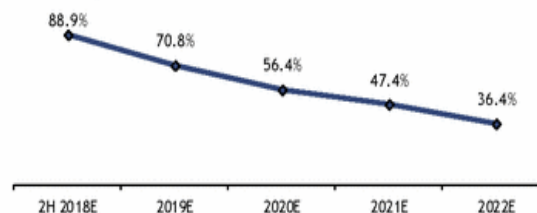
**AM Accretion / (Dilution) - %**  
At Tax Affected 1.650x Exchange Ratio (Implied XR of 1.525x)



Status Quo AM:	\$1.08	\$2.73	\$3.21	\$3.71	\$4.23
Pro Forma AMGP:	\$0.93	\$2.50	\$2.91	\$3.35	\$3.70
\$ Acc / (Dil):	(\$0.14)	(\$0.23)	(\$0.30)	(\$0.35)	(\$0.53)

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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**AMGP Accretion / (Dilution) - %**  
At 1.0x AM Coverage



Status Quo AMGP:	\$0.32	\$0.96	\$1.22	\$1.49	\$1.78
Pro Forma AMGP:	\$0.61	\$1.64	\$1.91	\$2.20	\$2.43
\$ Acc / (Dil):	\$0.29	\$0.68	\$0.69	\$0.71	\$0.65

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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**Accretion / (Dilution) Analysis at Various XRs**

Exchange Ratio	Implied After-Tax XR		2H 2018E	2019E	2020E	2021E	2022E
	1.650x	1.525x	(13.3%)	(8.4%)	(9.3%)	(9.6%)	(12.6%)
1.700x	1.563x	(12.7%)	(7.5%)	(8.4%)	(8.7%)	(11.9%)	
1.800x	1.639x	(11.6%)	(6.3%)	(6.7%)	(7.1%)	(10.6%)	
1.900x	1.715x	(10.6%)	(5.2%)	(5.1%)	(5.5%)	(9.4%)	
2.000x	1.791x	(9.7%)	(4.2%)	(3.5%)	(4.0%)	(8.3%)	

**Accretion / (Dilution) Analysis at Various XRs**

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
	1.650x	88.9%	70.8%	56.4%	47.4%
1.700x	85.5%	68.3%	54.1%	45.1%	34.1%
1.800x	79.1%	62.5%	49.7%	40.9%	29.7%
1.900x	73.1%	57.0%	45.6%	36.9%	25.7%
2.000x	67.5%	51.9%	41.7%	33.1%	21.9%

Source: Management projections and FactSet as of 8/10/2018

Note: After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.

Note: Implied after-tax exchange ratio adjusted for average AM unitholder tax costs as provided by Management (refer to page 71).

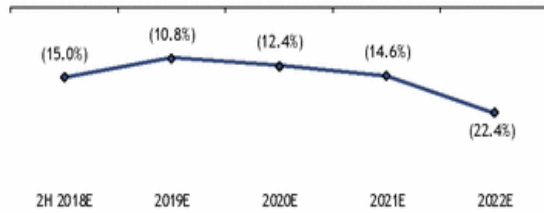
# After-Tax Distribution Accretion / (Dilution)

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For Average AM Unit Holder at AMGP Proposal at 1.0x Coverage for AM & PF AMGP | AR Downside Volumes Case

## AM Accretion / (Dilution) - %

At Tax Affected 1.650x Exchange Ratio (Implied XR of 1.525x)

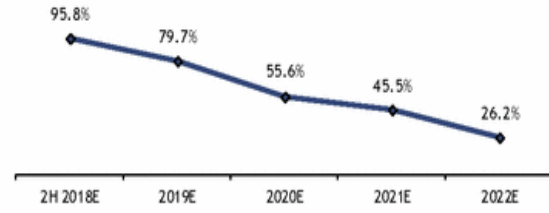


Status Quo AM:	\$1.01	\$2.40	\$3.00	\$3.30	\$3.71
Pro Forma AMGP:	\$0.86	\$2.14	\$2.63	\$2.82	\$2.88
\$ Acc / (Dil):	(\$0.15)	(\$0.26)	(\$0.37)	(\$0.48)	(\$0.83)

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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## AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AMGP:	\$0.29	\$0.78	\$1.11	\$1.27	\$1.50
Pro Forma AMGP:	\$0.56	\$1.40	\$1.73	\$1.85	\$1.89
\$ Acc / (Dil):	\$0.27	\$0.62	\$0.62	\$0.58	\$0.39

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	Implied After-Tax XR				
		2H 2018E	2019E	2020E	2021E	2022E
1.650x	1.525x	(15.0%)	(10.8%)	(12.4%)	(14.6%)	(22.4%)
1.700x	1.563x	(14.4%)	(10.2%)	(11.5%)	(13.0%)	(21.4%)
1.800x	1.639x	(13.4%)	(9.1%)	(9.7%)	(11.1%)	(18.5%)
1.900x	1.715x	(12.4%)	(8.0%)	(7.9%)	(9.4%)	(15.4%)
2.000x	1.791x	(11.4%)	(7.1%)	(6.2%)	(7.8%)	(12.3%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR				
	2H 2018E	2019E	2020E	2021E	2022E
1.650x	95.8%	79.7%	55.6%	45.5%	26.2%
1.700x	92.3%	76.5%	53.4%	44.5%	24.6%
1.800x	85.7%	70.4%	49.3%	40.8%	23.3%
1.900x	79.4%	64.7%	45.4%	37.1%	22.3%
2.000x	73.6%	59.4%	41.8%	33.6%	21.3%

Source: Management projections and FactSet as of 8/10/2018

Note: After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.

Note: Implied after-tax exchange ratio adjusted for average AM unitholder tax costs as provided by Management (refer to page 71).

# After-Tax Dividend Distribution Analysis

AMGP Proposal | AR Base Case | Valuation Effective Date: 6/30/2018

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## AM: Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

Discount Rate	2022E Distribution Yield		
	8.0%	7.0%	6.0%
8.0%	\$37.71	\$41.39	\$46.29
10.0%	\$35.03	\$38.42	\$42.93
12.0%	\$32.60	\$35.72	\$39.88

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(1,2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
BT LP Distribution Per Unit					\$4.10
AT LP Distribution Per Unit	\$0.91	\$2.21	\$2.85	\$3.41	\$4.09
Discount Factor	0.953	0.866	0.787	0.716	0.683
PV of LP Dist. per Unit	\$0.87	\$1.91	\$2.24	\$2.44	\$2.79
<b>Disc. LP Dist. Total</b>					<b>\$10.26</b>
Terminal Yield					7.0%
Implied Terminal Future Value per Unit					\$58.57
<b>Tax Calculation:</b>					
Average Purchase Price		\$26.64			
Existing RoC		(\$3.37)			
<b>Beginning Tax Basis</b>		<b>\$23.27</b>			
	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Unit	\$23.27	\$21.57	\$19.60	\$17.10	\$14.33
Less: Return of Capital / Unit	(1.70)	(1.97)	(2.50)	(2.77)	(2.97)
<b>Avg. EDY Basis / Unit</b>	<b>\$21.57</b>	<b>\$19.60</b>	<b>\$17.10</b>	<b>\$14.33</b>	<b>\$11.37</b>
<b>Implied Terminal Value per Unit</b>					<b>\$58.57</b>
Capital Gain					\$31.93
Ordinary Gain					\$15.27
<b>Total Gain</b>					<b>\$47.21</b>
Average Assumed Passive Activity Loss at YE 2021					(\$0.16)
<b>Total Tax on Gain per Unit</b>					
Tax on Ordinary Gain - 33.4%					\$5.26
Tax on Capital Gain - 23.8%					7.60
State Tax on Ordinary Income - 5.2%					0.79
State Tax on Capital Gain - 5.2%					1.66
<b>Total Tax on Gain</b>					<b>\$15.31</b>
Total Effective Tax Rate					32.4%
After-Tax Future Value per Unit					\$43.26
Terminal Disc. Factor					0.651
<b>Implied Present Value per Unit</b>					<b>\$28.42</b>

## PF AMGP: Discounted Distribution Analysis

XR Adjusted PF AMGP Implied Share Price | 1.525x

Discount Rate	2022E Distribution Yield		
	7.0%	6.0%	5.0%
8.0%	\$40.41	\$45.00	\$51.43
10.0%	\$37.48	\$41.71	\$47.62
12.0%	\$34.82	\$38.71	\$44.17

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP BT Dist. per Share					\$2.52
PF AMGP AT Dist. per Share	\$0.47	\$1.35	\$1.66	\$1.93	\$2.23
Discount Factor	0.953	0.866	0.787	0.716	0.683
PV of PF AMGP Dist. per Share	\$0.44	\$1.17	\$1.30	\$1.38	\$1.52
<b>Disc. PF AMGP Dist. Total</b>					<b>\$5.82</b>
Terminal Yield					6.0%
Implied Terminal Future Value per Share					\$41.97
<b>Tax Calculation:</b>					
Average Purchase Price		\$31.91			
Acquirer Share Price		\$19.34			
<b>Beginning Tax Basis</b>		<b>\$19.34</b>			
	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Share	\$19.34	\$18.70	\$17.38	\$16.02	\$14.63
Less: Return of Capital / Share	(\$0.64)	(\$1.33)	(\$1.36)	(\$1.38)	(\$1.30)
<b>Avg. EDY Basis / Share</b>	<b>\$18.70</b>	<b>\$17.38</b>	<b>\$16.02</b>	<b>\$14.63</b>	<b>\$13.34</b>
<b>Implied Terminal Value per Unit</b>					<b>\$41.97</b>
Capital Gain					\$22.63
Ordinary Gain					\$6.00
<b>Total Gain</b>					<b>\$28.63</b>
<b>Total Tax on Gain per Unit</b>					
Tax on Ordinary Gain - 33.4%					\$2.00
Tax on Capital Gain - 23.8%					5.39
State Tax on Ordinary Income - 5.2%					0.31
State Tax on Capital Gain - 5.2%					1.17
<b>Total Tax on Gain</b>					<b>\$8.88</b>
Total Effective Tax Rate					31.0%
After-Tax Future Value per Share					\$33.10
Terminal Disc. Factor					0.651
<b>Implied Present Value per Share</b>					<b>\$27.36</b>
Exchange Ratio					1.525x
<b>XR Adjusted Implied Present Value per Unit</b>					<b>\$41.71</b>

Source: Management projections and FactSet as of 8/10/2018.

Note: Tax calculations provided by Management. Ordinary gain tax rate for AM accounts for Federal ordinary income tax rate of 37%, individual MLP investor deduction rate of 20% and 3.8% ACA tax rate.

Ordinary gain tax rate for PF AMGP accounts for Federal ordinary income tax rate of 37% and 3.8% ACA tax rate.

(1) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates.

(2) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

(3) Return of Capital / Unit (Share) for full year 2018.

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# After-Tax Dividend Distribution Analysis

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AMGP Proposal | AR Downside Volumes Case | Valuation Effective Date: 6/30/2018

## AM: Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

Discount Rate	2022E Distribution Yield		
	8.0%	7.0%	6.0%
8.0%	\$31.30	\$34.37	\$38.45
10.0%	\$29.11	\$31.93	\$35.69
12.0%	\$27.11	\$29.71	\$33.18

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(1,2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
BT LP Distribution Per Unit					\$3.42
AT LP Distribution Per Unit	\$0.86	\$2.14	\$2.58	\$2.96	\$3.41
Discount Factor	0.953	0.866	0.787	0.716	0.683
PV of LP Dist. per Unit	\$0.82	\$1.86	\$2.03	\$2.12	\$2.33
<b>Disc. LP Dist. Total</b>					\$9.15
Terminal Yield					7.0%
Implied Terminal Future Value per Unit					\$48.86
<b>Tax Calculation:</b>					
Average Purchase Price		\$26.64			
Existing RoC		(\$3.37)			
<b>Beginning Tax Basis</b>		<b>\$23.27</b>			
	2H 2018E	2019E	2020E	2021E	2022E
Reg. Avg. Tax Basis / Unit	\$23.27 (3)	\$21.56	\$19.41	\$16.91	\$14.13
Less: Return of Capital / Unit	(1.72)	(2.15)	(2.50)	(2.78)	(2.70)
<b>Av. EDY Basis / Unit</b>	<b>\$21.56</b>	<b>\$19.41</b>	<b>\$16.91</b>	<b>\$14.13</b>	<b>\$11.43</b>
<b>Implied Terminal Value per Unit</b>					\$48.86
Capital Gain					\$22.22
Ordinary Gain					\$15.21
<b>Total Gain</b>					<b>\$37.43</b>
Average Assumed Passive Activity Loss at YE 2021					(\$7.55)
<b>Total Tax on Gain per Unit</b>					
Tax on Ordinary Gain - 33.4%					\$6.63
Tax on Capital Gain - 23.8%					\$5.29
State Tax on Ordinary Income - 5.2%					\$0.79
State Tax on Capital Gain - 5.2%					\$1.15
<b>Total Tax on Gain</b>					<b>\$13.86</b>
Total Effective Tax Rate					37.0%
After-Tax Future Value per Unit					\$34.99
Terminal Disc. Factor					0.651
<b>Implied Present Value per Unit</b>					<b>\$31.93</b>

## PF AMGP: Discounted Distribution Analysis

XR Adjusted PF AMGP Implied Share Price | 1.525x

Discount Rate	2022E Distribution Yield		
	7.0%	6.0%	5.0%
8.0%	\$32.93	\$36.45	\$41.37
10.0%	\$30.55	\$33.79	\$38.32
12.0%	\$28.40	\$31.38	\$35.56

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP BT Dist. per Share					\$1.93
PF AMGP AT Dist. per Share	\$0.43	\$1.15	\$1.49	\$1.61	\$1.73
Discount Factor	0.953	0.866	0.787	0.716	0.683
PV of PF AMGP Dist. per Share	\$0.41	\$1.00	\$1.17	\$1.15	\$1.18
<b>Disc. PF AMGP Dist. Total</b>					\$4.92
Terminal Yield					6.0%
Implied Terminal Value per Share					\$32.17
<b>Tax Calculation:</b>					
Average Purchase Price		\$31.91			
Acquirer Share Price		\$19.34			
<b>Beginning Tax Basis</b>		<b>\$19.34</b>			
	2H 2018E	2019E	2020E	2021E	2022E
Reg. Avg. Tax Basis / Share	\$19.34	\$18.74	\$17.59	\$16.46	\$15.36
Less: Return of Capital / Share	(\$0.60)	(\$1.15)	(\$1.13)	(\$1.09)	(\$1.07)
<b>Av. EDY Basis / Share</b>	<b>\$18.74</b>	<b>\$17.59</b>	<b>\$16.46</b>	<b>\$15.36</b>	<b>\$14.29</b>
<b>Implied Terminal Value per Unit</b>					\$32.17
Capital Gain					\$12.83
Ordinary Gain					\$5.05
<b>Total Gain</b>					<b>\$17.88</b>
<b>Total Tax on Gain per Unit</b>					
Tax on Ordinary Gain - 33.4%					\$1.69
Tax on Capital Gain - 23.8%					\$3.05
State Tax on Ordinary Income - 5.2%					\$0.26
State Tax on Capital Gain - 5.2%					\$0.67
<b>Total Tax on Gain</b>					<b>\$5.67</b>
Total Effective Tax Rate					31.7%
After-Tax Future Value per Share					\$26.50
Terminal Disc. Factor					0.651
<b>Implied Present Value per Share</b>					<b>\$22.16</b>
Exchange Ratio					1.525x
<b>XR Adjusted Implied Present Value per Unit</b>					<b>\$33.79</b>

Source: Management projections and FactSet as of 8/10/2018.

Note: Tax calculations provided by Management. Ordinary gain tax rate for AM accounts for Federal ordinary income tax rate of 37% and 3.8% ACA tax rate.

Ordinary gain tax rate for PF AMGP accounts for Federal ordinary income tax rate of 37% and 3.8% ACA tax rate.

(1) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates.

(2) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

(3) Return of Capital / Unit (Share) for full year 2018.

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## VIII. After-Tax Pro Forma Impact Supplemental Materials for AM Proposal

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# Transaction Tax Implications

At AM Proposal

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## Average Tax Basis Calculation<sup>(1)</sup>

- Average tax basis of \$23.27 per unit for public AM unitholders as of YE 2017

Unitholder	Active Units	EOY 2017 Basis
Antero Resources	90,841,730	\$2.01
Antero Resources - WaterARC	8,028,605	25.70
Public Unitholders	94,757,401	23.27
<b>Total Active Units</b>	<b>193,627,736</b>	
<b>Average EOY 2017 Basis for Public Unitholders</b>		<b>\$23.27</b>
<b>Average EOY 2017 Basis for IPO Investors</b>		<b>\$20.51</b>

## Cash Consideration Required to Avoid Share Selling

Average Unitholder		For IPO Investor - Average Basis <sup>(1)</sup>		IPO Investor - IPO Basis <sup>(1)</sup>	
AWGP Share Price	\$19.34	AWGP Share Price	\$19.34	AWGP Share Price	\$19.34
Exchange Ratio	1.710x	Exchange Ratio	1.710x	Exchange Ratio	1.710x
Cash Consideration	\$3.84	Cash Consideration	\$3.84	Cash Consideration	\$3.84
Offer Price	\$36.92	Offer Price	\$36.92	Offer Price	\$36.92
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$4.83	Average Ordinary Gain	\$6.56
Average Capital Gain	10.28	Average Capital Gain	11.58	Average Capital Gain	9.85
<b>Total Gain</b>	<b>\$13.64</b>	<b>Total Gain</b>	<b>\$16.41</b>	<b>Total Gain</b>	<b>\$16.41</b>
Average Assumed Passive Activity Loss <sup>(3)</sup>	(\$1.08)	Average Assumed Passive Activity Loss <sup>(3)</sup>	(\$1.46)	Assumed Passive Activity Loss <sup>(3)</sup>	(\$2.00)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>	
Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%
Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%
Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%
ACA Tax	3.8%	ACA Tax	3.8%	ACA Tax	3.8%
Federal Tax Rate	33.4%	Federal Tax Rate	33.4%	Federal Tax Rate	33.4%
Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%
Effective State Tax Rate <sup>(4)</sup>	5.2%	Effective State Tax Rate <sup>(4)</sup>	5.2%	Effective State Tax Rate <sup>(4)</sup>	5.2%
PAL Rate	37.0%	PAL Rate	37.0%	PAL Rate	37.0%
PAL Gain Deduction	(\$0.40)	PAL Gain Deduction	(\$0.54)	PAL Gain Deduction	(\$0.74)
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.07	Tax on Ordinary Gain	\$1.45
Effective Ordinary Gain Tax Rate	21.5%	Effective Ordinary Gain Tax Rate	22.2%	Effective Ordinary Gain Tax Rate	22.1%
Tax on Capital Gain	\$2.45	Tax on Capital Gain	\$2.76	Tax on Capital Gain	\$2.34
Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%
State Tax Ordinary Income <sup>(4)</sup>	\$0.17	State Tax Ordinary Income <sup>(4)</sup>	\$0.25	State Tax Ordinary Income <sup>(4)</sup>	\$0.34
Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%
State Tax Capital Gain <sup>(4)</sup>	\$0.53	State Tax Capital Gain <sup>(4)</sup>	\$0.60	State Tax Capital Gain <sup>(4)</sup>	\$0.51
Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%
<b>Total Tax on Gain</b>	<b>\$3.88</b>	<b>Total Tax on Gain</b>	<b>\$4.68</b>	<b>Total Tax on Gain</b>	<b>\$4.65</b>
Total Payable Effective Tax Rate	28.4%	Total Effective Tax Rate	28.5%	Total Payable Effective Tax Rate	28.3%

Source: FactSet as of 8/10/2018 and Wall Street research.

(1) Provided by management.

(2) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.

(3) Passive activity loss calculated to be \$2.00 for an IPO investor.

(4) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

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# After-Tax Distribution For Average Unitholder

## Calculation Detail For AM Proposal

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SQ AM After-Tax Distribution Calculation					
	2H 2018E	2019E	2020E	2021E	2022E
EBITDA	\$391	\$989	\$1,222	\$1,413	\$1,642
- Interest Expense	(\$38)	(\$90)	(\$114)	(\$133)	(\$144)
- IFR Distributions	(\$82)	(\$27)	(\$357)	(\$464)	(\$592)
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
<b>Taxable Income Before Tax Depreciation</b>	<b>248</b>	<b>613</b>	<b>687</b>	<b>749</b>	<b>832</b>
Overseas Depreciation	103%	103%	103%	103%	103%
<b>Taxable Income Before Tax Depreciation</b>	<b>255</b>	<b>631</b>	<b>707</b>	<b>771</b>	<b>856</b>
Tax Depreciation	(253)	(588)	(642)	(648)	(644)
<b>Net Income</b>	<b>2</b>	<b>42</b>	<b>65</b>	<b>123</b>	<b>213</b>
AM Shares Outstanding	188.1	188.1	188.1	188.1	188.1
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Average Tax Basis per Unit	\$23.27	\$21.57	\$19.60	\$17.10	\$14.33
Less: Return of Capital per Unit <sup>(1)</sup>	(\$1.70)	(\$1.97)	(\$2.50)	(\$2.77)	(\$2.97)
Average EoF Basis per Unit	\$21.57	\$19.60	\$17.10	\$14.33	\$11.37
<b>Income Tax</b>					
Taxable Income / Unit (Net of PAL)	\$0.00	\$0.00	\$0.01	\$0.02	\$0.04
Income Tax Rate	29.6%	29.6%	29.6%	29.6%	29.6%
<b>Income Taxes / Unit</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.01</b>	<b>\$0.01</b>
<b>Before Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>
Tax / Unit	\$0.00	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)
<b>After Tax AM Distribution Per LP Unit</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.41</b>	<b>\$4.09</b>

PF AMGP After-Tax Dividend Calculation					
	2H 2018E	2019E	2020E	2021E	2022E
EBITDA	\$291	\$989	\$1,222	\$1,413	\$1,642
- Distributions from Unconsolidated Affiliates	(\$27)	(\$88)	(\$141)	(\$168)	(\$196)
+ Equity in Earnings of Unconsolidated Affiliates	\$27	\$87	\$119	\$134	\$157
- Equity Based Compensation	(\$23)	(\$48)	(\$41)	(\$33)	(\$35)
- Interest Expense	(46)	(112)	(138)	(156)	(112)
- Depreciation of Goodwill and Current Assets	(392)	(753)	(686)	(643)	(631)
- Additional Depreciation from Step Up in Basis	(27)	(179)	(287)	(281)	(204)
- Capex Expense for Tangible Assets	(133)	(164)	(176)	(352)	(352)
- Interest Expense Add-back	0	0	0	0	54
<b>Taxable Income Before NOLs</b>	<b>(\$229)</b>	<b>(\$268)</b>	<b>(\$129)</b>	<b>(\$86)</b>	<b>\$315</b>
- NOLs applied from previous years	\$0	\$0	\$0	\$0	(\$252)
<b>Taxable Income</b>	<b>(\$229)</b>	<b>(\$268)</b>	<b>(\$129)</b>	<b>(\$86)</b>	<b>\$63</b>
<b>AMGP Taxable Income</b>	<b>(\$229)</b>	<b>(\$268)</b>	<b>(\$129)</b>	<b>(\$86)</b>	<b>\$63</b>
+ NOL Utilization	-	-	-	-	252
- Payment of Income Taxes	-	-	-	-	16
+/- Change in depreciation (MACRS vs ADS SL)	(8)	32	64	16	(35)
+ Tangible Asset Capex	133	164	176	352	352
<b>Current Earnings &amp; Profits</b>	<b>(\$104)</b>	<b>(\$71)</b>	<b>\$111</b>	<b>\$282</b>	<b>\$616</b>
Current Dist. from AMGP to Shareholders	369	481	882	1,062	1,278
Qualified Dividend?	RoC	RoC	Cum E&P	Cum E&P	Cum E&P
Return of Capital <sup>(1)</sup>	369	481	-	-	-
Qualified Dividend <sup>(2)</sup>	-	-	111	282	616
Partial Return of Capital <sup>(3)</sup>	-	-	770	780	662
Percentage RoC	100%	100%	87%	73%	52%
Percentage QD	0%	0%	13%	27%	48%
Shares Outstanding	526.4	526.4	526.4	526.4	526.4
Tax Basis/Share	\$19.34	\$18.64	\$17.35	\$15.88	\$14.40
- Return of Capital	(\$0.70)	(\$1.29)	(\$1.46)	(\$1.48)	(\$1.26)
<b>EoY Basis</b>	<b>\$18.64</b>	<b>\$17.35</b>	<b>\$15.88</b>	<b>\$14.40</b>	<b>\$13.14</b>
Return of Capital Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Qualified Dividend Taxes	\$0.00	\$0.00	\$0.05	\$0.13	\$0.28
<b>Before Tax PF AMGP Dividend Per Share</b>	<b>\$0.53</b>	<b>\$1.29</b>	<b>\$1.67</b>	<b>\$2.02</b>	<b>\$2.43</b>
Total Tax per Share	\$-	\$-	\$0.05	\$0.13	\$0.28
Implied Tax Rate	0%	0%	3%	6%	11%
<b>After-Tax PF AMGP Dividend Per Share</b>	<b>\$0.53</b>	<b>\$1.29</b>	<b>\$1.62</b>	<b>\$1.89</b>	<b>\$2.15</b>
Exchange ratio	1.710x	1.710x	1.710x	1.710x	1.710x
<b>PF After Tax AM Dividend XR Adjusted Share</b>	<b>\$0.91</b>	<b>\$2.21</b>	<b>\$2.78</b>	<b>\$3.23</b>	<b>\$3.67</b>
After-tax Distribution Dilution to AM Unitholder	0.0%	0.1%	(2.3%)	(5.3%)	(10.1%)

Source: Management projections and FactSet as of 8/10/2018.

- (1) Return of capital per share / unit calculated as the total distributions to holders when Current Earnings & Profits are less than 0.
- (2) Qualified dividend calculated as equal to the lesser of Current Earnings & Profits or Distributions to Shareholder assuming Current Earnings & Profit is greater than 0.
- (3) Partial Return of Capital is calculated as the difference between Distributions to Shareholders and Current Earnings & Profits assuming Qualified Dividends are applicable.

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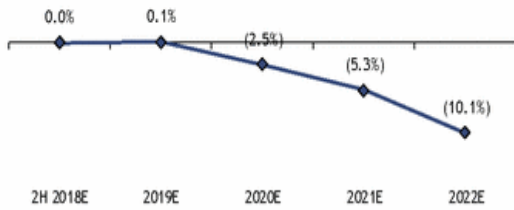


# After-Tax Distribution Accretion / (Dilution)

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At 1.710x Exchange Ratio and Various Cash Considerations | AR Base Case

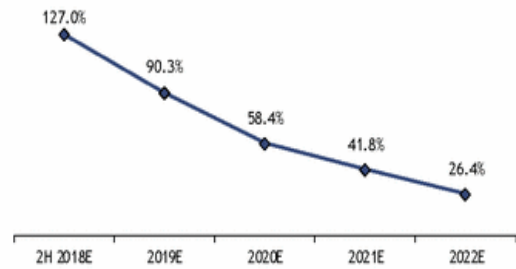
AM Accretion / (Dilution) - %  
At 1.710x Exchange Ratio



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.41	\$4.09
Pro Forma AMGP:	\$0.91	\$2.21	\$2.78	\$3.23	\$3.67
\$ Acc / (Dil):	\$0.00	\$0.01	(\$0.07)	(\$0.18)	(\$0.41)

PF AMGP Coverage	1.099x	1.220x	1.152x	1.137x	1.093x
------------------	--------	--------	--------	--------	--------

AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.23	\$0.68	\$1.03	\$1.33	\$1.70
Pro Forma AMGP:	\$0.53	\$1.30	\$1.62	\$1.89	\$2.15
\$ Acc / (Dil):	\$0.30	\$0.62	\$0.60	\$0.56	\$0.45

PF AMGP Coverage	1.099x	1.220x	1.152x	1.137x	1.093x
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Accretion / (Dilution) Analysis at Various XRs

At AM Proposal

Accretion / (Dilution) Analysis at Various XRs

Cash Consideration	Cash Consid. / Unit <sup>(1)</sup>	AM Proposal XR	At AM Proposal				
			2H 2018E	2019E	2020E	2021E	2022E
\$3.50	1.710x	1.710x	0.2%	0.3%	(2.4%)	(5.3%)	(10.0%)
\$3.84	1.710x	1.710x	0.0%	0.1%	(2.5%)	(5.3%)	(10.1%)
\$4.00	1.710x	1.710x	(0.1%)	(0.0%)	(2.5%)	(5.3%)	(10.2%)

Cash Consideration	Cash Consid. / Unit	AM Proposal XR	At AM Proposal				
			2H 2018E	2019E	2020E	2021E	2022E
\$3.50	1.710x	1.710x	127.5%	90.7%	58.5%	41.8%	26.6%
\$3.84	1.710x	1.710x	127.0%	90.3%	58.4%	41.8%	26.4%
\$4.00	1.710x	1.710x	126.8%	90.1%	58.4%	41.8%	26.3%

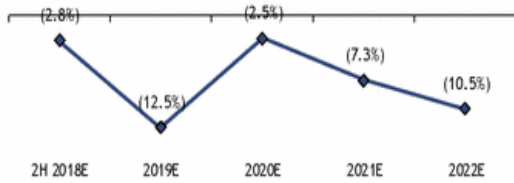
Source: Management projections and FactSet as of 8/10/2018.  
(1) Assumes cash consideration is used to pay taxes.

# After-Tax Distribution Accretion / (Dilution)

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At 1.710x Exchange Ratio and Various Cash Considerations | AR Downside Volumes Case

AM Accretion / (Dilution) - %  
At 1.710x Exchange Ratio



Status Quo AM:	\$0.86	\$2.14	\$2.58	\$2.96	\$3.41
Pro Forma AMGP:	\$0.83	\$1.88	\$2.51	\$2.75	\$3.05
\$ Acc / (Dil):	(\$0.02)	(\$0.26)	(\$0.07)	(\$0.22)	(\$0.37)

PF AMGP Coverage	1.099x	1.220x	1.152x	1.137x	1.093x
------------------	--------	--------	--------	--------	--------

AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.21	\$0.64	\$0.88	\$1.09	\$1.33
Pro Forma AMGP:	\$0.49	\$1.10	\$1.47	\$1.61	\$1.78
\$ Acc / (Dil):	\$0.28	\$0.46	\$0.59	\$0.52	\$0.44

PF AMGP Coverage	1.099x	1.220x	1.152x	1.137x	1.093x
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## Accretion / (Dilution) Analysis at Various XRs

At AM Proposal

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration	Cash Consid. / Unit <sup>(1)</sup>	AM Proposal XR	At AM Proposal				
			2H 2018E	2019E	2020E	2021E	2022E
\$3.50	1.710x		(2.6%)	(12.3%)	(2.5%)	(7.3%)	(10.9%)
\$3.84	1.710x		(2.8%)	(12.5%)	(2.5%)	(7.3%)	(10.5%)
\$4.00	1.710x		(2.9%)	(12.6%)	(2.5%)	(7.3%)	(10.3%)

Cash Consideration	Cash Consid. / Unit	AM Proposal XR	At AM Proposal				
			2H 2018E	2019E	2020E	2021E	2022E
\$3.50	1.710x		137.2%	70.7%	67.1%	47.4%	33.2%
\$3.84	1.710x		136.6%	70.3%	67.1%	47.4%	33.8%
\$4.00	1.710x		136.4%	70.1%	67.1%	47.5%	34.1%

Source: Management projections and FactSet as of 8/10/2018.

(1) Assumes that cash consideration is used to pay taxes.

