

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 10-K

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED **DECEMBER 31, 2016**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD
FROM _____ TO _____

COMMISSION FILE NUMBER 001-35195

CSI Compressco LP

(EXACT NAME OF THE REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

94-3450907

(I.R.S. EMPLOYER
IDENTIFICATION NO.)

24955 INTERSTATE 45 NORTH

THE WOODLANDS, TEXAS

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

77380

(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (281) 364-2244

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

COMMON UNITS REPRESENTING LIMITED
PARTNERSHIP INTERESTS

(TITLE OF CLASS)

NASDAQ GLOBAL MARKET

(NAME OF EXCHANGE ON WHICH REGISTERED)

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: NONE

INDICATE BY CHECK MARK IF THE REGISTRANT IS A WELL-KNOWN SEASONED ISSUER (AS DEFINED IN RULE 405 OF THE SECURITIES ACT).

YES NO

INDICATE BY CHECK MARK IF THE REGISTRANT IS NOT REQUIRED TO FILE REPORTS PURSUANT TO SECTION 13 OR SECTION 15(d) OF THE ACT. YES NO

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 IF DISCLOSURE OF DELINQUENT FILERS PURSUANT TO ITEM 405 OF REGULATION S-K IS NOT CONTAINED HEREIN, AND WILL NOT BE CONTAINED, TO THE BEST OF REGISTRANT'S KNOWLEDGE, IN DEFINITIVE PROXY OR INFORMATION STATEMENTS INCORPORATED BY REFERENCE IN PART III OF THIS FORM 10-K OR ANY AMENDMENT TO THIS FORM 10-K.

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

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

THE AGGREGATE MARKET VALUE OF COMMON UNITS HELD BY NON-AFFILIATES OF THE REGISTRANT WAS \$154,295,074 AS OF JUNE 30, 2016, THE LAST BUSINESS DAY OF THE REGISTRANT'S MOST RECENTLY COMPLETED SECOND FISCAL QUARTER.

THE NUMBER OF COMMON UNITS OUTSTANDING AS OF February 27, 2017 WAS 33,436,825 UNITS.

DOCUMENTS INCORPORATED BY REFERENCE- NONE

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Forward-Looking Statements

This Annual Report on Form 10-K contains "forward-looking statements" and information based on our beliefs and those of our general partner. Forward-looking statements in this annual report are identifiable by the use of the following words and other similar words: "anticipates", "assumes", "believes", "budgets", "could", "estimates", "expects", "forecasts", "goal", "intends", "may", "might", "plans", "predicts", "projects", "schedules", "seeks", "should", "targets", "will" and "would".

Such forward-looking statements reflect our current views with respect to future events and financial performance and are based on assumptions that we believe to be reasonable but such forward-looking statements are subject to numerous risks, and uncertainties, including, but not limited to:

- economic and operating conditions that are outside of our control, including the supply, demand, and prices of crude oil and natural gas;
- our ability to continue to make cash distributions at the current quarterly rate after the establishment of reserves, payment of debt service and other contractual obligations;
- our ability to comply with the financial covenants in our credit agreement and the consequences of any failure to comply with such financial covenants;
- our existing debt levels and our flexibility to obtain additional financing;
- our dependence upon a limited number of customers and the activity levels of our customers;
- the levels of competition we encounter;
- our ability to replace our contracts with customers, which are generally short-term contracts;
- the availability of raw materials and labor at reasonable prices;
- risks related to acquisitions and our growth strategy, including our 2014 acquisition of Compressor Systems, Inc.;
- the availability of adequate sources of capital to us;
- our operational performance;
- risks related to our foreign operations;
- information technology risks including the risk from cyberattack;
- the effect and results of litigation, regulatory matters, settlements, audits, assessments, and contingencies, and
- other risks and uncertainties under "Item 1A. Risk Factors" in this Annual Report and as included in our other filings with the U.S. Securities and Exchange Commission ("SEC"), which are available free of charge on the SEC website at www.sec.gov.

The risks and uncertainties referred to above are generally beyond our ability to control and we cannot predict all the risks and uncertainties that could cause our actual results to differ from those indicated by the forward-looking statements. If any of these risks or uncertainties materialize, or if any of the underlying assumptions prove incorrect, actual results may vary from those indicated by the forward-looking statements, and such variances may be material.

All subsequent written and oral forward-looking statements made by or attributable to us or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to update or revise any forward-looking statements we may make, except as may be required by law.

Certain Defined Terms

Unless the context requires otherwise, when we refer to "we," "us," "our," and "the Partnership," we are describing CSI Compressco LP (formerly named Compressco Partners, L.P.) and its wholly owned subsidiaries on a consolidated basis. References to "CSI Compressco GP" or "our general partner" refer to our general partner, CSI Compressco GP Inc. References to "TETRA" refer to TETRA Technologies, Inc. and TETRA's controlled subsidiaries, other than us. References to "Compressco" refer to Compressco, Inc. and its controlled subsidiaries, other than us. References to "TETRA International" refer to TETRA International Incorporated and TETRA International's controlled subsidiaries. References to the "Initial Public Offering" refer to the Partnership's initial public offering of 2,670,000 common units representing limited partner interests in the Partnership ("common units") at \$20.00 per common unit completed on June 20, 2011 pursuant to a Registration Statement on Form S-1, as amended (File No. 333-155260) (the "Registration Statement"), initially filed on November 10, 2008 by the Partnership with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), including a prospectus regarding the Initial Public Offering (the "Prospectus") filed with the SEC on June 16, 2011 pursuant to Rule 424(b).

PART I

Item 1. Business.

The financial statements presented in this annual report are the consolidated financial statements of CSI Compressco LP, a Delaware limited partnership and its subsidiaries. When the terms “the Partnership,” “we,” “us” or “our” are used in this document, those terms refer to CSI Compressco LP and its consolidated subsidiaries.

We are a Delaware limited partnership formed in October 2008. We recently relocated our principal executive offices and corporate headquarters to 24955 Interstate 45 North in The Woodlands, Texas. Our phone number is 281-364-2244, and our website is accessed at www.csicompressco.com. Our common units are traded on the NASDAQ Exchange under the symbol “CCLP.”

Our Corporate Governance Guidelines, Code of Conduct, Financial Code of Ethics, and Audit Committee Charter, as well as our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports are all available, free of charge, on our website at www.compressco.com as soon as practicable after we file the reports with the SEC. Information contained on or connected to our website is not, and shall not be deemed to be, a part of this Annual Report on Form 10-K or incorporated into any other filings with the SEC. The documents referenced above are available in print at no cost to any unitholder who requests them by writing or telephoning our Corporate Secretary.

About CSI Compressco LP

We are a provider of compression services and equipment for natural gas and oil production, gathering, transportation, processing, and storage. We sell standard and custom-designed compressor packages and oilfield fluid pump systems, and provide aftermarket services and compressor package parts and components manufactured by third-party suppliers. We provide these compression services and equipment to a broad base of natural gas and oil exploration and production, midstream, and transmission companies operating throughout many of the onshore producing regions of the United States as well as in a number of foreign countries, including Mexico, Canada, and Argentina. We design and fabricate a majority of the compressor packages that we use to provide compression services and that we sell to customers.

We are one of the largest service providers of natural gas compression services in the United States, utilizing our fleet of compressor packages that employs a full spectrum of low-, medium-, and high-horsepower engines. Low-horsepower compressor packages enhance production for dry gas wells and liquid-loaded gas wells by deliquifying wells, lowering wellhead pressure, and increasing gas velocity. Our low-horsepower compressor packages are also utilized in connection with oil and liquids production and in vapor recovery and casing gas system applications. Low- to medium-horsepower compressor packages are typically utilized in wellhead and natural gas gathering systems and other applications primarily in connection with natural gas and oil production. Our high-horsepower compressor package offerings are typically utilized in natural gas production, natural gas gathering, centralized compression facilities, and midstream applications.

Our equipment sales business includes the fabrication and sale of standard compressor packages, custom-designed compressor packages, and oilfield fluid pump systems designed and fabricated primarily at our facility in Midland, Texas. We design and fabricate natural gas reciprocating and rotary screw compressor packages up to 8,000 horsepower for sale to our customers. The compressor packages that we fabricate are sold to customers for their use in various applications including gas gathering, gas lift, carbon dioxide injection, wellhead compression, gas storage, refrigeration plant compression, gas processing, pressure maintenance, pipeline transmission, vapor recovery, gas transmission, fuel gas boosters, and coal bed methane systems. Our pump systems can be utilized in multiple applications including oil and liquids production, transfer, and pipeline transmission, as well as water injection and disposal and other systems.

Our aftermarket business provides a wide range of services to support the needs of customers who own compression equipment as well as the sale of compressor package parts and components manufactured by third-party suppliers. These services include operations, maintenance, overhaul, and reconfiguration services and may be provided under turnkey engineering, procurement and construction contracts. Our aftermarket services are provided by our factory- and internally-trained technicians in most of the major oil and natural gas producing basins in the United States.

Our long-term growth strategy includes expanding our existing businesses – through internal growth and acquisitions – both in the U.S. and in select foreign countries.

Our operations are organized into a single business segment. For financial information regarding our revenues and total assets, see Note N –Geographic Information contained in the Notes to Consolidated Financial Statements in this Annual Report.

2014 Compressor Systems, Inc. Acquisition

On August 4, 2014, pursuant to a stock purchase agreement dated July 20, 2014, one of our subsidiaries acquired all of the outstanding capital stock of Compressor Systems, Inc. ("CSI") for \$825.0 million cash (the "CSI Acquisition"). The CSI Acquisition purchase price was funded by the sale and issuance of new senior notes and common units and borrowings under our revolving credit facility. A subsidiary of TETRA purchased a portion of the new equity issued and TETRA contributed cash to maintain its approximately 2% general partner interest in us following the offering of the new common units. The issuance of the new common units, including those purchased by TETRA, together with the contribution by TETRA of additional capital to maintain its general partner interest, resulted in the net reduction of TETRA's ownership interest in us from approximately 82% to approximately 44%. Through TETRA's wholly owned subsidiary, CSI Compressco GP Inc., TETRA manages and controls us. As of December 31, 2016, common units held by the public represent approximately a 56% ownership interest in us.

Certain of our domestic services are performed by our wholly owned subsidiary CSI Compressco Operating LLC, a Delaware limited liability company (our "Operating LLC"), pursuant to contracts that our legal counsel has concluded generate qualifying income under Section 7704 of the Internal Revenue Code, or "qualifying income." We do not pay U.S. federal income taxes on the portion of our business conducted by Operating LLC. CSI Compressco Sub Inc. and CSI, which are also wholly owned subsidiaries of ours, conduct substantially all of our operations that our legal counsel has not concluded generate qualifying income, and pay U.S. federal income tax with respect to such operations. We strive to ensure that all new domestic compression contracts are entered into by our Operating LLC and generate qualifying income. We also pay state and local income taxes in certain states, and we incur income taxes related to our foreign operations.

We rely on our general partner's board of directors and executive officers to manage our operations and make decisions on our behalf. Our general partner is an indirect, wholly owned subsidiary of TETRA. Unlike shareholders in a publicly traded corporation, our unitholders are not entitled to elect our general partner or its directors. All of our general partner's directors are elected by TETRA. Our general partner does not receive any management fee in connection with its management of our business. However, our general partner is reimbursed for certain indirect and direct expenses, including compensation expenses, incurred on our behalf. In addition, our general partner receives distributions based on its limited and general partner interests and incentive distribution rights.

Strategy to Improve Liquidity and Strengthen Our Balance Sheet in 2016

During 2016, we were proactive in preparing for changes in the market environment by managing our cost structure, reducing capital expenditures, and strengthening our balance sheet. While remaining committed to a long-term growth strategy, our near-term focus during this period of reduced activity and demand was to preserve and enhance liquidity through strategic operating and financial measures.

These efforts included:

- In May 2016 and November 2016, we entered into amendments of the agreement governing our bank revolving credit facility by, among other things, favorably amending certain financial covenants.
- In August 2016 and September 2016, we issued and sold newly-authorized Series A Convertible Preferred Units (the "Preferred Units") in a private placement and used the aggregate net proceeds of \$76.9 million to reduce outstanding indebtedness under our bank credit facility and 7.25% Senior Notes. TETRA purchased a portion of the Preferred Units for \$10.0 million.

(For detailed information on each of these items, see "Item 7- Management's Discussion and Analysis of Financial Condition and Results of Operation.")

Each of the above described liquidity and balance sheet measures was implemented to position us to be able to capitalize on growth opportunities as they arise in connection with the long-anticipated recovery of the oil and gas services industry. In early 2017, we are seeing indicators of improving demand for certain of our products and services. We intend to continue taking the actions we believe appropriate to strengthen our balance sheet and to position us financially to be able to capitalize on opportunities in the recovering market.

Products and Services

We are a provider of compression services and equipment for natural gas and oil production, gathering, transmission, processing, and storage. Natural gas compression is a mechanical process in which the pressure of a given volume of natural gas is increased to a higher pressure. It is essential to the production and movement of natural gas. Compression is typically required numerous times in the natural gas production and sales cycle, including (i) at the wellhead, (ii) throughout gathering and distribution systems, (iii) into and out of processing and storage facilities and (iv) in natural gas pipelines. Compression is also utilized for gas lift, an artificial lift technique for producing oil that has insufficient reservoir pressure. We fabricate and sell standard compressor packages, custom-designed compressor packages, and oilfield fluid pump systems. We also provide aftermarket compression services and sell compressor package parts and components manufactured by third-party suppliers.

Compression Services

We utilize our fleet of compressor packages to provide a variety of compression services to our customers to meet their specific requirements. Our fleet includes approximately 6,000 compressor packages that provide more than 1.1 million in aggregate horsepower, employing a wide spectrum of low-, medium-, and high-horsepower engines. We fabricate our compressor packages primarily at our fabrication facility in Midland, Texas. The horsepower of our natural gas compressor package fleet as of December 31, 2016 is summarized in the following table:

Range of Horsepower Per Package	Number of Packages	Aggregate Horsepower	% of Aggregate Horsepower
0 - 100	3,904	183,100	16.4%
101 - 800	1,626	457,809	41.1%
Over 800	353	473,403	42.5%
Total	5,883	1,114,312	100.0%

Low-Horsepower (0-100 Horsepower) Compression Services. Our natural gas powered, low-horsepower compressor packages include our GasJack[®] packages that are relatively compact and easy to transport to our customer's well site. We utilize our electric powered, low-horsepower VJack[™] compressor packages to provide production enhancement services on wells where electric power is available. Our low-horsepower packages allow us to perform wellhead compression, fluids separation, and optional gas metering services all from one skid, thereby providing services that otherwise would generally require the use of multiple, more costly pieces of equipment. We utilize our low-horsepower compressor packages to provide production enhancement for dry gas wells and liquid-loaded gas wells and backside auto injection systems ("BAIS"). BAIS monitors tubing pressure to redirect gas flow into the casing annulus as needed to help gas wells unload liquids that hinder production. We also utilize our low-horsepower compressor packages to collect hydrocarbon vapors that are a by-product of oil production and storage ("vapor recovery") and to reduce casing pressure of pumping oil wells to enhance oil production ("casing gas systems").

Medium-Horsepower (101-800 Horsepower) Compression Services. Our medium-horsepower compressor packages are primarily utilized to move natural gas from the wellhead through the field gathering system by boosting the pressure of the natural gas flowing through the system. Additionally, these compressor packages are used to reinject natural gas into producing vertical and horizontal oil wells that have insufficient reservoir pressure, to help lift liquids to the surface ("gas lift operations"). Typically, these applications require medium-horsepower compressor packages located at or near the wellhead. These compressor packages are also used to increase the efficiency of low-capacity natural gas fields by providing a central compression point from which the natural gas can be further processed and transported. These compressor packages feature primarily two- and three-stage compressors powered by natural gas engines ranging from 101 to 800 horsepower and equipped with interstage cooling.

High-Horsepower (Over 800 Horsepower) Compression Services. Our high-horsepower compressor packages are primarily utilized in midstream applications including natural gas gathering and centralized compression facilities. They move natural gas from individual wells or a group of wells to boost the pressure while being moved into a gathering pipeline that leads to various types of processing facilities. A significant number of these compressor packages in midstream applications also serve the dual purpose of gas lift operations by injecting a percentage of the compressed natural gas into producing oil wells. Our high-horsepower compressor packages are also used in connection with the movement of natural gas from gathering systems to storage facilities or the end user. These compressor packages feature primarily two- and three-stage compressors powered by natural gas engines over 800 horsepower and equipped with interstage cooling.

Other Related Services. In certain Latin America markets, we provide well monitoring and sand separation services in connection with our primary low-horsepower compression services. Well monitoring services include a variety of services that monitor and optimize production from oil and gas wells. We utilize automated sand separators, which are high-pressure vessels with automated valve operation functions, at the well to remove solids that would otherwise cause abrasive wear damage to compression and other equipment that is installed downstream and inhibit production from the well. We also provide early production services ("EPS") to a customer in Argentina through a subcontract with TETRA. We rent the related equipment from TETRA under a separate rental agreement. Under our agreement with TETRA, TETRA bears all of the risk associated with the EPS customer contract, and we retain a portion of the income generated under the EPS contract.

Compression Services Contract Terms. Prior to the CSI Acquisition, our compression services were primarily performed under service contracts using our low-horsepower compressor packages. A significant portion of these low-horsepower compression services are provided under services contracts that our legal counsel has concluded will generate qualifying income that is not subject to U.S. federal income taxes. Under these services contracts, we are responsible for providing our services in accordance with the particular specifications of a job. As owner and operator, we are responsible for operating and maintaining the equipment we utilize to provide our services. Our domestic services contracts typically have an initial term of one month and, unless terminated by us or our customers with 30-days' notice, continue on a month-to-month basis thereafter. We charge our customers a fixed monthly fee for the services provided under the contract. If the level of services we provide falls below certain contractually-specified percentages, other than as a result of factors beyond our control, our customers are generally entitled to request limited credits against our service fees. To date, these credits have been insignificant as a percentage of revenue. Although CSI's contract compression business is very similar in substance to ours, it was not conducted under service contracts. The CSI contracts typically have twelve month to twenty-four month initial terms and are month-to-month thereafter. Some customers may renew for additional twelve month extensions. Since our acquisition of CSI, we have transitioned a significant majority of CSI's pre-acquisition customer contracts to compression service contracts.

We generally own the equipment we use to provide services to our customers, and we bear the risk of loss to this equipment to the extent not caused by (i) a breach of certain obligations of the customer, primarily involving the service site and the fuel gas being supplied to us, or (ii) an uncontrolled well condition. Utilizing our proprietary, satellite telemetry-based reporting system, we remotely monitor, in real time, on most equipment, whether our services are being continuously provided at domestic customer well sites.

As owner of the equipment, we are obligated to pay ad valorem taxes levied on the equipment and related insurance expenses, and we do not seek reimbursement for such taxes and expenses from our service agreement customers.

Equipment and Parts Sales

We fabricate and sell natural gas compressor packages for various applications, including: gas gathering, gas lift, carbon dioxide injection, wellhead compression, gas storage, refrigeration plant compression, gas processing, pressure maintenance, pipeline transmission, vapor recovery, pipeline station optimization, gas transmission, fuel gas boosters and coal bed methane systems.

We also fabricate and sell oilfield fluid pump systems through our wholly-owned Pump Systems International, Inc. subsidiary. The pump systems are fabricated at our facility in Midland, Texas or by third-party fabricators and they are sold primarily in South American, Asian and Middle Eastern markets.

Aftermarket Business

Through our aftermarket operations, we provide a wide range of services to support the needs of customers who own compression equipment. The services provided are primarily operation, maintenance, overhaul and reconfiguration services, which may be provided under turnkey engineering, procurement and construction contracts. We also sell engine parts, compressor package parts, and other parts manufactured by third parties that are utilized in natural gas compressor packages. We have factory- and internally-trained technicians in most of the major oil and natural gas producing basins in the United States to perform these services.

Compressor Package Fabrication Facilities and Sources of Raw Materials

At our fabrication facility in Midland, Texas, we design, engineer, and fabricate a wide spectrum of natural gas reciprocating and rotary screw compressor packages up to 8,000 horsepower, including both standard field compression equipment meeting industry standards and specialty engineered compression equipment designed for unique customer specifications. We internally fabricate skids, pressure vessels built to American Society of Mechanical Engineers code, and piping systems and integrate them with engines, compressors, and other components obtained from third-party suppliers. The compressor packages are used in our services business and they are sold to major and independent oil and natural gas exploration and production companies as well as midstream processing and transmission companies. We design, engineer, fabricate, and market high quality gas compressor packages that have a superior reputation in the industry as indicated by occasional sales to competitive fleets and to end users who have their own compressor package fabrication capabilities.

A majority of the components we use to fabricate compressor packages and pump systems are obtained from third-party suppliers. These components represent a significant portion of the cost of the compressor packages and pump systems. Some of the components used in the assembly of our compressor packages and pump systems are obtained from a single supplier or a limited group of suppliers. Typical contracts with these suppliers are for a period of twelve months. Should we experience a lack of availability of the components we use to fabricate our packages and systems, we believe that there are adequate, alternative suppliers and that any impact would not be severe, although short-term disruptions could be material. We occasionally experience long lead times for components from suppliers and, therefore, at times make purchases in anticipation of future orders.

Market Overview and Competition

Our operations are significantly dependent upon the demand for, and production of, natural gas and oil in the various domestic and international markets in which we operate. Beginning in 2014 and continuing throughout most of 2016, reduced prices of natural gas and oil led to declines in our customers' capital expenditure levels in the domestic and international markets in which we operate. The decline in activity in the natural gas and oil exploration and production industry resulted in reduced demand for our products and services compared to early 2014 levels, which is expected to continue. With the increase in oil and gas pricing in the second half of 2016 and in early 2017, we are seeing indicators of improving demand for certain of our products and services.

Customers

We provide services to a broad base of natural gas and oil exploration and production, midstream, pipeline transmission, and storage companies operating throughout many of the onshore producing regions of the United States. We also have operations in Latin America and certain other foreign regions. While most of our domestic services are performed throughout Texas, the San Juan Basin, the Rocky Mountain region, and the Mid-Continent region of the United States, we also have a presence in other U.S. producing regions. We continue to seek opportunities to further expand our operations into other regions in the U.S. and elsewhere in the world.

Our service contracts are generally terminable upon thirty days' notice after the primary term has expired. Although we enter into short-term contracts, many of our largest customers have been with us for over five years. Our most significant customer for the year ended December 31, 2016 was ConocoPhillips which accounted for approximately 11.2% of our consolidated revenues for the year. Other major customers included Anadarko, Cimarex Energy, Denbury Onshore, and Targa Resources, none of which individually accounted for more than 10% of our consolidated revenues. The loss of any of these customers could have a material adverse effect on our business, results of operations, financial condition, and our ability to make cash distributions to our unitholders.

Competition

The natural gas compression services and compressor package fabrication and sale businesses are highly competitive. We experience competition from companies that may be able to more quickly adapt to changes within our industry and changes in economic conditions as a whole, more readily take advantage of available opportunities, and adopt more aggressive pricing policies. Primary competition for our low-horsepower compression services business comes from smaller local and regional companies that utilize packages consisting of a screw or reciprocating compressor with a separate engine driver. These local and regional competitors tend to compete with us on the basis of price, as opposed to our focus on providing production enhancement value to the customer. Competition for our mid- and high-horsepower compression services business comes primarily from large national and multinational companies that may have greater financial resources than ours. Such competitors include ArchRock, AXIP Energy Services, Exterran, CDM Resource Management, J-W Power, and USA Compression. Our competition in the standard compressor package fabrication and sale markets includes several large companies and a large number of small, regional fabricators, including some of those who we compete with for compression services, as well as AG Equipment Company, Enerflex, SEC Energy Products & Services, and others. Our competition in the custom-designed market usually consists of larger companies with the ability to provide integrated projects and product support after the sale, including some of the competitors noted above. The ability to fabricate these large custom-designed packages at our facilities near the point of end-use of many customers is often a competitive advantage.

Many of our compression services competitors compete on the basis of price. We believe our pricing has proven to be competitive because of the significant increases in the value that results from use of our services, our customer service, trained field personnel, and the quality of the compressor packages we use to provide our services.

Other Business Matters

Marketing

We utilize various marketing strategies to promote our services and compressor package and pump system products. Our account managers attempt to build close working relationships with our existing and potential customers to educate them about our services and products by scheduling personal visits, hosting and attending tradeshow and conferences, and participating in industry organizations. We sponsor and make presentations at industry events that are targeted to production managers, compression specialists, and other decision makers. Our marketing representatives also use these marketing opportunities to promote our value-added service initiatives, such as the use of our proprietary satellite telemetry-based system, our wellsite optimization program, and our call center.

Backlog

Our equipment and parts sales business consists of the fabrication and sale of standard compressor packages, custom-designed compressor packages, and pump systems. Our custom-designed packages are typically greater in size and complexity than standard fabrication packages, requiring more labor, materials, and overhead resources. This business requires diligent planning of those resources and project and backlog management in order to meet the customer's desired delivery dates and performance criteria, and achieve fabrication efficiencies. As of December 31, 2016, our equipment sales backlog was approximately \$21.6 million, most of which is expected to be recognized in the year ended December 31, 2017, based on title passing to the customer, the customer assuming the risks of ownership, reasonable assurance of collectability, and delivery occurring as directed by our customer. This backlog consists of firm customer orders for which a purchase or work order has been received, satisfactory credit or financing arrangements exist, and delivery has been scheduled. This backlog is a measure of marketing effectiveness that allows us to plan future labor and raw material needs and measure our success in winning bids from our customers.

Employees

As of December 31, 2016, our general partner and certain of our subsidiaries had approximately 600 full-time employees who provide services to conduct our operations. Our general partner's U.S. employees and our employees in Canada are not subject to collective bargaining agreements. Under our Omnibus Agreement with TETRA, certain employees of TETRA and its affiliates also provide services to our general partner, us, and our

subsidiaries, and we reimburse TETRA for these services. Our employees in Argentina and Mexico are subject to a collective bargaining agreement. The employees of TETRA who provide services to us in Argentina and Mexico are subject to numerous collective labor agreements. We believe that the various employers of these employees have good relations with these employees and we have not experienced work stoppages in the past.

Proprietary Technology and Trademarks

It is our practice to enter into confidentiality agreements with employees, consultants, and third parties to whom we disclose our confidential and proprietary information. There can be no assurance, however, that these measures will prevent the unauthorized disclosure or use of our trade secrets and expertise or that others may not independently develop similar trade secrets or expertise. Our management believes, however, that it would require a substantial period of time and substantial resources to independently develop similar know-how or technology.

We sell various services and products under a variety of trademarks and service marks, some of which are registered in the United States.

Health, Safety, and Environmental Affairs Regulations

We believe that our service and sales operations and fabricating plants are in substantial compliance with all applicable U.S. and foreign health, safety, and environmental laws and regulations. We are committed to conducting all of our operations under the highest standards of safety and respect for the environment. However, risks of substantial costs and liabilities are inherent in certain of our operations and in the development and handling of certain products and equipment produced or used at our plants, well locations, and worksites. Because of these risks, there can be no assurance that significant costs and liabilities will not be incurred in the future. Changes in environmental and health and safety regulations could subject us to more rigorous standards. We cannot predict the extent to which our operations may be affected by future regulatory and enforcement policies.

We are subject to numerous federal, state, and local laws and regulations governing the discharge of materials into the environment or otherwise relating to protection of human health and the environment. The primary environmental laws that impact our operations in the United States include:

- the Clean Air Act and comparable state laws, and regulations thereunder, which regulate air emissions;
- the Clean Water Act and comparable state laws, and regulations thereunder, which regulate the discharge of pollutants into regulated waters, including industrial wastewater discharges and storm water runoff;
- the Resource Conservation and Recovery Act, or ("RCRA"), and comparable state laws, and regulations, thereunder, which regulate the management and disposal of solid and hazardous waste; and
- the federal Comprehensive Environmental Response, Compensation, and Liability Act, or ("CERCLA"), and comparable state laws, and regulations thereunder, known more commonly as "Superfund," which impose liability for the cleanup of releases of hazardous substances in the environment.

Our operations in the United States are also subject to regulation under the Occupational Safety and Health Act ("OSHA") and comparable state laws, and regulations thereunder, which regulate the protection of the health and safety of workers.

The Clean Air Act and implementing regulations and comparable state laws and regulations regulate emissions of air pollutants from various industrial sources and also impose various monitoring and reporting requirements, including requirements related to emissions from certain stationary engines. These laws and regulations impose limits on the levels of various substances that may be emitted into the atmosphere from our compressor packages and require us to meet more stringent air emission standards and install new emission control equipment on all of our engines built after July 1, 2008. In addition, the Environmental Protection Agency ("EPA") issued regulations in April 2012 that require the reduction of emissions of volatile organic compounds, air toxins, and methane, a greenhouse gas, at certain oil and gas operations. We are not currently aware of material impacts to our operations associated with these rules.

The EPA has determined that greenhouse gases present an endangerment to public health and the environment because, according to the EPA, they contribute to global warming and climate change. As a result, the EPA has begun to regulate certain sources of greenhouse gases, including air emissions associated with oil and gas production particularly as they relate to the hydraulic fracturing of natural gas wells. In addition, the EPA has

issued regulations requiring the reporting of greenhouse gas emissions from certain sources including onshore and offshore oil and natural gas production facilities and onshore oil and gas processing, transmission, storage, and distribution facilities. Reporting of greenhouse gas emissions from such facilities is required on an annual basis. The EPA's rules relating to emissions of greenhouse gases from large stationary sources of emissions are currently subject to a number of legal challenges, but the federal courts have thus far declined to issue any injunctions to prevent the EPA or state environmental agencies from implementing the rules. Further, Congress has considered, and almost one-half of the states have adopted, legislation that seeks to control or reduce emissions of greenhouse gases from a wide range of sources.

The Clean Water Act and implementing regulations and comparable state laws and regulations prohibit the discharge of pollutants into regulated waters without a permit and establish limits on the levels of pollutants contained in these discharges. In addition, the Clean Water Act and other comparable laws and regulations regulate storm water discharges associated with industrial activities depending on a facility's primary standard industrial classification. Our facilities are in compliance with these requirements, as necessary.

RCRA and implementing regulations and state laws and regulations address the management and disposal of solid and hazardous waste. These laws and regulations govern the generation, storage, treatment, transfer, and disposal of wastes including, but not limited to, used oil, antifreeze, filters, sludges, and paint, solvents and sandblast materials. The EPA and various state agencies have limited the approved methods of disposal for these types of wastes. We believe we are in substantial compliance with all applicable requirements.

CERCLA and comparable state laws and regulations impose strict, joint, and several liabilities without regard to fault or the legality of the original conduct on certain classes of persons that contributed to the release of a hazardous substance into the environment. These persons include the owner or operator of a disposal site where a hazardous substance release occurred and any company that transported, disposed of, or arranged for the transport or disposal of such hazardous substances released at a site. Under CERCLA, such persons may be liable for the costs of remediating the hazardous substances that have been released into the environment, for damages to natural resources, and for the costs of certain health studies.

We believe that we have properly disposed of all historical waste streams and we have no outstanding liability regarding any past waste handling or spill activities; however, there is always the possibility that future spills and releases of petroleum hydrocarbons, wastes, or other regulated substances into the environment could cause us to become subject to remediation costs and liabilities under CERCLA, RCRA, or other environmental laws. The costs and liabilities associated with the future imposition of remedial obligations could have the potential for a material adverse effect on our operations or financial position.

We are subject to the requirements of OSHA and comparable state statutes. These laws and regulations strictly govern the protection of the health and safety of employees. The OSHA hazard communication standard, the EPA community right-to-know regulations under Title III of CERCLA, and similar state statutes require that we maintain and/or disclose information about hazardous materials used or produced in our operations. We believe that we are in substantial compliance with these requirements and other applicable similar laws.

Our compressor packages may be subject to additional regulatory requirements under the Clean Air Act. For example, regulations under the National Emission Standards for Hazardous Air Pollutants ("NESHAPS") provisions of the Clean Air Act require control of hazardous air pollutants from new and existing stationary reciprocal internal combustion engines. Our equipment is also subject to additional prescribed maintenance practices and catalyst installation may also be required. More recently, the EPA finalized rules that establish new air emission controls under the New Source Performance Standards and NESHAPS for natural gas and natural gas liquids production, processing and transportation activities. These rules establish specific requirements associated with emissions from compressors and controllers at natural gas gathering and boosting stations.

We design and fabricate our compressor packages to meet applicable customer and government regulatory health, safety, and environmental requirements. Our operations outside the United States are subject to foreign governmental laws and regulations relating to the environment, health and safety, and other regulated activities. We believe that our operations are in substantial compliance with existing foreign governmental laws and regulations.

Related Party Agreements

Under our Omnibus Agreement with TETRA, our general partner provides all personnel and services reasonably necessary to manage our operations and conduct our business other than in Mexico and Argentina and certain of TETRA's Latin American subsidiaries provide personnel and services necessary for the conduct of certain of our Latin American business. In addition, under the Omnibus Agreement, TETRA provides corporate and general and administrative services requested by our general partner including certain legal, accounting and financial reporting, treasury, insurance administration, claims processing and risk management, health, safety and environmental, information technology, human resources, credit, payroll, internal audit and tax services. Pursuant to the Omnibus Agreement, we reimburse our general partner and TETRA and its subsidiaries for services they provide to us. In January 2017, we and TETRA agreed that our reimbursement for corporate general and administrative services performed by TETRA during the fourth quarter of 2016 would be paid using common units rather than cash. We may sometimes refer herein to the personnel of our general partner, TETRA, and its subsidiaries who provide services for the conduct of our business as "our personnel" or other similar references.

Under the Omnibus Agreement, we or TETRA may, but neither of us is under any obligation to, perform for the other such production enhancement or other oilfield services on a subcontract basis as are needed or desired by the other, for such periods of time and in such amounts as may be mutually agreed upon by TETRA and our general partner. Any such services are required to be performed on terms that are (i) approved by the conflicts committee of our general partner's board of directors, (ii) no less favorable to us than those generally being provided to or available from non-affiliated third parties, as determined by our general partner, or (iii) fair and reasonable to us, taking into account the totality of the relationships between TETRA and us (including other transactions that may be particularly favorable or advantageous to us), as determined by our general partner.

Under the Omnibus Agreement, we or TETRA may, but neither of us is under any obligation to, sell, lease, or like-kind exchange to the other such production enhancement or other oilfield services equipment as is needed or desired, in such amounts, upon such conditions, and for such periods of time, as may be mutually agreed upon by TETRA and our general partner. Any such sales, leases, or like-kind exchanges are required to be on terms that are (i) approved by the conflicts committee of our general partner's board of directors, (ii) no less favorable to us than those generally being provided to or available from non-affiliated third parties, as determined by our general partner, or (iii) fair and reasonable to us, taking into account the totality of the relationships between TETRA and us (including other transactions that may be particularly favorable or advantageous to us), as determined by our general partner. In addition, TETRA may purchase newly fabricated equipment from us at a negotiated price provided that such price may not be less than the sum of the total costs (other than any allocations of general and administrative expenses) incurred by us in fabricating such equipment plus a fixed margin percentage thereof, and TETRA may purchase from us previously fabricated equipment for a price that is not less than the sum of the net book value of such equipment plus a fixed margin percentage thereof, unless otherwise approved by the conflicts committee of our general partner's board of directors, .

The Omnibus Agreement, as amended in June 2014 to extend its term, will terminate (other than the indemnification obligations contained therein) upon the earlier to occur of a change of control of the general partner or TETRA or upon any party providing at least 180 days' prior written notice of termination.

In addition to the Omnibus Agreement, we have entered into other operational agreements with TETRA. For a more comprehensive discussion of the Omnibus Agreement and other agreements we have entered into with TETRA, please see "Item 13 – Certain Relationships and Related Transactions, and Director Independence."

Item 1A. Risk Factors.

Certain Business Risks

Although it is not possible to identify all of the risks we encounter, we have identified the following significant risk factors that could affect our actual results and cause actual results to differ materially from any such results that might be projected, forecasted, or estimated by us in this report.

We depend on domestic and international demand for and production of natural gas and oil, and a reduction in this demand or production could adversely affect the demand or the prices we charge for our services, which could cause our revenue and cash available for distribution to our unitholders to decrease.

Our operations are significantly dependent upon the demand for, and production of, natural gas and oil in the various domestic and international markets in which we operate. Natural gas and oil production may be affected by, among other factors, prices for such commodities, weather, and availability of alternative energy sources.

The reduction in natural gas and oil prices that began in 2014 and continued through 2015 and 2016 is expected to continue to result in declining demand for certain of our products and services compared to 2014 levels, which may reduce our cash available for distribution. U.S. natural gas prices in 2016 were the lowest in nearly 20 years, with Henry Hub prices ranging from a low of \$1.49 per million British thermal units ("MMBtu") in March 2016 to a high of \$3.80 per MMBtu in December 2016, although prices have more than doubled since March 2016. The Henry Hub price for natural gas as of February 21, 2017 was \$2.56 per MMBtu. Although crude oil prices were volatile early in 2016, with West Texas Intermediate oil prices ranging from a nearly 13-year low of \$26.19 per barrel in February 2016 to a high of \$54.01 per barrel in December 2016, prices steadily increased to their strongest level in 18 months by the end of 2016. U.S. natural gas and oil prices are steadily climbing and the sector is regaining a sense of optimism, however if oil and natural gas prices in 2017 remain at the current decreased price relative to 2014 or further decline, this may further negatively affect the operating cash flows and exploration and development activities and plans of many of our customers and continue to have a negative impact on the demand for our compression products and services.

We may not have sufficient cash from operations following the establishment of cash reserves and payment of debt service and other contractual obligations, fees and expenses, including cost reimbursements to our general partner, to enable us to make cash distributions to our common unitholders at the current quarterly distribution rate.

Under the terms of our partnership agreement, the amount of cash otherwise available for distribution is reduced by our operating expenses and the amount of cash reserves that our general partner establishes to provide for future operations, future capital expenditures, future debt service requirements, and future cash distributions to our common unitholders. As a result of the decreased demand for certain of our products and services by our customers in response to decreased oil and natural gas prices since 2014, we have taken strategic cost reduction efforts, including headcount reductions, deferral of wage increases, wage reductions, workweek reductions, and other efforts to reduce costs and generate cash. On January 20, 2017, our General Partner declared a cash distribution attributable to the quarter ended December 31, 2016, of \$0.3775 per common unit, consistent with the prior quarter. In order to make cash distributions at this current distribution rate of \$0.3775 per common unit per quarter, or \$1.51 per common unit per year, we will require available cash of approximately \$12.9 million per quarter, or \$51.5 million per year, based on the number of common units outstanding as of February 28, 2017. As a result of the issuance of the Preferred Units during 2016, and as Preferred Units convert into common units beginning in 2017, more distributable cash will be required to maintain the current distribution rate per common unit. We may not have sufficient available cash each quarter to enable us to make cash distributions at the current quarterly distribution rate under our cash distribution policy, or any distribution at all. The amount of cash we can distribute to our common unitholders principally depends upon the amount of cash we generate from our operations, which fluctuates from quarter-to-quarter based on, among other things, the risks described in this section.

Many of our operating expenses have been volatile and may continue to be volatile or increase in the future. To the extent our efforts to contain these costs are not successful, our generation of operating cash flows to fund our quarterly distributions will be negatively affected.

Failure to comply with the financial ratios in our Credit Agreement could result in defaults under our Credit Agreement and result in decreased credit availability and reduced distributions.

Our Credit Agreement provides us with an asset-based revolving credit facility with a borrowing capacity of up to \$315 million, subject to borrowing base requirements. As of December 31, 2016, our consolidated balance sheet includes \$504.1 million carrying value of long-term debt consisting of (i) \$217.5 million carrying value under the Credit Agreement and (ii) \$286.6 million carrying value of 7.25% Senior Notes issued pursuant to an Indenture dated as of August 4, 2014 with U.S. Bank National Association, as trustee (the "Indenture"). Debt service costs related to our outstanding long-term debt represents a significant use of our operating cash flow and could increase our vulnerability to general adverse economic and industry conditions. Payment of our debt service obligations reduces cash available for distribution to our common unitholders. Any breach of, or our inability to borrow under,

our Credit Agreement, could impact our ability to fund distributions (if we elected to do so), among other adverse impacts.

Our Credit Agreement, as amended in November 2016, contains financial ratio covenants requiring us to maintain; (i) a minimum interest coverage ratio which is a ratio of a defined measure of earnings to interest, both measured over the trailing twelve months) of (A) 2.25 to 1 at the end of the fiscal quarters ending during the period from and including December 31, 2016 through June 30, 2018, (B) 2.50 to 1 at the end of the fiscal quarters ending during the period from and including September 30, 2018 and December 31, 2018, and (C) 2.75 to 1 at the end of the fiscal quarters ending during the period from and including March 31, 2019 and thereafter; (ii) a maximum total leverage ratio (which is a ratio of a defined measure of debt to a defined measure of earnings, both measured over the trailing twelve months) of (A) 5.95 to 1 at the end of the fiscal quarters ending during the period from and including December 31, 2016 through June 30, 2018, (B) 5.75 to 1 at the end of the fiscal quarters ending during the period from and including September 30, 2018 and December 31, 2018, and (C) 5.50 to 1 at the end of the fiscal quarters ending during the period from and including March 31, 2019 and thereafter; and (iii) a maximum secured leverage ratio (which is a ratio of a defined measure of secured debt to a defined measure of earnings, both measured over the trailing twelve months) of (A) 3.25 to 1 at the end of the fiscal quarters ending during the period from and including December 31, 2016 through June 30, 2018, and (B) 3.50 to 1 at the end of the fiscal quarters ending during the period from and including September 30, 2018 and thereafter. Continued access to our Credit Agreement is dependent upon our compliance with financial ratio covenants as well as the borrowing base and other provisions set forth in the Credit Agreement. Our Credit Agreement contains additional restrictive provisions ("cash dominion provisions") that are imposed if an event of default has occurred and is continuing or "excess availability" falls below \$30.0 million. Our Credit Agreement and the 7.25% Senior Notes also include covenants that restrict our ability to take certain actions or engage in certain transactions.

Our Credit Agreement provides that we may make distributions to holders of our common units, but only if there is no default under the Credit Agreement and we maintain excess availability of \$30.0 million. Our ability to comply with the covenants and restrictions contained in our Credit Agreement may be affected by events beyond our control, including prevailing economic, financial, and industry conditions. If market or other economic conditions deteriorate, our ability to comply with these covenants may be impaired. A failure to comply with the provisions of our Credit Agreement could result in an event of default. Upon an event of default, unless waived, the lenders under our Credit Agreement would have all remedies available to secured lenders and could elect to terminate their commitments, cease making further loans, require cash collateralization of letters of credit, cause their loans to become due and payable in full, institute foreclosure proceedings against us or our subsidiaries' assets, and force us and our subsidiaries into bankruptcy or liquidation. If the payment of our debt is accelerated, our assets may be insufficient to repay such debt in full, and the holders of our common units could experience a partial or total loss of their investment. An event of default under our Credit Agreement could also constitute an event of default under our 7.25% Senior Notes.

We are in compliance with all covenants of our Credit Agreement as of December 31, 2016. Our continuing ability to comply with covenants depends largely upon our ability to generate adequate cash flow. As a result of the recent decreased demand for certain of our products and services by our customers in response to decreased oil and natural gas prices beginning in 2014, we have taken strategic cost reduction efforts, including headcount reductions, deferral of salary increases, salary reductions, and other efforts to reduce costs and generate cash. We believe the steps taken have enhanced our operating cash flows and preserved our cash, and additional steps may be taken to continue to enhance our operating cash flows and preserve cash in the future. We have reviewed our financial forecasts as of February 28, 2017 which considers the impact of recent cost reduction efforts, the recent amendments to our Credit Agreement, and the \$76.9 million of net proceeds received from our recent private placements of Preferred Units. Based on this review and the current market conditions as of February 28, 2017, we believe that despite the current industry environment and activity levels, we will have adequate liquidity, earnings, and operating cash flows to fund our operations and debt obligations and maintain compliance with our Credit Agreement debt covenants through February 28, 2018. However, there can be no assurance that we will remain in compliance with one or more of our covenants of our Credit Agreement in the future.

Our debt levels may limit our flexibility in obtaining additional financing and in pursuing other business opportunities.

As of December 31, 2016, we had approximately \$222.0 million outstanding under our Credit Agreement and \$295.9 million aggregate principal amount outstanding under our 7.25% Senior Notes. As of February 27, 2017,

the amount outstanding under our Credit Agreement had increased to approximately \$241.0 million out of a maximum borrowing capacity of \$315.0 million under our Credit Agreement.

Increases in our indebtedness would increase our total interest expense, which would in turn reduce our cash available for distribution. Our ability to service our indebtedness will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our operating results are not sufficient to service our current or future indebtedness, we may be forced to consider taking actions such as reducing distributions, reducing or delaying our business activities, acquisitions, investments and/or capital expenditures, selling assets, restructuring or refinancing our indebtedness, or seeking additional equity capital or bankruptcy protection. We may not be able to take any of these courses of action.

The loss of any of our most significant customers would result in a decline in our revenue and cash available to pay distributions to our common unitholders.

Our five most significant customers collectively accounted for approximately 27.12% of our 2016 revenues. Our services and products are provided to these customers pursuant to equipment sales or short-term contract compression services agreements, many of which are cancellable with 30-days' notice. The loss of all or even a portion of the services we provide to these customers, as a result of competition or otherwise, could have a material adverse effect on our business, results of operations, financial condition, and our ability to make cash distributions to our unitholders.

The credit and risk profile of TETRA could adversely affect our business and our ability to make distributions to our common unitholders.

The credit and business risk profile of TETRA could adversely affect our ability to incur indebtedness in the future or obtain a credit rating, as credit rating agencies may consider the leverage and credit profile of TETRA and its affiliates in assigning a rating because of their control of us, their performance of administrative functions for us, our close operational links, and our contractual relationships. Furthermore, the trading price of our common units may be adversely affected by financial or operational difficulties or excessive debt levels at TETRA. In addition, if TETRA's ownership of our general partner is pledged to TETRA's lenders, control over our general partner could be transferred to TETRA's lenders in the event of a default by TETRA.

We may be unable to negotiate extensions or replacements of our contracts with our customers, which are generally cancellable on 30-days' notice, which could adversely affect our results of operations and cash available for distribution to our common unitholders.

We generally provide compression services to our customers under "evergreen" contracts that are cancellable on thirty days' notice. We may be unable to negotiate extensions or replacements of these contracts on favorable terms, if at all, which could adversely affect our results of operations and cash available for distribution to our common unitholders.

We are exposed to interest rate risk with regard to our indebtedness.

Our Credit Agreement provides for floating rate borrowings that bear interest at an agreed upon percentage rate spread above LIBOR or a base rate. As of February 27, 2017, we had approximately \$241.0 million of borrowings outstanding, including \$2.3 million of letters of credit and performance bonds. Accordingly, our cash flows and results of operations are subject to interest rate risk exposure associated with the level of variable rate borrowings outstanding. We currently are not a party to an interest rate swap contract or other derivative instrument designed to hedge our exposure to interest rate fluctuation risk. If interest rates increase, our debt service obligations on variable rate indebtedness would increase (even if the amount borrowed remained the same). A 1.0% increase in interest rates on the borrowings outstanding under our Credit Agreement would cost us approximately \$2.4 million in additional annual interest expense.

We face competition that may cause us to lose market share and harm our financial performance.

Our business is highly competitive. We face competition from a variety of large and small companies, including national and multinational companies with greater financial resources than we have. Our ability to renew or replace existing contracts with our customers at rates sufficient to maintain current revenues and cash flows

could be adversely affected by the activities of our competitors. Our competitors could substantially increase the resources they devote to the development and marketing of competitive equipment or services, develop more efficient equipment, or decrease the price at which they offer their equipment services or sell their equipment. Any of these competitive pressures could have a material adverse effect on our business, results of operations, financial condition, and ability to make cash distributions to our common unitholders.

We depend on particular suppliers and are vulnerable to engine and compressor component shortages and price increases, which could have a negative impact on our results of operations and cash available for distribution to our common unitholders.

