



USA Compression Partners, LP
2016 MLPA Investor Conference
June 1 – 3, 2016

Disclaimers

This presentation contains forward-looking statements relating to the Partnership's operations that are based on management's current expectations, estimates and projections about its operations. You can identify many of these forward-looking statements by words such as "believe", "expect", "intend", "project", "anticipate", "estimate", "continue", or similar words, or the negative thereof. You should consider these statements carefully because they discuss our plans, targets, strategies, prospects and expectations concerning our business, operating results, financial condition, our ability to make distributions and other similar matters. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict. These include risks relating to changes in the long-term supply of and demand for natural gas and crude oil, actions taken by our customers, competitors and third-party operators, competitive conditions in our industry, the deterioration of the financial condition of our customers, and the factors set forth under the heading "Risk Factors" or included elsewhere that are incorporated by reference herein from our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission, and if applicable, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K. As a result of such risks and others, our business, financial condition and results of operations could differ materially from what is expressed or forecasted in such forward-looking statements. Before you invest in our common units, you should be aware of such risks, and you should not place undue reliance on these forward-looking statements. Any forward-looking statement made by us in this presentation speaks only as of the date of this presentation. Unpredictable or unknown factors not discussed herein could also have material adverse effects on forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Recent Developments: Q1 2016 Review

USAC Delivers Strong Q1 2016 Results; Affirms 2016 Guidance

Operational Update

- Q1 2016 fleet HP of 1.7 million and average revenue generating HP of 1.4 million
- Average horsepower utilization of 88.7% for Q1 2016
- 2016 expansion capital plan reduced by over 80% from 2015 levels
 - ▶ ~15K horsepower comprised of large-HP units currently on order for delivery in 2016

Financial Update

- Reported Revenue, Adjusted EBITDA and Distributable Cash Flow, or DCF, as follows for Q1 2016:
 - ▶ Revenue of \$66.4mm, up 2% Y-o-Y
 - ▶ Adjusted EBITDA of \$38.4mm, up 2% Y-o-Y
 - ▶ DCF of \$31.9mm, up 8% Y-o-Y
- LP distribution of \$0.525 for Q4 2015; DCF coverage of 1.10x
- Leverage of 4.8x – same as year-end – on borrowings of \$743 million as of quarter-end
- Affirmed previously released 2016 Adjusted EBITDA and DCF guidance (see appendix for full details)
 - ▶ Adjusted EBITDA range of \$138mm to \$153mm; DCF range of \$102mm to \$117mm

ABL Amendment

- In March, announced credit facility amendment providing enhanced flexibility with respect to the financial leverage ratio covenant
- Expected to allow USAC to continue to operate its business in the near-term without the need to raise additional capital from secondary equity sales

Note: See “Basis of Presentation; Explanation of Non-GAAP Financial Measures” for additional information on calculation of Adjusted EBITDA, DCF, DCF coverage and average horsepower utilization.

Addressing the Market Backdrop: USAC's Strategy

USA Compression has multiple levers to pull to help navigate this difficult environment

Market Backdrop and the Effect on the Compression Industry	USA Compression's Strategy		
<ul style="list-style-type: none">• Lower drilling activity over last 18 months has resulted in less production growth; however existing production requires increasing compression to move the same gas volumes through the pipeline system as pressures decline• Recently hearing more upbeat commentary about activity levels from our customers – assuming commodity prices stabilize at recent levels• Most customers have completed right-sizing of their compression needs	<h3>Significantly Reduce Capital Spending</h3> <ul style="list-style-type: none">• 2016 budget reduced by ~80% vs. 2015 levels; currently expect \$40 to \$50 million of growth capital• Relative to many pipeline companies with long, multi-year lead-time projects and large financing needs, USAC is able to quickly ratchet back its capital spending• USAC expects to fund its minimal capital requirements with operating cash flow and borrowings	<h3>Focus on Utilization</h3> <ul style="list-style-type: none">• Reallocating resources, people, capital and equipment from regions of softness to areas of continued strength and demand• Flexible unit design allows our compression units to be utilized in a broader range of applications and geographies• Proactively work with customers to help them optimize their compression requirements	<h3>Expense Control</h3> <ul style="list-style-type: none">• Continue to wring out operational and corporate efficiencies• Our operations team continues to be proactive in finding creative cost-control solutions

Our compression services business model is characterized by both stability and growth; in this market, we believe our strategy in a down cycle should result in stable cash flows



Outlook For Compression and Macro Drivers



Compression Basics and The Need for Compression

Critical Infrastructure for US Natural Gas

What is Compression?

- Compression is a mechanical process where natural gas from a lower pressure is “smashed down” (compressed) to a smaller volume which results in a higher pressure
- In a nutshell, compression is used to boost the pressure of a volume of gas from a lower suction pressure to a resulting higher discharge pressure, shrinking the volume

Critical Part of Natural Gas Transportation

- The U.S. pipeline system which transports natural gas from producing areas to markets is generally designed to move gas at increasing pressures
 - Compression is a critical service throughout all stages of the natural gas value chain, including production at the wellhead, gathering, treating & processing, and transportation & storage
- Once installed, compression becomes key part of infrastructure, remaining in field for significant lengths of time; however, assets remain “moveable”, which allows for redeployment to other regions where and when appropriate

Attractive Fundamentals Driving Growth

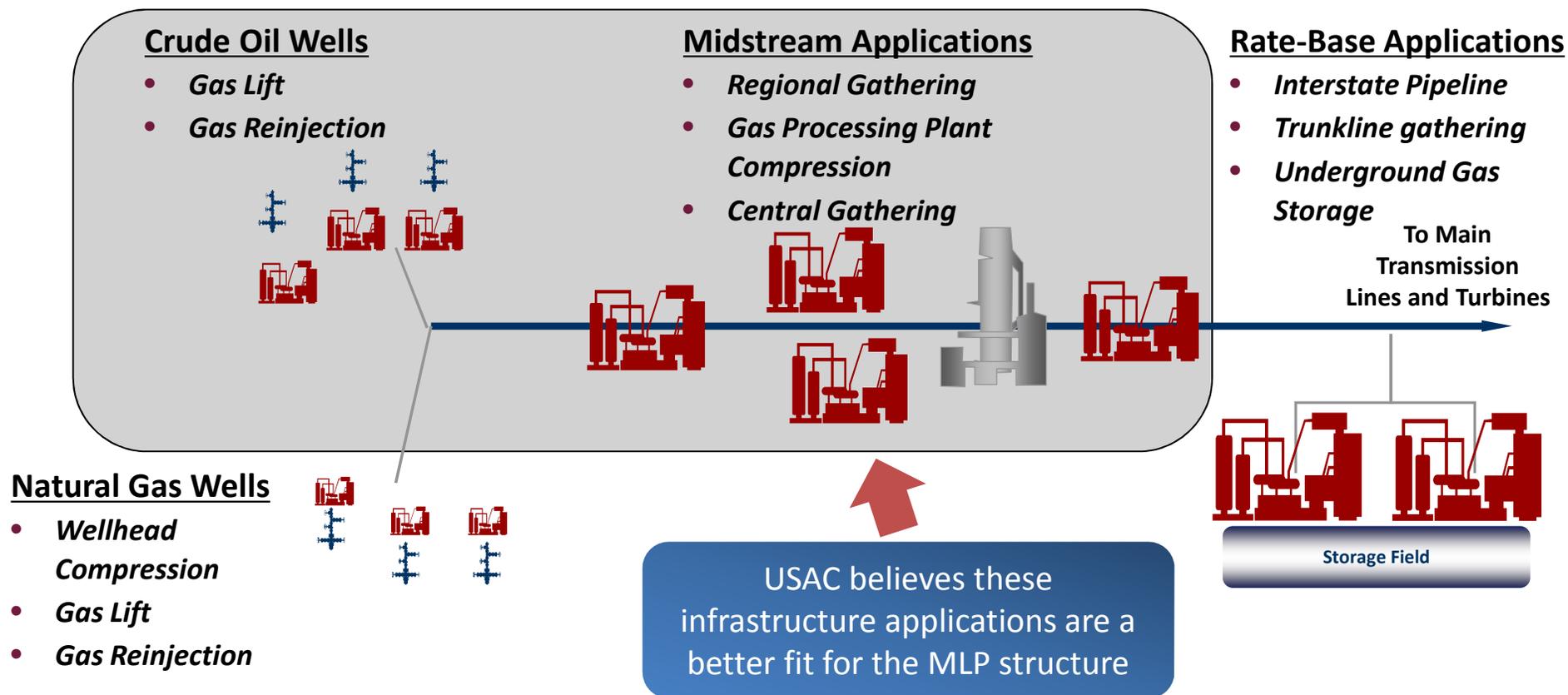
- Gas production increasing primarily in shale plays, which require both more overall compression horsepower and flexible / convertible compressor packages
- Midstream build-out still in “early innings” in many shale plays; compression grows alongside gathering and processing (“G&P”) expansions
- Compression frequently outsourced given increased expertise, safety record and reliability

USAC’s business is driven by the same attractive fundamentals as the general midstream space: growing domestic hydrocarbon production and demand