# After-Tax Dividend Distribution Analysis

CONFIDENTIAL DRAFT  
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AM Proposal | AR Base Case | Valuation Effective Date: 6/30/2018

## AM: Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

Discount Rate	2022E Distribution Yield		
	8.0%	7.0%	6.0%
8.0%	\$37.71	\$41.39	\$46.29
10.0%	\$35.03	\$38.42	\$42.93
12.0%	\$32.60	\$35.72	\$39.88

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(1,2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
BT LP Distribution Per Unit					\$4.10
AT LP Distribution Per Unit	\$0.91	\$2.21	\$2.85	\$3.41	\$4.09
Discount Factor	0.953	0.866	0.787	0.716	0.683
PV of LP Dist. per Unit	\$0.87	\$1.91	\$2.24	\$2.44	\$2.79
<b>Disc. LP Dist. Total</b>					<b>\$10.26</b>
Terminal Yield					7.0%
<b>Implied Terminal Future Value per Unit</b>					<b>\$58.57</b>
<b>Tax Calculation:</b>					
Average Purchase Price	\$26.64				
Existing RoC	(\$3.37)				
<b>Beginning Tax Basis</b>	<b>\$23.27</b>				
	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Unit	\$23.27 <sup>(1)</sup>	\$21.57	\$19.60	\$17.10	\$14.33
Less: Return of Capital / Unit	(1.70)	(1.97)	(2.50)	(2.77)	(2.97)
<b>Avg. EDY Basis / Unit</b>	<b>\$21.57</b>	<b>\$19.60</b>	<b>\$17.10</b>	<b>\$14.33</b>	<b>\$11.37</b>
<b>Implied Terminal Value per Unit</b>					<b>\$58.57</b>
Capital Gain					\$31.93
Ordinary Gain					\$15.27
<b>Total Gain</b>					<b>\$47.21</b>
Average Assumed Passive Activity Loss at YE 2021					(\$0.16)
<b>Total Tax on Gain per Unit</b>					
Tax on Ordinary Gain - 33.4%					\$5.26
Tax on Capital Gain - 23.8%					7.60
State Tax on Ordinary Income - 5.2%					0.79
State Tax on Capital Gain - 5.2%					1.66
<b>Total Tax on Gain</b>					<b>\$15.31</b>
Total Effective Tax Rate					32.4%
After-Tax Future Value per Unit					\$43.26
Terminal Disc. Factor					0.651
<b>Implied Present Value per Unit</b>					<b>\$38.42</b>

## PF AMGP: Discounted Distribution Analysis

XR Adjusted PF AMGP Implied Share Price | 1.710x

Discount Rate	2022E Distribution Yield		
	7.0%	6.0%	5.0%
8.0%	\$43.96	\$48.92	\$55.87
10.0%	\$40.78	\$45.35	\$51.74
12.0%	\$37.89	\$42.10	\$48.00

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(2,3)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP BT Dist. per Share					\$2.43
PF AMGP AT Dist. per Share	\$0.53	\$1.29	\$1.62	\$1.89	\$2.15
Discount Factor	0.953	0.866	0.787	0.716	0.683
PV of PF AMGP Dist. per Share	\$0.51	\$1.12	\$1.28	\$1.35	\$1.47
<b>Disc. PF AMGP Dist. Total</b>					<b>\$5.73</b>
Terminal Yield					6.0%
<b>Implied Terminal Value per Share</b>					<b>\$40.46</b>
<b>Tax Calculation:</b>					
Average Purchase Price	\$36.92				
Acquirer Share Price	\$19.34				
<b>Beginning Tax Basis</b>	<b>\$19.34</b>				
	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Share	\$19.34	\$18.64	\$17.35	\$15.88	\$14.40
Less: Return of Capital / Share	(\$0.70)	(\$1.29)	(\$1.46)	(\$1.48)	(\$1.26)
<b>Avg. EDY Basis / Share</b>	<b>\$18.64</b>	<b>\$17.35</b>	<b>\$15.88</b>	<b>\$14.40</b>	<b>\$13.14</b>
<b>Implied Terminal Value per Unit</b>					<b>\$40.46</b>
Capital Gain					\$21.12
Ordinary Gain					\$6.20
<b>Total Gain</b>					<b>\$27.31</b>
<b>Total Tax on Gain per Unit</b>					
Tax on Ordinary Gain - 33.4%					\$2.07
Tax on Capital Gain - 23.8%					5.03
State Tax on Ordinary Income - 5.2%					0.32
State Tax on Capital Gain - 5.2%					1.10
<b>Total Tax on Gain</b>					<b>\$8.51</b>
Total Effective Tax Rate					31.2%
After-Tax Future Value per Share					\$31.94
Terminal Disc. Factor					0.651
<b>Implied Present Value per Share</b>					<b>\$26.52</b>
Exchange Ratio					1.710x
<b>XR Adjusted Implied Present Value per Unit</b>					<b>\$45.25</b>

Source: Management projections and FactSet as of 6/10/2018.

Note: Tax calculations provided by Management. Ordinary gain tax rate for AM accounts for federal ordinary income tax rate of 37%, individual MLP investor deduction rate of 20% and 3.8% ACA tax rate. Ordinary gain tax rate for PF AMGP accounts for federal ordinary income tax rate of 37% and 3.8% ACA tax rate.

- (1) Assume all passive activity loss and tax on ordinary gain for 90 investor utilizes company provided estimates.  
 (2) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.  
 (3) Assume cash consideration of \$3.84 used to pay for transaction related tax expenses.  
 (4) Return of Capital / Unit (Share) for full year 2018.

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# After-Tax Dividend Distribution Analysis

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

AM Proposal | AR Downside Volumes Case | Valuation Effective Date: 6/30/2018

## AM: Discounted Distribution Analysis

Distributions Attributable to LP Unitholders

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$31.30	\$34.37	\$38.45
	10.0%	\$29.11	\$31.93	\$35.69
	12.0%	\$27.11	\$29.71	\$33.18

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(1,2)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
BT LP Distribution Per Unit					\$3.42
AT LP Distribution Per Unit	\$0.86	\$2.14	\$2.58	\$2.96	\$3.41
Discount Factor	0.953	0.866	0.787	0.716	0.683
PV of LP Dist. per Unit	\$0.82	\$1.86	\$2.03	\$2.12	\$2.33
<b>Disc. LP Dist. Total</b>					<b>\$9.15</b>
Terminal Yield					7.0%
<b>Implied Terminal Future Value per Unit</b>					<b>\$48.86</b>

### Tax Calculation:

Average Purchase Price	\$26.64
Existing ReC	(\$3.37)
<b>Beginning Tax Basis</b>	<b>\$23.27</b>

	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Unit	\$23.27	\$21.56	\$19.41	\$16.91	\$14.13
Less: Return of Capital / Unit	(1.72) <sup>(4)</sup>	(2.15)	(2.50)	(2.78)	(2.70)
<b>Avg. EOY Basis / Unit</b>	<b>\$21.56</b>	<b>\$19.41</b>	<b>\$16.91</b>	<b>\$14.13</b>	<b>\$11.43</b>

<b>Implied Terminal Value per Unit</b>	\$48.86
Capital Gain	\$22.22
Ordinary Gain	\$15.21
<b>Total Gain</b>	<b>\$37.43</b>
Average Assumed Passive Activity Loss at YE 2021	(\$1.55)

### Total Tax on Gain per Unit

Tax on Ordinary Gain - 33.4%	\$6.63
Tax on Capital Gain - 23.8%	5.29
State Tax on Ordinary Income - 5.2%	0.79
State Tax on Capital Gain - 5.2%	1.15
<b>Total Tax on Gain</b>	<b>\$13.86</b>

Total Effective Tax Rate	37.0%
After-Tax Future Value per Unit	\$34.99
Terminal Disc. Factor	0.651
<b>Implied Present Value per Unit</b>	<b>\$31.97</b>

## PF AMGP: Discounted Distribution Analysis

XR Adjusted PF AMGP Implied Share Price | 1.710x

		2022E Distribution Yield		
		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$37.43	\$41.47	\$47.13
	10.0%	\$34.73	\$38.45	\$43.66
	12.0%	\$32.27	\$35.70	\$40.51

## Discounted Distribution Analysis

Supplemental Calculation Detail<sup>(2,3)</sup>

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP BT Dist. per Share					\$1.98
PF AMGP AT Dist. per Share	\$0.49	\$1.10	\$1.47	\$1.61	\$1.78
Discount Factor	0.953	0.866	0.787	0.716	0.683
PV of PF AMGP Dist. per Share	\$0.46	\$0.95	\$1.16	\$1.15	\$1.22
<b>Disc. PF AMGP Dist. Total</b>					<b>\$4.94</b>
Terminal Yield					6.0%
<b>Implied Terminal Value per Share</b>					<b>\$32.97</b>

### Tax Calculation:

Average Purchase Price	\$36.92
Acquirer Share Price	\$19.34
<b>Beginning Tax Basis</b>	<b>\$19.34</b>

	2H 2018E	2019E	2020E	2021E	2022E
Req. Avg. Tax Basis / Share	\$19.34	\$18.68	\$17.59	\$16.35	\$15.16
Less: Return of Capital / Share	(\$0.66)	(\$1.10)	(\$1.24)	(\$1.20)	(\$1.16)
<b>Avg. EOY Basis / Share</b>	<b>\$18.68</b>	<b>\$17.59</b>	<b>\$16.35</b>	<b>\$15.16</b>	<b>\$13.99</b>

<b>Implied Terminal Value per Unit</b>	\$32.97
Capital Gain	\$13.63
Ordinary Gain	\$5.25
<b>Total Gain</b>	<b>\$18.98</b>

### Total Tax on Gain per Unit

Tax on Ordinary Gain - 33.4%	\$1.79
Tax on Capital Gain - 23.8%	3.24
State Tax on Ordinary Income - 5.2%	0.28
State Tax on Capital Gain - 5.2%	0.71
<b>Total Tax on Gain</b>	<b>\$6.01</b>

Total Effective Tax Rate	31.7%
After-Tax Future Value per Share	\$26.95
Terminal Disc. Factor	0.651
<b>Implied Present Value per Share</b>	<b>\$22.48</b>
Exchange Ratio	1.710x
<b>XR Adjusted Implied Present Value per Unit</b>	<b>\$38.45</b>

Source: Management projections and FactSet as of 6/10/2018.

Note: Tax calculations provided by Management. Ordinary gain tax rate for AM accounts for federal ordinary income tax rate of 37%, individual MLP investor deduction rate of 20% and 3.8% ACA tax rate. Ordinary gain tax rate for PF AMGP accounts for federal ordinary income tax rate of 37% and 3.8% ACA tax rate.

- (1) Assume all passive activity loss and tax on ordinary gain for 90 investor utilizes company provided estimates.  
 (2) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.  
 (3) Assume cash consideration of \$3.34 used to pay for transaction related tax expenses.  
 (4) Return of Capital / Unit (Share) for full year 2018.

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# Certain TPH Relationships

## Relationship Disclosure

TPH Investment Banking & Antero Midstream Partners, Antero Midstream Partners GP and Antero Resources

- In May 2017, TPH served as co-manager on Antero Midstream GP's \$875 million initial public offering
- In October 2016, TPH served as financial advisor to Antero Resources on its \$170 million sale of 17,000 net acres in southwest PA
- In June 2016, TPH served as a co-manager on Antero Resources' \$762 million follow-on equity offering
- In November 2014, TPH served as a co-manager on Antero Midstream's \$1 billion initial public offering
- In May 2014, TPH served as a senior co-manager on Antero Resources' \$744 million follow-on equity offering
- In October 2013, TPH acted as senior co-manager on Antero Resources' \$1.57 billion initial public offering

*TPH merged with Perella Weinberg Partners ("PWP") in November 2016*

TPH is a full service securities firm engaged in securities trading, brokerage and private equity and investment management activities as well as providing investment banking and other financial services. In the ordinary course of business, TPH and its affiliates, including Perella Weinberg Partners, may acquire, hold or sell, for their own accounts and the accounts of customers, equity, debt and other securities and financial instruments (including bank loans and other obligations) of AM, AMGP, AR, their affiliates, other prospective transaction participants and other companies that may be involved in the transactions, as well as provide investment banking and other financial services to such companies. TPH has in the past and may in the future provide financial advisory services to AM, AMGP, AR and other transaction participants. In addition, TPH, its affiliates and certain of their employees, including members of the team performing this engagement, as well as certain private equity and investment management funds associated or affiliated with TPH in which they may have financial interests, may from time-to-time acquire, hold or make direct or indirect investments in or otherwise finance a wide variety of companies, including the parties, other transaction participants and their respective affiliates.

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## *Appendix*

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# Contribution Analysis | Status Quo AM & AMGP

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## Supplemental Calculation | AR Base Case

### AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

	2017A	2018E	2019E	2020E	2021E	2022E
IDR DCF	\$122	\$206	\$337	\$430	\$526	\$628
(-) Series B Payment	(2)	(7)	(12)	(20)	(26)	(34)
(-) O&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
(-) Cash Taxes	(16)	(34)	(56)	(85)	(111)	(141)
(+) Tax Shield from Series B Depreciation	--	6	6	6	6	6
<b>Pre-Series B HoldCo DCF</b>	<b>\$102</b>	<b>\$169</b>	<b>\$272</b>	<b>\$329</b>	<b>\$393</b>	<b>\$457</b>
<b>Seres B Adjustment</b>						
Add Back (1 - Tax Rate) of Series B to HoldCo DCF	2	5	9	15	19	25
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
<b>AMGP Contribution DCF</b>	<b>\$103</b>	<b>\$174</b>	<b>\$281</b>	<b>\$344</b>	<b>\$413</b>	<b>\$482</b>
AMGP Shares Outstanding (Includes 18.5mm Series B)	204.7	204.7	204.7	204.7	204.7	204.7
DCF / Share	\$0.50	\$0.85	\$1.37	\$1.68	\$2.02	\$2.36
AM DCF / LP Unit	\$1.61	\$2.04	\$2.74	\$3.24	\$3.75	\$4.29
<b>Implied XR</b>	<b>3.193x</b>	<b>2.409x</b>	<b>1.994x</b>	<b>1.926x</b>	<b>1.856x</b>	<b>1.820x</b>

### AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

	2017A	2018E	2019E	2020E	2021E	2022E
IDR DCF	\$122	\$206	\$337	\$430	\$526	\$628
(-) O&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
<b>Taxable Cash Flow</b>	<b>\$120</b>	<b>\$204</b>	<b>\$335</b>	<b>\$428</b>	<b>\$524</b>	<b>\$626</b>
(-) Cash Taxes	(30)	(52)	(85)	(108)	(133)	(158)
(+) Tax Shield from Series B Depreciation	--	6	6	6	6	6
<b>Post-Tax Total IDR DCF</b>	<b>\$90</b>	<b>\$158</b>	<b>\$256</b>	<b>\$326</b>	<b>\$397</b>	<b>\$473</b>
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
<b>AMGP Contribution DCF</b>	<b>\$90</b>	<b>\$158</b>	<b>\$256</b>	<b>\$326</b>	<b>\$397</b>	<b>\$473</b>
AMGP Shares Outstanding (Includes 18.5mm Series B)	204.7	204.7	204.7	204.7	204.7	204.7
DCF / Share	\$0.44	\$0.77	\$1.25	\$1.59	\$1.94	\$2.31
AM DCF / LP Unit	\$1.61	\$2.04	\$2.74	\$3.24	\$3.75	\$4.29
<b>Implied XR</b>	<b>3.670x</b>	<b>2.648x</b>	<b>2.192x</b>	<b>2.035x</b>	<b>1.931x</b>	<b>1.855x</b>

Source: Management projections. FactSet as of 8/10/2018.

# Contribution Analysis | Status Quo AM & AMGP

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## Supplemental Calculation | AR Downside Volumes Case

### AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

	2017A	2018E	2019E	2020E	2021E	2022E
IDR DCF	\$122	\$205	\$273	\$389	\$448	\$529
(-) Series B Payment	(2)	(7)	(12)	(17)	(21)	(26)
(-) O&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
(-) Cash Taxes	(16)	(34)	(53)	(73)	(90)	(111)
(+) Tax Shield from Series B Depreciation	--	6	6	6	6	6
<b>Pre-Series B HoldCo DCF</b>	<b>\$102</b>	<b>\$168</b>	<b>\$212</b>	<b>\$304</b>	<b>\$340</b>	<b>\$396</b>
<b>Seres B Adjustment</b>						
Add Back (1 - Tax Rate) of Series B to HoldCo DCF	2	5	9	12	16	19
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
<b>AMGP Contribution DCF</b>	<b>\$103</b>	<b>\$173</b>	<b>\$221</b>	<b>\$316</b>	<b>\$356</b>	<b>\$415</b>
AMGP Shares Outstanding (Includes 18.5mm Series B)	204.7	204.7	204.7	204.7	204.7	204.7
DCF / Share	\$0.50	\$0.85	\$1.08	\$1.55	\$1.74	\$2.03
AM DCF / LP Unit	\$1.61	\$2.04	\$2.40	\$3.02	\$3.33	\$3.76
<b>Implied XR</b>	<b>3.193x</b>	<b>2.412x</b>	<b>2.227x</b>	<b>1.955x</b>	<b>1.915x</b>	<b>1.853x</b>

### AMGP DCF Contribution Based On Theoretical Taxes On All Distributable Cash Flow

	2017A	2018E	2019E	2020E	2021E	2022E
IDR DCF	\$122	\$205	\$273	\$389	\$448	\$529
(-) O&A Expenses	(2)	(2)	(2)	(2)	(2)	(2)
<b>Taxable Cash Flow</b>	<b>\$120</b>	<b>\$203</b>	<b>\$271</b>	<b>\$387</b>	<b>\$446</b>	<b>\$527</b>
(-) Cash Taxes	(30)	(51)	(69)	(98)	(113)	(133)
(+) Tax Shield from Series B Depreciation	--	6	6	6	6	6
<b>Post-Tax Total IDR DCF</b>	<b>\$90</b>	<b>\$158</b>	<b>\$209</b>	<b>\$295</b>	<b>\$339</b>	<b>\$399</b>
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
<b>AMGP Contribution DCF</b>	<b>\$90</b>	<b>\$158</b>	<b>\$209</b>	<b>\$295</b>	<b>\$339</b>	<b>\$399</b>
AMGP Shares Outstanding (Includes 18.5mm Series B)	204.7	204.7	204.7	204.7	204.7	204.7
DCF / Share	\$0.44	\$0.77	\$1.02	\$1.44	\$1.66	\$1.95
AM DCF / LP Unit	\$1.61	\$2.04	\$2.40	\$3.02	\$3.33	\$3.76
<b>Implied XR</b>	<b>3.670x</b>	<b>2.650x</b>	<b>2.359x</b>	<b>2.094x</b>	<b>2.012x</b>	<b>1.929x</b>

Source: Management projections. FactSet as of 8/10/2018.



### AMGP Distribution per Share Calculation

	2017A	2018E	2019E	2020E	2021E	2022E
Total Distributions from LP	\$70	\$144	\$237	\$357	\$464	\$592
Less: G&A	(2)	(2)	(2)	(2)	(2)	(2)
<b>Taxable Distributions</b>	<b>68</b>	<b>142</b>	<b>235</b>	<b>355</b>	<b>462</b>	<b>590</b>
Less: Taxes on Total Distributions	(17)	(36)	(59)	(90)	(117)	(150)
(+) Tax Shield from Series B Depreciation	-	6	6	6	6	6
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
Post Tax, Post-G&A Distributions	\$51	\$112	\$181	\$271	\$351	\$447
AMGP Shares Outstanding (+ 18.5 Series B Units)	204.7	204.7	204.7	204.7	204.7	204.7
<b>AMGP Distribution / Share</b>	<b>\$0.25</b>	<b>\$0.55</b>	<b>\$0.89</b>	<b>\$1.33</b>	<b>\$1.72</b>	<b>\$2.18</b>

### AM Distribution per Unit Calculation

	2017A	2018E	2019E	2020E	2021E	2022E
Total LP Distributions	\$246	\$323	\$416	\$536	\$643	\$771
LP Units	185.4	188.1	188.1	188.1	188.1	188.1
<b>LP Dist. / Unit</b>	<b>\$1.33</b>	<b>\$1.72</b>	<b>\$2.21</b>	<b>\$2.85</b>	<b>\$3.42</b>	<b>\$4.10</b>

<b>Implied XR</b>	<b>5.364x</b>	<b>3.140x</b>	<b>2.495x</b>	<b>2.151x</b>	<b>1.993x</b>	<b>1.878x</b>
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Source: Management projections. FactSet as of 8/10/2018.

### AMGP Distribution per Share Calculation

	2017A	2018E	2019E	2020E	2021E	2022E
Total Distributions from LP	\$70	\$144	\$225	\$306	\$380	\$464
Less: G&A	(2)	(2)	(2)	(2)	(2)	(2)
<b>Taxable Distributions</b>	<b>68</b>	<b>142</b>	<b>223</b>	<b>304</b>	<b>378</b>	<b>462</b>
Less: Taxes on Total Distributions	(17)	(36)	(56)	(77)	(96)	(117)
(+) Tax Shield from Series B Depreciation	-	6	6	6	6	6
Tax Rate	25.3%	25.3%	25.3%	25.3%	25.3%	25.3%
Post Tax, Post-G&A Distributions	\$51	\$112	\$172	\$233	\$288	\$351
AMGP Shares Outstanding (+ 18.5 Series B Units)	204.7	204.7	204.7	204.7	204.7	204.7
<b>AMGP Distribution / Share</b>	<b>\$0.25</b>	<b>\$0.55</b>	<b>\$0.84</b>	<b>\$1.14</b>	<b>\$1.41</b>	<b>\$1.72</b>

### AM Distribution per Unit Calculation

	2017A	2018E	2019E	2020E	2021E	2022E
Total LP Distributions	\$246	\$323	\$404	\$485	\$559	\$643
LP Units	185.4	188.1	188.1	188.1	188.1	188.1
<b>LP Dist. / Unit</b>	<b>\$1.33</b>	<b>\$1.72</b>	<b>\$2.15</b>	<b>\$2.58</b>	<b>\$2.97</b>	<b>\$3.42</b>

Implied XR	5.364x	3.140x	2.550x	2.264x	2.110x	1.993x
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Source: Management projections. FactSet as of 8/10/2018.

# Supplemental Calculation Detail | AMGP Proposal

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Pro Forma AMGP DCF Analyses | Exchange Ratio Adjusted Implied Equity Value | AR Base Case

## Levered DCF Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP DCF per Share	\$0.61	\$1.65	\$2.01	\$2.39	\$2.75
Discount Factor	0.953	0.866	0.787	0.716	
PV of PF AMGP DCF per Share	\$0.58	\$1.43	\$1.59	\$1.71	

Disc. PF AMGP DCF Total	\$5.31
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Terminal Multiple	12.0x
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Terminal Disc. Factor	0.683
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Implied Terminal Value per Share	\$22.54
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Implied Equity Value per Share	\$27.85
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XR Adj. AM Equity Value per Share	\$45.95
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## Discounted Distribution Analysis

Supplemental Calculation Detail

	2H 2018E	2019E	2020E	2021E	2022E
PF AMGP Dist. per Share	\$0.47	\$0.89	\$1.35	\$1.75	\$2.23
Discount Factor	0.953	0.866	0.787	0.716	
PV of PF AMGP Dist. per Share	\$0.44	\$0.77	\$1.06	\$1.25	

Disc. PF AMGP Dist. Total	\$3.53
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Terminal Yield	6.0%
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Terminal Disc. Factor	0.683
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Implied Terminal Value per Share	\$25.39
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Implied Equity Value per Share	\$28.92
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XR Adj. AM Equity Value per Share	\$47.72
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Source: Management projections and FactSet as of 8/10/2018.

# After-Tax Distribution Supplemental Calculation

## For AMGP Shareholder

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SQ AMGP After-Tax Distribution Calculation					
	2H 2018E	2019E	2020E	2021E	2022E
AMGP Taxable Income	\$79	\$226	\$340	\$440	\$561
(-) Less Income Taxes	(\$19)	(\$56)	(\$85)	(\$111)	(\$141)
<b>Current Earnings &amp; Profits</b>	<b>\$59</b>	<b>\$170</b>	<b>\$255</b>	<b>\$330</b>	<b>\$420</b>
Current Dist. from AMGP to Shareholders	\$57	\$166	\$251	\$326	\$416
Qualified Dividend	QD	QD	QD	QD	QD
Full Return of Capital Amt (RoC) <sup>(1)</sup>	\$0	\$0	\$0	\$0	\$0
Qualified Dividend <sup>(2)</sup>	\$57	\$166	\$251	\$326	\$416
Partial RoC <sup>(3)</sup>	\$0	\$0	\$0	\$0	\$0
<b>Accumulated EBP</b>					
Percentage RoC	0.0%	0.0%	0.0%	0.0%	0.0%
Percentage QD	100.0%	100.0%	100.0%	100.0%	100.0%
Shares Outstanding	186.2	186.2	186.2	186.2	186.2
Tax Basis / Share	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
(-) Return of Capital	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>EOY Basis</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
RoC Taxes	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
QD Taxes	\$0.07	\$0.21	\$0.32	\$0.42	\$0.53
<b>BTAX AMGP Dist. Per Share</b>	<b>\$0.31</b>	<b>\$0.89</b>	<b>\$1.35</b>	<b>\$1.75</b>	<b>\$2.23</b>
<b>Total Tax per Share</b>	<b>\$0.07</b>	<b>\$0.21</b>	<b>\$0.32</b>	<b>\$0.42</b>	<b>\$0.53</b>
<i>Implied Tax Rate</i>	23.8%	23.8%	23.8%	23.8%	23.8%
<b>ATAX AMGP Dist. Per Share</b>	<b>\$0.23</b>	<b>\$0.68</b>	<b>\$1.03</b>	<b>\$1.33</b>	<b>\$1.70</b>

Source: Management projections and FactSet as of 8/10/2018.

- (1) Return of capital per share / unit calculated as the total distributions to holders when Current Earnings & Profits are less than 0.  
 (2) Qualified dividend calculated as equal to the lesser of Current Earnings & Profits or Distributions from AMGP to Shareholders assuming Current Earnings & Profit is greater than 0.  
 (3) Partial Return of Capital is calculated as the difference between Distributions from AMGP to Shareholders and Current Earnings & Profits assuming Qualified Dividends are applicable.

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# AM Wall Street Consensus Research Detail

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Report	Date	EBITDA					DCF				
		2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E
Janney Montgomery Scott	8/2/18	\$714	\$953	\$1,197	-	-	\$586	\$797	\$1,009	-	-
Wells Fargo Securities	5/24/18	\$706	\$936	\$1,174	\$1,382	\$1,564	\$576	\$756	\$937	\$1,112	\$1,276
Scotia Howard Weil	8/2/18	\$723	\$880	\$1,058	-	-	-	-	-	-	-
Ladenburg Thalmann & Co	8/2/18	\$708	\$931	-	-	-	-	-	-	-	-
Stifel Nicolaus	8/2/18	\$710	\$916	-	-	-	\$582	\$768	-	-	-
MUFG Securities Americas	8/2/18	\$733	\$952	-	-	-	\$598	\$792	-	-	-
Raymond James	8/2/18	\$705	\$925	-	-	-	\$585	\$770	-	-	-
<b>Median</b>		\$710	\$931	\$1,174	\$1,382	\$1,564	\$583	\$769	\$937	\$1,112	\$1,276
<b>Mean</b>		\$714	\$928	\$1,143	\$1,382	\$1,564	\$585	\$771	\$937	\$1,112	\$1,276

Source: Thomson One and FactSet as of 8/10/2018.

# AM Wall Street Consensus Research Detail

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

Report	Date	Distributions per LP Unit					DCF per LP Unit				
		2018E	2019E	2020E	2021E	2022E	2018E	2019E	2020E	2021E	2022E
Janney Montgomery Scott	8/2/18	\$1.71	\$2.19	\$2.79	-	-	-	-	-	-	-
Wells Fargo Securities	5/24/18	\$1.70	\$2.18	\$2.79	\$3.13	\$3.51	-	-	-	-	-
Scotia Howard Weil	8/2/18	-	-	-	-	-	-	-	-	-	-
Ladenburg Thalmann & Co	8/2/18	-	-	-	-	-	-	-	-	-	-
Stifel Nicolaus	8/2/18	\$1.72	\$2.21	-	-	-	-	-	-	-	-
MUFG Securities Americas	8/2/18	\$1.70	\$2.18	-	-	-	\$2.08	\$2.61	-	-	-
Raymond James	8/2/18	\$1.71	\$2.19	-	-	-	-	-	-	-	-
<b>Median</b>		\$1.71	\$2.18	\$2.79	\$3.13	\$3.51	\$2.08	\$2.61	-	-	-
<b>Mean</b>		\$1.71	\$2.19	\$2.79	\$3.13	\$3.51	\$2.08	\$2.61	-	-	-

Source: Thomson One and FactSet as of 8/10/2018.