We fabricate most of our compressor packages and pump systems. We obtain some of the components used in our compressor packages and pump systems from a single source or a limited group of suppliers. Significant suppliers of material components include Caterpillar, Inc. and Ariel Corporation for engines and compressor components, respectively. Our reliance on these and other suppliers involves several risks, including our potential inability to obtain an adequate supply of required components in a timely manner. We do not have long-term contracts with these sources and the partial or complete loss of certain of these sources could have a negative impact on our results of operations and could damage our customer relationships. Further, since any increase in component prices for compressor packages and pump systems fabricated by us could decrease our margins, a significant increase in the price of one or more of these components could have a negative impact on our results of operations and cash available for distribution to our common unitholders.

Operating cash flow levels from the sale of compressor packages and pump systems are inconsistent.

A significant portion of our revenues is derived from the sales of compressor packages and pump systems. During 2016, we reported revenues of \$53.3 million from the sale of compressor packages. As of December 31, 2016, we had a compressor package and pump system sales order backlog of \$21.6 million, which compared to \$33.6 million as of December 31, 2015. Demand to purchase our compressor packages and pump systems is also affected by numerous factors, including the prices of natural gas and oil and the level of capital spending by our customers. A change in our business strategy or any of these factors could cause cash flows from the sale of compressor packages and pump systems to decrease.

The CSI Acquisition substantially changed the scope and size of our operations and business.

The CSI Acquisition substantially expanded the scope and size of our operations and business. Prior to the CSI Acquisition, we fabricated and provided services utilizing small horsepower wellhead compression packages, with total fleet horsepower of approximately 187,000 horsepower as of June 30, 2014. CSI has more and a broader range of contract compression equipment and the acquisition has resulted in our aggregate fleet horsepower as of December 31, 2016 increasing to approximately 1.1 million horsepower. Additionally, CSI has much larger equipment fabrication operations and provides aftermarket services that we have not historically provided. We may not be able to fully and efficiently integrate CSI's operations into our operations or to realize the expected economic benefits of the CSI Acquisition.

We may not fully realize the benefits from the CSI Acquisition.

As a result of the significant decline in oil and gas prices since the CSI Acquisition, we do not expect to realize all of the anticipated benefits from the CSI Acquisition. In addition, a portion of the expected benefits may not be realized if we are unable to fully and efficiently integrate the business and operations of CSI. While significant steps to integrate and consolidate operations functions have been accomplished, the integration of certain administrative functions has yet to be completed. We are currently reviewing the steps necessary to convert and consolidate CSI's financial accounting, operating, and information systems environment into our and TETRA's system environment. There can be no assurances that these system integration efforts will accomplish all the targeted efficiencies, or that they will not be more costly or take longer to accomplish than what we currently estimate.

We performed an inspection of the assets to be acquired, which we believe to be generally consistent with industry practices. However, the accuracy of our assessments of the assets and our estimates are inherently uncertain. There could also be environmental or other problems that are not necessarily observable even when the inspection is undertaken. If problems are identified after closing of the CSI Acquisition, the stock purchase agreement provides for limited recourse against the seller.

Our future growth and success will depend upon a number of factors, some of which we cannot control.

Our long-term growth strategy includes both internal growth and growth through acquisitions. Our future internal growth and success will depend upon a number of factors that are outside of our control. These factors include our ability to:

- attract new customers;
- maintain our existing customers and maintain or expand the level of services we provide to them; and
- recruit, train, and retain qualified field services and other personnel.

Failure in any of these areas could adversely affect our ability to execute our internal growth strategy.

Our ability to grow in the future may be dependent on our ability to access external expansion capital.

We distribute to our common unitholders all of our available cash after paying expenses and establishing desired reserves. As of December 31, 2016, our total cash balance was \$20.8 million. If our cash balances are insufficient to fund future growth opportunities, we plan to rely primarily upon external financing sources, including borrowings under our revolving credit facility and the issuance of debt and equity securities, to fund such growth. To the extent we are unable to efficiently finance growth externally, our cash distribution policy will significantly impair our ability to grow. To the extent we issue additional partnership units in connection with our growth, the payment of distributions on those additional partnership units may increase the risk that we will be unable to maintain or increase our per-unit distribution. There are no limitations in our partnership agreement or our Credit Agreement on our ability to issue additional common units.

We may be unable to grow successfully through future acquisitions and we may not be able to achieve the expected benefits of and integrate the businesses we do acquire effectively, which may impact our operations and limit our ability to increase distributions to our common unitholders.

From time to time, we may choose to make business acquisitions to pursue market opportunities, increase our existing capabilities, and expand into new areas of operations. We may not be able to identify attractive acquisition opportunities or successfully acquire identified targets. As a result of the decreased demand for certain of our products and services by our customers in response to decreased oil and natural gas prices since 2014, and our expectation that the reduced demand will continue for an indefinite period of time, we may not achieve all of the expected benefits of or be successful in fully integrating the CSI Acquisition or any future acquisitions into our existing operations, which may result in unforeseen operational difficulties or diminished financial performance or require a disproportionate amount of attention from our general partner's personnel. Even if we are successful in fully integrating the CSI Acquisition or any future acquisitions into our existing operations, we may not derive the benefits, such as operational or administrative synergies, that we expect from such acquisitions, which may result in the commitment of our capital resources without the expected returns on such capital. Furthermore, competition for acquisition opportunities may escalate, increasing our cost of making acquisitions or causing us to refrain from making acquisitions. Our inability to make acquisitions or to achieve the expected results of and integrate successfully future acquisitions into our existing operations may impact our operations and limit our ability to increase distributions to our common unitholders.

Our sales to and operations in foreign countries exposes us to additional risks and uncertainties, including with respect to U.S. trade and economic sanctions, export control laws, and the Foreign Corrupt Practices Act ("FCPA"), and similar anti-bribery laws. If we are not in compliance with applicable legal requirements, we may be subject to civil or criminal penalties and other remedial measures that could have a material impact on our business.

We have operations in Mexico, Canada, and Argentina as well as a number of other foreign countries. A portion of our expected future growth includes expansion in these and other foreign countries. Foreign operations carry special risks. Our operations in the countries in which we currently operate and those countries in which we may operate in the future, could be adversely affected by:

- government controls and actions, such as expropriation of assets and changes in legal and regulatory environments;
- import and export license requirements;

- political, social, or economic instability;
- trade restrictions;
- changes in tariffs and taxes;
- currency exposure;
- restrictions on repatriating foreign profits back to the United States; and
- the impact of anti-corruption laws.

Sanctions imposed by the U.S. Office of Foreign Assets Control (“OFAC”) prohibit our operations in or sales to customers in certain foreign countries. We are also subject to the FCPA, which prohibits U.S. companies and their intermediaries from bribing foreign officials for the purpose of obtaining or keeping business or otherwise obtaining favorable treatment, and other similar laws governing our foreign operations. The FCPA’s foreign counterparts, including the UK Bribery Act, contain similar prohibitions, although varying in both scope and jurisdiction. We operate in parts of the world that have experienced governmental corruption in the past.

We have policies and procedures to maintain our compliance with the FCPA, OFAC sanctions, export controls, and similar laws and regulations. While we do not believe that CSI was in violation of any of the aforementioned laws or regulations, including with respect to its historical sales to customers in Mexico and the Republic of the Union of Myanmar (also referred to as Myanmar or Burma), it is possible that we could discover such violations in the process of our integration. The implementation of such policies and procedures may be time consuming and expensive, and could result in the discovery of issues or violations with respect to the foregoing by us or our employees, independent contractors, subcontractors, or agents of which we were previously unaware. If we violate, or discover that CSI has violated, any of these regulations, significant administrative, civil, and criminal penalties could be assessed on us. In addition, foreign governments and agencies often establish permit and regulatory standards different from those in the U.S. If we cannot obtain foreign regulatory approvals or cannot obtain them in a timely manner, our growth and profitability from international operations could be adversely affected.

Escalating security disruptions in regions of Mexico served by us could adversely affect our Mexican operations, and, as a result, the levels of revenue and operating cash flow from our Mexican operations could be reduced.

In recent years, incidents of security disruptions throughout many regions of Mexico have increased. Drug-related gang activity has grown in Mexico. Certain incidents of violence have occurred in regions in which we operate and have resulted in the interruption of our operations, and these interruptions could increase in the future. To the extent that such security disruptions increase, the levels of revenue and operating cash flow from our Mexican operations could be reduced.

Our operations in Argentina expose us to the changing economic, legal, and political environment in that country, including changing regulations governing the repatriation of cash generated from our operations in Argentina.

The current economic, legal, and political environment in Argentina and recent devaluations of the Argentinian peso have created increased instability for foreign investment in Argentina. The Argentinian government is currently attempting to address the current high rate of inflation and the continuing currency devaluation pressure. Fiscal and monetary expansion in Argentina has led to devaluations of the Argentinian peso, particularly in late 2013, early 2014, and late 2015. Additional devaluation may be necessary to help boost the current Argentina economy, and they may be accompanied by fiscal and monetary tightening, including additional restrictions on the transfer of U.S. dollars out of Argentina.

As a result of our operations in Argentina, consolidated revenues and operating cash flow generated in Argentina have increased over the past three years. As of December 31, 2016, approximately \$2.5 million of our consolidated cash balance is located in bank accounts in Argentina, and the process of repatriating this cash to the U.S. is subject to increasingly complex regulations. There can be no assurances that our growing Argentinian operations will not expose us to the loss of liquidity, foreign exchange losses, and other potential financial impacts.

Our ability to manage and grow our business effectively and provide quality services to our customers may be adversely affected if our general partner loses its management or is unable to retain trained personnel.

We rely primarily on the executive officers and other senior management of our general partner, which now includes many of the former executive officers and other senior management of CSI, to manage our operations and make decisions on our behalf. Our ability to provide quality production enhancement services depends upon our general partner's ability to hire, train, and retain an adequate number of trained personnel. The departure of any of our general partner's executive officers or other senior management could have a significant negative effect on our business, operating results, financial condition, and our ability to compete effectively in the marketplace. We operate in an industry characterized by highly competitive labor markets, and, similar to many of our competitors, we have experienced high employee turnover in certain regions. It is possible that our labor expenses could increase if there is a shortage in the supply of skilled regional service supervisors and other service professionals. Our general partner may be unable to maintain an adequate skilled labor force necessary for us to operate efficiently and to support our growth strategy. Failure to do so could impair our ability to operate efficiently and to retain current customers and attract prospective customers, which could cause our business to suffer materially. Additionally, increases in labor expenses may have an adverse impact on our operating results and may reduce the amount of cash available for distribution to our common unitholders.

The employees conducting our operations in Mexico and Argentina are party to collective labor agreements, and a prolonged work stoppage of our operations in Mexico or Argentina could adversely impact our revenues, cash flows and net income.

The personnel conducting our operations in Mexico are currently subject to collective labor agreements. These collective labor agreements consist of "evergreen" contracts that have no expiration date and whose terms remain in full force and effect from year-to-year, unless the parties agree to negotiate new terms. The employees subject to these "evergreen" agreements may, however, request a renegotiation of their employee compensation terms on an annual basis or a renegotiation of the entire agreement on a biannual basis, although we are not required to honor any such request. The personnel conducting operations in Argentina are also subject to collective labor agreements. We have not experienced work stoppages in Mexico or Argentina in the past, but cannot guarantee that we will not experience work stoppages in the future. A prolonged work stoppage could adversely impact our revenues, cash flows, and net income.

TETRA and its affiliates are not limited in their ability to compete with us, which could cause conflicts of interest and limit our ability to acquire additional assets or businesses, which in turn could adversely affect our results of operations and cash available for distribution to our common unitholders.

Neither our partnership agreement nor the Omnibus Agreement between TETRA and us prohibits TETRA and its affiliates from owning assets or engaging in businesses that compete directly or indirectly with us. TETRA currently provides some services for PEMEX in Mexico in competition with us and could choose to further compete with us for additional services for PEMEX in Mexico. In addition, TETRA and its affiliates may acquire compression-based services businesses or assets in the future, without any obligation to offer us the opportunity to purchase any of that business or those assets. As a result, competition from TETRA could adversely affect our results of operations and cash available for distribution.

Our exposure to currency exchange rate fluctuations may result in fluctuations in our cash flows and could have an adverse effect on our results of operations.

Because we have operations in Mexico, Canada, and Argentina and in certain other foreign countries, a portion of our business is conducted in foreign currencies. As a result, we are exposed to currency exchange rate fluctuations that could have an adverse effect on our results of operations. If a foreign currency weakened significantly, we would be required to convert more of that foreign currency to U.S. dollars to satisfy our obligations, which would cause us to have less cash available for distribution. A significant strengthening of the U.S. dollar could result in an increase in our financing expenses and could materially affect our financial results under U.S. generally accepted accounting principles ("GAAP"). Because we report our operating results in U.S. dollars, changes in the value of the U.S. dollar also result in fluctuations in our reported revenues and earnings. Most of our billings under the contracts with PEMEX and other clients in Mexico are in U.S. dollars; however, a large portion of our expenses and costs under those contracts are incurred in Mexican pesos. In addition, future contract awards with PEMEX may require us to bill a larger portion of our revenues in Mexican pesos, which would expose us to additional foreign currency exchange rate risks.

As a result of the above, we are exposed to fluctuations in the values of the Mexican and Argentinian peso against the U.S. dollar. A material increase in the values of these foreign currencies relative to the U.S. dollar would adversely affect our cash flows and net income. In addition, for our operations in Canada, where the Canadian dollar is the functional currency under GAAP, all U.S. dollar-denominated monetary assets and liabilities, such as cash and cash equivalents, accounts receivable, restricted cash, accounts payable, long-term debt and capital lease obligations, are revalued and reported based on the prevailing exchange rate at the end of the reporting period. This revaluation may cause us to report significant foreign currency exchange gains and losses in certain periods.

Further changes in the economic environment could result in further significant impairments of certain of our long-lived assets.

Throughout 2016, and particularly during the first half of the year, lower oil and natural gas commodity prices have resulted in a decreased demand for certain of our products and services. Specifically, demand for low-horsepower wellhead compression services and for sales of compressor equipment have decreased significantly and are expected to continue to be decreased for the foreseeable future. This decrease in commodity prices has had, and is expected to continue to have, a negative impact on oil and gas drilling and capital expenditure activity, which affects the demand for a portion of our products and services. During 2016, primarily as a result of the significant decreases in oil and natural gas prices, we recorded certain consolidated long-lived asset impairments of approximately \$10.2 million. Further changes in the economic environment could result in decreased demand for our products and services, which could impact the expected utilization rates of our compressor package fleet. Under generally accepted accounting principles, we review the carrying value of our long-lived assets when events or changes in circumstances indicate that the carrying value of these assets may not be recoverable, based on their expected future cash flows. The impact of reduced expected future cash flow could require the write-down of all or a portion of the carrying value for these assets, which would result in additional impairments, resulting in decreased earnings.

Anticipated benefits from our system software development project currently in progress may not be fully realizable and may prove more costly than planned.

During 2016, we initiated a system software development project designed to improve operating and administrative efficiencies and allow us to further reduce costs beginning in 2017. This software development project is intended to align the administrative and operations systems of our entire organization and is designed to integrate the operations of CSI with our existing system environment. As of December 31, 2016, the cost for this system software development project incurred was approximately \$6.6 million and total cost is expected to be \$12.7 million, a portion of which may extend into 2018. There is a risk that this software development project will not accomplish all of its desired efficiencies due to software limitations, operational complexities, cost and timing constraints, and other factors. In addition, there is a risk that the total cost of the software development project may exceed our estimates, resulting in additional use of cash resources.

We are exposed to significant credit risks.

We face credit risk associated with the significant amounts of accounts receivable we have with our customers in the energy industry. Many of our customers, particularly those associated with our low-horsepower compression service operations, are small- to medium-sized oil and gas operators that may be more susceptible to fluctuating oil and gas commodity prices or generally increased operating expenses than larger companies. Our customers' ability to pay is impacted by the current decreased oil and natural gas price environment.

We are subject to environmental regulations, and changes in these regulations could increase our costs or liabilities.

We are subject to federal, state, local, and foreign laws and regulatory standards, including laws and regulations regarding the discharge of materials into the environment, emission controls, and other environmental protection and occupational health and safety concerns. Environmental laws and regulations may, in certain circumstances, impose strict and joint and several liability for environmental contamination, rendering us liable for remediation costs, natural resource damages, and other damages resulting from our ownership of property or conduct that was lawful at the time it occurred or the conduct of, or conditions caused by, prior owners or operators or other third parties. In addition, where contamination may be present, it is not uncommon for neighboring

landowners and other third parties to file claims for personal injury, property damage, and recovery of response costs. Remediation costs and other damages arising as a result of environmental laws and regulations, and costs associated with new information, changes in existing environmental laws and regulations or the adoption of new environmental laws and regulations could be substantial and could adversely affect our financial condition or results of operations. Moreover, failure to comply with these environmental laws and regulations may result in the imposition of administrative, civil and criminal penalties, and the issuance of injunctions delaying or prohibiting operations.

The U.S. Environmental Protection Agency (the "EPA") is performing a study of the environmental impact of hydraulic fracturing, a process used by the oil and natural gas industry in the development of certain oil and natural gas reservoirs. Specifically, the EPA is reviewing the impact of hydraulic fracturing on drinking water resources and has published proposed guidance for the permitting of hydraulic fracturing using diesel fuels. Certain environmental and other groups have suggested that additional federal, state and local laws and regulations may be needed to more closely regulate the hydraulic fracturing process. We cannot predict whether any federal, state, or local laws or regulations will be enacted regarding hydraulic fracturing, and, if so, what actions any such laws or regulations would require or prohibit. If additional levels of regulation or permitting requirements were imposed on oil and natural gas operators through the adoption of new laws and regulations, the domestic demand for our services in areas in shale reservoir markets could be decreased.

We routinely deal with natural gas, oil, and other petroleum products. Hydrocarbons or other hazardous wastes may have been released during our operations or by third parties on wellhead sites where we provide services or store our equipment or on or under other locations where wastes have been taken for disposal. These properties may be subject to investigatory, remediation, and monitoring requirements under foreign, federal, state, and local environmental laws and regulations.

The EPA has adopted regulations under the Clean Air Act to control emissions of hazardous air pollutants from reciprocal internal combustion engines and more recently the EPA adopted regulations that establish air emission controls for natural gas and natural gas liquids production, processing and transportation activities, including New Source Performance Standards as well as emission standards to address hazardous air pollutants. Certain CSI compressors are subject to these new requirements and additional control equipment and maintenance operations are required. While we do not believe that compliance with current regulatory requirements will have a material adverse effect on the business, additional regulations could impose new air permitting or pollution control requirements on our equipment that could require us to incur material costs.

The modification or interpretation of existing environmental laws or regulations, the more vigorous enforcement of existing environmental laws or regulations, or the adoption of new environmental laws or regulations may also adversely affect oil and natural gas exploration and production, which in turn could have an adverse effect on us.

Climate change legislation or regulations restricting emissions of "greenhouse gases" could result in increased operating costs and reduced demand for the oil and natural gas our customers produce, while the physical effects of climate change could disrupt production and cause us to incur costs in preparing for or responding to those effects.

The EPA has determined that "greenhouse gases" ("GHGs") present an endangerment to public health and the environment, because emissions of such gases are, according to the EPA, contributing to warming of the earth's atmosphere and other climatic changes. These findings allow the EPA to adopt and implement regulations that would restrict emissions of GHGs under existing provisions of the federal Clean Air Act ("CAA"). Based on these findings, the EPA has begun adopting and implementing regulations to restrict emissions of GHGs under existing provisions of the CAA. The EPA rules regulate GHG emissions under the CAA and require a reduction in emissions of GHGs from motor vehicles and from certain large stationary sources as well as requiring so-called "green" completions at hydraulically fractured natural gas wells beginning in 2015. The EPA also requires the annual reporting of GHG emissions from specified large GHG emission sources in the United States, including petroleum refineries, as well as from certain oil and gas production facilities.

The adoption and implementation of any regulations imposing reporting obligations on, or limiting emissions of GHGs from, our facilities and operations could require us to incur costs. Further, Congress has considered and almost one-half of the states have adopted legislation that seeks to control or reduce emissions of GHGs from a wide range of sources. Any such legislation could adversely affect demand for the oil and natural gas our customers

produce and, in turn, demand for our products and services. Finally, it should be noted that some scientists have concluded that increasing concentrations of GHGs in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, floods, and other climatic events; if any such effects were to occur, they could have an adverse effect on our operations and cause us to incur costs in preparing for or responding to those effects.

We do not insure against all potential losses and could be seriously harmed by unexpected liabilities.

Our assets and operations are subject to inherent risks such as vehicle accidents, equipment defects, malfunctions and failures, as well as other incidents that result in releases or uncontrolled flows of gas or well fluids, fires, or explosions. These risks could expose us to substantial liability for personal injury, death, property damage, pollution, and other environmental damages. We do not insure all of our assets and the insurance we do obtain may be inadequate to cover our liabilities. Further, insurance covering the risks we face or in the amounts we desire may not be available in the future, or, if available, the premiums may not be commercially justifiable. If we were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if we were to incur liability at a time when we did not maintain liability insurance, our business, results of operations, and financial condition could be adversely affected. In addition, we do not maintain business interruption insurance. Please read "Health, Safety, and Environmental Affairs Regulations" for a description of how we are subject to federal, state, and local laws and regulations governing the discharge of materials into the environment or otherwise relating to protection of human health and environment.

We disclosed a material weakness in our internal control over financial reporting as of December 31, 2015, and if we have other material weaknesses or significant deficiencies in our internal control over financial reporting our business may be adversely affected.

As disclosed in Item 9A of this Annual Report, as of December 31, 2015, management identified certain deficiencies in our internal control over financial reporting relating to accounting for the recognition of aftermarket services revenues. A material weakness is a deficiency, or combination of deficiencies, that result in a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis. Although this material weakness was remediated during 2016, a future material weakness in our internal control over financial reporting could adversely impact our ability to provide timely and accurate information. If additional material weaknesses or significant deficiencies in our internal control occur in the future, we may not be able to timely or accurately report our results of operations or maintain effective disclosure controls and procedures. If we are unable to report financial information timely or accurately, or to maintain effective disclosure controls and procedures, we could be subject to, among other things, regulatory or enforcement actions, securities litigation, debt rating agency downgrades or rating withdrawals, any one of which could adversely affect the valuation of our common units and our business prospects.

Our operations and reputation may be impaired if certain information technology systems fail to perform adequately or if we are the subject of a data breach or cyberattack.

The information technology systems of our general partner and TETRA are critically important to operating our business efficiently. We rely on these information technology systems to manage business data, communications, supply chain, customer invoicing, employee information, and other business processes. Our general partner outsources certain business process functions to TETRA and third-party providers and similarly relies on TETRA and these third-parties to maintain and store confidential information on their systems. The failure of these information technology systems to perform as we anticipate could disrupt our business and could result in transaction errors, processing inefficiencies, and the loss of sales and customers, causing our business and results of operations to suffer.

Furthermore, these information technology systems may be vulnerable to security breaches beyond our control, including those involving cyberattacks using viruses, worms or other destructive software, process breakdowns, phishing or other malicious activities, or any combination of the foregoing. Such breaches could result in unauthorized access to information including customer, supplier, employee, or other company confidential data. We do not carry insurance against these risks, although our general partner invests in security technology, performs penetration tests from time to time, and designs our business processes to attempt to mitigate the risk of such breaches. While we believe these measures are generally effective, there can be no assurance that security breaches will not occur. Moreover, the development and maintenance of these measures requires continuous monitoring as technologies change and efforts to overcome security measures evolve. We have experienced, and

expect to continue to experience, cybersecurity threats and incidents, none of which has been material to us to date. However, a successful breach or attack could have a material negative impact on our operations or business reputation and subject us to consequences such as litigation and direct costs associated with incident response.

Risks Inherent in an Investment in Us

The Series A Convertible Preferred Units issued in August 2016 and September 2016 are senior in right of distributions, liquidation and voting to the common units, and will result in the issuance of additional partnership common units in the future, resulting in dilution of our existing common unitholders' ownership interests, and such dilution is potentially unlimited.

Our partnership agreement does not limit the number of additional partnership common units that we may issue at any time without the approval of our common unitholders. In addition, subject to the provisions of the Series A Preferred Unit Purchase Agreement, we may issue an unlimited number of partnership units that are senior to the common units in right of distribution, liquidation, or voting. On August 8, 2016, we issued an aggregate of 4,374,454 of the Preferred Units for a cash purchase price of \$11.43 per Preferred Unit (the "Issue Price"), resulting in total net proceeds, after deducting certain offering expenses, of \$49.8 million. Additionally, on September 20, 2016, we issued an aggregate of 2,624,672 of Preferred Units for a cash purchase price of \$11.43 per Preferred Unit, resulting in total net proceeds, after deducting certain offering expenses, of \$29.0 million.

Pursuant to the Series A Convertible Unit Purchase Agreement on August 8, 2016, our general partner executed the Second Amended and Restated Agreement of Limited Partnership of the Partnership (the "Amended and Restated Partnership Agreement") to, among other things, authorize and establish the rights and preferences of the Preferred Units. The Preferred Units are a new class of equity security that ranks senior to all classes or series of our equity securities with respect to distribution rights and rights upon liquidation. The holders of Preferred Units (each, a "Preferred Unitholder") will receive quarterly distributions in kind in additional Preferred Units, equal to an annual rate of 11.00% of the Issue Price (\$1.2573 per unit annualized), subject to certain adjustments, including adjustments related to any future issuances of common units below a set price, and any quarterly distributions on our common units in excess of \$0.3775 per common unit. In the event we fail to pay in full any quarterly distribution in additional Preferred Units, then until such failure is cured we are prohibited from making any distributions on our common units. Beginning on March 8, 2017 and on the first Trading Day (as defined in the Amended and Restated Partnership Agreement) of each calendar month thereafter for a total of thirty months (each, a "Conversion Date"), the Preferred Units will convert into common units representing limited partner interests in the partnership in an amount equal to, with respect to each Preferred Unitholder, the number of Preferred Units held by such Preferred Unitholder divided by the number of Conversion Dates remaining. We may, at our option, pay cash, or a combination of cash and common units, to the Preferred Unitholders instead of issuing common units on any Conversion Date, subject to certain restrictions as described in the Amended and Restated Partnership Agreement and the Credit Agreement.

The issuance by us of the Preferred Units will have the following effects:

- our previously existing common unitholders' proportionate ownership interests in us will decrease;
- the amount of cash available for distribution on each common unit may decrease;
- the relative voting power of our previously existing common unitholders will be diminished; and
- the market price of the common units may decline.

Our partnership agreement requires us to distribute all of the available cash that we generate each quarter after paying expenses and establishing prudent operating reserves, which could limit our ability to grow.

Our partnership agreement requires us to distribute all of the available cash we generate each quarter. Under the terms of our partnership agreement, the amount of cash otherwise available for distribution will be reduced by our operating expenses and the amount of cash reserves that our general partner establishes to provide for future operations, future capital expenditures, future debt service requirements and future cash distributions to our common unitholders. As a result, our general partner relies primarily upon external financing sources, including commercial bank borrowings and the issuance of debt and equity securities, as well as cash flows from operations to a certain extent, to fund our expansion capital expenditures. To the extent that we are unable to finance growth externally, this requirement significantly impairs our ability to grow. In addition, also as a result of this requirement, our growth may not be as fast as that of businesses that reinvest their available cash to expand ongoing operations.

To the extent that we issue additional units in connection with any expansion capital expenditures, the payment of distributions on those additional units will decrease the amount we distribute on each outstanding unit.

On January 20, 2017, our General Partner declared a cash distribution attributable to the quarter ended December 31, 2016 of \$0.3775 per common unit. This distribution equates to a distribution of \$1.51 per outstanding common unit, on an annualized basis. This cash distribution was paid on February 14, 2017 to all common unitholders of record as of the close of business on February 1, 2017. The amount of quarterly distributions is determined based on a variety of factors, including our estimates of cash needs to fund our future operating, investing, and debt service requirements. Our estimates of these future cash requirements are used in the determination of available cash, as defined in our Partnership Agreement. During the current period of low oil and natural gas pricing, we will continue to monitor the uncertain levels of cash flows from operating activities and the levels of cash flows from investing activities necessary to maintain our equipment fleet, and use these estimates in the determination of the levels of our future quarterly distributions. During the current period of low oil and natural gas pricing, there can be no assurance that our quarterly distributions will increase from this reduced amount per common unit, or that there will not be further decreases in the amount of distributions in the future.

TETRA controls our general partner, which has sole responsibility for conducting our business and managing our operations, and thereby controls us. TETRA has conflicts of interest, which may permit it to favor its own interests to our unitholders' detriment.

TETRA controls our general partner, and through the general partner controls us. Some of our general partner's directors are directors of TETRA or its affiliates that own our general partner. Therefore, conflicts of interest may arise between TETRA and its affiliates, including our general partner, on the one hand, and us and our common unitholders, on the other hand. In resolving these conflicts of interest, our general partner may favor its own interests and the interests of TETRA and its affiliates over the interests of our common unitholders. These conflicts include, among others, the following situations:

- neither our partnership agreement nor any other agreement requires TETRA to pursue a business strategy that favors us. The directors and officers of TETRA and its affiliates have a fiduciary duty to make these decisions in the best interests of TETRA, which may be contrary to our interests;
- our general partner controls the interpretation and enforcement of contractual obligations between us and our affiliates, on the one hand, and TETRA, on the other hand, including provisions governing administrative services, acquisitions, and non-competition provisions;
- our general partner is allowed to take into account the interests of parties other than us, including TETRA and its affiliates, in resolving conflicts of interest;
- our general partner has limited its liability and reduced its fiduciary duties to our common unitholders and us, and has also restricted the remedies available to our common unitholders for actions that, without the limitations, might constitute breaches of fiduciary duty;
- our general partner will determine the amount and timing of asset purchases and sales, capital expenditures, borrowings, repayment of indebtedness, and issuances of additional partnership interests, each of which can affect the amount of cash that is available for distribution to our common unitholders;
- our general partner determines the amount and timing of any capital expenditures and whether a capital expenditure is a maintenance capital expenditure, which reduces operating surplus, or an expansion capital expenditure, which does not reduce operating surplus, and this determination can affect the amount of cash that is distributed to our common unitholders;
- our general partner may cause us to borrow funds in order to permit the payment of cash distributions, even if the purpose or effect of the borrowing is to make incentive distributions;
- our partnership agreement permits us to distribute up to \$15 million as operating surplus, even if it is generated from asset sales, non-working capital borrowings, or other sources that would otherwise constitute capital surplus. This cash may be used to fund distributions on the incentive distribution rights;
- our general partner determines which costs incurred by it and its affiliates are reimbursable by us and TETRA will determine the allocation of shared overhead expenses;
- our partnership agreement does not restrict our general partner from causing us to pay it or its affiliates for any services rendered to us or entering into additional contractual arrangements with any of these entities on our behalf;
- our general partner intends to limit its liability regarding our contractual and other obligations and, in some circumstances, is entitled to be indemnified by us;

- our general partner decides whether to retain separate counsel, accountants, or others to perform services for us; and
- our general partner may elect to cause us to issue common units to it in connection with a resetting of the target distribution levels related to our general partner's incentive distribution rights without the approval of the conflicts committee of the board of directors of our general partner or the common unitholders. This election may result in lower distributions to the common unitholders in certain situations.

Our reliance on TETRA for certain general and administrative support services and our limited ability to control certain costs could have a material adverse effect on our business, results of operations, financial condition, and ability to make cash distributions to our unitholders. Cost reimbursements due to our general partner and its affiliates for services provided, which will be determined by our general partner, will be substantial and will reduce our cash available for distribution to our unitholders.

Pursuant to an Omnibus Agreement entered into between TETRA, our general partner and us, TETRA provides to us certain general and administrative services, including, without limitation, legal, accounting, treasury, insurance administration and claims processing and risk management, health, safety and environmental, information technology, human resources, credit, payroll, internal audit and tax services. Our ability to execute our growth strategy depends significantly upon TETRA's performance of these services. Our reliance on TETRA could have a material adverse effect on our business, results of operations, financial condition and ability to make cash distributions to our unitholders. Additionally, TETRA will receive reimbursement for the provision of various general and administrative services for our benefit. Our general partner is also entitled to significant reimbursement for certain expenses it incurs on our behalf, including reimbursement for a portion of the cost of its employees who perform services for us. Payments for these services are substantial and reduce the amount of cash available for distribution to our common unitholders. In addition, under Delaware partnership law, our general partner has unlimited liability for our obligations, such as our debts and environmental liabilities, except for our contractual obligations that are expressly made without recourse to our general partner. To the extent our general partner incurs obligations on our behalf, we are obligated to reimburse or indemnify it. If we are unable or unwilling to reimburse or indemnify our general partner, our general partner may take actions to cause us to make payments of these obligations and liabilities. Any such payments could reduce the amount of cash otherwise available for distribution to our unitholders.

Our partnership agreement limits our general partner's fiduciary duties to our common unitholders and restricts the remedies available to our common unitholders for actions taken by our general partner that might otherwise constitute breaches of fiduciary duty.

Our partnership agreement contains provisions that reduce the fiduciary standards to which our general partner would otherwise be held by state fiduciary duty laws. For example, our partnership agreement:

- permits our general partner to make a number of decisions in its individual capacity, as opposed to in its capacity as our general partner. This entitles our general partner to consider only the interests and factors that it desires, and it has no duty or obligation to consider any interest of, or factors affecting, us, our affiliates or any limited partner. Examples include the exercise of its limited call right, the exercise of its rights to transfer or vote the partnership units it owns, the exercise of its registration rights and its determination whether or not to consent to any merger or consolidation of the partnership or amendment to the partnership agreement;
- provides that our general partner will not have any liability to us or our common unitholders for decisions made in its capacity as a general partner so long as it acted in good faith, meaning it believed the decision was in the best interests of our partnership;
- generally provides that affiliated transactions and resolutions of conflicts of interest not approved by the conflicts committee of the board of directors of our general partner acting in good faith and not involving a vote of our common unitholders must be on terms no less favorable to us than those generally being provided to or available from unrelated third parties or must be "fair and reasonable" to us, as determined by our general partner in good faith and that, in determining whether a transaction or resolution is "fair and reasonable," our general partner may consider the totality of the relationships between the parties involved, including other transactions that may be particularly advantageous or beneficial to us;
- provides that our general partner and its executive officers and directors will not be liable for monetary damages to us, our limited partners or assignees for any acts or omissions unless there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that our general

- partner or those other persons acted in bad faith or engaged in fraud or willful misconduct or, in the case of a criminal matter, acted with knowledge that the conduct was criminal; and
- provides that in resolving conflicts of interest, it will be presumed that in making its decision our general partner acted in good faith, and in any proceeding brought by or on behalf of any limited partner or us, the person bringing or prosecuting such proceeding will have the burden of overcoming such presumption.

Our general partner may elect to cause us to issue common units to it in connection with a resetting of the target distribution levels related to its incentive distribution rights, without the approval of the conflicts committee of its board of directors or our common unitholders. This could result in lower distributions to our common unitholders.

Our general partner has the right, at any time when it has received incentive distributions at the highest level to which it is entitled (48.0%) for each of the prior four consecutive fiscal quarters, to reset the initial target distribution levels at higher levels based on our distributions at the time of the exercise of the reset election. Following a reset election by our general partner, the minimum quarterly distribution will be adjusted to equal the reset minimum quarterly distribution, and the target distribution levels will be reset to correspondingly higher levels based on percentage increases above the reset minimum quarterly distribution. If our general partner elects to reset the target distribution levels, it will be entitled to receive a number of common units and will retain its then-current general partner interest. The number of common units to be issued to our general partner will equal the number of common units that would have entitled the holder to an average aggregate quarterly cash distribution in the prior two quarters equal to the average of the distributions to our general partner on the incentive distribution rights in the prior two quarters. We anticipate that our general partner would exercise this reset right in order to facilitate acquisitions or internal growth projects that would not be sufficiently accretive to cash distributions per common unit without such reset. It is possible, however, that our general partner could exercise this reset election at a time when it is experiencing, or expects to experience, declines in the cash distributions it receives related to its incentive distribution rights and may, therefore, desire to be issued common units rather than retain the right to receive incentive distributions based on the initial target distribution levels. As a result, a reset election may cause our common unitholders to experience a reduction in the amount of cash distributions that our common unitholders would have otherwise received had we not issued new common units to our general partner in connection with resetting the target distribution levels.

Our common unitholders have limited voting rights and are not entitled to elect our general partner or its directors.

Unlike the holders of common stock in a corporation, our unitholders have only limited voting rights on matters affecting our business and, therefore, limited ability to influence management's decisions regarding our business. Unitholders will have no right to elect our general partner or its board of directors. The board of directors of our general partner will be chosen indirectly by TETRA through its subsidiary that is the sole shareholder of our general partner. Furthermore, if our unitholders are dissatisfied with the performance of our general partner, they will have little ability to remove our general partner. Due to these limitations, the price at which the common units will trade could be diminished because of the absence or reduction of a takeover premium in the trading price.

Even if our common unitholders are dissatisfied, they cannot remove our general partner without its consent.

Our common unitholders are currently unable to remove our general partner without its consent because our general partner and its affiliates own sufficient units to prevent its removal. The vote of the holders of at least 66.7% of all outstanding common units is required to remove our general partner. As of February 28, 2017, our general partner and its affiliates, owns 42.6% of our aggregate outstanding common units.

We can issue an unlimited number of partnership units in the future, including units that are senior in right of distributions, liquidation and voting to the common units, without the approval of our common unitholders, and our general partner may elect to cause us to issue common units to it in connection with a resetting of the target distribution levels related to its incentive distribution rights, without the approval of the conflicts committee of its board of directors or our common unitholders, each of which would dilute our common unitholders' existing ownership interests.

Our partnership agreement does not limit the number of additional partnership units that we may issue at any time without the approval of our common unitholders. In addition, we may issue an unlimited number of

partnership units that are senior to the common units in right of distribution, liquidation, or voting. Our general partner also has the right, at any time when it has received incentive distributions at the highest level to which it is entitled (48.0%) for each of the prior four consecutive fiscal quarters, to reset the initial target distribution levels at higher levels based on our distributions at the time of the exercise of the reset election. If our general partner elects to reset the target distribution levels, it will be entitled to receive a number of common units and will retain its then-current general partner interest.

The issuance by us of additional common units or other equity securities of equal or senior rank will have the following effects:

- our previously existing common unitholders' proportionate ownership interests in us will decrease;
- the amount of cash available for distribution on each common unit may decrease;
- the ratio of taxable income to distributions may increase;
- the relative voting strength of each previously outstanding common unitholders may be diminished; and
- the market price of the common units may decline.

Control of our general partner may be transferred to a third party without common unitholder consent.

Our general partner may transfer its general partner interest to a third party in a merger or in a sale of all or substantially all of its assets without the consent of our unitholders. Furthermore, our partnership agreement does not restrict the ability of TETRA or its subsidiaries from transferring all or a portion of its indirect ownership interest in our general partner to a third party. The new owners of our general partner would then be in a position to replace the board of directors and executive officers of our general partner with its own choices and thereby influence the decisions taken by the board of directors and executive officers.

Our partnership agreement restricts the voting rights of unitholders owning 20% or more of our common units, other than our general partner and its affiliates, including TETRA. Accordingly, such unitholders' voting rights may be limited.

Unitholders' voting rights are further restricted by the partnership agreement provision providing that any partnership units held by a person that owns 20% or more of any class of partnership units then outstanding, other than our general partner, its affiliates, including TETRA, its transferees and persons who acquired such partnership units with the prior approval of the board of directors of our general partner, cannot vote on any matter. Our partnership agreement also contains provisions limiting the ability of our common unitholders to call meetings or to acquire information about our operations, as well as other provisions.

Our general partner has a limited call right that may require our unitholders to sell common units at an undesirable time or price.

If at any time our general partner and its affiliates own more than 90% of the common units, our general partner will have the right, but not the obligation, which it may assign to any of its affiliates or to us, to acquire all, but not less than all, of the common units held by unaffiliated persons at a price not less than the then-current market price. As a result, our unitholders may be required to sell common units at an undesirable time or price and may not receive any return on their investment. Our unitholders may also incur a tax liability upon a sale of common units. As of February 28, 2017, our general partner and its affiliates own an aggregate of 42.6% of our common units.

Our common unitholders' liability may not be limited if a court finds that common unitholder action constitutes control of our business.

A general partner of a partnership generally has unlimited liability for the obligations of the partnership, except for those contractual obligations of the partnership that are expressly made without recourse to our general partner. Our partnership is organized under Delaware law, and we conduct business in a number of other states. The limitations on the liability of holders of limited partner interests for the obligations of a limited partnership have not been clearly established in some of the other states in which we do business. Our common unitholders could be liable for any and all of our obligations as if they were a general partner if:

- a court or government agency determined that we were conducting business in a state but had not complied with that particular state's partnership statute; or

- our common unitholders' right to act with other unitholders to remove or replace our general partner, to approve some amendments to our partnership agreement, or to take other actions under our partnership agreement constitutes "control" of our business.

Our common unitholders may have liability to repay distributions that were wrongfully distributed to them.

Under certain circumstances, our common unitholders may have to repay amounts wrongfully returned or distributed to them. Under Section 17-607 of the Delaware Revised Uniform Limited Partnership Act, we may not make a distribution to our common unitholders if the distribution would cause our liabilities to exceed the fair value of our assets. Delaware law provides that for a period of three years from the date of the impermissible distribution, limited partners who received the distribution and who knew at the time of the distribution that it violated Delaware law will be liable to the limited partnership for the distribution amount. Substituted limited partners are liable for the obligations of the assignor to make contributions to the partnership that are known to the substituted limited partner at the time it became a limited partner and for unknown obligations if the liabilities could be determined from the partnership agreement. Liabilities to partners because of their partnership interest and liabilities that are non-recourse to the partnership are not counted for purposes of determining whether a distribution is permitted.

While our partnership agreement requires us to distribute all of our available cash, our partnership agreement, including provisions requiring us to make cash distributions contained therein, may be amended.

While our partnership agreement requires us to distribute all of our available cash, our partnership agreement, including provisions requiring us to make cash distributions contained therein, may be amended. Our partnership agreement can be amended with the consent of our general partner and the approval of a majority of the outstanding common units (including common units held by affiliates of TETRA). As of February 28, 2017, our general partner and its affiliates own an aggregate of 42.6% of our common units.

We are exempt from certain corporate governance requirements that provide additional protection to stockholders of other public companies.

Companies listed on the NASDAQ are required to meet the high standards of corporate governance, as set forth in the NASDAQ Listing Rules. These requirements generally do not apply to limited partnerships or to a "controlled company," within the meaning of the NASDAQ rules. We are a limited partnership and a "controlled company," within the meaning of the NASDAQ rules, and, as a result, we rely on exemptions from certain corporate governance requirements that provide protection to stockholders of other public companies.

Tax Risks to Common Unitholders

Our tax treatment depends on our status as a partnership for U.S. federal income tax purposes. If the IRS were to treat us as a corporation for U.S. federal income tax purposes, then our cash available for distribution to our unitholders would be substantially reduced.

The anticipated after-tax economic benefit of an investment in the common units depends largely on our being treated as a partnership for U.S. federal income tax purposes. Despite the fact that we are a limited partnership under Delaware law, we will be treated as a corporation for U.S. federal income tax purposes unless we satisfy a "qualifying income" requirement. Based upon our current operations, we believe that we satisfy the qualifying income requirement. Failing to meet the qualifying income requirement or a change in current law could cause us to be treated as a corporation for U.S. federal income tax purposes or otherwise subject us to taxation as an entity.

If we were treated as a corporation for U.S. federal income tax purposes, we would pay U.S. federal income tax on all of our taxable income at the corporate tax rate, which is currently a maximum of 35%, and would likely pay additional state and local income tax at varying rates. Distributions to our unitholders would generally be taxed again as corporate distributions, and no income, gains, losses, deductions or credits would flow through to our unitholders. Because a tax would be imposed upon us as a corporation, our cash available for distribution to our unitholders would be substantially reduced. Therefore, treatment of us as a corporation would result in a material reduction in the anticipated cash flow and after-tax return to our unitholders, likely causing a substantial reduction in the value of our common units.

We have subsidiaries that are treated as corporations for U.S. federal income tax purposes and are subject to corporate-level income taxes.

We conduct a portion of our operations through subsidiaries that are organized as corporations for U.S. federal income tax purposes, including our CSI subsidiary. We may elect to conduct additional operations through these corporate subsidiaries in the future. These corporate subsidiaries are subject to U.S. corporate-level tax, which reduces the cash available for distribution to us and, in turn, to our unitholders. If the IRS were to successfully assert that these corporations have more tax liability than we anticipate or legislation were enacted that increased the corporate tax rate, our cash available for distribution to our unitholders would be further reduced. Distributions from any such corporate subsidiary will generally be treated as dividend income to the extent of the current and accumulated earnings and profits of such corporate subsidiary. An individual unitholder's share of dividend income from any corporate subsidiary would constitute portfolio income that could not be offset by the unitholder's share of our other losses or deductions.

The tax treatment of publicly traded partnerships or an investment in our common units could be subject to potential legislative, judicial, or administrative changes and differing interpretations, possibly on a retroactive basis.

The present U.S. federal income tax treatment of publicly traded partnerships, including us, or an investment in our common units may be modified by administrative, legislative or judicial interpretation at any time. For example, from time to time the U.S. President and members of the U.S. Congress propose and consider substantive changes to the existing federal income tax laws that would affect publicly traded partnerships. Any modification to the U.S. federal income tax laws may be applied retroactively and could make it more difficult or impossible to meet the exception for certain publicly traded partnerships to be treated as partnerships for U.S. federal income tax purposes. We are unable to predict whether any of these changes or other proposals will ultimately be enacted, including as a result of fundamental tax reform. Any such changes could negatively impact the value of an investment in our common units and the amount of cash available for distribution to our unitholders.

In addition, final Treasury Regulations under Section 7704(d)(1)(E) of the Code recently published in the Federal Register interpret the scope of the qualifying income requirement for publicly traded partnerships by providing industry-specific guidance. We do not believe the final Treasury Regulations affect our ability to be treated as a partnership for U.S. federal income tax purposes.

If we were subjected to a material amount of additional entity-level taxation by individual states, it would reduce our cash available for distribution to our unitholders.

Changes in current state law may subject us to additional entity-level taxation by individual states. Because of state budget deficits and other reasons, several states have been evaluating ways to subject partnerships to entity-level taxation through the imposition of state income, franchise, and other forms of taxation. For example, we are subject to an entity-level Texas franchise tax. Imposition of any such taxes may substantially reduce the cash available for distribution to our unitholders.

Our partnership agreement provides that if a law is enacted or existing law is modified or interpreted in a manner that subjects us to additional amounts of entity-level taxation, for U.S. federal, state, or local tax purposes, the minimum quarterly distribution amount and the target distribution amounts may be adjusted to reflect the impact of that law on us.

Although we are not subject to U.S. federal income tax other than with respect to our operating U.S. subsidiaries that are treated as corporations for U.S. federal income tax purposes, certain of our foreign operations are subject to certain non-U.S. taxes. If a taxing authority were to successfully assert that we have more tax liability than we anticipate or legislation were enacted that increased the taxes to which we are subject, our cash available for distribution to our unitholders could be further reduced.

Approximately 13.0% of our consolidated revenues for the year ended December 31, 2016, was generated in non-U.S. jurisdictions, primarily Mexico, Canada, and Argentina. Our non-U.S. operations and subsidiaries are generally subject to income, withholding, and other taxes in the non-U.S. jurisdictions in which they are organized or from which they receive income, reducing the amount of cash available for distribution. In computing our tax obligation in these non-U.S. jurisdictions, we are required to take various tax accounting and reporting positions on matters that are not entirely free from doubt and for which we have not received rulings from the governing tax authorities, such as whether withholding taxes will be reduced by the application of certain tax treaties. Upon review

of these positions the applicable authorities may not agree with our positions. A successful challenge by a tax authority could result in additional taxes being imposed on us, reducing the cash available for distribution to our unitholders. In addition, changes in our operations or ownership could result in higher than anticipated taxes being imposed in jurisdictions in which we are organized or from which we receive income and further reducing the cash available for distribution. Although these taxes may be properly characterized as foreign income taxes, our unitholders may not be able to credit them against the liability for U.S. federal income taxes on the unitholders' share of our earnings. In addition, our operations in countries in which we operate now or in the future may involve risks associated with the legal structure used and the taxation on assets transferred into a particular country. Tax laws of non-U.S. jurisdictions are subject to potential legislative, judicial, or administrative changes and differing interpretations, possibly on a retroactive basis. Any such changes may result in additional taxes above the amounts we currently anticipate and further reduce our cash available for distribution to our unitholders.