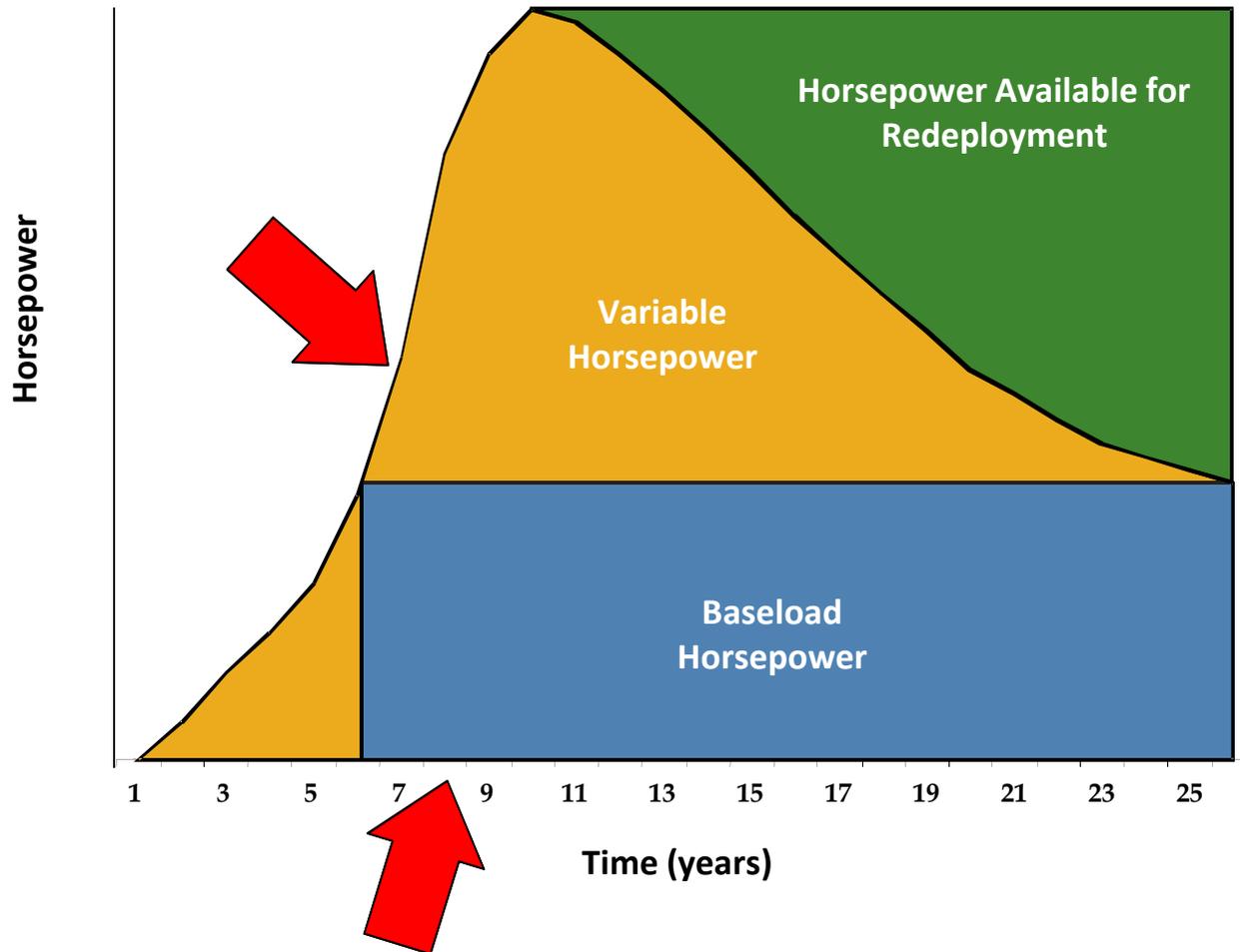
Strategic Focus on Infrastructure Applications

■ **Compression is a critical service across a range of applications in the production, processing and transportation of oil and natural gas:**

- Enhances oil and natural gas production
- Maintains reservoir pressure
- Transports natural gas through gathering lines and into pipelines
- Pressurizes natural gas into and out of processing plants
- Injects and withdraws natural gas into and out of storage
- Delivers natural gas through pipelines to end users



Long-Life Deployment Cycle – “Early to Mid-Innings”



USAC meets changing contract compression requirements during all phases of the life of a developing natural gas play; larger, project-oriented customers provide USAC with a stable, long-life deployment cycle

USAC Business Drivers

Compression is Critical Infrastructure for Producing & Transporting Hydrocarbons

Overall Gas Demand & Production

- ~85% of USAC's business (by HP) installed in natural gas-based applications
- Projected increasing demand / steady production of natural gas
- LNG exports, Mexico exports add to the increasing demand macro picture
- Largely gas price agnostic; activity driven by production volumes and the need to move the gas

Shale Activity

- Expect majority of gas production growth to be satisfied by shale production
- Less crude drilling results in lower associated gas, thus driving increased dry gas production
- Typically lower pressures (vs. conventional) require significantly more compression to move gas (~3x HP)
- Changing operating conditions over time require flexible assets
- Infrastructure build out in early innings; compression follows

Customer Preference to Outsource

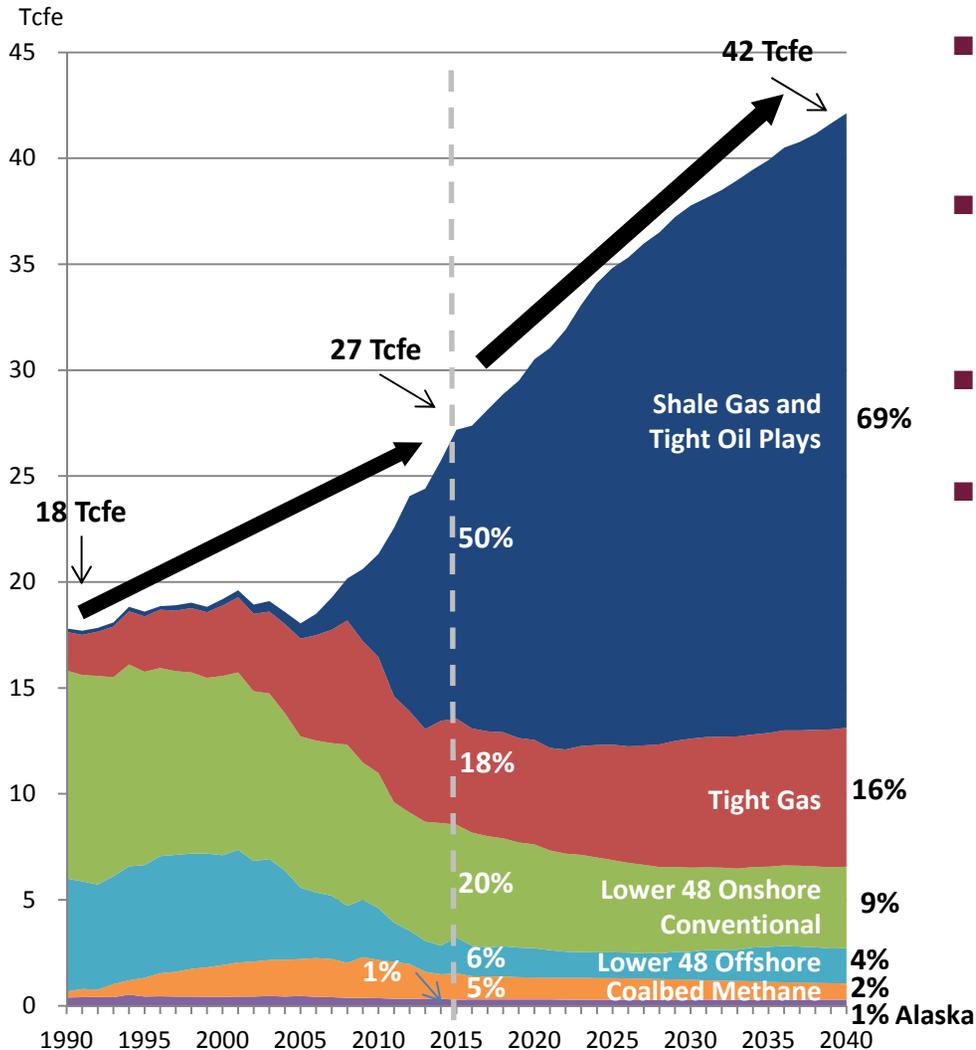
- Decision to outsource compression can be due to safety, lack of expertise, labor scarcity, alternative capital investment opportunities and other factors
 - Expect more opportunities in current commodity price environment
- Mission-critical assets must run
- Guaranteed run time backed up by exemplary service and adherence to maintenance intervals

"Core" Crude Oil Production

- Economical crude oil production continuing in core areas
- Already-drilled horizontal wells regularly use gas lift to extract crude oil

Macro Thesis: The “Shift to Shale”

Shale Gas Piece of the Growing Pie Continues to Increase



- Overall natural gas production expected to increase from ~74 Bcf/d in 2015 to ~115 Bcf/d through 2040, an increase of 55%
- Volume projections continue to be revised upwards
 - In 2013, the EIA was projecting ~91 Bcf/d by 2040 – that level of volume now expected by 2023!
- Importantly, total shale gas volumes are projected to grow over 2x over the same projected time period
- Production from Marcellus / Utica Shales and Permian / Delaware Basins represent large portion of future natural gas production growth

↓

USAC has placed almost 75% of its newbuild large-HP fleet additions in these areas of robust production growth since the beginning of 2014

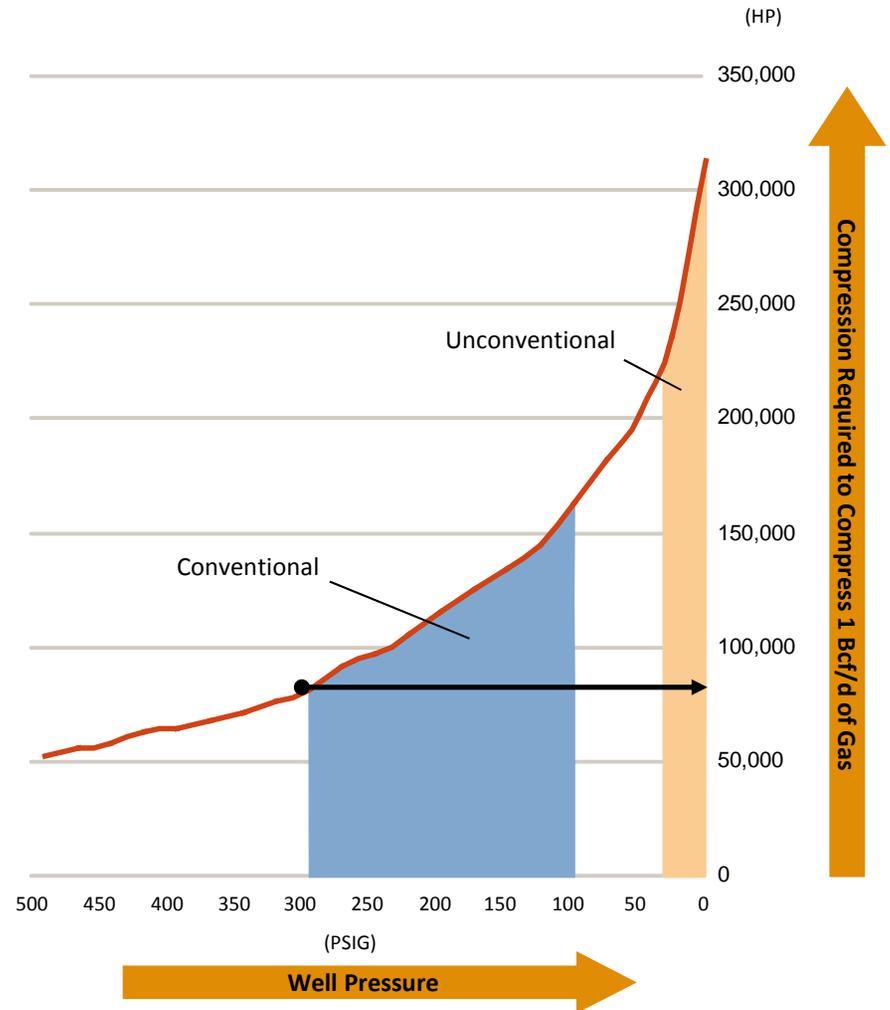
Source: U.S. Energy Information Administration, Annual Energy Outlook 2016 Early Release, May 2016.