# Precedent Simplification Transactions

CONFIDENTIAL DRAFT  
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A	B	C	D	E	F	G	H	I
Announcement Date	Acquirer	Target	Transaction Value	FY + 1 Accretion	FY + 2 Accretion	FY + 3 Accretion	% Equity Consideration	Cash Consideration
8/1/18	Energy Transfer Equity, L.P.	Energy Transfer Partners, LP	\$66,981	(8.7%)	3.6%	6.0%	100.0%	--
5/17/18	Williams Companies	Williams Partners, LP	\$57,793	8.8%	12.6%	14.4%	100.0%	--
3/26/18	Tall Grass Energy GP, LP	Tallgrass Energy Partners, LP	\$8,361	4.6%	8.8%	5.7%	100.0%	--
1/2/18	Archrock, Inc	Archrock Partners, LP	\$2,438	(11.8%)	0.5%	5.7%	100.0%	--
2/1/17	ONEOK, Inc	ONEOK Partners, LP	\$23,654	2.8%	7.1%	10.6%	100.0%	--
11/21/16	Sunoco Logistics Partners, LP	Energy Transfer Partners, LP	\$54,455	(4.1%)	0.7%	2.1%	100.0%	--
10/24/16	American Midstream Partners LP	JP Energy Partners LP	\$476	5.0%	5.0%	--	100.0%	--
9/6/16	Enbridge, Inc.	Spectra Energy	\$46,980	(0.8%)	2.4%	4.1%	100.0%	--
5/30/16	SemGroup Corp.	Rose Rock Midstream	\$2,034	12.9%	10.2%	7.4%	100.0%	--
11/3/15	Targa Resources Corp.	Targa Resources Partners LP	\$12,229	(7.3%)	(1.8%)	1.6%	100.0%	--
10/26/15	Western Refining, Inc.	Northern Tier Energy	\$5,286	2.6%	10.1%	0.0%	35.4%	\$17.50
7/13/15	MPLX LP	MarkWest Energy Partners, LP	\$22,360	(13.6%)	(10.9%)	(10.0%)	92.4%	\$6.20
5/6/15	Crestwood Equity Partners, LP	Crestwood Midstream Partners	\$6,920	(2.0%)	3.1%	6.9%	100.0%	--
4/6/15	Tesoro Logistics LP	QEP Midstream Partners LP	\$1,145	(16.0%)	(21.8%)	(16.2%)	100.0%	--
1/26/15	Energy Transfer Partners, LP	Regency Energy Partners LP	\$18,593	(14.8%)	(15.1%)	(8.1%)	98.8%	\$0.32
6/15/14	Williams Partners LP	Access Midstream Partners LP	\$35,891	11.8%	2.4%	2.7%	100.0%	--
10/13/14	Targa Resources Partners LP	Atlas Pipeline Partners LP	\$6,002	(8.1%)	(14.2%)	(15.9%)	96.7%	\$1.26
8/10/14	Kinder Morgan Inc.	Kinder Morgan Energy Partners	\$52,566	(11.3%)	(6.7%)	(4.8%)	88.0%	\$10.77
8/10/14	Kinder Morgan Inc.	El Paso Pipeline Partners	\$13,677	(9.1%)	(4.8%)	2.7%	88.0%	\$4.65
7/24/14	Breitbart Energy Partners	QR Energy LP	\$2,856	12.5%	16.3%	34.0%	80.7%	\$4.29
10/10/13	Regency Energy Partners LP	PVR Partners LP	\$5,659	(0.5%)	(4.7%)	(5.8%)	99.0%	\$0.29
8/27/13	Plains All American LP	PAA Natural Gas Storage LP	\$2,531	(5.9%)	4.8%	3.8%	100.0%	--
5/6/13	Inergy Midstream LP	Crestwood Midstream Partners LP	\$2,643	5.5%	(0.7%)	(5.6%)	96.2%	\$1.03
1/29/13	Kinder Morgan Energy Partners LP	Copano Energy LLC	\$4,858	(13.8%)	(23.3%)	(20.3%)	100.0%	--
2/23/11	Enterprise Products Partners LP	Duncan Energy Partners LP	\$3,282	0.8%	1.3%	(1.5%)	100.0%	--
<b>Median</b>			<b>\$6,461</b>	<b>(3.0%)</b>	<b>1.3%</b>	<b>2.4%</b>	<b>100.0%</b>	<b>\$2.77</b>
<b>Mean</b>			<b>\$17,897</b>	<b>(3.4%)</b>	<b>(0.6%)</b>	<b>0.8%</b>	<b>95.2%</b>	<b>\$3.60</b>
<i>AMGP Proposal</i>	Antero Midstream GP LP	Antero Midstream Partners LP	\$10,699	(1.8%)	1.2%	3.7%	100.0%	--
<i>AM Proposal</i>	Antero Midstream GP LP	Antero Midstream Partners LP	\$11,578	(1.6%)	1.9%	4.7%	100.0%	--

Source: Company filings, Wall Street Research

Note: Accretion Dilution represents Target DCF pro forma for Acquirer Exchange Ratio (grossed up for cash consideration where applicable)

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# Selected Energy Precedent Transactions

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(USD in millions, except per unit (share) data)

Announcement Date	Target	Acquirer	Transaction Value (\$MM)	Premium	
				1-Day	1-Month
5/23/2018	Babcock & Wilcox Enterprises Inc	Steel Partners Holdings LP	\$723	15%	21%
4/24/2018	SJM Group	California Water Service Group	\$1,879	20%	24%
4/23/2018	Vectra Corp	CenterPoint Energy Inc	\$8,094	10%	15%
2/15/2018	Spindt Energy Partners LP	Capital Dynamics AG	\$2,654	(11%)	(17%)
12/12/2017	Fairmount Santrol Holdings Inc	SCR Sibeco NV	\$1,918	94%	23%
8/29/2017	Arc Logistics Partners LP	Zenith Energy US LP	\$615	15%	13%
8/18/2017	Calgine Corp	Energy Capital Partners; Access Industries ; CPPIB	\$17,389	13%	8%
7/19/2017	Arista Corp	Hydro One Ltd	\$5,282	24%	20%
2/21/2017	Delta Natural Gas Co Inc	PHG Companies LLC	\$260	17%	14%
1/25/2017	WGL Holdings Inc	AltaGas Ltd	\$6,602	32%	13%
8/22/2016	CST Brands Inc	Alimentation Couche-Tard Inc	\$4,409	2%	7%
6/3/2016	Talen Energy Corp	Riverstone Holdings LLC	\$5,045	17%	21%
2/9/2016	Empire District Electric Co	Algonquin Power & Utilities Corp	\$2,371	21%	23%
2/11/2016	Questar Corp	Dominion Resources Inc	\$6,083	23%	20%
10/26/2015	Piedmont Natural Gas Co Inc	Duke Energy Corp	\$6,579	42%	53%
10/26/2015	APR Energy plc (66.1246M)	Fairfax Financial Holdings; Management; ACORN Investments; Albright Capital Management	\$737	(2%)	15%
9/4/2015	TECO Energy Inc	Emera Inc	\$16,391	31%	27%
8/24/2015	AGL Resources Inc	Southern Co	\$12,401	38%	40%
6/14/2015	Niska Gas Storage Partners LLC <sup>(1)</sup>	Brookfield Infrastructure Partners LP	\$955	223%	111%
10/20/2014	Cleco Corp	Macquarie Group; Manulife Financial; British Columbia Investment Management	\$4,709	15%	1%
9/29/2014	Ablion Energy Inc	EnCana Corp	\$6,834	25%	24%
4/30/2014	Pecco Holdings Inc	Exelon Corp	\$12,107	20%	35%
12/11/2013	LNG Energy Corp	Fortis Inc	\$4,347	30%	22%
11/19/2013	Coastal Energy Co	Compania Espanola de Petroleos SA - CEPSA	\$2,182	28%	1%
5/29/2013	WV Energy Inc	Berkshire Hathaway Inc	\$10,423	20%	11%
4/8/2013	Lufkin Industries Inc	General Electric Co	\$3,320	38%	30%
1/7/2013	EnergySolutions Inc	Energy Capital Partners LLC	\$957	21%	34%
12/5/2012	M/MoRan Exploration Co	Freeport-MoRan Copper & Gold Inc	\$2,430	74%	18%
12/21/2011	WCA Waste Corp	Macquarie Infrastructure Partners II	\$533	30%	62%
10/17/2011	Brigham Exploration Co	StatOil ASA	\$4,667	20%	19%
9/12/2011	Global Industries Ltd	Technip SA	\$1,073	55%	124%
8/29/2011	Venoco Inc	Private Investor (Timothy M. Marquet)	\$400	39%	(2%)
7/15/2011	Petrohawk Energy Corp	BHP Billiton Ltd	\$15,108	65%	62%
6/23/2011	Central Vermont Public Service Corp	Gas Metro	\$670	2%	51%
4/20/2011	DPL Inc	AES Corp	\$4,678	9%	15%
4/15/2011	Bronco Drilling Co Inc	Chesapeake Energy Corp	\$324	6%	14%
11/9/2010	Atlas Energy Inc	Chevron Corp	\$4,672	37%	42%
8/9/2010	Superior Well Services Inc (10.4%)	Nabors Industries Ltd	\$844	21%	24%
3/3/2010	Southwest Water Co	JP Morgan Asset Management; Water Asset Management	\$427	56%	84%
11/1/2009	Enzone Acquisition Co	Denbury Resources Inc	\$4,665	35%	34%
9/15/2009	Parallel Petroleum Corp	Apollo Global Management LLC	\$482	11%	64%
7/28/2008	EnergySouth Inc	Sempra Energy	\$731	23%	24%
Median			\$2,987	21%	24%
Mean			4,310	29%	34%

Source: Dealogic as of 8/10/2018.

Note: Excludes MLPs and transactions without publicly available premiums data. Based on deals involving U.S. targets with deal value greater than \$250MM, target general industry group defined as oil & gas or utilities & energy, announce date since 2008, acquirer final stake > 90% and 100% cash consideration.

(1) Niska units were trading at \$1.21 / unit for a market capitalization of \$50MM at the time of the transaction, net debt of \$726MM and LTM EBITDA of (\$25.4MM).

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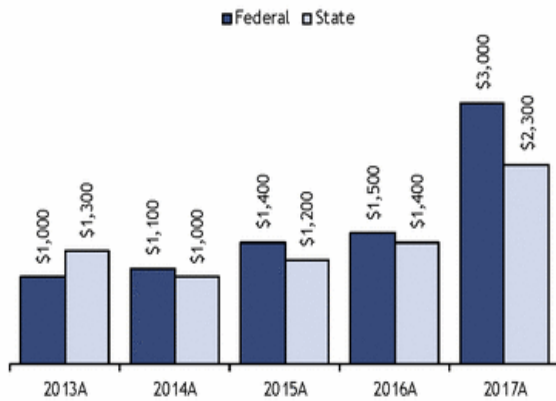


# AR Historical and Projected Taxes

## Assumptions

- ~\$3.0 billion of U.S. federal NOLs that expire at various dates from 2024 through 2037
  - Significant increase in NOLs due to expensing of IDCs in 2017 ahead of 80% utilization limitation imposed by 2017 JOBS tax reform
- ~\$2.3 billion of state NOLs that expire at various dates from 2024 through 2037
- Tax shields eliminate cash taxes entirely through 2021

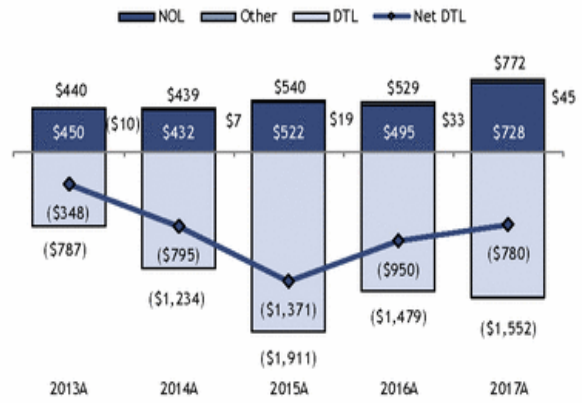
## Historical AR Tax Assets & Liabilities



Source: Management Projections, Company Filings.

(1) NOL carryforward allocated straight line over utilization period.

## AR Federal & State NOL Carryforwards



## NOL Valuation Sensitivity<sup>(1)</sup>

Discount Rate	Utilization Period				
	2018	2023	2028	2033	2038
0%	\$728	\$728	\$728	\$728	\$728
5%	\$728	\$570	\$447	\$350	\$274
10%	\$728	\$452	\$280	\$174	\$108
15%	\$728	\$362	\$180	\$89	\$44
20%	\$728	\$292	\$117	\$47	\$19

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## *Financial Projections*

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# Management Projections: Assumptions

## General Assumptions

AR

- 5-year plan lateral length averages 11,500'
- Currently running 5 rigs in Marcellus and 1 in Utica; complete ~790 wells from 2018 to 2022
- Achieve production target of 5.2 Bcfe/d by 2022
- 3 AR Cases: i) AR Base Case, ii) AR Downside Pricing at Base Volumes Case, and iii) AR Downside Volumes Case
- Description of downside cases:
  - "AR Downside Pricing at Base Volumes Case"
    - \$2.50 natural gas / \$50 oil pricing on "AR Base Volumes Case" production
  - "AR Downside Volumes Case"
    - Production CAGR of 15% through 2022 vs. "AR Base Volumes Case" production CAGR of 18%. Utilizes "AR Base Volumes Case" pricing

AM

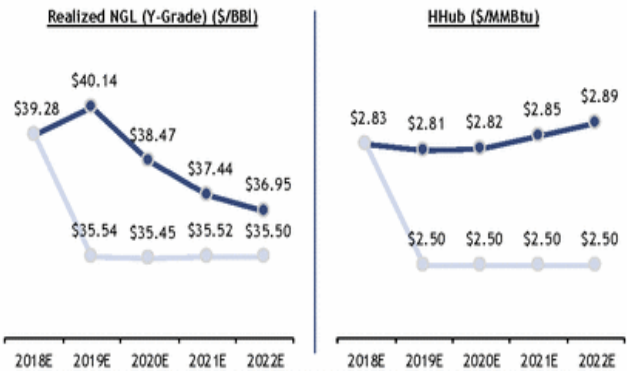
- \$500MM in new debt issued in 2018, 2019, 2020, and 2022
  - Issued at 5.0% interest rate
- \$00M additional units issued in Q3 2018 related to vesting of management options
- 5-year identified project inventory of \$2.7B plus an additional \$1.0B of potential downstream opportunities
- ~\$500MM of capital efficiencies captured from new AR development plan and AM infrastructure plan
- Utilizes two cases for analysis
  - AR Base Volumes Case ("AR Base Case")
  - AR Downside Volumes Case

AMGP

- Series B units receive distributions equal to 6% of GP distributions in excess of \$7.5 million every quarter
- Corporate income taxes of 21% and 4% of federal and state taxes, respectively
- Status Quo distribution policy remains at 1.00x throughout projection period
- Pro forma distribution policy based on management projections
  - Pro forma 4-year distribution coverage as follows: 2019 - 1.22x, 2020 - 1.15x, 2021 - 1.14x, and 2022 - 1.09x

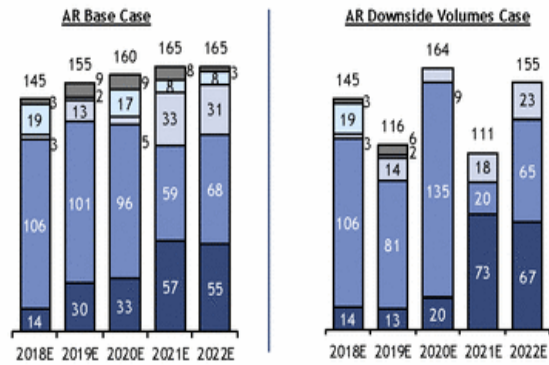
## Commodity Prices | NYMEX Strip

Price Decks for AR Base Volumes Case & AR Downside Pricing at Base Volumes Case | AR Downside Volumes Case



## AR Development Plan | Wells Completed / Year

Highly-Rich Gas Condensate | Highly-Rich Gas | Rich Gas | Condensate | Highly Rich Gas / Condensate | Dry Gas



Source: Management projections.

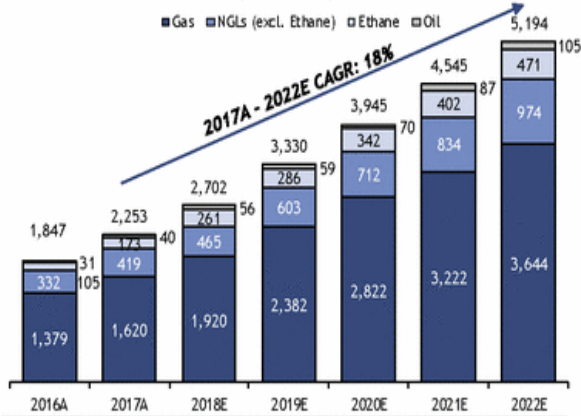
# Management Projections: AR

## AR Base Volumes Case

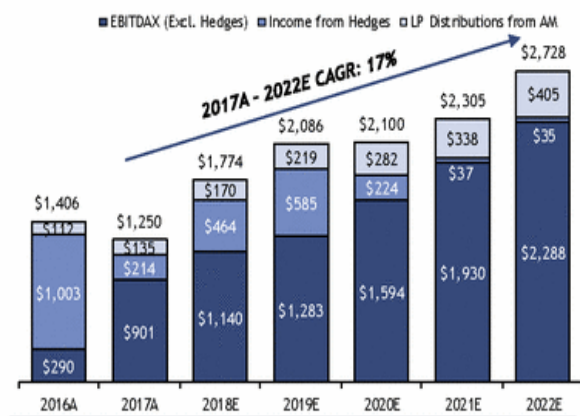
CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

(\$ in millions, unless otherwise noted)

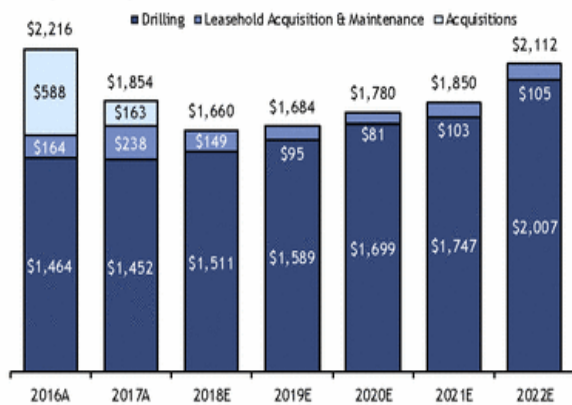
### Production Volumes (MMcfe/d)



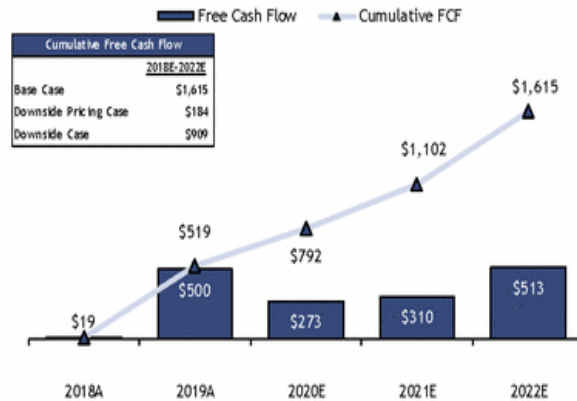
### EBITDAX<sup>(1)</sup>



### Capital Expenditures



### Free Cash Flow<sup>(2)</sup>



Source: Management projections, Company Filings.  
(1) AM fully consolidated in SEC financial statement.  
(2) Free cash flow net of land maintenance capital.

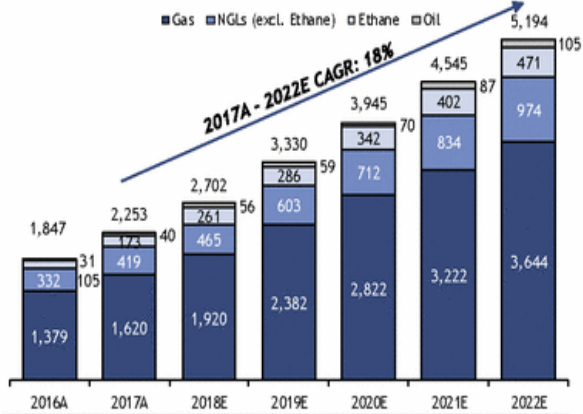
# Management Projections: AR

## AR Downside Pricing at Base Volumes Case

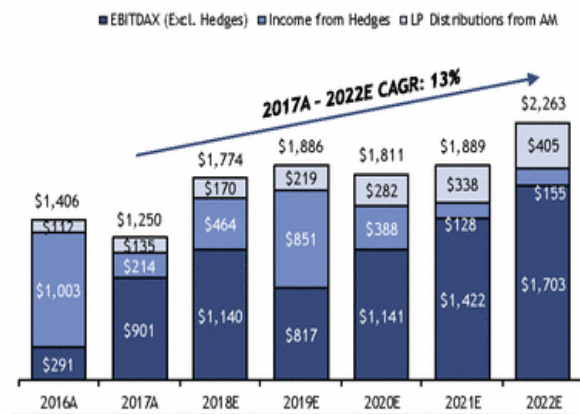
CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

(\$ in millions, unless otherwise noted)

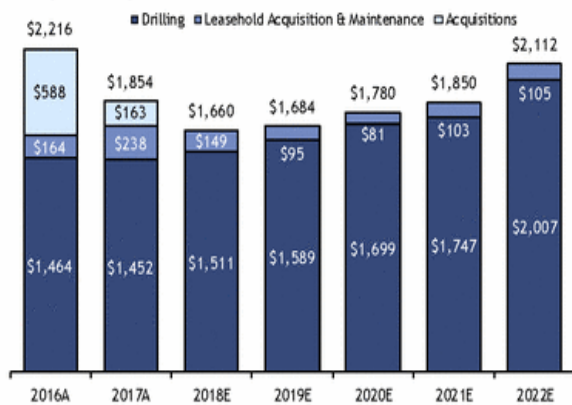
### Production Volumes (MMcfe/d)



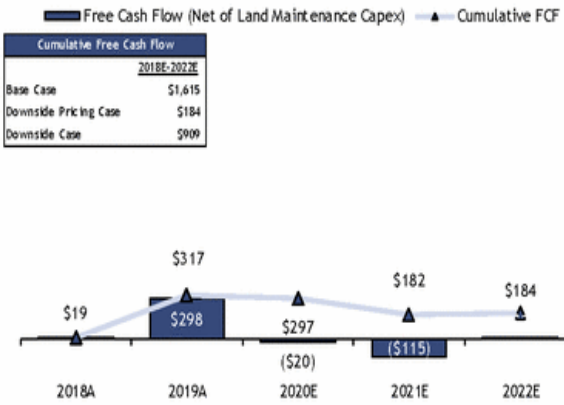
### EBITDAX<sup>(1)</sup>



### Capital Expenditures



### Free Cash Flow<sup>(2)</sup>



Source: Management projections, Company Filings.  
(1) AM fully consolidated in SEC financial statement.  
(2) Free cash flow net of land maintenance capital.

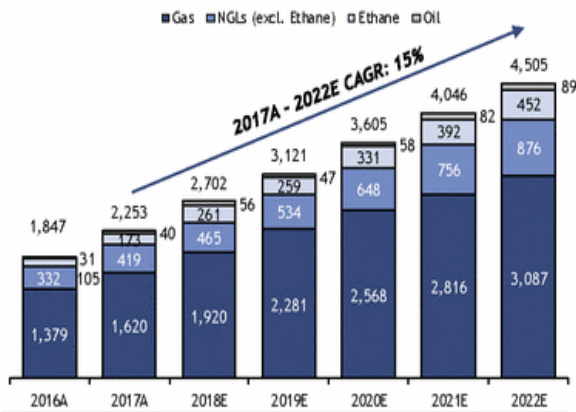
# Management Projections: AR

## AR Downside Volumes Case

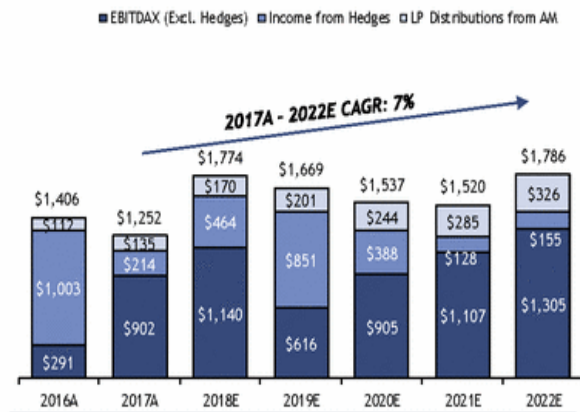
CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

(\$ in millions, unless otherwise noted)

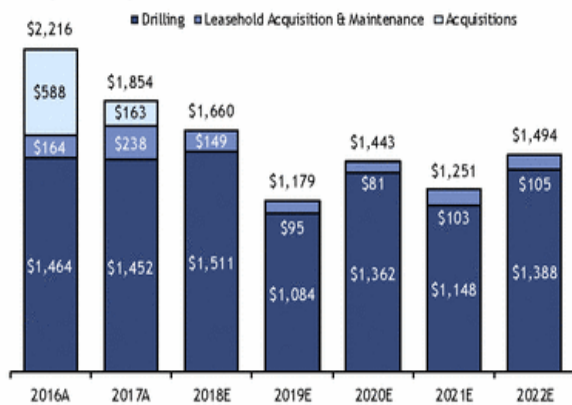
### Production Volumes (MMcfe/d)



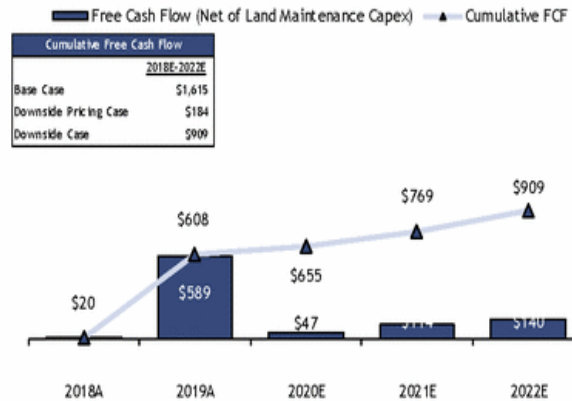
### EBITDAX<sup>(1)</sup>



### Capital Expenditures



### Free Cash Flow<sup>(2)</sup>



Cumulative Free Cash Flow	
	2018E-2022E
Base Case	\$1,615
Downside Pricing Case	\$184
Downside Case	\$909

Source: Management projections, Company Filings.  
(1) AM fully consolidated in SEC financial statement.  
(2) Free cash flow net of land maintenance capital.

# Management Projections: AM

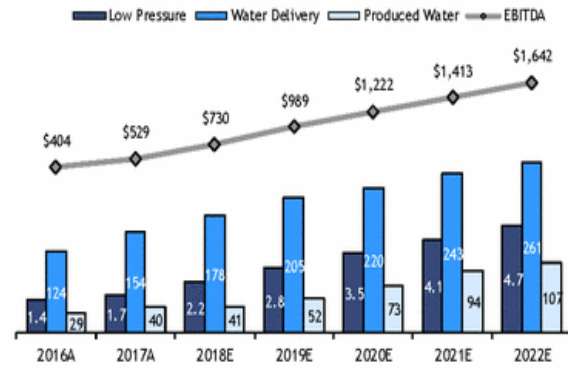
## AR Base Volumes Case

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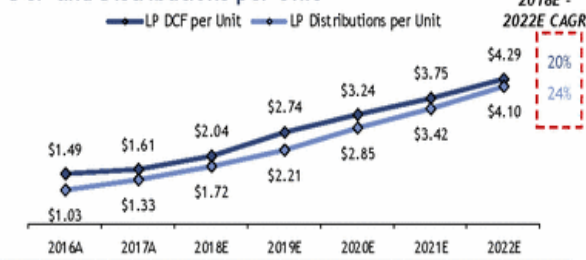
(\$ in millions, unless otherwise noted)

### Operations & EBITDA

Low Pressure (Bcf/d) | Water Handling (MBbls/d)



### DCF and Distributions per Unit



2018E - 2022E CAGR  
20%  
24%

	2016A	2017A	2018E	2019E	2020E	2021E	2022E
YoY Growth <sup>(1)</sup>		8%/29%	27%/29%	34%/29%	18%/29%	16%/20%	14%/20%
Coverage Ratio <sup>(2)</sup>	1.76x	1.33x	1.27x	1.31x	1.16x	1.11x	1.05x
Total LP DCF	\$353	\$299	\$385	\$516	\$609	\$705	\$807
Total LP Distributions	\$269	\$246	\$323	\$416	\$536	\$643	\$771

Source: Management Projections, Company Filings.

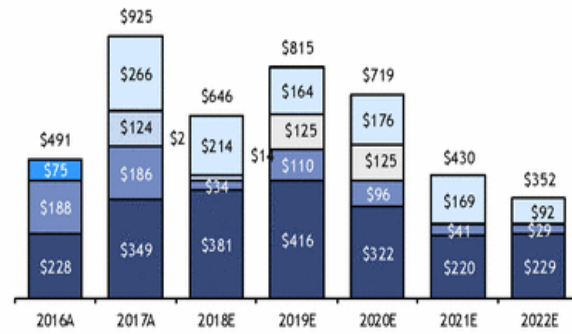
Note: Operational volumes based on annual average volumes.

(1) YoY growth of LP DCF per unit and LP distributions per unit respectively.

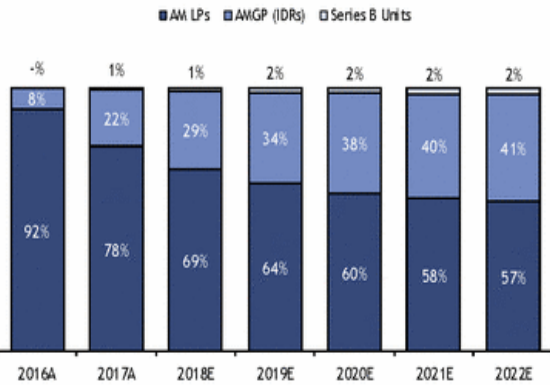
(2) Coverage ratio calculated as total DCF over total distributions.

### Capital Expenditures

Gathering & Compression | Water Handling | Earn-out payment | Stonewall | MPLX JV



### Distribution Breakdown



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# Management Projections: AM

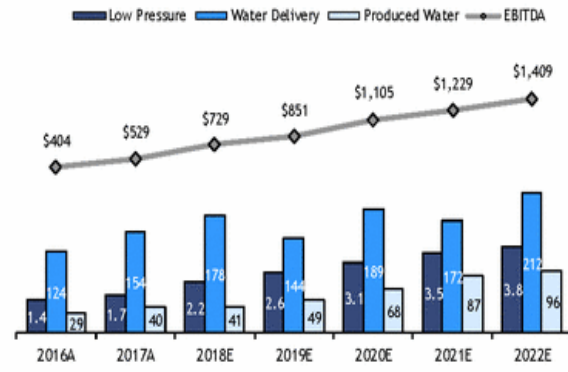
## AR Downside Volumes Case

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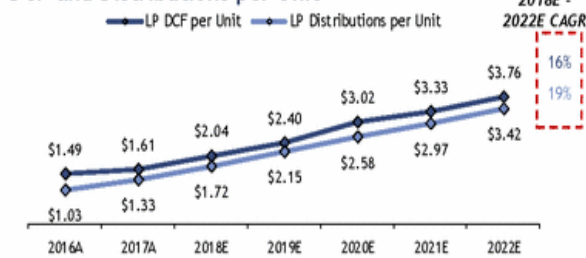
(\$ in millions, unless otherwise noted)

### Operations & EBITDA

Low Pressure (Bcf/d) | Water Handling (MBbls/d)



### DCF and Distributions per Unit



	2016A	2017A	2018E	2019E	2020E	2021E	2022E
YoY Growth <sup>(1)</sup>		8%/29%	27%/29%	18%/25%	26%/20%	10%/15%	13%/15%
Coverage Ratio <sup>(2)</sup>	1.76x	1.33x	1.26x	1.16x	1.21x	1.14x	1.12x
Total LP DCF	\$353	\$299	\$384	\$452	\$568	\$627	\$708
Total LP Distributions	\$269	\$246	\$323	\$404	\$485	\$559	\$643

Source: Management Projections, Company Filings.

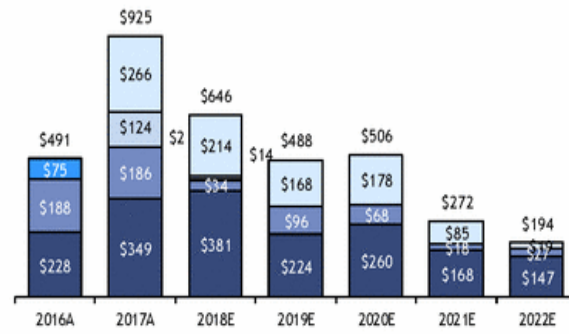
Note: Operational volumes based on annual average volumes.

(1) YoY growth of LP DCF per unit and LP distributions per unit respectively.

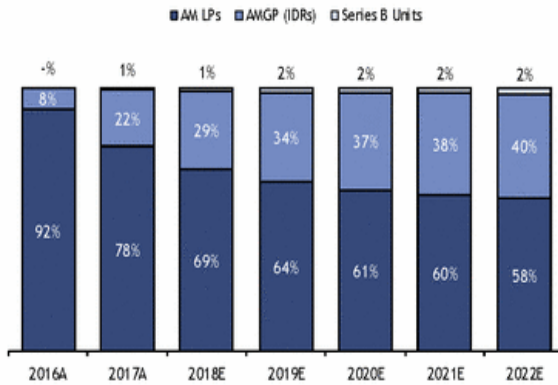
(2) Coverage ratio calculated as total DCF over total distributions.

### Capital Expenditures

Gathering & Compression | Water Handling | Earn-out payment | Stonewall | Wastewater | MPLX JV



### Distribution Breakdown



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# Management Projections: AMGP

## AR Base Volumes Case

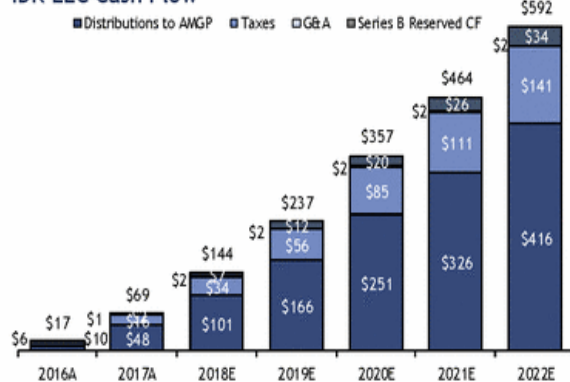
CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

(\$ in millions, unless otherwise noted)

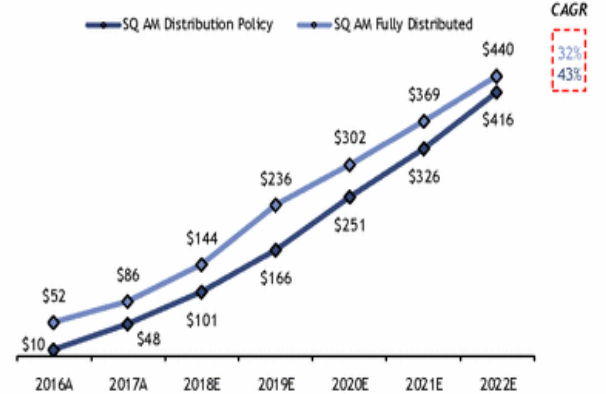
### IDR LLC, Series B Cash Flow, and Tax Observations

- IDR LLC owns the 100% of the IDRs in AM and has two share classes
  - AMGP owns 100% of the Series A units
  - Management owns 100% of the Series B units
- Series B unitholders are entitled to receive up to 6% of the distributions from AM in excess of \$7.5MM per quarter
  - Remaining profits pass through AMGP via Series A shares
- Series B units scheduled to vest at a value of 6% of equity value above \$2 billion in the event of a liquidation of IDR LLC
- AMGP currently pays corporate taxes of 21% and 4% at the federal and state taxes, respectively

### IDR LLC Cash Flow



### AMGP Total Distributions



### AMGP & Series B Unit Valuation<sup>(1,2,5)</sup>

	2016A	2017A	2018E	2019E	2020E	2021E	2022E
AM Distributions to IDR LLC	\$17	\$70	\$144	\$237	\$357	\$464	\$592
Series B Take	--	(2)	(7)	(12)	(20)	(26)	(34)
Cash Distributions to AMGP	\$17	\$67	\$137	\$224	\$338	\$438	\$559
G&A <sup>(3)</sup>	(1)	(1)	(2)	(2)	(2)	(2)	(2)
Taxes	(7)	(7)	(34)	(56)	(85)	(111)	(141)
<b>CAFD to AMGP Shareholders</b>	<b>\$10</b>	<b>\$59</b>	<b>\$101</b>	<b>\$166</b>	<b>\$251</b>	<b>\$326</b>	<b>\$416</b>
Illustrative Yield	3.3%	3.3%	3.3%	3.3%	3.3%	3.8%	5.0%
<b>AMGP Valuation</b>	<b>\$290</b>	<b>\$1,788</b>	<b>\$3,049</b>	<b>\$5,029</b>	<b>\$7,988</b>	<b>\$8,532</b>	<b>\$8,344</b>
<b>Series B Valuation<sup>(4)</sup></b>	<b>N/A</b>	<b>N/A</b>	<b>\$63</b>	<b>\$182</b>	<b>\$335</b>	<b>\$392</b>	<b>\$381</b>

Source: Management Projections, Company Filings.