If the IRS contests the U.S. federal income tax positions we take, the market for our common units may be adversely impacted, and the cost of any IRS contest will reduce our cash available for distribution to our unitholders.

The IRS may adopt positions that differ from the positions we take, and the IRS's positions may ultimately be sustained. It may be necessary to resort to administrative or court proceedings to sustain some or all of the positions we take. A court may not agree with some or all of the positions we take. Any contest with the IRS may materially and adversely impact the market for our common units and the price at which they trade. In addition, our costs of any contest with the IRS will be borne indirectly by our unitholders and our general partner, because the costs will reduce our cash available for distribution.

Legislation applicable to partnership tax years beginning after 2017 alters the procedures for auditing large partnerships and for assessing and collecting taxes due (including penalties and interest) as a result of a partnership-level federal income tax audit. Under these new rules, unless we are eligible to (and do) elect to issue revised Schedules K-1 to our partners with respect to an audited and adjusted partnership tax return, the IRS may assess and collect taxes (including any applicable penalties and interest) directly from us in the year in which the audit is completed. If we are required to pay taxes, penalties and interest as a result of audit adjustments, cash available for distribution to our unitholders may be substantially reduced. In addition, because payment would be due for the taxable year in which the audit is completed, unitholders during that taxable year would bear the expense of the adjustment even if they were not unitholders during the audited tax year.

Unitholders' share of our income will be taxable for U.S. federal income tax purposes, even if they do not receive any cash distributions from us.

Because our unitholders will be treated as partners to whom we will allocate taxable income that could be different in amount than the cash we distribute, a unitholder's allocable share of our taxable income will be taxable to the unitholder, which may require the payment of U.S. federal income taxes, and, in some cases, state and local income taxes on the unitholder's share of our taxable income, even if the unitholder receives no cash distributions from us. Unitholders may not receive cash distributions from us equal to their share of our taxable income or even equal to the actual tax liability that results from that income.

Tax gain or loss on the disposition of our common units could be more or less than expected.

If our unitholders sell common units, they will recognize a gain or loss for U.S. federal income tax purposes equal to the difference between the amount realized and their tax basis in those common units. Because distributions in excess of their allocable share of our net taxable income decrease their tax basis in that common unit, the amount, if any, of such prior excess distributions with respect to the units our unitholders sell will, in effect, become taxable income to our unitholders if they sell such units at a price greater than their tax basis in those units, even if the price they receive is less than their original cost. Furthermore, a substantial portion of the amount realized, whether or not representing gain, may be taxed as ordinary income due to potential recapture items, including depreciation recapture. In addition, because the amount realized includes a unitholder's share of our nonrecourse liabilities, if our unitholders sell their units, they may incur a tax liability in excess of the amount of cash the unitholders receive from the sale.

Tax-exempt entities and non-U.S. persons face unique tax issues from owning our common units that may result in adverse tax consequences to them.

Investment in common units by tax-exempt entities, such as employee benefit plans and individual retirement accounts (known as IRAs), and non-U.S. persons raises issues unique to them. For example, virtually all of our income allocated to organizations that are exempt from U.S. federal income tax, including IRAs and other retirement plans, will be unrelated business taxable income and will be taxable to them. Distributions to non-U.S. persons will be reduced by withholding taxes at the highest applicable effective tax rate, and non-U.S. persons will be required to file U.S. federal income tax returns and pay tax on their share of our taxable income. If a unitholder is a tax-exempt entity or a non-U.S. person, the unitholder should consult a tax advisor before investing in our common units.

We will treat each purchaser of our common units as having the same tax benefits without regard to the actual common units purchased. The IRS may challenge this treatment, which could adversely affect the value of the common units.

Due to a number of factors, including our inability to match transferors and transferees of common units, we have adopted depreciation and amortization positions that may not conform to all aspects of existing Treasury Regulations. A successful IRS challenge to those positions could adversely affect the amount of tax benefits available to our unitholders. It also could affect the timing of these tax benefits or the amount of gain from the sale of common units and could have a negative impact on the value of our common units or result in audit adjustments to our unitholders' tax returns.

We prorate our items of income, gain, loss, and deduction for U.S. federal income tax purposes between transferors and transferees of our units each month based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred. The IRS may challenge aspects of our proration method and could change the allocation of items of income, gain, loss, and deduction among our unitholders.

We prorate our items of income, gain, loss, and deduction for U.S. federal income tax purposes between transferors and transferees of our units each month based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred. Although final Treasury Regulations allow publicly traded partnerships to use a similar monthly simplifying convention to allocate tax items among transferor and transferee unitholders, these regulations do not specifically authorize all aspects of the proration method we have adopted. If the IRS were to successfully challenge our proration method, we may be required to change our allocation of items of income, gain, loss, and deduction among our unitholders.

A unitholder whose units are loaned to a "short seller" to cover a short sale of units may be considered as having disposed of those units. If so, the unitholder would no longer be treated for tax purposes as a partner with respect to those units during the period of the loan and may recognize gain or loss from the disposition.

Because a unitholder whose units are loaned to a "short seller" to cover a short sale of units may be considered as having disposed of the loaned units, the unitholder may no longer be treated for tax purposes as a partner with respect to those units during the period of the loan to the short seller, and the unitholder may recognize gain or loss from such disposition. Moreover, during the period of the loan to the short seller, any of our income, gain, loss, or deduction with respect to those units may not be reportable by the unitholder, and any cash distributions received by the unitholder as to those units could be fully taxable as ordinary income. Unitholders desiring to assure their status as partners and avoid the risk of gain recognition from a loan to a short seller are urged to consult a tax advisor to discuss whether it is advisable to modify any applicable brokerage account agreements to prohibit their brokers from borrowing their units.

We have adopted certain valuation methodologies in determining a unitholder's allocations of income, gain, loss and deduction. The IRS may challenge these methodologies or the resulting allocations, and such a challenge could adversely affect the value of our common units.

In determining the items of income, gain, loss and deduction allocable to our unitholders, we must routinely determine the fair market value of our assets. Although we may from time to time consult with professional appraisers regarding valuation matters, we make many fair market value estimates ourselves using a methodology based on the market value of our common units as a means to determine the fair market value of our assets. The

IRS may challenge these valuation methods and the resulting allocations of income, gain, loss and deduction for U.S. federal income tax purposes.

A successful IRS challenge to these methods or allocations could adversely affect the timing or amount of taxable income or loss being allocated to our unitholders. It also could affect the amount of gain from our unitholders' sale of common units and could have a negative impact on the value of the common units or result in audit adjustments to our unitholders' tax returns without the benefit of additional deductions.

The sale or exchange of 50% or more of our capital and profits interests during any twelve-month period will result in the termination of our partnership for U.S. federal income tax purposes.

We will be considered to have technically terminated as a partnership for U.S. federal income tax purposes if there is a sale or exchange of 50% or more of the total interests in our capital and profits within a twelve-month period. For purposes of determining whether the 50% threshold has been met, multiple sales of the same unit will be counted only once. While we would continue our existence as a Delaware limited partnership, our technical termination would, among other things, result in the closing of our taxable year for all unitholders, which would result in us filing two tax returns (and our unitholders could receive two Schedules K-1 if special relief from the IRS is not available) for one fiscal year, and could result in a significant deferral of depreciation deductions allowable in computing our taxable income. In the case of a unitholder reporting on a taxable year other than the calendar year, the closing of our taxable year may also result in more than twelve months of our taxable income or loss being includable in the unitholder's taxable income for the year of termination. A technical termination would not affect our classification as a partnership for U.S. federal income tax purposes, but, instead, we would be treated as a new partnership for tax purposes. If treated as a new partnership, we must make new tax elections and could be subject to penalties if we are unable to determine that a technical termination occurred. The IRS has announced a relief procedure whereby if a publicly traded partnership that has technically terminated requests and the IRS grants special relief, among other things, the partnership will only have to provide one Schedule K-1 to unitholders for the year in which the termination occurs.

Unitholders will likely be subject to non-U.S., state and local taxes, and return filing requirements in jurisdictions where they do not live as a result of investing in our common units.

In addition to U.S. federal income taxes, unitholders will likely be subject to other taxes, including non-U.S., state and local taxes, unincorporated business taxes and estate, inheritance, or intangible taxes that are imposed by the various jurisdictions in which we do business or control property now or in the future, even if they do not live in any of those jurisdictions. Unitholders will likely be required to file non-U.S., state, and local income tax returns and pay non-U.S., state and local income taxes in some or all of these various jurisdictions. Further, unitholders may be subject to penalties for failure to comply with those requirements. In the United States, we own assets and conduct business in many states, most of which currently impose a personal income tax on individuals and an income tax on corporations and other entities. As we make acquisitions or expand our business, we may own or control assets or conduct business in additional jurisdictions that impose a personal income tax.

Unitholders may be subject to tax in one or more non-U.S. jurisdictions, including Mexico, Canada, Australia, and Argentina, as a result of owning our common units if, under the laws of any such country, we are considered to be carrying on business there. If unitholders are subject to tax in any such country, they may be required to file a tax return with, and pay taxes to, that country based on their allocable share of our income. We may be required to reduce distributions to unitholders on account of any withholding obligations imposed upon us by that country in respect of such allocation to the unitholders. In addition, the United States may not allow a tax credit for any foreign income taxes that unitholders directly or indirectly incur.

It is the responsibility of each unitholder to file all U.S. federal, state, and local tax returns and non-U.S. tax returns.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

As of December 31, 2016, we owned a fabrication facility in Midland, Texas, a facility in Oklahoma City, Oklahoma, and additional service facilities in North Dakota, Oklahoma, Texas, and Utah. We lease 32 additional service facilities in Alabama, California, Colorado, Louisiana, New Mexico, Ohio, Oklahoma, Texas, Wyoming, and foreign locations in Argentina, Canada, and Mexico. We lease a number of storage facilities located across the geographic markets we serve. We utilize TETRA's facilities in Texas as our headquarters office. Our primary assets include our fleet of compression and other equipment. See Item 1 Business - Compression Services, for a discussion and description of our compressor fleet. All obligations under our bank revolving credit facility are secured by a first-lien security interest in substantially all of our assets, including our equipment fleet and our fabrication facilities in Midland, Texas and Oklahoma City, Oklahoma, but excluding other real property assets.

Item 3. Legal Proceedings.

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. While the outcome of lawsuits against us cannot be predicted with certainty, management does not consider it reasonably possible that a loss resulting from such lawsuits in excess of any amounts accrued has been incurred that is expected to have a material adverse effect on our financial condition, results of operations, or cash flows.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Repurchases of Equity Securities.

Price Range of Common Units and Cash Distributions

Our common units are traded on the NASDAQ Global Market under the symbol "CCLP." As of February 28, 2017, there were 36 holders of record of the common units. The following table sets forth the high and low sale prices of the common units and cash distributions to common unitholders for each calendar quarter during the two years ended December 31, 2016, as reported by the NASDAQ.

	High	Low	Cash Distribution per Common Unit ⁽¹⁾
2015			
First Quarter	\$ 19.40	\$ 12.70	\$ 0.4950
Second Quarter	22.15	16.11	0.5000
Third Quarter	17.99	11.60	0.5025
Fourth Quarter	15.27	10.10	0.3775
2016			
First Quarter	\$ 11.81	\$ 3.74	\$ 0.3775
Second Quarter	10.00	5.17	0.3775
Third Quarter	10.84	7.39	0.3775
Fourth Quarter	11.66	8.63	0.3775

(1) Represents cash distributions attributable to the quarter and paid in the following calendar quarter.

Distribution Policy

Our partnership agreement requires us to distribute, no later than 45 days after the end of each quarter, all of our available cash, as defined below, at the end of each quarter. Our ability to pay our minimum quarterly distribution is subject to various restrictions and other factors, and there is no guarantee that we will pay any specific distribution in any quarter.

Definition of Available Cash. We define Available Cash in the partnership agreement, and it generally means, for each fiscal quarter, the sum of all cash and cash equivalents on hand at the end of the quarter:

- less the amount of cash reserves established by our general partner to:
 - provide for the proper conduct of our business after the end of the quarter;
 - comply with applicable law, any of our future debt instruments or other agreements; or
 - provide funds for distributions to our unitholders and to our general partner for any one or more of the next four quarters (provided that our general partner may not establish cash reserves for future distributions, unless it determines that the establishment of reserves will not prevent us from distributing the minimum quarterly distribution on all common units and any cumulative arrearages for such quarter);
- plus, if our general partner so determines, all or any portion of any additional cash and cash equivalents on hand on the date of determination of Available Cash for the quarter resulting from working capital borrowings made after the end of the quarter.

Working capital borrowings are borrowings that are made under a credit agreement, commercial paper facility, or similar financing arrangement, and in all cases are used solely for working capital purposes or to pay distributions to partners and with the intent of the borrower to repay such borrowings within twelve months from sources other than additional working capital borrowings.

Common Units. We pay quarterly distributions to the holders of common units to the extent we have sufficient cash from our operations after establishment of cash reserves and payment of debt service and other contractual obligations, fees and expenses, including cash payments to our general partner and its affiliates. For the fourth quarter of 2016 we paid a distribution of \$0.3775 per common unit, or \$1.5100 on an annualized basis. As a

result, no payments are due under our incentive distribution rights to our general partner in connection with this quarterly distribution. (See discussion of incentive distribution rights below.) There is no guarantee that we will continue to pay the current quarterly distribution on the common units. Even if our cash distribution policy is not modified or revoked, the amount of distributions paid under our policy and the decision to make any distribution is determined by our general partner, taking into consideration the terms of our partnership agreement. Distributions attributable to the year ended 2016 totaled \$1.5100 per common unit. See Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Revolving Credit Facility" for a discussion of provisions included in our revolving credit facility that restrict our ability to make distributions.

General Partner Interest and Incentive Distribution Rights. Initially, our general partner is entitled to approximately 2.0% of all distributions that we make prior to our liquidation. Our general partner has the right, but not the obligation, to contribute a proportionate amount of capital to us to maintain its initial 2.0% general partner interest. Our general partner's initial 2.0% interest in our distributions has been and may be further reduced if we issue additional limited partner units in the future and our general partner does not contribute a proportionate amount of capital to us to maintain its approximately 2.0% general partner interest.

Our general partner also currently holds incentive distribution rights ("Incentive Distribution Rights") that entitle it to receive increasing percentages, up to a maximum of 50.0%, of the cash we distribute from operating surplus in excess of \$0.445625 per common unit per quarter. The maximum distribution of 50.0% includes distributions paid to our general partner on its 2.0% general partner interest and assumes that our general partner maintains its general partner interest at 2.0%. The maximum distribution of 50.0% does not include any distributions that our general partner may receive on any limited partner units that it owns.

Series A Convertible Preferred Units. We are required to make quarterly distributions to our Preferred Unitholders. The holders of Preferred Units are entitled to receive quarterly distributions in kind in additional Preferred Units, equal to an annual rate of 11.00% of the issue price (\$1.2573 per unit annualized), subject to certain adjustments related to any future issuances of common units below a set price and any quarterly distributions on our common units in excess of \$0.3775 per common unit. In the event we fail to pay in full any quarterly distribution in additional Preferred Units, then until such failure is cured we are prohibited from making any distributions on our common units.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Period	Total Number of Units Purchased	Average Price Paid per Unit	Total Number of Units Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Units that May Yet be Purchased Under the Publicly Announced Plans or Programs
Oct 1 – Oct 31, 2016	—		N/A	N/A
Nov 1 – Nov 30, 2016	—	—	N/A	N/A
Dec 1 – Dec 31, 2016	—	—	N/A	N/A
Total	—		N/A	N/A

Securities Authorized for Issuance under Equity Compensation Plans.

See "Item 12. Security Ownership of Certain Beneficial Owners and Management" for information regarding our equity compensation plans as of December 31, 2016.

Item 6. Selected Financial Data.

The following tables set forth our selected consolidated financial data for the years ended December 31, 2016, 2015, 2014, 2013, and 2012. The selected consolidated financial data does not purport to be complete and should be read in conjunction with, and is qualified by, the more detailed information, including the Consolidated Financial Statements and related Notes and Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operation" appearing elsewhere in this Annual Report. Please read "Item 1A. Risk Factors" for a discussion of the material uncertainties that might cause the selected consolidated financial data not to be indicative

of our future financial condition or results of operations. During 2016 and 2015, we recorded significant impairments of long-lived assets and goodwill. On August 4, 2014, pursuant to a stock purchase agreement dated July 20, 2014, one of our subsidiaries acquired all of the outstanding capital stock of CSI for \$825.0 million cash, a portion of which was financed through the issuance of additional common units and through the issuance of long-term debt. For periods after August 4, 2014, our results of operations include the operations of CSI.

	Year Ended December 31,				
	2016	2015	2014	2013	2012
	(In Thousands, Except Per Unit Amounts)				
Income Statement Data					
Revenues	\$ 311,363	\$ 457,641	\$ 282,647	\$ 121,301	\$ 108,582
Cost of revenues	191,260	290,660	174,667	68,116	57,500
Depreciation and amortization expense	72,123	81,838	40,880	14,349	13,227
Impairments of long-lived assets	10,223	11,797	278	293	—
Selling, general, and administrative expenses	36,222	43,479	32,100	17,467	17,270
Goodwill impairment	92,334	139,444	—	—	—
Interest expense, net	38,055	34,964	14,240	617	122
Series A Preferred fair value adjustment	5,036	—	—	—	—
Other expense, net	2,383	2,190	10,396	634	779
Income (loss) before income tax provision	(136,273)	(146,731)	10,086	19,825	19,684
Net income (loss)	\$ (138,138)	\$ (146,630)	\$ 11,258	\$ 17,567	\$ 16,331
Net income (loss) per common unit, basic	\$ (4.07)	\$ (4.36)	\$ 0.47	\$ 1.11	\$ 1.04
Weighted average common units outstanding, basic	33,262,376	33,169,413	18,928,640	9,230,876	9,163,798
Net income (loss) per common unit, diluted	\$ (4.07)	\$ (4.36)	\$ 0.47	\$ 1.10	\$ 1.03
Weighted average common units outstanding, diluted	33,262,376	33,169,413	18,928,640	9,305,066	9,193,407

	December 31,				
	2016	2015	2014	2013	2012
	(In Thousands)				
Balance Sheet Data					
Working capital	\$ 52,090	\$ 59,300	\$ 91,215	\$ 34,151	\$ 32,405
Total assets	786,140	966,627	1,217,051	224,107	217,550
Long-term debt	504,090	566,658	523,351	28,957	9,814
Partners' capital	143,249	332,158	550,281	173,716	182,250

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion is intended to analyze major elements of our consolidated financial statements and provide insight into important areas of management's focus. This section should be read in conjunction with our Consolidated Financial Statements and accompanying Notes included in this Annual Report. This discussion includes forward-looking statements that involve certain risks and uncertainties.

Statements in the following discussion may include forward-looking statements. These forward-looking statements involve risks and uncertainties. See "Item 1A. Risk Factors," for additional discussion of these factors and risks.

Business Overview

During the third and fourth quarter of 2016, we took additional steps to further enhance our balance sheet and liquidity. In August and September 2016, we completed two private placements of our Series A Convertible Preferred Units (the "Preferred Units") for aggregate net proceeds of \$76.9 million. The holders of the Preferred Units (each, a "Preferred Unitholder") will receive quarterly distributions, which will be paid in kind in additional Preferred Units, equal to an annual rate of 11.00% of the \$11.43 Issue Price, subject to certain adjustments. A ratable portion of the Preferred Units will be converted into common units each month over a period of thirty months beginning in March 2017 (each, a "Conversion Date"), subject to certain provisions of the Amended and Restated

Partnership Agreement that may delay or accelerate all or a portion of such monthly conversions. (For further discussion of the Preferred Units, see *Cash Flows - Financing Activities* section below.) In September and October 2016, we repurchased on the open market and retired \$54.1 million aggregate principal amount of our 7.25% Senior Notes due August 15, 2022 (the "7.25% Senior Notes") for a purchase price of \$50.9 million, at an average repurchase price of 94% of the principal amount of such 7.25% Senior Notes, plus accrued interest, utilizing a portion of the net proceeds of the sales of the Preferred Units. In addition, on November 3, 2016, we entered into an amendment (the "Fourth Amendment") to the agreement governing our revolving bank credit facility (as amended, the "Credit Agreement") that, among other things, converted our bank credit facility to an asset-based lending facility and favorably adjusted the consolidated total leverage ratio and the consolidated minimum interest coverage ratio covenant. We are in compliance with all covenants of our Credit Agreement as of December 31, 2016. Each of the steps noted above is expected to enhance our liquidity position and improve our ability to maintain compliance with Credit Agreement covenants in the event current market conditions persist. The scheduled maturities of our long-term debt are August 2019 for our Credit Agreement and August 2022 for the remaining 7.25% Senior Notes.

Oil and natural gas prices decreased during 2015 and remained low during 2016. Improvements in oil prices during late 2016 were still significantly below late 2014 price levels. As the challenges from the ongoing decreased demand for compression equipment and services persist, we continue to take aggressive actions to reduce costs and improve our balance sheet. While we have seen improvement in the price of oil and natural gas over the past few months, demand for production enhancement compression services continues to be decreased compared to the prior year for each horsepower (HP) class of our compressor fleet, and has particularly affected demand for our below-100 HP compression services. Demand for high-horsepower and medium-horsepower compression services has also been impacted by the current oil and natural gas pricing, but to a lesser extent. As a result, total horsepower utilization rate as of December 31, 2016 has declined to 76.4% compared to 82.0% as of December 31, 2015, and this decrease in utilization, along with increasing downward pressure on compression services pricing, is reflected in a 21.9% decrease in compression and related services revenue during 2016 compared to the prior year. Continued pricing pressure is expected going forward, based on current reduced overall compression industry utilization rates. In addition, the current reduced capital expenditure levels for compression projects of our customers have adversely impacted demand for our new compressor packages, resulting in a decrease in equipment sales revenues of 56.7% during 2016 compared to the prior year. Our fabrication backlog associated with new equipment sales decreased significantly throughout 2015 and has continued to decrease during 2016, to \$21.6 million as of December 31, 2016 compared to \$33.6 million as of December 31, 2015. Much of this equipment sales fabrication backlog is associated with customer gas gathering and pump projects. Demand for our products and services is expected to continue to be decreased compared to early 2015 levels for the foreseeable future and, as a result, our future revenues and operating cash flows are expected to be adversely impacted.

In response to the current market environment, in addition to the steps described above to improve our balance sheet and liquidity, we continue to aggressively reduce operating and administrative costs and significantly curtail our fleet growth capital expenditures. In addition to headcount and salary reductions, which have reduced operating and administrative expense levels, our capital expenditures, net of disposals and proceeds, during 2016 were \$10.7 million compared to \$95.3 million during the prior year.

We expect that oil and gas spending and activity levels will continue to be decreased compared to early 2015 levels throughout the beginning of 2017, however the recent modest increase in spending and activity in some of the areas where we operate may be an early indicator of possible improvement in 2017. Although our compressor fleet horsepower utilization rates have decreased throughout 2016 compared to the prior year, we experienced an incrementally smaller sequential decrease in utilization in the last half of 2016 compared to the first half of 2016. The total HP of our compression services fleet exceeded 1.1 million as of December 31, 2016, and the diversity of our compression services fleet allows us to utilize a wide range of compressor packages (from 20 HP to 2,370 HP) to provide compression services to customers. Our over-800 HP compressor fleet packages have performed at a higher utilization rate than our below-100 HP and our 101-800 HP compressor fleet packages in the current economic environment. The level of our future growth capital expenditures depends on forecasted demand for compression services. As a result of reduced demand, we continue to review all capital expenditure plans carefully in an effort to conserve cash to fund our liquidity needs. A large portion of our reduced 2016 capital expenditures is associated with a system software development project designed to improve operating and administrative efficiencies beginning in 2017, allowing us to further reduce costs going forward. We plan to fund our capital expenditure needs through operating cash flows, borrowings under our Credit Agreement, and potentially other sources, if necessary. Our deferral of capital projects could affect our ability to compete in the future.

We are not a restricted subsidiary of TETRA for purposes of TETRA's credit facility, which we refer to as the "TETRA Credit Facility," or under the Senior Note that TETRA has issued pursuant to a certain note purchase agreement in November 2015, which we refer to as the "TETRA Senior Note." Although our ability to take certain actions, including incurring indebtedness and making acquisitions and capital expenditures, is limited under our Credit Agreement and Senior Note, it is not restricted by the TETRA Credit Facility or the TETRA Senior Note.

How We Evaluate Our Operations

Operating Expenses. We use operating expenses as a performance measure for our business. We track our operating expenses using month-to-month, quarter-to-quarter, year-to-date, and year-to-year comparisons and as compared to budget. This analysis is useful in identifying adverse cost trends and allows us to investigate the cause of these trends and implement remedial measures if possible. The most significant portions of our operating expenses are for our field labor, repair and maintenance of our equipment, and for the fuel and other supplies consumed while providing our services. Other materials consumed while performing our services, ad valorem taxes, other labor costs, truck maintenance, rent on storage facilities, and insurance expenses comprise the significant remainder of our operating expenses. Our operating expenses generally fluctuate with our level of activity.

Our labor costs consist primarily of wages and benefits for our field and fabrication personnel, as well as expenses related to their training and safety. Additional information regarding our operating expenses for the year ended December 31, 2016, is provided within the results of operations sections below.

Adjusted EBITDA. We view Adjusted EBITDA as one of our primary management tools, and we track it on a monthly basis, both in dollars and as a percentage of revenues (typically compared to the prior month, prior year period, and to budget). We define Adjusted EBITDA as earnings before interest, taxes, depreciation and amortization, and before certain non-cash charges consisting of impairments, bad debt expense attributable to bankruptcy of customer, equity compensation, non-cash costs of compressors sold, fair value adjustments of our Preferred Units, gain on extinguishment of debt, administrative expenses under the Omnibus Agreement paid in equity using common units, and excluding acquisition and transaction costs and severance. This definition conforms closely to the definition used in the financial covenant provisions in our Credit Agreement. Adjusted EBITDA is used as a supplemental financial measure by our management and by external users of our financial statements, including investors, to:

- assess our ability to generate available cash sufficient to make distributions to our common unitholders and General Partner;
- evaluate the financial performance of our assets without regard to financing methods, capital structure, or historical cost basis;
- measure operating performance and return on capital as compared to our competitors;
- determine our ability to incur and service debt and fund capital expenditures; and
- monitor the financial performance measures used in our Credit Agreement financial covenants.

The following table reconciles net income (loss) to Adjusted EBITDA for the periods indicated:

Year Ended December 31,

	2016	2015	2014
	(In Thousands)		
Net income (loss)	\$ (138,138)	\$ (146,630)	\$ 11,258
Provision (benefit) for income taxes	1,865	(101)	(1,172)
Depreciation and amortization	72,123	81,838	40,880
Impairments of long-lived assets	10,223	11,797	278
Goodwill Impairment	92,334	139,444	—
Bad debt expense attributable to bankruptcy customer	728	—	—
Interest expense, net	38,055	34,964	14,240
Equity Compensation	3,028	2,164	1,544
Acquisition costs	—	208	13,258
Series A Preferred transaction costs	3,131	—	—
Series A Preferred fair value adjustments	5,036	—	—
Gain on extinguishment of debt	(1,405)	—	—
Omnibus expense paid in equity	1,576	—	—
Severance	562	772	—
Non-cash cost of compressors sold	6,772	3,441	6,529
Adjusted EBITDA	<u>\$ 95,890</u>	<u>\$ 127,897</u>	<u>\$ 86,815</u>

The following table reconciles cash flow from operating activities to Adjusted EBITDA:

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Cash flow from operating activities	61,444	101,893	44,819
Changes in current assets and current liabilities	(6,508)	(9,962)	13,971
Deferred income taxes	(30)	605	3,514
Other non-cash charges	(4,752)	(3,923)	(1,594)
Financing expense	—	—	(6,750)
Interest expense, net	38,055	34,964	14,240
Series A Preferred accrued paid in kind distributions	(3,094)	—	—
Provision (benefit) for income taxes	1,865	(101)	(1,172)
Acquisition costs	—	208	13,258
Omnibus expense paid in equity	1,576	—	—
Severance	562	772	—
Non-cash cost of compressors sold	6,772	3,441	6,529
Adjusted EBITDA	<u>\$ 95,890</u>	<u>\$ 127,897</u>	<u>\$ 86,815</u>

Free Cash Flow. We define Free Cash Flow as net cash from operations less capital expenditures, net of sales proceeds. Management primarily uses this metric to assess our ability to retire debt, evaluate our capacity to further invest and grow, and measure our performance as compared to our peers.

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Cash from operations, net	\$ 61,444	\$ 101,893	\$ 44,819
Capital expenditures, net of sales proceeds	(10,659)	(95,272)	(48,137)
Free cash flow	<u>\$ 50,785</u>	<u>\$ 6,621</u>	<u>\$ (3,318)</u>

Adjusted EBITDA and free cash flow are financial measures that are not in accordance with U.S. generally accepted accounting principles (a "non-GAAP financial measure") and should not be considered an alternative to net income, operating income, cash flows from operating activities, or any other measure of financial performance presented in accordance with U.S. generally accepted accounting principles ("GAAP"). These measures may not be comparable to similarly titled financial metrics of other entities, as other entities may not calculate Adjusted EBITDA or Free Cash Flow in the same manner as we do. Management compensates for the limitations of Adjusted EBITDA and Free Cash Flow as an analytical tool by reviewing the comparable GAAP measures, understanding the differences between the measures, and incorporating this knowledge into management's decision-making processes. Adjusted EBITDA and Free Cash Flow should not be viewed as indicative of the actual amount we have available for distributions or that we plan to distribute for a given period, nor should it be equated with "available cash" as defined in our partnership agreement.

Horsepower Utilization Rate of our Compressor Packages. We measure the horsepower utilization rate of our fleet of compressor packages as the amount of horsepower of compressor packages used to provide services as of a particular date, divided by the amount of horsepower of compressor packages in our services fleet as of such date. Management primarily uses this metric to determine our future need for additional compressor packages and to measure marketing effectiveness.

The following table sets forth the total horsepower in our compression fleet, our total horsepower in service, and our horsepower utilization rate as of the dates shown.

	December 31,		
	2016	2015	2014
Horsepower			
Total horsepower in fleet	1,114,312	1,127,540	1,089,151
Total horsepower in service	851,733	924,961	955,095
Total horsepower utilization rate	76.4%	82.0%	87.7%

The following table sets forth our horsepower utilization rates by each horsepower class of our compressor fleet as of the dates shown.

	December 31,		
	2016	2015	2014
Horsepower utilization rate by class			
Low horsepower (0-100)	62.5%	73.7%	85.9%
Mid-horsepower (101-800)	70.6%	77.2%	84.6%
High-horsepower (801 and over)	87.5%	89.9%	94.7%

Net Increases in Compression Fleet Horsepower. We measure the net increase in our compression fleet horsepower during a given period of time by taking the difference between the aggregate horsepower of compressor packages added to the fleet during the period, less the aggregate horsepower of compressor packages removed from the fleet during the period. We measure the net increase in our compression fleet horsepower in service during a given period of time by taking the difference between the aggregate horsepower of compressor packages placed into service during the period, less the aggregate horsepower of compressor packages removed from service during the period.

Manufacturing and Backlog. Our equipment sales business includes the fabrication and sale of standard compressor packages, custom-designed compressor packages, and oilfield fluid pump systems designed and fabricated primarily at our facility in Midland, Texas. The equipment is fabricated to customer and standard specifications, as applicable. Our custom fabrication projects are typically greater in size and scope than standard fabrication projects, requiring more labor, materials, and overhead resources. Our fabrication business requires diligent planning of those resources and project and backlog management in order to meet the customer delivery dates and performance criteria. As of December 31, 2016, our fabrication backlog was approximately \$21.6 million, the majority of which is expected to be recognized through the year ended December 31, 2017, based on title passing to the customer, the customer assuming the risks of ownership, reasonable assurance of collectability, and delivery occurring as directed by our customer. Our fabrication backlog consists of firm customer orders for which a

purchase or work order has been received, satisfactory credit or financing arrangements exists, and delivery has been scheduled. Our fabrication backlog is a measure of marketing effectiveness that allows us to plan future labor needs and measure our success in winning bids from our customers.

Critical Accounting Policies and Estimates

This discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements. We prepared these financial statements in conformity with United States generally accepted accounting principles. In preparing our consolidated financial statements, we make assumptions, estimates, and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the periods presented. We base these estimates on historical experience, available information, and various other assumptions that we believe are reasonable under the circumstances. We periodically evaluate these estimates and judgments, which may change as new events occur, as new information is acquired, and with changes in our operating environment. Actual results are likely to differ from current estimates, and those differences may be material. The following critical accounting policies reflect the most significant judgments and estimates used in the preparation of our financial statements.

Series A Preferred Units

Because the Preferred Units may be settled using a variable number of common units, the fair value of the Preferred Units is classified as a long-term liability on our consolidated balance sheet in accordance with ASC 480 "Distinguishing Liabilities and Equity." The fair value of the Preferred Units as of December 31, 2016 was \$88.1 million. Changes in the fair value during each quarterly period, if any, are charged to other expense, net, in the accompanying consolidated statements of operations. To calculate the estimated fair value of our Preferred Units, we utilize market information related to debt instruments, the trading price of our common units, and lattice modeling techniques. Because the Preferred Units are convertible into our common units at the option of the holder, the fair value of the Preferred Units will generally increase or decrease with the trading price of our common units, and this increase/decrease in Preferred Unit fair value will be charged/credited to earnings. Because of the volatility of market factors inherent in the estimation of the fair value of the Preferred Units, including the trading price of our common units, the volatility of our earnings may increase while the Preferred Units are outstanding. During the year ended December 31, 2016, the estimated fair value of the Preferred Units increased to \$88.1 million, resulting in a \$5.0 million charge to Other Expense, net, in the accompanying consolidated statements of operations.

Impairment of Long-Lived Assets

We conduct a determination of impairment of long-lived assets periodically whenever indicators of impairment are present. If such indicators are present, the determination of the amount of impairment is based on our judgments as to the future operating cash flows to be generated from these assets throughout their estimated useful lives. If an impairment of a long-lived asset is warranted, we estimate the fair value of the asset based on a present value of these cash flows or the value that could be realized from disposing of the asset in a transaction between market participants. The estimation of future operating cash flows is inherently imprecise, and, if our estimates are materially incorrect, it could result in an overstatement or understatement of our financial position and results of operations. In particular, the oil and gas industry is cyclical, and estimates of the period over which future cash flows will be generated, as well as the predictability of these cash flows, can have an additional significant impact on the carrying value of these assets and, particularly in periods of prolonged down cycles, may result in impairment charges. Historically, our business has not experienced significant impairments of its long-lived compressor assets, as utilized compressor packages generate cash flows sufficient to support their carrying values. Unutilized assets are maintained and evaluated on a regular basis. Serviceable compressor packages that are currently unutilized are anticipated to be placed in service in future years as demand increases or as fully depreciated packages in service are replaced. Sales of compressor packages have historically been at selling prices in excess of asset cost. Intangible assets recognized as part of the CSI Acquisition include trademark/tradename, customer relationships, and other intangible assets that are supported primarily by the estimated future cash flows of our operations. During the year ended December 31, 2016, we recorded \$10.2 million of impairments of long-lived assets, including certain compressor packages and certain identified intangible assets. Additional impairments of our long-lived assets could occur in the future, particularly in the event of a significant and sustained deterioration of natural gas production or pricing.

Results of Operations

The following data should be read in conjunction with the Consolidated Financial Statements and the associated Notes contained elsewhere in this document.

Combined Results of Operations	Year Ended December 31,			Period-to-Period Change	
	2016	2015	2014	2016 vs. 2015	2015 vs. 2014
	(In Thousands)				
Revenues:					
Compression and related services	\$ 224,736	\$ 287,680	\$ 192,151	\$ (62,944)	\$ 95,529
Aftermarket services	33,303	46,921	25,758	(13,618)	21,163
Equipment sales	53,324	123,040	64,738	(69,716)	58,302
Total revenues	311,363	457,641	282,647	(146,278)	174,994
Cost of revenues:					
Cost of compression and related services	117,154	142,327	98,874	(25,173)	43,453
Cost of aftermarket services	25,362	39,232	20,383	(13,870)	18,849
Cost of equipment sales	48,744	109,101	55,410	(60,357)	53,691
Total cost of revenues	191,260	290,660	174,667	(99,400)	115,993
Depreciation and amortization	72,123	81,838	40,880	(9,715)	40,958
Impairments of long-lived assets	10,223	11,797	278	(1,574)	11,519
Selling, general, and administrative expense	36,222	43,479	32,100	(7,257)	11,379
Goodwill impairment	92,334	139,444	—	(47,110)	139,444
Interest expense, net	38,055	34,964	14,240	3,091	20,724
Series A Preferred fair value adjustment	5,036	—	—	5,036	—
Other expense, net	2,383	2,190	10,396	193	(8,206)
Income (loss) before income taxes	(136,273)	(146,731)	10,086	10,458	(156,817)
Provision (benefit) for income taxes	1,865	(101)	(1,172)	1,966	1,071
Net income (loss)	\$ (138,138)	\$ (146,630)	\$ 11,258	\$ 8,492	\$ (157,888)

Combined Results of Operations	Percentage of Total Revenues			Period-to-Period Change	
	Year Ended December 31,			2016 vs. 2015	2015 vs. 2014
	2016	2015	2014		
Revenues:					
Compression and related services	72.2 %	62.9 %	68.0%	(21.9)%	49.7 %
Aftermarket services	10.7 %	10.3 %	9.1%	(29.0)%	82.2 %
Equipment sales	17.1 %	26.9 %	22.9%	(56.7)%	90.1 %
Total revenues	100.0 %	100.0 %	100.0%	(32.0)%	61.9 %
Cost of revenues:					
Cost of compression and related services	37.6 %	31.1 %	35.0%	(17.7)%	43.9 %
Cost of aftermarket services	8.1 %	8.6 %	7.2%	(35.4)%	92.5 %
Cost of equipment sales	15.7 %	23.8 %	19.6%	(55.3)%	96.9 %
Total cost of revenues	61.4 %	63.5 %	61.8%	(34.2)%	66.4 %
Depreciation and amortization	23.2 %	17.9 %	14.5%	(11.9)%	100.2 %
Impairments of long-lived assets	3.3 %	2.6 %	0.1%	(13.3)%	4,143.5 %
Selling, general, and administrative expense	11.6 %	9.5 %	11.4%	(16.7)%	35.4 %
Goodwill impairment	29.7 %	30.5 %	—%	(33.8)%	100.0 %
Interest expense, net	12.2 %	7.6 %	5.0%	8.8 %	145.5 %
Series A Preferred fair value adjustment	1.6 %	— %	—%	100.0 %	— %
Other expense, net	0.8 %	0.5 %	3.7%	8.8 %	(78.9)%
Income (loss) before income taxes	(43.8)%	(32.1)%	3.6%	(7.1)%	(1,554.8)%
Net income (loss)	(44.4)%	(32.0)%	4.0%	(5.8)%	(1,402.5)%

2016 Compared to 2015

Revenues

Compression and related services revenues decreased by \$62.9 million during 2016 compared to the prior year primarily due to the overall reduced demand for our compression services fleet. Decreases in oil and natural gas prices compared to 2015 have adversely impacted the demand and pricing for below-100 horsepower production enhancement compression and related services applications, including for liquids-rich resource plays and vapor recovery applications. In addition, the continued downturn in commodity prices has resulted in the reduction of the utilization and pricing of our medium-horsepower (101-800 HP) and high-horsepower (over 800 HP) compression and related services applications, which include natural gas gathering and transmission applications. However, increasing natural gas prices during the end of 2016 and beginning of 2017 have resulted in some improvement in demand for some of our services compared to earlier in 2016. Reductions in customer operating expenditures have translated to less demand for aftermarket services as well, thus contributing to a \$13.6 million decrease in these revenues compared to the prior year. In response to decreased demand as a result of current oil and natural gas prices, we continue to restrict our compressor fleet growth capital expenditure plans for 2017.

In addition to the decrease in consolidated compression and related services and aftermarket services revenues, there was a decrease of \$69.7 million in revenues from the sales of equipment during 2016, compared to the prior year. This decrease is primarily due to a lower number of customer projects compared to prior year, particularly projects requiring high-horsepower compressor packages. During 2016, the decrease in equipment sales revenue was partially offset by the sale of \$8.8 million of used compressor packages that were previously in service, particularly during the fourth quarter of 2016. These sales of used compressor packages will result in the reduction of compression service revenues from these packages going forward. The level of revenues from equipment sales is typically volatile and difficult to forecast, as these revenues are tied to specific customer projects that vary in scope, design, complexity, and customer needs. In comparison, our revenues from compression and related services and aftermarket services are typically more consistent and predictable. As reflected by the

decreased level of new equipment sales fabrication backlog as of December 31, 2016, we expect future new equipment sales revenues to continue to be decreased compared to prior years.

Cost of revenues

The decrease in the cost of compression and related services revenue during 2016 compared to the prior year was primarily due to the decreases in the associated compression and related services revenues that resulted from the overall market decline compared to the prior year, and due to the impact of cost reduction efforts. The cost of compression and related services as a percentage of compression and related services revenues was 52.1% during 2016, compared to 49.5% from the prior year. This increase in cost of compression and related services as a percentage of related revenues is a result of service revenue price decreases outpacing the cost reduction efforts.

Cost of equipment sales revenues decreased in accordance with the decrease in associated revenues. Despite the cost reduction efforts, the costs of equipment sales as a percentage of revenues increased compared to 2015 largely due to the absorption of additional period costs during 2016 compared to the prior year.

Depreciation and amortization

Depreciation and amortization expense primarily consists of the depreciation of compressor packages in our service fleet. In addition, it includes the depreciation of other operating equipment and facilities and the amortization of intangibles. Depreciation and amortization expense decreased \$9.7 million compared to the prior year. Amortization expense decreased \$6.8 million and depreciation expense decreased \$2.9 million as a result of long-lived asset disposals and certain long-lived asset impairment charges incurred during the fourth quarter of 2015 and the first quarter of 2016 that reduced the amount of assets subject to amortization and depreciation.

Long-lived asset impairments

During 2016 and 2015, we recorded total long-lived asset impairment charges of \$10.2 million and \$11.8 million, respectively, reflecting the decreased fair value for certain assets as a result of decreased utilization and decreased expected future cash flows to support their carrying value. In addition, certain compressor packages were impaired as a result of units that were damaged or destroyed by fires during 2016. Such fire damage is covered pursuant to operations insurance policies, and such claims are currently pending. Assets that were partially impaired included certain of our intangible assets.

Selling, general, and administrative expense

Selling, general and administrative expenses decreased during 2016 compared to the prior year. This decrease is largely due to a \$6.1 million reduction in employee expenses, including salaries, incentives, benefits, and other employee related expenses, as a result of salary, workweek, and headcount reduction efforts. In addition, professional fees decreased by \$0.8 million, office, tax, and insurance expense decreased by \$1.3 million, and allocated costs from TETRA pursuant to our Omnibus Agreement decreased by \$0.3 million. In addition, approximately \$0.5 million of administrative costs were capitalized as part of our system software development project. These decreases were partially offset by \$2.0 million of increased bad debt, repair and maintenance, and other general expenses. Selling, general and administrative expense as a percentage of revenues increased during 2016 compared to the prior year, reflecting the decrease in revenues compared to the prior year.

Goodwill impairment

Following the fourth quarter of 2015, we performed an annual test of goodwill impairment in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 350-20 "Goodwill". The continuing decline in oil and natural gas commodity prices has had, and is expected to continue to have, a negative impact on industry drilling and capital expenditure activity, which has affected and is expected to continue to affect the future demand for certain of our products and services. Specifically, demand for our low-horsepower wellhead compression services and for sales of compressor equipment has decreased significantly and is expected to continue to be decreased for the foreseeable future. The prior decrease in demand and the expected decreased future demand, along with the decrease in our common unit price, has also caused a reduction in our overall fair value. As part of the test of goodwill impairment, we estimated our fair value, and determined, based on this estimated value, that impairment of our goodwill was necessary, primarily due to the market factors discussed

above. Accordingly, during the fourth quarter of 2015, we recorded an impairment charge associated with our goodwill.

The continued decrease in demand along with the approximately 46.3% decrease in our common unit price as of March 31, 2016 compared to December 31, 2015, caused a further reduction in our overall fair value since December 31, 2015. When such triggering events occur, ASC 350-20 requires that a test of goodwill impairment be performed consistent with the annual testing requirement that is required at year-end. As part of the test of goodwill impairment at March 31, 2016, we estimated our fair value, and determined, based on this estimated value, that impairment of our goodwill was necessary, primarily due to the market factors discussed above. Accordingly, during the first quarter of 2016, we recorded a full impairment charge associated with our remaining goodwill.

Interest expense, net

Interest expense increased during 2016 compared to the prior year due to increased expense associated with the Preferred Units due to the impact of paid in kind distributions that accrue to the holders of Preferred Units. (See Note F - Series A Convertible Preferred Units for a further discussion of the Preferred Units.) Interest expense during 2016 and 2015 includes \$4.4 million and \$3.3 million, respectively, of finance cost amortization and other non-cash charges related to the amendments of our credit agreement. Increased interest expense in future periods as a result of paid in kind distributions on the Preferred Units is expected to be partially offset by the impact of our repurchase of \$54.1 million principal amount of our 7.25% Senior Notes during September and October 2016.

Series A Preferred fair value adjustment

Series A Preferred fair value adjustment was \$5.0 million during 2016. The fair value of the Preferred Units is classified as a long-term liability on our consolidated balance sheet in accordance with ASC 480 "Distinguishing Liabilities and Equity" and changes in the fair value during each quarterly period, if any, are charged to earnings. As of December 31, 2016, the fair value of the Preferred Units was \$88.1 million, which resulted in a non-cash charge of \$5.0 million during the portion of 2016 that the Preferred Units were outstanding. Changes in the fair value of the Preferred Units may generate additional volatility to our earnings going forward.

Other expense, net

Other expense, net, was \$2.4 million during 2016, compared to \$2.2 million during the prior year. This increase was due to \$2.1 million of offering costs for the Preferred Units that were charged to Other Expense, net, during 2016. This charge was partially offset by \$1.4 million of gain on the early extinguishment of \$54.1 million principal amount of 7.25% Senior Notes during September and October 2016. In addition, foreign currency translation expense decreased \$0.4 million during 2016 compared to the prior year.

Income before taxes, provision (benefit) for income taxes, and net income

As a partnership, we are generally not subject to income taxes at the entity level because our income is included in the tax returns of our partners. Our operations are treated as a partnership for federal tax purposes with each partner being separately taxed on its share of taxable income. However, a portion of our business is conducted through taxable U.S. corporate subsidiaries. Accordingly, a U.S. federal and state income tax provision has been reflected in the accompanying statements of operations. Certain of our operations are located outside of the U.S. and the Partnership, through its foreign subsidiaries, is responsible for income taxes in these countries.

Despite the significant pre-tax loss for the year ended December 31, 2016, we recorded a provision for income tax, primarily attributable to taxes in certain foreign jurisdictions and Texas gross margin taxes. Our effective tax rate for the year ended December 31, 2016 was negative 1.4% primarily due to losses generated in entities for which no related tax benefit has been recorded. The losses generated by these entities do not result in tax benefits due to offsetting valuation allowances being recorded against their net deferred tax assets. We establish a valuation allowance to reduce the deferred tax assets when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Included in our deferred tax assets are net operating loss carryforwards and tax credits that are available to offset future income tax liabilities in the U.S. as well as in certain foreign jurisdictions. Further, the effective tax rate is negatively impacted by the nondeductible portion of our goodwill impairments during the year ended December 31, 2016.

