

USA Compression Partners, LP  
Form 10-Q  
November 07, 2013  
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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## Form 10-Q

(MARK ONE)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED September 30, 2013**

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM                      TO**

**Commission File No. 001-35779**

**USA Compression Partners, LP**

(Exact name of registrant as specified in its charter)

Delaware

75-2771546

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(State or Other Jurisdiction  
of Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

**100 Congress Avenue, Suite 450**  
**Austin, Texas**  
(Address of principal executive offices)

**78701**  
(Zip Code)

**(512) 473-2662**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 4, 2013, there were 23,078,673 common units and 14,048,588 subordinated units outstanding.

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Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. Financial Statements****USA COMPRESSION PARTNERS, LP AND SUBSIDIARIES****Condensed Consolidated Balance Sheets**

(In thousands, except for unit information)

(unaudited)

	September 30, 2013	December 31, 2012
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 7	\$ 7
Accounts receivable:		
Trade	14,030	8,618
Other	193	137
Inventory	7,349	4,215
Prepaid expenses	1,584	1,800
Total current assets	23,163	14,777
Property and equipment, net	815,299	610,130
Identifiable intangible asset-customer relationships	72,072	67,200
Identifiable intangible asset-trade names	13,884	14,352
Identifiable intangible asset-non-compete	881	
Goodwill	207,763	157,075
Other assets	3,913	9,111
Total assets	\$ 1,136,975	\$ 872,645
<b>Liabilities and Partners Capital</b>		
Current liabilities:		
Accounts payable	\$ 10,325	\$ 10,651
Accrued liabilities	16,250	5,590
Deferred revenue	11,675	10,612
Total current liabilities	38,250	26,853
Long-term debt	390,306	502,266
Other liabilities	169	
Partners' capital:		
Limited partner interest:		
Common units, 23,078,673 units outstanding at September 30, 2013	443,344	
Subordinated units, 14,048,588 units outstanding at September 30, 2013	250,316	
General partner interest: 2% interest with 757,699 equivalent units issued and outstanding at September 30, 2013	14,590	
Limited partners' capital		341,130
General partner's capital		2,396
Total partners' capital	708,250	343,526

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Total liabilities and partners' capital	\$	1,136,975	\$	872,645
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See accompanying notes to condensed consolidated financial statements.

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(In thousands, except per unit amounts)

(unaudited)

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
<b>Revenues:</b>				
Contract operations	\$ 37,925	\$ 30,379	\$ 102,964	\$ 85,286
Parts and service	437	642	1,311	1,730
Total revenues	38,362	31,021	104,275	87,016
<b>Costs and expenses:</b>				
Cost of operations, exclusive of depreciation and amortization	11,922	9,784	32,473	27,928
Selling, general, and administrative	8,313	4,509	18,756	12,927
Depreciation and amortization	13,377	10,929	37,227	30,590
Loss (Gain) on sale of assets	(52)	53	53	257
Total costs and expenses	33,560	25,275	88,509	71,702
Operating income	4,802	5,746	15,766	15,314
Other income (expense):				