Growing Shale Compression Requirements

Shale Production Drives Increasing Compression Requirements ⁽¹⁾

- Shale gas is typically produced at lower wellhead pressures (0-50 PSIG) in contrast to conventional gas wells (100-300 PSIG)
- Pipeline specifications remain constant – requiring gas pressure to be increased significantly to move gas into and through pipelines
- As a result, to move the same amount of gas requires significantly more compression

USAC believes compression needs for unconventional basins are up to 3X those of conventional supplies



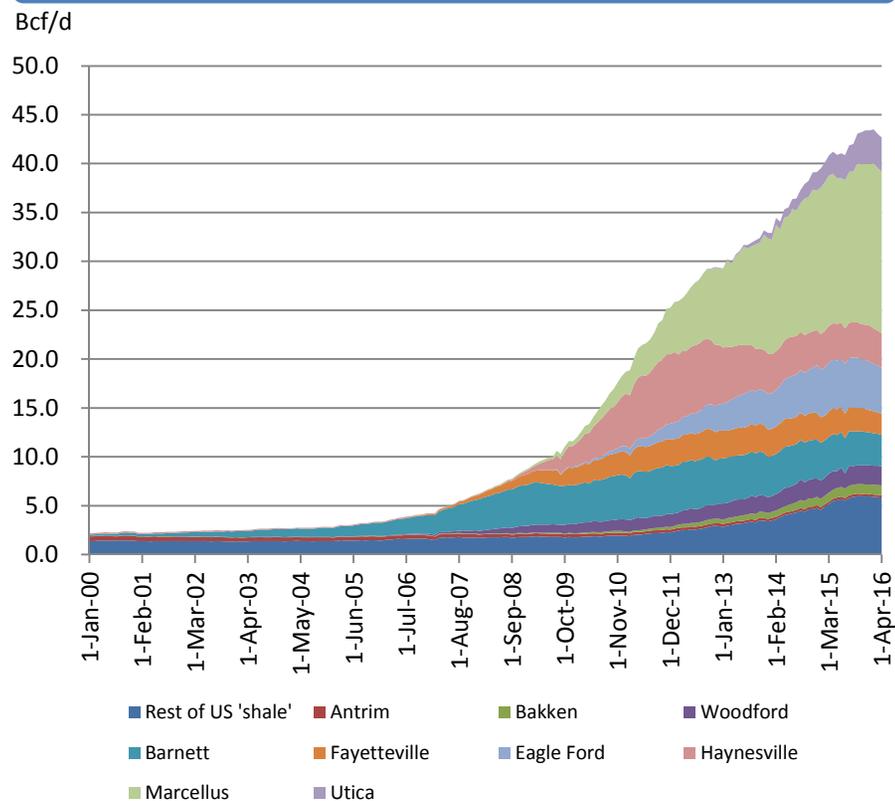
Source: Ariel Corporation: compressor sizing protocol.
(1) Assumes Discharge Pressure = 1,200 PSIG.

Changing, But Still Growing, Natural Gas Market

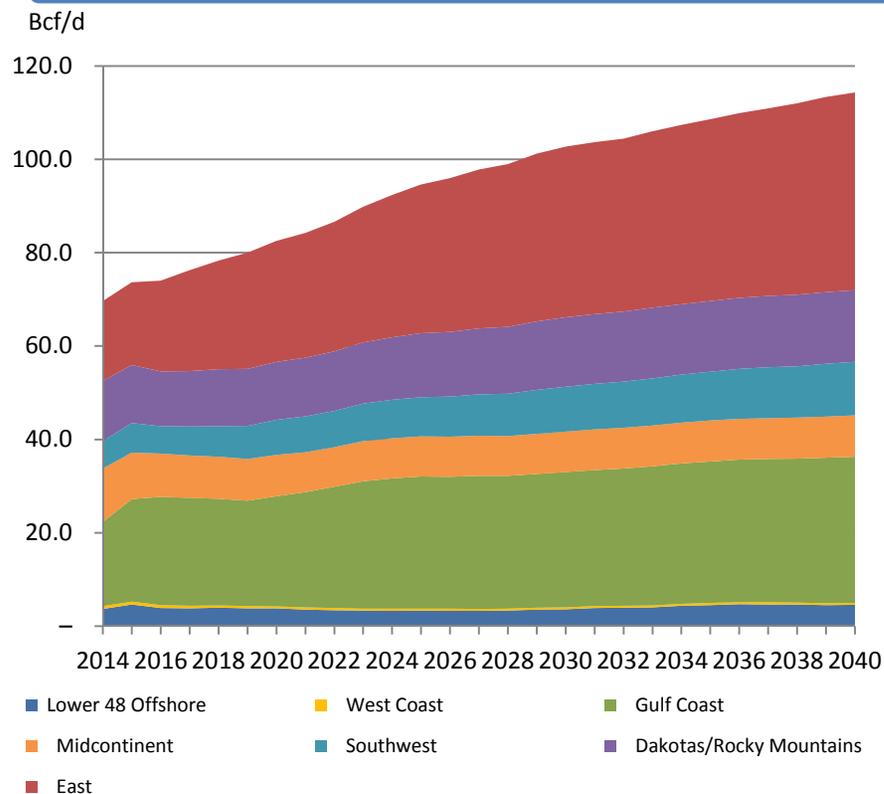
Marcellus/Utica Production Continues to Drive Growth; Expected to Offset 2016 Associated Gas Decline

- Due to lowered liquids-focused activity since the decline in crude prices in late 2014, associated gas production projected to decrease in 2016
- However, total natural gas supply is expected to continue to grow through 2020 and beyond – driven by:
 - 1) Productivity gains across key gas plays (specifically Marcellus and Utica)
 - 2) Lower production decline rates and enhanced completions in ‘mature’ gas plays

Historical Shale Gas Production by Play



Projected Dry Gas Production Growth by Region



Per EIA, May 2016.

Natural Gas Demand Poised to Surge

“Big Four” Demand Sources Driving Majority of Expected 38 Bcf/d of New Natural Gas Demand Thru 2040

Coal Plant Retirements and Gas-Fired Power Demand

- EIA expects 40 – 45 gigawatts (GW) of coal-plant retirements in 2016 alone, with 55 GW of expected retirements beyond 2016
- >6 Bcf/d of demand growth expected by the EIA by 2040 from total gas-fired power demand, a majority of which is expected coal plant retirements. Assumes 150% increase from current levels of generation capacity from renewables

Mexico Exports

- Shale gas NOT expected to be near-term focus in Mexico; will continue to rely on imports of US natural gas to meet its growing demand
- EIA suggests ~5 Bcf/d of natural gas pipeline exports to Mexico by 2020, an increase of ~3 Bcf/d from 2014 levels
- Includes announced and in-progress infrastructure projects from midstream operators such as Howard Energy, Energy Transfer, Kinder Morgan, etc.

LNG Exports

- EIA suggests almost 7 Bcf/d of US LNG exports by 2020, almost 13 Bcf/d by 2025, and upwards of 18 Bcf/d of export demand expected on a longer-term basis thru 2040 (based on contracts signed by consumers and other LNG projects in development)
- Potential for an increased coal-to-gas switching in Europe, which would bolster future US LNG export demand
- First LNG export cargo from Cheniere’s Sabine Pass terminal shipped February 2016

Industrial Demand

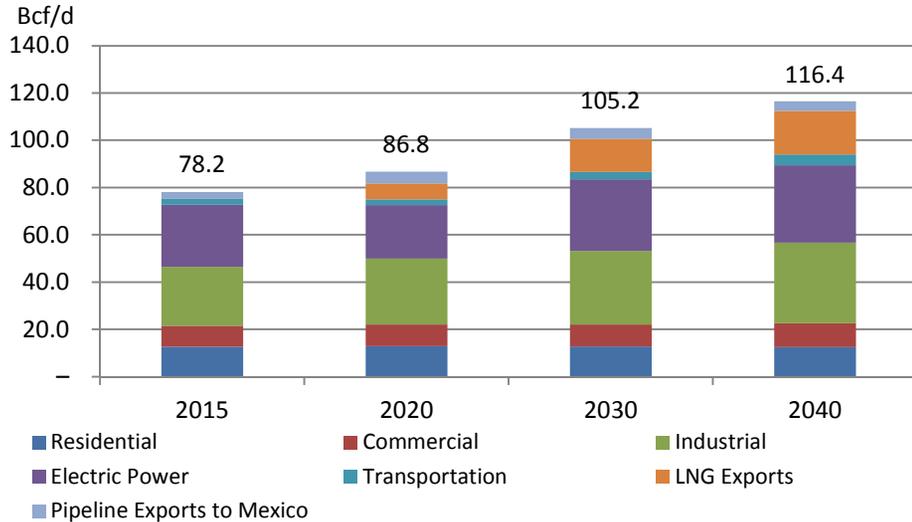
- Expect over 3 Bcf/d and 9 Bcf/d of incremental industrial demand growth by 2020 and 2040, respectively
- Growth driven by increases in both base industrial demand (including fuel for LNG export facilities) as well as new petrochemical plant projects / expansions (ethylene, ammonia and propylene)

Source: U.S. Energy Information Administration, Annual Energy Outlook 2016 Early Release, May 2016.