2015 Compared to 2014

Revenues

Revenues during the year ended December 31, 2015 significantly increased compared to the prior year, primarily due to the acquired operations of CSI. The acquired operations of CSI generated approximately \$106.7 million of increased compression and related services revenues, which are attributable to twelve months of activity in 2015 compared to approximately five months of activity in the prior year, due to the August 4, 2014 acquisition date of CSI. This increase was partially offset by decreased service revenues from pre-CSI Acquisition compression services operations that decreased approximately \$11.1 million. Decreased oil and natural gas commodity prices have adversely impacted the demand for below-100 horsepower compression and related services applications, including for liquids-rich resource plays and vapor recovery applications. In addition, \$21.2 million of increased aftermarket services revenues were also recognized during 2015 primarily as a result of the full twelve months activity from CSI operations. During most of 2015, we continued to increase the overall size of our compressor package service fleet, particularly our high-horsepower fleet, to serve the levels of demand for midstream gas transmission, gathering, processing, and other services applications.

In addition to the increase in consolidated compression and related services and aftermarket services revenues, there was an increase of approximately \$58.3 million in revenues from the sales of equipment during 2015 compared to the prior year. This increase is primarily due to the inclusion of twelve months of activity of CSI, which generated increased equipment sales revenues of \$56.5 million during 2015. In addition, increased revenues from equipment sales from our non-CSI operations of approximately \$3.6 million were due to a large sale of GasJack packages to a single customer in late 2015, although this sale will result in reduced compression service revenues from these packages going forward. The level of revenues from sales of equipment is typically difficult to forecast, as these revenues are tied to specific projects that vary in scope, design, complexity, and customer needs. Our revenues from compression and related services and aftermarket services are typically more consistent and predictable.

Cost of revenues

The increase in cost of compression services revenues during the year ended December 31, 2015, compared to the prior year was also due to the CSI Acquisition, which generated approximately \$49.1 million of increased cost during 2015. This increase in CSI cost of compression services was partially offset by decreased activity for pre-CSI operations. Consolidated cost of compression and related services as a percentage of consolidated compression and related services revenues decreased to 49.5% during 2015 from 51.5% during the prior year. Cost of CSI aftermarket services as a percentage of associated revenues was 88.2% during 2015 and 83.7% during the prior year. We have taken cost reduction steps during 2015 and early 2016 including headcount reductions, wage reductions, deferral of wage increases, and other efforts to reduce the cost of our fabrication and field operations, and will continue to review our cost structure for additional opportunities to improve profitability in the current operating environment.

Cost of equipment sales increased during 2015 compared to the prior year due to the increased sales, primarily as a result of the CSI Acquisition.

Depreciation and amortization

Depreciation and amortization expense primarily consists of the depreciation of compressor packages in our service fleet. In addition, it includes the depreciation of other operating equipment and facilities. Depreciation and amortization expense increased as a result of including depreciation and amortization from CSI for the full twelve months during 2015 resulting in approximately \$49.4 million of increased depreciation and amortization expense. CSI depreciation and amortization includes the impact of the allocation of the purchase price to the estimated fair values of CSI's property, plant, and equipment and identified intangible assets.

Long-lived asset impairments

During the fourth quarter of 2015, we recorded total long-lived asset impairment charges of \$11.8 million reflecting the decreased fair value for certain assets as a result of decreased utilization and decreased expected future cash flows to support their carrying value. Assets that were partially impaired included certain of our intangible assets and tangible compressor equipment having approximately 45,000 HP.

Selling, general, and administrative expense

Selling, general and administrative expense increased during the year ended December 31, 2015, compared to the prior year, primarily due to increased salary related expenses of approximately \$8.9 million, primarily from increased salaries, incentive and benefits, and due to increased general expenses of \$2.7 million. These increases are primarily attributable to twelve months of CSI activity in the current year 2015 compared to approximately five months of activity in the prior year, due to the August 4, 2014 acquisition date of CSI. Also, administrative costs allocated from TETRA increased by approximately \$3.8 million, as a result of increased activity following the CSI Acquisition. These increases during 2015 were offset by decreased professional fees of approximately \$3.2 million, largely due to \$5.6 million of CSI acquisition transaction costs incurred during the prior year and \$1.2 million of prior year consulting, training, and non-capitalized enterprise business system implementation costs. Employee expenses decreased by approximately \$0.8 million during 2015, primarily from decreased travel and health and safety expenses. The ongoing efforts to integrate the administrative functions of CSI are expected to result in further efficiencies going forward. Selling, general and administrative expense as a percentage of revenues during 2015 decreased compared to the prior year, reflecting the increased efficiency of our expanded operations.

Goodwill impairment

Following the fourth quarter of 2015, we performed an annual test of goodwill impairment in accordance with the ASC 350-20. The continuing decline in oil and natural gas commodity prices has had a negative impact on industry drilling and capital expenditure activity, which has affected the future demand for certain of our products and services. Specifically, demand for our low-horsepower wellhead compression services and for sales of compressor equipment has decreased significantly. The prior decrease in demand and the expected decreased future demand, along with the decrease in our common unit price, has also caused a reduction in our overall fair value. As part of the test of goodwill impairment, we estimated our fair value, and determined, based on this estimated value, that impairment of our goodwill was necessary, primarily due to the market factors discussed above. Accordingly, during the fourth quarter of 2015, we recorded an impairment charge associated with our goodwill.

Interest expense, net

Interest expense increased during 2015 compared to the prior year due to increased borrowings under our Credit Agreement and the issuance of the 7.25% Senior Notes in connection with the August 4, 2014 CSI Acquisition. As of December 31, 2015, our total outstanding borrowing under our Credit Agreement was \$235.0 million.

Other expense, net

Other expense, net, was \$2.2 million for 2015 compared to \$10.4 million for the prior year, primarily due to approximately \$6.8 million of interim financing cost associated with the CSI Acquisition incurred and expensed in 2014.

Income before taxes, provision (benefit) for income taxes, and net income

Our U.S. operations are not subject to U.S. federal income tax other than with respect to the operations that are conducted through our taxable U.S. corporate subsidiaries. We also incur state and local income taxes in certain states, and we incur income taxes related to our foreign operations in the foreign countries in which we operate. Our 2015 effective tax rate of 0.1% was primarily a result of losses generated in entities not subject to income tax and in taxable subsidiaries for which no related tax benefit has been recorded. The losses generated by taxable U.S. corporate subsidiaries and certain foreign subsidiaries do not result in tax benefits due to offsetting valuation allowances being recorded against the net deferred tax assets of these subsidiaries.

Liquidity and Capital Resources

Our primary cash requirements are for distributions, working capital requirements, normal operating expenses, and capital expenditures. Our sources of funds are our existing cash balances, cash generated from our operations, long-term and short-term borrowings, and leases, which we believe will be sufficient to meet our working capital requirements during 2017. Increasingly competitive market environments, along with the continued low oil and natural gas prices, have resulted in additional challenges in each of our domestic and international business regions. Future levels of revenues and operating cash flows will continue to be negatively affected by the decreased demand for certain of our products and services during the ongoing period of low oil and natural gas prices. While remaining committed to a long-term growth strategy, our near-term focus during this period of reduced demand is to preserve and enhance liquidity through strategic operating and financial measures. We have taken strategic cost reduction efforts, including headcount reductions, wage reductions, workweek reductions, deferral of wage increases, and other efforts to reduce costs and generate cash in anticipation of the reduced demand for our products and services. In addition, our plans and forecasts include expectations that we will continue to settle certain Omnibus Agreement expenses with TETRA in common units in lieu of cash in 2017. We believe the steps taken have enhanced our operating cash flows and preserved our cash, and additional steps may be taken to continue to enhance our operating cash flows and preserve cash in the future.

Our cash flows from operating activities decreased during 2016, when compared to the prior year, by \$40.4 million primarily as a result of decreased earnings. Cash flows used in investing activities for the year ended December 31, 2016, decreased \$84.7 million when compared to 2015, reflecting the decision to defer service fleet expansion and other capital expenditures. Cash flows used in financing activities was \$39.9 million for 2016, as compared to cash flows used by financing activities of \$28.4 million in the prior year, primarily as a result of the repayment of a portion of the balance outstanding under our Credit Agreement and our repurchase of a portion of our 7.25% Senior Notes, offset by the proceeds received from the issuances of the Preferred Units. A summary of our sources and uses of cash during the three year period ended December 31, 2016, is as follows:

	Year Ended December 31,		
	2016	2015	2014
Operating activities	\$ 61,444	\$ 101,893	\$ 44,819
Investing activities	(10,681)	(95,341)	(873,942)
Financing activities	(39,890)	(28,360)	854,300

We are in compliance with all covenants of our Credit Agreement as of December 31, 2016. We have reviewed our financial forecasts for the twelve month period subsequent to February 28, 2017. Based on this review and the current market conditions as of February 28, 2017, we believe that despite the current industry environment and activity levels, we will have adequate liquidity, earnings, and operating cash flows to fund our operations and debt obligations and maintain compliance with debt covenants through February 28, 2018. Our continuing ability to comply with our covenants depends largely upon our ability to generate adequate earnings and operating cash flow. We expect to fund any future acquisitions and capital expenditures with cash flow generated from our operations, funds available under our Credit Agreement, and funds received from the issuance of additional debt and equity securities. However, we are subject to business and operational risks that could materially adversely affect our cash flows. Please read Part I, Item 1A "Risk Factors" included in this Annual Report.

Future growth in our operations, both internationally and in the U.S., may require ongoing significant capital expenditure investment. The level of future growth capital expenditures depends on forecasted demand for compression services. If the forecasted demand for compression services during 2017 increases or decreases, the amount of planned expenditures on growth and expansion will be adjusted, subject to availability of funds, accordingly. We have adjusted our expected capital expenditures and anticipate that our total gross capital expenditures (excluding asset disposals and associated proceeds) in 2017 will range from \$15.0 million to \$30.0 million, including \$10.0 million to \$13.0 million of estimated maintenance capital expenditures. During the current period of reduced oil and natural gas prices, we are reviewing all capital expenditure plans carefully in an effort to conserve cash and fund our liquidity needs. The deferral of capital projects could affect our ability to compete in the future.

Our capital expenditure program consists of both expansion capital expenditures and maintenance capital expenditures. Expansion capital expenditures consist of expenditures for acquisitions or capital improvements that increase our capacity, either by fabricating new compressor packages to expand our compression services fleet, purchasing support equipment or other assets, or through the upgrading of existing compressor packages to increase their capabilities. Expansion capital expenditures generally result in our ability to generate increased revenues. Maintenance capital expenditures consist of expenditures to maintain our compressor package fleet or support equipment without increasing its capacity. Maintenance capital expenditures are intended to maintain or sustain the current level of operating capacity and include the maintenance of existing assets and the replacement of obsolete components, and addition of any operational, environmental, or safety-driven component to the compressor package. Routine repair and maintenance is charged to expense as incurred. A large portion of our 2016 capital expenditures is associated with a system software development project designed to improve operating and administrative efficiencies beginning in 2017, and allow us to further reduce costs going forward.

On January 20, 2017, our General Partner declared a cash distribution attributable to the quarter ended December 31, 2016 of \$0.3775 per common unit. This distribution equates to a distribution of \$1.51 per outstanding common unit on an annualized basis. Also on January 20, 2017, our General Partner approved the paid in kind distribution of 193,563 Preferred Units attributable to the quarter ended December 31, 2016 in accordance with the provisions of our partnership agreement, as amended. These distributions were paid on February 14, 2017, to the holders of common units and Preferred Units, respectively, of record as of the close of business February 1, 2017.

Cash Flows

Operating Activities

Net cash from operating activities decreased by \$40.4 million during the year ended December 31, 2016 to \$61.4 million compared to \$101.9 million in 2015. Cash provided from operating activities decreased during 2016 primarily as a result of decreased earnings. We continue to monitor the evolving financial condition of many of our customers during this current downturn, balancing the benefits of generating operating cash flows with the risk of exposing our businesses to additional credit risk exposure. Our cash provided from operating activities is primarily generated from the provision of compression and related services and the sale of new compression packages. As reflected by the decreased demand for compression and related services and the decreased level of new equipment sales fabrication backlog as of December 31, 2016, we expect revenues and operating cash flows to continue to be decreased compared to prior periods.

Cash provided from our foreign operations is subject to various uncertainties, including the volatility associated with interruptions caused by customer budgetary decisions, uncertainties regarding the renewal of our existing customer contracts, and other changes in contract arrangements, security concerns, the timing of collection of our receivables, and issues impacting the repatriation of cash generated by our operations.

Investing Activities

Capital expenditures during the year ended December 31, 2016, decreased by \$84.6 million compared to 2015 reflecting the deferral of a significant amount of fleet expansion and other capital expenditure projects in light of current demand levels. Total capital expenditures, net of disposals and proceeds, during the current year period of \$10.7 million include \$11.4 million of maintenance capital expenditures and are net of \$6.6 million of non-cash cost of compression units sold. A large portion of our 2016 capital expenditures is associated with a system software development project designed to improve operating and administrative efficiencies beginning in 2017 and allow us to further reduce costs going forward. The level of growth capital expenditures depends on forecasted demand for compression services. If the forecasted demand for compression services during 2017 increases or decreases, the amount of planned expenditures on growth and expansion will be adjusted, subject to the availability of funds, accordingly. During the current period of reduced oil and natural gas prices, we are reviewing all capital expenditure plans carefully in an effort to conserve cash and fund our liquidity needs.

Financing Activities

Our partnership agreement requires that, within 45 days after the end of each quarter, we distribute all of our available cash, as defined in our Partnership Agreement, to our unitholders of record on the applicable record date and to our General Partner. In addition, our partnership agreement, as amended in August 2016, requires that, within 45 days after the end of each quarter, we make a distribution to holders of our Preferred Units of additional

paid in kind Preferred Units, equal to 2.75% of the Issue Price (11% of \$11.43 per Preferred Unit on an annualized basis). For the year ended December 31, 2016, we distributed cash distributions of approximately \$51.3 million to our common unitholders and General Partner. On January 20, 2017, our General Partner declared a cash distribution attributable to the quarter ended December 31, 2016, of \$0.3775 per common unit. This cash distribution equates to a distribution of \$1.51 per outstanding common unit, on an annualized basis. Also on January 20, 2017, our General Partner approved the paid in kind distribution of 193,563 Preferred Units attributable to the quarter ended December 31, 2016. These distributions are to be paid on February 14, 2017, to all holders of record of our common units and Preferred Units, respectively, as of the close of business on February 1, 2017. The amount of quarterly distributions is determined based on a variety of factors, including our estimates of cash needs to fund our future operating, investing, and debt service requirements. Our estimates of these future cash requirements are used in the determination of available cash, as defined in our Partnership Agreement. During the current period of low oil and natural gas pricing, we will continue to monitor the uncertain levels of cash flows from operating activities and the levels of cash flows from investing activities necessary to maintain our equipment fleet, and use these estimates in the determination of the levels of our future quarterly distributions.

Our sources of funds for liquidity needs are existing cash balances, cash generated from our operations, and long-term and short-term borrowings.

Series A Convertible Preferred Units

On August 8, 2016 and September 20, 2016, we entered into Series A Preferred Unit Purchase Agreements (the "Unit Purchase Agreements") with certain purchasers with regard to our issuance and sale in private placements (the "Initial Private Placement" and "Subsequent Private Placement," respectively) of an aggregate of 6,999,126 Preferred Units for a cash purchase price of \$11.43 per Preferred Unit (the "Issue Price"), resulting in total net proceeds, after deducting certain offering expenses, of approximately \$76.9 million. One of the purchasers in the Initial Private Placement was TETRA, which purchased 874,891 of the Preferred Units at the aggregate Issue Price of \$10.0 million. Proceeds from the Initial Private Placement and Subsequent Private Placement were used to pay additional offering expenses and reduce outstanding indebtedness under our Credit Agreement and our 7.25% Senior Notes.

In connection with the closing of the Initial Private Placement, our General Partner executed a Second Amended and Restated Agreement of Limited Partnership (the "Amended and Restated Partnership Agreement") to, among other things, authorize and establish the rights and preferences of the Preferred Units. The Preferred Units are a new class of equity security that will rank senior to all classes or series of equity securities of the Partnership with respect to distribution rights and rights upon liquidation. The holders of Preferred Units (each, a "Preferred Unitholder") will receive quarterly distributions, which will be paid in kind in additional Preferred Units, equal to an annual rate of 11.00% of the Issue Price (or \$1.2573 per Preferred Unit annualized), subject to certain adjustments. The rights of the Preferred Units include certain anti-dilution adjustments, including adjustments for economic dilution resulting from the issuance of common units in the future below a set price.

A ratable portion of the Preferred Units will be converted into common units on the eighth day of each month over a period of thirty months beginning in March 2017 (each, a "Conversion Date"), subject to certain provisions of the Amended and Restated Partnership Agreement that may delay or accelerate all or a portion of such monthly conversions. On each Conversion Date, a portion of the Preferred Units will convert into common units representing our limited partner interests in an amount equal to, with respect to each Preferred Unitholder, the number of Preferred Units held by such Preferred Unitholder divided by the number of Conversion Dates remaining, subject to adjustment described in the Amended and Restated Partnership Agreement, with the conversion price determined by the trading prices of the common units over the prior month, among other factors, and as otherwise impacted by the existence of certain conditions related to the common units. The maximum number of common units that could be required to be issued pursuant to the conversion provisions of the Preferred Units is potentially unlimited; however, the Partnership may, at its option, pay cash, or a combination of cash and common units, to the Preferred Unitholders instead of issuing common units on any Conversion Date, subject to certain restrictions as described in the Amended and Restated Partnership Agreement and the Credit Agreement.

In addition, each purchaser may convert its Preferred Units, generally on a one-for-one basis and subject to adjustment for certain splits, combinations, reclassifications or other similar transactions and certain anti-dilution adjustments, in whole or in part, at any time following May 31, 2017 so long as any conversion is not for less than \$250,000 or such lesser amount, if such conversion relates to all of such purchaser's remaining Preferred Units. We have the right to be reimbursed for any cash distributions paid with respect to common units issued in any such

optional conversion until March 31, 2018. The Preferred Units will vote on an as-converted basis with the Common Units and will have certain other rights to vote as a class with respect to any amendment to the Amended and Restated Partnership Agreement that would affect any rights, preferences or privileges of the Preferred Units, as more fully described in the Amended and Restated Partnership Agreement.

In addition, the Unit Purchase Agreement includes certain provisions regarding change of control, transfer of Preferred Units, indemnities, and other matters described in detail in the Unit Purchase Agreement. The Unit Purchase Agreement contains customary representations, warranties and covenants.

Bank Credit Facilities

Our Credit Agreement is available to provide our working capital needs, letters of credit, and for general partnership purposes, including capital expenditures and potential future expansions or acquisitions. So long as we are not in default, and maintain excess availability of \$30.0 million, our Credit Agreement can also be used to fund our quarterly distributions at the option of our board of directors of our General Partner (provided, that after giving effect to such distributions, we will be in compliance with the financial covenants). Borrowings under the Credit Agreement are subject to the satisfaction of customary conditions, including the absence of a default.

As of February 27, 2017, we have a balance outstanding under our Credit Agreement of \$241.0 million, and \$2.3 million letters of credit and performance bonds, leaving availability under the Credit Agreement of \$71.7 million. Our Credit Agreement matures August 2019. Our Credit Agreement, as amended, includes a maximum credit commitment of \$315.0 million, and included within such amount is availability for letters of credit (with a sublimit of \$20.0 million) and swingline loans (with a sublimit of \$60.0 million). As a result of the amendment to the Credit Agreement in November 2016 (the "Fourth Amendment"), the Credit Agreement is now an asset-based facility. Availability under the Credit Agreement is subject to a borrowing base calculation based on components of accounts receivable, inventory, and equipment as well as subject to compliance with covenants and other provisions in the Credit Agreement that may limit borrowings. Borrowings under our Credit Agreement bear interest at a rate per annum equal to, at our option, either (a) LIBOR (adjusted to reflect any required bank reserves) plus a leverage based margin that ranges between 2.00% and 3.25% per annum or (b) a base rate plus a leverage-based margin that ranges between 1.00% and 2.25% per annum, in each case according to the applicable consolidated leverage ratio. We pay a commitment fee ranging from 0.375% to 0.50% per annum on the unused portion of the facility. Under our Credit Agreement, as amended, we and our CSI Compressco Sub, Inc. subsidiary are named as the borrowers and all obligations under our Credit Agreement are guaranteed by all of our existing and future, direct and indirect, domestic restricted subsidiaries (other than domestic subsidiaries that are wholly owned by foreign subsidiaries) and secured by substantially all of our assets and the assets of our domestic subsidiaries.

Our Credit Agreement requires us to maintain (i) a minimum consolidated interest coverage ratio as of each quarter end period (defined ratio of consolidated earnings before interest, taxes, depreciation, and amortization (EBITDA) to consolidated interest charges) of (a) 2.25 to 1 as of the fiscal quarters ended September 30, 2016 through June 30, 2018; (b) 2.50 to 1 as of September 30, 2018 and December 31, 2018; and (c) 2.75 to 1 as of March 31, 2019 and thereafter, (ii) a maximum consolidated total leverage ratio (ratio of consolidated total indebtedness to consolidated EBITDA) of (a) 5.75 to 1 as of September 30, 2016; (b) 5.95 to 1 as of December 31, 2016 through June 30, 2018; (c) 5.75 to 1 as of September 30, 2018 and December 31, 2018; and (d) 5.50 to 1 as of March 31, 2019 and thereafter, and (iii) a maximum consolidated secured leverage ratio (consolidated secured indebtedness to consolidated EBITDA) of (a) 3.25 to 1 as of September 30, 2016 through June 30, 2018; and (b) 3.50 to 1 as of September 30, 2018 and thereafter, calculated on a trailing four quarters basis. At December 31, 2016, our consolidated total leverage ratio was 5.40 to 1, our consolidated secured leverage ratio was 2.35 to 1, and our consolidated interest coverage ratio was 3.13 to 1. Deterioration of these financial ratios could result in a default under our Credit Agreement that, if not remedied, could result in termination of the Credit Agreement and acceleration of any outstanding balances. Any such default could also result in a cross-default under our 7.25% Senior Notes. The consolidated total leverage ratio and the consolidated secured leverage ratio, as both are calculated under our Credit Agreement, exclude the long-term liability for our Preferred Units in the determination of total indebtedness.

Our Credit Agreement includes other customary covenants that, among other things, limit our ability to incur additional debt, incur, or permit certain liens to exist, or make certain loans, investments, acquisitions, or other restricted payments. In addition, the Credit Agreement requires that, among other conditions, we use designated consolidated cash and cash equivalent balances in excess of \$35.0 million to prepay the loans; allows the prepayment or purchase of indebtedness with proceeds from the issuances of equity securities or in exchange for

the issuances of equity securities; and restricts the amount of our permitted capital expenditures in the ordinary course of business during each fiscal year ranging from \$25.0 million in 2016 to \$75.0 million in 2019.

All obligations under the Credit Agreement and the guarantees of those obligations are secured, subject to certain exceptions, by a first lien security interest in substantially all of our assets and the assets of our existing and future domestic subsidiaries, and all of the capital stock of our existing and future subsidiaries (limited in the case of foreign subsidiaries, to 65% of the voting stock of first tier foreign subsidiaries).

7.25% Senior Notes

The obligations under the 7.25% Senior Notes are jointly and severally, and fully and unconditionally, guaranteed on a senior unsecured basis by each of our domestic restricted subsidiaries (other than CSI Compressco Finance) that guarantee our other indebtedness (the "Guarantors" and together with the Issuers, the "Obligors"). The 7.25% Senior Notes and the subsidiary guarantees thereof (together, the "Securities") were issued pursuant to an indenture described below.

The Obligors issued the Securities pursuant to the Indenture dated as of August 4, 2014 (the "Indenture") by and among the Obligors and U.S. Bank National Association, as trustee (the "Trustee"). The 7.25% Senior Notes accrue interest at a rate of 7.25% per annum. Interest on the 7.25% Senior Notes is payable semi-annually in arrears on February 15 and August 15 of each year. The 7.25% Senior Notes are scheduled to mature on August 15, 2022.

The Indenture contains customary covenants restricting our ability and the ability of our restricted subsidiaries to: (i) pay dividends and make certain distributions, investments and other restricted payments; (ii) incur additional indebtedness or issue certain preferred shares; (iii) create certain liens; (iv) sell assets; (v) merge, consolidate, sell or otherwise dispose of all or substantially all of our assets; (vi) enter into transactions with affiliates; and (vii) designate our subsidiaries as unrestricted subsidiaries under the Indenture. The Indenture also contains customary events of default and acceleration provisions relating to such events of default, which provide that upon an event of default under the Indenture, the Trustee or the holders of at least 25% in aggregate principal amount of the 7.25% Senior Notes then outstanding may declare all amounts owing under the 7.25% Senior Notes to be due and payable. We are in compliance with all covenants and conditions of the Indenture as of December 31, 2016.

In September and October 2016, we repurchased on the open market and retired \$54.1 million aggregate principal amount of 7.25% Senior Notes for a purchase price of \$50.9 million, at an average repurchase price of 94% of the principal amount of the 7.25% Senior Notes, plus accrued interest, utilizing a portion of the net proceeds of the sale of the Preferred Units. Following the repurchase of these 7.25% Senior Notes, \$295.9 million aggregate principal amount of 7.25% Senior Notes remain outstanding.

Off Balance Sheet Arrangements

As of December 31, 2016, we had no "off balance sheet arrangements" that may have a current or future material effect on our consolidated financial condition or results of operations.

Commitments and Contingencies

From time to time, we are involved in litigation relating to claims arising out of our operations in the normal course of business. While the outcome of these lawsuits or other proceedings against us cannot be predicted with certainty, management does not consider it reasonably possible that a loss resulting from such lawsuits or proceedings in excess of any amounts accrued has been incurred that is expected to have a material adverse effect on our financial condition, results of operations or cash flows.

Contractual Obligations

Our contractual obligations and commitments principally include obligations associated with our outstanding indebtedness and obligations under operating leases. During 2016, there were no material changes outside of the ordinary course of business in the specified contractual obligations.

The table below summarizes our contractual cash obligations as of December 31, 2016:

	Payments Due						
	Total	2017	2018	2019	2020	2021	Thereafter
	(In Thousands)						
Long-term debt	\$ 517,900	\$ —	\$ —	\$ 222,000	\$ —	\$ —	\$ 295,900
Interest on debt	140,643	28,873	28,873	26,321	21,216	21,216	14,144
Operating leases	4,648	2,789	1,108	376	223	152	—
Total contractual cash obligations ⁽¹⁾	\$ 663,191	\$ 31,662	\$ 29,981	\$ 248,697	\$ 21,439	\$ 21,368	\$ 310,044

⁽¹⁾ Amounts exclude other long-term liabilities reflected in our Consolidated Balance Sheet that do not have known cash payment streams. These excluded amounts include approximately \$88.1 million carrying value of liabilities related to the Series A Convertible Preferred Units. The preferred units are expected to be serviced and satisfied with non-cash paid in kind distributions and conversions to common units. See "Note F-Series A Convertible Preferred Units," in the Notes to Consolidated Financial Statements for further discussion.

Recently Issued Accounting Pronouncements

For a discussion of new accounting pronouncements that may affect our consolidated financial statements, see Note B - Summary of Significant Accounting Policies, "New Accounting Pronouncements," contained in this Annual Report.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Commodity Price Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices. We do not take title to any natural gas or oil in connection with our services and, accordingly, have no direct exposure to fluctuating commodity prices. While we have a significant number of customers who have retained our services through periods of high and low commodity prices, we generally experience less growth and more customer attrition during periods of significantly high or low commodity prices. For a discussion of our indirect exposure to fluctuating commodity prices, please read "Risk Factors — Certain Business Risks." We depend on domestic and international demand for and production of natural gas and oil and a reduction in this demand or production could adversely affect the demand or the prices we charge for our services, which could cause our revenues and cash available for distribution to our common unitholders to decrease in the future. We do not currently hedge, and do not intend to hedge, our indirect exposure to fluctuating commodity prices.

Interest Rate Risk

We have exposure to changes in interest rates on our indebtedness associated with our Credit Agreement. On December 31, 2016, we had a total of \$222.0 million outstanding under our Credit Agreement. As interest charged on our Credit Agreement is based on a variable rate, we are exposed under the Credit Agreement to floating interest rate risk on outstanding borrowings. Our exposure to floating interest rate risk has increased significantly as a result of the borrowings under our Credit Agreement in connection with the CSI Acquisition. Any increase or decrease in the prevailing interest rate will impact our interest expense during periods of indebtedness under our credit facility.

The following table sets forth as of December 31, 2016, our principal cash flows for our long-term debt obligations (which bear a variable rate of interest) and weighted average effective interest rate by their expected maturity dates. We are not a party to an interest rate swap contract or other derivative instrument designed to hedge our exposure to interest rate fluctuation risk.

	Expected Maturity Date						Total	Fair Market Value
	2017	2018	2019	2020	2021	Thereafter		
As of December 31, 2016								
Long-term debt:								
U.S. dollar variable rate (in 000s)	\$ —	\$ —	\$ 222,000	\$ —	\$ —	\$ —	\$ 222,000	\$ 222,000
Weighted average interest rate	—	—	3.45%	—	—	—	—	—
U.S. dollar fixed rate (in 000s)	—	—	—	—	—	295,900	295,900	278,200
Interest rate (fixed)	—	—	—	—	—	7.25%	7.25%	—

Exchange Rate Risk

We have exposure to changes in foreign exchange rates associated with our operations in Latin America and Canada. Most of our billings under our contracts with PEMEX and other clients in Mexico are denominated in U.S. dollars; however, a large portion of our expenses and costs under those contracts are incurred in Mexican pesos, and we retain cash balances denominated in Mexican pesos. As such, we are exposed to fluctuations in the value of the Mexican peso against the U.S. dollar. Before considering the impact of any derivative contracts, a hypothetical increase or decrease in the U.S. dollar-Mexican peso foreign exchange rate of 2.0% would have a \$238,000 impact on our net income for the year ended December 31, 2016.

We enter into 30-day foreign currency forward derivative contracts as part of a program designed to mitigate the currency exchange rate risk exposure on selected transactions of certain foreign subsidiaries. As of December 31, 2016, we had the following foreign currency derivative contract outstanding relating to a portion of our foreign operations:

	US Dollar Notional Amount	Traded Exchange Rate	Settlement Date
	(In Thousands)		
Forward sale Mexican peso	\$ 2,483	20.18	1/18/2017

Under this program, we may enter into similar derivative contracts from time to time. Although contracts pursuant to this program will serve as an economic hedge of the cash flow of our currency exchange risk exposure, they will not be formally designated as hedge contracts or qualify for hedge accounting treatment. Accordingly, any change in the fair value of this derivative instrument during a period will be included in the determination of earnings for that period.

The fair value of foreign currency derivative instruments are based on quoted market values as reported to us by our counterparty (a Level 2 fair value measurement). The fair value of our foreign currency derivative instruments as of December 31, 2016, is as follows:

Foreign currency derivative instruments	Balance Sheet	Fair Value at
	Location	December 31, 2016
		(In Thousands)
Forward sale contracts	Current assets	\$ 57
	Current liabilities	—
Total		\$ 57

None of the foreign currency derivative contracts contain credit risk related contingent features that would require us to post assets or collateral for contracts that are classified as liabilities. During the period ended December 31, 2016 we recognized approximately \$0.4 million of net gains associated with our foreign currency derivative program, and such amount is included in other income in the accompanying consolidated statement of operations.

Item 8. Financial Statements and Supplementary Data.

Our financial statements and supplementary data for us and our subsidiaries required to be included in this Item 8 are set forth in Item 15 of this Report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Principal Executive Officer and Principal Financial Officer of our general partner, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, the Principal Executive Officer and Principal Financial Officer of our general partner concluded that our disclosure controls and procedures were effective as of December 31, 2016.

Management's Report on Internal Control over Financial Reporting

Management of our general partner is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of management of our general partner, including the Principal Executive Officer and Principal Financial Officer of our general partner, an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2016, was conducted based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) ("COSO"). Based on this assessment, management of our general partner has determined that our internal control over financial reporting was effective as of December 31, 2016.

Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Ernst & Young LLP, our independent registered public accounting firm, has issued an attestation report on the effectiveness of our internal control over financial reporting as of December 31, 2016. Ernst & Young LLP's report on our internal control over financial reporting is included herein.

Changes in Internal Control over Financial Reporting

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. During the fourth quarter of 2015, we determined that we had a material weakness in our internal control over our aftermarket services and parts sales revenues totaling approximately \$41 million during 2015 associated with our CSI operations acquired during 2014. Specifically, we identified deficiencies in both design and operating effectiveness of certain of our internal controls, which when aggregated, represent a material weakness in our aftermarket services and parts sales revenue process related to CSI.

To remediate the material weakness described above, during 2016 we designed and implemented controls and enhanced and revised the design of existing controls and procedures to ensure that adequate documentation is obtained prior to recognition of these revenues. During the fourth quarter of 2016, we successfully completed the testing necessary to conclude that the material weakness has been remediated.

Other than the changes described above, there were no changes in our internal control over financial reporting that occurred during the fiscal quarter ended December 31, 2016, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

During the fourth quarter of 2016, as a result of fire damage to compressor packages, we recorded impairments totaling approximately \$2.4 million associated with certain identified compressor units.

These impairment charges are not expected to result in future capital expenditures. For additional information, see "Note B - Summary of Significant Accounting Policies, Goodwill and Impairment of Long-Lived Assets" contained in the Notes to Consolidated Financial Statements.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance.

Corporate Governance and Director Independence

Our general partner, CSI Compressco GP Inc., is an indirect, wholly owned subsidiary of TETRA Technologies, Inc. ("TETRA") and has sole responsibility for conducting our business and managing our operations. The members of our general partner's board of directors (our "Board") oversee our operations. Unitholders are not entitled to elect the members of our Board or directly or indirectly participate in our management or operation. All of the members of our Board are appointed by Compressco Field Services, L.L.C., a wholly owned subsidiary of TETRA, and we do not hold annual unitholder meetings for the election of our Board. References in this Part III to the "Board," "directors," "executive officers," or "officers" refer to the Board, directors, executive officers, and officers of our general partner, unless otherwise indicated.

Our Board has adopted Corporate Governance Guidelines that outline important policies and practices regarding our governance and provide a framework for the functioning of the Board and its committees. The Corporate Governance Guidelines and the charters of the Audit Committee and Conflicts Committee are available in the Corporate Governance section of the Investor Relations area of our website at www.csicompressco.com. In addition, our Board and our general partner have adopted a Code of Conduct and a Financial Code of Ethics, copies of which are also available in the Corporate Governance section of the Investor Relations area of our website at www.csicompressco.com. We will post on our website all waivers to or amendments of our Code of Conduct and Financial Code of Ethics that are required to be disclosed by applicable law or the listing requirements of the NASDAQ. We will provide to our unitholders, without charge, printed copies of the foregoing materials upon written request to Investor Relations, CSI Compressco LP, 24955 Interstate 45 North, The Woodlands, Texas 77380.

The NASDAQ does not require a listed limited partnership like us to have a majority of independent directors on the Board or to establish a compensation committee or a nominating committee. Our Board currently consists of seven directors, four of whom, Paul D. Coombs, D. Frank Harrison, James R. Larson, and William D. Sullivan, are independent as defined under the listing standards of the NASDAQ.

Directors and Executive Officers

Our Board's directors hold office until the earlier of their death, resignation, removal or disqualification or until their successors have been appointed. Our executive officers serve at the discretion of our Board. There are no family relationships among any of our directors or executive officers. The following table shows information regarding our current directors and executive officers. Directors are appointed for one-year terms.

Name	Age	Position with CSI Compressco GP
Stuart M. Brightman	60	Chairman of the Board of Directors
D. Frank Harrison	69	Independent Director
Timothy A. Knox	48	President and Director
James R. Larson	67	Independent Director
William D. Sullivan	60	Independent Director
Paul D. Coombs	61	Independent Director
Joseph Elkhoury	47	Director
Derek C. Coffie	57	Chief Financial Officer
Ronald J. Foster	60	Senior Vice President and Chief Marketing Officer
C. Brad Benge	57	Vice President of Operations
Levent Caglar	41	Vice President of Fleet Management
Anthony D. Speer	48	Vice President of Manufacturing

Biographical summaries of the directors and executive officers, including the experiences, qualifications, attributes, and skills of each director that have been considered by the Board in determining that these individuals should serve as directors, are set forth below. See "Beneficial Ownership of Certain Unitholders and Management" included under Item 12 of this Annual Report for information regarding the number of common units owned by each individual.

Stuart M. Brightman has served as a director of our general partner's Board since October 31, 2008, and as Chairman of its Board since May 2014. Mr. Brightman has served as TETRA's president and chief executive officer since May 2009, at which time Mr. Brightman was also elected as a member of TETRA's board of directors. He served as TETRA's executive vice president and chief operating officer from April 2005 through May 2009. From April 2004 to April 2005, Mr. Brightman was self-employed. Mr. Brightman served as president of the Dresser Flow Control division of Dresser, Inc. from April 2002 until April 2004. Dresser Flow Control, which manufactures and sells valves, actuators, and other equipment and provides related technology and services for the oil and gas industry, had revenues in excess of \$400 million in 2004. From November 1998 to April 2002, Mr. Brightman was president of the Americas Operation of the Dresser Valve Division of Dresser, Inc. He served in other capacities during the earlier portion of his career with Dresser, from 1993 to 1998. From 1982 to 1993, Mr. Brightman served in several financial and operational positions with Cameron Iron Works and its successor, Cooper Oil Tools. Mr. Brightman currently serves as a director of C&J Services, Inc., a public company subject to the reporting requirements of the Exchange Act. Mr. Brightman received his B.S. degree from the University of Pennsylvania and his Master of Business Administration degree from the Wharton School of Business.

Mr. Brightman has more than 30 years of experience in manufacturing and services businesses related to the oil and gas industry. He has experience in corporate finance and in the management of capital intensive operations. Mr. Brightman's service as TETRA's president and chief executive officer also provides our Board with an in-depth source of knowledge regarding our operations, our executive management team, and the effectiveness of our compensation programs.

Paul D. Coombs has served as an independent director of our general partner's Board since May 6, 2014. Mr. Coombs has served as a member of TETRA's board of directors since June 1994, and as a member of its nominating and corporate governance committee since July 2012, and as a member of its audit committee since May 2015. From April 2005 until his retirement in June 2007, Mr. Coombs served as TETRA's executive vice president of strategic initiatives, and from May 2001 to April 2005, as TETRA's executive vice president and chief operating officer. From January 1994 to May 2001, Mr. Coombs served as TETRA's executive vice president - oil & gas, from 1987 to 1994 he served as senior vice president - oil & gas, and from 1985 to 1987, as general manager - oil & gas. Mr. Coombs has served in numerous other positions with TETRA since 1982. Mr. Coombs is presently a director and serves on the audit and corporate governance committees of the board of directors of Balchem Corporation, a public company that is subject to the reporting requirements of the Exchange Act.

Mr. Coombs has more than 30 years of experience with TETRA, which, together with his entrepreneurial approach to management, provides our general partner's Board with insight into our capabilities and personnel. Mr.

Coombs has substantial experience with the services we provide and with oil and gas exploration and production operations in general.

Joseph Elkhoury has served as a member of our general partner's Board since September 2015. Mr. Elkhoury has been Senior Vice President and Chief Operating Officer of TETRA Technologies, Inc. since June, 2014. Prior to his employment by TETRA, Mr. Elkhoury served at Schlumberger for 20 years, and held several international and North America positions, most recently as Vice President and General Manager Microseismic Services since October 2012. From December 2010 until September 2012, Mr. Elkhoury served as Schlumberger's vice president of information solutions in North America, and from December 2009 until December 2010, vice president of production services. Earlier in his Schlumberger career from 1994 until 2009, Mr. Elkhoury held numerous other management positions, serving in operating and administrative areas such as marketing and communications, global supply chain and procurement, area operations support, geomarket operations, training and development, and wireline engineering. Mr. Elkhoury received his B.E. degree in Electrical Engineering from the American University of Beirut in Lebanon.

D. Frank Harrison has served as an independent director of our general partner's Board and as Chairman of its Conflicts Committee and a member of its Audit Committee since April 2012. Since June 2011, Mr. Harrison is an owner and the managing partner of Eufaula Energy, LLC, a privately held company that invests in oil and gas interests. Mr. Harrison served as chairman of the board of directors (since 2007) and as chief executive officer and a director (since 2005) of Bronco Drilling Company, Inc. ("Bronco") until the acquisition of Bronco by Chesapeake Energy Corporation in June 2011. Bronco was a publicly traded company that provided contract drilling and well services. From 2002 to 2005, Mr. Harrison served as an agent for the purchase of oil and gas properties for entities controlled by Wexford Capital LLC. From 1999 to 2002, Mr. Harrison served as president of Harding and Shelton, Inc., a privately held oil and natural gas exploration, drilling and development firm. Mr. Harrison currently serves on the board of directors of the Oklahoma Independent Petroleum Association. He received his B.S. degree in Sociology from Oklahoma State University.

Mr. Harrison has significant management experience in the exploration and production of oil and gas in the U.S. Mr. Harrison also has substantial experience in serving on the board of a publicly held corporation operating in the oil and gas industry, which provides cross board experience and perspective.

Timothy A. Knox has served as President and a director of our general partner's Board since August 2014. Mr. Knox served as president and chief operating officer of Compressor Systems, Inc. ("CSI") from September 2010 until it was acquired by CSI Compressco in August 2014. Mr. Knox served as senior vice president of CSI from August 2009 to September 2010 and as vice president - engineering and manufacturing of CSI from December 2004 to August 2009, having served as director - engineering and manufacturing since 2003. Mr. Knox joined CSI as a regional account manager in 1996, was promoted to manager of the mid-continent business unit in 1998, serving in that role until 2003. From 1991 to 1996, Mr. Knox served in multiple roles for Dresser-Rand Compression Services including; applications, project engineering, project management and sales. Mr. Knox has 26 years of industry experience, including 18 years with CSI. He received his B.S. degree in Mechanical Engineering from the University of Oklahoma in 1990 and an M.B.A. from Oklahoma State University in 1999.

Mr. Knox has significant experience in the natural gas compression industry and provides our general partner's Board with an in-depth knowledge regarding our customers, operations, business strategies, and the markets and geographies in which we operate. Mr. Knox's management experience and leadership skills are highly valuable in assessing our business strategies and accompanying risks.

James R. Larson has served as an independent director of our general partner's Board and as Chairman of its Audit Committee since July 2011 and as a member of its Conflicts Committee since April 2012. Since January 1, 2006, Mr. Larson has been retired. From September 2005 until January 1, 2006, Mr. Larson served as senior vice president of Anadarko Petroleum Corporation ("Anadarko"). From December 2003 to September 2005, Mr. Larson served as senior vice president, finance and chief financial officer of Anadarko. From 2002 to 2003, Mr. Larson served as senior vice president, finance of Anadarko where he oversaw treasury, investor relations, internal audits and acquisitions and divestitures. From 1995 to 2002, Mr. Larson served as vice president and controller of Anadarko where he was responsible for accounting, financial reporting, budgeting, forecasting, and tax. Prior to that, he held various tax and financial positions within Anadarko after joining the company in 1981. Mr. Larson is a current member of the American Institute of Certified Public Accountants, Financial Executives International, and the Tax Executives Institute. Mr. Larson also serves on the Board of Directors of EV Management, LLC, the general

partner of EV Energy GP, L.P., which is the general partner of EV Energy Partners, L.P., a Houston-based publicly traded limited partnership engaged in acquiring, producing, and developing oil and gas properties. He received his B.B.A. degree in business from the University of Iowa

Mr. Larson has significant management experience in the exploration and production of oil and gas on an international as well as domestic level. Mr. Larson also has substantial experience in corporate finance and financial reporting matters and in serving on the board of a publicly traded limited partnership operating in the oil and gas industry.

William D. Sullivan is an independent director of our general partner's Board and has served as a member of its Audit Committee since July 2011. Mr. Sullivan has served as a member of TETRA's board of directors since August 2007 and as non-executive chairman of its board since May 2015. Mr. Sullivan is the non-executive chairman of the board of directors of SM Energy Company, a publicly traded exploration and production company. Mr. Sullivan is also a director and serves on the audit, nominating and corporate governance and conflicts, and compensation committees of Legacy Reserves GP, LLC, the general partner of Legacy Reserves, LP, a publicly traded limited partnership holding oil and gas producing assets. From 2007 to May 2015, Mr. Sullivan served as a director and as a member of the conflicts and audit committees of Targa Resources Partners GP, LLC, the general partner of Targa Resources Partners LP, a publicly traded limited partnership. From 1981 through August 2003, Mr. Sullivan was employed in various capacities by Anadarko Petroleum Corporation, most recently as executive vice president, exploration and production. Mr. Sullivan has been retired since August 2003. Mr. Sullivan received his B.S. degree in Mechanical Engineering from Texas A&M University.

Mr. Sullivan has significant management experience in mid-stream oil and gas operations and in the exploration and production of oil and gas on an international and domestic level. Mr. Sullivan also has substantial experience in executive compensation matters and in serving on the boards of publicly held corporations and publicly traded limited partnerships operating in the oil and gas industry, which provides cross board experience and perspective.

Derek C. Coffie was appointed as Chief Financial Officer of our general partner on June 20, 2016. He has over 35 years of accounting and financial management experience, working in a variety of industries, including agribusiness, manufacturing and land-based diesel engine services. Mr. Coffie joins CSI Compressco from United Holdings, a subsidiary of Kirby Corporation (NYSE:KEX), where he served as Vice President Finance and Controller since 2015. United Holdings provides the energy sector with equipment for hydraulic fracturing and diesel engine repair services. From 2008 to 2014, Mr. Coffie served as Vice President and Chief Financial Officer of Lennox International's Heatcraft Worldwide Refrigeration division. From 2002 to 2008, he served as controller for Johnson Outdoors. Earlier roles include finance director of Steelcase Inc., director of finance of Johnson Controls Inc., and group controller of Illinois Tool Works. Mr. Coffie began his career at Monsanto, a sustainable agriculture company, where he held various financial and management roles with increasing responsibility during his 16 year tenure. He earned a Bachelor of Science in Accounting from Tennessee State University and an MBA from Washington University's Olin School of Business.

Ronald J. Foster has served as Senior Vice President and Chief Marketing Officer of our general partner since the closing of the CSI Acquisition in August 2014. From October 2008 through September 2015, Mr. Foster also served as a director of our general partner and Compressco, Inc. Prior to the CSI Acquisition, Mr. Foster served as President of CSI Compressco GP Inc. from October 2008 until July 2014, and as President and a director of our Compressco, Inc. subsidiary from October 2008 until October 2012. From August 2002 to September 2008, Mr. Foster served as Senior Vice President of Sales and Marketing with Compressco, Inc. Mr. Foster has over 30 years of energy-related work experience that also includes positions with Wood Group, Halliburton and Dresser. He is an active member of several regional industry trade organizations, including the American Petroleum Institute (API), the Society of Petroleum Engineers (SPE) and the Oklahoma Independent Petroleum Association (OIPA). Mr. Foster received his B.S. degree in Economics from Oklahoma State University.

C. Brad Bengé has served as Vice President of Operations of our general partner since August 2014. Mr. Bengé served as vice president of compression services of CSI from September 2010 through July 2014. From September 2009 to September 2010, Mr. Bengé served as vice president of Eastern region compression services of CSI. Mr. Bengé joined CSI in February 2008 and served as project manager until September 2009. From 1984 to 2007, Mr. Bengé served in multiple roles at Exterran including; vice president of operations, multiple mergers and acquisitions positions and various supervisory positions. Mr. Bengé began his career in 1979 as a natural gas

compressor and engine mechanic for Halliburton in Central Texas. Mr. Bengé has more than 35 years of industry experience, and he attended Tarleton State University.

Levent Caglar has served as Vice President of Fleet Management of our general partner since August 2015. Mr. Caglar joined CSI in 2001 as an International Application Engineer and served in a variety of roles including Lean Six-Sigma Black Belt, Asset Manager, and Director of Rental Fleet Management Services through July 2015. Most recently he served as the company's Director of Asset Management. Mr. Caglar holds a Bachelor of Science in Industrial Engineering from Galatasaray University, Istanbul, Turkey and a Master of Business Administration from The University of Texas at Dallas. He is also an active member in the Gas Compressor Association, participating extensively in the statistical and environmental committees.