- (1) Implied AMGP and Series B valuation from 2016A through 2020E based on 2018E yield.
- (2) Implied AMGP and Series B valuation from 2021E forward based on yield vs growth regression analysis derived on slide 18.
- (3) Excludes IPO related G&A.
- (4) Series B valuation calculated as 6% of the valuation of AMGP less \$2 billion.
- (5) Illustrative yield based on regression analysis as presented on page 91.

# Management Projections: AMGP

## AR Downside Volumes Case

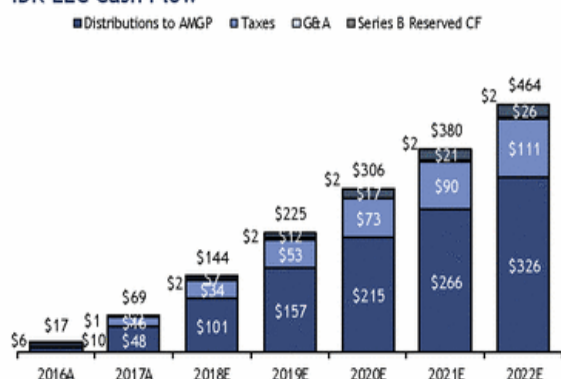
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(\$ in millions, unless otherwise noted)

### IDR LLC, Series B Cash Flow, and Tax Observations

- IDR LLC owns the 100% of the IDRs in AM and has two share classes
  - AMGP owns 100% of the Series A units
  - Management owns 100% of the Series B units
- Series B unitholders are entitled to receive up to 6% of the distributions from AM in excess of \$7.5MM per quarter
  - Remaining profits pass through AMGP via Series A shares
- Series B units scheduled to vest at a value of 6% of equity value above \$2 billion in the event of a liquidation of IDR LLC
- AMGP currently pays corporate taxes of 21% and 4% at the federal and state taxes, respectively

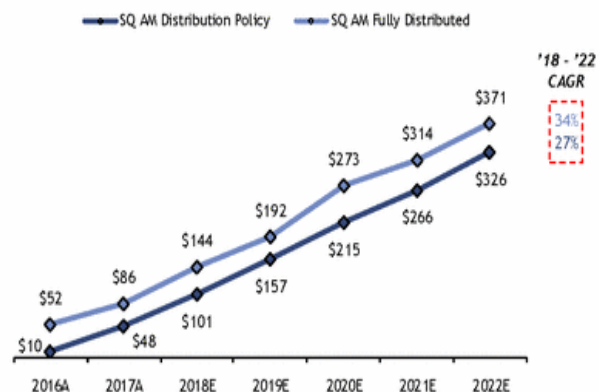
### IDR LLC Cash Flow



Source: Management Projections, Company Filings.

- (1) Implied AMGP and Series B valuation from 2016A through 2020E based on 2018E yield.
- (2) Implied AMGP and Series B valuation from 2021E forward based on yield vs growth regression analysis derived on slide 18.
- (3) Excludes IPO related G&A.
- (4) Series B Valuation calculated as 6% of the valuation of AMGP less \$2 billion.
- (5) Illustrative yield based on regression analysis as presented on page 91.

### AMGP Total Distributions



### AMGP & Series B Unit Valuation<sup>(1,2,5)</sup>

	2016A	2017A	2018E	2019E	2020E	2021E	2022E
AM Distributions to IDR LLC	\$17	\$70	\$144	\$225	\$306	\$380	\$464
Series B Take	--	(2)	(7)	(12)	(17)	(21)	(26)
Cash Distributions to AMGP	\$17	\$67	\$137	\$213	\$290	\$359	\$438
G&A <sup>(3)</sup>		(1)	(2)	(2)	(2)	(2)	(2)
Taxes	(7)	(7)	(34)	(53)	(73)	(90)	(111)
CAFD to AMGP Shareholders	\$10	\$59	\$101	\$157	\$215	\$266	\$326
Illustrative Yield	3.3%	3.3%	3.3%	3.3%	3.3%	4.8%	5.7%
AMGP Valuation	\$290	\$1,788	\$3,049	\$4,769	\$6,508	\$9,512	\$9,725
Series B Valuation <sup>(4)</sup>	N/A	N/A	\$63	\$166	\$270	\$211	\$224

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# AM Status Quo

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## AR Base Volumes Case, AR Downside Volumes Case, and Wall Street Consensus

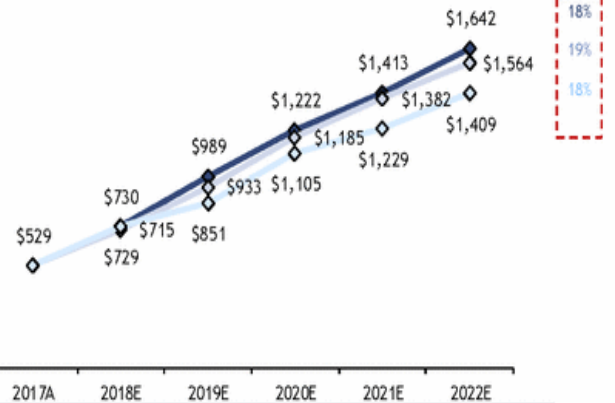
(\$ in millions, unless otherwise noted)

◊ Wall Street Consensus    ● Mgmt. Projections at AR Base Case    ◊ Mgmt. Projections at AR Downside Production Case

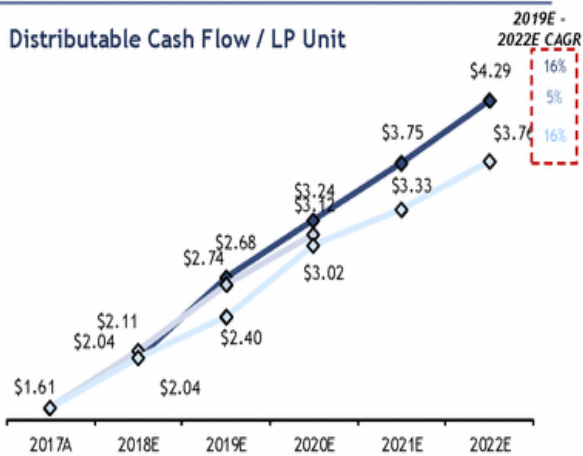
### Commentary

- AM is covered by 17 analysts as compared to 25 for AR and 10 for AMGP
- Median price target of \$37.50 as of 8/10/2018
- Average price target range of \$33.00 - \$47.00 as of 8/10/2018

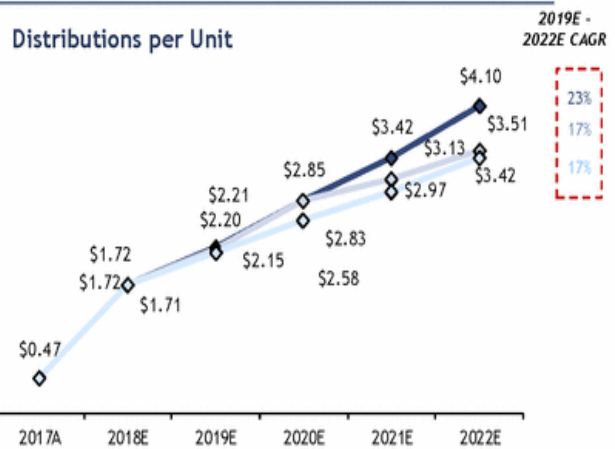
### EBITDA



### Distributable Cash Flow / LP Unit



### Distributions per Unit



Source: Management Projections, Thomson One, FactSet as of 8/10/2018.

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# AMGP Status Quo

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## AR Base Volumes Case, AR Downside Volumes Case, and Wall Street Consensus

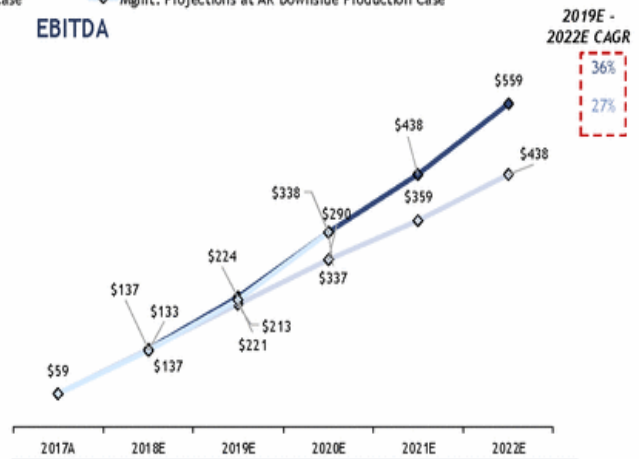
(\$ in millions, unless otherwise noted)

◊ Wall Street Consensus    ● Mgmt. Projections at AR Base Case    ◊ Mgmt. Projections at AR Downside Production Case

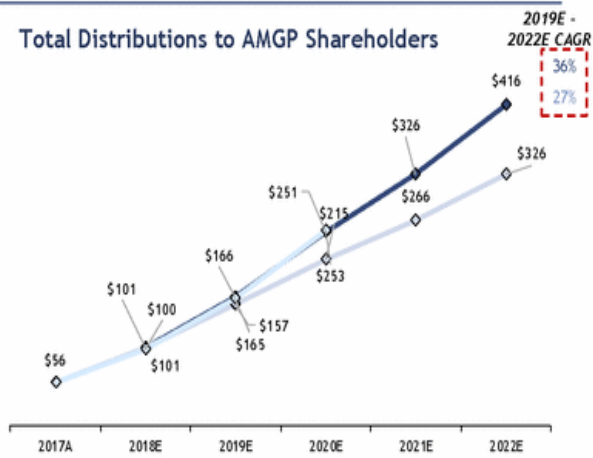
### Commentary

- AMGP is covered by 10 analysts as compared to 25 for AR and 17 for AM
- Median price target of \$23.00 as of 8/10/2018
- Average price target range of \$22.00 - \$27.00 as of 8/10/2018

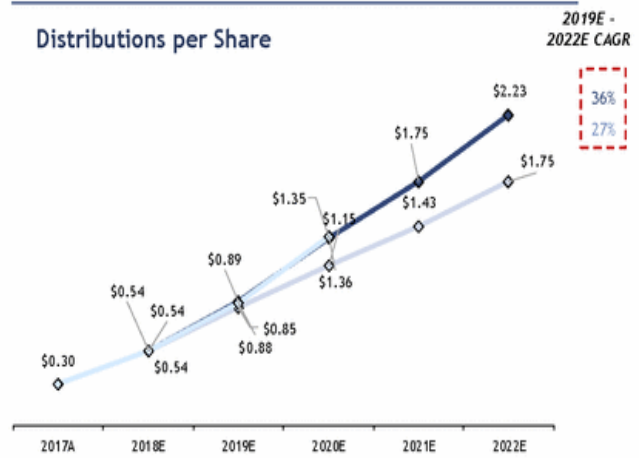
### EBITDA



### Total Distributions to AMGP Shareholders



### Distributions per Share



Source: Management Projections, Thomson One, FactSet as of 8/10/2018.  
Note: WSC estimates available for AMGP through 2020E. 2017A distributions / share represents 4<sup>th</sup> quarter distribution annualized.

# PF AMGP Projections at AMGP Proposal

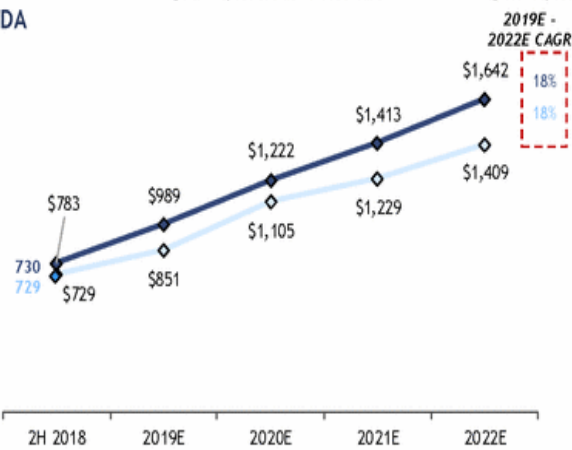
## AR Base Volumes Case & AR Downside Volumes Case

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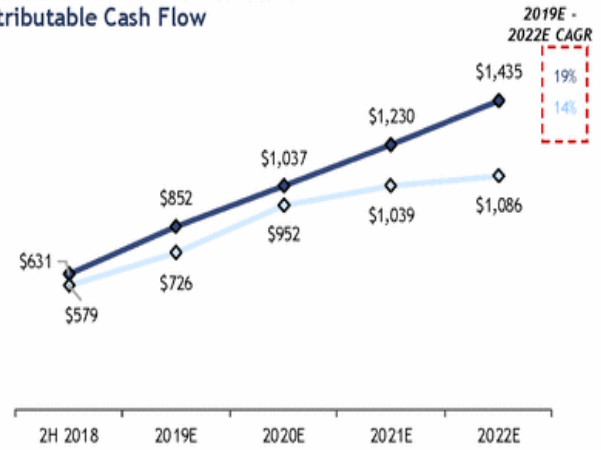
(\$ in millions, unless otherwise noted)

◆ Mgmt. Projections at AR Base Case    ◆ Mgmt. Projections at AR Downside Production Case    ◆ FY 2018E EBITDA

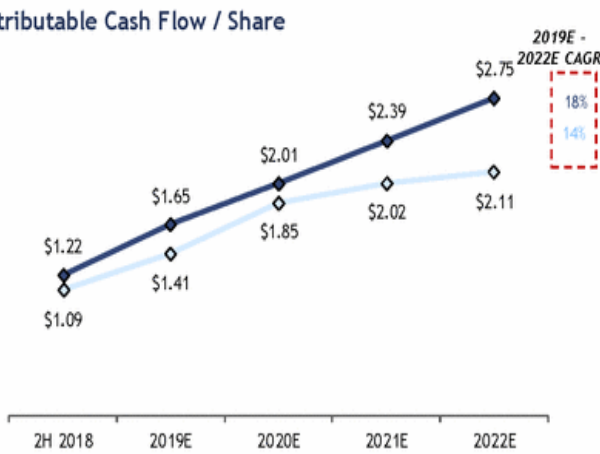
### EBITDA



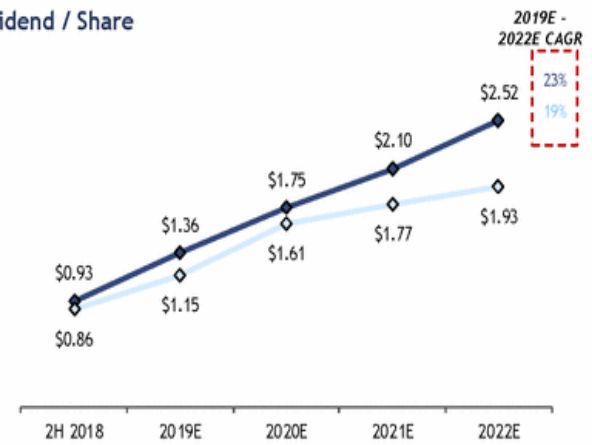
### Distributable Cash Flow



### Distributable Cash Flow / Share



### Dividend / Share



Source: Management Projections, Thomson One, FactSet as of 8/10/2018.  
Note: Analysis based on fully diluted share count.

# PF AMGP Projections at AM Proposal

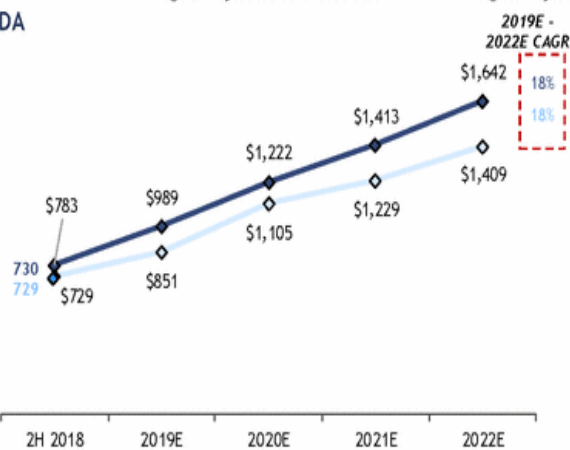
## AR Base Volumes Case & AR Downside Volumes Case

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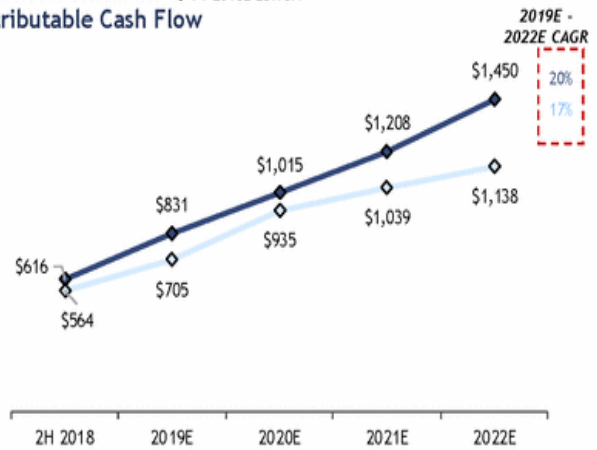
(\$ in millions, unless otherwise noted)

◆ Mgmt. Projections at AR Base Case    ◆ Mgmt. Projections at AR Downside Production Case    ◆ FY 2018E EBITDA

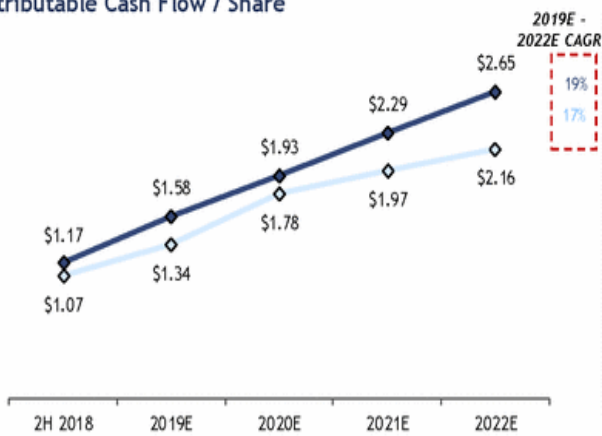
### EBITDA



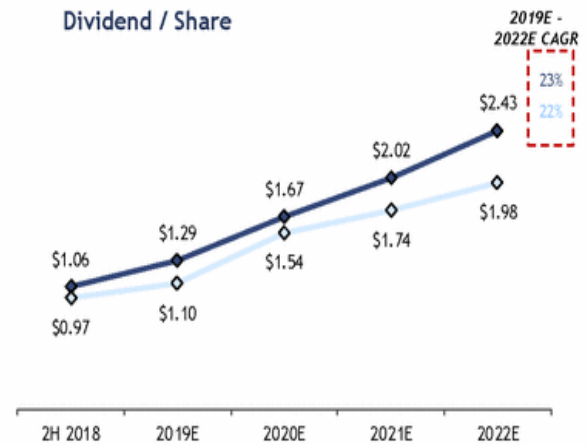
### Distributable Cash Flow



### Distributable Cash Flow / Share



### Dividend / Share



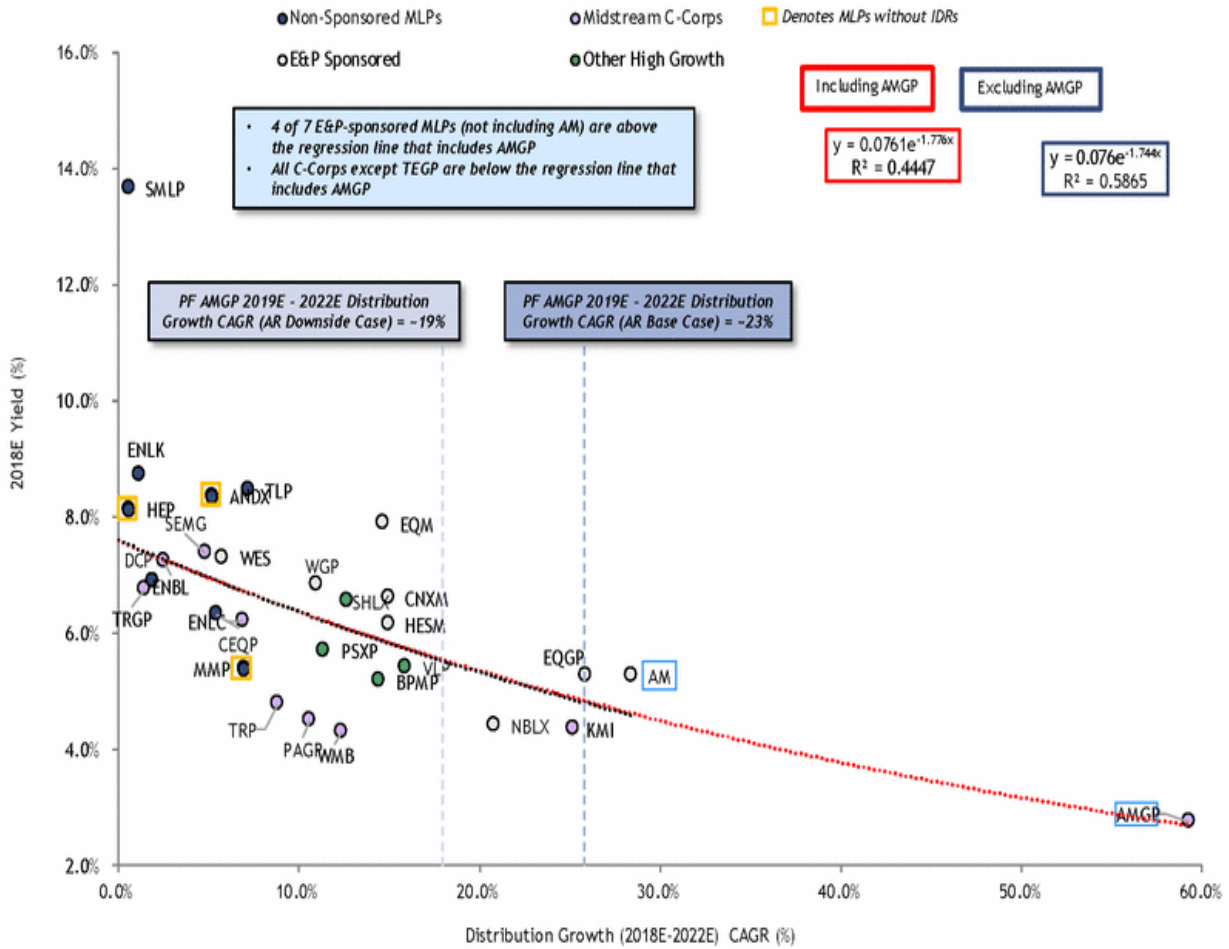
Source: Management Projections, Thomson One, FactSet as of 8/10/2018.

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# Midstream Distribution Growth vs. Yield

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MLPs vs. C-Corps



Sources: Company filings, FactSet estimates as of 8/10/2018  
Note: Companies selected represent dividend/distribution paying midstream C-Corps and MLPs (both with and without IDRs).

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## *Cost of Capital*

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# SQ AM Peer Group Cost of Equity Analysis

## Comparable Public Company Yield-Based Cost of Equity

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### Expected Total Return

A	B	C	D	E	F
Company	Expected Current - 2020E Distribution CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
CNX Midstream Partners LP	14.9%	4.0%	5.6%	6.5%	12.1%
Phillips 66 Partners LP	10.6%	4.0%	5.0%	5.3%	10.3%
Hess Midstream Partners LP	15.2%	4.0%	5.7%	5.8%	11.5%
Noble Midstream Partners LP	19.9%	4.0%	6.4%	4.4%	10.8%
BP Midstream Partners LP	14.5%	4.0%	5.6%	5.0%	10.6%
Shell Midstream Partners LP	12.2%	4.0%	5.2%	6.5%	11.7%
Valero Energy Partners LP	15.5%	4.0%	5.7%	5.3%	11.0%
Western Gas Partners, L.P.	5.7%	4.0%	4.3%	7.3%	11.5%
EQT Midstream Partners LP	15.0%	4.0%	5.6%	7.8%	13.4%
Median	14.9%	4.0%	5.6%	5.8%	11.0%
Mean	14.7%	4.0%	5.6%	5.5%	11.1%

### Cost of Equity

Sensitized Peer Total Return

Cost of Equity	10.5%	11.5%
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### Cost of Equity

Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.76	1.02
Spot Risk-Free Rate <sup>(3)</sup>	3.0%	3.0%
Equity Risk Premium <sup>(4)</sup>	6.0%	6.0%
Cost of Equity	7.5%	9.2%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 8/10/2018.

(1) Weights Expected Current - 2020E distribution growth estimates 15% and long-term economic growth estimate by 85% to arrive at a long-term distribution growth estimate.

(2) Barra beta as of 3/23/2018. Illustrative low and high range reflects a +/- 15% range around Barra beta.

(3) 20-year treasury bond yield as of 6/21/18.

(4) Duff & Phelps historical arithmetic premium.

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# SQ AMGP Peer Group Cost of Equity Analysis

Comparable Public Company Yield-Based Cost of Equity

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## Expected Total Return

A	B	C	D	E	F
Company	Expected Current - 2020E Distribution CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
EQT GP Holdings LP	8.4%	4.0%	4.7%	5.3%	9.9%
Western Gas Equity Partners, LP	8.0%	4.0%	4.6%	6.4%	11.0%
Median	8.2%	4.0%	4.6%	5.9%	10.5%
Mean	8.2%	4.0%	4.6%	5.9%	10.5%

## Cost of Equity

Sensitized Peer Total Return

Cost of Equity	10.0%	11.0%
----------------	-------	-------

## Cost of Equity

Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.84	1.14
Spot Risk-Free Rate <sup>(3)</sup>	3.0%	3.0%
Equity Risk Premium <sup>(4)</sup>	6.0%	6.0%
Cost of Equity	8.1%	9.9%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 8/10/2018.

(1) Weights Expected Current - 2020E distribution growth estimates 15% and long-term economic growth estimate by 85% to arrive at a long-term distribution growth estimate.

(2) Barra beta as of 3/23/2018. Illustrative low and high range reflects a +/- 15% range around Barra beta.

(3) 20-year treasury bond yield as of 6/21/18.

(4) Duff & Phelps historical arithmetic premium.

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# PF AMGP Peer Group WACC Analysis

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## Expected Total Return

A	B	C	D	E	F
Company	2018E - 2020E Dividend CAGR	Long-Term Economic Growth Estimate	Expected Growth <sup>(1)</sup>	Current Yield	Implied Total Return
Kinder Morgan Inc	25.0%	4.0%	7.1%	2.8%	9.9%
ONEOK, Inc.	10.1%	4.0%	4.9%	4.3%	9.2%
Plains All American Pipeline GP	10.3%	4.0%	4.9%	4.5%	9.4%
SemGroup Corporation	5.1%	4.0%	4.2%	7.0%	11.1%
Targa Resources Corp.	0.4%	4.0%	3.5%	6.7%	10.2%
The Williams Companies, Inc.	6.5%	4.0%	4.4%	3.8%	8.1%
EQT GP Holdings LP	8.4%	4.0%	4.7%	5.3%	9.9%
Western Gas Equity Partners, LP	8.0%	4.0%	4.6%	6.4%	11.0%
CNX Midstream Partners LP	14.9%	4.0%	5.6%	6.5%	12.1%
EQT Midstream Partners LP	15.0%	4.0%	5.6%	7.8%	13.4%
Hess Midstream Partners LP	15.2%	4.0%	5.7%	5.8%	11.5%
Noble Midstream Partners LP	19.9%	4.0%	6.4%	4.4%	10.8%
BP Midstream Partners LP	14.5%	4.0%	5.6%	5.0%	10.6%
Shell Midstream Partners LP	12.2%	4.0%	5.2%	6.5%	11.7%
Valero Energy Partners LP	15.5%	4.0%	5.7%	5.3%	11.0%
Median	12.2%	4.0%	5.2%	5.3%	10.8%
Mean	12.1%	4.0%	5.2%	5.5%	10.7%

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 8/10/2018.

(1) Weights Expected Current - 2020E distribution growth estimates 15% and long-term economic growth estimate by 85% to arrive at a long-term distribution growth estimate.

# PF AMGP Peer Group WACC Analysis (cont.)

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## Cost of Equity Comparable Company Yield-Based

	Low	High
Cost of Equity	10.3%	11.3%
Market Value of Equity	\$9,778	\$9,778
<b>Cost of Capital</b>	<b>10.3%</b>	<b>11.3%</b>

## Cost of Capital PF Capital Structure

	Low	High
Cost of Equity	10.3%	11.3%
Cost of Debt	3.4%	4.9%
Market Value of Equity	\$9,778	\$9,778
Total Debt	\$1,420	\$1,420
<b>Cost of Equity</b>	<b>9.4%</b>	<b>10.5%</b>

## Cost of Equity Barra Beta

	Low	High
Raw Beta <sup>(2)</sup>	0.84	1.14
Spot Risk-Free Rate <sup>(3)</sup>	3.0%	3.0%
Equity Risk Premium <sup>(4)</sup>	6.0%	6.0%
<b>Cost of Equity</b>	<b>8.1%</b>	<b>9.9%</b>

## Cost of Capital Optimal Capital Structure<sup>(5)</sup>

	Low	High
Cost of Equity	10.3%	11.3%
Cost of Debt <sup>(1)</sup>	3.4%	4.9%
Market Value of Equity	\$9,778	\$9,778
Total Debt	\$3,460	\$3,460
<b>Cost of Capital</b>	<b>8.5%</b>	<b>9.6%</b>

Source: Bloomberg, Duff & Phelps, FactSet, Federal Reserve, Company filings as of 8/10/2018.

(1) Illustrative low and high range reflects a +/- 100 bps range around after tax current 5.6% cost of debt at AM.

(2) Barra beta as of 3/23/2018. Illustrative low and high range reflects a +/- 15% range around Barra beta.

(3) 20-year treasury bond yield as of 6/21/18.

(4) Duff & Phelps historical arithmetic premium.