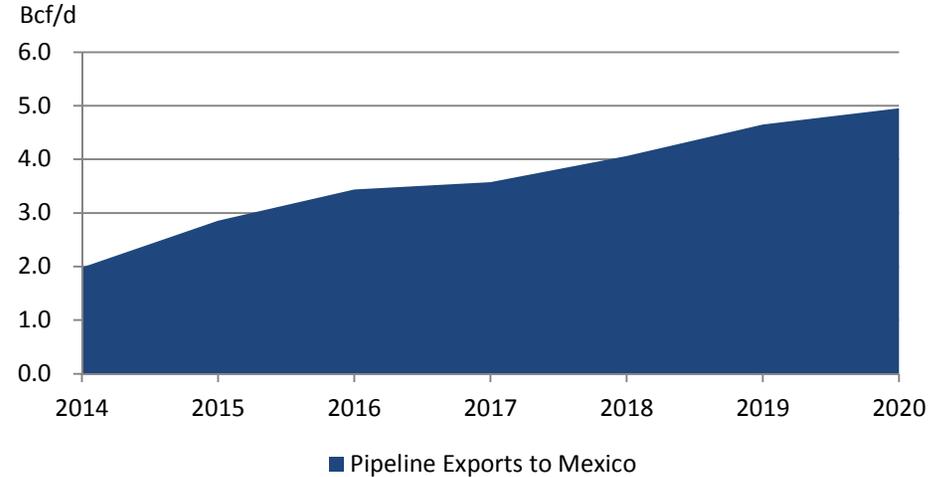
Natural Gas Demand Poised to Surge, Cont'd.

Industrial Sector, LNG and Pipeline Exports to Mexico Drive Demand Growth

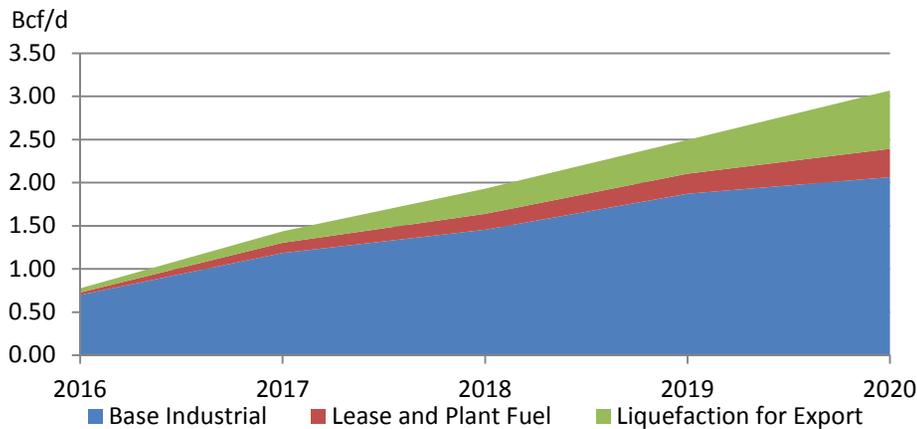
Projected Natural Gas Demand



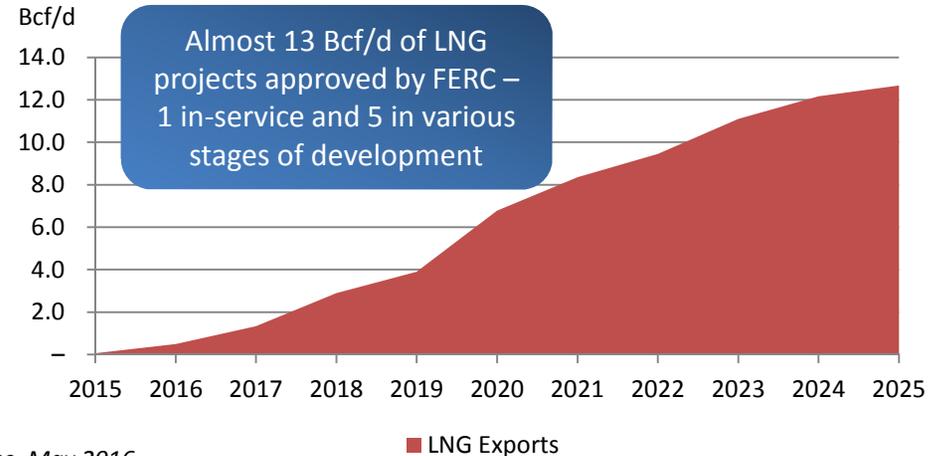
Pipeline Exports to Mexico



Industrial Demand



LNG Exports Thru 2025



Source: U.S. Energy Information Administration, Annual Energy Outlook 2016 Early Release, May 2016.

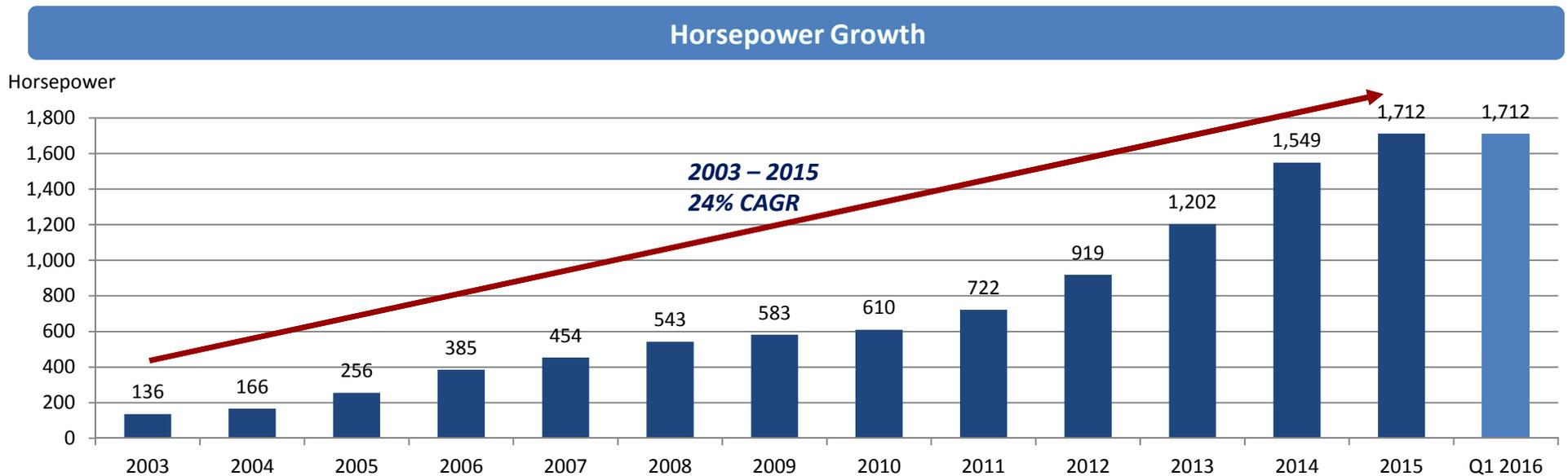
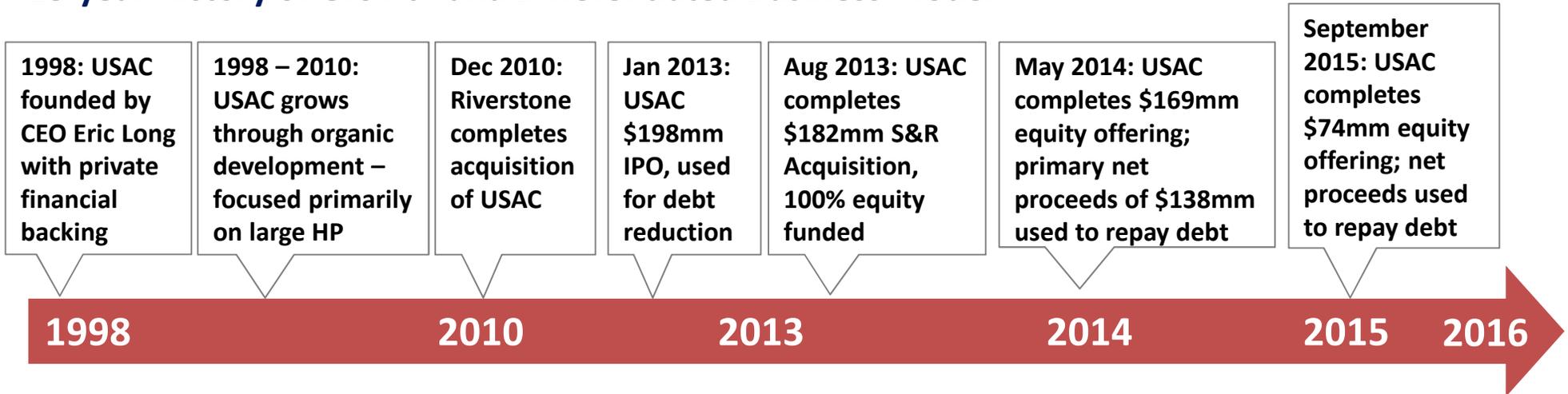