Anthony D. Speer has served as Vice President of Manufacturing of our general partner since August 2014. Mr. Speer served as vice president of manufacturing and supply chain of CSI from January 2014 through July 2014. After joining CSI in April 2006, Mr. Speer progressed through various roles including; director-manufacturing, director-engineering and manufacturing and vice president of engineering and manufacturing. From 1991 to 2006, Mr. Speer worked for Halliburton. He served for three years as a manufacturing engineer for Halliburton and was nominated to participate in the Halliburton Management Program. After graduating from this program in 1996, he served in various leadership roles within Halliburton's manufacturing organization. He began as a shop supervisor and eventually served as a plant manager. Mr. Speer holds a B.S. degree in Industrial Engineering from Texas A&M University and currently serves as a member of the Advisory Board for the Gas Compressor Association.

Board Meetings and Committees

During 2016, the Board held fourteen meetings. The standing committees of the Board during 2016 consisted of an Audit Committee and a Conflicts Committee. During 2016, the Audit Committee held four meetings, and the Conflicts Committee held no formal meetings.

Audit Committee. The Audit Committee is currently composed of Mr. Larson, as Chairman, and Messrs. Harrison and Sullivan. The purposes of the Audit Committee are to (i) oversee the financial and reporting processes of the Partnership and the general partner, and the audit of the Partnership's financial statements, (ii) assist the Board in fulfilling its oversight responsibilities with regard to the integrity of the Partnership's financial statements, the Partnership's and the general partners' compliance with legal and regulatory requirements, the qualifications, independence and performance of the Partnership's independent registered public accounting firm, and the effectiveness and performance of the Partnership's and the general partner's internal audit function, and (iii) perform such other functions as the Board may assign from time to time. The Audit Committee has sole authority to retain and terminate our independent registered public accounting firm, approve all auditing services and related fees and terms, and approve any non-audit service to be performed by our independent registered public accounting firm. To promote the independence of its audit, the Audit Committee consults separately and jointly with the independent registered public accounting firm, our internal auditor, and management.

As required by NASDAQ and SEC rules regarding audit committees, the Board has reviewed the qualifications of the Audit Committee and has determined that no current committee member has a relationship with us that might interfere with the exercise of his independence from us or our affiliates. Included within such determination, the Board has determined that Messrs. Larson, Harrison, and Sullivan are independent as defined in Section 10A of the Exchange Act and the listing standards of the NASDAQ. In addition, the Board has determined that Mr. Larson, the Chairman of the Audit Committee, is an audit committee financial expert within the definition established by the SEC.

Conflicts Committee. The Conflicts Committee, which was formed in April 2012, is currently composed of Mr. Harrison, as Chairman, and Mr. Larson. The purposes of the Conflicts Committee are to (i) as requested by the Board, review and evaluate any potential conflicts of interest between us and our general partner or its affiliates or us and TETRA or its subsidiaries or affiliates, and (ii) carry out any other duties assigned by the Board that relate to potential conflicts of interest between us and our general partner or its affiliates or us and TETRA or its subsidiaries or affiliates. The Conflicts Committee has the sole authority to retain and terminate any consultants, attorneys, independent accountants or other service providers to assist it in the evaluation of conflicts matters, including the sole authority to approve their fees and other terms of retention.

As required by the Second Amended and Restated Agreement of Limited Partnership of CSI Compressco LP (as amended, the Partnership Agreement), the Board has reviewed the independence of Messrs. Harrison and Larson and has determined that each of them meets the independence standards established thereunder as required for service on the Conflicts Committee. Included within such determination, the Board has also determined that each of Messrs. Harrison and Larson is independent as defined in Section 10A of the Exchange Act and the listing standards of the NASDAQ.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers, and persons who own more than 10% of our common units to file initial reports of ownership and reports of changes in ownership of common units (Forms 3, 4 and 5) with the SEC and the NASDAQ. Executive officers, directors, and greater than 10% holders are required by SEC regulations to furnish us with copies of all such forms they file.

To our knowledge, and based solely on our review of the copies of such reports and written representations provided to us by certain reporting persons that no reports on Form 5 were required, we believe that during the fiscal year ended December 31, 2016, all Section 16(a) filing requirements applicable to our executive officers, directors, and 10% holders were complied with in a timely manner, except for the following filings:

- The Form 4 reporting the vesting of performance phantom units, vesting of associated dividend equivalent rights, and performance of phantom units withheld to cover taxes at vesting (3 transactions) by Ronald J. Foster filed on March 17, 2016;
- The Forms 4 reporting the (i) phantom unit grant (1 transaction each) by Charles B. Bengé, Ronald J. Foster, Timothy A. Knox, and Anthony D. Speer, (ii) the vesting of phantom units, vesting of associated dividend equivalent rights, and phantom units withheld to cover taxes at vesting (3 transactions each) by Charles B. Bengé, Ronald J. Foster, Timothy A. Knox, Anthony D. Speer, and Elijio V. Serrano, and (iii) the phantom unit grant and vesting of dividend equivalent rights (2 transactions each) by Paul D. Coombs, James R. Larson, D. Frank Harrison, and William D. Sullivan filed on May 16, 2016; and
- The Form 4 reporting the vesting of phantom units, vesting of associated dividend equivalent rights, and phantom units withheld to cover taxes at vesting (6 transactions) by Ronald J. Foster filed on June 3, 2016.

Item 11. Executive Compensation.

Compensation Discussion and Analysis

Our general partner is an indirect, wholly owned subsidiary of TETRA and has sole responsibility for conducting our business and managing our operations. All of our executive officers and other personnel necessary for the operation of our business are employed or compensated by our general partner, our subsidiaries, or TETRA and its subsidiaries. We may refer to such individuals as “our employees” in this Compensation Discussion and Analysis.

This Compensation Discussion and Analysis (“CD&A”) is designed to provide an understanding of our compensation philosophy and objectives and insight into the process by which our specific compensation practices are established. This CD&A is focused on the total compensation of the President and other officers of our general partner named in the Summary Compensation Table (collectively, the “Named Executive Officers” or “NEOs”) and other officers of our general partner designated as our senior managers (together with our NEOs, “Senior Management”). The Compensation Committee of TETRA’s Board of Directors (the “Compensation Committee”) is responsible for the oversight of compensation programs that apply to a broad base of our employees, and for specific compensation decisions that relate to our NEOs who are employed by our general partner. Mr. Serrano, who serves as the Chief Financial Officer of TETRA, also served as our Chief Financial Officer from September 2015 through June 20, 2016. Mr. Serrano is not, nor was he previously, an employee of our general partner. Mr. Serrano’s primary business responsibilities are for TETRA and he devotes less than a majority of his business time to our general partner and us. Accordingly, the Compensation Committee, acting in its capacity as such for TETRA, is responsible for establishing Mr. Serrano’s compensation and we have no control over Mr. Serrano’s compensation. However, in recognition of the services of Mr. Serrano to us, our Board did approve an award of 26,989 performance-based phantom units to Mr. Serrano in May of 2016, pursuant to our Amended and Restated 2011 Long Term Incentive Plan. Each phantom unit award was granted in tandem with distribution equivalent rights (“DERs”) that entitle Mr. Serrano to receive an additional number of units equal in value to any distributions we pay

during the period the award is outstanding, times the number of units subject to the award. We have not formed, and do not intend to form, a compensation committee, and for the immediate future the Board intends to continue to delegate oversight of certain aspects of our compensation programs to the Compensation Committee.

Our relationship with our general partner and TETRA relating to the personnel who operate our business is governed by the Omnibus Agreement dated June 20, 2011 and amended on June 20, 2014, among us, our general partner and TETRA (as amended, the "Omnibus Agreement"). Under the terms of the Omnibus Agreement, we reimburse our general partner and TETRA for certain expenses incurred on our behalf, including a portion of the compensation of employees of our general partner and TETRA who perform services on our behalf. The compensation expense allocated to us in 2016 with respect to each of our NEOs, other than Mr. Serrano, was 100% of their total compensation, since each of our NEOs, other than Mr. Serrano, devote virtually all of their business time to our operations. Under our Omnibus Agreement, certain corporate and administrative departments of TETRA allocate a percentage of their costs to us for reimbursement for services provided by them on our behalf. While Mr. Serrano's department makes such an allocation under the Omnibus Agreement, no portion of such expenses is specifically based on Mr. Serrano's time and there is no reimbursement by us specifically for the cost of Mr. Serrano's services. Accordingly, the compensation disclosed herein for our NEOs other than Mr. Serrano reflects all of the compensation expense that is payable by us under the Omnibus Agreement with regard to such individuals. None of the cash compensation or other benefits made available to Mr. Serrano by TETRA was based on the specific services he provided to us and therefore only the equity awards made to Mr. Serrano pursuant to our Amended and Restated 2011 Long Term Incentive Plan are discussed herein. Please read the section titled "Item 13. Certain Relationships and Related Transactions, and Director Independence" below for additional information regarding our reimbursement of expenses.

Executive Summary

We are a provider of compression services and equipment for natural gas and oil production, gathering, transportation, processing, and storage. We sell standard and custom-designed compressor packages and oilfield fluid pump systems, and provide aftermarket services and compressor package parts and components manufactured by third-party suppliers. We provide these compression services and equipment to a broad base of natural gas and oil exploration and production, midstream, and transmission companies operating throughout many of the onshore producing regions of the United States as well as in a number of foreign countries, including Mexico, Canada, and Argentina.

As a result of our relationship with TETRA, the compensation of our NEOs is structured in a manner similar to TETRA's compensation of its executive officers. In addition, the compensation policies and practices of our general partner are similar to those of TETRA. Our compensation practices for fiscal year 2016 were strongly influenced by the unprecedented decline in oil and natural gas prices that began in June 2014 and continued through 2015 and most of 2016. The Compensation Committee gave significant weight to our 2016 results and expected activity levels in 2017 in its consideration of our executive compensation.

The following CD&A addresses our compensation practices, philosophies and objectives as they relate to our NEOs and other members of our Senior Management who are employed by our general partner. Because TETRA makes all decisions regarding the compensation for Mr. Serrano, those decisions are not discussed in this CD&A and unless specified to the contrary below, references in the following CD&A to "NEOs," "executive officers," or "Senior Management" do not include Mr. Serrano. The total compensation paid by TETRA to Mr. Serrano in 2016 will be disclosed in TETRA's Proxy Statement for its Annual Meeting of Stockholders to be held on May 5, 2017.

Impact of the Industry Downturn on Compensation

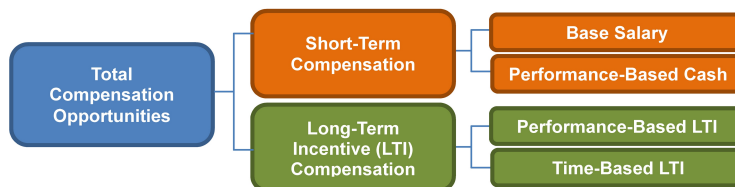
The recent unprecedented and lengthy downturn experienced by the oil and gas industry and its service providers had a significant impact on several elements of Senior Management compensation:

- **Reductions in Base Pay.** As part of our ongoing cost reduction efforts, in May of 2016 the Compensation Committee approved 10% reductions in the base salaries of each of our NEOs, with the exception of Mr. Coffie, who was not yet employed by us at that time.
- **Suspension of Company Match under 401(K) Plan.** As part of our cost reduction efforts, in May of 2016 TETRA suspended making matching contributions under the 401(K) Plan, which impacted all of our NEOs who were participants in the plan at that time.

- **No Payout of 2016 Annual Cash Incentive Awards.** Based on our actual 2016 performance compared to specified performance measures established by the Compensation Committee for our 2016 annual cash incentive awards, no portion of the target amounts of such awards granted to our NEOs was earned.

Components of Compensation

We seek to structure a balance between achieving positive short-term annual results and ensuring long-term viability and success by providing both annual and long-term incentive opportunities. The following graphic illustrates the components of the total compensation opportunities available to members of our Senior Management:



Competitive Compensation

In order to maintain our ability to attract and retain highly-skilled executives and managers, the Compensation Committee believes that the total compensation of our NEOs and other members of Senior Management should be competitive with the market in which we compete for talent. In order to assess the competitiveness of our compensation programs, the Compensation Committee reviews compensation paid by our peer group companies as well as broader oilfield services compensation data. The Compensation Committee generally seeks to target NEO compensation near market median levels. However, target levels of NEO pay are not based on strict adherence to the market median and may vary from median levels based on a number of factors including individual performance, internal equity, and general industry conditions. Some of the challenges that we face in recruiting and retaining highly-skilled executives and senior management include:

- The decline in the market price for our common units has decreased the retention value of equity awards granted to our executives in recent years. Although many companies in the oilfield services industry have experienced similar market price declines beginning in the second half of 2014 and throughout 2015 and 2016, the reduced value of our executives' outstanding equity awards creates an opportunity for our peer group companies or other companies seeking to fill open positions.
- As a result of the cost reduction measures we have undertaken, most members of our Senior Management have not received an increase in annual base pay since 2014. In addition, as disclosed above, in May of 2016 the Compensation Committee approved 10% reductions in the base salaries of each of our NEOs except Mr. Coffie, who was not yet employed by us at that time. As of the date of this filing, the base salary of each impacted NEO is still reduced 10% from its level as of January 1, 2016.

In evaluating the competitiveness of our compensation programs, the Compensation Committee gives significant consideration to these challenges. From time-to-time, the Compensation Committee may increase individual NEO and Senior Management compensation levels in order to protect our investment in their talent.

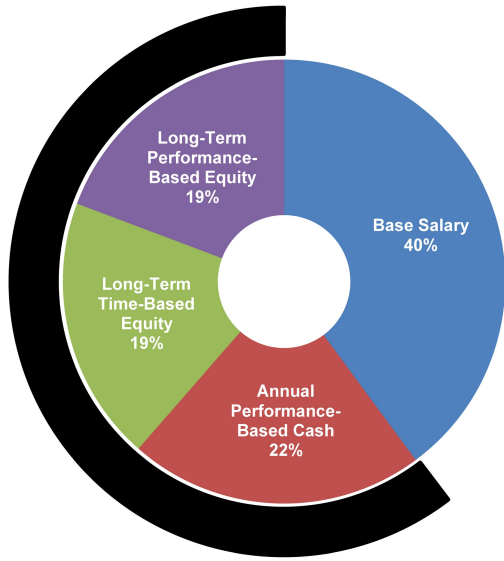
Pay for Performance

In establishing target compensation levels, the Compensation Committee places a significant portion of our NEOs' compensation "at-risk" through the use of variable compensation, much of which is performance-based. Variable pay includes performance-based cash incentives for achievement of specified performance objectives on an annual basis, performance-based long-term incentives (equity and cash) that are earned only if specified long-term performance objectives are achieved, and time-based equity compensation, the long-term value of which depends on the market price for our common stock or CCLP's common units.

By weighting our NEOs' target compensation toward variable pay, we ensure that the compensation earned by our NEOs is aligned with company performance, particularly over the long term. For 2016, approximately 60% of the target compensation opportunities for our CEO and 41% of the target compensation opportunities for our other NEOs were variable or "at-risk."

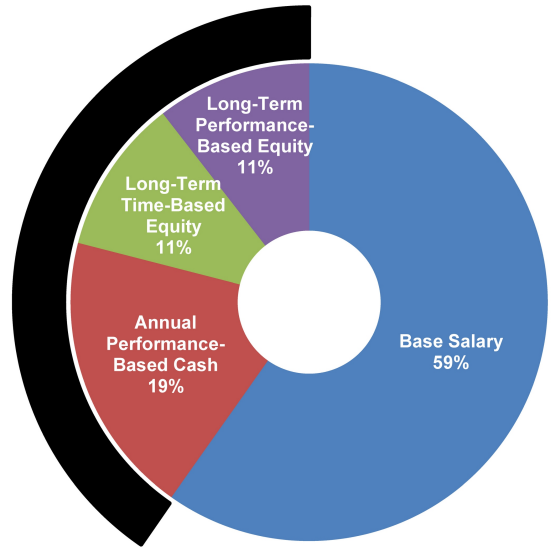
2016 NEO Target Total Direct Compensation

President



60% Variable / At-Risk

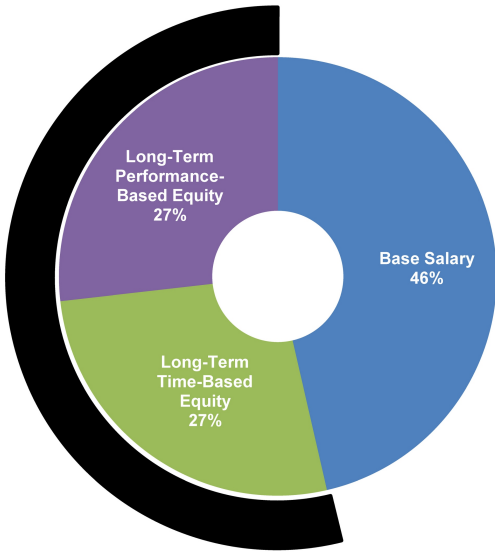
Other NEOs



41% Variable / At-Risk

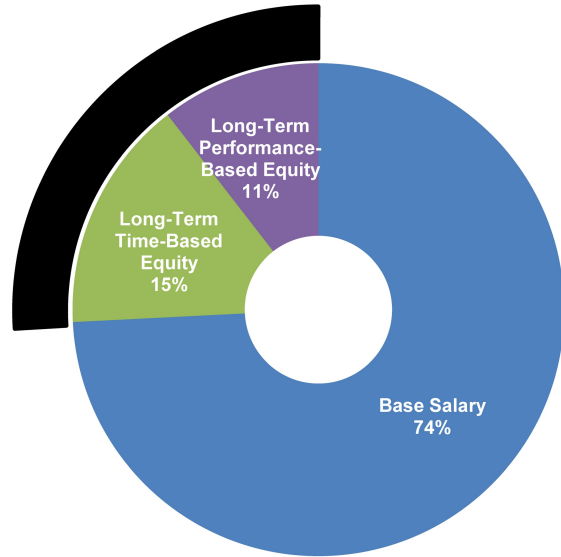
2016 NEO Actual Total Direct Compensation

President



54% Variable / At-Risk

Other NEOs



26% Variable / At-Risk

Key Compensation Practices and Policies

We have implemented and continue to maintain compensation practices and policies that we believe contribute to good governance.

What We Do	What We Don't Do
<ul style="list-style-type: none"> <input checked="" type="checkbox"/> Use performance measure to align pay with performance <input checked="" type="checkbox"/> Our annual cash incentives are subject to a claw-back provision, as are our equity awards <input checked="" type="checkbox"/> The compensation consultant is retained directly by the Compensation Committee and does not provide any services to management <input checked="" type="checkbox"/> Every member of the Compensation Committee is independent as defined in the listing standards of the NYSE and NASDAQ <input checked="" type="checkbox"/> We have adopted procedures for grants of equity awards that provide guidelines under which annual and other equity awards may be granted 	<ul style="list-style-type: none"> <input checked="" type="checkbox"/> Our insider trading policy prohibits transactions involving short sales, the buying or selling of puts calls or other derivative instruments, and transactions involving certain forms of hedging or monetization <input checked="" type="checkbox"/> Provide tax gross-ups or executive perquisites <input checked="" type="checkbox"/> Allow single-trigger severance or change of control agreements

In summary, our compensation philosophies and programs are subject to a thorough process that includes input and recommendations from management, the Compensation Committee, the Board, and/or TETRA's Chief Operating Officer ("COO") and CEO, as well as review and approval by the Compensation Committee, the Board, and/or TETRA's COO and CEO, as appropriate, the advice of an independent, third-party consultant engaged by the Compensation Committee from time to time, and guidelines concerning the granting of our equity awards.

Oversight of Executive Compensation Program

The Board has appointed the Compensation Committee to discharge many of its responsibilities relating to the compensation of our executive officers. The Compensation Committee is composed entirely of independent, non-management members of TETRA's Board of Directors, and each member is compensated by fees and equity compensation from TETRA. In its annual review process, TETRA's Board of Directors has determined that none of the Compensation Committee members have any material business relationships with us.

Similar to its responsibilities with regard to TETRA's employees, the responsibilities of the Compensation Committee with regard to our employees include the following:

- establishing a compensation philosophy to support our overall business strategy and objectives and a compensation strategy to attract and retain executive talent, motivate executive officers to improve their performance and our financial performance, and otherwise implement the compensation philosophy;
- annually reviewing and establishing annual and long-term performance goals and objectives for our Senior Management that are intended to implement our compensation philosophy and strategy;
- annually reviewing the performance of our President and other NEOs against established performance goals and objectives;
- annually reviewing the compensation of our NEOs, including annual salary, performance-based cash incentive awards, and other cash incentive opportunities including long-term incentive opportunities against each NEOs' individual performance evaluation, and any other matter relating to the compensation of the NEOs which the Compensation Committee considers appropriate;
- reviewing at least annually all equity-based compensation plans and arrangements, including the amount of equity remaining available for issuance under those plans, and making recommendations to the Board regarding the need to amend existing plans or to adopt new plans for the purposes of implementing the Compensation Committee's goals regarding equity-based compensation;
- reviewing at least annually all non-equity-based components of compensation paid to or available to the NEOs, which may include salary, cash incentives (both performance-based and otherwise), long-term incentive compensation, perquisites, and other personal benefits, to determine the appropriateness of each component in light of our compensation philosophy and strategy;

- reviewing all employment, severance, change of control, or other compensation agreements or arrangements to be entered into or otherwise established with our NEOs;
- reviewing and discussing with management our annual CD&A for inclusion in our annual proxy statement or Form 10-K;
- reviewing matters relating to management succession, including compensation related issues; and
- evaluating whether any compensation consultant retained by the Compensation Committee has any conflict of interest in accordance with applicable regulatory requirements.

Overview of Compensation Philosophy and Objectives

In order to recruit and retain highly qualified and competent individuals as Senior Management, we strive to maintain a compensation program that is competitive in the labor markets in which we operate. Our guiding philosophy is to maintain an executive compensation program that will attract, retain, motivate, and reward highly qualified and talented individuals to enable us to perform better than our competitors. The following are our key objectives in setting the compensation programs for our Senior Management:

- design competitive total compensation programs that enhance our ability to attract and retain knowledgeable and experienced Senior Management;
- motivate our Senior Management to deliver outstanding financial performance and meet or exceed general and specific business, operational, and individual performance objectives;
- establish salary and annual cash incentive compensation levels that reflect competitive market practices in relevant markets and are generally within the median range for the relevant peer group;
- provide long-term incentive compensation opportunities that are consistent with our overall compensation philosophy;
- provide a significant percentage of total compensation that is “at risk,” or “variable,” based on predetermined performance measures and objectives; and
- ensure that a significant portion of the total compensation package is determined by equity value, thus assuring an alignment of Senior Management with our unitholders.

Implementation and Management of Compensation Programs

Role of the Compensation Committee. Our Board has appointed the Compensation Committee to discharge many of its responsibilities relating to the compensation of our executive officers. With regard to certain actions that must be taken directly by our Board, the Compensation Committee provides recommendations to the Board that are consistent with our compensation philosophy, programs, and objectives, which are largely a reflection of TETRA’s compensation philosophy, programs, and objectives.

The Compensation Committee has the authority to retain compensation consultants, outside counsel, or other advisers to assist the committee in the discharge of its duties. In any given year, the Compensation Committee bases its decision on whether to retain a compensation consultant on factors including prevailing market conditions, regulatory changes governing executive compensation, and the quality of any other relevant data that may be available. If a compensation consultant is engaged with respect to our compensation programs, the Chairman of the Compensation Committee maintains a direct line of communication with the consultant and arranges meetings with the consultant that may include other members of the committee and/or our President, TETRA’s CEO and certain members of TETRA’s senior management, including TETRA’s COO. The Compensation Committee, and/or its Chairman, also periodically meets with the compensation consultant independently of management. Through this communication with the Chairman of the Compensation Committee, the consultant reports to, and acts at the discretion of, the Compensation Committee.

Role of Compensation Consultant. In October 2015, the Compensation Committee retained the services of Pearl Meyer & Partners (“Pearl Meyer”), an independent provider of compensation consulting services, to assist the Compensation Committee in its review of our 2015 compensation programs, and its consideration of prospective changes for 2016. Before engaging Pearl Meyer, the Compensation Committee confirmed that Pearl Meyer does not provide other services to us, to our general partner, or to TETRA; has procedures in place to prevent conflicts of interest; and, does not have a business or personal relationship with any of the executive officers of our general partner, any of TETRA’s executive officers, or any member of the Compensation Committee. The individual consultants involved in the engagement do not own our limited partner units, nor do they own

TETRA's common stock. The Compensation Committee discussed these considerations and concluded that there were no conflicts of interest with respect to the consulting services provided by Pearl Meyer.

Role of our President. Our President makes recommendations to the Compensation Committee with regard to salary adjustments and the annual and long-term incentives to be provided to our Senior Management, excluding himself. TETRA's COO and CEO make recommendations to the Compensation Committee with regard to salary adjustments and the annual and long-term incentives to be provided to our President. Based upon his judgment and experience and in consultation with TETRA's COO and CEO, taking into consideration available industry-based compensation surveys and other compensation data and analysis, including data provided by the Compensation Committee's consultant, if one is retained for that year, our President annually reviews with the Compensation Committee specific compensation recommendations for Senior Management. In preparation for these evaluations, the Compensation Committee reviews an annual compensation report that presents current annual base salaries, annual incentive targets, annual incentives earned and the values of outstanding equity-based and other long-term compensation, to provide the Compensation Committee with a detailed picture of how the various components of total compensation paid or to be paid to each member of Senior Management, including our President, aggregate in the current year.

In its review of the annual compensation report and its consideration of whether changes in compensation recommended by the President and TETRA's COO and CEO are in line with our overall compensation philosophy, current competitive market conditions, and current economic conditions, the Compensation Committee considers performance evaluations of and compensation recommendations for each member of Senior Management as well as its own performance evaluations of Senior Management, and, if a compensation consultant is retained for that year, the analysis and report of the compensation consultant. The Compensation Committee reviews the annual compensation report among themselves and with our President and TETRA's CEO and approves any prospective changes in compensation for Senior Management other than our President. The Compensation Committee, in an executive session that includes TETRA's CEO, establishes the compensation for our President.

Timing of Compensation Decisions. The annual compensation report is typically distributed to the Compensation Committee and TETRA's CEO prior to TETRA's December board and committee meetings. The Compensation Committee reviews the annual compensation report, information and recommendations provided by its compensation consultant, if any for that year, and such other information as it considers relevant, and typically approves prospective changes in compensation for employees over which it has decision-making authority. Also at its December meeting, the Compensation Committee typically reviews a preliminary estimate of the aggregate amount of annual cash incentive compensation that may be awarded based on performance during the current year. Based upon audited full-year financial results, the actual aggregate amount of the annual cash incentive compensation to be paid is finalized and approved and the specific amounts to be paid to our Senior Management, including our President, are reviewed and approved by the Compensation Committee typically at a meeting held during the first quarter of the following year.

Compensation Elements

We strongly believe that Senior Management should be compensated with a package that includes, at a minimum, the following three elements:

- salary and industry standard benefits,
- performance-based annual incentive compensation, and
- equity-based long-term incentive compensation.

A significant portion of the total prospective compensation paid to each member of Senior Management should be tied to measurable financial and operational objectives. These objectives may include absolute performance and performance relative to a peer group. During periods when performance meets or exceeds established objectives, Senior Management should be paid at or above the levels targeted for such objectives. When objectives are not met, incentive award payments, if any, should be less than levels targeted for such objectives. The Compensation Committee seeks to structure a balance between achieving strong short-term annual results and ensuring long-term viability and success. To reinforce the importance of this balance, we provide each member of Senior Management with both short-term and long-term incentives. Currently, short-term incentive opportunities for Senior Management are in the form of annual cash incentives that are based on both objective performance criteria and subjective criteria. Long-term incentives generally include equity awards that typically vest over multiple years and performance-based equity awards that vest at the end of a three-year period

based on the level of attainment of established performance objectives. While the mix of salary, annual cash incentives, and long-term incentives earned by Senior Management can vary from year-to-year depending on individual performance and on our overall performance, the Compensation Committee believes that long-term incentives, the potential future value of which is heavily contingent on our long-term success, should constitute a significant portion of total compensation in any one year.

Salary. We believe that a competitive salary program and industry standard benefits are important factors in our ability to attract and retain talented Senior Management employees. The Compensation Committee typically reviews relevant compensation data and analysis provided by its compensation consultant, if one is retained for that year, or by management if no compensation consultant is engaged, to ensure that our salary program is competitive. In this respect, the Compensation Committee uses the survey data and compensation paid by peer companies as a market check on the salaries and other elements of compensation it establishes. The Compensation Committee reviews the salaries of all members of our Senior Management at least annually. Base salaries may be adjusted for performance, which may be individual or company-wide performance, expansion of duties, and changes in market salary levels. In considering salary adjustments each year, the Compensation Committee gives weight to the foregoing factors, with particular emphasis on corporate performance goals, our President's analysis and TETRA's COO's and CEO's analysis of each individual's performance, and their specific compensation recommendations. However, the Compensation Committee does not rely on formulas and considers all factors when considering salary adjustments.

In its December 2015 review of our Senior Management compensation, the Compensation Committee noted that industry market conditions and our internal budgeted forecast suggested that 2016 would be a challenging year for us, and in the interest of taking a proactive approach to cost containment, the Compensation Committee did not approve increases in base salary for our President or other NEOs.

In May of 2016, as part of our cost reduction efforts and in connection with broad-based salary and workweek reductions implemented for most of our U.S. employee population, the Compensation Committee approved a 10% reduction in the base salaries of all of our NEOs as of that date. The following table sets forth the base salaries that were in effect for our NEOs as of January 1, 2016, and base salaries following the May 2016 reduction that remained in effect as of year end. Mr. Coffie was first employed by us in June of 2016, and his base salary was not subject to reduction.

Name	Title	Base Salary as of January 1, 2016	Base Salary as of December 31, 2016
Timothy A. Knox	President	\$ 400,000	\$ 360,000
Derek C. Coffie	Chief Financial Officer	—	250,000
Ronald J. Foster	Sr. Vice President & Chief Marketing Officer	325,000	292,500
C. Brad Bengé	Vice President of Operations	240,000	216,000
Levent Caglar	Vice President of Fleet Management	195,012	175,511

Performance-Based Cash Incentives. Our NEOs and other key employees are eligible to receive annual performance-based cash incentive awards pursuant to TETRA's Cash Incentive Compensation Plan. The Cash Incentive Compensation Plan was adopted by TETRA's Board of Directors to provide greater focus on TETRA's strategic business objectives, further its compensation philosophy, emphasize pay-for-performance, and provide competitive compensation opportunities.

Annual Performance-Based Cash Incentives. While the amount of each award paid to members of our Senior Management under TETRA's Cash Incentive Compensation Plan is subject to the discretion of the Compensation Committee, the plan provides for cash award opportunities, calculated as a percentage of base salary, that are based on financial and non-financial performance measures. For each annual incentive award opportunity, a threshold, target, and stretch performance objective is established for each applicable performance measure and the amount of the award payment that may be received is based on the level of achievement of such performance objectives, subject to the discretion of the Compensation Committee.

As part of its December 2015 review of the compensation of our NEOs, the Compensation Committee reviewed a preliminary estimate of the aggregate amount of annual cash incentive compensation to be awarded

under TETRA's Cash Incentive Compensation Plan based on 2015 performance, and discussed the overall effectiveness of the plan in furthering our compensation philosophy. In its consideration of changes for the 2016 plan year, the Compensation Committee did not specifically benchmark Cash Incentive Compensation Plan award opportunities relative to any survey or other compensation data. At that time, the Compensation Committee elected not to increase the percentages of base salary that determined the threshold, target, and stretch amounts of annual cash incentive opportunities for our NEOs for the 2016 plan year.

The following table sets forth the 2016 annual incentive award opportunities that were established by the Compensation Committee at its December 2015 meeting, shown as a percentage of base salary for certain of our NEOs under the Cash Incentive Compensation Plan.

2016 Award Opportunities - Annual Cash Incentive Compensation Plan

	Threshold	Target	Stretch
Timothy A. Knox	12%	60%	96%
Derek C. Coffie	7%	35%	56%
Ronald J. Foster	9%	45%	72%
C. Brad Bengé	7%	35%	56%
Levent Caglar	7%	35%	56%

Under the Cash Incentive Compensation Plan, financial and non-financial performance measures may be based on performance criteria described in the plan or on such other measures as may be determined by the Compensation Committee. As part of our ongoing efforts to build a robust culture of performance and a customer-centric environment, each performance measure under the 2016 plan was aligned to one of our four CØRE categories:



- ÿ Customers
- ÿ Drive to ZERØ
- ÿ Returns
- ÿ Employees

Recognizing that our continuing ability to generate earnings and remain in compliance with our debt covenants would be a critical focus for 2016, the Compensation Committee approved Adjusted EBITDA (earnings before interest, taxes, depreciation and amortization, and before certain non-cash charges, consisting of impairments, bad debt expense attributable to bankruptcy of customer, equity compensation, costs of compressors sold, fair value adjustments of our Preferred Units, and gain on extinguishment of debt, administrative expenses under the Omnibus Agreement to be paid using common units, and excluding acquisition and transaction costs and severance) and DCF as the primary financial performance measures in the "Returns" category for the 2016 performance period. Other performance measures approved by the Compensation Committee include: EBITDA from revenue initiatives; average annual fleet utilization; health and safety measures including TRIR, chargeable vehicle incident rates, and behavioral based observation participation; the retention rate of employees designated as "high value"; and completion of four assigned training modules through our performance management system.

Under the Cash Incentive Compensation Plan, actual results must reach the minimum threshold level of 70% of established target performance objectives for any payments to be earned. For 2016, at the discretion of the Compensation Committee, the threshold performance level for the distributable cash flow performance measure was set at 86.9% of target performance, and it was determined that no amounts under the 2016 plan would be paid out, regardless of achievement, unless the distributable cash flow threshold was achieved. The following table shows each performance measure for our NEOs, the CØRE strategy to which it aligns, and the target performance objective under our 2016 annual incentive plan:

	Strategy	Performance Measure	Target Performance Objective
CUSTOMERS	Develop new business, retain customers and manage price to protect market share	EBITDA from Revenue Initiatives	\$9.2 million
		Fleet Utilization	87.5% by year-end
DRIVE to ZERO	Change behaviors, identify hazards, and manage risks to Drive to Zero incidents	TRIR ⁽¹⁾	1.2
		CVIR ⁽¹⁾	0.59
		BBO Participation ⁽¹⁾	70%
RETURNS	Identify synergies, optimize costs and leverage to safeguard profitability	Adjusted EBITDA	\$124.8 million
		Distributable Cash Flow	\$76.4 million
EMPLOYEES	Train, retain, and recognize high value employees to improve performance	Retention	90% of high value employees
		Performance Review	Annual Review
		Training	1 training completed per quarter, per employee

(1) Total Recordable Incident Rate, Chargeable Vehicle Incident Rate, and Behavioral Based Observation Participation

The relative weight of specific performance measures varies based on each participant's responsibilities; however, for each NEO, performance measures in the Returns category comprise 60 - 70% of the total target annual incentive, reflecting our NEOs' significant focus on generating strong financial returns. The following table shows the weight of each CØRE category in each NEOs total award opportunity. For categories in which there is more than one performance measure (such as in the Drive to Zero category) each performance measure within the category carries an equal weight. Individual performance objectives ("IPOs") for each NEO are aligned to the CØRE strategies and were approved by the Committee in February of 2016.

	CUSTOMERS	DRIVE TO ZERO	RETURNS	EMPLOYEES	IPOs	TOTAL WEIGHT
Timothy A. Knox	10%	5%	70%	5%	10%	100%
Derek C. Coffie	10%	10%	60%	5%	15%	100%
Ronald J. Foster	10%	5%	70%	5%	10%	100%
C. Brad Bengel	10%	10%	60%	5%	15%	100%
Levent Caglar	10%	10%	60%	5%	15%	100%

As actual 2016 results for the distributable cash flow performance measure did not reach the required threshold level of performance, the Compensation Committee deemed that no payouts had been earned for the 2016 plan year.

Equity Incentive Awards. Equity incentives consisting primarily of awards of CSI Compressco phantom units and performance phantom units comprise a significant portion of our NEOs' total compensation package. The Compensation Committee seeks to strike a balance between achieving short-term annual results and ensuring strong long-term success through its use of equity awards, which are geared toward longer-term performance as they generally, though not always, vest ratably over a three-year period, and their values are materially affected by market price appreciation of the underlying security.

Our Board has adopted the CSI Compressco LP Amended and Restated 2011 Long Term Incentive Plan (the "2011 Plan"). The purpose of the 2011 Plan is to promote our interests by enabling us to grant incentive compensation awards based on our units to employees, officers, consultants, and directors of our general partner and its affiliates who provide services to us. The 2011 Plan is also intended to enhance our ability to attract and

retain the services of individuals who are essential to our growth and profitability, and to encourage those individuals to devote their best efforts to advancing our business. The 2011 Plan seeks to achieve these purposes by providing for grants of restricted units, phantom units, unit awards, and other unit-based awards.

Our Board has appointed the Compensation Committee to administer the 2011 Plan and grant awards under the plan as it relates to individuals who, with respect to the Partnership, are not subject to Section 16 of the Exchange Act and the rules and regulations promulgated thereunder. Our Board has retained the authority to grant awards to individuals who, with respect to the Partnership, are subject to Section 16 of the Exchange Act ("Section 16 Reporting Persons"), and to administer the 2011 Plan and awards thereunder as they relate to such individuals. Subject to the provisions of the 2011 Plan, the Compensation Committee or our Board, as applicable, may (i) designate participants to whom awards may be granted; (ii) determine the type or types of awards to be made; (iii) determine the number of units covered by an award and the terms or conditions of an award, consistent with the terms of the 2011 Plan; (iv) determine whether, to what extent, and under what circumstances awards may be vested, settled, exercised, cancelled, or forfeited; (v) interpret and administer the 2011 Plan, and any instrument or agreement relating to an award made under the 2011 Plan; (vi) establish, amend, suspend, or waive any rules and regulations and appoint such agents as it deems appropriate for the proper administration of the 2011 Plan; (vii) make any other determination and take any other action that it deems necessary or advisable for the administration of the 2011 Plan; and (viii) correct any defect, supply any omission, or reconcile any inconsistency in the 2011 Plan or in any award under the plan.

Our Board and the Compensation Committee have each adopted the Procedures for Grants of Awards Under the CSI Compressco Equity Incentive Compensation Plans (the "Grant Procedures") to assist in the administration of our equity compensation plans. In February of 2017, our Board and the Compensation Committee amended the Grant Procedures to provide, among other things, that grants of annual awards would be made to eligible CSI Compressco employees each year on the date of the Compensation Committee's meeting generally held in late February. With respect to such annual awards, based on the Compensation Committee's determination of the aggregate number of awards that may be granted under the 2011 Plan in a given year, the Compensation Committee or our Board, as applicable, will review and consider individual grants proposed by Mr. Knox and TETRA's CEO and make any adjustments they consider appropriate. The Compensation Committee will approve all final individual awards, except those awards proposed to be granted to Section 16 Reporting Persons, at the Compensation Committee's February meeting. The Compensation Committee will recommend to our Board the approval of the proposed awards to Section 16 Reporting Persons, including our NEOs. Our Board will review and consider the individual grants to Section 16 Reporting Persons recommended by the Compensation Committee, make any adjustments it considers appropriate, and approve all final individual awards to Section 16 Reporting Persons, including our NEOs, at a meeting of our Board or by a unanimous consent in lieu of a meeting.

With respect to the contemplated annual awards to be made to non-employee directors, it is anticipated that such awards will consist of phantom units. Each award to a non-employee director will have an aggregate market value as of the date of grant in an amount determined by our Board. The value of such annual equity award is currently set at \$60,000. Such annual awards will be approved at a meeting of the Board or by a unanimous consent in lieu of a meeting in early May of each year. Unless otherwise determined by the Board, one-third portions of such awards will become vested on the date of grant, and additional one-third portions of such awards will vest in January and May of the subsequent year.

The Compensation Committee has delegated to the TETRA CEO its authority to grant special inducement, merit, and retention awards under the 2011 Plan, and any future equity plans to individuals who are not and are not expected to become, in the near term, Section 16 Reporting Persons from a pool of such awards authorized by the Compensation Committee each year. The Compensation Committee, our Board, and TETRA's CEO will consider refraining from making awards other than our annual grants if the committee, our Board, TETRA's CEO, or our executive management are aware of any material, non-public information regarding us or our affiliates.

On May 2, 2016, the Compensation Committee and our Board approved awards of time-based phantom units to our Senior Management and certain of our employees. Each phantom unit award was granted in tandem with distribution equivalent rights ("DERs") that entitle the award holder to receive an additional number of units equal in value to any distributions we pay during the period the award is outstanding times the number of units subject to the award. The phantom units and tandem DERs will vest ratably over the three-year period following the date of grant. In addition, consistent with our philosophy of basing a significant portion of our Senior Management's compensation on performance, also on May 2, 2016, our Board granted awards of performance-based phantom units with tandem DERs to members of our Senior Management as of that date. In addition, the

Board granted awards of performance-based phantom units to Mr. Serrano on such date. The performance-based unit awards cover the performance period of January 1, 2016 through December 31, 2018, and under such award, up to 200% of the "Target" number of phantom units granted under the award may be earned based on our three-year cumulative distributable cash flow ("DCF") per outstanding unit for the performance period ending December 31, 2018, relative to the performance objectives established by our Board.

The following table sets forth the number of time-based phantom units and/or performance-based phantom units awarded to our NEOs, other than Mr. Coffie, in May 2016, and the time-based phantom units awarded to Mr. Coffie in June 2016. The aggregate grant date fair value of these awards was determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718.

	Number of Time-Based Phantom Units	Number of Performance- Based Phantom Units	Aggregate Grant Date Fair Value Of Unit Awards
Timothy A. Knox	25,569	25,569	\$ 427,514
Derek C. Coffie	25,189	—	\$ 200,001
Elijio V. Serrano	—	26,989	\$ 225,628
Ronald J. Foster	4,262	4,262	\$ 71,261
C. Brad Bengé	8,523	8,523	\$ 142,505
Levent Caglar	5,682	5,682	\$ 95,003

While the Compensation Committee does consider the general compensation practices of other companies in the oil and gas services industry in establishing equity incentive compensation opportunities, it does not specifically benchmark the value of equity awards relative to any survey, peer group, or other compensation data. The Compensation Committee does, however, annually review the equity compensation practices of other companies in our industry in order to gain a general impression of the proportionate share of equity award value in the total compensation packages they offer.

Three-Year Performance Phantom Unit Awards Granted in 2014. In May 2014, our Board approved awards of performance-based phantom units with tandem DERs to certain officers as of such date, including Mr. Foster. The performance-based phantom unit awards covered the performance period of January 1, 2014 through December 31, 2016 and under such awards, up to 200% of the "Target" number of phantom units granted under the award could be earned based on our three-year cumulative DCF per outstanding unit for the performance period ending December 31, 2016, relative to the following performance objectives established by our Board:

3-Year Cumulative DCF per Outstanding Unit	Percentage of Phantom Units Earned
Less than \$7.07	—%
\$7.61	50%
\$8.28 (Target)	100%
\$10.05	150%
> \$11.75 (Maximum)	200%

For DCF per outstanding unit amounts that fell between any of the performance objectives set forth above, straight line interpolation was to be used to determine the specific number of phantom units earned. In February of 2017, our Board determined that the required threshold performance objective for the three-year cumulative DCF per outstanding unit performance measure had not been met, and based on such determination, none of the units awarded had been earned.

Tax Deductibility of Compensation

With respect to the deduction limitations under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), we are a limited partnership and do not meet the definition of a "corporation" under Section

162(m). Nonetheless, the taxable compensation paid to each of the NEOs in 2014 was less than the Section 162(m) threshold of \$1,000,000.

Retirement, Health and Welfare Benefits

Our employees, as employees of a TETRA affiliate, are eligible to participate in a variety of health and welfare and retirement programs. TETRA is the sponsor of each of these benefit programs. Members of our Senior Management are generally eligible for the same benefit programs on the same basis as the broad-base of our employees. Our health and welfare programs are intended to protect employees against catastrophic loss and to encourage a healthy lifestyle. These health and welfare programs include medical, wellness, pharmacy, dental, life insurance, short-term and long-term disability insurance, and insurance against accidental death and disability.

401(k) Plan. Due to our relationship with TETRA, our employees are eligible to participate in TETRA's 401(k) Retirement Plan (the "401(k) Plan"), which is intended to supplement a participant's personal savings and social security. Under the 401(k) Plan, eligible employees may contribute on a pretax basis up to 70% of their compensation, subject to an annual maximum established under the Code. Our general partner generally makes a matching contribution under the 401(k) Plan equal to 50% of the first 6% of a participant's annual compensation that is contributed to the 401(k) Plan; however, in connection with other cost reduction efforts, the matching contribution was suspended in May of 2016. All employees (other than nonresident aliens) who have reached the age of eighteen and have completed six months of service with us are eligible to participate in the 401(k) Plan.

Nonqualified Deferred Compensation Plan. Certain of our Senior Management, directors, and certain other key employees have the opportunity to participate in TETRA's Executive Nonqualified Excess Plan, which is an unfunded, deferred compensation program. Under the program, participants may defer a specified portion of their annual total cash compensation, including salary and performance-based cash incentive, subject to certain established minimums. The amounts deferred increase or decrease depending on the deemed investment elections selected by the participant from among various hypothetical investment election options. Deferral contributions and earnings credited to such contributions are 100% vested and may be distributed in cash at a time selected by the participant and irrevocably designated on the participant's deferral form. In-service distributions may not be withdrawn until two years following the participant's initial enrollment. Notwithstanding the participant's deferral election, the participant will receive distribution of his deferral account if the participant becomes disabled or dies, or upon a change in control. None of our NEOs participated in the Executive Nonqualified Excess Plan during 2016.

Perquisites

Perquisites ("perks") are not a material component of our compensation. In general, NEOs do not receive reimbursements for meals, airline and travel costs other than those costs allowed for all employees, or for tickets to sporting events or entertainment events, unless such tickets are used for business purposes. Messrs. Knox, Foster, Bengé, and Caglar receive car allowances or are entitled to the use of a company-owned vehicle, as is the case for all of our sales and field service personnel. In September of 2016, Mr. Knox began receiving a monthly housing allowance that will be paid for one year (until September 2017) to assist in his transition to The Woodlands facility. During 2016, except for Mr. Knox's housing allowance and the car allowances (or the use of a company-owned car) for Messrs. Knox, Foster, Bengé, and Caglar, no NEO received an allowance from us for any of the above or a reimbursement for any expense incurred for non-business purposes.

Employment Agreements

In connection with the acquisition of CSI, on July 31, 2014, we entered into employment agreements with Messrs. Knox and Bengé (the "Employment Agreements"), which became effective upon the closing of the CSI acquisition on August 4, 2014, and were subsequently amended on May 9, 2016 to reduce the salary paid thereunder in connection with our cost cutting efforts. The Employment Agreements, as amended, set forth the following annual base salary and target annual cash incentive bonus opportunity for each NEO: for Mr. Knox, annualized base salary of a minimum of \$360,000 and eligibility to receive a target annual cash incentive bonus equal to 60% of his base salary; and, for Mr. Bengé, annualized base salary of a minimum of \$216,000 and eligibility to receive a target annual cash incentive bonus equal to 35% of his base salary.

Beginning in May 2015, Messrs. Knox and Bengé became eligible to participate in annual grants of equity-based compensation on a basis consistent with other of our executive officers. Messrs. Knox and Bengé are also

provided the use of a vehicle provided by us or an automobile allowance in lieu of such vehicle. In the event the employment of Mr. Knox or Bengé is terminated by us without "Cause" or by such individual for "Good Reason" (as such terms are defined in the Employment Agreements) within the initial three-year employment period, such individual shall be entitled to receive, subject to the satisfaction of certain conditions including the execution and non-revocation of a release agreement, severance benefits including the payment of his base salary and continuation of medical and dental insurance coverage for the remaining term of the initial employment period, the payment of any unpaid Annual Bonus (as defined in the Employment Agreements) for the preceding calendar year, a pro-rata payment of any Annual Bonus earned for the year in which such termination occurs, and full acceleration of the phantom units granted on August 5, 2014, as described above. The Employment Agreements also contain certain confidentiality, nonsolicitation, and noncompetition restrictions applicable to each NEO for the periods specified therein.