(5) Optimal Capital Structure based on Total Debt of 3.5x 2019E EBITDA

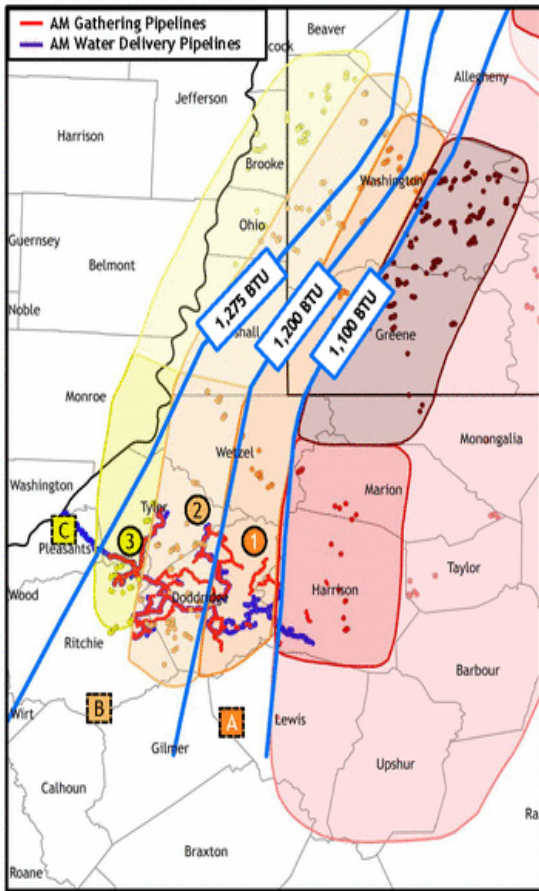
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## *Additional Market Detail*

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# Wet Gas Type Curve Area Overview

Type Curve Map with AR BTU Lines and TPH TC Areas



TPH Type Curve Areas<sup>(1)</sup>

- 1 SW Lean Wet Gas  
IRR: 46%
- 2 SW Southern Rich Wet Gas  
IRR: 44%
- 3 SW Southern Gas Condensate  
IRR: 67%

Antero Type Curve Areas<sup>(1)</sup>

- A Rich Gas  
BTU Range: 1,100-1,200  
2019 Wells: 4  
IRR<sup>(2)</sup>: 30%
- B Highly Rich Gas  
BTU Range: 1,200-1,275  
2019 Wells: 101  
IRR: 47%
- C Highly Rich Gas Condensate  
BTU Range: 1,275-1,350  
2019 Wells: 30  
IRR: 115%

AR Inventory Overview<sup>(1)</sup>

	2018E	2019E	2020E	2021E	2022E	Remaining Inventory
Highly-Rich Gas Cond.	14	30	33	57	55	285
Highly-Rich Gas	106	101	96	59	68	527
Rich Gas	3	13	5	33	31	512
Condensate	19	2	17	8	8	152
Dry Gas	3	9	9	8	3	155
<b>Total</b>	<b>145</b>	<b>155</b>	<b>160</b>	<b>165</b>	<b>165</b>	<b>1,631</b>
<b>Avg. Lateral Length</b>	<b>9,800</b>	<b>10,500</b>	<b>11,850</b>	<b>12,600</b>	<b>12,750</b>	

Source: DrillingInfo, IHS, Company data. Antero assumptions based on Antero publicly disclosed information.

Note: Marcellus wells with first production on or after 1/1/2015. IRRs for 12,000' laterals at strip as of 3/29/2018, unless otherwise noted.

(1) TPH IRR assumes 40% ethane recovery; Antero IRR assumes ethane rejection.

(2) IRR at strip as of 12/31/2017.

# Type Curve Summary

	TPH B				Antero Disclosed <sup>(1)</sup>	
	5 Rich Wet Gas	5 Gas Condensate	5 Rich Wet Gas 12K'	5 Gas Condensate 12K'	Highly Rich Gas	High Rich Gas Condensate

### Type Curve

EUR, WH / 1k' (bcfe)	1.56	1.34	1.56	1.34	1.93	2.00
EUR, Gross Wellhead (MMcfe)	10,890	9,413	18,648	16,137	23,185	23,946
Oil (Mbbbl)	85	226	146	387	84	211
Gas (MMcf)	10,380	8,059	17,795	13,816	22,679	22,679
EUR, Sales / 1k' (bcfe)	2.00	1.74	2.00	1.74	2.52	2.66
EUR, Gross Sales (MMcfe)	14,004	12,154	24,006	20,835	30,215	31,883
Oil (Mbbbl)	85	226	146	387	84	211
Gas (MMcf)	8,823	6,448	15,125	11,053	21,545	20,411
NGL (Mbbbl)	779	725	1,335	1,243	1,361	1,701
% Liquids	37%	47%	37%	47%	29%	36%
Cond Yield (bbbl/MMcf)	15-8	55-25	15-8	55-25	19-3	130-5
Cond Yield, Decline Period (Months)	3	12	3	12	6	6
NGL Yield (bbbl/MMcf)	75	90	75	90	60	75

### Type Curve Parameters

Avg Lateral Length (ft)	7,000	7,000	12,000	12,000	12,000	12,000
24-Hr IP - Peak Rate, Gas (Mcf/d)	5,300 - 8,000	4,000 - 7,000	9,400 - 13,700	6,900 - 12,000	19,420	19,420
Initial Decline (%/yr)	59%	63%	59%	63%	61%	61%
B Factor	1.30	1.30	1.30	1.30	1.30	1.30
Terminal Decline (%/yr)	6%	6%	6%	6%	6%	6%

### Economic Assumptions

DBC (\$M)	\$6,400	\$6,700	\$10,100	\$10,500	\$11,400	\$11,400
DBC / ft (\$M)	\$0.914	\$0.957	\$0.842	\$0.875	\$0.950	\$0.950
Fixed LOE (\$/well/mo)	\$2,800	\$2,800	\$2,800	\$2,800	\$1,353	\$1,353
Variable LOE, Oil (\$/bbl)	\$5.00	\$5.00	\$5.00	\$5.00	-	-
Variable LOE, NGL (\$/Mcf)	\$6.80	\$6.80	\$6.80	\$6.80	-	-
Total All-in Gas LOE* (\$/Mcf)	\$0.89	\$0.89	\$0.89	\$0.89	\$1.99	\$1.99
Variable LOE, Water (\$/bbl)	\$4.68	\$4.68	\$4.68	\$4.68	-	-
Total Oper / Mcfe (\$/Mcf)	\$1.30	\$1.32	\$1.24	\$1.25	\$2.02	\$2.02
Differential, Oil (\$/bbl)	(\$7.50)	(\$7.50)	(\$7.50)	(\$7.50)	(\$6.00)	(\$6.00)
Differential, Gas (\$/Mcf)	(\$0.40)	(\$0.40)	(\$0.40)	(\$0.40)	\$0.03	\$0.03
Differential, NGL (% of Strip)	40%	40%	40%	40%	65%	65%
BTU Factor* (Btu/scf)	1,083	1,083	1,083	1,083	1,000	1,000
Residual Shrink (%)	85%	80%	85%	80%	95%	90%
Royalty (%)	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%

### Results

NPV10 at Strip <sup>(2)</sup> (\$MM)	\$4.0	\$5.3	\$8.0	\$10.3	\$9.8	\$16.2
IRR at Strip <sup>(3)</sup> (%)	35%	53%	44%	67%	47%	115%
F & D (\$/Mcf)	\$0.54	\$0.65	\$0.49	\$0.59	\$0.44	\$0.42

Source: DrillingInfo, IHS, Company data. Antero assumptions based on Antero publicly disclosed information.

Note: TPH B assumes 40% ethane recovery; Antero assumes ethane rejection.

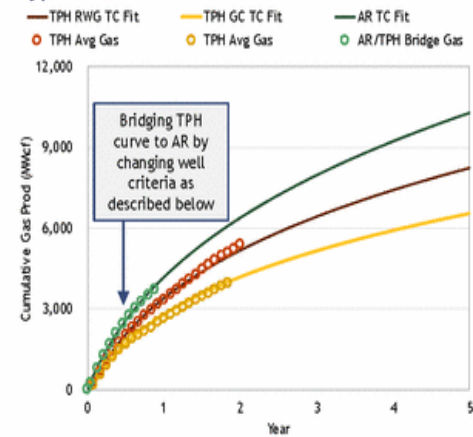
(1) Assumes 100% AM water & processing fees.

(2) Antero Variable LOE is \$1.99 / Mcfe (applied on total equivalent production) and includes midstream and transportation expenses.

(3) BTU uplift is included in the +\$0.03 gas differential.

(4) Economics run at 5 year strip as of 3/29/2018.

## Type Curve Plot



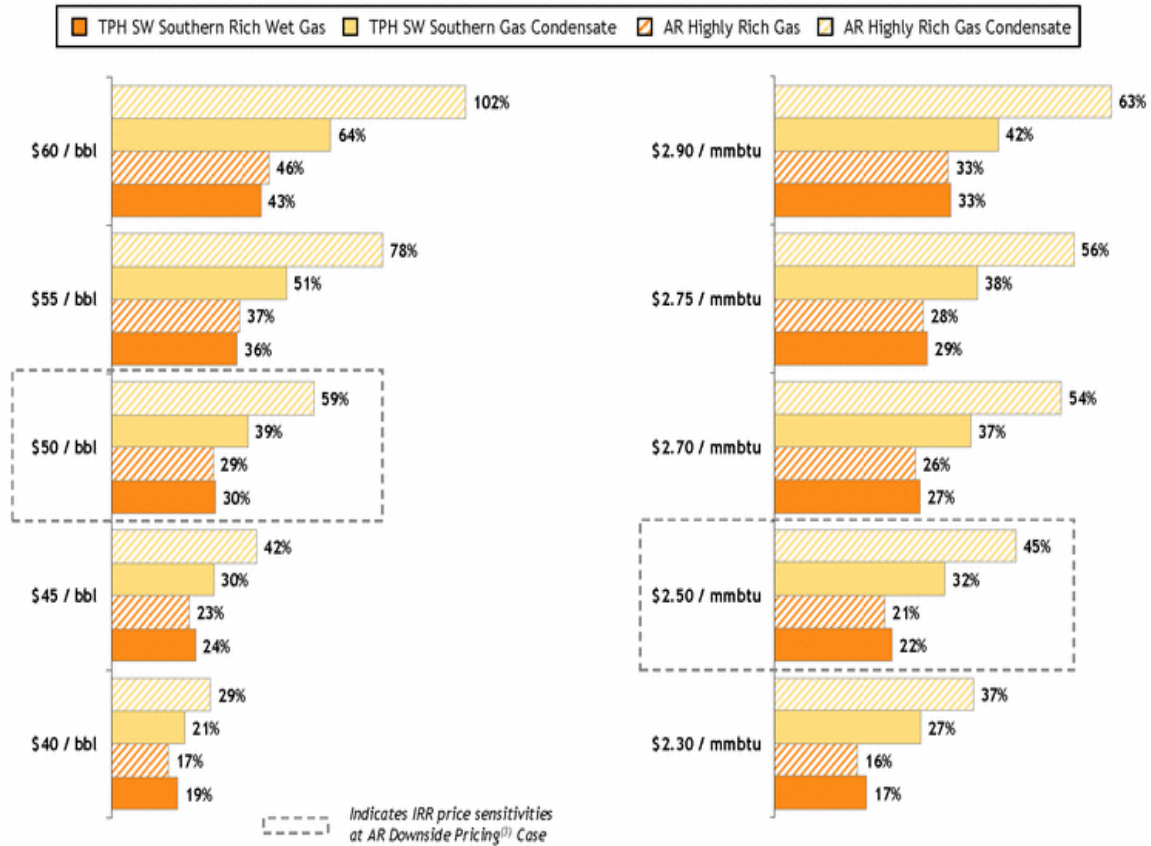
## Selected Observations

- TPH type well criteria
  - Operators: All
  - Vintage Cut-Off: 2015+
    - WV only reports data annually
  - Proppant Cut-Off: 1,500+ lb/ft
  - Stage Spacing Cut-Off: <200 ft
  - Segregated by fluid window
- A type curve similar to Antero's publicly disclosed curve can be observed by filtering the data to observe:
  - Only AR operated wells
  - 2016+ vintage cut-off
  - All fluid windows

# IRR Price Sensitivities

Oil Price Sensitivity<sup>(1)</sup>

Gas Price Sensitivity<sup>(2)</sup>



Source: Antero assumptions based on Antero publicly disclosed information.

Note: TPH IB assumes 40% ethane recovery; Antero assumes ethane rejection.

(1) Holds Gas price flat at \$2.80 / MMBtu.

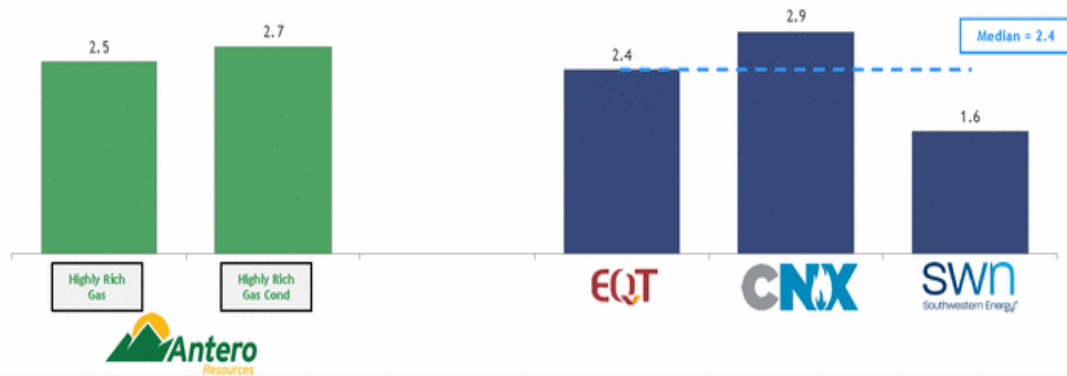
(2) Holds Oil price flat at \$50 / bbl.

(3) "AR Downside Pricing Case" applies \$2.50 natural gas / \$50 oil pricing to "AR Base Volumes Case" production.

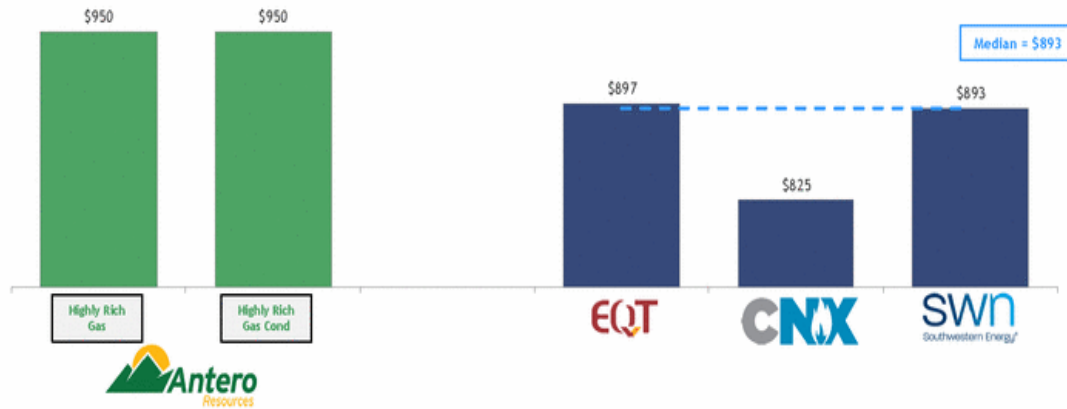


# EUR / D&C Benchmarking

EUR (Bcfe / 1,000')



D&C (\$ / ft)



Source: Company IR materials. Antero assumptions based on Antero publicly disclosed information.



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# Project Alpine

Back Pocket Negotiation Materials

August 14-15, 2018

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# Table of Contents

---

Exchange Ratio Bid/Ask Spread Analysis	I
Valuation and Contribution	II
Pro Forma Impact - Accretion/Dilution	III
Pre-Tax	A
Step-Up	B
After-Tax	C
Leverage	IV
Research Perspectives	V

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## I. Exchange Ratio Bid/Ask Spread Analysis

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# Historical XR & Distribution Comparison

Since AMGP IPO (5/4/17)

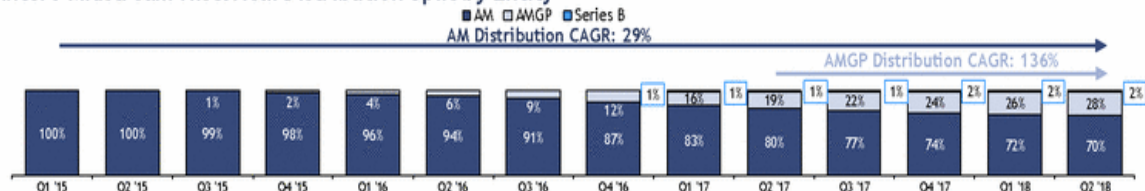
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(\$ in millions, unless otherwise noted)

## Historical AM/AMGP Exchange Ratio



## Antero Midstream Historical Distribution Split by Entity<sup>(1)</sup>



	Q1 '15	Q2 '15	Q3 '15	Q4 '15	Q1 '16	Q2 '16	Q3 '16	Q4 '16	Q1 '17	Q2 '17	Q3 '17	Q4 '17	Q1 '18	Q2 '18
AM LP	\$27 / \$0.18	\$29 / \$0.19	\$36 / \$0.21	\$39 / \$0.22	\$41 / \$0.24	\$44 / \$0.25	\$47 / \$0.27	\$50 / \$0.28	\$56 / \$0.30	\$60 / \$0.32	\$63 / \$0.34	\$68 / \$0.37	\$73 / \$0.39	\$71 / \$0.42
AMGP <sup>(2)</sup>	-	-	\$0	\$1	\$2	\$3	\$5	\$7	\$11	\$5 / \$0.05	\$11 / \$0.06	\$14 / \$0.08	\$20 / \$0.11	\$20 / \$0.11
Series B	-	-	-	-	-	-	-	\$0	\$1	\$1	\$1	\$1	\$2	\$2

Source: Company filings, FactSet as of 8/10/2018.

(1) AM CAGR is calculated from Q1'15 to Q1'18. AMGP CAGR is calculated from Q2'17 to Q1'18 based on initial post-IPO distribution grossed up for full quarter.

(2) AMGP attributable distribution per AM LP unit pre-IPO. AMGP CAFO B declared distribution post-IPO.

(3) Adjusted to reflect proposed Series B conversion, with AMGP share price calculated as (AMGP equity value + [AMGP equity value - \$2bn] x 6%) / (AMGP fully diluted shares outstanding + 18.5mm).

(4) Proposal % Premium / (Discount) calculated as premium / (discount) between current proposal (1.650x) and adjusted XR.

(5) Implied exchange at 1.710x equity exchange ratio and \$3.84 in cash.

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# Bid / Ask Sensitivity

Relative to AMGP Proposal

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	Cash Consideration									
	\$0.00	\$0.50	\$1.00	\$1.50	\$2.00	\$2.50	\$3.00	\$3.50	\$3.84	\$4.00
Exchange Ratio 1.650x	0.00%	1.57%	3.13%	4.70%	6.27%	7.83%	9.40%	10.97%	12.04%	12.53%
Exchange Ratio 1.660x	0.61%	2.17%	3.74%	5.31%	6.87%	8.44%	10.01%	11.57%	12.65%	13.14%
Exchange Ratio 1.670x	1.21%	2.78%	4.35%	5.91%	7.48%	9.05%	10.61%	12.18%	13.26%	13.75%
Exchange Ratio 1.680x	1.82%	3.39%	4.95%	6.52%	8.09%	9.65%	11.22%	12.79%	13.86%	14.35%
Exchange Ratio 1.690x	2.42%	3.99%	5.56%	7.12%	8.69%	10.26%	11.83%	13.39%	14.47%	14.96%
Exchange Ratio 1.700x	3.03%	4.60%	6.16%	7.73%	9.30%	10.86%	12.43%	14.00%	15.08%	15.57%
Exchange Ratio 1.710x	3.64%	5.20%	6.77%	8.34%	9.90%	11.47%	13.04%	14.60%	15.68%	16.17%
Exchange Ratio 1.720x	4.24%	5.81%	7.38%	8.94%	10.51%	12.08%	13.64%	15.21%	16.29%	16.78%
Exchange Ratio 1.730x	4.85%	6.42%	7.98%	9.55%	11.12%	12.68%	14.25%	15.82%	16.89%	17.38%
Exchange Ratio 1.740x	5.45%	7.02%	8.59%	10.16%	11.72%	13.29%	14.86%	16.42%	17.50%	17.99%
Exchange Ratio 1.750x	6.06%	7.63%	9.19%	10.76%	12.33%	13.89%	15.46%	17.03%	18.11%	18.60%

Source: FactSet as of 8/10/2018.

# Bid / Ask Sensitivity

Relative to AM Proposal

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		Cash Consideration									
		\$0.00	\$0.50	\$1.00	\$1.50	\$2.00	\$2.50	\$3.00	\$3.50	\$3.84	\$4.00
Exchange Ratio	1.650x	(13.56%)	(12.20%)	(10.85%)	(9.49%)	(8.14%)	(6.78%)	(5.43%)	(4.07%)	(3.14%)	(2.72%)
	1.660x	(13.03%)	(11.68%)	(10.32%)	(8.97%)	(7.61%)	(6.26%)	(4.90%)	(3.55%)	(2.62%)	(2.20%)
	1.670x	(12.51%)	(11.15%)	(9.80%)	(8.44%)	(7.09%)	(5.74%)	(4.38%)	(3.03%)	(2.10%)	(1.67%)
	1.680x	(11.98%)	(10.63%)	(9.27%)	(7.92%)	(6.57%)	(5.21%)	(3.86%)	(2.50%)	(1.57%)	(1.15%)
	1.690x	(11.46%)	(10.11%)	(8.75%)	(7.40%)	(6.04%)	(4.69%)	(3.33%)	(1.98%)	(1.05%)	(0.62%)
	1.700x	(10.94%)	(9.58%)	(8.23%)	(6.87%)	(5.52%)	(4.16%)	(2.81%)	(1.45%)	(0.52%)	(0.10%)
	1.710x	(10.41%)	(9.06%)	(7.70%)	(6.35%)	(4.99%)	(3.64%)	(2.29%)	(0.93%)	0.00%	0.42%
	1.720x	(9.89%)	(8.53%)	(7.18%)	(5.82%)	(4.47%)	(3.12%)	(1.76%)	(0.41%)	0.52%	0.95%
	1.730x	(9.36%)	(8.01%)	(6.66%)	(5.30%)	(3.95%)	(2.59%)	(1.24%)	0.12%	1.05%	1.47%
	1.740x	0.00%	(7.49%)	(6.13%)	(4.78%)	(3.42%)	(2.07%)	(0.71%)	0.64%	1.57%	2.00%
1.750x	(8.32%)	(6.96%)	(5.61%)	(4.25%)	(2.90%)	(1.54%)	(0.19%)	1.16%	2.10%	2.52%	

Source: FactSet as of 8/10/2018.



# Bid / Ask Sensitivity

## Average Unitholder Basis Tax Liability

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	Cash Consideration									
	\$0.00	\$0.50	\$1.00	\$1.50	\$2.00	\$2.50	\$3.00	\$3.50	\$3.84	\$4.00
Exchange Ratio 1.650x	\$2.43	\$2.57	\$2.72	\$2.86	\$3.01	\$3.15	\$3.30	\$3.44	\$3.54	\$3.59
Exchange Ratio 1.660x	\$2.48	\$2.63	\$2.77	\$2.92	\$3.06	\$3.21	\$3.35	\$3.50	\$3.60	\$3.64
Exchange Ratio 1.670x	\$2.54	\$2.68	\$2.83	\$2.97	\$3.12	\$3.26	\$3.41	\$3.55	\$3.65	\$3.70
Exchange Ratio 1.680x	\$2.59	\$2.74	\$2.88	\$3.03	\$3.17	\$3.32	\$3.46	\$3.61	\$3.71	\$3.75
Exchange Ratio 1.690x	\$2.65	\$2.80	\$2.94	\$3.09	\$3.23	\$3.38	\$3.52	\$3.67	\$3.76	\$3.81
Exchange Ratio 1.700x	\$2.71	\$2.85	\$3.00	\$3.14	\$3.29	\$3.43	\$3.58	\$3.72	\$3.82	\$3.87
Exchange Ratio 1.710x	\$2.76	\$2.91	\$3.05	\$3.20	\$3.34	\$3.49	\$3.63	\$3.78	\$3.88	\$3.92
Exchange Ratio 1.720x	\$2.82	\$2.96	\$3.11	\$3.25	\$3.40	\$3.54	\$3.69	\$3.83	\$3.93	\$3.98
Exchange Ratio 1.730x	\$2.87	\$3.02	\$3.16	\$3.31	\$3.45	\$3.60	\$3.74	\$3.89	\$3.99	\$4.03
Exchange Ratio 1.740x	\$2.93	\$3.08	\$3.22	\$3.37	\$3.51	\$3.66	\$3.80	\$3.95	\$4.05	\$4.09
Exchange Ratio 1.750x	\$2.99	\$3.13	\$3.28	\$3.42	\$3.57	\$3.71	\$3.86	\$4.00	\$4.10	\$4.15

Source: FactSet as of 8/10/2018.

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## II. Valuation and Contribution

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# AM Selected Comparable Company Analysis

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	A	B	C	D	E	F	G	H	I	J	K	L	M
	Company	Unit Price at 8/10/2018	Total Equity Market Value <sup>(1)</sup>	Enterprise Value	Dist. Growth 2018E to 2020E CAGR	% Dist. to GP/IDR	LP Distribution / Unit / Price (Yield)		Price / DCF / LP Unit		Enterprise Value / EBITDA		2018E Coverage
							Current	2018E	2018E	2019E	2018E	2019E	
EBP Spon.	Western Gas Partners, L.P.	\$52.36	\$14,025	\$18,211	6%	35%	7.3%	7.3%	10.5x	8.4x	15.0x	12.6x	1.09x
	CNX Midstream Partners LP	20.67	1,491	1,963	15%	12%	6.5%	6.6%	12.0x	8.9x	12.1x	8.4x	1.28x
HG & EBP Spon.	Hess Midstream Partners LP	22.92	1,280	3,307	15%	2%	5.8%	6.2%	14.7x	13.2x	13.1x	10.8x	1.13x
	Noble Midstream Partners LP	48.90	2,045	3,213	20%	5%	4.4%	4.5%	12.5x	11.9x	13.8x	10.0x	2.03x
Other High Growth MLP	EQT Midstream Partners LP	56.22	12,558	15,328	15%	35%	7.8%	7.9%	10.3x	8.7x	15.3x	10.5x	1.05x
	Shell Midstream Partners LP	22.59	7,016	8,955	12%	28%	6.5%	6.6%	14.0x	12.0x	14.9x	10.9x	1.10x
	BP Midstream Partners LP	21.48	2,401	2,707	14%	0%	5.0%	5.2%	16.7x	12.9x	19.4x	13.2x	1.23x
	Valero Energy Partners LP	41.64	4,243	5,418	15%	32%	5.3%	5.4%	14.1x	12.6x	13.4x	10.7x	1.40x
	Phillips 66 Partners LP	53.72	10,822	14,347	11%	38%	5.3%	5.7%	14.2x	13.2x	13.3x	11.9x	1.33x
Mean		\$6,209	\$8,161	15%	17%	5.8%	6.0%	13.7x	11.9x	15.0x	11.0x	1.32x	
Median		\$4,243	\$5,418	15%	28%	5.8%	6.2%	14.0x	12.0x	13.8x	10.8x	1.23x	
Low		\$1,280	\$1,963	6%	0%	4.4%	4.5%	10.3x	8.4x	12.1x	8.4x	1.05x	
High		\$14,025	\$18,211	20%	38%	7.8%	7.9%	16.7x	13.2x	19.4x	13.2x	2.03x	
EBP Sponsored Mean		\$6,280	\$8,404	14%	18%	6.3%	6.5%	12.0x	10.2x	13.9x	10.5x	1.31x	
EBP Sponsored Median		\$2,045	\$3,307	15%	12%	6.5%	6.6%	12.0x	8.9x	13.8x	10.5x	1.13x	
Other High - Growth MLP Mean		\$6,120	\$7,856	13%	24%	5.5%	5.7%	14.8x	12.7x	15.2x	11.7x	1.26x	
Other High - Growth MLP Median		\$5,629	\$7,186	13%	30%	5.3%	5.6%	14.2x	12.7x	14.2x	11.4x	1.28x	
AM at WSC <sup>(1,A)</sup>		\$32.25	\$9,764	\$11,159	29%	30%	4.8%	5.3%	15.3x	12.0x	15.6x	12.0x	1.26x
AM at Mgmt. Estimates		\$32.25	\$9,764	\$11,159	29%	30%	4.8%	5.3%	15.8x	11.8x	15.3x	11.3x	1.27x

Metric	Multiple Range			Implied Unit Price <sup>(1)</sup>		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E EBITDA	\$730	\$715	12.1x - 19.4x	\$19.97	\$26.39	\$48.03
2019E EBITDA	\$989	\$933	8.4x - 13.2x	\$17.17	\$29.61	\$42.25

Metric	Multiple Range			Implied Unit Price <sup>(1)</sup>		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E LP DCF / Unit	\$2.04	\$2.11	10.3x - 16.7x	\$21.12	\$28.68	\$34.03
2019E LP DCF / Unit	\$2.74	\$2.68	8.4x - 13.2x	\$22.92	\$32.77	\$36.28

Metric	Yield Range			Implied Unit Price		
	AM at Mgmt.	AM at WSC		Low	Median	High
2018E Distribution Yield	5.12%	5.17%	7.9% - 4.3%	\$21.84	\$27.88	\$38.29

Source: FactSet as of 8/10/2018 and Wall Street research.

(1) Values GP and IDR cash flow at LP yield for MLPs with non-public GPs.

(2) Defined as high-growth MLP if current - 2020E distribution growth CAGR is greater than 10%.

(3) Based on Wall Street consensus estimates as compiled by FactSet.

(4) Antero Midstream Partners LP announced on February 26, 2018 that its Board of Directors had formed a special committee, in conjunction with the formation of special committees at both Antero Resources and Antero Midstream GP, to evaluate potential measures and transactions that could involve Antero Midstream.

(5) Implied unit prices are calculated based on Management projections.

# AMGP Selected Comparable Company Analysis

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Company	A	B	C	D	E	F	G		H		I		J		K		L		M
							Total Entity Distribution / Unit / Price (Yield) <sup>(1)</sup>		Total Entity Enterprise Value / GP EBITDA <sup>(2)</sup>		Implied GP Equity Value / CAFD <sup>(3)</sup>		2018E - 2022E Dist. CAGR						
	Unit Price at 8/10/2018	Total Entity Equity Value	Total Entity TEV	Implied GP Equity Value	Implied GP TEV		Current	2018E	2018E	2019E	2018E	2019E	2018E	2019E	2018E	2019E			
EQT GP Holdings LP <sup>(4)</sup>	\$23.18	\$7,011	\$7,513	\$5,785	\$7,011		5.2%	5.3%	19.8x	16.0x	18.5x	14.9x						26.4%	
Western Gas Equity Partners, LP	36.26	7,939	9,182	5,314	7,937		6.4%	6.5%	17.9x	16.3x	15.5x	14.1x						11.1%	
Mean		\$7,475	\$8,347	\$5,549	\$7,474		5.9%	5.9%	18.8x	16.2x	17.0x	14.5x						18.8%	
Median		\$7,475	\$8,347	\$5,549	\$7,474		5.9%	5.9%	18.8x	16.2x	17.0x	14.5x						18.8%	
Low		\$7,011	\$7,513	\$5,314	\$7,011		5.3%	5.3%	17.9x	16.0x	15.5x	14.1x						11.1%	
High		\$7,939	\$9,182	\$5,785	\$7,937		6.4%	6.5%	19.8x	16.3x	18.5x	14.9x						26.4%	
AMGP at WSC <sup>(5)</sup>	\$19.34	\$3,697	\$3,697	\$3,697	\$3,692		2.6%	2.8%	37.0x	22.5x	37.0x	22.5x						58.9%	
AMGP at Mgmt Estimates	\$19.34	\$3,697	\$3,697	\$3,697	\$3,692		2.6%	2.8%	27.0x	16.5x	36.7x	22.2x						58.9%	

Series B	Metric	Multiple Range	Implied Total Entity Share Price <sup>(1)</sup>			Metric	Multiple Range	Implied GP Share Price <sup>(1)</sup>										
			Low	Median	High			Low	Median	High								
With Series B Conversion	2019E EBITDA	\$237	\$235	16.0x	16.2x	16.3x	\$18.52	\$18.72	\$18.92	2019E CAFD	\$166	\$177	14.1x	14.5x	14.9x	\$11.45	\$11.78	\$12.10

Series B	Metric	Multiple Range	Yield Range			Implied Total Entity Share Price			
			Low	Median	High	Low	Median	High	
With Series B Conversion	2018E Distribution Yield	\$106	\$105	6.5%	5.9%	5.3%	\$7.94	\$8.78	\$9.82

Source: FactSet as of 8/10/2018 and Wall Street research.

Note: Implied GP value calculated as the equity value of GP - equity value of the LP units held + net debt held by the GP.

(1) Total entity distribution yield calculated as GP distribution per unit / share over current GP unit / share price.

(2) Total entity enterprise value calculated as the equity value of GP + net debt held by the GP. GP EBITDA calculated as total distributions to the GP. For AMGP, EBITDA calculated as total distributions to IDR, LLC less Series B payments.