USAC: Story of Stability and Growth



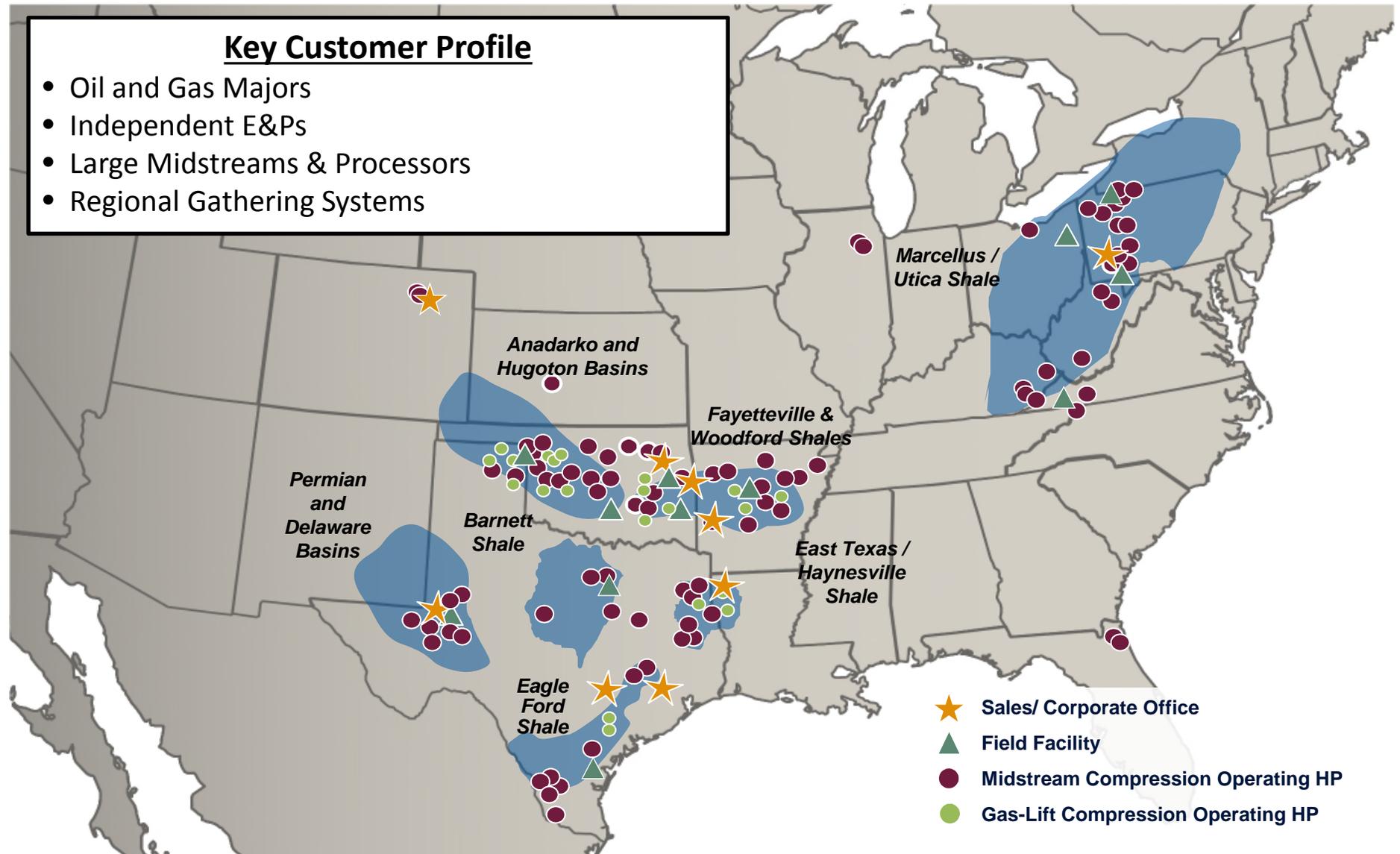
USAC History

18-year History of Growth and Differentiated Business Model



Geographical Presence

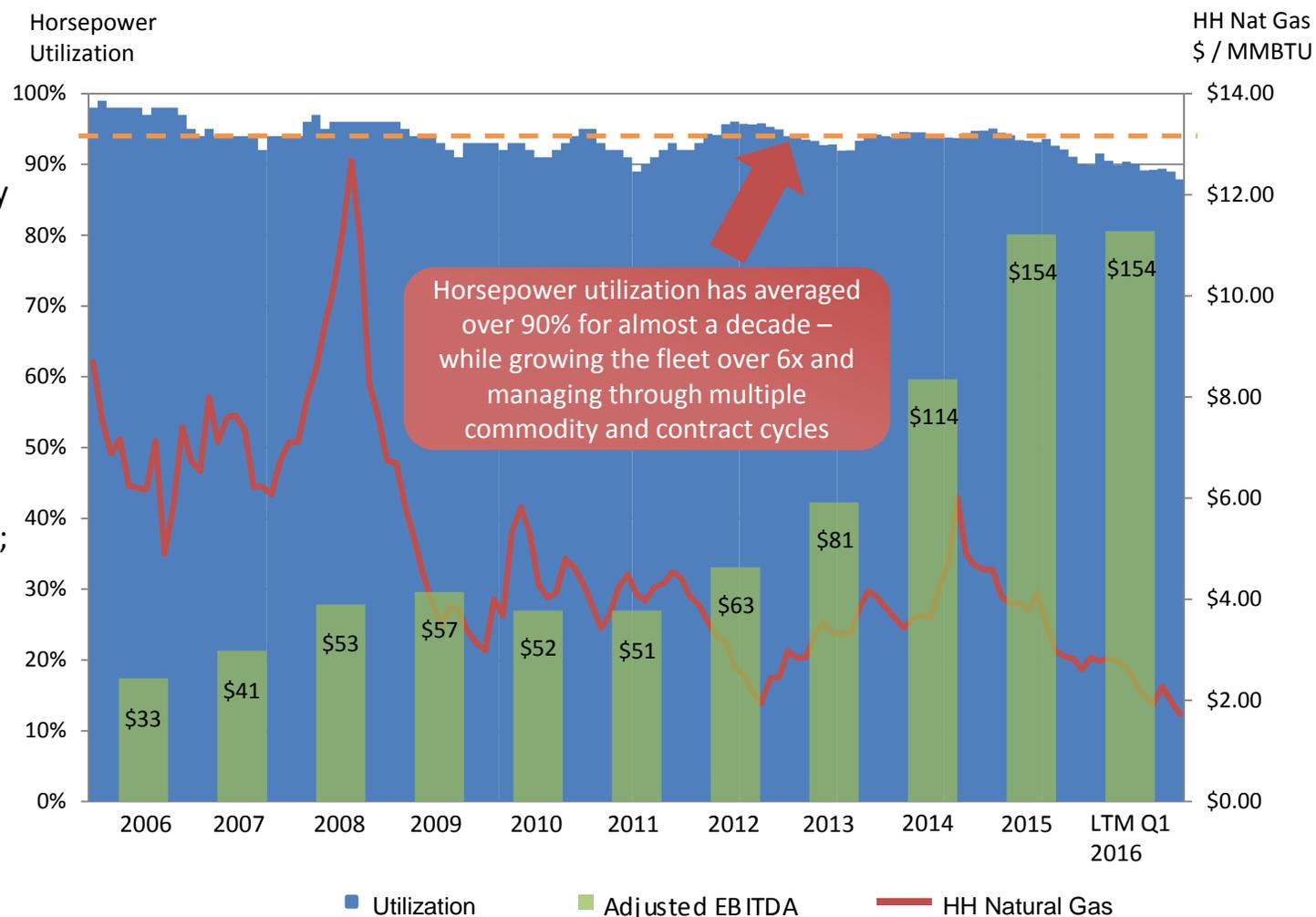
Diversified Presence in Key Geographical Regions



Business Model Underpinned by Stability

Stability Through Multiple Commodity Price Cycles

- Commodity price levels do not directly affect USAC's business prospects
- Rather, natural gas compression is impacted by the level of natural gas Demand and Production
- Throughout both the recent and longer-term commodity price cycle, USAC has demonstrated its ability to:
 - i) Grow the Partnership;
 - ii) Maintain high utilization; and
 - iii) Manage for the impact, if any, of commodity prices on our customers



Source: EIA and Partnership historical financials.

Note: See "Basis of Presentation; Explanation of Non-GAAP Financial Measures" for additional information on calculations of horsepower utilization, Adjusted EBITDA, and LTM Adjusted EBITDA.

Nature of USA Compression's Contracts

Compression Services Contract Profile

Contract Service Rate Structure is 100% Fixed-Fee

- USA Compression's service contract rates are billed monthly (30 days in advance) and are 100% fixed fee (i.e. contract stipulates \$XX / month)
 - ▶ Structured similar to take-or-pay contracts commonly seen with midstream companies who operate long-haul, interstate pipelines and large-scale storage assets
- USAC contracts are not tied to either volumetric throughput or any direct commodity price exposure

Critical Nature of Contracts in Distressed Situations

- In the case of customer credit issues, we have been typically considered to be a critical service provider by both our customers and bankruptcy courts
- We also tend to get paid on an ongoing basis for our services following a customer's bankruptcy petition
 - ▶ Without compression, gas is not able to flow and therefore there are no cash flows for our customers to service debt and pay bills
 - ▶ Unlike drilling services providers, USAC is as a long-term provider of mission critical compression services under long-term fee based contracts

Unit Level Contracts Limit Large-Scale Returns

- Each of our ~2,700 active units has its own separate and discrete contract with its own original start date and primary term
- Over 60% of our active fleet is under contract with remaining primary term
 - ▶ Little risk of large portion of our fleet being returned

Strong, Large-Cap Customer Base Able to Weather the Storm

Diverse Customer Base Includes O&G Majors, Independent E&Ps, Large Midstream Operators and Regional Gatherers

Rank	Top Customers	Length of Relationship
1	Pipeline Subsidiary of Utility	2 years
2	Large Public Independent E&P	10+ years
3	Large Public Independent E&P	10+ years ⁽¹⁾
4	Large Public MLP	2 years
5	Large Private Midstream	2 years
6	Public Independent E&P	2 years
7	Pipeline Subsidiary of E&P	8 years
8	Large Diversified Oil and Gas	8 years
9	Large Public Independent E&P	9 years
10	Oil and Gas Major	9 years

Top 10 customers represent over 42% of total revenue, have a weighted average market cap and enterprise value of ~\$27 billion and ~\$38 billion, respectively ⁽²⁾, and a weighted average credit rating of investment grade⁽³⁾

- USAC has historically had very little bad debt write-offs; in fact, over the last 11 years, USAC has written off only ~\$1 million in bad debts

- ▶ Equates to 0.1% of total billings (>\$1.0 billion) over same period

Note: Rankings and %'s of revenue reflect Q1 2016 revenue.