Effective as of August 4, 2014, we entered into an employment agreement with Mr. Foster (the "Foster Employment Agreement"), that was subsequently amended on May 9, 2016 to reduce the salary paid thereunder in connection with our cost cutting efforts. Pursuant to the Foster Employment Agreement, Mr. Foster receives an annualized base salary of a minimum of \$292,500 and he is eligible to receive a target annual cash incentive bonus equal to 45% of his base salary. Mr. Foster is eligible to participate in annual grants of equity-based compensation on a basis consistent with our other officers. In the event Mr. Foster's employment is terminated by us without "Cause" or by Mr. Foster for "Good Reason" (as such terms are defined in the Foster Employment Agreement) within the initial three-year employment period, Mr. Foster shall be entitled to receive, subject to the satisfaction of certain conditions including the execution and non-revocation of a release agreement, severance benefits including the payment of his base salary and continuation of medical and dental insurance coverage for the remaining term of the initial employment period, the payment of any unpaid Annual Bonus (as defined in the Foster Employment Agreement) for the preceding calendar year and a pro-rata payment of any Annual Bonus earned for the year in which such termination occurs. In addition, the vesting of certain phantom units awarded to Mr. Foster will be fully accelerated. The Foster Employment Agreement also contains certain confidentiality, nonsolicitation, and noncompetition restrictions applicable to Mr. Foster for the periods specified therein.

Double Trigger Change of Control Agreements

We have entered into change of control agreements (the "COC Agreements") with Messrs. Knox and Foster. The COC Agreements have an initial two-year term, with automatic one-year extensions on the second anniversary of the effective date and every anniversary date thereafter, unless a cancellation notice is given at least 90 days prior to the expiration of the then applicable term. Under the COC Agreements, we have an obligation to provide certain benefits to each applicable NEO upon a qualifying termination event that occurs in connection with or within two years following a "change of control" of us or TETRA. A qualifying termination event under the COC Agreements includes the termination of the NEO's employment with us other than for Cause (as that term is defined in the COC Agreement) or termination by the NEO for Good Reason (as that term is defined in the COC Agreement). For an overview of the specific terms and conditions of the COC Agreements, please read the section titled "Potential Payments upon a Change of Control or Termination" in this Item 11, below.

Indemnification Agreements

We and each of our current directors and our NEOs have executed an indemnification agreement that provides that we will indemnify them to the fullest extent permitted by our Second Amended and Restated Certificate of Limited Partnership, Bylaws, and applicable law. The indemnification agreement also provides that our directors and officers will be entitled to the advancement of fees as permitted by applicable law and sets out the procedures required for determining entitlement to and obtaining indemnification and expense advancement. In addition, our charter documents provide that each of our directors and officers and any person serving at our request as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise shall be indemnified to the fullest extent permitted by law in connection with any threatened, pending, or completed action, suit, or proceeding (including civil, criminal, administrative, or investigative proceedings) arising out of or in connection with his or her services to us or to another corporation, partnership, joint venture, trust, or other enterprise, at our request. We purchase and maintain insurance on behalf of any person who is a director or officer of the aforementioned corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as an officer or director, subject to the terms and conditions of that insurance. In addition, Messrs. Brightman, Coombs, Serrano, Elkhoury, Knox, Foster, and Sullivan, in their capacities as directors and/or executive officers of

TETRA, have executed indemnification agreements with TETRA that are substantially similar to the indemnification agreements executed by each of them in connection with their services to us, and they benefit from the protection of similar insurance.

Compensation Committee Report

Our general partner, CSI Compressco GP Inc., does not have a compensation committee. The Board of Directors of CSI Compressco GP Inc., the general partner of CSI Compressco LP, has reviewed and discussed the Compensation Discussion and Analysis with management and, based upon such review and discussion, has approved the Compensation Discussion and Analysis for inclusion in this Annual Report on Form 10-K.

Submitted by the Board of Directors of CSI Compressco GP Inc.,

Stuart M. Brightman, Chairman
Paul D. Coombs
Joseph Elkhoury
D. Frank Harrison
Timothy A. Knox
James R. Larson
William D. Sullivan

Compensation of Executive Officers

Summary Compensation

The following table sets forth the compensation earned by (i) our President (“Principal Executive Officer”), (ii) our Chief Financial Officer (“Principal Financial Officer”), (iii) our former Chief Financial Officer, who served as the Principal Financial Officer for a portion of 2016, and (iv) each of our three other most highly compensated executive officers (each a “Named Executive Officer”) for the fiscal year ended December 31, 2016.

Summary Compensation Table

Name and Principal Position	Year	Salary	Bonus ⁽¹⁾	Unit Awards ⁽²⁾	Non-Equity Incentive Plan Comp.	All Other Comp. ⁽³⁾	Total
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Timothy A. Knox ⁽⁴⁾ President	2016	\$ 328,769	\$ —	\$ 427,514	\$ —	\$ 41,628	\$ 797,911
	2015	400,000	—	450,006	121,200	25,065	996,271
	2014	161,540	159,076	700,015	73,260	8,805	1,102,696
Derek C. Coffie ⁽⁵⁾ Chief Financial Officer	2016	\$ 129,808	\$ —	\$ 200,001	\$ —	\$ 59,580	\$ 389,389
Elijio V. Serrano Former CFO Officer	2016	(6)	(6)	\$ 225,628	(6)	(6)	\$ 225,628
	2015	(6)	(6)	375,019	(6)	(6)	375,019
C. Brad Bengé ⁽⁴⁾ VP of Operations	2016	\$ 225,231	\$ —	\$ 142,505	\$ —	\$ 16,290	\$ 384,026
	2015	240,000	—	117,066	49,014	17,729	423,809
	2014	96,923	64,998	300,013	25,641	8,101	495,676
Ronald J. Foster ⁽⁷⁾ SVP, Chief Marketing Officer	2016	\$ 300,813	\$ —	\$ 71,261	\$ —	\$ 60,329	\$ 432,403
	2015	\$ 325,000	\$ —	\$ 162,604	\$ 73,856	\$ 45,347	\$ 606,807
	2014	305,940	—	871,822	67,488	66,497	1,311,747
Levent Caglar VP of Fleet Management	2016	\$ 183,011	\$ —	\$ 95,003	\$ —	\$ 33,075	\$ 311,089

- (1) Pursuant to the agreement under which we acquired CSI, the amounts shown were paid by us in December 2014 and February 2015 for the performance period of October 1, 2013 through September 30, 2014 under the terms of CSI's cash incentive compensation program.
- (2) The amounts included in the “Unit Awards” column reflect the aggregate grant date fair value of awards granted during the fiscal years ended December 31, 2016, 2015, and 2014, as applicable, in accordance with FASB ASC Topic 718. The grant date fair value of performance phantom unit awards granted in each year are reported based on the probable outcome of the performance conditions on the grant date. The value of the 2016 performance phantom unit awards assuming achievement of the maximum performance level would be: Mr. Knox, \$427,514; Mr. Serrano, \$225,628; Mr. Bengé, \$142,505; Mr. Foster, \$71,261; and Mr. Caglar, \$95,003. Phantom unit awards and performance phantom unit awards granted under the CSI Compressco equity plan on May 2, 2016 relate to our common units and are valued at \$8.36 per common unit in accordance with FASB ASC Topic 718. The phantom unit award granted to Mr. Coffie on June 20, 2016 is valued at \$7.94 per common unit in accordance with FASB ASC Topic 718. Each phantom unit award granted on May 2, 2016 and June 20, 2016 was granted in tandem with distribution equivalent rights (“DERs”) that entitle the award holder to receive an additional number of units equal in value to any distributions we pay during the period the award is outstanding times the number of units subject to the award.
- (3) The amounts reflected represent: (i) the employer paid portion of life, health, and disability insurance benefits, and matching contributions under our 401(k) Retirement Plan; (ii) for Messrs. Knox, Bengé, Foster, and Caglar, the value of distribution equivalent rights settled in connection with the vesting of unit awards that relate to CSI Compressco's common units, which was \$6,151 for Mr. Knox, \$1,606 for Mr. Bengé, \$45,292 for Mr. Foster, and \$17,292 for Mr. Caglar in 2016; (iii) for Messrs. Knox, Bengé, Foster, and Caglar, a car allowance or the use of a company-owned vehicle; (iv) for Mr. Knox in 2016, the aggregate value of his monthly housing allowance from September through year end, which was \$11,375; (v) and for Mr. Coffie in 2016, a relocation allowance under the terms of his initial offer of employment with us.
- (4) Messrs. Knox and Bengé were first employed by us on August 4, 2014. Accordingly, amounts shown above for 2014, with the exception of payments shown in the “Bonus” column, reflect compensation earned during the period from August 4, 2014 through December 31, 2014. As a result of their employment in 2014, prior period information is not applicable.

- (5) Mr. Coffie was first employed by us on June 20, 2016. Prior period information is not applicable.
- (6) Mr. Serrano is the Chief Financial Officer of TETRA, which determines his compensation. As noted above, no compensation has been reported for Mr. Serrano other than grants of phantom unit awards because none of Mr. Serrano's compensation is specifically allocated to us and no portion payable by us under the Omnibus Agreement is specifically allocated to the services provided to us by Mr. Serrano. The phantom units awarded to Mr. Serrano are also included in the Summary Compensation Table of TETRA's Proxy.
- (7) Mr. Foster served as our President until August 4, 2014.

Grants of Plan Based Awards

The following table discloses the actual number of phantom unit awards and performance phantom unit awards granted under the CSI Compressco LP Amended and Restated 2011 Long Term Incentive Plan during the fiscal year ended December 31, 2016 to each Named Executive Officer, including the grant date fair value of these awards, and the threshold, target, and maximum amounts of the annual non-equity (cash) incentive granted under TETRA's Cash Incentive Compensation Plan during the fiscal year ended December 31, 2016 to each Named Executive Officer.

Grants of Plan Based Awards Table

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Units	Grant Date Fair Value of Stock and Option Awards ⁽³⁾
		Threshold	Target	Maximum	Threshold	Target	Maximum		
		(\$)	(\$)	(\$)	(#)	(#)	(#)	(\$)	
Timothy A. Knox	3/2/2016	⁽¹⁾ \$ 48,000	\$ 240,000	\$ 480,000					
	5/2/2016	⁽⁴⁾			2,557	25,569	51,138	\$ 213,757	
	5/2/2016	⁽⁵⁾						25,569 \$ 213,757	
Elijio V. Serrano	5/2/2016	⁽⁴⁾			2,699	26,989	53,978	\$ 225,628	
Derek C. Coffie	6/20/2016	⁽⁶⁾						25,189 \$ 200,001	
C. Brad Benge	3/2/2016	⁽¹⁾ \$ 16,800	\$ 84,000	\$ 168,000					
	5/2/2016	⁽⁴⁾			852	8,523	17,046	\$ 71,252	
	5/2/2016	⁽⁵⁾						8,523 \$ 71,252	
Ronald J. Foster	3/2/2016	⁽¹⁾ \$ 29,250	\$ 146,250	\$ 292,500					
	5/2/2016	⁽⁴⁾			426	4,262	8,524	\$ 35,630	
	5/2/2016	⁽⁵⁾						4,262 \$ 35,630	
Levent Caglar	3/2/2016	⁽¹⁾ \$ 13,300	\$ 66,500	\$ 133,000					
	5/2/2016	⁽⁴⁾			568	5,682	11,364	\$ 47,502	
	5/2/2016	⁽⁵⁾						5,682 \$ 47,502	

- (1) The estimated possible payouts under non-equity incentive plan awards granted on March 2, 2016 are the threshold, target, and maximum amounts of the annual cash incentive granted for 2016 performance under TETRA's Cash Incentive Compensation Plan. No portion of such awards was earned for 2016 performance.
- (2) The equity incentive plan awards granted on May 2, 2016 are the threshold, target, and maximum numbers of our common units that may be earned under performance phantom unit awards granted under the CSI Compressco equity plan. "Threshold" is the lowest possible payout (10% of the award) and "maximum" is the highest possible payout (200% of the award).
- (3) The FASB ASC Topic 718 value of the phantom unit and performance phantom unit awards granted under the CSI Compressco equity plan on May 2, 2016 is \$8.36 per unit. Performance phantom units are shown at target value.
- (4) Performance phantom unit awards granted on May 2, 2016 may be earned under the CSI Compressco equity plan based on the level of achievement of the cumulative distributable cash flow per outstanding unit performance objective for the three-year performance period ending on December 31, 2018. Each performance phantom unit award was granted in tandem with DERs that entitle the award holder to receive an additional number of units equal in value to any distributions we pay during the period the award is outstanding times the number of units subject to the award.
- (5) Phantom unit awards granted under the CSI Compressco equity plan on May 2, 2016 vest over a three-year period at a rate of one-third per year beginning on the first anniversary date of the award based on continued employment over such three-year period.
- (6) The phantom unit award granted under the CSI Compressco equity plan on June 20, 2016 vests over a three-year period at a rate of one-third per year beginning on the first anniversary date of the award based on continued employment over such three-year period.

Outstanding Equity Awards at Fiscal Year End

The following table shows outstanding stock option awards previously awarded by TETRA and classified as exercisable as of December 31, 2016 for each Named Executive Officer. The table also discloses the number and value of unvested phantom unit awards granted under the CSI Compressco LP Amended and Restated 2011 Long Term Incentive Plan as of December 31, 2016.

Outstanding Equity Awards at Fiscal Year End Table

Name	Option Awards ⁽¹⁾				Unit Awards			
	Number of Securities Underlying Unexercised Options		Option Exercise Price	Option Expiration Date	Number of Units that Have Not Vested	Market Value of Units that Have Not Vested ⁽²⁾	Equity Incentive Plan Awards: Number of Unearned Units that Have Not Vested ⁽³⁾	Equity Incentive Plan Awards: Market Value or Payout Value of Unearned Units that Have Not Vested ⁽³⁾
	Options Exercisable	Options Unexercisable						
Timothy A. Knox					32,008 ⁽⁴⁾	\$ 311,438		
Timothy A. Knox					6,983 ⁽⁵⁾	\$ 67,945	10,475 ⁽⁶⁾	\$ 101,922
Timothy A. Knox					25,569 ⁽⁷⁾	\$ 248,786	25,569 ⁽⁸⁾	\$ 248,786
Elijio V. Serrano ⁽⁹⁾					6,984 ⁽¹⁰⁾	\$ 67,954	10,475 ⁽⁶⁾	\$ 101,922
Elijio V. Serrano ⁽⁹⁾							26,989 ⁽⁸⁾	\$ 262,603
Derek C. Coffie					25,189 ⁽¹¹⁾	\$ 245,089		
C. Brad Bengel					13,718 ⁽⁴⁾	\$ 133,476		
C. Brad Bengel					1,817 ⁽⁵⁾	\$ 17,679	2,725 ⁽⁶⁾	\$ 26,514
C. Brad Bengel					8,523 ⁽⁷⁾	\$ 82,929	8,523 ⁽⁸⁾	\$ 82,929
Ronald J. Foster	8,000		\$ 21.100	5/20/2018				
Ronald J. Foster	31,500		\$ 4.17	4/9/2019				
Ronald J. Foster	14,500		\$ 10.20	5/20/2020				
Ronald J. Foster					2,195 ⁽¹²⁾	\$ 21,357		
Ronald J. Foster					22,863 ⁽⁴⁾	\$ 222,457		
Ronald J. Foster					2,523 ⁽⁵⁾	\$ 24,549	3,785 ⁽⁶⁾	\$ 36,828
Ronald J. Foster					4,262 ⁽⁷⁾	\$ 41,469	4,262 ⁽⁸⁾	\$ 41,469
Levent Caglar					1,333 ⁽⁵⁾	\$ 12,970	2,000 ⁽⁶⁾	\$ 19,460
Levent Caglar					5,682 ⁽⁷⁾	\$ 55,286	5,682 ⁽⁸⁾	\$ 55,286

(1) All outstanding option awards relate to TETRA's common stock. Under the terms of TETRA's equity plans, the option exercise price must be greater than or equal to 100% of the closing price of the common stock on the date of grant.

(2) All outstanding unit awards relate to our common units. Market value is determined by multiplying the number of units that have not vested by \$9.73, the closing price of our common units on December 30, 2016.

(3) The number of units earned under these performance phantom unit awards will be determined based on actual level of achievement of an established performance objective. The amounts shown in these columns assume achievement of the target performance objective. Market value is determined by multiplying the target number of unearned units that have not vested by \$9.73, the closing price of our common units on December 30, 2016.

(4) The phantom unit award will cliff-vest on August 5, 2017.

(5) One-third portions of the remaining unvested phantom unit award granted on May 4, 2015 will vest on May 4, 2017, and May 4, 2018.

(6) The performance phantom unit award for the performance period of January 1, 2015 through December 31, 2017 may be settled pursuant to the terms of the award in March of 2018 if applicable performance objectives are met. The number of units shown is the target number of units that may be issued under the award.

(7) One-third portions of the unvested phantom unit award granted on May 2, 2016 will vest on May 2, 2017, May 2, 2018, and May 2, 2019.

(8) The performance phantom unit award for the performance period of January 1, 2016 through December 31, 2018 may be settled pursuant to the terms of the award in March of 2019 if applicable performance objectives are met. The number of units shown is the target number of units that may be issued under the award.

(9) The table above includes only the outstanding equity awards held by Mr. Serrano in the Partnership. Outstanding equity awards held by Mr. Serrano in TETRA will be reflected in TETRA's 2017 Proxy Statement.

(10) The phantom unit award will cliff-vest on May 4, 2018.

(11) One-third portions of the phantom unit award granted on June 20, 2016 will vest on June 20, 2017, June 20, 2018, and June 20, 2019.

(12) The remaining one-third portion of the unvested phantom unit award granted on May 27, 2014 will vest on May 27, 2017.

Option Exercises and Stock Vested

The following table sets forth certain information regarding restricted unit awards, phantom unit awards, and performance phantom unit awards under the CSI Compressco LP Amended and Restated 2011 Long Term Incentive Plan that became vested or were earned for each of our Named Executive Officers during the fiscal year ended December 31, 2016.

Option Exercises and Stock Vested Table

Name	Option Awards		Unit Awards ⁽¹⁾	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Units Acquired on Vesting	Value Realized on Vesting
	(#)	(\$)	(#)	(\$)
Timothy A. Knox	—	\$ —	4,258	\$ 34,192
Elijio V. Serrano	—	\$ —	—	\$ —
Derek C. Coffie	—	\$ —	—	\$ —
C. Brad Bengé	—	\$ —	1,108	\$ 8,897
Ronald J. Foster	—	\$ —	16,506	\$ 123,644
Levent Caglar	—	\$ —	7,152	\$ 62,247

(1) Includes the number and value of units issued pursuant to DERs settled in tandem with phantom unit awards.

(2) The table above reflects only the activity of Mr. Serrano with respect to equity awards granted by the Partnership. Any activity with respect to TETRA's equity awards will be reflected in TETRA's 2017 Proxy Statement.

Nonqualified Deferred Compensation

TETRA maintains the TETRA Technologies, Inc. Executive Nonqualified Excess Plan, an unfunded, nonqualified deferred compensation plan that allows participants to defer a portion of their base salaries and performance-based compensation. As of December 31, 2016, none of the Named Executive Officers had elected to participate in this plan.

Potential Payments upon a Change of Control or Termination

Effective August 4, 2014, in connection with the acquisition of CSI, we entered into Employment Agreements with Messrs. Knox, Foster, and Bengé that provide certain severance benefits including the payment of each NEO's base salary and continuation of medical and dental insurance coverage for the remaining term of the applicable initial employment period, the payment of any unpaid Annual Bonus (as defined in the Employment Agreements) for the preceding calendar year, a pro-rata payment of any Annual Bonus earned for the year in which such termination occurs, and full acceleration of the phantom units granted on August 5, 2014, as described above. Separately, we have entered into Change of Control Agreements with Messrs. Knox and Foster that are further described below.

Under the CSI Compressco LP Amended and Restated 2011 Long Term Incentive Plan, our Board of Directors, in its sole discretion, may accelerate the vesting of restricted units, phantom units, and performance phantom units held by our Named Executive Officers upon termination of their employment. For purposes of the following disclosure, we have assumed that all outstanding unit awards would be accelerated if the Named Executive Officer's employment was terminated in connection with a change of control, or upon the death, disability, or retirement of such officer.

Change of Control Agreement with Mr. Knox. We have entered into a change of control agreement with Mr. Knox (the "Knox COC Agreement"). The Knox COC Agreement has an initial two-year term, with an automatic one-year extension on the second anniversary of the effective date (and any anniversary date thereafter) unless a cancellation notice is given at least 90 days prior to the expiration of the then applicable term. Under the Knox COC Agreement, we have an obligation to provide certain benefits to Mr. Knox upon a qualifying termination event

that occurs in connection with or within two years following a "change of control" of CSI Compressco LP or TETRA. A qualifying termination event under the Knox COC Agreement includes the termination of Mr. Knox's employment by us other than for "Cause" (as that term is defined in the Knox COC Agreement) or termination by Mr. Knox for "Good Reason" (as that term is defined in the Knox COC Agreement).

Under the Knox COC Agreement, if a qualifying termination event occurs in connection with or within two years following a change of control, we have an obligation to pay Mr. Knox the following cash severance amounts: (i) (A) an amount equal to Mr. Knox's earned but unpaid Annual Bonus (as that term is defined in the Knox COC Agreement) attributable to the immediately preceding calendar year and earned but unpaid Long Term Bonus (as that term is defined in the Knox COC Agreement) attributable to the performance period ended as of the end of the immediately preceding calendar year to the extent such amounts would have been paid to Mr. Knox had he remained employed by us, and in each case only to the extent the performance goals for such bonus were achieved for the applicable performance period, plus (B) Mr. Knox's prorated target Annual Bonus for the current year, plus (C) an amount equal to Mr. Knox's target Long-Term Bonus for each outstanding award; plus (ii) the product of two times the sum of Mr. Knox's Base Salary (as that term is defined in the Knox COC Agreement) and target Annual Bonus amount for the year in which the qualifying termination event occurs; plus (iii) an amount equal to the aggregate premiums and any administrative fees applicable to Mr. Knox due to an election of continuation of coverage that he would be required to pay if he elected to continue medical and dental benefits under TETRA's group health plan for Mr. Knox and his eligible dependents without subsidy from us for a period of two years following the date of his qualifying termination event. The Knox COC Agreement also provides for full acceleration of vesting of any outstanding restricted unit awards, phantom unit awards, and other unit-based awards upon any qualifying termination event to the extent permitted under the applicable plan. All payments and benefits due under the Knox COC Agreement are conditioned upon the execution and non-revocation by Mr. Knox of a release for our benefit. All payments under the Knox COC Agreement are subject to reduction as may be necessary to avoid exceeding the amount allowed under Section 280G of the Internal Revenue Code of 1986, as amended. In the event a qualifying termination event occurs under the Knox COC Agreement, in order to avoid duplication, Mr. Knox will receive benefits under the Knox COC Agreement in lieu of under the Employment Agreement.

The Knox COC Agreement also contains certain confidentiality provisions and related restrictions applicable to Mr. Knox. In addition to restrictions upon improper disclosure and use of Confidential Information (as defined in the Knox COC Agreement), Mr. Knox agrees that for a period of two years following a termination of employment for any reason, he will not solicit our employees or otherwise engage in a competitive business with us as more specifically set forth in the Knox COC Agreement. Such obligations are only binding on Mr. Knox if he receives the severance benefits described above.

Change of Control Agreement with Mr. Foster. We have entered into a change of control agreement (the "Foster COC Agreement") with Mr. Foster. The Foster COC Agreement has an initial two-year term, with an automatic one-year extension on the second anniversary of the effective date (and any anniversary date thereafter) unless a cancellation notice is given at least 90 days prior to the expiration of the then applicable term. Under the Foster COC Agreement, we have an obligation to provide certain benefits to Mr. Foster upon a qualifying termination event that occurs in connection with or within two years following a "change of control" of us or TETRA. A qualifying termination event under the Foster COC Agreement includes the termination of Mr. Foster's employment with us other than for Cause (as that term is defined in the Foster COC Agreement) or termination by Mr. Foster for Good Reason (as that term is defined in the Foster COC Agreement).

Under the Foster COC Agreement, if a qualifying termination event occurs in connection with or within two years following a change of control, we have an obligation to pay Mr. Foster the following cash severance amounts: (i)(A) an amount equal to Mr. Foster's earned but unpaid Annual Bonus (as that term is defined in the Foster COC Agreement) attributable to the immediately preceding calendar year and earned but unpaid Long Term Bonus (as that term is defined in the Foster COC Agreement) attributable to the performance period ended as of the end of the immediately preceding calendar year to the extent such amounts would have been paid to Mr. Foster had he remained employed by us, and in each case only to the extent the performance goals for such bonus were achieved for the applicable performance period, plus (B) Mr. Foster's prorated target Annual Bonus for the current year, plus (C) an amount equal to Mr. Foster's target Long-Term Bonus for each outstanding award; plus (ii) the product of 2 times the sum of Mr. Foster's Base Salary and target Annual Bonus amount for the year in which the qualifying termination event occurs; plus (iii) an amount equal to the aggregate premiums and any administrative fees applicable to Mr. Foster due to an election of continuation of coverage that he would be required to pay if he elected to continue medical and dental benefits under the group health plan for Mr. Foster and

his eligible dependents without subsidy from us for a period of two years following the date of Mr. Foster's qualifying termination event. The Foster COC Agreement also provides for full acceleration of vesting of any outstanding restricted unit awards, phantom unit awards, and other unit-based awards upon Mr. Foster's qualifying termination event to the extent permitted under the applicable plan. All payments and benefits due under the Foster COC Agreement are conditioned upon the execution and nonrevocation by Mr. Foster of a release for our benefit. All payments under the Foster COC Agreement are subject to reduction as may be necessary to avoid exceeding the amount allowed under Section 280G of the Internal Revenue Code of 1986, as amended. In the event a qualifying termination event occurs under the Foster COC Agreement, in order to avoid duplication, Mr. Foster will receive benefits under the Foster COC Agreement in lieu of under the Employment Agreement.

The Foster COC Agreement also contains certain confidentiality provisions and other restrictions applicable to Mr. Foster. In addition to restrictions upon improper disclosure and use of Confidential Information (as defined in the Foster COC Agreement), Mr. Foster agrees that for a period of two years following a termination of employment for any reason, he will not solicit our employees or otherwise engage in a competitive business with us as more specifically set forth in the Foster COC Agreement. Such obligations are only binding on Mr. Foster if he receives the severance benefits described above.

TETRA has a Change of Control Agreement with Mr. Serrano, which was in effect during 2016. Payments and benefits under the TETRA Change of Control Agreement are triggered only on a change of control of TETRA. The terms of the TETRA Change of Control Agreement and a quantification of potential benefits to Mr. Serrano under the TETRA Change of Control Agreement will be disclosed in TETRA's 2017 Proxy Statement.

The following table quantifies the potential payments to Named Executive Officers who were employed by us as of December 31, 2016, under the contracts, agreements, or plans discussed above in various scenarios involving a change of control or termination of employment, assuming a December 31, 2016 termination date. In addition to the amounts reflected in the table, the Named Executive Officers would receive upon termination any salary earned through December 31, 2016, and any benefits they would otherwise be entitled to under TETRA's 401(k) Plan.

Name	Cash Severance Payment	Bonus Payment	Accelerated Vesting of Unit Awards ⁽¹⁾	Continuation of Health Benefits	Total
Timothy A. Knox					
Death/disability	\$ —	\$ —	\$ 978,877	\$ —	\$ 978,877
Retirement	—	—	978,877	—	978,877
Termination for cause	—	—	—	—	—
Termination for no cause or good reason ⁽²⁾	232,000	—	311,438	10,389	553,827
Termination upon a change of control ⁽³⁾	1,280,000	—	978,877	31,168	2,290,045
Derek C. Coffie					
Death/disability	\$ —	\$ —	\$ 245,089	\$ —	\$ 245,089
Retirement	—	—	245,089	—	245,089
Termination for cause	—	—	—	—	—
Termination for no cause or good reason ⁽²⁾	—	—	—	—	—
Termination upon a change of control ⁽³⁾	—	—	245,089	—	245,089
Charles B. Bengé					
Death/disability	\$ —	\$ —	\$ 343,527	\$ —	\$ 343,527
Retirement	—	—	343,527	—	343,527
Termination for cause	—	—	—	—	—
Termination for no cause or good reason ⁽²⁾	139,200	—	133,476	7,659	280,335
Termination upon a change of control	—	—	343,527	—	343,527

Name	Cash Severance Payment	Bonus Payment	Accelerated Vesting of Unit Awards ⁽¹⁾	Continuation of Health Benefits	Total
Ronald J. Foster					
Death/disability	\$ —	\$ —	\$ 388,130	\$ —	\$ 388,130
Retirement	—	—	388,130	—	388,130
Termination for cause	—	—	—	—	—
Termination for no cause or good reason ⁽²⁾	188,500	—	222,457	10,517	421,474
Termination upon a change of control ⁽³⁾	942,500	—	388,130	31,552	1,362,182
Levent Caglar					
Death/disability	\$ —	\$ —	\$ 143,002	\$ —	\$ 143,002
Retirement	—	—	143,002	—	143,002
Termination for cause	—	—	—	—	—
Termination for no cause or good reason ⁽²⁾	—	—	—	—	—
Termination upon a change of control ⁽³⁾	—	—	143,002	—	143,002

(1) Our Amended and Restated 2011 Long Term Incentive Plan allows acceleration upon termination following a change of control and upon death, disability, or retirement at the discretion of our Board of Directors (with regard to Named Executive Officers). Under the terms of Employment Agreements with Messrs. Knox, Foster, and Bengé, acceleration of the unit awards granted on August 5, 2014 would occur upon a termination by us without cause or a termination by the officer for "good reason." Under the terms of COC Agreements with Messrs. Knox and Foster, acceleration would automatically occur upon a qualifying termination of employment following a change of control. The value of accelerated unit awards is calculated by multiplying the number of accelerated units by \$9.73, the closing price of our common units on December 30, 2016.

(2) Pursuant to the terms of Employment Agreements with Messrs. Knox, Foster, and Bengé amounts shown include payment of base salary and provision of health benefits through August 4, 2017 (the remaining initial terms of the agreements), payment of the earned portion of annual bonuses for the 2016 performance period, and acceleration of the unit awards granted on August 5, 2014.

(3) Pursuant to the terms of Change of Control Agreements with Messrs. Knox and Foster, amounts shown represent a multiple of base salary plus target annual cash bonus, payment of the earned portion of annual bonuses for the 2016 performance period, acceleration of outstanding unit awards, and provision of health benefits through December 31, 2018.

Director Compensation

As of January 1, 2016, each director who is not an employee of our general partner, TETRA, or any of its subsidiaries, receives non-cash compensation of \$60,000 per year for attending regularly scheduled board meetings. The non-cash compensation is paid for the upcoming service year in the form of phantom unit awards that have an intended value of \$60,000, prorated for any newly-elected director to such director's date of election and that vest over the service year as set forth below. Directors who are appointed as the chairmen of our Conflicts Committee and Audit Committee receive additional non-cash compensation of \$5,000 and \$10,000 per year, respectively, prorated from their respective dates of appointment in their initial year of service, which is also paid in the form of phantom unit awards. All such awards of phantom units are granted under our Amended and Restated 2011 Long Term Incentive Plan. Directors are reimbursed for out-of-pocket expenses incurred in connection with their service as directors. In addition, each non-employee director is paid an annual cash retainer of \$60,000 per year, paid in quarterly installments. Effective July 1, 2016, the Board of Directors voluntarily agreed to a 10% reduction in the annual cash retainer to align with the employee wage and salary reductions implemented in 2016. The value of the equity award remains unchanged.

Directors who are also our officers or employees, or officers or employees of TETRA, do not receive any compensation for duties performed as our directors. Consequently, none of Mr. Knox, our President, Mr. Brightman, the President and Chief Executive Officer of TETRA, or Mr. Elkhoury, the Senior Vice President and Chief Operating Officer of TETRA, was compensated for his service to us as a director during 2016.

On May 2, 2016, the Board approved awards of 6,819 phantom units with an aggregate grant date fair market value of \$57,007 to Messrs. Coombs, Harrison, Larson, and Sullivan for their service as directors during the May 2016 through May 2017 service year. Also on May 2, 2016, with regard to the May 2016 through May 2017 service year, Mr. Harrison received an additional award of 568 phantom units with a grant date fair market value of \$4,478 for his service as chairman of the Conflicts Committee, and Mr. Larson received an additional award of 1,136 phantom units with a grant date fair market value of \$9,497 for his service as chairman of the Audit

Committee. One-third of all of the phantom units so awarded were immediately vested on May 2, 2016, and additional one-third portions of each award vest on January 2, 2017 and May 2, 2017. A phantom unit is a notional unit that entitles the director to receive a common unit of the Partnership upon vesting of the phantom unit. Each award of phantom units to Messrs. Coombs, Harrison, Larson, and Sullivan was granted in tandem with distribution equivalent rights ("DERs") that entitle the award holder to receive an additional number of common units equal in value to any distributions we pay during the period the award is outstanding times the number of unvested phantom units subject to the award. DERs are subject to the same vesting restrictions and risk of forfeiture applicable to the corresponding phantom units. It is anticipated that directors will be appointed to the Board in May of each calendar year.

Although Messrs. Brightman and Elkhoury did not receive compensation for their service as a director during 2016, on May 2, 2016, our Board approved awards of 74,761 performance-based phantom units to Mr. Brightman as part of the compensation he receives as President and Chief Executive Officer of TETRA and in recognition of his services to us. The aggregate grant date fair value of the unit awards granted to Mr. Brightman on May 2, 2016 was \$625,002, and such awards are included in the compensation reported for Mr. Brightman in TETRA's 2017 Proxy Statement. Our Board also approved awards of 29,830 performance-based phantom units to Mr. Elkhoury as part of the compensation he received as Senior Vice President and Chief Operating Officer of TETRA and in recognition of his services to us. The aggregate grant date fair value of the awards granted to Mr. Elkhoury on May 2, 2016 was \$249,379, and such awards are included in compensation reported for Mr. Elkhoury in TETRA's 2017 Proxy Statement. Each phantom unit award was granted in tandem with DERs.

The following table discloses the cash, equity awards, and other compensation earned, paid, or awarded, as the case may be, to each of our non-employee directors during the fiscal year ended December 31, 2016.

Director Compensation Table

Name	Fees Earned or Paid in Cash ⁽¹⁾	Unit Awards ⁽²⁾	All Other Compensation	Total
	(\$)	(\$)	(\$)	(\$)
Stuart M. Brightman	\$ — ⁽³⁾	\$ — ⁽³⁾	\$ — ⁽³⁾	\$ — ⁽³⁾
Joseph Elkhoury	— ⁽³⁾	— ⁽³⁾	— ⁽³⁾	— ⁽³⁾
Paul D. Coombs	57,000	57,007	—	114,007
D. Frank Harrison	57,000	61,755	—	118,755
James R. Larson	57,000	66,504	—	123,504
William D. Sullivan	57,000	57,007	—	114,007

(1) The amounts in this column reflect payments earned for service as a non-employee director during 2016.

(2) Phantom units granted on May 2, 2016 are valued at \$8.36 per common unit in accordance with FASB ASC Topic 718.

(3) Although Messrs. Brightman and Elkhoury did not receive compensation for their service as directors during 2016, on May 2, 2016, our Board of Directors approved awards of 74,761 and 29,830 performance-based phantom units to Messrs. Brightman and Elkhoury, respectively, as part of the compensation they receive as executive officers of TETRA and in recognition of their services to us. Phantom units granted on May 2, 2016 are valued at \$8.36 per common unit in accordance with FASB ASC Topic 718.

Compensation Policies and Risk Management

To the extent that risks may arise from our compensation policies and practices for our employees that are reasonably likely to have a material adverse effect on us, we are required to discuss our policies and practices for compensating our employees (including our employees that are not Named Executive Officers) as they relate to our risk management practices and risk-taking incentives. We have determined that our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on us, thus no such disclosure exists at this time. We seek to structure a balance between achieving strong short-term annual results and ensuring long-term viability and success by providing both annual and long-term incentive opportunities. We believe that providing both short- and long-term awards also helps to minimize any risk to us or our unitholders that could arise from excessive focus on short-term performance. Our general partner's board of directors is aware of the need to routinely assess our compensation policies and practices and will make a determination as to the necessity of this particular disclosure on an annual basis.

Management and Compensation Committee Interlocks and Insider Participation

As previously discussed, our general partner's Board is not required to maintain, and does not maintain, a compensation committee. During 2016, Messrs. Brightman, Elkhoury, and Knox, who were directors of our general partner, were also executive officers of TETRA. All compensation decisions with respect to Messrs. Brightman and Elkhoury are made by TETRA and they do not receive any compensation directly from us or from our general partner, with the exception of equity awards granted under our Amended and Restated 2011 Long Term Incentive Plan, as described above. All compensation decisions with respect to Mr. Knox are made by TETRA and our general partner as described above, with the exception of equity awards under the CSI Compressco LP Amended and Restated 2011 Long Term Incentive Plan which, if awarded, are granted by our general partner's Board. Please read Item 13, "Certain Relationships and Related Party Transactions, and Director Independence" below, for information about relationships among us, our general partner, and TETRA.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Beneficial Ownership of Certain Unitholders and Management

The following table sets forth certain information with respect to the beneficial ownership of our common units as of December 31, 2016 with respect to each person that beneficially owns five percent (5%) or more of our outstanding common units, and as of February 28, 2017, with respect to (i) our directors; (ii) our Named Executive Officers; and (iii) our directors and executive officers as a group.

Name and Business Address of Beneficial Owner	Common Units Beneficially Owned	Percentage of Class ⁽¹⁾
TETRA Technologies, Inc. 24955 Interstate 45 North The Woodlands, Texas 77380	14,091,517 ⁽²⁾	42.4%
Goldman Sachs Asset Management 200 West Street New York, New York 10282	3,538,654 ⁽³⁾	10.6%
OppenheimerFunds, Inc. 225 Liberty Street New York, New York 10281	2,995,963 ⁽⁴⁾	9.0%
Stuart M. Brightman	24,700	*
Paul D. Coombs	21,461	*
Joseph Elkhoury	2,000	*
D. Frank Harrison	20,216	*
Timothy A. Knox	13,550	*
James R. Larson	25,369	*
William D. Sullivan	36,230	*
C. Brad Benge	815	*
Derek C. Coffie	—	*
Ronald J. Foster	49,822	*
Levent Caglar	6,388	*
Director and executive officers as a group (12 persons)	201,144	0.6%

* Less than 1%.

(1) Reflects common units beneficially owned as a percentage of common units outstanding.

(2) The common units beneficially owned by TETRA Technologies, Inc. are directly held of record by our general partner, CSI Compressco Investment, LLC, and TETRA International Incorporated, each a wholly owned subsidiary of TETRA Technologies, Inc. Each of our general partner and TETRA International Incorporated has sole voting and investment power over the common units held by them. As a result, TETRA Technologies, Inc. has indirect, sole voting and investment power over the common units held by our general partner and TETRA International Incorporated. In addition, the number of common units does not include common units that are issuable within sixty (60) days of February 28, 2017, upon conversion of a portion of the Preferred Units held by CSI Compressco Investment LLC. Such Preferred Units are converted into common units based upon a conversion price determined by the trading prices of the common units over the month preceding the conversion date and as a result, the number of common units is indeterminable at this time.

(3) Pursuant to a Schedule 13G/A dated February 7, 2017, Goldman Sachs Asset Management, L.P., together with G.S. Investment Strategies, LLC, report shared voting power and shared dispositive power with respect to 3,538,654 of our common units.

(4) Pursuant to a Schedule 13G/A dated January 31, 2017, OppenheimerFunds, Inc. and Oppenheimer SteelPath MLP Income Fund report shared voting power and shared dispositive power with respect to 2,995,963 of our common units. Although OppenheimerFunds, Inc. and Oppenheimer SteelPath MLP Income Fund possess voting and investment power over the reported common units and are deemed to be the beneficial owners of such units, each of them disclaims beneficial ownership of such common units.

The following table sets forth certain information with respect to the beneficial ownership of the common stock of TETRA as of February 28, 2017 with respect to (i) our directors; (ii) our Named Executive Officers; and (iii) our directors and executive officers as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class
Stuart M. Brightman	1,259,316 ⁽¹⁾	1.1%
Paul D. Coombs	718,975	*
Joseph Elkhoury	260,670 ⁽²⁾	*
D. Frank Harrison	—	*
Timothy A. Knox	—	*
James R. Larson	—	*
William D. Sullivan	135,047	*
C. Brad Bengé	—	*
Derek C. Coffie	—	*
Ronald J. Foster	60,601 ⁽³⁾	*
Levent Caglar	—	*
Director and executive officers as a group (12 persons)	2,434,609 ⁽⁴⁾	2.1%

* Less than 1%.

(1) Includes 727,098 shares subject to options exercisable within 60 days of February 28, 2017.

(2) Includes 27,516 shares subject to options exercisable within 60 days of February 28, 2017.

(3) Includes 54,000 shares subject to options exercisable within 60 days of February 28, 2017.

(4) Includes 808,614 shares subject to options exercisable within 60 days of February 28, 2017.

Equity Compensation Plan Information

The following table provides information as of December 31, 2016, regarding compensation plans (including individual compensation arrangements) under which our common units are authorized for issuance.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants or Rights	Weighted Average Exercise Price of Outstanding Options, Warrants, or Rights	Number of Securities Remaining Available for Future Issuance under Equity Comp. Plans (Excluding Securities Shown in the First Column)
Equity compensation plans approved by security holders	—	\$ —	—
Equity compensation plans not approved by security holders ⁽¹⁾	609,417 ⁽²⁾	\$ —	629,509
Total:	609,417	\$ —	629,509

(1) Consists of the Amended and Restated 2011 Long Term Incentive Plan, which was approved by the Board of our general partner in connection with the Initial Public Offering. Please read "Item 11. Executive Compensation" of this Annual Report on Form 10-K for additional information regarding the Amended and Restated 2011 Long Term Incentive Plan.

(2) Represents phantom unit awards and performance phantom unit awards outstanding under the Amended and Restated 2011 Long Term Incentive Plan. These phantom unit awards and performance phantom unit awards do not have an exercise price.

Please see "Compensation Discussion and Analysis – Compensation Elements – Equity Incentive Awards" under Item 11 of this Annual Report for information about the material features of the Amended and Restated 2011 Long Term Incentive Plan, which information is incorporated by reference in this Item 12.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Certain Transactions

Review, Approval or Ratification of Transactions with Related Persons. The related person transactions in which we engaged in 2016 were typically of a recurring, ordinary course nature, were previously made known to the Board of our general partner, and generally were of the sort contemplated by the Omnibus Agreement dated June 20, 2011, as amended on June 20, 2014 as described below, among us, our general partner and TETRA Technologies, Inc. (the "Omnibus Agreement") and other related party agreements entered into in connection with our Initial Public Offering. We do not have formal, specified policies for the review, approval or ratification of transactions required to be reported under paragraph (a) of Regulation S-K Item 404. However, because related person transactions may result in potential conflicts of interest among management and board-level decision makers, our Partnership Agreement does set forth procedures that the general partner may utilize in connection with resolutions of potential conflicts of interest, including the referral of such matters to an independent conflicts committee for its review and approval or disapproval of such matters.

The Conflicts Committee, which was formed in April 2012, is currently composed of two directors of the Board of our general partner, each of whom has been deemed by the Board to meet the independence standards established under the Partnership Agreement. The purposes of the Conflicts Committee are to carry out certain duties set forth in our Partnership Agreement and the Omnibus Agreement, and to carry out any other duties delegated by the Board that involve or relate to conflicts of interest between us and TETRA, including its operating

subsidiaries. The Conflicts Committee has sole authority to retain and terminate any consultants, attorneys, independent accountants or other service providers to assist it in the evaluation of conflicts matters.

The Conflicts Committee is charged with acting on an informed basis, in good faith and with an honest belief that any action taken by the committee is in our best interests. In taking any such action, including the resolution of a conflict of interest, the conflicts committee will be authorized to consider any factors it determines in its sole discretion to be relevant, reasonable or appropriate under the circumstances.

Transactions with our General Partner and its Affiliates.

As of February 28, 2017, TETRA and certain of its subsidiaries, including our general partner, owned 14,250,709 common units, which constitutes a 42.6% limited partner interest in us, and an approximate 2% general partner interest in us. Prior to August 18, 2014, TETRA also held 6,273,970 subordinated units. Effective August 18, 2014, all of these subordinated units were automatically converted on a one-for-one basis into common units. TETRA is, therefore, a "related person" to us as such term is defined by the SEC.

In August 2016 and September 2016, we issued and sold 6,999,126 newly-authorized Series A Convertible Preferred Units (the "Preferred Units") in a private placement. One of the purchasers in the Initial Private Placement was TETRA, which purchased 874,891 of the Preferred Units at the aggregate Issue Price of \$10.0 million and representing 12.5% ownership of the Preferred Units.

Distributions and Payments to the General Partner and its Affiliates. We will generally make cash distributions 98% to unitholders on a pro rata basis, including our general partner and certain subsidiaries of TETRA, as the holders of 14,250,709 common units and approximately 2% to our general partner. In addition, because distributions have exceeded certain higher target distribution levels (beginning with the distribution for the three month period ended June 30, 2014) as provided for in our Partnership Agreement, TETRA and our general partner are entitled to Incentive Distribution Rights of the distributions up to 48% of the distributions above the highest target distribution level. However, beginning with the distribution paid in February 2016, our quarterly cash distribution was reduced to \$0.3775 per common unit, and fell below the target distribution levels needed to result in Incentive Distribution Rights distribution to the General Partner. In addition, TETRA, as holders of 874,891 Preferred Units, is entitled to its share of paid in kind distributions paid to holders of Preferred Units beginning in November 2016, as prescribed in our Partnership Agreement, as amended.

For the year ended December 31, 2016, we paid aggregate cash distributions of approximately \$50.2 million on our common units, and \$1.0 million on our general partner interest to TETRA and our general partner. In addition, in November 2016, we distributed 13,861 of paid in kind Preferred Units to TETRA. On February 14, 2017, we paid quarterly distributions with respect to the period from October 1, 2016 through December 31, 2016, including approximately \$12.6 million aggregate cash distribution on our common units and \$0.3 million cash distribution on our general partner interest to TETRA and our general partner, as well as 24,255 paid in kind Preferred Units paid to TETRA.

Omnibus Agreement. Our ongoing relationship with TETRA and our general partner is governed by the Omnibus Agreement. On June 20, 2014, the Board of our general partner, upon the recommendation of the Conflicts Committee, approved an amendment to the Omnibus Agreement to extend the term of the agreement (which was set to expire on that date). Pursuant to the terms of the Omnibus Agreement, TETRA and our general partner are reimbursed for direct costs incurred in operating and maintaining our business and allocated expenses for personnel who perform corporate, general and administrative services on our behalf. TETRA and our general partner do not receive any separate management fee or other compensation for management of us. The Omnibus Agreement (other than the indemnification obligations described under "Indemnification for Environmental and Related Liabilities," below) will terminate upon the earlier to occur of (i) a change in control of TETRA or our general partner, or (ii) any party providing at least 180 days prior written notice of termination to each of the other parties.

Subcontract Services

Under the Omnibus Agreement, we or TETRA and our general partner may, but neither is under any obligation to, perform for the other such production enhancement or other oilfield services on a subcontract basis as are needed or desired by the entity retaining such services, for such periods of time and in such amounts as may be mutually agreed upon by us and TETRA and our general partner. Any such services are required to be performed on terms that are either (i) approved by the conflicts committee of our general partner's board of directors, (ii) no less favorable to us than those generally being provided to or available from non-affiliated third parties, as determined by our general partner, or (iii) fair and reasonable to us, taking into account the totality of the relationships between us and TETRA, as determined by our general partner. For the year ended, December 31, 2016, in connection with our operations in Argentina, a subsidiary of TETRA provided services to a subsidiary of ours on a subcontract basis for approximately \$0.6 million.