(3) Implied GP equity value calculated as GP share / unit price times GP shares outstanding. Cash available for distribution (CAFD) calculated as GP EBITDA less interest expense and maintenance capex.

(4) Antero Midstream Partners LP announced on February 26, 2018 that its Board of Directors had formed a special committee, in conjunction with the formation of special committees at both Antero Resources and Antero Midstream GP, to evaluate potential measures and transactions that could involve Antero Midstream.

(5) Implied share prices are calculated based on Management projections.

(6) EQGP Pro Forma for RMP acquisition announced April 2018.

(7) "Total HoldCo Distributions with Series B Conversion" calculated as HoldCo distributions with post-tax Series B payments added back in over (AMGP FD S/O + 18.5mm Series B converted units).

# PF AMGP Selected Public Trading Comparables

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## Midstream C-Corps & High - Growth MLPs

Company	A	B	C	D	E		G	H		J	K	L			
					Distribution / Unit /			Dist. Growth 2018E to 2020E CAGR <sup>(1)</sup>	Equity Value /				Enterprise Value /	Coverage	
					Price (Yield)	Price (Yield)			DCF <sup>(2,3)</sup>						EBITDA
Unit Price at 8/10/2018	Equity Value	TEV	Current	2018E	2018E	2019E	2018E	2019E	2018E	2019E					
<b>Non-IDR Midstream C-Corps</b>															
Kinder Morgan Inc	\$18.17	\$40,098	\$76,652	4.4%	4.4%	25%	9.9x	8.6x	10.2x	10.0x	2.6x				
ONEOK, Inc.	68.90	28,323	36,661	4.8%	4.7%	10%	16.2x	15.4x	15.4x	14.4x	1.3x				
Plains All American Pipeline GP	26.64	7,542	7,438	4.5%	4.4%	10%	12.2x	9.5x	21.8x	20.1x	1.7x				
SemGroup Corporation	25.80	2,028	4,832	7.3%	7.4%	5%	10.9x	8.1x	12.2x	10.5x	1.5x				
Targa Resources Corp.	53.98	12,011	18,253	6.7%	6.7%	0%	13.9x	13.2x	13.9x	11.8x	1.1x				
The Williams Companies, Inc.	31.79	38,625	59,665	4.3%	5.3%	6%	18.5x	16.9x	24.1x	22.6x	1.2x				
<b>High - Growth MLPs<sup>(4)</sup></b>															
CNK Midstream Partners LP	\$20.67	\$1,491	\$1,963	6.5%	6.6%	15%	12.0x	8.9x	12.1x	8.4x	1.3x				
EQT Midstream Partners LP	56.22	12,558	15,328	7.8%	7.9%	15%	10.3x	8.7x	15.3x	10.5x	1.0x				
Hess Midstream Partners LP	22.92	1,280	3,307	5.8%	6.2%	15%	14.7x	13.2x	13.1x	10.8x	1.1x				
Noble Midstream Partners LP	48.90	2,045	3,213	4.4%	4.5%	20%	12.5x	11.9x	13.8x	10.0x	2.0x				
BP Midstream Partners LP	21.48	2,401	2,707	5.0%	5.2%	14%	16.7x	12.9x	19.4x	13.2x	1.2x				
Shell Midstream Partners LP	22.59	7,016	8,955	6.5%	6.6%	12%	14.0x	12.0x	14.9x	10.9x	1.1x				
Valero Energy Partners LP	41.64	4,243	5,418	5.3%	5.4%	15%	14.1x	12.6x	13.4x	10.7x	1.4x				
<b>Mean</b>		<b>\$12,282</b>	<b>\$18,799</b>	<b>5.6%</b>	<b>5.8%</b>	<b>13%</b>	<b>13.5x</b>	<b>11.7x</b>	<b>15.3x</b>	<b>12.6x</b>	<b>1.4x</b>				
<b>Median</b>		<b>\$7,016</b>	<b>\$7,438</b>	<b>5.3%</b>	<b>5.4%</b>	<b>14%</b>	<b>13.9x</b>	<b>12.0x</b>	<b>13.9x</b>	<b>10.8x</b>	<b>1.3x</b>				
<b>Midstream C-Corp Mean</b>		<b>\$21,438</b>	<b>\$33,917</b>	<b>5.3%</b>	<b>5.5%</b>	<b>10%</b>	<b>13.6x</b>	<b>11.9x</b>	<b>16.2x</b>	<b>14.9x</b>	<b>1.6x</b>				
<b>Midstream C-Corp Median</b>		<b>\$20,167</b>	<b>\$27,457</b>	<b>4.6%</b>	<b>5.0%</b>	<b>8%</b>	<b>13.1x</b>	<b>11.3x</b>	<b>14.6x</b>	<b>13.1x</b>	<b>1.4x</b>				
<b>High-Growth MLP Mean</b>		<b>\$4,433</b>	<b>\$5,842</b>	<b>5.9%</b>	<b>6.1%</b>	<b>15%</b>	<b>13.5x</b>	<b>11.5x</b>	<b>14.6x</b>	<b>10.6x</b>	<b>1.3x</b>				
<b>High-Growth MLP Median</b>		<b>\$2,401</b>	<b>\$3,307</b>	<b>5.8%</b>	<b>6.2%</b>	<b>15%</b>	<b>14.0x</b>	<b>12.0x</b>	<b>13.8x</b>	<b>10.7x</b>	<b>1.2x</b>				
<b>PF AMGP at AMGP Proposal</b>	<b>\$19.34</b>	<b>\$9,304</b>	<b>\$11,208</b>	<b>4.7%</b>	<b>4.9%</b>	<b>28%</b>	<b>14.7x</b>	<b>10.9x</b>	<b>14.3x</b>	<b>11.3x</b>	<b>1.2x</b>				
<b>PF AMGP at AM Proposal</b>	<b>\$19.34</b>	<b>\$10,183</b>	<b>\$11,578</b>	<b>5.3%</b>	<b>5.2%</b>	<b>29%</b>	<b>16.6x</b>	<b>12.3x</b>	<b>14.8x</b>	<b>11.7x</b>	<b>1.1x</b>				

Source: FactSet as of 8/10/2018 and Wall Street research.

Note: Assumes AMGP share price of \$19.34 for offer / AM Proposal metrics.

(1) For C-corps, CAGR calculated using Q4 2017 dividend annualized and 2020E dividend.

(2) Calculated as equity value to LP DCF.

(3) DCF calculated as EBITDA less interest expense and maintenance capital.

(4) Defined as high-growth MLP if current - 2020E distribution growth CAGR is greater than 10%.

# Precedents | MLP Transactions Analysis

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A	B	C	D	E	F	G	H	I	J	K	L	M
Announcement Date	Acquirer	Target	Transaction Value	TEV / FY EBITDA <sup>(1)</sup>	Adj. Transaction Value <sup>(2)</sup>	Adj. TEV / FY EBITDA <sup>(3)</sup>	Debt Value	1-Day Premium	3 Cash	Taxable Transaction	Buyer Type	Transaction Type
8/1/18	Energy Transfer Equity, L.P.	Energy Transfer Partners	\$66,981	8.9x	\$66,915	8.9x	\$7,179	11.2%	0%	No	MLP	Affiliate
6/19/18	Cherokee Energy Inc.	Cherokee Energy Partners LP Holdings	\$651	10.7x	\$5,526	10.4x	\$1,240	2.2%	0%	No	C-Corp	Affiliate
5/17/18	Williams Companies	Williams Partners, LP	\$7,793	12.6x	\$6,013	12.2x	\$0,427	6.4%	0%	Yes	C-Corp	Affiliate
3/26/18	Tall Grass Energy GP, LP	Talgrass Energy Partners, LP	8,361	12.0x	8,083	11.6x	1,686	0.6%	0%	Yes	C-Corp	Affiliate
2/7/18	Terra Nitrogen GP, Inc.	Terra Nitrogen Co. LP	1,474	7.0x	1,432	6.8x	\$387	3.7%	100%	Yes	C-Corp	Affiliate
1/2/18	Arbrook, Inc.	Arbrook Partners, LP	2,408	9.6x	2,358	9.3x	607	23.4%	0%	Yes	C-Corp	Affiliate
8/29/17	Zenith Energy US, LP	Arc Logistics Partners LP	736	12.9x	736	12.9x	407	15.2%	100%	Yes	MLP	3rd Party
5/18/17	Energy Transfer Partners, LP	PermTex Midstream Partners, LP	963	12.6x	873	11.4x	280	20.1%	100%	Yes	MLP	Affiliate
3/2/17	VTTI, B.V.	VTTI Energy Partners, LP	1,867	9.2x	1,842	9.1x	481	6.0%	100%	Yes	C-Corp	Affiliate
4/2/17	World Port Terminals, Inc.	World Port Terminals, LP	594	9.1x	570	8.8x	159	5.8%	100%	Yes	C-Corp	Affiliate
2/1/17	ONEOK, Inc.	ONEOK Partners, LP	23,654	12.0x	22,280	11.4x	9,309	25.8%	0%	Yes	C-Corp	Affiliate
1/2/17	Enbridge Energy Company	Midwest Energy Partners, LP	1,176	11.4x	1,194	11.6x	170	(8.4%)	100%	Yes	C-Corp	Affiliate
11/21/16	Sunoco Logistics Partners, LP	Energy Transfer Partners, LP	\$4,455	9.7x	\$4,455	9.7x	21,945	(0.2%)	0%	No	MLP	Affiliate
10/24/16	American Midstream Partners LP	JP Energy Partners LP	476	8.6x	476	8.6x	302	9.1%	0%	No	MLP	3rd Party
9/26/16	Transcoada	Columbia Pipeline Partners	3,464	4.9x	3,384	4.8x	915	11.1%	100%	Yes	C-Corp	Affiliate
5/20/16	SenGroup Corp.	Rose Rock Midstream	2,034	12.0x	2,034	12.0x	771	0.0%	0%	Yes	C-Corp	Affiliate
11/3/15	Targa Resources Corp.	Targa Resources Partners LP	12,329	10.6x	12,138	10.5x	6,672	18.4%	0%	Yes	C-Corp	Affiliate
8/1/15	Transcoan, Inc.	Transcoan Partners, LP	1,202	3.5x	1,153	3.3x	259	20.8%	0%	No	C-Corp	Affiliate
10/26/15	Western Refining, Inc.	Northern Tier Energy	5,286	11.8x	5,185	11.5x	1,882	11.7%	65%	Yes	C-Corp	3rd Party
7/13/15	MPX LP	MarkWest Energy Partners, LP	22,300	22.8x	22,300	22.8x	\$6,612	36.3%	8%	No	MLP	3rd Party
5/6/15	Crestwood Equity Partners, LP	Crestwood Midstream Partners	6,920	11.9x	6,901	11.9x	3,381	17.2%	0%	No	MLP	Affiliate
4/6/15	Tecoro Logistics LP	QEP Midstream Partners LP	1,145	7.5x	1,104	7.2x	294	8.6%	0%	No	MLP	Affiliate
3/26/15	Energy Transfer Partners, LP	Regency Energy Partners LP	18,593	11.0x	18,593	11.0x	11,276	13.2%	1%	No	MLP	Affiliate
6/15/14	Williams Partners LP	Acoex Midstream Partners LP	35,891	11.0x	35,891	11.0x	23,579	1.3%	0%	No	MLP	Affiliate
10/13/14	Targa Resources Partners LP	Atlas Pipeline Partners LP	6,002	17.5x	6,002	17.5x	3,866	15.0%	3%	No	MLP	3rd Party
11/12/14	Enterprise Products Partners LP	Oltanking Partners LP	4,289	23.0x	4,240	22.8x	1,292	1.7%	0%	No	MLP	Affiliate
8/10/14	Kinder Morgan Inc.	Kinder Morgan Energy Partners	52,566	8.8x	52,351	8.8x	27,351	12.0%	12%	Yes	C-Corp	Affiliate
8/10/14	Kinder Morgan Inc.	El Paso Pipeline Partners	13,677	11.9x	13,193	11.4x	5,421	15.4%	12%	Yes	C-Corp	Affiliate
7/24/14	Brithum Energy Partners	QR Energy LP	2,856	9.4x	2,856	9.4x	1,811	17.5%	19%	No	MLP	3rd Party
10/10/13	Regency Energy Partners LP	PVR Partners LP	5,659	13.5x	5,659	13.5x	3,231	25.7%	1%	No	MLP	3rd Party
8/27/13	Pine Bluff American LP	PAK Natural Gas Storage LP	2,531	20.1x	2,434	19.4x	755	8.5%	0%	No	MLP	Affiliate
5/6/13	Inergy Midstream LP	Crestwood Midstream Partners LP	2,643	14.6x	2,643	14.6x	1,661	14.5%	4%	No	MLP	3rd Party
3/29/13	Kinder Morgan Energy Partners LP	Copano Energy LLC	4,858	14.9x	4,858	14.9x	3,911	23.5%	0%	No	MLP	3rd Party
2/23/11	Enterprise Products Partners	Duncan Energy Partners LP	3,282	9.5x	2,975	8.6x	1,006	28.1%	0%	No	MLP	Affiliate
	<b>C-Corp Buying MLP</b>	<b>Median</b>	<b>\$4,375</b>	<b>10.6x</b>	<b>\$4,284</b>	<b>10.5x</b>	<b>\$1,078</b>	<b>8.8%</b>	<b>6%</b>			
		<b>Mean</b>	<b>12,892</b>	<b>9.8x</b>	<b>11,807</b>	<b>9.6x</b>	<b>4,740</b>	<b>9.7%</b>	<b>37%</b>			
	<b>Affiliate</b>	<b>Median</b>	<b>\$4,289</b>	<b>10.7x</b>	<b>\$4,243</b>	<b>10.5x</b>	<b>\$1,240</b>	<b>8.6%</b>	<b>0%</b>			
		<b>Mean</b>	<b>15,729</b>	<b>10.8x</b>	<b>15,121</b>	<b>10.6x</b>	<b>6,283</b>	<b>10.1%</b>	<b>25%</b>			
	<b>3rd Party</b>	<b>Median</b>	<b>\$4,858</b>	<b>13.5x</b>	<b>\$4,858</b>	<b>13.5x</b>	<b>\$1,982</b>	<b>15.2%</b>	<b>4%</b>			
		<b>Mean</b>	<b>5,653</b>	<b>14.0x</b>	<b>5,647</b>	<b>14.0x</b>	<b>3,821</b>	<b>18.7%</b>	<b>22%</b>			
	<b>Overall</b>	<b>Median</b>	<b>\$4,373</b>	<b>11.2x</b>	<b>\$4,550</b>	<b>11.2x</b>	<b>\$1,674</b>	<b>11.9%</b>	<b>0%</b>			
		<b>Mean</b>	<b>13,768</b>	<b>11.7x</b>	<b>12,617</b>	<b>11.5x</b>	<b>5,634</b>	<b>11.4%</b>	<b>24%</b>			
	<b>AMGP Proposal</b>	<b>Astero Midstream GP LP<sup>(4)</sup></b>	<b>\$10,282</b>	<b>14.1x</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>(14.5%)</b>	<b>0%</b>	<b>Yes</b>	<b>C-Corp</b>	<b>Affiliate</b>
	<b>AM Proposal</b>	<b>Astero Midstream GP LP<sup>(5)</sup></b>	<b>11,151</b>	<b>15.3x</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>2.0%</b>	<b>6%</b>	<b>Yes</b>	<b>C-Corp</b>	<b>Affiliate</b>

AMGP Proposal  
AM Proposal

Source: Company filings, press releases, presentations and FactSet for pricing data. Represents precedent MLP transactions by affiliated and third party MLPs, Public GPs and C-Corps since 2011.  
 Note: Consider transactions within target to an MLP.  
 (1) Based on Wall Street research.  
 (2) Non-adjusted transaction TEV values affiliated and non-affiliated units at offer price.  
 (3) Adjusted transaction TEV value affiliated units at market price and non-affiliated units at offer price.  
 (4) Illustrative transaction value for AMGP at AMGP Proposal includes conversion of Series B units, all existing debt, and the purchase of all units outstanding. Excludes transaction fees. Premium to Series B implied current 16 of 1.87.  
 (5) Illustrative transaction value for AM Proposal includes conversion of Series B units, cash consideration to avoid share selling, all existing debt, and the purchase of all units outstanding. Excludes transaction fees. Assumes cash consideration of \$3.04 per public unit outstanding. Premium to Series B implied current 16 of 1.87.

# Premiums Paid Analysis | MLP Transactions

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A	B	C	D	Premium		G	H
				E	F		
Announcement Date	Target	Acquirer	Transaction Value	1-Day Premium	Unaffected 1-Day Premium	Unaffected Date	Taxable Transaction
8/1/18	Energy Transfer Equity, L.P.	Energy Transfer Partners	\$66,981	11.2%	11.2%	NA	No
6/19/18	Cheniere Energy Partners LP Holdings	Cheniere Energy Inc.	5,651	2.2%	10.7%	5/16/18	No
5/17/18	Williams Partners, LP	Williams Companies	57,793	6.4%	16.5%	3/15/18	Yes
3/26/18	Tallgrass Energy Partners, LP	Tall Grass Energy GP, LP	8,361	0.6%	(18.4%)	2/7/18	Yes
2/7/18	Terra Nitrogen Co. LP	Terra Nitrogen GP, Inc.	1,474	3.7%	3.7%	NA	Yes
1/2/18	Archrock Partners, LP	Archrock, Inc.	2,438	23.4%	23.4%	NA	Yes
8/29/17	Arc Logistics Partners LP	Zenith Energy US, LP	736	15.2%	15.2%	NA	Yes
5/18/17	PennTex Midstream Partners, LP	Energy Transfer Partners, LP	963	20.1%	17.8%	10/24/16	Yes
3/2/17	VTTI Energy Partners, LP	VTTI, B.V.	1,867	6.0%	6.0%	NA	Yes
4/3/17	World Point Terminals, LP	World Point Terminals, Inc.	594	5.8%	5.8%	NA	Yes
2/1/17	ONEOK Partners, LP	ONEOK, Inc.	23,654	25.8%	25.8%	NA	Yes
1/27/17	Midcoast Energy Partners, LP	Enbridge Energy Company	1,176	(8.6%)	(8.6%)	NA	Yes
11/21/16	Energy Transfer Partners, LP	Sunoco Logistics Partners, LP	54,455	(0.2%)	(0.2%)	NA	No
10/24/16	JP Energy Partners LP	American Midstream Partners	476	9.1%	9.1%	NA	No
9/26/16	Transcanada	Columbia Pipeline Partners LP	3,464	11.1%	9.9%	3/16/16	Yes
8/1/16	Transocean Partners LLC	Transocean Inc.	1,202	20.8%	20.8%	NA	No
5/30/16	Rose Rock Midstream	SemGroup Corp.	2,034	0.0%	0.0%	NA	Yes
11/3/15	Targa Resources Partners LP	Targa Resources Corp.	12,229	18.4%	18.4%	NA	Yes
10/26/15	Northern Tier Energy	Western Refining, Inc.	5,286	11.7%	11.7%	NA	Yes
7/13/15	MarkWest Energy Partners, LP	MPLX LP	22,360	36.3%	36.3%	NA	No
5/6/15	Crestwood Midstream Partners	Crestwood Equity Partners, LP	6,920	17.2%	17.2%	NA	No
4/6/15	QEP Midstream Partners LP	Tesoro Logistics LP	1,145	8.6%	(14.0%)	10/18/14	No
1/26/15	Regency Energy Partners LP	Energy Transfer Partners, LP	18,593	13.2%	13.2%	NA	No
6/15/14	Access Midstream Partners LP	Williams Partners LP	35,891	1.3%	1.3%	NA	No
10/13/14	Atlas Pipeline Partners LP	Targa Resources Partners LP	6,002	15.0%	15.0%	NA	No
11/12/14	Oiltanking Partners LP	Enterprise Products Partners LP	4,289	1.7%	(0.9%)	9/30/14	No
8/30/14	Kinder Morgan Energy Partners	Kinder Morgan Inc.	52,566	12.0%	12.0%	NA	Yes
8/10/14	El Paso Pipeline Partners	Kinder Morgan Inc.	13,677	15.4%	15.4%	NA	Yes
7/24/14	QR Energy LP	Breitburn Energy Partners	2,856	17.5%	17.5%	NA	No
10/10/13	PVR Partners LP	Regency Energy Partners LP	5,659	25.7%	25.7%	NA	No
8/27/13	PAA Natural Gas Storage LP	Plains All American LP	2,531	8.5%	8.5%	NA	No
5/6/13	Crestwood Midstream Partners LP	Inergy Midstream LP	2,643	14.5%	14.5%	NA	No
1/29/13	Copano Energy LLC	Kinder Morgan Energy Partners LP	4,858	23.5%	23.5%	NA	No
2/23/11	Duncan Energy Partners LP	Enterprise Products Partners	3,282	28.1%	28.1%	NA	No
<b>Median</b>				<b>12.0%</b>	<b>13.2%</b>		
<b>Mean</b>				<b>12.4%</b>	<b>11.5%</b>		
<b>Taxable Transactions Median</b>				<b>9.2%</b>	<b>11.9%</b>		
<b>Taxable Transactions Mean</b>				<b>10.3%</b>	<b>9.7%</b>		

Source: Company filings, press releases, presentations and FactSet for pricing data. Represents precedent MLP transactions by affiliated and third party MLPs, Public GPs and C-Corps since 2011.  
Note: Considers transactions where target is an MLP. Implied transaction premium to AM based on adjusted offer XR of 1.71x adjusted to reflect proposed Series B conversion, with ANGP share price calculated as (ANGP equity value + ((ANGP equity value - \$20) x 6%) / (ANGP fully diluted shares outstanding + 35.5mm).

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# Analysis at Various Exchange Ratios

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(\$ in millions, unless otherwise noted)

	A	B	C	D	E	F	G	H	I	J	K	L
			At AMGP Proposal			At Current Adjusted <sup>(1)</sup>				At AM <sup>(1)</sup> Proposal		
Exchange Ratio (At Current AMGP Sh. Price of \$19.34)			1.650x	1.700x	1.750x	1.786x	1.800x	1.850x	1.900x	1.909x		
Premium to Implied AM Unit Price (AMGP Share Price x Adj. Current XR)			(7.6%)	(4.8%)	(2.0%)	0.0%	0.8%	3.6%	6.4%	6.9%		
Implied AM Unit Price			\$29.80	\$30.70	\$31.61	\$32.25	\$32.51	\$33.41	\$34.32	\$34.47		
Fully Diluted AM Units Outstanding			188.1	188.1	188.1	188.1	188.1	188.1	188.1	188.1		
Implied Fully-Diluted AM Equity Value			\$5,606	\$5,776	\$5,946	\$6,067	\$6,116	\$6,286	\$6,456	\$6,485		
AM Net Debt			1,400	1,400	1,400	1,400	1,400	1,400	1,400	1,400		
AMGP Enterprise Value (Including Series B) <sup>(1)</sup>			3,692	3,692	3,692	3,692	3,692	3,692	3,692	3,692		
Implied AM Enterprise Value <sup>(1)</sup>			\$10,699	\$10,869	\$11,039	\$11,159	\$11,208	\$11,378	\$11,548	\$11,578		
Implied AMGP Equity Value			3,697	3,697	3,697	3,697	3,697	3,697	3,697	3,697		

Multiples:	AM Statistic										Trading Median	Transaction Median (NTM)
AR Base Case	2018E EBITDA	\$730	14.7x	14.9x	15.1x	15.2x	15.4x	15.6x	15.8x	15.9x	13.8x	11.2x
	2019E EBITDA	\$989	10.8x	11.0x	11.2x	11.3x	11.3x	11.5x	11.7x	11.7x	10.8x	
	2018E DCF <sup>(2)</sup>	\$385	14.6x	15.0x	15.5x	15.8x	15.9x	16.3x	16.8x	16.9x	14.0x	
	2019E DCF <sup>(2)</sup>	\$516	10.9x	11.2x	11.5x	11.8x	11.9x	12.2x	12.5x	12.6x	12.0x	
	Current Yield	\$1.66	5.6%	5.4%	5.3%	5.1%	5.1%	5.0%	4.8%	4.8%	5.8%	
	2018E Yield	\$1.72	5.8%	5.6%	5.4%	5.3%	5.3%	5.1%	5.0%	5.0%	6.2%	

Multiples:	AM Statistic										Trading Median	Transaction Median
AR Downside Volumes Case	2018E EBITDA	\$729	14.7x	14.9x	15.1x	15.2x	15.4x	15.6x	15.8x	15.9x	13.8x	11.2x
	2019E EBITDA	\$851	12.6x	12.8x	13.0x	13.1x	13.2x	13.4x	13.6x	13.6x	10.8x	
	2018E DCF <sup>(2)</sup>	\$384	14.6x	15.0x	15.5x	15.8x	15.9x	16.4x	16.8x	16.9x	14.0x	
	2019E DCF <sup>(2)</sup>	\$462	12.4x	12.8x	13.1x	13.4x	13.5x	13.9x	14.3x	14.3x	12.0x	
	Current Yield	\$1.66	5.6%	5.4%	5.3%	5.1%	5.1%	5.0%	4.8%	4.8%	5.8%	
	2018E Yield	\$1.72	5.8%	5.6%	5.4%	5.3%	5.3%	5.1%	5.0%	5.0%	6.2%	

Source: Company filings, and FactSet as for 8/10/2018.

(1) Includes Series B conversion value of [AMGP equity value + (\$2b) x 6%].

(2) DCF attributable to the LP unitholders.

(3) Adjusted to reflect proposed Series B conversion, with AMGP share price calculated as [AMGP equity value + (\$2b) x 6%] / (AMGP fully diluted shares outstanding + 18.5mm).

(4) AM Proposal: 1.710x XR and \$3.84 cash consideration / unit.

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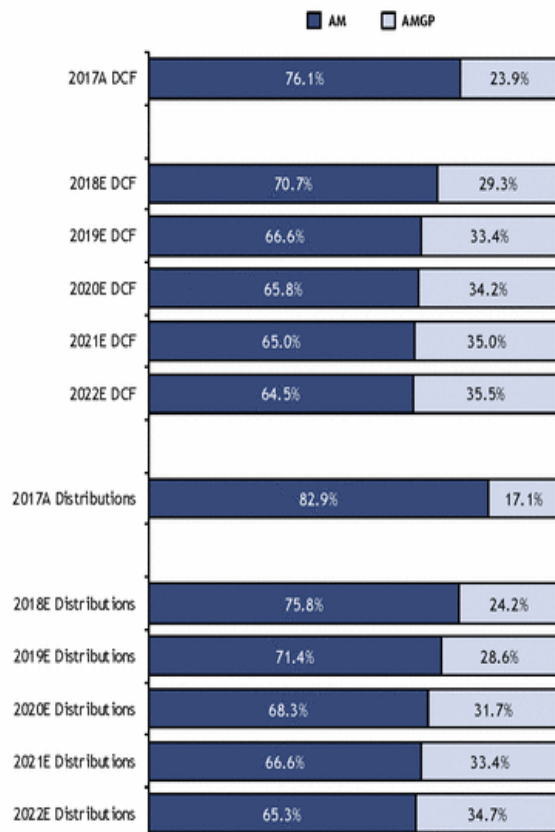


# Contribution Analysis | AR Base Case

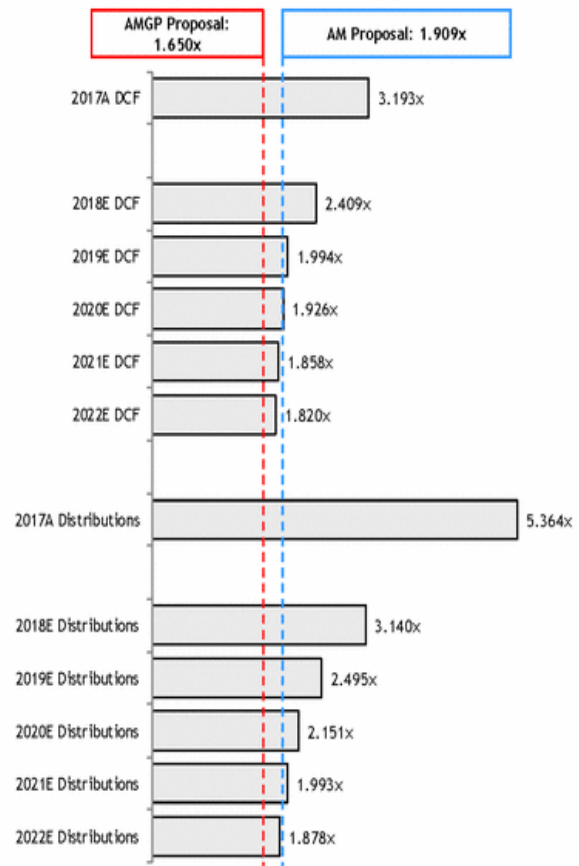
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AMGP DCF Contribution Based On Actual Forecasted Taxes (Including on Series B Cash Flow)

## Contribution Analysis Implied Ownership



## Implied Exchange Ratio | Series B Adjusted<sup>(1,2)</sup>



Source: Management projections, FactSet as of 8/10/2018.

Note: AM DCF calculated as LP Interest in EBITDA less interest expense, maintenance capex, and tax withholding reimbursements paid to AR. AMGP DCF calculated as IDR DCF from AM to IDR LLC less G&A and cash taxes plus post-tax Series B payments.

Note: AM distributions calculated as distributions attributable to LP unitholders. AMGP distributions defined as distributions attributable to IDR, LLC less taxes paid on full distributions available to IDR, LLC less G&A.

Note: Cash tax shield from Series B depreciation of ~\$6mm per year.

(1) Implied exchange ratios utilize adjusted AMGP share count of fully diluted AMGP shares outstanding + 18.5mm converted Series B units.

(2) AM Proposal: 1.710x XR and \$3.84 cash consideration / unit.

# Implied Exchange Ratios<sup>(1)</sup>

AM & AMGP

AMGP Proposal: 1.650x

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AM Proposal: 1.909x

## AR Base Volumes Case

Discounted Levered DCF Approach				Discounted Distribution Approach				PV of Future Share Price						
Implied XR				Implied XR				PV of FSP at 10% Discount Rate						
Low Med High				Low Med High				YE 2019 YE 2020 YE 2021						
Discount Rate	8.0%	1.149x	1.437x	1.796x	Discount Rate	8.0%	1.039x	1.551x	2.189x	Low	1.936x	1.806x	1.714x	
	10.0%	1.154x	1.442x	1.800x		10.0%	1.042x	1.554x	2.190x		Mid	1.743x	1.630x	1.550x
	12.0%	1.160x	1.447x	1.804x		12.0%	1.045x	1.557x	2.192x		High	1.483x	1.390x	1.324x

## AR Downside Volumes Case

Discounted Levered DCF Approach				Discounted Distribution Approach				PV of Future Share Price						
Implied XR				Implied XR				PV of FSP at 10% Discount Rate						
Low Med High				Low Med High				YE 2019 YE 2020 YE 2021						
Discount Rate	8.0%	1.282x	1.601x	1.996x	Discount Rate	8.0%	1.115x	1.658x	2.331x	Low	2.046x	1.923x	1.831x	
	10.0%	1.288x	1.606x	2.000x		10.0%	1.119x	1.661x	2.332x		Mid	1.843x	1.736x	1.657x
	12.0%	1.294x	1.611x	2.004x		12.0%	1.123x	1.665x	2.333x		High	1.568x	1.481x	1.417x

Source: Management projections. FactSet as of 8/10/2018.

Note: AM distributable cash flow defined as distributable cash flow attributable to AM LP unitholders. AMGP distributable cash flow defined as HoldCo DCF with pre-tax Series B payments added back in. AMGP share values based on Shares Outstanding including 18.5mm additional shares from Series B conversion.

(1) Low AM to high AMGP and high AM to low AMGP implied unit and share prices compared to assess full range of potential exchange ratios.