(1) Includes prior relationship with S&R Compression, which USAC acquired in August 2013.

(2) Per ThomsonOne as of 5/23/16.

(3) Per Moody's and S&P, as of May 2016.

Fundamentals Result in Cash Flow Stability

“Infrastructure-Nature” of USAC Assets Provide Cash Flow Stability

Long-lived Asset Base

- Long asset life complements gathering systems and processing facilities served
- Compression units typically last for 40+ years, when properly maintained
- 60% of the capital cost of a unit never wears out
- Young, standardized large HP fleet (avg. age 4 years): fuel and emissions-efficient

Contract Profile

- Initial contracts for midstream applications are typically 2-5 years
- Assets tend to stay in field significantly longer than original contract term
- USAC will work with customers to optimize their compression needs

Compression Needs Follow G&P Development

- USAC’s services are essential for the transportation of natural gas and crude oil
 - ▶ Gas generally will not flow into and through pipeline systems without compression
- Production matters more than drilling activity
- Lagging development following G&P build-out

Loyal Customer Base

- Long-standing customer base values relationships and reliability
- USAC has followed its customers to provide compression across multiple basins
- Strategically focused primarily on midstream applications where our customers remain active

USAC’s Activity Level is Not Directly Dependent on Commodity Prices



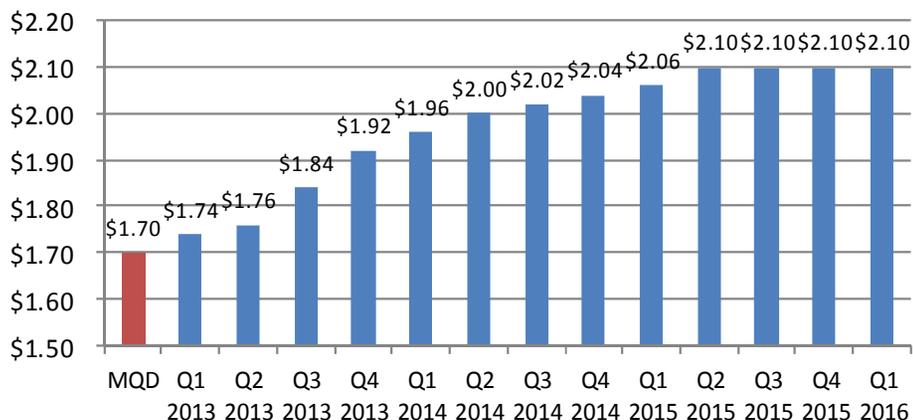
Financial Overview and Investment Highlights



USAC Distributions and Leverage Since IPO

Prudent Balance Between Distribution Growth, Coverage and Leverage

Annualized Distributions per LP Unit

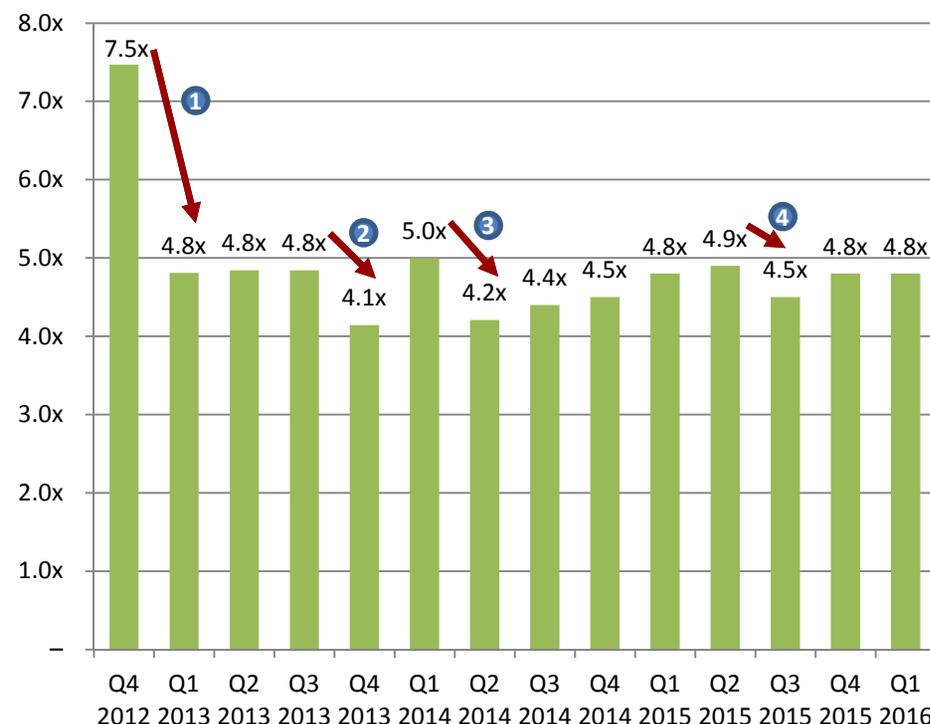


- USAC has increased the distribution to 24% above the MQD since IPO in January 2013
- DCF coverage for Q1 2016 is 1.10x and Cash Coverage Ratio ⁽¹⁾, as a result of USAC's Distribution Reinvestment Plan ("DRIP"), is 1.68x

DRIP Program

- The DRIP has given all investors the option to reinvest distributions on their units into newly issued common units
- The participation by affiliates of USAC in the DRIP has allowed USAC to retain over half of its quarterly cash distributions, providing an additional cash coverage cushion and permit us to utilize the retained cash to fund continued organic growth

USAC Historical Leverage⁽²⁾



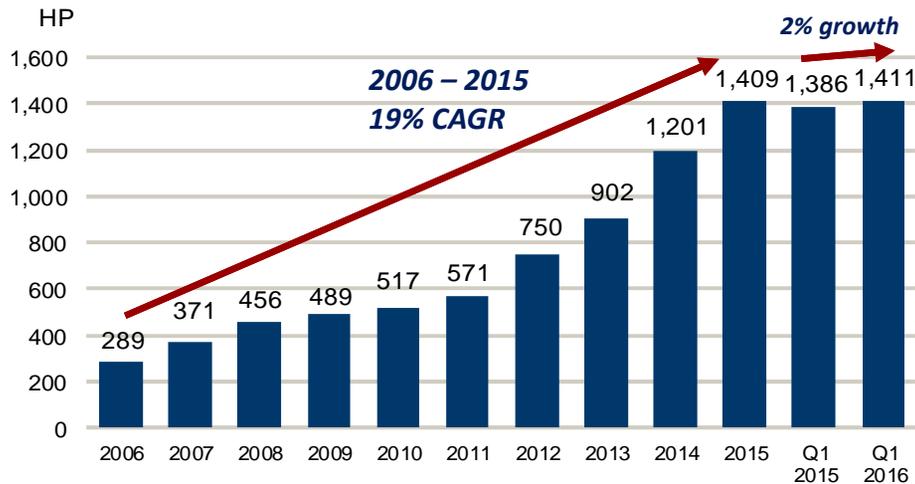
- 1) \$198mm IPO proceeds; used to repay debt
- 2) \$182mm acquisition of S&R gas lift fleet; 100% equity
- 3) \$138mm follow-on offering; proceeds used to repay debt
- 4) \$74mm follow-on offering; proceeds used to repay debt

(1) See "Basis of Presentation; Explanation of Non-GAAP Financial Measures" for additional information on calculation of DCF coverage and Cash Coverage Ratios.

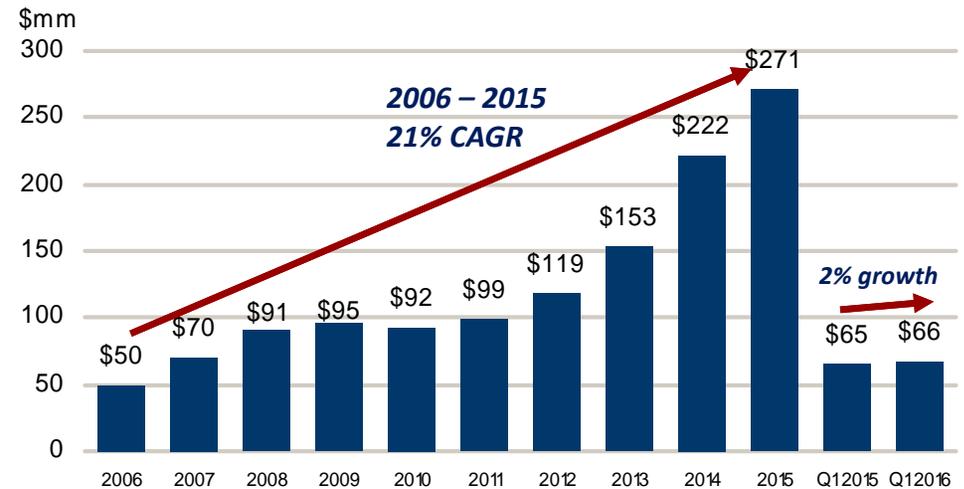
(2) Historical leverage calculated as total debt divided by annualized quarterly Adjusted EBITDA for the applicable quarter, in accordance with our current Credit Agreement. Actual historical leverage may differ based on certain adjustments, and prior to Q4 2013 was calculated using LTM Adjusted EBITDA.