Sales, Leases, or Like-Kind Exchanges of Equipment

Under the Omnibus Agreement, we or TETRA and our general partner may, but neither is under any obligation to, sell, lease, or like-kind exchange to the other such production enhancement or other oilfield services equipment as is needed or desired by the acquiring entity to meet its production enhancement or other oilfield services obligations, in such amounts, in such conditions, and for such periods of time as may be mutually agreed upon by us and our general partner. Any such sales, leases, or like-kind exchanges are required to be on terms that are either (i) approved by the conflicts committee of our general partner's board of directors, (ii) no less favorable to us than those generally being provided to or available from non-affiliated third parties, as determined by our general partner, or (iii) fair and reasonable to us, taking into account the totality of the relationships between us and TETRA, as determined by our general partner. In addition, unless otherwise approved by the conflicts committee of our general partner's board of directors, TETRA may purchase newly fabricated equipment from us, but only for a price not less than the sum of the total costs (other than any allocations of general and administrative expenses) incurred by us in manufacturing such equipment plus a fixed margin percentage thereof, and TETRA may purchase from us previously fabricated equipment for a price that is not less than the sum of the net book value of such equipment plus a fixed margin percentage thereof. For the year ended December 31, 2016, the approximate dollar value of the amounts involved in transactions between us and TETRA that were related to the sale, lease or like-kind exchange of equipment was as follows:

- Pursuant to an equipment sharing agreement between two of our subsidiaries and a subsidiary of TETRA in connection with operations in Mexico, TETRA's subsidiary charged our subsidiaries equipment rental amounts of approximately \$1.2 million during 2016. In addition, another TETRA subsidiary charged our subsidiaries \$0.1 million during 2016 for parts and insurance coverage purchased for use by our subsidiaries in Mexico and for reimbursement to a TETRA subsidiary for certain capital expenditures.
- In addition to the foregoing, we also provide early production services to a customer in Argentina. Two subsidiaries of TETRA charged a subsidiary of ours in Argentina approximately \$1.5 million during 2016 for

equipment that is leased, and other equipment that is subleased, along with associated technical service charges, from TETRA's subsidiary to our subsidiary in Argentina related to those operations. In connection with our operations in Argentina, our subsidiary invoiced another subsidiary of TETRA for reimbursement of expenses incurred on behalf of TETRA's subsidiary of approximately \$0.1 million during 2016.

Income Sharing

Under our agreement with TETRA to provide early production services ("EPS") to a customer in Argentina, we retain a portion of the income generated under the EPS contract. During 2016, a subsidiary of TETRA invoiced a subsidiary of ours approximately \$0.8 million pursuant to our income sharing agreement with TETRA.

Provision of Personnel and Services

Our business operations are conducted by our general partner's employees, our Canadian employees, and certain employees of TETRA's Mexico-based subsidiaries. In addition, TETRA and our general partner provide certain corporate general and administrative services to us that are reasonably necessary for the conduct of our business. Such corporate general and administrative services include legal, accounting and financial reporting, treasury, insurance administration, claims processing and risk management, health, safety and environmental, information technology, human resources, credit, payroll, internal audit, and tax services. Under the Omnibus Agreement, the services TETRA and our general partner provide to us must be substantially similar in nature and quantity to the services TETRA and our general partner previously provided to our successor entity and they can be no lower in quantity than is reasonably necessary to assist us in the management and operation of our business. For the year ending December 31, 2016, TETRA and our general partner charged us approximately \$34.0 million in reimbursement for such services. The amount to be charged by TETRA and our general partner increased beginning in the fourth quarter of 2014 as a result of the CSI Acquisition.

In January 2017, we and TETRA agreed that our reimbursement for corporate general and administrative services performed by TETRA during the fourth quarter of 2016 would be paid using common units rather than cash, with the number of units issued determined based on average trading price of our common units over a defined period. These services, which totaled \$1.6 million for the fourth quarter of 2016, were reimbursed with the issuance of 159,192 common units issued in January 2017.

Indemnification for Environmental and Related Liabilities

Under the Omnibus Agreement, subject to certain limitations, TETRA and our general partner have indemnified us against certain potential environmental claims, losses, and expenses associated with TETRA's operation of our Predecessor entity prior to the completion of the Initial Public Offering, and we have indemnified TETRA and our general partner for environmental claims arising following the completion of the Initial Public Offering regarding the businesses contributed by TETRA and our general partner to us. TETRA and our general partner have also indemnified us for liabilities related to certain defects in title to our assets and certain consents and permits necessary to own and operate such assets, and tax liabilities attributable to TETRA's operation of our assets prior to the completion of the Initial Public Offering.

Director Independence

Please see Part III, Item 10 of this annual report ("Corporate Governance and Director Independence") for a discussion of director independence matters, which discussion is incorporated by reference into this Item 13.

Item 14. Principal Accounting Fees and Services.

Fees Paid to Principal Accounting Firm

The following table sets forth the aggregate fees for professional services rendered to us by our principal accounting firm, Ernst & Young LLP, for the fiscal years ended December 31, 2016, and 2015, respectively:

	<u>2016</u>	<u>2015</u>
Audit fees	\$ 1,313,000	\$ 2,058,000
Audit related fees	259,000	—
Tax fees	—	—
Total fees	<u>\$ 1,572,000</u>	<u>\$ 2,058,000</u>

Our Audit Committee pre-approved 100% of the fees shown in the above table. Before approving these fees, our Audit Committee considered whether the provision of services by Ernst & Young LLP that are not related to the audit of our financial statements was compatible with maintaining the independence of Ernst & Young LLP, and concluded that it was.

Audit Committee Pre-Approval of Audit and Non-Audit Services

The Audit Committee of our general partner has adopted a Pre-Approval Policy with respect to services which may be performed by our independent registered public accounting firm (the "Audit Firm"). This policy provides that all audit and non-audit services to be performed by the Audit Firm must be specifically pre-approved on a case-by-case basis by the Audit Committee. The Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the entire Audit Committee at or before its next scheduled meeting. As of the date hereof, the Audit Committee has delegated this authority to the Chairman of the Audit Committee. Neither the Audit Committee, nor the person to whom pre-approval authority is delegated, may delegate their responsibilities to pre-approve services performed by the Audit Firm to our management.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) List of documents filed as part of this Report

	Page
1. Financial Statements of the Partnership	
Reports of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets at December 31, 2016 and 2015	F-3
Consolidated Statements of Operations for the years ended December 31, 2016, 2015 and 2014	F-4
Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015, and 2014	F-5
Consolidated Statements of Partners' Capital for the years ended December 31, 2016, 2015, and 2014	F-6
Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015, 2014	F-7
Notes to Consolidated Financial Statements	F-8
2. Financial statement schedules have been omitted as they are not required, are not applicable, or the required information is included in the financial statements or notes thereto.	
3. List of Exhibits	
3.1 Certificate of Limited Partnership of Compressco Partners, L.P. (incorporated by reference to Exhibit 3.1 to the Partnership's Registration Statement on Form S-1 filed on November 10, 2008 (SEC File No. 333-155260)).	
3.2 First Amended and Restated Agreement of Limited Partnership of Compressco Partners, L.P., dated June 20, 2011 (incorporated by reference to Exhibit 3.1 to the Partnership's Current Report on Form 8-K filed on June, 24, 2011 (SEC File No. 001-35195)).	
3.3 Certificate of Incorporation of Compressco Partners GP Inc. (incorporated by reference to Exhibit 3.3 to the Partnership's Registration Statement on Form S-1 filed on November 10, 2008 (SEC File No. 333-155260)).	
3.4 First Amended and Restated Bylaws of Compressco Partners GP Inc., dated June 20, 2011 (incorporated by reference to Exhibit 3.2 to the Partnership's Current Report on Form 8-K filed on June, 24, 2011 (SEC File No. 001-35195)).	
3.5 Certificate of Correction of the Certificate of Limited Partnership of Compressco Partners, L.P. (incorporated by reference to Exhibit 3.5 to Amendment No.1 to the Partnership's Registration Statement on Form S-1/A filed on December 19, 2008 (SEC File No. 333-155260)).	
3.6 Amendment to the Certificate of Limited Partnership of Compressco Partners, L.P (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on December 1, 2014 (SEC File No. 001-35195)).	
3.7 Amendment No. 1 to the First Amended and Restated Agreement of Limited Partnership of Compressco Partners, L.P (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed on December 1, 2014 (SEC File No. 001-35195)).	
3.8 Certificate of Amendment to the Certificate of Incorporation of Compressco Partners GP Inc. (incorporated by reference to Exhibit 3.3 to the Current Report on Form 8-K filed on December 1, 2014 (SEC File No. 001-35195)).	
3.9 Second Amended and Restated Bylaws of Compressco Partners GP Inc. (incorporated by reference to Exhibit 3.4 to the Current Report on Form 8-K filed on December 1, 2014 (SEC File No. 001-35195)).	
3.10 Second Amended and Restated Agreement of Limited Partnership of CSI Compressco LP, dated as of August 8, 2016 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on August 8, 2016 (SEC File No. 001-35195)).	
4.1 Specimen Unit Certificate representing Common Units (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Partnership's Registration Statement on Form S-1 filed on April 12, 2011 (SEC File No. 333-155260)).	
4.2 Registration Rights Agreement, dated as of August 8, 2016, by and among CSI Compressco LP and the other parties signatory thereto (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on August 8, 2016 (SEC File No. 001-35195)).	
4.3 Registration Rights Agreement, dated as of September 20, 2016, by and among CSI Compressco LP and the other parties signatory thereto (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on September 21, 2016 (SEC File No. 001-35195)).	

- 10.1 Contribution, Conveyance and Assumption Agreement, dated June 20, 2011, by and among Compressco, Inc., Compressco Field Services, Inc., Compressco Canada, Inc., Compressco de Mexico, S. de R.L. de C.V., Compressco Partners GP Inc., Compressco Partners, L.P., Compressco Partners Operating, LLC, Compressco Netherlands B.V., Compressco Holdings, LLC, Compressco Netherlands Coöperatief U.A., Compressco Partners Sub, Inc., TETRA International Incorporated, Production Enhancement Mexico, S. de R.L. de C.V. and TETRA Technologies, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 24, 2011 (SEC File No. 001-35195)).
- 10.2 Omnibus Agreement, dated June 20, 2011, by and among Compressco Partners, L.P., TETRA Technologies, Inc. and Compressco Partners GP Inc. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on June 24, 2011 (SEC File No. 001-35195)).
- 10.3*** Compressco Partners, L.P. 2011 Long Term Incentive Plan (incorporated by reference to Exhibit 4.4 to the Partnership's Registration Statement on Form S-8 filed on June 17, 2011 (SEC File No. 333-175007)).
- 10.4*** Form of Employee Restricted Unit Agreement under the Compressco Partners, L.P. 2011 Long Term Incentive Plan (incorporated by reference to Exhibit 4.5 to the Partnership's Registration Statement on Form S-8 filed on June 17, 2011 (SEC File No. 333-175007)).
- 10.5*** Form of Director Restricted Unit Agreement under the Compressco Partners, L.P. 2011 Long Term Incentive Plan (incorporated by reference to Exhibit 4.6 to the Partnership's Registration Statement on Form S-8 filed on June 17, 2011 (SEC File No. 333-175007)).
- 10.6 Form of Indemnification Agreement (incorporated by reference to Exhibit 10.5 to Amendment No. 4 to the Partnership's Registration Statement on Form S-1/A filed on May 27, 2011 (SEC File No. 333-155260)).
- 10.7 Credit Agreement, dated June 24, 2011, by and among Compressco Partners, L.P., Compressco Partners Operating, LLC and Compressco Partners Sub, Inc., as the borrowers, the Partnership's existing and future domestic subsidiaries, as loan guarantors, and JP Morgan Chase Bank, N.A., as the lender (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 30, 2011 (SEC File No. 001-35195)).
- 10.8+*** Summary Description of the Compensation of Non-Employee Directors of Compressco Partners GP Inc.
- 10.9+*** Summary Description of Named Executive Officer Compensation.
- 10.10*** Forms of Phantom Unit Agreement, Non-Employee Director Phantom Unit Agreement and Performance Phantom Unit Agreement under the 2011 Long Term Incentive Plan (incorporated by reference to Exhibits 99.1, 99.2 and 99.3, respectively, to the Current Report on Form 8-K filed on June 1, 2012 (SEC File No. 001-35195)).
- 10.11 First Amendment to Credit Agreement dated as of December 4, 2012, among Compressco Partners, L.P. as borrowers, and JPMorgan Chase Bank, National Association (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 5, 2012 (SEC File No. 001-35195)).
- 10.12 Second Amendment to Credit Agreement and First Amendment to Pledge and Security Agreement, dated May 14, 2013, by and among Compressco Partners, L.P., Compressco Partners Operating, LLC and Compressco Partners Sub, Inc., as the borrowers, the Partnership's existing and future domestic subsidiaries, as loan guarantors, and JP Morgan Chase Bank, N.A. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 16, 2013 (SEC File No. 001-35195)).
- 10.13 Change of Control Agreement with Ronald J. Foster (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 4, 2013 (SEC File No. 001-35195)).
- 10.14 Credit Agreement, dated October 15, 2013, by and among Compressco Partners, L.P., Compressco Partners Operating, LLC, Compressco Partners Sub, Inc., Compressco Holdings, LLC, Compressco Leasing, LLC, Compressco Field Services International, LLC, and Compressco International, LLC, as the borrowers, JP Morgan Chase Bank, N.A., as Administrative Agent, and JPMorgan Chase Bank, N.A., Bank of America, N.A., and PNC Bank, National Association, as lenders (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on October 18, 2013 (SEC File No. 001-35195)).
- 10.15 First Amendment to Omnibus Agreement, dated June 20, 2014, by and among TETRA Technologies, Inc., Compressco Partners, L.P., and Compressco Partners GP Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 26, 2014 (SEC File No. 001-35195)).
- 10.16 Stock Purchase Agreement, dated as of July 20, 2014, by and between Warren Equipment Company and Compressco Partners Sub, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed on July 21, 2014 (SEC File No. 001-35195)).
- 10.17 Indenture, dated as of August 4, 2014, by and among Compressco Partners, L.P., Compressco Finance Inc., the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on August 4, 2014 (SEC File No. 001-35195)).
- 10.18 Registration Rights Agreement, dated as of August 4, 2014, by and among Compressco Partners, L.P., Compressco Finance Inc., the Guarantors party thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representative of the Initial Purchasers named therein (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed on August 4, 2014 (SEC File No. 001-35195)).
- 10.19 Guaranty, dated July 20, 2014, by Compressco Partners, L.P. in favor of Warren Equipment Company (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on July 21, 2014 (SEC File No. 001-35195)).
- 10.20 Contribution and Unit Purchase Agreement, dated as of July 20, 2014, by and among Compressco Partners, L.P., Compressco Partners GP, Inc. and TETRA Technologies, Inc. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on July 21, 2014 (SEC File No. 001-35195)).

- 10.21 Purchase Agreement, dated as of July 29, 2014, by and among Compressco Partners, L.P., Compressco Finance Inc., the Guarantors party thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representative of the Initial Purchasers named therein (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on August 4, 2014 (SEC File No. 001-35195)).
- 10.22 Purchase Agreement Joinder, dated as of August 4, 2014, by and among the Guarantors party thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated as Representative of the Initial Purchasers named therein (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on August 4, 2014 (SEC File No. 001-35195)).
- 10.23 Credit Agreement, dated as of August 4, 2014, by and among Compressco Partners, L.P., Compressco Partners Sub, Inc., the lenders from time to time party thereto, Bank of America, N.A., in its capacity as administrative agent for the lenders and collateral agent, and the other parties thereto (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on August 4, 2014 (SEC File No. 001-35195)).
- 10.24*** Employment Agreement dated August 4, 2014 by and between Compressco Partners GP Inc. and Timothy A. Knox (incorporated by reference to Exhibit 10.6 to the Quarterly Report on Form 10-Q filed on November 14, 2014 (SEC File No. 001-35195)).
- 10.25*** Change in Control Agreement dated August 4, 2014 by and between Compressco Partners GP Inc. and Timothy A. Knox (incorporated by reference to Exhibit 10.7 to the Quarterly Report on Form 10-Q filed on November 14, 2014 (SEC File No. 001-35195)).
- 10.26*** Employment Agreement executed November 6, 2014, but effective as of August 4, 2014, by and between Compressco Partners GP, Inc. and Ronald J. Foster (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on November 11, 2014 (SEC File No. 001-35195)).
- 10.27*** Employment Agreement dated July 20, 2014, but effective as of August 4, 2014, by and between Compressco Partners GP Inc. and Charles B. Bengé.
- 10.28*** Employment Agreement dated July 20, 2014, but effective as of August 4, 2014, by and between Compressco Partners GP Inc. and Anthony D. Speer.
- 10.29 Registration Rights Agreement, dated as of April 30, 2015, by and among CSI Compressco LP, TETRA Technologies, Inc., and Wells Fargo Energy Capital, Inc., in its capacity as noteholder representative (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 6, 2016 (SEC File No. 001-35195)).
- 10.30*** CSI Compressco LP Amended and Restated 2011 Long Term Incentive Plan, as amended through March 3, 2015 (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q filed on August 11, 2015 (SEC File No. 001-35195)).
- 10.31*** Separation and Release Agreement by and between Kevin Book and CSI Compressco GP Inc., dated December 21, 2015 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 22, 2015 (SEC File No. 001-35195)).
- 10.32 Third Amendment to Credit Agreement dated May 25, 2016 (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed on May 25, 2016 (SEC File No. 001-35195)).
- 10.33*** Amendment dated May 9, 2016 to Employment Agreement dated effective as of August 4, 2014 between CSI Compressco GP Inc. and Timothy A. Knox (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 9, 2016 (SEC File No. 001-35195)).
- 10.34*** Amendment dated May 9, 2016 to Employment Agreement dated effective as of August 4, 2014 between CSI Compressco GP Inc. and Ronald J. Foster (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on May 9, 2016 (SEC File No. 001-35195)).
- 10.35*** Amendment dated May 9, 2016 to Employment Agreement dated effective as of August 4, 2014 between CSI Compressco GP Inc. and Charles B. Bengé (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on May 9, 2016 (SEC File No. 001-35195)).
- 10.36*** Amendment dated May 9, 2016 to Employment Agreement dated effective as of August 4, 2014 between CSI Compressco GP Inc. and Anthony D. Speer (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on May 9, 2016 (SEC File No. 001-35195)).
- 10.37*** Consent and Acknowledgment between CSI Compressco GP Inc and Timothy A. Knox dated August 1, 2016 (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on September 21, 2016 (SEC File No. 001-35195)).
- 10.38 Series A Preferred Unit Purchase Agreement, dated as of August 8, 2016, by and among CSI Compressco LP and the Purchasers party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on August 8, 2016 (SEC File No. 001-35195)).
- 10.39 Series A Preferred Unit Purchase Agreement, dated as of September 20, 2016, by and among CSI Compressco LP and the Purchasers party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on September 21, 2016 (SEC File No. 001-35195)).
- 10.40 Fourth Amendment to Credit Agreement dated November 3, 2016 (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K/A filed on November 4, 2016 (SEC File No. 001-35195)).
- 21+ Subsidiaries of the Partnership

23.1+	Consent of Ernst & Young LLP
31.1+	Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) and 15d-14(a) of the Exchange Act, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2+	Certification of Principal Financial Officer Pursuant to Rule 13a-14(a) and 15d-14(a) of the Exchange Act, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer Furnished Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Principal Financial Officer Furnished Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS++	XBRL Instance Document
101.SCH++	XBRL Taxonomy Extension Schema Document
101.CAL++	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF++	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB++	XBRL Taxonomy Extension Label Linkbase Document
101.PRE++	XBRL Taxonomy Extension Presentation Linkbase Document

+ Filed with this report.

** Furnished with this report.

*** Management contract or compensatory plan or arrangement.

++ Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Operations for the years ended December 31, 2016, 2015 and 2014; (ii) Consolidated Balance Sheets as of December 31, 2016 and December 31, 2015; (iii) Consolidated Statements of Partners' Capital/Net Parent Equity for the years ended December 31, 2016, 2015 and 2014; (iv) Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014; (v) Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014; and (vi) Notes to Consolidated Financial Statements for the year ended December 31, 2016.

Item 16. Form 10-K Summary.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, CSI Compressco LP has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CSI COMPRESSCO LP

**By: CSI Compressco GP Inc.,
its general partner**

Date: February 28, 2017

By: /s/Timothy A. Knox

Timothy A. Knox, President
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities with CSI Compressco GP Inc, its general partner, and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/Stuart M. Brightman</u> Stuart M. Brightman	Chairman of the Board of Directors	February 28, 2017
<u>/s/Timothy A. Knox</u> Timothy A. Knox	President and Director (Principal Executive Officer)	February 28, 2017
<u>/s/Derek C. Coffie</u> Derek C. Coffie	Chief Financial Officer (Principal Financial Officer) (Principal Accounting Officer)	February 28, 2017
<u>/s/Paul D. Coombs</u> Paul D. Coombs	Director	February 28, 2017
<u>/s/ Joseph Elkhoury</u> Joseph Elkhoury	Director	February 28, 2017
<u>/s/D. Frank Harrison</u> D. Frank Harrison	Director	February 28, 2017
<u>/s/James R. Larson</u> James R. Larson	Director	February 28, 2017
<u>/s/William D. Sullivan</u> William D. Sullivan	Director	February 28, 2017

EXHIBIT INDEX

- 3.1 Certificate of Limited Partnership of Compressco Partners, L.P. (incorporated by reference to Exhibit 3.1 to the Partnership's Registration Statement on Form S-1 filed on November 10, 2008 (SEC File No. 333-155260)).
- 3.2 First Amended and Restated Agreement of Limited Partnership of Compressco Partners, L.P., dated June 20, 2011 (incorporated by reference to Exhibit 3.1 to the Partnership's Current Report on Form 8-K filed on June, 24, 2011 (SEC File No. 001-35195)).
- 3.3 Certificate of Incorporation of Compressco Partners GP Inc. (incorporated by reference to Exhibit 3.3 to the Partnership's Registration Statement on Form S-1 filed on November 10, 2008 (SEC File No. 333-155260)).
- 3.4 First Amended and Restated Bylaws of Compressco Partners GP Inc., dated June 20, 2011 (incorporated by reference to Exhibit 3.2 to the Partnership's Current Report on Form 8-K filed on June, 24, 2011 (SEC File No. 001-35195)).
- 3.5 Certificate of Correction of the Certificate of Limited Partnership of Compressco Partners, L.P. (incorporated by reference to Exhibit 3.5 to Amendment No.1 to the Partnership's Registration Statement on Form S-1/A filed on December 19, 2008 (SEC File No. 333-155260)).
- 3.6 Amendment to the Certificate of Limited Partnership of Compressco Partners, L.P (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on December 1, 2014 (SEC File No. 001-35195)).
- 3.7 Amendment No. 1 to the First Amended and Restated Agreement of Limited Partnership of Compressco Partners, L.P (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed on December 1, 2014 (SEC File No. 001-35195)).
- 3.8 Certificate of Amendment to the Certificate of Incorporation of Compressco Partners GP Inc. (incorporated by reference to Exhibit 3.3 to the Current Report on Form 8-K filed on December 1, 2014 (SEC File No. 001-35195)).
- 3.9 Second Amended and Restated Bylaws of Compressco Partners GP Inc. (incorporated by reference to Exhibit 3.4 to the Current Report on Form 8-K filed on December 1, 2014 (SEC File No. 001-35195)).
- 3.10 Second Amended and Restated Agreement of Limited Partnership of CSI Compressco LP, dated as of August 8, 2016 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on August 8, 2016 (SEC File No. 001-35195)).
- 4.1 Specimen Unit Certificate representing Common Units (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Partnership's Registration Statement on Form S-1 filed on April 12, 2011 (SEC File No. 333-155260)).
- 4.2 Registration Rights Agreement, dated as of August 8, 2016, by and among CSI Compressco LP and the other parties signatory thereto (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on August 8, 2016 (SEC File No. 001-35195)).
- 4.3 Registration Rights Agreement, dated as of September 20, 2016, by and among CSI Compressco LP and the other parties signatory thereto (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on September 21, 2016 (SEC File No. 001-35195)).
- 10.1 Contribution, Conveyance and Assumption Agreement, dated June 20, 2011, by and among Compressco, Inc., Compressco Field Services, Inc., Compressco Canada, Inc., Compressco de Mexico, S. de R.L. de C.V., Compressco Partners GP Inc., Compressco Partners, L.P., Compressco Partners Operating, LLC, Compressco Netherlands B.V., Compressco Holdings, LLC, Compressco Netherlands Coöperatief U.A., Compressco Partners Sub, Inc., TETRA International Incorporated, Production Enhancement Mexico, S. de R.L. de C.V. and TETRA Technologies, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 24, 2011 (SEC File No. 001-35195)).
- 10.2 Omnibus Agreement, dated June 20, 2011, by and among Compressco Partners, L.P., TETRA Technologies, Inc. and Compressco Partners GP Inc. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on June 24, 2011 (SEC File No. 001-35195)).
- 10.3*** Compressco Partners, L.P. 2011 Long Term Incentive Plan (incorporated by reference to Exhibit 4.4 to the Partnership's Registration Statement on Form S-8 filed on June 17, 2011 (SEC File No. 333-175007)).
- 10.4*** Form of Employee Restricted Unit Agreement under the Compressco Partners, L.P. 2011 Long Term Incentive Plan (incorporated by reference to Exhibit 4.5 to the Partnership's Registration Statement on Form S-8 filed on June 17, 2011 (SEC File No. 333-175007)).
- 10.5*** Form of Director Restricted Unit Agreement under the Compressco Partners, L.P. 2011 Long Term Incentive Plan (incorporated by reference to Exhibit 4.6 to the Partnership's Registration Statement on Form S-8 filed on June 17, 2011 (SEC File No. 333-175007)).
- 10.6 Form of Indemnification Agreement (incorporated by reference to Exhibit 10.5 to Amendment No. 4 to the Partnership's Registration Statement on Form S-1/A filed on May 27, 2011 (SEC File No. 333-155260)).
- 10.7 Credit Agreement, dated June 24, 2011, by and among Compressco Partners, L.P., Compressco Partners Operating, LLC and Compressco Partners Sub, Inc., as the borrowers, the Partnership's existing and future domestic subsidiaries, as loan guarantors, and JP Morgan Chase Bank, N.A., as the lender (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 30, 2011 (SEC File No. 001-35195)).
- 10.8+*** Summary Description of the Compensation of Non-Employee Directors of Compressco Partners GP Inc.
- 10.9+*** Summary Description of Named Executive Officer Compensation.

- 10.10*** Forms of Phantom Unit Agreement, Non-Employee Director Phantom Unit Agreement and Performance Phantom Unit Agreement under the 2011 Long Term Incentive Plan (incorporated by reference to Exhibits 99.1, 99.2 and 99.3, respectively, to the Current Report on Form 8-K filed on June 1, 2012 (SEC File No. 001-35195)).
- 10.11 First Amendment to Credit Agreement dated as of December 4, 2012, among Compressco Partners, L.P. as borrowers, and JPMorgan Chase Bank, National Association (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 5, 2012 (SEC File No. 001-35195)).
- 10.12 Second Amendment to Credit Agreement and First Amendment to Pledge and Security Agreement, dated May 14, 2013, by and among Compressco Partners, L.P., Compressco Partners Operating, LLC and Compressco Partners Sub, Inc., as the borrowers, the Partnership's existing and future domestic subsidiaries, as loan guarantors, and JP Morgan Chase Bank, N.A. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 16, 2013 (SEC File No. 001-35195)).
- 10.13 Change of Control Agreement with Ronald J. Foster (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 4, 2013 (SEC File No. 001-35195)).
- 10.14 Credit Agreement, dated October 15, 2013, by and among Compressco Partners, L.P., Compressco Partners Operating, LLC, Compressco Partners Sub, Inc., Compressco Holdings, LLC, Compressco Leasing, LLC, Compressco Field Services International, LLC, and Compressco International, LLC, as the borrowers, JP Morgan Chase Bank, N.A., as Administrative Agent, and JPMorgan Chase Bank, N.A., Bank of America, N.A., and PNC Bank, National Association, as lenders (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on October 18, 2013 (SEC File No. 001-35195)).
- 10.15 First Amendment to Omnibus Agreement, dated June 20, 2014, by and among TETRA Technologies, Inc., Compressco Partners, L.P., and Compressco Partners GP Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 26, 2014 (SEC File No. 001-35195)).
- 10.16 Stock Purchase Agreement, dated as of July 20, 2014, by and between Warren Equipment Company and Compressco Partners Sub, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed on July 21, 2014 (SEC File No. 001-35195)).
- 10.17 Indenture, dated as of August 4, 2014, by and among Compressco Partners, L.P., Compressco Finance Inc., the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on August 4, 2014 (SEC File No. 001-35195)).
- 10.18 Registration Rights Agreement, dated as of August 4, 2014, by and among Compressco Partners, L.P., Compressco Finance Inc., the Guarantors party thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representative of the Initial Purchasers named therein (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed on August 4, 2014 (SEC File No. 001-35195)).
- 10.19 Guaranty, dated July 20, 2014, by Compressco Partners, L.P. in favor of Warren Equipment Company (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on July 21, 2014 (SEC File No. 001-35195)).
- 10.20 Contribution and Unit Purchase Agreement, dated as of July 20, 2014, by and among Compressco Partners, L.P., Compressco Partners GP, Inc. and TETRA Technologies, Inc. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on July 21, 2014 (SEC File No. 001-35195)).
- 10.21 Purchase Agreement, dated as of July 29, 2014, by and among Compressco Partners, L.P., Compressco Finance Inc., the Guarantors party thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representative of the Initial Purchasers named therein (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on August 4, 2014 (SEC File No. 001-35195)).
- 10.22 Purchase Agreement Joinder, dated as of August 4, 2014, by and among the Guarantors party thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated as Representative of the Initial Purchasers named therein (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on August 4, 2014 (SEC File No. 001-35195)).
- 10.23 Credit Agreement, dated as of August 4, 2014, by and among Compressco Partners, L.P., Compressco Partners Sub, Inc., the lenders from time to time party thereto, Bank of America, N.A., in its capacity as administrative agent for the lenders and collateral agent, and the other parties thereto (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on August 4, 2014 (SEC File No. 001-35195)).
- 10.24*** Employment Agreement dated August 4, 2014 by and between Compressco Partners GP Inc. and Timothy A. Knox (incorporated by reference to Exhibit 10.6 to the Quarterly Report on Form 10-Q filed on November 14, 2014 (SEC File No. 001-35195)).
- 10.25*** Change in Control Agreement dated August 4, 2014 by and between Compressco Partners GP Inc. and Timothy A. Knox (incorporated by reference to Exhibit 10.7 to the Quarterly Report on Form 10-Q filed on November 14, 2014 (SEC File No. 001-35195)).
- 10.26*** Employment Agreement executed November 6, 2014, but effective as of August 4, 2014, by and between Compressco Partners GP, Inc. and Ronald J. Foster (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on November 11, 2014 (SEC File No. 001-35195)).
- 10.27*** Employment Agreement dated July 20, 2014, but effective as of August 4, 2014, by and between Compressco Partners GP Inc. and Charles B. Benge.
- 10.28*** Employment Agreement dated July 20, 2014, but effective as of August 4, 2014, by and between Compressco Partners GP Inc. and Anthony D. Speer.

10.29	Registration Rights Agreement, dated as of April 30, 2015, by and among CSI Compressco LP, TETRA Technologies, Inc., and Wells Fargo Energy Capital, Inc., in its capacity as noteholder representative (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 6, 2016 (SEC File No. 001-35195)).
10.30***	CSI Compressco LP Amended and Restated 2011 Long Term Incentive Plan, as amended through March 3, 2015 (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q filed on August 11, 2015 (SEC File No. 001-35195)).
10.31***	Separation and Release Agreement by and between Kevin Book and CSI Compressco GP Inc., dated December 21, 2015 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 22, 2015 (SEC File No. 001-35195)).
10.32	Third Amendment to Credit Agreement dated May 25, 2016 (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K filed on May 25, 2016 (SEC File No. 001-35195)).
10.33***	Amendment dated May 9, 2016 to Employment Agreement dated effective as of August 4, 2014 between CSI Compressco GP Inc. and Timothy A. Knox (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 9, 2016 (SEC File No. 001-35195)).
10.34***	Amendment dated May 9, 2016 to Employment Agreement dated effective as of August 4, 2014 between CSI Compressco GP Inc. and Ronald J. Foster (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on May 9, 2016 (SEC File No. 001-35195)).
10.35***	Amendment dated May 9, 2016 to Employment Agreement dated effective as of August 4, 2014 between CSI Compressco GP Inc. and Charles B. Bengé (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on May 9, 2016 (SEC File No. 001-35195)).
10.36***	Amendment dated May 9, 2016 to Employment Agreement dated effective as of August 4, 2014 between CSI Compressco GP Inc. and Anthony D. Speer (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on May 9, 2016 (SEC File No. 001-35195)).
10.37***	Consent and Acknowledgment between CSI Compressco GP Inc and Timothy A. Knox dated August 1, 2016 (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on September 21, 2016 (SEC File No. 001-35195)).
10.38	Series A Preferred Unit Purchase Agreement, dated as of August 8, 2016, by and among CSI Compressco LP and the Purchasers party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on August 8, 2016 (SEC File No. 001-35195)).
10.39	Series A Preferred Unit Purchase Agreement, dated as of September 20, 2016, by and among CSI Compressco LP and the Purchasers party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on September 21, 2016 (SEC File No. 001-35195)).
10.40	Fourth Amendment to Credit Agreement dated November 3, 2016 (incorporated by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8-K/A filed on November 4, 2016 (SEC File No. 001-35195)).
21+	Subsidiaries of the Partnership
23.1+	Consent of Ernst & Young LLP
31.1+	Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) and 15d-14(a) of the Exchange Act, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2+	Certification of Principal Financial Officer Pursuant to Rule 13a-14(a) and 15d-14(a) of the Exchange Act, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer Furnished Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Principal Financial Officer Furnished Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS++	XBRL Instance Document
101.SCH++	XBRL Taxonomy Extension Schema Document
101.CAL++	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF++	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB++	XBRL Taxonomy Extension Label Linkbase Document
101.PRE++	XBRL Taxonomy Extension Presentation Linkbase Document

+ Filed with this report.

** Furnished with this report.

*** Management contract or compensatory plan or arrangement.

++ Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Operations for the years ended December 31, 2016, 2015 and 2014; (ii) Consolidated Balance Sheets as of December 31, 2016 and December 31, 2015; (iii) Consolidated Statements of Partners' Capital/Net Parent Equity for the years ended December 31, 2016, 2015 and 2014; (iv) Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014; (v) Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014; and (vi) Notes to Consolidated Financial Statements for the year ended December 31, 2016.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors of CSI Compressco GP Inc. and the
Unitholders of CSI Compressco LP

We have audited the accompanying consolidated balance sheets of CSI Compressco LP as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), partners' capital, and cash flows for each of the three years in the period ended December 31, 2016. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of CSI Compressco LP at December 31, 2016 and 2015, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), CSI Compressco LP's internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 28, 2017 expressed an unqualified opinion thereon.

/s/ERNST & YOUNG LLP

Houston, Texas
February 28, 2017

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors of CSI Compressco GP Inc. and the
Unitholders of CSI Compressco LP

We have audited CSI Compressco LP's internal control over financial reporting as of December 31, 2016 based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). CSI Compressco LP's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, CSI Compressco LP maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of CSI Compressco LP as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), partners' capital, and cash flows for each of the three years in the period ended December 31, 2016 and our report dated February 28, 2017 expressed an unqualified opinion thereon.

/s/ERNST & YOUNG LLP

Houston, Texas
February 28, 2017

CSI Compressco LP
Consolidated Balance Sheets
(In Thousands, Except Unit Amounts)

	December 31, 2016	December 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 20,797	\$ 10,620
Trade accounts receivable, net of allowances for doubtful accounts of \$2,253 in 2016 and \$1,973 in 2015	44,904	57,775
Inventories	31,442	49,771
Assets held for sale	214	772
Prepaid expenses and other current assets	4,647	7,262
Total current assets	102,004	126,200
Property, plant, and equipment:		
Land and building	34,962	34,962
Compressors and equipment	834,921	829,877
Vehicles	11,040	12,404
Construction in progress	8,138	391
Total property, plant, and equipment	889,061	877,634
Less accumulated depreciation	(242,055)	(178,354)
Net property, plant, and equipment	647,006	699,280
Other assets:		
Goodwill	—	92,402
Deferred tax assets	28	20
Intangible assets, net of accumulated amortization of \$18,666 in 2016 and \$7,425 in 2015	37,102	48,343
Other assets	—	382
Total other assets	37,130	141,147
Total assets	\$ 786,140	\$ 966,627
LIABILITIES AND PARTNERS' CAPITAL		
Current liabilities:		
Accounts payable	\$ 15,682	\$ 12,969
Unearned income	8,078	19,074
Accrued liabilities and other	19,974	26,704
Amounts payable to affiliates	6,180	8,153
Total current liabilities	49,914	66,900
Other liabilities:		
Long-term debt, net	504,090	566,658
Series A Preferred Units	88,130	—
Deferred tax liabilities	718	656
Other long-term liabilities	39	255
Total other liabilities	592,977	567,569
Commitments and contingencies		
Partners' capital:		
General partner interest	3,061	6,842
Common units (33,262,376 units issued and outstanding at December 31, 2016 and 33,186,155 units issued and outstanding at December 31, 2015)	150,599	333,709
Accumulated other comprehensive income (loss)	(10,411)	(8,393)
Total partners' capital	143,249	332,158
Total liabilities and partners' capital	\$ 786,140	\$ 966,627

See Notes to Consolidated Financial Statements

CSI Compressco LP
Consolidated Statements of Operations
(In Thousands, Except Unit and Per Unit Amounts)

	Year Ended December 31,		
	2016	2015	2014
Revenues:			
Compression and related services	\$ 224,736	\$ 287,680	\$ 192,151
Aftermarket services	33,303	46,921	25,758
Equipment sales	53,324	123,040	64,738
Total revenues	311,363	457,641	282,647
Cost of revenues (excluding depreciation and amortization expense):			
Cost of compression and related services	117,154	142,327	98,874
Cost of aftermarket services	25,362	39,232	20,383
Cost of equipment sales	48,744	109,101	55,410
Total cost of revenues	191,260	290,660	174,667
Depreciation and amortization	72,123	81,838	40,880
Long-lived asset impairment	10,223	11,797	278
Selling, general, and administrative expense	36,222	43,479	32,100
Goodwill impairment	92,334	139,444	—
Interest expense, net	38,055	34,964	14,240
Series A Preferred fair value adjustment	5,036	—	—
Other expense, net	2,383	2,190	10,396
Income (loss) before income tax provision (benefit)	(136,273)	(146,731)	10,086
Provision (benefit) for income taxes	1,865	(101)	(1,172)
Net income (loss)	\$ (138,138)	\$ (146,630)	\$ 11,258
General partner interest in net income (loss)	\$ (2,763)	\$ (1,892)	\$ 510
Common units interest in net income (loss)	\$ (135,375)	\$ (144,738)	\$ 7,319
Subordinated units interest in net income	\$ —	\$ —	\$ 3,429
Net income (loss) per common unit:			
Basic and diluted	\$ (4.07)	\$ (4.36)	\$ 0.47
Weighted average common units outstanding:			
Basic and diluted	33,262,376	33,169,413	18,928,640
Net income per subordinated unit:			
Basic and diluted	\$ —	\$ —	\$ 0.47
Weighted average subordinated units outstanding:			
Basic and diluted	—	—	3,953,461

See Notes to Consolidated Financial Statements

CSI Compressco LP
Consolidated Statements of Comprehensive Income (Loss)
(In Thousands)

	Year Ended December 31,		
	2016	2015	2014
Net income (loss)	\$ (138,138)	\$ (146,630)	\$ 11,258
Foreign currency translation adjustment, net of tax of \$0 in 2016, 2015, and 2014	(2,018)	(5,057)	(3,749)
Comprehensive income (loss)	<u>\$ (140,156)</u>	<u>\$ (151,687)</u>	<u>\$ 7,509</u>

See Notes to Consolidated Financial Statements

CSI Compressco LP
Consolidated Statement of Partners' Capital
(In Thousands)

	Partners' Capital							
	General Partner	Limited Partners					Accumulated Other Comprehensive Income (Loss)	Total Partners' Capital
		Common Unitholders		Subordinated Unitholder				
	Amount	Units	Amount	Units	Amount			
Balance as of December 31, 2013	\$ 3,158	9,279	\$ 104,887	6,274	\$ 65,258	\$ 413	\$ 173,716	
Net income for 2014	510	—	7,319	—	3,429	—	11,258	
Distributions (\$1.80 per unit)	(732)	—	(27,579)	—	(8,376)	—	(36,687)	
Conversion of subordinated units to common units	—	6,274	60,311	(6,274)	(60,311)	—	—	
Proceeds from issuance of common units, net of issuance costs	—	17,572	395,794	—	—	—	395,794	
Contribution of capital	8,405	—	—	—	—	—	8,405	
Equity compensation	—	—	1,544	—	—	—	1,544	
Vesting of Phantom Units	—	17	—	—	—	—	—	
Other comprehensive loss	—	—	—	—	—	(3,749)	(3,749)	
Balance as of December 31, 2014	\$ 11,341	33,142	\$ 542,276	\$ —	\$ —	\$ (3,336)	\$ 550,281	
Net income for 2015	(1,892)	—	(144,738)	—	—	—	(146,630)	
Distributions (\$1.98 per unit)	(2,607)	—	(65,753)	—	—	—	(68,360)	
Equity compensation	—	—	1,924	—	—	—	1,924	
Vesting of Phantom Units	—	44	—	—	—	—	—	
Other comprehensive loss	—	—	—	—	—	(5,057)	(5,057)	
Balance as of December 31, 2015	\$ 6,842	33,186	\$ 333,709	—	\$ —	\$ (8,393)	\$ 332,158	
Net loss for 2016	(2,763)	—	(135,375)	—	—	—	(138,138)	
Distributions (\$1.51 per unit)	(1,018)	—	(50,236)	—	—	—	(51,254)	
Equity compensation	—	—	2,541	—	—	—	2,541	
Vesting of Phantom Units	—	76	—	—	—	—	—	
Other	—	—	(40)	—	—	—	(40)	
Other comprehensive loss	—	—	—	—	—	(2,018)	(2,018)	
Balance as of December 31, 2016	<u>\$ 3,061</u>	<u>33,262</u>	<u>\$ 150,599</u>	<u>—</u>	<u>\$ —</u>	<u>\$ (10,411)</u>	<u>\$ 143,249</u>	

See Notes to Consolidated Financial Statements

CSI Compressco LP
Consolidated Statements of Cash Flows
(In Thousands)

	Year Ended December 31,		
	2016	2015	2014
Operating activities:			
Net income (loss)	\$ (138,138)	\$ (146,630)	\$ 11,258
Reconciliation of net income (loss) to cash provided by operating activities:			
Depreciation and amortization	72,123	81,838	40,879
Impairments of long-lived assets	10,223	11,797	278
Impairment of goodwill	92,334	139,444	—
Provision (benefit) for deferred income taxes	30	(605)	(3,514)
Series A Preferred offering costs	3,111	—	—
Series A Preferred accrued paid in kind distributions	3,094	—	—
Series A Preferred fair value adjustments	5,036	—	—
Gain on extinguishment of debt	(1,405)	—	—
Equity compensation expense	3,028	2,164	1,544
Provision for doubtful accounts	1,704	508	185
Amortization of deferred financing costs	2,739	2,786	1,276
Other non-cash charges and (credits)	1,558	825	(351)
(Gain) loss on sale of property, plant, and equipment	(501)	(196)	484
Financing expense	—	—	6,750
Changes in operating assets and liabilities, net of acquisition:			
Accounts receivable	11,208	19,732	(23,943)
Inventories	10,542	64,893	(30,972)
Prepaid expenses and other current assets	1,729	(2,753)	(8,031)
Accounts payable and accrued expenses	(17,039)	(71,592)	49,152
Other	68	(318)	(176)
Net cash provided by operating activities	61,444	101,893	44,819
Investing activities:			
Purchases of property, plant, and equipment, net	(10,659)	(95,272)	(48,137)
Acquisition of CSI	—	—	(825,000)
Advances and other investing activities	(22)	(69)	(805)
Net cash used in investing activities	(10,681)	(95,341)	(873,942)
Financing activities:			
Proceeds from long-term debt	109,000	63,000	602,858
Payments of long-term debt	(172,882)	(23,000)	(93,584)
Proceeds from Series A Preferred Units, net of offering costs	76,934	—	—
Proceeds from issuance of partnership common units, net of underwriters' discount	—	—	395,794
Distributions	(51,254)	(68,360)	(36,687)
Contribution from general partner	—	—	8,405
Financing costs and other financing activities	(1,688)	—	(22,486)
Net cash (used in) provided by financing activities	(39,890)	(28,360)	854,300
Effect of exchange rate changes on cash	(696)	(1,638)	(588)
Increase (decrease) in cash and cash equivalents	10,177	(23,446)	24,589
Cash and cash equivalents at beginning of period	10,620	34,066	9,477
Cash and cash equivalents at end of period	\$ 20,797	\$ 10,620	\$ 34,066

Supplemental cash flow information:

Interest paid	\$	32,947	\$	32,994	\$	12,930
Taxes paid	\$	1,277	\$	598	\$	2,247

See Notes to Consolidated Financial Statements

CSI COMPRESSCO LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2016

NOTE A — ORGANIZATION AND OPERATIONS

CSI Compressco LP (formerly known as Compressco Partners, L.P.), a Delaware limited partnership, is a provider of compression services and equipment for natural gas and oil production, gathering, transportation, processing, and storage. We sell standard and custom-designed compressor packages and oilfield fluid pump systems, and provide aftermarket services and compressor package parts and components manufactured by third-party suppliers. We provide these compression services and equipment to a broad base of natural gas and oil exploration and production, midstream, and transmission companies operating throughout many of the onshore producing regions of the United States as well as in a number of foreign countries, including Mexico, Canada, and Argentina. We design and fabricate a majority of the compressor packages that we use to provide compression services and that we sell to customers. Unless the context requires otherwise, when we refer to "the Partnership," "we," "us," and "our," we are describing CSI Compressco LP and its wholly owned subsidiaries.

In May 2016 and November 2016, we entered into amendments of the agreement governing our bank revolving credit facility (as amended, the "Credit Agreement") by, among other things, favorably amending certain covenants. (See Note E - Long-Term Debt and Other Borrowings.) In August 2016 and September 2016, we received \$76.9 million of aggregate net proceeds, after deducting certain offering expenses, from the private placements of our Series A Convertible Preferred Units (the "Preferred Units") and such proceeds were used to pay additional offering expenses and reduce outstanding indebtedness under the Credit Agreement and our 7.25% Senior Notes (the "7.25% Senior Notes"). (For further discussion of the issuance of Preferred Units, see Note F - Series A Convertible Preferred Units.) We have reviewed our financial forecasts as of February 28, 2017 which consider the impact of cost reduction efforts, the amendments of the Credit Agreement, and the \$76.9 million of aggregate net proceeds received from the private placement of Preferred Units. Based on these financial forecasts, which are based on the current market conditions as of February 28, 2017, we believe that despite the current industry environment and activity levels, we will have adequate liquidity, earnings, and operating cash flows to fund our operations and debt obligations and maintain compliance with our debt covenants through February 28, 2018.

NOTE B — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

Our consolidated financial statements include the accounts of our wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

Results of operations for the years ended December 31, 2016 and 2015 reflect the impact of our acquisition of Compressor Systems, Inc. ("CSI"), a Delaware corporation, on August 4, 2014. Results of operations for the year ended December 31, 2014, reflect the impact of the acquisition of CSI for the portion of the period beginning with the August 4, 2014, closing date of the acquisition. For further discussion of the acquisition, see Note D - Acquisition.

During the fourth quarter of 2016, we adopted the provisions of Accounting Standards Update ("ASU") 2014-15, "Presentation of Financial Statements - Going Concern" ("ASU 2014-15") which requires management to evaluate an entity's ability to continue as a going concern within one year after the date that the financial statements are issued. Disclosures in the notes to the financial statements are required if we conclude that substantial doubt exists or that our plans alleviate substantial doubt that was raised. Pursuant to the provisions of ASU 2014-15, we have determined that, based on our financial forecasts, there are no conditions or events, considered in the aggregate, that raise substantial doubt about our ability to continue as a going concern through one year from the date of issuance of the financial statements. These forecasts are based on certain operating and other business assumptions that we believe to be reasonable as of February 28, 2017.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclose contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenses, and impairments during the reporting period. For further discussion of fair value measurements in connection with the allocation of the purchase price of the CSI acquisition, see Note D - Acquisition. Actual results could differ from those estimates, and such differences could be material.