# Has / Gets Analysis | AR Base Case

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## Stand Alone AM Implied Unit Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.37	\$42.09	\$46.82
	10.0%	\$34.98	\$39.38	\$43.77
	12.0%	\$32.80	\$36.89	\$40.97

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## XR Adjusted PF AMGP Implied Share Price | 1.650x XR

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$42.50	\$49.17	\$55.84
	10.0%	\$39.75	\$45.95	\$52.15
	12.0%	\$37.23	\$43.00	\$48.77

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$44.74	\$51.18	\$60.20
	10.0%	\$41.73	\$47.72	\$56.10
	12.0%	\$38.99	\$44.56	\$52.35

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$39.82	\$46.74	\$53.67
	8.5%	\$37.50	\$44.05	\$50.59
	10.0%	\$35.33	\$41.53	\$47.73

Source: Management projections and FactSet as of 8/10/2018.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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## Stand Alone AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E CAFD Multiple

		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$26.07	\$29.29	\$32.52
	10.0%	\$24.31	\$27.31	\$30.31
	12.0%	\$22.71	\$25.50	\$28.28

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$26.50	\$32.78	\$43.78
	10.0%	\$24.71	\$30.55	\$40.77
	12.0%	\$23.08	\$28.51	\$38.01

## PF AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$25.76	\$29.80	\$33.84
	10.0%	\$24.09	\$27.85	\$31.61
	12.0%	\$22.57	\$26.06	\$29.56

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$27.11	\$31.02	\$36.48
	10.0%	\$25.29	\$28.92	\$34.00
	12.0%	\$23.63	\$27.00	\$31.73

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$24.13	\$28.33	\$32.52
	8.5%	\$22.73	\$26.69	\$30.66
	10.0%	\$21.41	\$25.17	\$28.92

Source: Management projections and FactSet as of 8/10/2018.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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## Stand Alone AM Implied Unit Price

### Discounted Levered DCF Analysis

		2022E DCF Multiple		
		9.0x	10.5x	12.0x
Discount Rate	8.0%	\$37.37	\$42.09	\$46.82
	10.0%	\$34.98	\$39.38	\$43.77
	12.0%	\$32.80	\$36.89	\$40.97

### Discounted Distribution Analysis

		2022E Distribution Yield		
		8.0%	7.0%	6.0%
Discount Rate	8.0%	\$45.47	\$50.85	\$58.02
	10.0%	\$42.47	\$47.47	\$54.14
	12.0%	\$39.73	\$44.38	\$50.58

## XR Adjusted PF AMGP Implied Share Price | 1.909x XR<sup>(1)</sup>

### Discounted Levered DCF Analysis

		2022E DCF Multiple		
		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$46.25	\$52.91	\$59.57
	10.0%	\$43.50	\$49.69	\$55.88
	12.0%	\$40.99	\$46.75	\$52.51

### Discounted Distribution Analysis

		2022E Distribution Yield		
		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$50.31	\$56.99	\$66.34
	10.0%	\$47.20	\$53.40	\$62.09
	12.0%	\$44.36	\$50.13	\$58.21

### Discounted Cash Flow | Unlevered FCF<sup>(2)</sup> | Discounted at WACC

		2022E Terminal Multiple		
		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$43.57	\$50.49	\$57.40
	8.5%	\$41.25	\$47.79	\$54.34
	10.0%	\$39.09	\$45.28	\$51.47

Source: Management projections and FactSet as of 8/10/2018.

Note: Utilizes adjusted PF AMGP Management coverage: implied distribution / dividend breakeven coverage ratio in 2018E and PF AMGP Management coverage in 2019E+.

(1) Implied XR at 1.710x equity XR and cash consideration of \$3.84 / unit. Cash consideration added to implied share price at 1.710x XR.

(2) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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# Has / Gets Analysis | AR Base Case

For AMGP | AM Proposal

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SUBJECT TO CHANGE

## Stand Alone AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E CAFD Multiple

		14.0x	16.0x	18.0x
Discount Rate	8.0%	\$26.07	\$29.29	\$32.52
	10.0%	\$24.31	\$27.31	\$30.31
	12.0%	\$22.71	\$25.50	\$28.28

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	5.5%	4.0%
Discount Rate	8.0%	\$26.50	\$32.78	\$43.78
	10.0%	\$24.71	\$30.55	\$40.77
	12.0%	\$23.08	\$28.51	\$38.01

## PF AMGP Implied Share Price

### Discounted Levered DCF Analysis

#### 2022E DCF Multiple

		10.0x	12.0x	14.0x
Discount Rate	8.0%	\$24.80	\$28.69	\$32.59
	10.0%	\$23.19	\$26.81	\$30.43
	12.0%	\$21.72	\$25.09	\$28.46

### Discounted Distribution Analysis

#### 2022E Distribution Yield

		7.0%	6.0%	5.0%
Discount Rate	8.0%	\$27.18	\$31.08	\$36.55
	10.0%	\$25.36	\$28.98	\$34.06
	12.0%	\$23.69	\$27.07	\$31.79

### Discounted Cash Flow | Unlevered FCF<sup>(1)</sup> | Discounted at WACC

#### 2022E Terminal Multiple

		11.0x	13.0x	15.0x
Discount Rate	7.0%	\$23.23	\$27.28	\$31.32
	8.5%	\$21.88	\$25.70	\$29.53
	10.0%	\$20.61	\$24.23	\$27.85

Source: Management projections and FactSet as of 8/10/2018.

Note: Utilizes adjusted PF AMGP Management coverage: implied distribution / dividend breakeven coverage ratio in 2018E and PF AMGP Management coverage in 2019E+.

(1) Unlevered free cash flow defined as PF AMGP EBITDA less cash taxes and capital expenditures. Implied equity value per share backs out implied AM Q2 2018 net debt per share.

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## III. Pro Forma Impact - Accretion/Dilution

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## A. Pre-Tax

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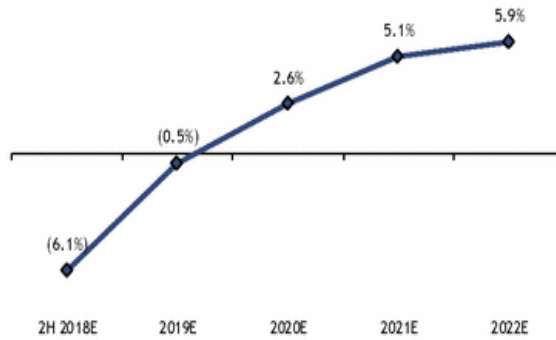


# Distributable Cash Flow Accretion / (Dilution)

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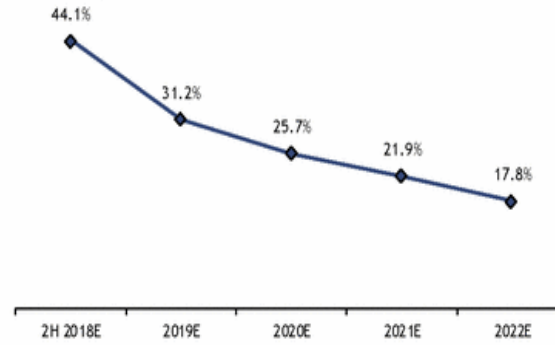
AMGP Proposal | Pre - Unitholder Tax | AM & AMGP | AR Base Case

AM Accretion / (Dilution) - %  
At 1.650x Exchange Ratio



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Pro Forma AMGP:	\$1.01	\$2.73	\$3.32	\$3.94	\$4.54
\$ Acc / (Dil):	(\$0.07)	(\$0.01)	\$0.09	\$0.19	\$0.25

AMGP Accretion / (Dilution) - %  
At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.34
Pro Forma AMGP:	\$0.61	\$1.65	\$2.01	\$2.39	\$2.75
\$ Acc / (Dil):	\$0.19	\$0.39	\$0.41	\$0.43	\$0.42

Accretion / (Dilution) Analysis at Various XRs

	2H 2018E	2019E	2020E	2021E	2022E
1.650x	(6.1%)	(0.5%)	2.6%	5.1%	5.9%
1.700x	(5.0%)	0.7%	3.8%	6.4%	7.2%
1.750x	(3.9%)	1.8%	5.0%	7.6%	8.4%
1.800x	(2.9%)	2.9%	6.1%	8.7%	9.6%
1.850x	(1.9%)	4.0%	7.2%	9.8%	10.8%
1.900x	(0.9%)	5.0%	8.3%	10.9%	11.9%

Accretion / (Dilution) Analysis at Various XRs

	2H 2018E	2019E	2020E	2021E	2022E
1.650x	44.1%	31.2%	25.7%	21.9%	17.8%
1.700x	41.6%	28.8%	23.4%	19.8%	15.7%
1.750x	39.1%	26.6%	21.3%	17.7%	13.7%
1.800x	36.7%	24.4%	19.2%	15.6%	11.8%
1.850x	34.3%	22.3%	17.1%	13.6%	9.9%
1.900x	32.1%	20.2%	15.2%	11.7%	8.1%

Source: Management projections and FactSet as of 8/10/2018

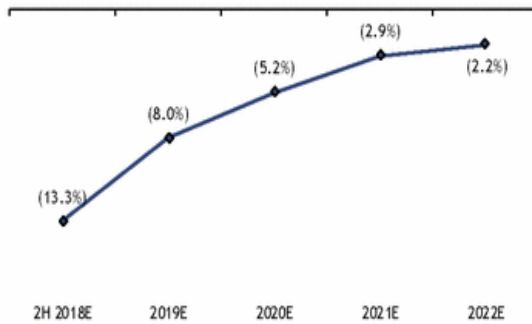
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# Distributable Cash Flow Accretion / (Dilution)

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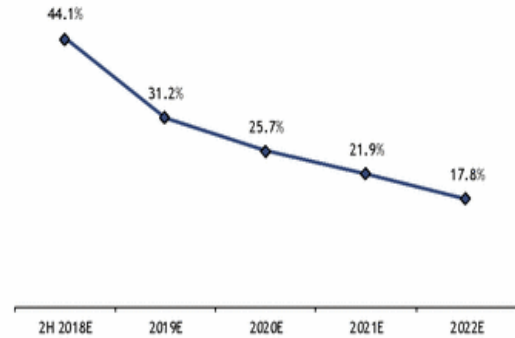
## AMGP Proposal | AR Base Case

AM Accretion / (Dilution) - %  
At 1.650x Exchange Ratio (1.525x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
Pro Forma AMGP:	\$0.93	\$2.52	\$3.07	\$3.64	\$4.19
\$ Acc / (Dil):	(\$0.14)	(\$0.22)	(\$0.17)	(\$0.11)	(\$0.09)

AMGP Accretion / (Dilution) - %  
At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.34
Pro Forma AMGP:	\$0.61	\$1.65	\$2.01	\$2.39	\$2.75
\$ Acc / (Dil):	\$0.19	\$0.39	\$0.41	\$0.43	\$0.42

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
		1.650x	1.525x	(13.3%)	(8.0%)	(5.2%)
1.700x	1.563x	(12.7%)	(7.4%)	(4.5%)	(2.2%)	(1.5%)
1.750x	1.601x	(12.1%)	(6.8%)	(3.9%)	(1.6%)	(0.8%)
1.800x	1.639x	(11.6%)	(6.3%)	(3.4%)	(1.0%)	(0.2%)
1.850x	1.677x	(11.1%)	(5.7%)	(2.8%)	(0.4%)	0.4%
1.900x	1.715x	(10.6%)	(5.2%)	(2.3%)	0.1%	1.0%

### Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	44.1%	31.2%	25.7%	21.9%	17.8%
1.700x	41.6%	28.8%	23.4%	19.8%	15.7%
1.750x	39.1%	26.6%	21.3%	17.7%	13.7%
1.800x	36.7%	24.4%	19.2%	15.6%	11.8%
1.850x	34.2%	22.3%	17.1%	13.6%	9.9%
1.900x	32.1%	20.2%	15.2%	11.7%	8.1%

Source: Management projections and FactSet as of 8/10/2018

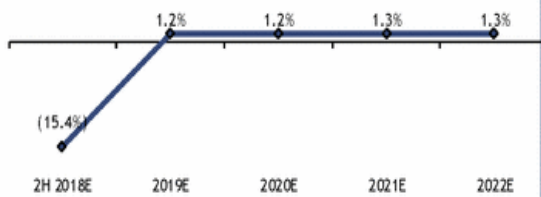
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MERCHANT BANKING

# Distribution Accretion / (Dilution)

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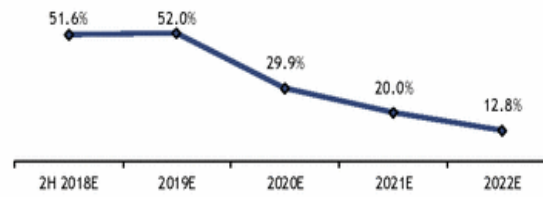
AMGP Proposal | Pre - Unitholder Tax | AM & AMGP | AR Base Case

AM Accretion / (Dilution) - %  
At 1.650x Exchange Ratio



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Pro Forma AMGP:	\$0.77	\$2.24	\$2.88	\$3.46	\$4.16
\$ Acc / (Dil):	(\$0.14)	\$0.03	\$0.03	\$0.04	\$0.06
PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x

AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.47	\$1.36	\$1.75	\$2.10	\$2.52
\$ Acc / (Dil):	\$0.16	\$0.46	\$0.40	\$0.35	\$0.29
PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	(15.4%)	1.2%	1.2%	1.3%	1.3%
1.700x	(14.4%)	2.4%	2.4%	2.5%	2.6%
1.750x	(13.5%)	3.6%	3.6%	3.6%	3.8%
1.800x	(12.5%)	4.7%	4.7%	4.7%	4.9%
1.850x	(11.6%)	5.7%	5.7%	5.8%	6.0%
1.900x	(10.8%)	6.8%	6.8%	6.9%	7.1%

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	51.6%	52.0%	29.9%	20.0%	12.8%
1.700x	48.9%	49.3%	27.6%	17.8%	10.8%
1.750x	46.3%	46.7%	25.3%	15.7%	8.9%
1.800x	43.7%	44.1%	23.2%	13.7%	7.1%
1.850x	41.3%	41.7%	21.1%	11.8%	5.3%
1.900x	38.9%	39.3%	19.0%	9.9%	3.5%

Source: Management projections and FactSet as of 8/10/2018

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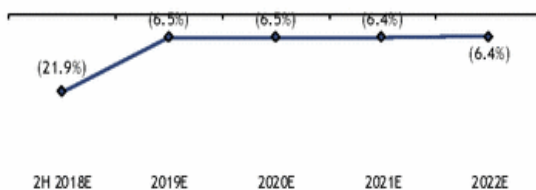
# Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

AMGP Proposal | AM & AMGP | AR Base Case

## AM Accretion / (Dilution) - %

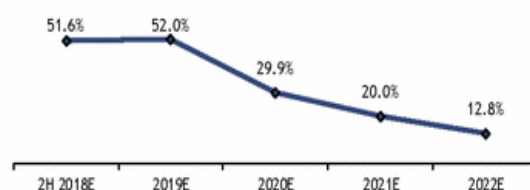
At 1.650x Exchange Ratio (1.525x Tax Adjusted Exchange Ratio)



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
Pro Forma AMGP:	\$0.71	\$2.07	\$2.66	\$3.20	\$3.84
\$ Acc / (Dil):	(\$0.20)	(\$0.14)	(\$0.19)	(\$0.22)	(\$0.26)

PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.47	\$1.36	\$1.75	\$2.10	\$2.52
\$ Acc / (Dil):	\$0.16	\$0.46	\$0.40	\$0.35	\$0.29

PF AMGP Coverage:	1.313x	1.220x	1.152x	1.137x	1.093x
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## Accretion / (Dilution) Analysis at Various XRs

Implied After-Tax XR

Exchange Ratio	Implied After-Tax XR	2H 2018E	2019E	2020E	2021E	2022E
1.650x	1.525x	(21.9%)	(6.5%)	(6.5%)	(6.4%)	(6.4%)
1.700x	1.563x	(21.3%)	(5.9%)	(5.9%)	(5.8%)	(5.7%)
1.750x	1.601x	(20.9%)	(5.3%)	(5.3%)	(5.2%)	(5.1%)
1.800x	1.639x	(20.4%)	(4.7%)	(4.7%)	(4.6%)	(4.5%)
1.850x	1.677x	(19.9%)	(4.1%)	(4.1%)	(4.1%)	(3.9%)
1.900x	1.715x	(19.5%)	(3.6%)	(3.6%)	(3.5%)	(3.3%)

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	2H 2018E	2019E	2020E	2021E	2022E
1.650x	51.6%	52.0%	29.9%	20.0%	12.8%
1.700x	48.9%	49.3%	27.6%	17.8%	10.8%
1.750x	46.3%	46.7%	25.3%	15.7%	8.9%
1.800x	43.7%	44.1%	23.2%	13.7%	7.1%
1.850x	41.3%	41.7%	21.1%	11.8%	5.3%
1.900x	38.9%	39.3%	19.0%	9.9%	3.5%

Source: Management projections and FactSet as of 8/10/2018

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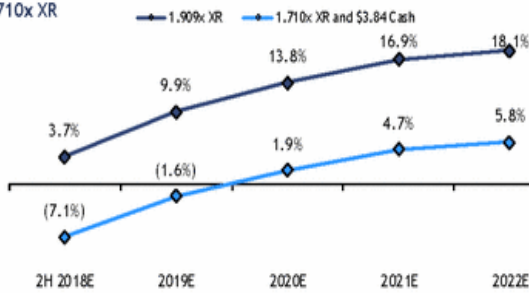
# Distributable Cash Flow Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

At 1.710x Exchange Ratio and Various Cash Considerations | AR Base Case

## AM Accretion / (Dilution) - %

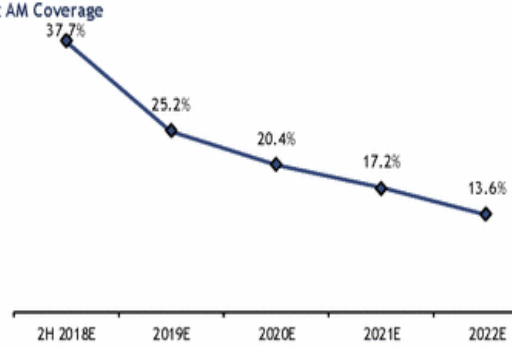
At 1.710x XR



Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
PF AMGP with \$0:	\$1.00	\$2.70	\$3.30	\$3.92	\$4.54
PF AMGP with \$3.84:	\$1.12	\$3.01	\$3.68	\$4.38	\$5.06
\$ Acc / (Dil):	(\$0.08)	(\$0.04)	\$0.06	\$0.18	\$0.25
\$ Acc / (Dil):	\$0.04	\$0.27	\$0.45	\$0.63	\$0.77

## AMGP Accretion / (Dilution) - %

At 1.0x AM Coverage



Status Quo AMGP:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.34
PF AMGP:	\$0.59	\$1.58	\$1.93	\$2.30	\$2.66
\$ Acc / (Dil):	\$0.16	\$0.32	\$0.33	\$0.34	\$0.32

## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit	Implied XR at 1.710x	2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	(4.9%)	0.8%	3.9%	6.5%	7.3%
\$3.84	1.710x	(7.1%)	(1.6%)	1.9%	4.7%	5.8%
\$2.50	1.839x	0.8%	6.8%	10.4%	13.3%	14.4%
\$3.00	1.865x	1.9%	7.9%	11.7%	14.7%	15.8%
\$3.50	1.891x	3.0%	9.1%	12.9%	16.0%	17.1%
\$3.84	1.909x	3.7%	9.9%	13.8%	16.9%	18.1%

## Accretion / (Dilution) Analysis at Various XRs

Cash Consid. / Unit	Implied XR at 1.710x	2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	40.9%	28.2%	22.8%	19.2%	15.2%
\$3.84	1.710x	37.7%	25.2%	20.4%	17.2%	13.6%
\$2.50	1.839x	38.8%	26.2%	21.3%	17.9%	14.2%
\$3.00	1.865x	38.4%	25.8%	21.0%	17.7%	13.9%
\$3.50	1.891x	38.0%	25.4%	20.7%	17.4%	13.7%
\$3.84	1.909x	37.7%	25.2%	20.4%	17.2%	13.6%

Source: Management projections and FactSet as of 8/10/2018.

Note: 1.909x represents implied XR at 1.710x equity XR and cash consideration of \$3.84 / unit. Cash assumed to be used to purchase additional secondary shares.

Note: Cash Consideration - Taxes scenario assumes cash proceeds are used to fund transaction-related tax obligations and are not factored into accretion/dilution analysis.

☐ Cash Consideration - Taxes

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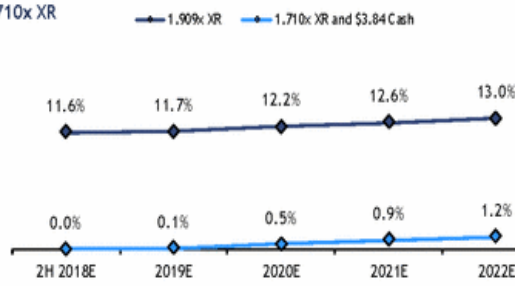
# Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

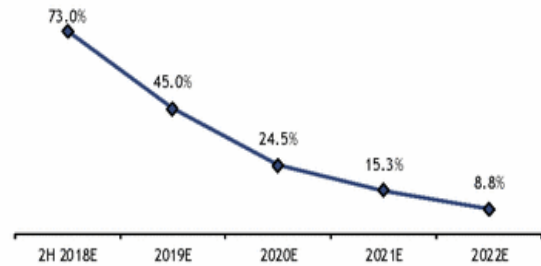
At 1.710x Exchange Ratio and Various Cash Considerations | AR Base Case

## AM Accretion / (Dilution) - %

At 1.710x XR



## AMGP Accretion / (Dilution) - %



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
PF AMGP with \$0:	\$0.91	\$2.21	\$2.86	\$3.45	\$4.15
PF AMGP with \$3.84:	\$1.02	\$2.47	\$3.20	\$3.85	\$4.63
\$ Acc / (Dil):	\$0.00	\$0.00	\$0.01	\$0.03	\$0.05
\$ Acc / (Dil):	\$0.11	\$0.26	\$0.35	\$0.43	\$0.53
PF AMGP Coverage:	1.099x	1.220x	1.152x	1.137x	1.093x

Status Quo AMGP:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
Pro Forma AMGP:	\$0.53	\$1.30	\$1.68	\$2.02	\$2.43
\$ Acc / (Dil):	\$0.23	\$0.40	\$0.33	\$0.27	\$0.20
PF AMGP Coverage:	1.099x	1.220x	1.152x	1.137x	1.093x

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration / Implied XR	Implied XR at 1.710x	Cash Consid. / Unit				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	2.3%	2.5%	2.5%	2.6%	2.7%
\$3.84	1.710x	0.0%	0.1%	0.5%	0.9%	1.2%
\$2.50	1.839x	8.4%	8.5%	8.9%	9.2%	9.5%
\$3.00	1.865x	9.6%	9.7%	10.1%	10.5%	10.8%
\$3.50	1.891x	10.8%	10.9%	11.3%	11.7%	12.1%
\$3.84	1.909x	11.6%	11.7%	12.2%	12.6%	13.0%

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration / Implied XR	Implied XR at 1.710x	Cash Consid. / Unit				
		2H 2018E	2019E	2020E	2021E	2022E
\$0.00	1.710x	77.1%	48.5%	27.0%	17.3%	10.3%
\$3.84	1.710x	73.0%	45.0%	24.5%	15.3%	8.8%
\$2.50	1.839x	74.4%	46.3%	25.4%	16.0%	9.3%
\$3.00	1.865x	73.9%	45.8%	25.0%	15.8%	9.1%
\$3.50	1.891x	73.4%	45.4%	24.7%	15.5%	8.9%
\$3.84	1.909x	73.0%	45.0%	24.5%	15.3%	8.8%

Source: Management projections and FactSet as of 8/10/2018.

Note: AMGP accretion / (dilution) based on SQ AM Management Coverage.

Note: 1.909x represents implied XR at 1.710x equity XR and cash consideration of \$3.84 / unit. Cash assumed to be used to purchase additional secondary shares.

Note: Cash Consideration - Taxes scenario assumes cash proceeds are used to fund transaction-related tax obligations and are not factored into accretion/dilution analysis.

Cash Consideration - Taxes

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## B. Step-Up

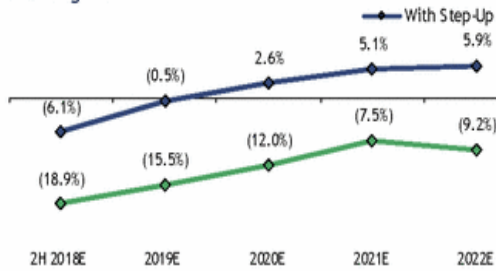
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# Step-Up Accretion / (Dilution)

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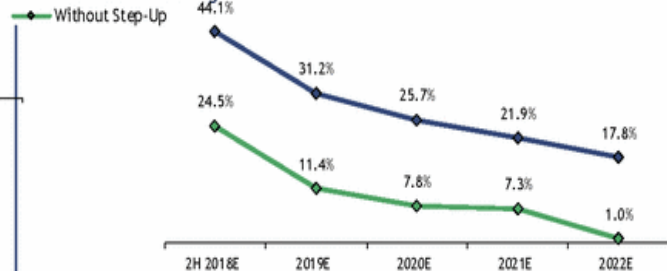
AMGP Proposal | Pre - Unitholder Tax | AM & AMGP | AR Base Case

AM DCF Accretion / (Dilution) - %  
At 1.650x Exchange Ratio



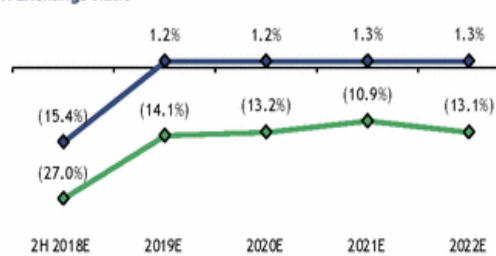
Status Quo AM:	\$1.08	\$2.74	\$3.24	\$3.75	\$4.29
PF AMGP with Step-Up:	\$1.01	\$2.73	\$3.32	\$3.94	\$4.54
PF AMGP w/o Step-Up:	\$0.87	\$2.32	\$2.85	\$3.47	\$3.89
\$ Acc / (Dil):	(\$0.07)	(\$0.01)	\$0.09	\$0.19	\$0.25
\$ Acc / (Dil):	(\$0.20)	(\$0.42)	(\$0.39)	(\$0.28)	(\$0.40)

AMGP DCF Accretion / (Dilution) - %  
At 1.0x AM Coverage



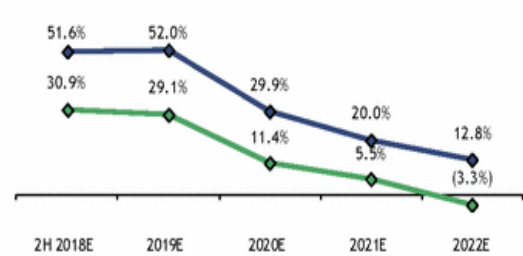
Status Quo AM:	\$0.42	\$1.26	\$1.60	\$1.96	\$2.34
PF AMGP with Step-Up:	\$0.61	\$1.65	\$2.01	\$2.39	\$2.75
PF AMGP w/o Step-Up:	\$0.53	\$1.40	\$1.73	\$2.10	\$2.36
\$ Acc / (Dil):	\$0.19	\$0.39	\$0.41	\$0.43	\$0.42
\$ Acc / (Dil):	\$0.10	\$0.14	\$0.13	\$0.14	\$0.02

AM Distribution Accretion / (Dilution) - %  
At 1.650x Exchange Ratio



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.42	\$4.10
PF AMGP with Step-Up:	\$0.77	\$2.24	\$2.88	\$3.46	\$4.16
PF AMGP w/o Step-Up:	\$0.66	\$1.90	\$2.47	\$3.05	\$3.56
\$ Acc / (Dil):	(\$0.14)	\$0.03	\$0.03	\$0.04	\$0.06
\$ Acc / (Dil):	(\$0.25)	(\$0.31)	(\$0.38)	(\$0.37)	(\$0.54)

AMGP Distribution Accretion / (Dilution) - %



Status Quo AM:	\$0.31	\$0.89	\$1.35	\$1.75	\$2.23
PF AMGP with Step-Up:	\$0.47	\$1.36	\$1.75	\$2.10	\$2.52
PF AMGP w/o Step-Up:	\$0.40	\$1.15	\$1.50	\$1.85	\$2.16
\$ Acc / (Dil):	\$0.16	\$0.46	\$0.40	\$0.35	\$0.29
\$ Acc / (Dil):	\$0.10	\$0.26	\$0.15	\$0.10	(\$0.07)

Source: Management projections and FactSet as of 8/10/2018



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## C. After-Tax

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# Transaction Tax Implications

At AMGP Proposal

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## Average Tax Basis Calculation<sup>(1)</sup>

- Average tax basis of \$23.27 per unit for public AM unitholders as of YE 2017
- The average public AM unit holder would need to receive cash consideration of \$2.43 per unit to avoid having to sell shares post-transaction to pay transaction related taxes

Unitholder	Active Units	EOY 2017 Basis
Antero Resources	90,841,730	\$2.01
Antero Resources - WaterARC	8,028,605	25.70
Public Unitholders	94,757,401	23.27
<b>Total Active Units</b>	<b>193,627,736</b>	
<b>Average EOY 2017 Basis for Public Unitholders</b>		<b>\$23.27</b>
<b>Average EOY 2017 Basis for IPO Investors</b>		<b>\$20.51</b>

## Cash Consideration Required to Avoid Share Selling

For Average Unitholder		For IPO Investor - Average Basis <sup>(1)</sup>		For IPO Investor - IPO Basis <sup>(4)</sup>	
AMGP Share Price	\$19.34	AMGP Share Price	\$19.34	AMGP Share Price	\$19.34
Exchange Ratio	1.650x	Exchange Ratio	1.650x	Exchange Ratio	1.650x
Offer Price	\$31.91	Offer Price	\$31.91	Offer Price	\$31.91
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$4.83	Average Ordinary Gain	\$6.56
Average Capital Gain	5.27	Average Capital Gain	6.58	Average Capital Gain	4.85
<b>Total Gain</b>	<b>\$8.64</b>	<b>Total Gain</b>	<b>\$11.41</b>	<b>Total Gain</b>	<b>\$11.41</b>
Average Assumed Passive Activity Loss <sup>(2)</sup>	(\$1.08)	Average Assumed Passive Activity Loss <sup>(2)</sup>	(\$1.46)	Assumed Passive Activity Loss <sup>(2)</sup>	(\$2.00)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>	
Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%
Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%
Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%
ACA Tax	3.8%	ACA Tax	3.8%	ACA Tax	3.8%
Federal Tax Rate	33.4%	Federal Tax Rate	33.4%	Federal Tax Rate	33.4%
Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%
Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%	Effective State Tax Rate <sup>(3)</sup>	5.2%
PAL Rate	37.0%	PAL Rate	37.0%	PAL Rate	37.0%
PAL Gain Deduction	(\$0.48)	PAL Gain Deduction	(\$0.54)	PAL Gain Deduction	(\$0.74)
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.07	Tax on Ordinary Gain	\$1.45
Effective Ordinary Gain Tax Rate	21.3%	Effective Ordinary Gain Tax Rate	22.2%	Effective Ordinary Gain Tax Rate	22.1%
Tax on Capital Gain	\$1.26	Tax on Capital Gain	\$1.56	Tax on Capital Gain	\$1.15
Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%
State Tax Ordinary Income <sup>(4)</sup>	\$0.17	State Tax Ordinary Income <sup>(4)</sup>	\$0.25	State Tax Ordinary Income <sup>(4)</sup>	\$0.34
Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%
State Tax Capital Gain <sup>(4)</sup>	\$0.27	State Tax Capital Gain <sup>(4)</sup>	\$0.34	State Tax Capital Gain <sup>(4)</sup>	\$0.25
Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%
<b>Total Tax on Gain</b>	<b>\$2.43</b>	<b>Total Tax on Gain</b>	<b>\$3.23</b>	<b>Total Tax on Gain</b>	<b>\$3.20</b>
Total Effective Tax Rate	28.1%	Total Effective Tax Rate	28.3%	Total Effective Tax Rate	28.0%

Source: FactSet as of 8/10/2018 and Wall Street research.

(1) Provided by management.

(2) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.

(3) Passive activity loss calculated to be \$2.00 for an IPO investor.