Operational and Financial Performance

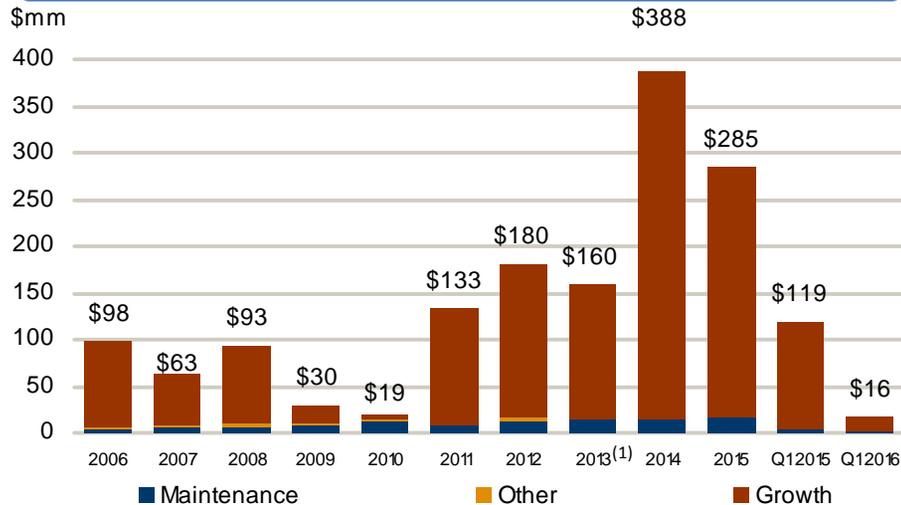
Avg. Revenue Generating HP (000s)



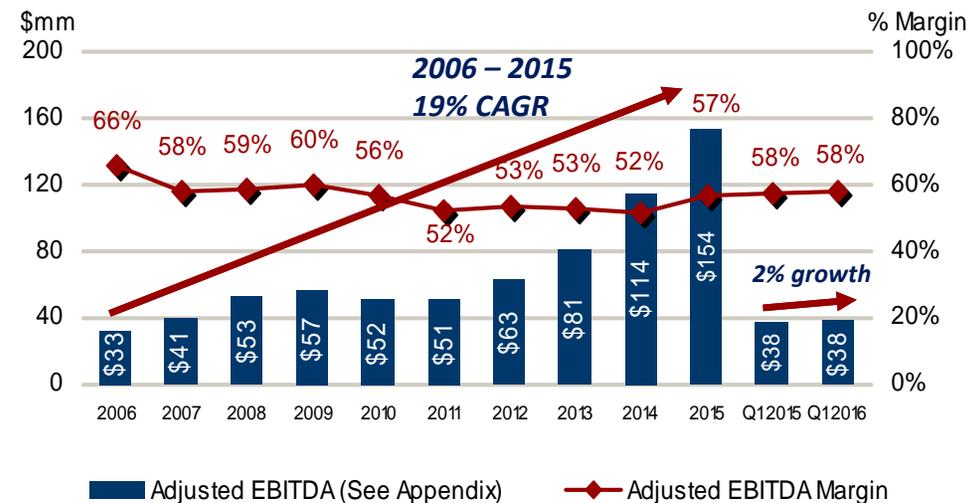
Revenue (\$MM)



Total Capex (\$MM)



Adjusted EBITDA (\$MM) & Margin Percentage⁽²⁾



(1) Does not include \$182mm acquisition of S&R Compression, financed with 7.4mm Common Units (\$178mm net of cash acquired).

(2) See "Basis of Presentation; Explanation of Non-GAAP Financial Measures" for information on calculations of Adjusted EBITDA and Adjusted EBITDA Margin Percentage.

USAC Investment Highlights

USAC's Business Prospects Driven By Positive Macro Drivers in the Midstream Industry

Critical Midstream Infrastructure

- Continued focus on infrastructure-oriented compression applications; compression is critical to transporting hydrocarbons to end markets
- Shale gas continues to reward flexible compression providers
- Gas lift operations continue in our core areas; well economics (lifting vs. finding costs) still favorable

Exposure to Strategic Producing Regions

- USAC owns and operates assets in prolific oil and gas shale basins benefitting from ongoing midstream build-out
- Well-positioned in previously neglected dry gas basins – able to capitalize on recent shift from “associated gas” growth to dry gas production growth
- Continued organic development through presence in areas of natural gas processing
- Gas-lift compression exposed to favorable trends / markets in crude oil production

Stable Cash Flows with Visible Growth

- Infrastructure nature of assets results in compression units typically remaining in the field well beyond initial contract term
- Continued strong utilization history drives return on capital employed

Strategic Customer Relationships

- Services provided to large, high-quality midstream and upstream customers
- Continued outsourcing of service providers creates strategic opportunities for USAC
- Long-standing customer relationships in all operating regions creates a significant barrier to entry



Appendix

2016 Guidance

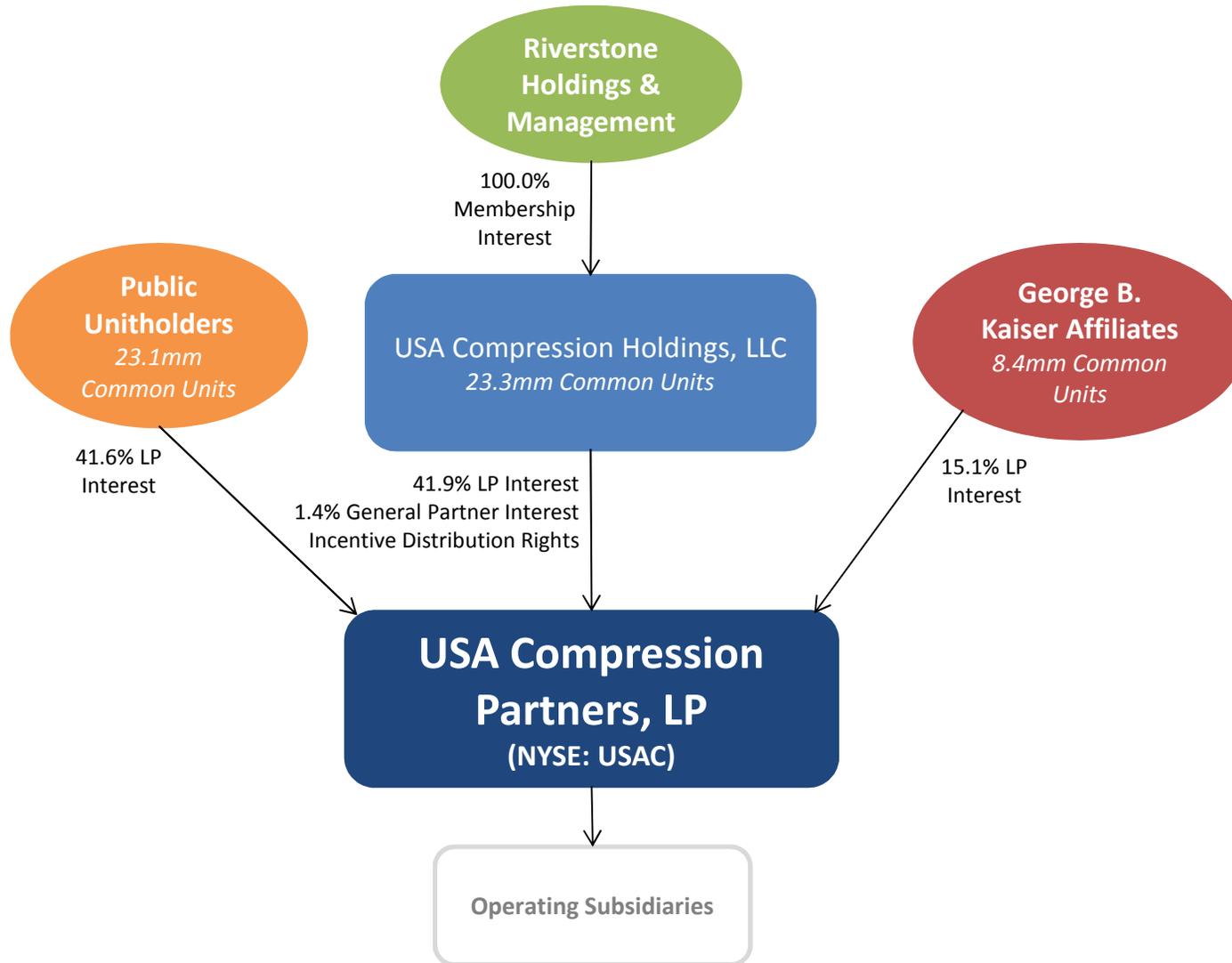
	Guidance
Net income	\$20.6 million to \$35.6 million
Plus: Interest expense	\$22.4 million
Plus: Depreciation and amortization	\$90.2 million
Plus: Income tax expense	\$0.3 million
EBITDA	<u>\$133.5 million to \$148.5 million</u>
Plus: Interest income on capital lease	\$1.4 million
Plus: Unit-based compensation expense (1)	\$3.1 million
Adjusted EBITDA	<u>\$138.0 million to \$153.0 million</u>
Less: Cash interest expense	\$20.7 million
Less: Current income tax expense	\$0.3 million
Less: Maintenance capital expenditures	\$15.0 million
Distributable Cash Flow	<u><u>\$102.0 million to \$117.0 million</u></u>

(1) Based on the Partnership's unit closing price as of December 31, 2015.

See "Basis of Presentation; Explanation of Non-GAAP Financial Measures" for additional information on forward-looking estimates.

USA Compression Ownership Structure

USAC is a Pure-play Compression MLP Backed by Experienced Energy Investors



Note: As of May 16, 2016. Reflects effect of Q1 2016 DRIP.

