



USA Compression Partners, LP Announces Pricing of \$725 Million Offering of Senior Notes

March 9, 2018

AUSTIN, Texas--(BUSINESS WIRE)--Mar. 9, 2018-- USA Compression Partners, LP (NYSE: USAC) (the "Partnership") today announced the pricing of a private placement to eligible purchasers by the Partnership and its wholly-owned subsidiary, USA Compression Finance Corp., of \$725 million in aggregate principal amount of 6.875% senior unsecured notes due 2026 at par. The offering is expected to close on March 23, 2018, subject to customary closing conditions.

The Partnership estimates that it will receive net proceeds of approximately \$710.5 million, after deducting the initial purchasers' discounts. The net proceeds from the offering, together with the net proceeds from a private placement of preferred units of the Partnership and borrowings under its asset-based revolving credit facility, will be used to fund the cash purchase price of the Partnership's previously announced acquisition of all of the issued and outstanding membership interests in CDM Resource Management LLC and CDM Environmental & Technical Services LLC from Energy Transfer Partners, L.P. for aggregate consideration of approximately \$1.7 billion consisting of units representing limited partner interests in the Partnership and an amount in cash equal to \$1.225 billion, subject to certain adjustments (the "CDM Acquisition").

The notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or under the securities laws of any other jurisdiction. Unless they are registered, the notes may be offered only in transactions that are exempt from registration under the Securities Act and applicable state securities laws. The notes are being offered only to qualified institutional buyers under Rule 144A under the Securities Act and to non-U.S. persons outside the United States under Regulation S of the Securities Act. The notes will not be listed on any securities exchange or automated quotation system.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of an offering memorandum.

FORWARD-LOOKING STATEMENTS

Statements in this press release may be forward-looking statements as defined under federal law, including those related to the Partnership's securities offering and the CDM Acquisition. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and factors, many of which are outside the control of the Partnership, and a variety of risks that could cause results to differ materially from those expected by management of the Partnership. The Partnership undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this press release. Known material factors that could cause the Partnership's actual results to differ materially from the results contemplated by such forward-looking statements are described in the Partnership's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the Securities and Exchange Commission on February 13, 2018. You should also understand that it is not possible to predict or identify all such factors and you should not consider these factors to be a complete statement of all potential risks and uncertainties.

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Source: USA Compression Partners, LP

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