(4) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

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# Transaction Tax Implications

At AM Proposal

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## Average Tax Basis Calculation<sup>(1)</sup>

- Average tax basis of \$23.27 per unit for public AM unitholders as of YE 2017

Unitholder	Active Units	EOY 2017 Basis
Antero Resources	90,841,730	\$2.01
Antero Resources - WaterARC	8,028,605	25.70
Public Unitholders	94,757,401	23.27
<b>Total Active Units</b>	<b>193,627,736</b>	
<b>Average EOY 2017 Basis for Public Unitholders</b>		<b>\$23.27</b>
<b>Average EOY 2017 Basis for IPO Investors</b>		<b>\$20.51</b>

## Cash Consideration Required to Avoid Share Selling

Average Unitholder		For IPO Investor - Average Basis <sup>(1)</sup>		IPO Investor - IPO Basis <sup>(1)</sup>	
AWGP Share Price	\$19.34	AWGP Share Price	\$19.34	AWGP Share Price	\$19.34
Exchange Ratio	1.710x	Exchange Ratio	1.710x	Exchange Ratio	1.710x
Cash Consideration	\$3.84	Cash Consideration	\$3.84	Cash Consideration	\$3.84
Offer Price	\$36.92	Offer Price	\$36.92	Offer Price	\$36.92
<b>Average EOY 2017 Tax Basis</b>	<b>\$23.27</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>	<b>Average EOY 2017 Tax Basis</b>	<b>\$20.51</b>
<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>		<b>Detail of Gains (per Unit)</b>	
Average Ordinary Gain	\$3.37	Average Ordinary Gain	\$4.83	Average Ordinary Gain	\$6.56
Average Capital Gain	10.28	Average Capital Gain	11.58	Average Capital Gain	9.85
<b>Total Gain</b>	<b>\$13.64</b>	<b>Total Gain</b>	<b>\$16.41</b>	<b>Total Gain</b>	<b>\$16.41</b>
Average Assumed Passive Activity Loss <sup>(3)</sup>	(\$1.08)	Average Assumed Passive Activity Loss <sup>(3)</sup>	(\$1.46)	Assumed Passive Activity Loss <sup>(3)</sup>	(\$2.00)
<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>		<b>Tax on Gain (per Unit)</b>	
Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%	Federal Ordinary Income Tax Rate	37.0%
Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%	Individual MLP Investor Deduction Rate	20.0%
Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%	Adjusted Ordinary Tax Rate	29.6%
ACA Tax	3.8%	ACA Tax	3.8%	ACA Tax	3.8%
Federal Tax Rate	33.4%	Federal Tax Rate	33.4%	Federal Tax Rate	33.4%
Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%	Federal Capital Gains Tax Rate	23.8%
Effective State Tax Rate <sup>(4)</sup>	5.2%	Effective State Tax Rate <sup>(4)</sup>	5.2%	Effective State Tax Rate <sup>(4)</sup>	5.2%
PAL Rate	37.0%	PAL Rate	37.0%	PAL Rate	37.0%
PAL Gain Deduction	(\$0.40)	PAL Gain Deduction	(\$0.54)	PAL Gain Deduction	(\$0.74)
Tax on Ordinary Gain	\$0.72	Tax on Ordinary Gain	\$1.07	Tax on Ordinary Gain	\$1.45
Effective Ordinary Gain Tax Rate	21.5%	Effective Ordinary Gain Tax Rate	22.2%	Effective Ordinary Gain Tax Rate	22.1%
Tax on Capital Gain	\$2.45	Tax on Capital Gain	\$2.76	Tax on Capital Gain	\$2.34
Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%	Effective Capital Gain Tax Rate	23.8%
State Tax Ordinary Income <sup>(4)</sup>	\$0.17	State Tax Ordinary Income <sup>(4)</sup>	\$0.25	State Tax Ordinary Income <sup>(4)</sup>	\$0.34
Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%	Effective Ordinary Gain Tax Rate	5.2%
State Tax Capital Gain <sup>(4)</sup>	\$0.53	State Tax Capital Gain <sup>(4)</sup>	\$0.60	State Tax Capital Gain <sup>(4)</sup>	\$0.51
Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%	Effective Capital Gains Tax Rate	5.2%
<b>Total Tax on Gain</b>	<b>\$3.88</b>	<b>Total Tax on Gain</b>	<b>\$4.68</b>	<b>Total Tax on Gain</b>	<b>\$4.65</b>
Total Payable Effective Tax Rate	28.4%	Total Effective Tax Rate	28.5%	Total Payable Effective Tax Rate	28.3%

Source: FactSet as of 8/10/2018 and Wall Street research.

- (1) Provided by management.
- (2) Assumed passive activity loss and tax on ordinary gain for IPO investor utilizes company provided estimates based on a per unit basis range of \$19.00-\$22.00.
- (3) Passive activity loss calculated to be \$2.00 for an IPO investor.
- (4) State tax rate determined by using a weighted average of 50 state income tax rates and median federal taxable income brackets for married and single filers.

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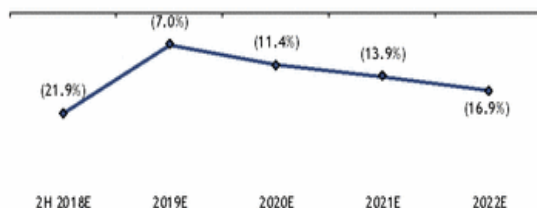
# After-Tax Distribution Accretion / (Dilution)

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AM & AMGP | For Average AM Unit Holder at AMGP Proposal | AR Base Case

## AM Accretion / (Dilution) - %

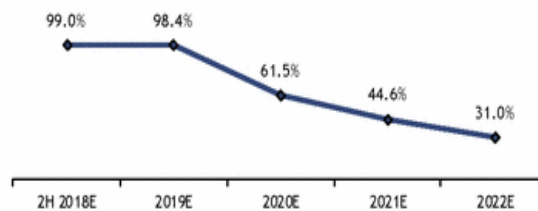
At Tax Affected 1.650x Exchange Ratio (Implied XR of 1.525x)



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.41	\$4.09
Pro Forma AMGP:	\$0.71	\$2.06	\$2.52	\$2.94	\$3.40
\$ Acc / (Dil):	(\$0.20)	(\$0.15)	(\$0.32)	(\$0.47)	(\$0.69)

PF AMGP Coverage	1.313x	1.220x	1.152x	1.137x	1.093x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.23	\$0.68	\$1.03	\$1.33	\$1.70
Pro Forma AMGP:	\$0.47	\$1.35	\$1.66	\$1.93	\$2.23
\$ Acc / (Dil):	\$0.23	\$0.67	\$0.63	\$0.59	\$0.53

PF AMGP Coverage	1.313x	1.220x	1.152x	1.137x	1.093x
------------------	--------	--------	--------	--------	--------

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR		Period				
	2H 2018E	2019E	2020E	2021E	2022E		
1.650x	1.525x	(21.9%)	(7.0%)	(11.4%)	(13.9%)	(16.9%)	
1.700x	1.563x	(21.3%)	(5.9%)	(10.5%)	(13.1%)	(16.2%)	
1.750x	1.601x	(20.9%)	(5.3%)	(9.6%)	(12.2%)	(15.5%)	
1.800x	1.639x	(20.4%)	(4.7%)	(8.7%)	(11.4%)	(14.8%)	
1.850x	1.677x	(19.9%)	(4.1%)	(7.8%)	(10.7%)	(14.2%)	
1.900x	1.715x	(19.5%)	(3.6%)	(7.0%)	(9.9%)	(13.7%)	

## Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Period				
	2H 2018E	2019E	2020E	2021E	2022E
1.650x	99.0%	98.4%	61.5%	44.6%	31.0%
1.700x	95.4%	95.7%	59.2%	42.5%	28.9%
1.800x	88.6%	89.1%	54.8%	38.4%	24.9%
1.900x	82.3%	82.8%	50.6%	34.5%	21.0%
2.000x	76.4%	76.9%	46.8%	31.0%	17.4%

Source: Management projections and FactSet as of 8/10/2018

Note: AMGP accretion / (dilution) based on SQ AM Management Coverage. After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.

Note: Implied after-tax exchange ratio adjusted for average AM unitholder tax costs as provided by Management (refer to page 71).

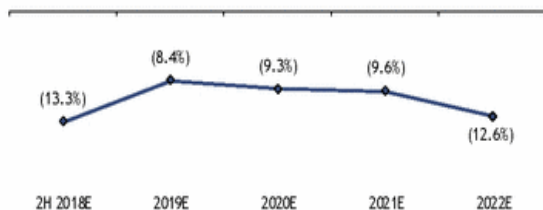
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# After-Tax Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

For Average AM Unit Holder at AMGP Proposal at 1.0x Coverage for AM & PF AMGP | AR Base Case

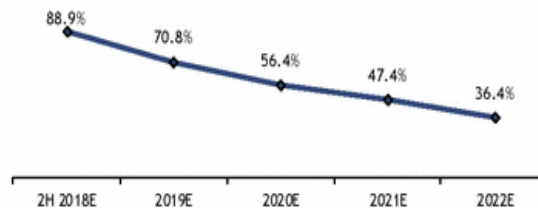
AM Accretion / (Dilution) - %  
At Tax Affected 1.650x Exchange Ratio (Implied XR of 1.525x)



Status Quo AM:	\$1.08	\$2.73	\$3.21	\$3.71	\$4.23
Pro Forma AMGP:	\$0.93	\$2.50	\$2.91	\$3.35	\$3.70
\$ Acc / (Dil):	(\$0.14)	(\$0.23)	(\$0.30)	(\$0.35)	(\$0.53)

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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AMGP Accretion / (Dilution) - %  
At 1.0x AM Coverage



Status Quo AMGP:	\$0.32	\$0.96	\$1.22	\$1.49	\$1.78
Pro Forma AMGP:	\$0.61	\$1.64	\$1.91	\$2.20	\$2.43
\$ Acc / (Dil):	\$0.29	\$0.68	\$0.69	\$0.71	\$0.65

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR	Implied After-Tax XR				
		2H 2018E	2019E	2020E	2021E	2022E
1.650x	1.525x	(13.3%)	(8.4%)	(9.3%)	(9.6%)	(12.6%)
1.700x	1.563x	(12.7%)	(7.5%)	(8.4%)	(8.7%)	(11.9%)
1.750x	1.601x	(12.2%)	(6.9%)	(7.6%)	(7.9%)	(11.3%)
1.800x	1.639x	(11.6%)	(6.3%)	(6.7%)	(7.1%)	(10.6%)
1.850x	1.677x	(11.1%)	(5.8%)	(5.9%)	(6.3%)	(10.0%)
1.900x	1.715x	(10.6%)	(5.2%)	(5.1%)	(5.5%)	(9.4%)

Accretion / (Dilution) Analysis at Various XRs

Exchange Ratio	Implied After-Tax XR				
	2H 2018E	2019E	2020E	2021E	2022E
1.650x	88.9%	70.8%	56.4%	47.4%	36.4%
1.700x	85.5%	68.3%	54.1%	45.1%	34.1%
1.750x	82.2%	65.3%	51.8%	43.0%	31.9%
1.800x	79.1%	62.5%	49.7%	40.9%	29.7%
1.850x	76.0%	59.7%	47.6%	38.8%	27.7%
1.900x	73.1%	57.0%	45.6%	36.9%	25.7%

Source: Management projections and FactSet as of 8/10/2018

Note: After-tax distributions is distribution from entity less attributable qualified dividends and gains on capital taxes.

Note: Implied after-tax exchange ratio adjusted for average AM unitholder tax costs as provided by Management (refer to page 71).

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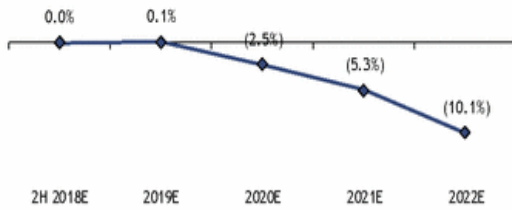
# After-Tax Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

At 1.710x Exchange Ratio and Various Cash Considerations | AR Base Case

## AM Accretion / (Dilution) - %

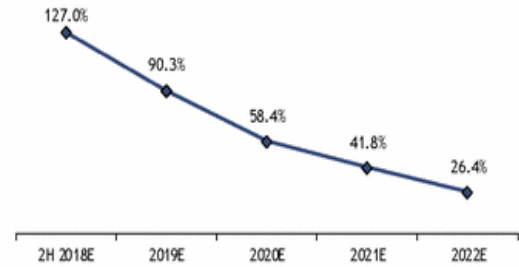
At 1.710x Exchange Ratio



Status Quo AM:	\$0.91	\$2.21	\$2.85	\$3.41	\$4.09
Pro Forma AMGP:	\$0.91	\$2.21	\$2.78	\$3.23	\$3.67
\$ Acc / (Dil):	\$0.00	\$0.01	(\$0.07)	(\$0.18)	(\$0.41)

PF AMGP Coverage	1.099x	1.220x	1.152x	1.137x	1.093x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.23	\$0.68	\$1.03	\$1.33	\$1.70
Pro Forma AMGP:	\$0.53	\$1.30	\$1.62	\$1.89	\$2.15
\$ Acc / (Dil):	\$0.30	\$0.62	\$0.60	\$0.56	\$0.45

PF AMGP Coverage	1.099x	1.220x	1.152x	1.137x	1.093x
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## Accretion / (Dilution) Analysis at Various XRs

At AM Proposal

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration	Cash Consid. / Unit <sup>(1)</sup>	AM Proposal XR	At AM Proposal				
			2H 2018E	2019E	2020E	2021E	2022E
\$3.50	1.710x		0.2%	0.3%	(2.4%)	(5.3%)	(10.0%)
\$3.84	1.710x		0.0%	0.1%	(2.5%)	(5.3%)	(10.1%)
\$4.00	1.710x		(0.1%)	(0.0%)	(2.5%)	(5.3%)	(10.2%)

Cash Consideration	Cash Consid. / Unit	AM Proposal XR	At AM Proposal				
			2H 2018E	2019E	2020E	2021E	2022E
\$3.50	1.710x		127.5%	90.7%	58.5%	41.8%	26.6%
\$3.84	1.710x		127.0%	90.3%	58.4%	41.8%	26.4%
\$4.00	1.710x		126.8%	90.1%	58.4%	41.8%	26.3%

Source: Management projections and FactSet as of 8/10/2018.

(1) Assumes cash consideration is used to pay taxes.

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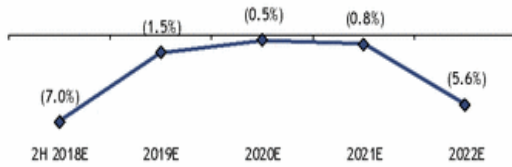
# After-Tax Distribution Accretion / (Dilution)

CONFIDENTIAL DRAFT  
SUBJECT TO CHANGE

At 1.710x Exchange Ratio and Various Cash Considerations | 1.0x Coverage for AM & PF AMGP | AR Base Case

## AM Accretion / (Dilution) - %

At 1.710x Exchange Ratio



Status Quo AM:	\$1.08	\$2.73	\$3.21	\$3.71	\$4.23
Pro Forma AMGP:	\$1.00	\$2.69	\$3.19	\$3.68	\$4.00
\$ Acc / (Dil):	(\$0.07)	(\$0.03)	(\$0.01)	(\$0.03)	(\$0.23)

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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## AMGP Accretion / (Dilution) - %



Status Quo AMGP:	\$0.32	\$0.96	\$1.22	\$1.49	\$1.78
Pro Forma AMGP:	\$0.59	\$1.58	\$1.87	\$2.15	\$2.34
\$ Acc / (Dil):	\$0.26	\$0.62	\$0.65	\$0.66	\$0.56

PF AMGP Coverage	1.000x	1.000x	1.000x	1.000x	1.000x
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## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration	Cash Consid. / Unit <sup>(1)</sup>	AM Proposal XR	Year				
			2H 2018E	2019E	2020E	2021E	2022E
\$3.50	1.710x		(6.8%)	(1.3%)	(0.4%)	(0.8%)	(5.5%)
\$3.84	1.710x		(7.0%)	(1.5%)	(0.5%)	(0.8%)	(5.6%)
\$4.00	1.710x		(7.1%)	(1.6%)	(0.5%)	(0.8%)	(5.7%)

## Accretion / (Dilution) Analysis at Various XRs

Cash Consideration	Cash Consid. / Unit	AM Proposal XR	Year				
			2H 2018E	2019E	2020E	2021E	2022E
\$3.50	1.710x		81.0%	64.1%	53.1%	44.2%	31.5%
\$3.84	1.710x		80.6%	63.7%	53.1%	44.2%	31.3%
\$4.00	1.710x		80.4%	63.5%	53.0%	44.2%	31.2%

Source: Management projections and FactSet as of 8/10/2018.

(1) Assumes cash consideration is used to pay taxes.

# After-Tax Dividend Distribution Analysis

XR Adjusted Implied Present Value per Unit | At Management Coverage

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Utilizes tax-adjusted XR

All cash consideration values assume pre-tax exchange ratio, with cash consideration utilized to pay taxes

- AM status quo present value of \$38.42<sup>(1)</sup>
- AM current price of \$32.25

Exchange Ratio	Cash Consideration									
	\$0.00	\$0.50	\$1.00	\$1.50	\$2.00	\$2.50	\$3.00	\$3.50	\$3.84	\$4.00
1.650x	\$41.71	\$45.06	\$44.98	\$44.91	\$44.83	\$44.75	\$44.66	\$44.58	\$44.52	\$44.49
1.660x	\$41.78	\$45.19	\$45.12	\$45.04	\$44.96	\$44.87	\$44.79	\$44.71	\$44.65	\$44.62
1.670x	\$41.86	\$45.32	\$45.24	\$45.16	\$45.08	\$45.00	\$44.92	\$44.84	\$44.78	\$44.75
1.680x	\$41.93	\$45.45	\$45.32	\$45.29	\$45.21	\$45.13	\$45.05	\$44.96	\$44.90	\$44.88
1.690x	\$42.01	\$45.58	\$45.50	\$45.42	\$45.34	\$45.26	\$45.18	\$45.09	\$45.03	\$45.00
1.700x	\$42.08	\$45.71	\$45.63	\$45.55	\$45.47	\$45.38	\$45.30	\$45.22	\$45.16	\$45.13
1.710x	\$42.22	\$45.90	\$45.75	\$45.67	\$45.59	\$45.58	\$45.49	\$45.40	\$45.35	\$45.32
1.720x	\$42.23	\$45.96	\$45.88	\$45.80	\$45.72	\$45.64	\$45.55	\$45.47	\$45.41	\$45.38
1.730x	\$42.31	\$46.09	\$46.01	\$45.92	\$45.84	\$45.76	\$45.68	\$45.59	\$45.53	\$45.50
1.740x	\$42.38	\$46.21	\$46.13	\$46.05	\$45.97	\$45.88	\$45.80	\$45.71	\$45.65	\$45.63
1.750x	\$42.46	\$46.34	\$46.25	\$46.17	\$46.09	\$46.01	\$45.92	\$45.84	\$45.78	\$45.75

Source: Management projections and FactSet as of 8/10/2018.  
 Note: Tax calculations provided by Management. Ordinary gain tax rate for AM accounts for Federal ordinary income tax rate of 37%, individual MLP investor deduction rate of 20% and 3.8% ACA tax rate.  
 Ordinary gain tax rate for PF AMGP accounts for Federal ordinary income tax rate of 37% and 3.8% ACA tax rate.  
 1. Assuming 10% discount rate and 7% 2022E distribution yield.



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## IV. Leverage

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# Cash Consideration Sizing

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## PF AMGP Leverage Analysis | AR Base Case

Cash Consideration Per AM Unit	Total Cash Consideration (\$mm)	Revolver Availability (\$mm) at Q3 2018 (Post-Txn Close)	Leverage (Net Debt / EBITDA) at YE				
			2018E	2019E	2020E	2021E	2022E
\$0.00	\$0	\$1,074	2.3x	2.3x	2.3x	2.2x	2.0x
\$1.00	\$188	\$886	2.4x	2.5x	2.5x	2.3x	2.1x
\$1.50	\$282	\$792	2.7x	2.6x	2.6x	2.4x	2.2x
\$2.00	\$376	\$698	2.8x	2.7x	2.6x	2.4x	2.2x
\$2.50	\$470	\$604	3.0x	2.8x	2.7x	2.5x	2.3x
\$3.00	\$564	\$510	3.1x	2.9x	2.8x	2.6x	2.3x
\$3.50	\$658	\$416	3.2x	3.0x	2.9x	2.6x	2.4x
\$3.84	\$723	\$351	3.3x	3.1x	2.9x	2.7x	2.4x
\$4.00	\$752	\$321	3.4x	3.1x	2.9x	2.7x	2.4x

## PF AMGP Leverage Analysis | AR Downside Volumes Case

Cash Consideration Per AM Unit	Total Cash Consideration (\$mm)	Revolver Availability (\$mm) at Q3 2018 (Post-Txn Close)	Leverage (Net Debt / EBITDA) at YE				
			2018E	2019E	2020E	2021E	2022E
\$0.00	\$0	\$1,085	2.3x	2.3x	2.1x	2.0x	1.8x
\$1.00	\$188	\$897	2.4x	2.6x	2.3x	2.2x	1.9x
\$1.50	\$282	\$803	2.7x	2.7x	2.4x	2.2x	2.0x
\$2.00	\$376	\$709	2.8x	2.8x	2.5x	2.3x	2.1x
\$2.50	\$470	\$615	2.9x	2.9x	2.5x	2.4x	2.1x
\$3.00	\$564	\$521	3.1x	3.0x	2.6x	2.5x	2.2x
\$3.50	\$658	\$427	3.2x	3.1x	2.7x	2.5x	2.3x
\$3.84	\$723	\$362	3.3x	3.2x	2.8x	2.6x	2.3x
\$4.00	\$752	\$333	3.3x	3.2x	2.8x	2.6x	2.3x

## Cash Consideration Sizing | 1.710x Equity Exchange Ratio

Cash Consideration Per AM Unit	Equity Consideration / PF AMGP Share	Total Cash Consideration (\$mm)	Total Equity Consid. at 1.710x	% Cash of Total Consideration	Implied XR at Total Consideration	Current At-Market XR with Series B Dilution	Implied Prem. / (Dis.) to Current At-Mkt XR with Series B Dil.
\$1.00	\$33.07	\$188	\$6,221	2.9%	1.762x	1.786x	(1.3%)
\$1.50	\$33.07	\$282	\$6,221	4.5%	1.788x	1.786x	0.1%
\$2.00	\$33.07	\$376	\$6,221	5.7%	1.813x	1.786x	1.6%
\$2.50	\$33.07	\$470	\$6,221	7.0%	1.839x	1.786x	3.0%
\$3.00	\$33.07	\$564	\$6,221	8.3%	1.865x	1.786x	4.5%
\$3.50	\$33.07	\$658	\$6,221	9.6%	1.891x	1.786x	5.9%
\$3.84	\$33.07	\$723	\$6,221	10.4%	1.909x	1.786x	6.9%
\$4.00	\$33.07	\$752	\$6,221	10.8%	1.917x	1.786x	7.4%

## Total Tax Liability | Basis for Average Unitholder<sup>(1)</sup>

Cash Consideration Per AM Unit	Tax Payable on Equity Consideration <sup>(1)</sup> / AM Unit	Total Tax Liability Per AM Unit
\$0.00	\$2.76	\$2.76
\$1.00	\$2.76	\$3.05
\$1.50	\$2.76	\$3.20
\$2.00	\$2.76	\$3.34
\$2.50	\$2.76	\$3.49
\$3.00	\$2.76	\$3.63
\$3.50	\$2.76	\$3.78
\$3.84	\$2.76	\$3.88
\$4.00	\$2.76	\$3.92

Source: Management projections and FactSet as of 8/10/2018.

Note: PF AMGP revolver capacity assumed to be equal to AM revolver capacity of \$1.5bn with Q3 balance of \$389mm and \$400mm in Base case and Downside case, respectively, based on Management projections. Utilizes adjusted PF AMGP Management coverage (break-even coverage in 2018E followed by Management coverage assumptions in 2019E+).

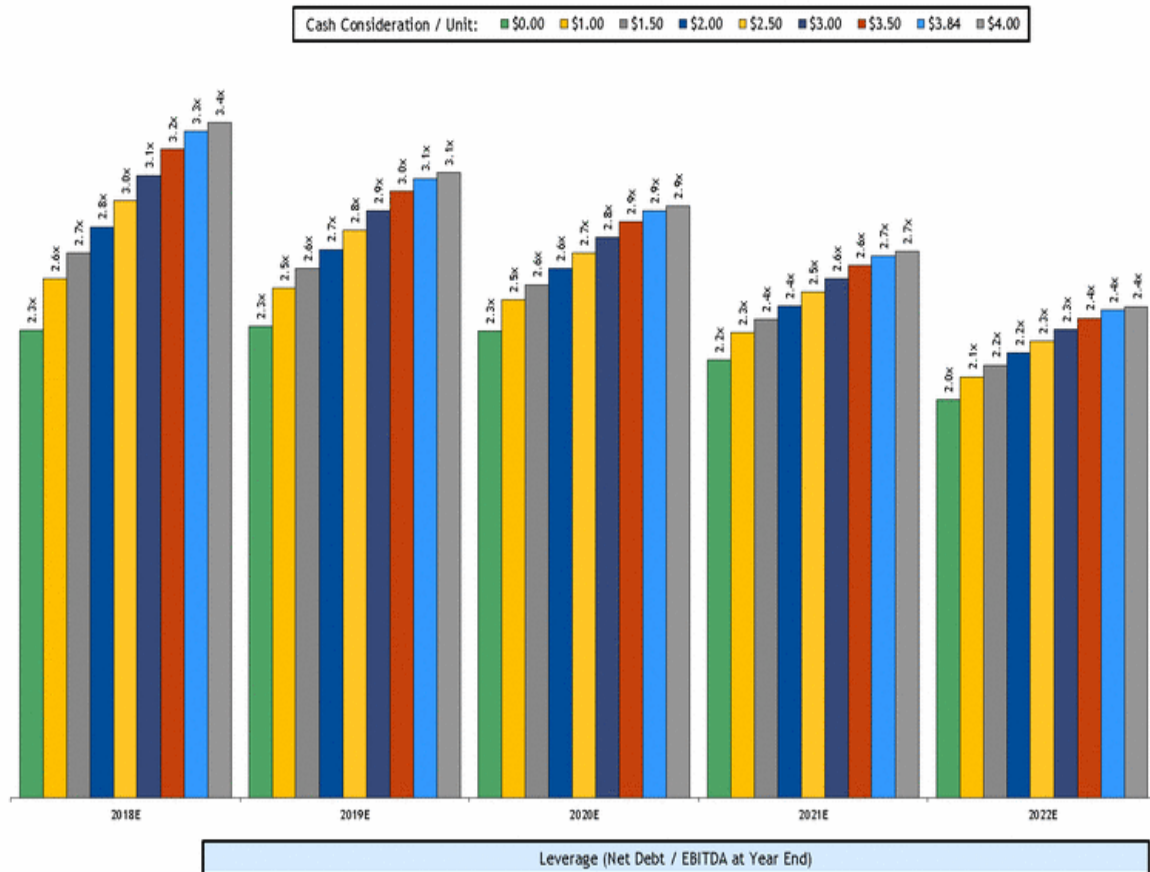
(1) Tax payable on equity component of consideration based on 1.71x XR and assumes average unitholder basis.

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# Pro Forma Leverage Analysis

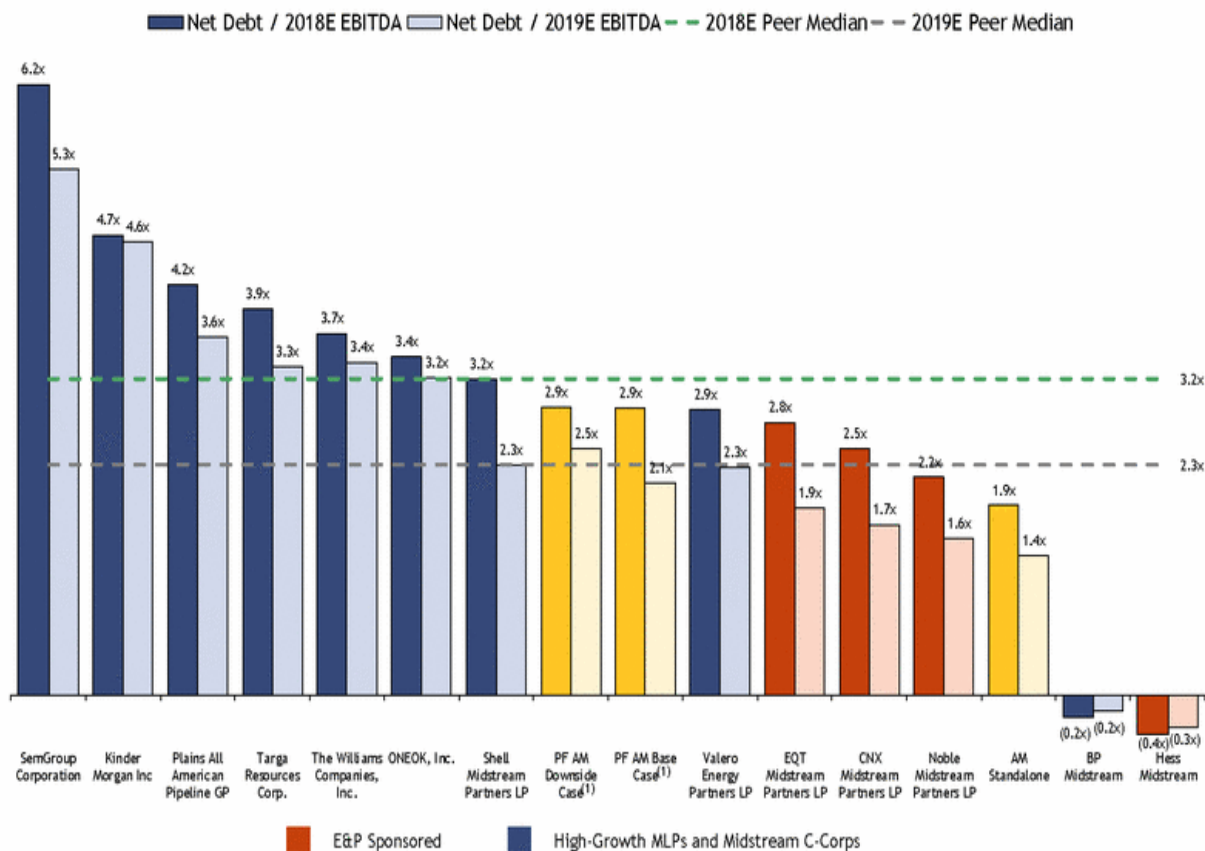
At Various Cash Considerations

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Source: Management projections, FactSet as of 8/10/2018.

# Leverage Metrics: AM vs. Peers as of June 30, 2018



Source: Company filings, company management, FactSet as of 8/10/18.

(1) Assumes Net Debt at time of transaction and includes cash consideration of \$3.84 per AM Unit outstanding. 2018E and 2019E EBITDA for AM calculated at management projections.

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## V. Research Perspective

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# Research Perspective on Transaction

"Given AMGP's premium valuation relative to AM, cash flow accretion is much easier to generate under this deal structure. [...] Given the relatively steep recent sell-off at AM, we think AMGP would have to offer a meaningful premium to current AM trading [to] move forward with the transaction as taxable nature of the transaction would need to be offset.

TPH, 2/20/2018

"This transaction would result in a "backdoor" distribution cut [...]. The magnitude of the reduction in income would depend on the exchange ratio [...] plus whether AMGP then increases its distribution [...] to offset the decline in income to AM. In terms of a range, we think AM holders could experience an upfront income reduction as low as 0% (assuming AMGP raises its 2019 distribution by 13.4% to a 1.19x coverage ratio) or as high as 31% (assuming no change in distribution/dividend policy)."

Wells Fargo, 6/01/2018

Report	Wells Fargo	Wells Fargo	TPH
Report Date	August 2018	June 2018	February 2018
AMGP Price	\$19.22	\$19.57	\$20.52
AM Price	\$33.04	\$30.98	\$27.70
Exchange Ratio at Market	1.72x	1.58x	1.35x
Assumed Exchange Ratio	1.89x	1.74x	1.75x
Premium	10.0%	10.0%	30.0%
Commentary	Wells Fargo research assumes Series B Units are taken out at contractual value of \$99mm at time of report. TPH research assumes AM takeout at TPH price Target of \$36.00.		

Source: Broker research commentary.  
Note: TPH Research restricted on 4/17/18.



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