Non-GAAP Reconciliations

	Three Months Ended March 31,		Year Ended December 31,									
	2016	2015	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006
Net income (loss)	\$ 8,538	\$ 11,456	\$ (154,273)	\$ 24,946	\$ 11,071	\$ 4,503	\$ 69	\$ 10,479	\$ 21,228	\$ 20,911	\$ 7,122	\$ 9,829
Interest expense, net	5,062	3,994	17,605	12,529	12,488	15,905	12,970	12,279	10,043	14,003	16,468	13,209
Depreciation and amortization	22,094	20,731	85,238	71,156	52,917	41,880	32,738	24,569	22,957	18,016	13,437	9,770
Income taxes	234	79	1,085	103	280	196	155	155	190	119	155	-
EBITDA	\$ 35,928	\$ 36,260	\$ (50,345)	\$ 108,734	\$ 76,756	\$ 62,484	\$ 45,932	\$ 47,482	\$ 54,418	\$ 53,049	\$ 37,182	\$ 32,808
Impairment of compression equipment	-	-	27,274	2,266	203	-	-	-	1,677	-	1,028	-
Impairment of goodwill	-	-	172,189	-	-	-	-	-	-	-	-	-
Interest income on capital lease	375	427	1,631	1,274	-	-	-	-	-	-	-	-
Unit-based compensation expense	1,812	1,026	3,863	3,034	1,343	-	-	382	269	225	2,352	-
Equipment operating lease expense	-	-	-	-	-	-	4,053	2,285	553	-	-	-
Riverstone management fee	-	-	-	-	49	1,000	1,000	-	-	-	-	-
Restructuring / severance charges	411	-	-	-	-	-	300	-	-	-	-	-
Fees and expenses related to the Holdings Acquisition	-	-	-	-	-	-	-	1,838	-	-	-	-
Transaction expenses for acquisitions	-	-	-	1,299	2,142	-	-	-	-	-	-	-
Loss (gain) on sale of assets and other	(122)	(195)	(1,040)	(2,198)	637	-	-	-	-	-	-	-
Adjusted EBITDA	\$ 38,404	\$ 37,518	\$ 153,572	\$ 114,409	\$ 81,130	\$ 63,484	\$ 51,285	\$ 51,987	\$ 56,917	\$ 53,274	\$ 40,562	\$ 32,808
Interest expense, net	(5,062)	(3,994)	(17,605)	(12,529)	(12,488)	(15,905)	(12,970)	(12,279)	(10,043)	(14,003)	(16,468)	(13,209)
Income tax expense	(234)	(79)	(1,085)	(103)	(280)	(196)	(155)	(155)	(190)	(119)	(155)	-
Interest income on capital lease	(375)	(427)	(1,631)	(1,274)	-	-	-	-	-	-	-	-
Equipment operating lease expense	-	-	-	-	-	-	(4,053)	(2,285)	(553)	-	-	-
Riverstone management fee	-	-	-	-	(49)	(1,000)	(1,000)	-	-	-	-	-
Restructuring / severance charges	(411)	-	-	-	-	-	(300)	-	-	-	-	-
Fees and expenses related to the Holdings Acquisition	-	-	-	-	-	-	-	(1,838)	-	-	-	-
Transaction expenses for acquisitions	-	-	-	(1,299)	(2,142)	-	-	-	-	-	-	-
Amortization of deferred financing costs and other	467	455	1,702	1,189	1,839	(58)	(920)	3,362	288	201	1,666	(1,077)
Changes in operating assets and liabilities	(10,829)	(18,960)	(17,552)	1,498	180	(4,351)	1,895	(220)	(3,474)	1,346	836	1,047
Net cash provided by operating activities	\$ 21,960	\$ 14,513	\$ 117,401	\$ 101,891	\$ 68,190	\$ 41,974	\$ 33,782	\$ 38,572	\$ 42,945	\$ 40,699	\$ 26,441	\$ 19,569

Non-GAAP Reconciliations (cont'd)

	Three months ended		
	March 31, 2016	December 31, 2015	March 31, 2015
Net income (loss)	\$ 8,538	\$ (159,630)	\$ 11,456
Plus: Non-cash interest expense	467	416	455
Plus: Non-cash income tax expense	102	(202)	-
Plus: Depreciation and amortization	22,094	21,640	20,731
Plus: Unit-based compensation expense	1,812	795	1,026
Plus: Impairment of compression equipment	-	2	-
Plus: Impairment of goodwill	-	172,189	-
Plus: Severance charges	411	-	-
Plus: Gain on sale of assets and other	(122)	(1,148)	(36)
Less: Maintenance capital expenditures	(1,389)	(6,021)	(4,093)
Distributable cash flow	\$ 31,913	\$ 28,041	\$ 29,539
Plus: Maintenance capital expenditures	1,389	6,021	4,093
Plus: Changes in operating assets and liabilities	(10,829)	988	(18,960)
Less: Other	(513)	(392)	(159)
Net cash provided by operating activities	\$ 21,960	\$ 34,658	\$ 14,513
Distributable Cash Flow	31,913	28,041	29,539
Cash distributions to general partner and IDRs	711	702	588
Distributable Cash Flow attributable to limited partner interest	\$ 31,202	\$ 27,339	\$ 28,951
Distributions for Distributable Cash Flow Coverage Ratio	\$ 28,433	\$ 27,618	\$ 23,779
Distributions reinvested in the DRIP	\$ 9,807	\$ 11,468	\$ 14,111
Distributions for Cash Coverage Ratio	\$ 18,626	\$ 16,150	\$ 9,668
Distributable Cash Flow Coverage Ratio	1.10	0.99	1.22
Cash Coverage Ratio	1.68	1.69	2.99

Basis of Presentation; Explanation of Non-GAAP Financial Measures

This presentation includes the non-GAAP financial measures of Adjusted EBITDA, LTM Adjusted EBITDA, Adjusted EBITDA Margin Percentage, Distributable Cash Flow, Distributable Cash Flow Coverage Ratio and Cash Coverage Ratio, as well as horsepower utilization.

EBITDA, a measure not defined under U.S. generally accepted accounting principles ("GAAP"), is defined by USAC as net income (loss) before net interest expense, income taxes, and depreciation and amortization expense. Adjusted EBITDA, which also is a non-GAAP measure, is defined by USAC as EBITDA plus impairment of compression equipment expense, impairment of goodwill, interest income, unit-based compensation expense, restructuring/severance charges, management fees, expenses under our operating lease with Caterpillar, certain transaction fees, (gain)/loss on sale of assets and other. The Partnership's management views Adjusted EBITDA as one of its primary management tools, to assess: (1) the financial performance of the Partnership's assets without regard to the impact of financing methods, capital structure or historical cost basis of the Partnership's assets; (2) the viability of capital expenditure projects and the overall rates of return on alternative investment opportunities; (3) the ability of the Partnership's assets to generate cash sufficient to make debt payments and to make distributions; and (4) the Partnership's operating performance as compared to those of other companies in its industry without regard to the impact of financing methods and capital structure. The Partnership believes that Adjusted EBITDA provides useful information to investors because, when viewed with GAAP results and the accompanying reconciliations, it provides a more complete understanding of the Partnership's performance than GAAP results alone. Adjusted EBITDA Margin Percentage is calculated by USAC as Adjusted EBITDA divided by Revenue for the period presented. LTM Adjusted EBITDA is calculated by USAC as the sum of Adjusted EBITDA for the most recently completed fiscal year and the Adjusted EBITDA for the most recent fiscal year-to-date period for which we have provided an income statement, minus the Adjusted EBITDA for the corresponding year-to-date period of the preceding fiscal year.

Distributable Cash Flow, a non-GAAP measure, is defined as net income (loss) plus non-cash interest expense, non-cash income tax expense, depreciation and amortization expense, unit-based compensation expense, severance charges, impairment of compression equipment, impairment of goodwill, certain transaction fees, and (gain)/loss on sale of assets and other, less maintenance capital expenditures. The definition of Distributable Cash Flow is identical to the definition of Adjusted Distributable Cash Flow previously presented. The Partnership's management believes Distributable Cash Flow is an important measure of operating performance because it allows management, investors and others to compare basic cash flows the Partnership generates (prior to the establishment of any retained cash reserves by the Partnership's general partner and the effect of the Partnership's Distribution Reinvestment Plan) to the cash distributions the Partnership expects to pay its unitholders. See previous slides for Adjusted EBITDA reconciled to net income (loss) and net cash provided by operating activities, and net income (loss) reconciled to Distributable Cash Flow.

This presentation contains a forward-looking estimate of Adjusted EBITDA and Distributable Cash Flow projected to be generated by the Partnership in its 2016 fiscal year. A reconciliation of the forward-looking estimates of Adjusted EBITDA and Distributable Cash Flow to net cash provided by operating activities is not provided because the items necessary to estimate net cash provided by operating activities, in particular the change in operating assets and liabilities amounts, are not accessible or estimable at this time. The Partnership does not anticipate the changes in operating assets and liabilities amounts to be material, but changes in accounts receivable, accounts payable, accrued liabilities and deferred revenue could be significant, such that the amount of net cash provided by operating activities would vary substantially from the amount of projected Adjusted EBITDA.

Adjusted EBITDA and Distributable Cash Flow should not be considered an alternative to, or more meaningful than, net income (loss), operating income, cash flows from operating activities or any other measure of financial performance presented in accordance with GAAP as measures of operating performance and liquidity. Moreover, Adjusted EBITDA and Distributable Cash Flow as presented may not be comparable to similarly titled measures of other companies because other entities may not calculate such measures in the same manner.

The Partnership believes that external users of its financial statements benefit from having access to the same financial measures that management uses in evaluating the results of the Partnership's business. Further, the Partnership believes that these measures are useful to investors because they are one of the bases for comparing the Partnership's operating performance with that of other companies with similar operations.

Horsepower utilization is calculated as (i)(a) revenue generating HP plus (b) HP in the Partnership's fleet that is under contract, but is not yet generating revenue plus (c) HP not yet in the Partnership's fleet that is under contract, not yet generating revenue and is subject to a purchase order, divided by (ii) total available HP less idle HP that is under repair. Average utilization calculated as the average utilization for the months in the period based on utilization at the end of each month in the period.

Distributable Cash Flow Coverage Ratio, a non-GAAP measure, is defined as Distributable Cash Flow less cash distributions to the Partnership's general partner and incentive distribution rights ("IDRs"), divided by distributions declared to limited partnership unitholders for the period. We define Cash Coverage Ratio as Distributable Cash Flow less cash distributions to the Partnership's general partner and IDRs divided by cash distributions paid to limited partnership unitholders, after consideration of the DRIP. We believe Distributable Cash Flow Coverage Ratio and Cash Coverage Ratio are important measures of operating performance because they allow management, investors and others to gauge our ability to pay cash distributions to limited partner unitholders using the cash flows we generate. Our Distributable Cash Flow Coverage Ratio and Cash Coverage Ratio as presented may not be comparable to similarly titled measures of other companies.