Reclassifications

Certain previously reported financial information has been reclassified to conform to the current year's presentation. The impact of such reclassifications was not significant to the prior year's overall presentation. These reclassifications include the final allocation of the purchase price of CSI. See Note D - Acquisition for further discussion. In addition, these reclassifications include the presentation of deferred financing costs in accordance with the adoption of ASU No. 2015-03 and ASU No. 2015-15 as further discussed below and the reclassification of the amortization of deferred financing costs from other expense, net to interest expense, net. Additionally, see Note E - Long-Term Debt and Other Borrowings for further discussion and presentation.

Beginning with the three month period ended March 31, 2016, Parts Sales revenues and Cost of Parts Sales revenues have been reclassified as part of Aftermarket Services revenues and Cost of Aftermarket Services revenues, respectively, instead of being included with Equipment Sales revenues and Cost of Equipment Sales revenues as reported in prior periods. Prior period amounts have been reclassified to conform to the current year period's presentation. The amounts for Parts Sales revenue are \$18.5 million, \$18.4 million, and \$10.1 million for the years ended December 31, 2016, 2015, and 2014, respectively. The amounts for Cost of Parts Sales revenue are \$13.3 million, \$14.2 million, and \$6.8 million for the years ended December 31, 2016, 2015, and 2014, respectively.

Cash Equivalents

We consider all highly liquid cash investments with maturities of three months or less when purchased to be cash equivalents.

Financial Instruments

The fair values of our financial instruments, which may include cash, accounts receivable, amounts outstanding under our variable rate bank credit facility, and accounts payable, approximate their carrying amounts. Financial instruments that subject us to concentrations of credit risk consist principally of trade accounts receivable, which are primarily due from companies of varying size engaged in oil and gas activities in the United States, Canada, Mexico, and Argentina. Our policy is to review the financial condition of customers before extending credit and periodically update customer credit information. Payment terms are on a short-term basis. The risk of loss from the inability to collect trade receivables is heightened during prolonged periods of low oil and natural gas commodity prices.

We have currency exchange rate risk exposure related to transactions denominated in a foreign currency as well as to investments in certain of our international operations. Our risk management activities include the use of foreign currency forward purchase and sale derivative contracts as part of a program designed to mitigate the currency exchange rate risk exposure on selected international operations.

As a result of the outstanding balances under our variable rate revolving credit facility, we face market risk exposure related to changes in applicable interest rates. Although we have no interest rate swap contracts outstanding to hedge this potential risk exposure, we have entered into certain fixed interest rate notes, which are scheduled to mature in 2022 and which mitigate this risk on our total outstanding borrowings.

Significant Customers

During 2016, ConocoPhillips accounted for 11.2% of our revenues. During 2015, no individual customer accounted for 10% or more of our revenues. During 2014, PEMEX and DCP Midstream accounted for 11.1% and 10.1%, respectively, of our revenues.

Foreign Currencies

We have designated the Canadian dollar and Argentine peso as the functional currencies for our operations in Canada and Argentina, respectively. We are exposed to fluctuations between the U.S. dollar and certain foreign currencies, including the Canadian dollar, the Mexican peso, and the Argentine peso, as a result of our international operations. Foreign currency exchange gains and (losses) are included in other expense and totaled \$(1.6) million, \$(2.0) million, and \$(1.2) million during the years ended December 31, 2016, 2015, and 2014, respectively.

Allowances for Doubtful Accounts

Allowances for doubtful accounts are determined on a specific identification basis when we believe that the collection of specific amounts owed to us is not probable. The changes in allowances for doubtful accounts are as follows:

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
At beginning of period	\$ 1,973	\$ 1,496	\$ 600
Activity in the period:			
Provision for doubtful accounts	1,704	508	185
Account (chargeoffs) recoveries, net	(1,424)	(31)	711
At end of period	<u>\$ 2,253</u>	<u>\$ 1,973</u>	<u>\$ 1,496</u>

Inventories

Inventories consist primarily of compressor package parts and supplies and work in process and are stated at the lower of cost or market value. For parts and supplies, cost is determined using the weighted average cost method. The cost of work in progress is determined using the specific identification method. Work in progress inventories consist primarily of new compressor packages located at our fabrication facility in Midland, Texas. Components of inventories as of December 31, 2016, and December 31, 2015, are as follows:

	December 31, 2016	December 31, 2015
	(In Thousands)	
Parts and supplies	\$ 25,932	\$ 27,447
Work in progress	5,510	22,324
Total inventories	<u>\$ 31,442</u>	<u>\$ 49,771</u>

During the year ended December 31, 2016, \$17.6 million of completed work in progress inventory was transferred to Property, Plant and Equipment. We write down the value of inventory by an amount equal to the difference between its cost and its estimated market value.

Assets Held for Sale

Assets are classified as held for sale when, among other factors, they are identified and marketed for sale in their present condition, management is committed to their disposal, and the sale of the asset is probable within one year. Assets Held for Sale as of December 31, 2016 and December 31, 2015, consists of certain compressor equipment assets that were expected to be sold during 2016 or early 2017.

Property, Plant, and Equipment

Property, plant, and equipment are stated at cost. Expenditures that increase the useful lives of assets are capitalized. The cost of repairs and maintenance is charged to cost of revenues as incurred. Compressors include compressor packages currently placed in service and available for service. Depreciation is computed using the straight-line method based on the following estimated useful lives:

Buildings	15 – 30 years
Compressors	12 – 20 years
Other equipment	2 – 8 years
Vehicles	3 – 5 years
Information systems	3 years

During the year ended December 31, 2016, costs expended for capitalized computer software were approximately \$6.7 million, and such costs will be depreciated over a useful life of 7 years once the project is completed in 2017. Leasehold improvements are depreciated over the shorter of the remaining term of the associated building lease or their useful lives. Depreciation expense for the years ended December 31, 2016, 2015, and 2014 was \$68.8 million, \$71.7 million, and \$37.1 million, respectively.

Construction in progress consists primarily of capitalized system software development costs incurred during 2016. Interest capitalized for the years ended December 31, 2016, 2015, and 2014 was \$0.2 million, \$0.0 million, and \$0.0 million, respectively.

Intangible Assets other than Goodwill

Trademarks/trade names, customer relationships, and other intangible assets are recorded on the basis of cost and are amortized on a straight-line basis over their estimated useful lives, ranging from 2 to 15 years. Amortization expense related to intangible assets was \$3.4 million, \$6.8 million and \$3.8 million for the years ended December 31, 2016, 2015, and 2014, respectively, and is included in depreciation and amortization. The estimated future annual amortization expense of trademarks/trade names, customer relationships, and other intangible assets is \$2.9 million for 2017, \$2.9 million for 2018, \$2.9 million for 2019, \$2.9 million for 2020, and \$2.9 million for 2021.

Intangible assets are tested for recoverability whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. In such an event, we will determine the fair value of the asset using an undiscounted cash flow analysis of the asset at the lowest level for which identifiable cash flows exist. If an impairment has occurred, we will recognize a loss for the difference between the carrying value and the estimated fair value of the intangible asset. During 2014 and 2015, certain intangible assets were impaired. See "Impairments of Long-Lived Assets" section below.

Goodwill

Goodwill represents the excess of cost over the fair value of the net assets of businesses acquired in purchase transactions. We perform a goodwill impairment test on an annual basis or whenever indicators of impairment are present. We perform the annual test of goodwill impairment following the fourth quarter of each year. The assessment for goodwill impairment begins with a qualitative assessment of whether it is "more likely than not" that the fair value of our business is less than its carrying value. This qualitative assessment requires the evaluation, based on the weight of evidence, of the significance of all identified events and circumstances. During 2015, and continuing into 2016, global oil and natural gas commodity prices, particularly crude oil, were significantly reduced. These low commodity prices have had, and are expected to continue to have, a negative impact on industry drilling and capital expenditure activity, which affects the demand for a portion of our products and services. The accompanying decrease in the price of our common units during the last half of 2015 and early 2016 also

resulted in an overall reduction in our market capitalization. Based on this qualitative assessment, we determined that, due to the decline in the price of our common units that resulted in our market capitalization being less than the book value of our consolidated partners' capital balance as of March 31, 2016, it was "more likely than not" that the fair value of our business was less than its carrying value as of March 31, 2016.

When the qualitative analysis indicates that it is "more likely than not" that our business' fair value is less than its carrying value, the resulting goodwill impairment test consists of a two-step accounting test being performed. The first step of the impairment test is to compare the estimated fair value with the recorded net book value (including goodwill) of our business. If the estimated fair value is higher than the recorded net book value, no impairment is deemed to exist and no further testing is required. If, however, the estimated fair value is below the recorded net book value, then a second step must be performed to determine the goodwill impairment required, if any. In this second step, the estimated fair value from the first step is used as the purchase price in a hypothetical acquisition. Business combination accounting rules are followed to determine a hypothetical purchase price allocation to assets and liabilities. The residual amount of goodwill that results from this hypothetical purchase price allocation is compared to the recorded amount of goodwill and the recorded amount is written down to the hypothetical amount, if lower.

Our management must apply judgment in determining the estimated fair value for purposes of performing the goodwill impairment test. Management uses all available information to make these fair value determinations, including the present value of expected future cash flows using discount rates commensurate with the risks involved in the assets. The resultant fair values calculated are then compared to observable metrics for other companies in our industry or on mergers and acquisitions in our industry, to determine whether those valuations, in our judgment, appear reasonable.

The accounting principles regarding goodwill acknowledge that the observed market prices of individual trades of a company's stock (and thus its computed market capitalization) may not be representative of the fair value of the company as a whole. Substantial value may arise from the ability to take advantage of synergies and other benefits that flow from control over another entity. Consequently, measuring the fair value of a collection of assets and liabilities that operate together in a controlled entity is different from measuring the fair value of a single share of that entity's common stock. Therefore, once the fair value of the reporting units was determined, we also added a control premium to the calculations. This control premium is judgmental and is based on observed mergers and acquisitions in our industry.

Goodwill Impairment as of March 31, 2016. As part of our annual internal business outlook that we performed during the fourth quarter of 2015, we considered changes in the global economic environment which affected our common unit price and market capitalization. As part of the first step of goodwill impairment testing as of March 31, 2016, we updated our annual assessment of our future cash flows, applying expected long-term growth rates, discount rates, and terminal values that we consider reasonable. We calculated a present value of the cash flows to arrive at an estimate of fair value under the income approach, and then used the market approach to corroborate this value.

During the first three months of 2016, low oil and natural gas commodity prices resulted in decreased demand for certain of our products and services. Specifically, demand for low-horsepower wellhead compression services and for sales of compressor equipment decreased significantly and was expected to continue to be decreased for the foreseeable future. In addition, the price per common unit as of March 31, 2016 decreased compared to December 31, 2015. Accordingly, the fair value, as reflected by our market capitalization and other indicators, was less than our carrying value as of March 31, 2016. After making the hypothetical purchase price adjustments as part of the second step of the goodwill impairment test, there was \$0.0 million residual purchase price to be allocated to our goodwill. Based on this analysis, we concluded that an impairment of all of our recorded goodwill was required. Accordingly, during the three month period ended March 31, 2016, \$92.4 million was charged to Goodwill Impairment expense in the accompanying consolidated statement of operations.

Goodwill Impairment as of December 31, 2015. Throughout 2015 and particularly during the last half of the year, lower oil and natural gas commodity prices resulted in a decreased demand for certain of our products and services. Specifically, demand for low-horsepower wellhead compression services and for sales of compressor equipment decreased significantly and was expected to continue to be decreased for the foreseeable future. Accordingly, our fair value, including our market capitalization was less than our carrying value as of December 31, 2015. After making the hypothetical purchase price adjustments as part of the second step of the goodwill

impairment test, there was \$92.4 million residual purchase price to be allocated to our goodwill. Based on this analysis, we concluded that an impairment of \$139.4 million of our recorded goodwill for was required.

As of December 31, 2016, the carrying amount of goodwill is \$0.0 million, after giving effect to the \$233.5 million of accumulated impairment losses.

The changes in the carrying amount of goodwill are as follows:

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Balance, beginning of year	\$ 92,402	\$ 233,548	\$ 72,161
Goodwill acquired during the year	—	—	161,387
Goodwill adjustments	(92,402)	(141,146)	—
Balance, end of year	<u>\$ —</u>	<u>\$ 92,402</u>	<u>\$ 233,548</u>

Impairments of Long-Lived Assets

Impairments of long-lived assets, including identified intangible assets, are determined periodically, when indicators of impairment are present. If such indicators are present, the determination of the amount of impairment is based on our judgments as to the future undiscounted operating cash flows to be generated from these assets throughout their remaining estimated useful lives. If these undiscounted cash flows are less than the carrying amount of the related asset, an impairment is recognized for the excess of the carrying value over its fair value. Fair value of intangible assets is generally determined using the discounted present value of future cash flows using discount rates commensurate with the risks inherent with the specific assets. Assets held for disposal are recorded at the lower of carrying value or estimated fair value less estimated selling costs.

During the first quarter of 2016, as a result of continuing decreased demand as a result of current market conditions, we recorded impairments of approximately \$7.9 million associated with certain identified intangible assets. During the fourth quarter of 2016, as a result of fire damage to compressor packages, we recorded impairments of approximately \$2.4 million associated with certain identified compressor units. This amount was charged to Long-Lived Asset Impairment expense in the accompanying consolidated statement of operations.

Revenue Recognition

We recognize revenue using the following criteria: (a) persuasive evidence of an exchange arrangement exists; (b) delivery has occurred or services have been rendered; (c) the buyer's price is fixed or determinable; and (d) collectability is reasonably assured. The majority of our compression services are provided pursuant to contract terms ranging from one month to twenty-four months. Monthly agreements are generally cancellable with 30 days written notice by the customer. Collections associated with progressive billings to customers for the construction of compression equipment is included in unearned income in the consolidated balance sheets.

Compression and Related Services Revenues and Costs

Our compression and related services revenues include revenues from our U.S. corporate subsidiaries' operating lease agreements with customers. For the three years in the period ended December 31, 2016, the following operating lease revenues and associated costs were included in compression and related service revenues and cost of compression and related services, respectively, in the accompanying consolidated statements of operations. As a result of our customers entering into compression service contracts, our revenues from rental contracts have decreased during the year ended December 31, 2016 compared to the prior years.

	Year Ended December 31,		
	2016	2015	2014
		(In Thousands)	
Rental revenue	\$ 42,644	\$ 117,540	\$ 85,174
Rental expenses	\$ 25,039	\$ 66,040	\$ 33,764

Equity-Based Compensation

We have an equity incentive compensation plan which provides for the granting of phantom units and performance phantom units to the executive officers, key employees, nonexecutive officers, consultants, and directors of our general partner. Total equity-based compensation expense for the three years ended December 31, 2016, 2015, and 2014, was \$3.0 million, \$2.2 million, and \$1.5 million, respectively. For further discussion of equity-based compensation, see Note J - Equity-Based Compensation.

Income Taxes

Our operations are not subject to U.S. federal income tax other than the operations that are conducted through taxable subsidiaries. We incur state and local income taxes in certain of the United States in which we conduct business. We incur income taxes and are subject to withholding requirements related to certain of our operations in Latin America, Canada, and other foreign countries in which we operate. Furthermore, we also incur Texas Margin Tax, which, in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, is classified as an income tax for reporting purposes. Beginning in 2015, a portion of the carrying value of certain deferred tax assets is subjected to a valuation allowance. See Note H - Income Taxes for further discussion.

Accumulated Other Comprehensive Income (Loss)

Certain of our international operations maintain their accounting records in the local currencies that are their functional currencies. For these operations, the functional currency financial statements are converted to United States dollar equivalents, with the effect of the foreign currency translation adjustment reflected as a component of accumulated other comprehensive income (loss). Accumulated other comprehensive income (loss) is included in partners' capital in the accompanying audited consolidated balance sheets and consists of the cumulative currency translation adjustments associated with such international operations. Activity within accumulated other comprehensive income (loss) during the three years ended December 31, 2016, December 31, 2015, and December 31, 2014 is as follows:

	Year Ended December 31,		
	2016	2015	2014
		(In Thousands)	
Balance, beginning of year	\$ (8,393)	\$ (3,336)	\$ 413
Foreign currency translation adjustment, net of tax of \$0 in 2016, 2015, and 2014	(2,018)	(5,057)	(3,749)
Balance, end of year	<u>\$ (10,411)</u>	<u>\$ (8,393)</u>	<u>\$ (3,336)</u>

Activity within accumulated other comprehensive income includes no reclassifications to net income.

Allocation of Net Income

Our net income is allocated to partners' capital accounts in accordance with the provisions of the Partnership Agreement.

Fair Value Measurements

Fair value is defined as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date" within an entity's principal market, if any. The principal market is the market in which the reporting entity would sell the asset or transfer the liability with the greatest volume and level of activity, regardless of whether it is the market in which the entity will ultimately transact for a particular asset or liability or if a different market is potentially more advantageous. Accordingly, this exit price concept may result in a fair value that may differ from the transaction price or market price of the asset or liability.

Under U.S. generally accepted accounting principles ("GAAP"), the fair value hierarchy prioritizes inputs to valuation techniques used to measure fair value. Fair value measurements should maximize the use of observable inputs and minimize the use of unobservable inputs, where possible. Observable inputs are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs may be needed to measure fair value in situations where there is little or no market activity for the asset or liability at the measurement date and are developed based on the best information available in the circumstances, which could include the reporting entity's own judgments about the assumptions market participants would utilize in pricing the asset or liability.

We utilize fair value measurements to account for certain items and account balances within our consolidated financial statements. Fair value measurements are utilized in the determination of the carrying value of our Preferred Units (a Level 3 fair value measurement), which were issued in August and September 2016. We also utilize fair value measurements on a recurring basis in the accounting for our foreign currency forward purchase and sale derivative contracts. For these fair value measurements, we utilize the quoted value as determined by our counterparty financial institution (a level 2 fair value measurement). Fair value measurements are also utilized on a nonrecurring basis, such as in the allocation of purchase consideration for acquisition transactions to the assets and liabilities acquired, including intangible assets and goodwill (a Level 3 fair value measurement), and for the impairment of long-lived assets, including goodwill (a level 3 fair value measurement). The fair value of certain of our financial instruments, which may include cash, accounts receivable, short-term borrowings, and variable-rate long-term debt pursuant to our bank credit agreement, approximate their carrying amounts. The fair values of our publicly traded long-term 7.25% Senior Notes at December 31, 2016 and December 31, 2015, were approximately \$278.2 million and \$259.9 million (a level 2 fair value measurement). Those fair values compared to an aggregate principal amount of such notes at December 31, 2016 and December 31, 2015 of \$295.9 million and \$350.0 million, respectively.

The Preferred Units are valued using a lattice modeling technique that, among a number of lattice structures, includes significant unobservable items (a level 3 fair value measurement). These unobservable items include (i) the volatility of the trading price of our common units compared to a volatility analysis of equity prices of comparable peer companies, (ii) a yield analysis that utilizes market information related to the debt yields of comparable peer companies, and (iii) a future conversion price analysis. The fair valuation of our Preferred Units liability is increased by, among other factors, projected increases in our common unit price, and by increases in the volatility and decreases in the debt yields of comparable peer companies. Increases (or decreases) in the fair value of our Preferred Units will increase (decrease) the associated liability and result in future adjustments to earnings for the associated valuation losses (gains).

A summary of these fair value measurements as of December 31, 2016 and 2015, is as follows:

Description	Fair Value Measurements Using			
	Total as of December 31, 2016	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(In Thousands)			
Series A Preferred Units	\$ 88,130	\$ —	\$ —	\$ 88,130
Asset for foreign currency derivative contracts	57	—	57	—
	<u>\$ 88,187</u>			

Description	Fair Value Measurements Using			
	Total as of December 31, 2015	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(In Thousands)			
Liability for foreign currency derivative contracts	(14)	—	(14)	—
	<u>\$ (14)</u>			

During 2016, we recorded total impairment charges of \$102.6 million, reflecting the decreased fair value for certain assets. Assets that were partially impaired included certain of our intangible assets. The fair values used in these impairment calculations were estimated based on discounted estimated future cash flows, which is based on significant unobservable inputs (Level 3) in accordance with the fair value hierarchy. A summary of these nonrecurring fair value measurements during the year ended December 31, 2016, using the fair value hierarchy is as follows:

Description	Total Fair Value	Fair Value Measurements Using			Year-to-Date Impairment Losses
		Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	(In Thousands)				
Tangible compressor assets	\$ —	\$ —	\$ —	\$ —	\$ 2,357
Identified intangible assets	20,600 ⁽¹⁾	—	—	20,600	7,866
Goodwill	—	—	—	—	92,402
Total	<u>\$ 20,600</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 20,600</u>	<u>\$ 102,625</u>

⁽¹⁾ Fair value as of March 31, 2016 date of impairment.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers." ASU 2014-09 supersedes the revenue recognition requirements in ASC 605, Revenue Recognition, and most industry-specific guidance. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This ASU is effective for annual periods beginning after December 15, 2017, and interim periods within those years, under either full or modified retrospective adoption. During 2016, in preparation for the adoption of ASU No. 2014-09, we began

a review of the various types of customer contract arrangements for our compression services, aftermarket services, and equipment sales operations. These reviews include 1) accumulating all customer contractual arrangements; 2) identifying individual performance obligations pursuant to each arrangement; 3) quantifying consideration under each arrangement; 4) allocating consideration among the identified performance obligations; and 5) determining the timing of revenue recognition pursuant to each arrangement. These contract reviews are in various stages of completion. While the timing and amount of revenue recognized for a large portion of our customer contractual arrangements under ASU 2014-09 will not change, in other cases the adoption of ASU No. 2014-09 may have an impact, which we are currently evaluating and reviewing. We anticipate adopting ASU 2014-09 on January 1, 2018 using the modified retrospective adoption method.

In March 2016, the FASB issued ASU 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)" to clarify the guidance on principal versus agent considerations. This ASU does not change the effective date or adoption method under ASU 2014-09 which is noted above.

In April 2016, the FASB issued ASU 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing" to clarify the guidance on identifying performance obligations and the licensing implementation guidance. This ASU does not change the effective date or adoption method under ASU 2014-09, which is noted above.

Additionally, in May 2016, the FASB issued ASU 2016-12, "Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients". This ASU addresses and amends several aspects of ASU 2014-09, but does not change the core principle of the guidance. This ASU does not change the effective date or adoption method under ASU 2014-09 which is noted above.

In April 2015, the FASB issued ASU No. 2015-05, "Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement." The amendments in ASU 2015-05 provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. This guidance became effective for us beginning in the first quarter of 2016, and did not have a material impact on our consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, "Simplifying the Measurement of Inventory", which simplifies the subsequent measurement of inventory by requiring entities to measure inventory at the lower of cost or net realizable value, except for inventory measured using the last-in, first-out (LIFO) or the retail inventory methods. The ASU requires entities to compare the cost of inventory to one measure - net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The ASU is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods, and is to be applied prospectively with early adoption permitted. We do not expect the adoption of this standard to have a material impact on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)" to increase comparability and transparency among different organizations. Organizations are required to recognize lease assets and lease liabilities in the balance sheet and disclose key information about the leasing arrangements and cash flows. The ASU is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods, with early adoption permitted, under a modified retrospective adoption. We are currently assessing the potential effects of these changes to our consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, "Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting" as part of a simplification initiative. The update addresses and simplifies several aspects of accounting for share-based payment transactions. As permitted under the new ASU, we plan to account for forfeitures as incurred upon adoption of this ASU. The ASU is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods, with early adoption permitted, and is to be applied using either modified retrospective, retrospective, or prospective transition method based on which amendment is being applied. We do not expect the adoption of this standard to have a material impact on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." ASU 2016-13 amends the impairment model to utilize an expected loss methodology in place of the currently used incurred loss methodology, which will result in the more timely recognition of losses. ASU 2016-13, which has an effective date of the first quarter of fiscal 2022, also applies to employee benefit plan accounting. We are currently assessing the potential effects of these changes to our consolidated financial statements and employee benefit plan accounting.

In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments" to reduce diversity in practice in classification of certain transactions in the statement of cash flows. The ASU is effective for annual periods beginning after December 15, 2017, and interim periods within those annual periods, with early adoption permitted, under a retrospective transition adoption. We are currently assessing the potential effects of these changes to our consolidated financial statements.

NOTE C — RELATED PARTY TRANSACTIONS

Omnibus Agreement

On June 20, 2014, the Partnership, CSI Compressco GP Inc. (the "General Partner"), and TETRA Technologies, Inc. ("TETRA") entered into a First Amendment to Omnibus Agreement (the "First Amendment"). The First Amendment amended the Omnibus Agreement previously entered into on June 20, 2011 (as amended, the "Omnibus Agreement") to extend the term thereof. The Omnibus Agreement will terminate on the earlier of (i) a change of control of the General Partner or TETRA, or (ii) upon any party providing at least 180 days' prior written notice of termination.

Under the terms of the Omnibus Agreement, our General Partner provides all personnel and services reasonably necessary to manage our operations and conduct our business (other than in Mexico, Canada, and Argentina), and certain of TETRA's Latin American-based subsidiaries provide personnel and services necessary for the conduct of certain of our Latin American-based businesses. In addition, under the Omnibus Agreement, TETRA provides certain corporate and general and administrative services as requested by our General Partner, including, without limitation, legal, accounting and financial reporting, treasury, insurance administration, claims processing and risk management, health, safety and environmental, information technology, human resources, credit, payroll, internal audit, and tax services. Pursuant to the Omnibus Agreement, we reimburse our General Partner and TETRA for services they provide to us. For the years ended December 31, 2016, 2015, and 2014, we were charged by TETRA \$41.5 million, \$113.9 million, and \$55.3 million, respectively, for expenses incurred on our behalf as described below. Amounts charged under the Omnibus Agreement and outstanding as of December 31, 2016 and 2015 are included in Amounts Payable to Affiliates in the accompanying consolidated balance sheets.

In January 2017, our General Partner and TETRA agreed that \$1.6 million of Amounts Payable to Affiliates as of December 31, 2016 that were charged to us by TETRA under the Omnibus Agreement would be paid with common units in lieu of cash, with the number of common units calculated based on the average trading price of our common units over a defined period. This amount represents certain corporate and general and administrative services for the fourth quarter of 2016. Pursuant to this agreement, 159,192 units were issued to TETRA in January 2017.

Under the terms of the Omnibus Agreement, we or TETRA may, but neither are under any obligation to, perform for the other such production enhancement or other oilfield services on a subcontract basis as are needed or desired by the other, for such periods of time and in such amounts as may be mutually agreed upon by TETRA and our General Partner. Any such services are required to be performed on terms that are (i) approved by the conflicts committee of our General Partner's board of directors, (ii) no less favorable to us than those generally being provided to or available from non-affiliated third parties, as determined by our General Partner, or (iii) fair and reasonable to us, taking into account the totality of the relationships between TETRA and us (including other transactions that may be particularly favorable or advantageous to us), as determined by our General Partner.

Under the terms of the Omnibus Agreement, we or TETRA may, but are under no obligation to, sell, lease or exchange on a like-kind basis to the other such production enhancement or other oilfield services equipment as is needed or desired to meet either of our production enhancement or other oilfield services obligations, in such amounts, upon such conditions and for such periods of time, if applicable, as may be mutually agreed upon by

TETRA and our General Partner. Any such sales, leases, or like-kind exchanges are required to be on terms that are (i) approved by the conflicts committee of our General Partner's board of directors, (ii) no less favorable to us than those generally being provided to or available from non-affiliated third parties, as determined by our General Partner, or (iii) fair and reasonable to us, taking into account the totality of the relationships between TETRA and us (including other transactions that may be particularly favorable or advantageous to us), as determined by our General Partner. In addition, unless otherwise approved by the conflicts committee of our General Partner's board of directors, TETRA may purchase newly fabricated equipment from us at a negotiated price, provided that such price may not be less than the sum of the total costs (other than any allocations of general and administrative expenses) incurred by us in fabricating such equipment plus a fixed margin percentage thereof, and TETRA may purchase from us previously fabricated equipment for a price that is not less than the sum of the net book value of such equipment plus a fixed margin percentage thereof.

This description is not a complete discussion of this agreement and is qualified in its entirety by reference to the full text of the complete agreement, which is filed, along with other agreements, as exhibits to our filings with the SEC.

In addition to the Omnibus Agreement, we have entered into other agreements with TETRA in the course of our operations.

TETRA and General Partner Ownership

To finance a portion of the \$825.0 million CSI Acquisition purchase price, we issued and sold 15,280,000 additional common units for net proceeds of \$346.0 million (the "Common Unit Offering"). TETRA, through a subsidiary of our General Partner, purchased 1,390,290 of these common units for approximately \$32.7 million. In addition, in connection with our Common Unit Offering, our General Partner made a \$7.3 million capital contribution to us in order to maintain its approximate 2% general partnership interest in us. Following the August 11, 2014, exercise by the underwriters in the Common Unit Offering of their option to purchase 2,292,000 additional common units, our General Partner made an additional \$1.1 million capital contribution in order to maintain its approximate 2% general partnership interest in us.

Prior to the Common Unit Offering and other transactions described above, TETRA's ownership in us was approximately 82% through its aggregate ownership of common units, subordinated units and indirect general partner interest plus incentive distribution rights. Common units held by the public represented an approximately 18% ownership in us prior to the above transactions. However, following the CSI Acquisition in 2014, the completion of our Common Unit Offering, and the underwriters' exercise of their option to purchase additional common units, TETRA's ownership interest in us was reduced to approximately 44%, with the common units held by the public representing an approximate 56% interest in us. TETRA's ownership is through various wholly owned subsidiaries and consists of approximately 42% of the limited partner interests plus the approximately 2% general partner interest, through which it holds incentive distribution rights. As a result of its ownership of common units and its general partner interest in us, TETRA received distributions of \$22.3 million, \$30.5 million, and \$24.1 million during the years ended December 31, 2016, 2015, and 2014, respectively.

In August 2016 and September 2016, we issued and sold 6,999,126 of the Preferred Units in a private placement. One of the purchasers in the Initial Private Placement was TETRA, which purchased 874,891 of the Preferred Units at the aggregate Issue Price of \$10.0 million and representing 12.5% ownership of the Preferred Units. For further discussion, see Note F - Series A Convertible Preferred Units.

Indemnification Agreement

Each of our directors and officers entered into an indemnification agreement with regard to their services as a director or officer, in order to enhance the indemnification rights provided under Delaware law and our Partnership Agreement. The individual indemnification agreements provide each such director or officer with the right to receive his or her costs of defense if he or she is made a party or witness to any proceeding other than a proceeding brought by or in the right of us, provided that such director or officer has not acted in bad faith or engaged in fraud with respect to the action that gave rise to his or her participation in the proceeding.

NOTE D— ACQUISITION

Acquisition of Compressor Systems, Inc.

On August 4, 2014, pursuant to a stock purchase agreement dated July 20, 2014, one of our subsidiaries acquired all of the outstanding capital stock of CSI for \$825.0 million cash (the "CSI Acquisition"). Prior to the acquisition, CSI owned one of the largest fleets of natural gas compressor packages in the United States. Headquartered in Midland, Texas, CSI fabricates, sells, and maintains natural gas compressors and provides a full range of compression products and services that covers compression needs throughout the entire natural gas production and transportation cycle to natural gas and oil producing clients. CSI derives revenues through three primary business lines: compression and related services, equipment and parts sales, and aftermarket services. Strategically, the acquisition affords us the opportunity to capture significant synergies associated with our product and service offerings and our fabrication operations, further penetrate new and existing markets, and to achieve administrative efficiencies and other strategic benefits.

For the year ended December 31, 2014, our revenues, depreciation and amortization, and pretax earnings, excluding interest allocation, included \$152.5 million, \$25.2 million, and \$15.8 million, respectively, associated with the acquisition of CSI after the closing on August 4, 2014. In addition, CSI Acquisition-related costs of approximately \$5.5 million were incurred during the year ended December 31, 2014 related to external legal fees, transaction consulting fees, and due diligence costs. These costs have been recognized in selling, general, and administrative expenses in the consolidated statement of operations. Approximately \$16.6 million of deferred financing costs were incurred in connection with the CSI Acquisition and are amortized over the term of the related debt. An additional \$6.8 million of interim financing costs were incurred and reflected in other expense during the year ended December 31, 2014.

Pro Forma Financial Information (Unaudited)

The pro forma information presented below has been prepared to give effect to the CSI Acquisition as if the transaction had occurred at the beginning of the period presented. The pro forma information includes the impact of the allocation of the purchase price for the CSI Acquisition on revenues, depreciation and amortization, and net income. The pro forma information also excludes the impact of the CSI transaction and financing costs charged to earnings during the 2014 period. The pro forma information is presented for illustrative purposes only and is based on estimates and assumptions we deemed appropriate. The following pro forma information is not necessarily indicative of the historical results that would have been achieved if the acquisition had occurred in the past, and our operating results may have been different from those reflected in the pro forma information below. Therefore, the pro forma information should not be relied upon as an indication of the operating results that we would have achieved if the transaction had occurred at the beginning of the period presented or the future results that we will achieve after the transactions.

	<u>Year Ended December 31,</u>	
	<u>2014</u>	
Revenues	\$	490,545
Depreciation and amortization		84,849
Net income		13,624
Per share information:		
Net income per common unit:		
Basic	\$	0.54
Diluted	\$	0.53
Net income per subordinated unit:		
Basic and diluted	\$	0.54

NOTE E — LONG-TERM DEBT AND OTHER BORROWINGS

Long-term debt consists of the following:

	Scheduled Maturity	December 31,	
		2016	2015
		(In Thousands)	
Credit Agreement (presented net of the unamortized deferred financing costs of \$4.5 million as of December 31, 2016 and \$5.4 million as of December 31, 2015)	August 4, 2019	\$ 217,467	\$ 229,555
7.25% Senior Notes (presented net of the unamortized discount of \$3.3 million as of December 31, 2016 and \$4.5 million as of December 31, 2015 and unamortized deferred financing costs of \$6.0 million as of December 31, 2016 and \$8.4 million as of December 31, 2015)	August 15, 2022	286,623	337,103
Total debt		504,090	566,658
Less current portion		—	—
Total long-term debt		\$ 504,090	\$ 566,658

As a result of the retrospective adoption of ASU 2015-03 during the three months ended March 31, 2016, deferred financing costs of \$13.8 million at December 31, 2015 were reclassified out of long-term other assets and are netted against the carrying values of our Credit Agreement and 7.25% Senior Notes. As of December 31, 2016, long-term debt is presented net of deferred financing costs of \$10.5 million. In addition, \$2.8 million for the year ended December 31, 2015 were reclassified from Other Expense, net to Interest Expense, net in the accompanying consolidated statements of operations. As of the year ended December 31, 2016, \$3.8 million of financing costs were expensed in interest expense.

As described below, we are in compliance with all covenants of our debt agreements as of December 31, 2016.

The following discussion is not a complete description our long-term debt agreements or amendments and is qualified in its entirety by reference to the full text of the complete agreement and amendment, which are filed as an exhibit to our filings with the SEC.

Bank Credit Facilities

The Credit Agreement is available to provide our working capital needs, letters of credit, and for general partnership purposes, including capital expenditures and potential future expansions or acquisitions. The Credit Agreement provides that we can make distributions to holders of our common units, but only if there is no default or event of default under the facility and we maintain excess availability of \$30.0 million under the Credit Agreement. Borrowings under the Credit Agreement, which matures on August 4, 2019, bear interest at a rate per annum equal to, at our option, either (a) LIBOR (adjusted to reflect any required bank reserves) for an interest period equal to one, two, three, or six months (as selected by us), plus a leverage-based margin or (b) a base rate plus a leverage-based margin; such base rate shall be determined by reference to the highest of (1) the prime rate of interest per annum announced from time to time by Bank of America, N.A., (2) the Federal Funds rate plus 0.50% per annum, and (3) LIBOR (adjusted to reflect any required bank reserves) for a one month interest period on such day plus 1.00% per annum. In addition to paying interest on outstanding principal under the Credit Agreement, we are required to pay a commitment fee in respect of the unutilized commitments. We are also required to pay a customary letter of credit fee equal to the applicable margin on revolving credit LIBOR loans, fronting fees, and other fees, agreed to with the administrative agent and lenders. As of December 31, 2016, we had a balance outstanding of \$222.0 million, had approximately \$8.0 million letters of credit, and had availability under the Credit Agreement of approximately \$85.0 million.

Under our Credit Agreement, we and our subsidiary CSI Compressco Sub Inc. are named as the borrowers, and all obligations under the Credit Agreement are guaranteed by all of our existing and future, direct and indirect, domestic restricted subsidiaries (other than domestic subsidiaries that are wholly owned by foreign subsidiaries). The Credit Agreement includes customary covenants that, among other things, limit our ability to incur additional debt, incur, or permit certain liens to exist, or make certain loans, investments, acquisitions, or other restricted payments. Our Credit Agreement includes a maximum credit commitment and included within the maximum amount is availability for letters of credit (with a sublimit of \$20.0 million) and swingline loans (with a sublimit of \$60.0 million). The amount of outstanding borrowings under the Credit Agreement is subject to certain limitations, including a borrowing-base calculation as described below and borrowing limitations as a result of financial covenants. During the year ended December 31, 2014, we incurred financing costs of approximately \$7.0 million related to the Credit Agreement. These costs are being amortized over the term of the Credit Agreement. Also during 2014, approximately \$0.8 million of unamortized deferred financing costs associated with the previous credit agreement was charged to interest expense.

On May 25, 2016, we entered into an amendment (the "Third Amendment") to our Credit Agreement that, among other things, modified certain financial covenants in the Credit Agreement. As discussed below, these financial covenants were further amended in November 2016. In addition, the Third Amendment provided for other changes related to the Credit Agreement including, among other amendments (i) reducing the maximum aggregate lender commitments from \$400.0 million to \$340.0 million, (ii) increasing the applicable margin by 0.25% with a range between 2.00% and 3.00% per annum for LIBOR-based loans and 1.00% to 2.00% per annum for base-rate loans, based on the applicable consolidated total leverage ratio, and (iii) imposing a requirement that we use designated consolidated cash and cash equivalent balances in excess of \$35.0 million to prepay the loans as well as other provisions and restrictions. As a result of the reduction of the maximum lender commitment pursuant to the Third Amendment, unamortized deferred finance costs of \$0.7 million were charged to interest expense during the year ended December 31, 2016. Pursuant to the Third Amendment, bank fees of \$0.7 million were incurred during the year ended December 31, 2016 and were deferred, netting against the carrying value of the amount outstanding under our Credit Agreement.

On November 3, 2016, we entered into an additional amendment (the "Fourth Amendment") to our Credit Agreement that, among other changes, further modified certain financial covenants in the Credit Agreement. The Fourth Amendment converted the Credit Agreement from a secured revolving credit facility into an asset-based revolving credit facility ("ABL Facility"). Borrowings under the Credit Agreement, as amended, may not exceed a borrowing base equal to the sum of (i) 80% of the aggregate net amount of our eligible accounts receivable, plus (ii) 20% of the aggregate value of any eligible parts inventory, in the event we elect to include eligible parts inventory pursuant to a notice to the administrative agent, plus (iii) 80% of the net in-place eligible compressor equipment, decreased each month by the amount of associated depreciation expense, plus (iv) 80% of the cost of new eligible compressor equipment, and minus (v) the amount of any reserves established by the administrative agent in its discretion. In addition, the Fourth Amendment imposed other requirements, including requirements related to borrowing base reporting on a monthly basis and provisions to permit periodic appraisal and inspection of collateral assets. Pursuant to the Fourth Amendment, certain additional restrictive provisions ("cash dominion provisions") are imposed if an event of default has occurred and is continuing or excess availability under the ABL Facility falls below \$30.0 million. The Fourth Amendment modified certain financial covenants as follows: (i) the consolidated total leverage ratio may not exceed (a) 5.75 to 1 as of September 30, 2016, (b) 5.95 to 1 as of the fiscal quarters ended December 31, 2016 through June 30, 2018; (c) 5.75 to 1 as of September 30, 2018 and December 31, 2018; and (d) 5.50 to 1 as of March 31, 2019 and thereafter; (ii) the consolidated secured leverage ratio may not exceed (a) 3.25 to 1 as of the fiscal quarters ended September 30, 2016 through June 30, 2018; and (b) 3.50 to 1 as of September 30, 2018 and thereafter; and (iii) the consolidated interest coverage ratio may not fall below (a) 2.25 to 1 as of the fiscal quarters ended September 30, 2016 through June 30, 2018; (b) 2.50 to 1 as of September 30, 2018 and December 31, 2018; and (c) 2.75 to 1 as of March 31, 2019 and thereafter. In addition, the Fourth Amendment reduced the maximum aggregate lender commitments from \$340.0 million to \$315.0 million. The Fourth Amendment provides for an increase in the applicable margin by 0.25% in the event the consolidated leverage ratio exceeds 5.50 to 1, resulting in a range for the applicable margin between 2.00% and 3.25% per annum for LIBOR-based loans and 1.00% to 2.25% per annum for base-rate loans, according to the consolidated total leverage ratio. As a result of the further reduction of the aggregate lender commitments pursuant to the Fourth Amendment, unamortized deferred finance costs of \$0.3 million were charged to interest expense during the year ended December 31, 2016. Pursuant to the Fourth Amendment, associated fees of \$0.8 million were incurred during the year ended December 31, 2016 and were deferred, netting against the carrying value of the amount outstanding under the Credit Agreement.

The weighted average interest rate on borrowings outstanding under the Credit Agreement as of December 31, 2016 was 3.45% per annum. At December 31, 2016, our consolidated total leverage ratio was 5.40 to 1 (compared to 5.95 to 1 maximum as required under the Credit Agreement), our consolidated secured leverage ratio was 2.35 to 1 (compared to 3.25 to 1 maximum as required under the Credit Agreement) and our consolidated interest coverage ratio was 3.13 to 1 (compared to a 2.25 to 1 minimum as required under the Credit Agreement). The consolidated total leverage ratio and the consolidated secured leverage ratio, as both are calculated under the Credit Agreement, exclude the long-term liability for the Preferred Units in the determination of total indebtedness.

7.25% Senior Notes

The obligations under the 7.25% Senior Notes due 2022 (the "7.25% Senior Notes") are jointly and severally, and fully and unconditionally, guaranteed on a senior unsecured basis by each of our domestic restricted subsidiaries (other than CSI Compressco Finance) that guarantee our other indebtedness (the "Guarantors" and together with the Issuers, the "Obligors"). The 7.25% Senior Notes and the subsidiary guarantees thereof (together, the "Securities") were issued pursuant to an indenture described below.

The Obligors issued the Securities pursuant to the Indenture dated as of August 4, 2014 (the "Indenture") by and among the Obligors and U.S. Bank National Association, as trustee (the "Trustee"). The 7.25% Senior Notes accrue interest at a rate of 7.25% per annum. Interest on the 7.25% Senior Notes is payable semi-annually in arrears on February 15 and August 15 of each year. The 7.25% Senior Notes are scheduled to mature on August 15, 2022.

The Indenture contains customary covenants restricting our ability and the ability of our restricted subsidiaries to: (i) pay dividends and make certain distributions, investments and other restricted payments; (ii) incur additional indebtedness or issue certain preferred shares; (iii) create certain liens; (iv) sell assets; (v) merge, consolidate, sell or otherwise dispose of all or substantially all of our assets; (vi) enter into transactions with affiliates; and (vii) designate our subsidiaries as unrestricted subsidiaries under the Indenture. The Indenture also contains customary events of default and acceleration provisions relating to such events of default, which provide that upon an event of default under the Indenture, the Trustee or the holders of at least 25% in aggregate principal amount of the 7.25% Senior Notes then outstanding may declare all amounts owing under the 7.25% Senior Notes to be due and payable.

During September 2016 and October 2016, we repurchased on the open market and retired \$54.1 million aggregate principal amount of 7.25% Senior Notes for a purchase price of \$50.9 million, at an average repurchase price of 94% of the principal amount of the 7.25% Senior Notes, plus accrued interest, utilizing a portion of the net proceeds of the sale of the Preferred Units. Following the repurchase of these 7.25% Senior Notes, \$295.9 million aggregate principal amount of 7.25% Senior Notes remain outstanding. In connection with the repurchase of these 7.25% Senior Notes, \$1.4 million of early extinguishment net gain was credited to other expense during the year ended December 31, 2016, representing the difference between the repurchase price and the \$54.1 million aggregate principal amount of the 7.25% Senior Notes repurchased, and \$1.8 million of remaining unamortized deferred finance costs and discounts associated with the repurchased 7.25% Senior Notes.

NOTE F – SERIES A CONVERTIBLE PREFERRED UNITS

On August 8, 2016 and September 20, 2016, we entered into Series A Preferred Unit Purchase Agreements (the "Unit Purchase Agreements") with certain purchasers with regard to our issuance and sale in private placements (the "Initial Private Placement" and "Subsequent Private Placement," respectively) of an aggregate of 6,999,126 Preferred Units for a cash purchase price of \$11.43 per Preferred Unit (the "Issue Price"), resulting in total net proceeds, after deducting certain offering expenses, of approximately \$76.9 million. One of the purchasers in the Initial Private Placement was TETRA, which purchased 874,891 of the Preferred Units at the aggregate Issue Price of \$10.0 million. Proceeds from the Initial Private Placement and Subsequent Private Placement were used to pay additional offering expenses and reduce outstanding indebtedness under our Credit Agreement and our 7.25% Senior Notes.

In connection with the closing of the Initial Private Placement, our General Partner executed a Second Amended and Restated Agreement of Limited Partnership of the Partnership (the "Amended and Restated Partnership Agreement") to, among other things, authorize and establish the rights and preferences of the Preferred Units. The Preferred Units are a new class of equity security that will rank senior to all classes or series of equity securities of the Partnership with respect to distribution rights and rights upon liquidation. The holders of Preferred

Units (each, a "Preferred Unitholder") will receive quarterly distributions, which will be paid in kind in additional Preferred Units, equal to an annual rate of 11.00% of the Issue Price (\$1.2573 per Preferred Unit annualized), subject to certain adjustments, divided by the \$11.43 Issue Price. The rights of the Preferred Units include certain anti-dilution adjustments, including adjustments for economic dilution resulting from the issuance of common units in the future below a set price.

A ratable portion of the Preferred Units will be converted into common units on the eighth day of each month over a period of thirty months beginning in March 2017 (each, a "Conversion Date"), subject to certain provisions of the Amended and Restated Partnership Agreement that may delay or accelerate all or a portion of such monthly conversions. On each Conversion Date, a portion of the Preferred Units will convert into common units representing limited partner interests in the Partnership in an amount equal to, with respect to each Preferred Unitholder, the number of Preferred Units held by such Preferred Unitholder divided by the number of Conversion Dates remaining, subject to adjustment described in the Amended and Restated Partnership Agreement, with the conversion price (the "Conversion Price") determined by the trading prices of the common units over the prior month, among other factors, and as otherwise impacted by the existence of certain conditions related to the common units. The maximum aggregate number of common units that could be required to be issued pursuant to the conversion provisions of the Preferred Units is potentially unlimited; however, the Partnership may, at its option, pay cash, or a combination of cash and common units, to the Preferred Unitholders instead of issuing common units on any Conversion Date, subject to certain restrictions as described in the Amended and Restated Partnership Agreement and the Credit Agreement.

In addition, each purchaser may convert its Preferred Units, generally on a one-for-one basis and subject to adjustment for certain splits, combinations, reclassifications or other similar transactions and certain anti-dilution adjustments, in whole or in part, at any time following May 31, 2017 so long as any conversion is not for less than \$250,000 or such lesser amount, if such conversion relates to all of such purchaser's remaining Preferred Units. The Partnership has the right to be reimbursed for any cash distributions paid with respect to common units issued in any such optional conversion until March 31, 2018. The Preferred Units will vote on an as-converted basis with the common units and will have certain other rights to vote as a class with respect to any amendment to the Amended and Restated Partnership Agreement that would affect any rights, preferences or privileges of the Preferred Units, as more fully described in the Amended and Restated Partnership Agreement.

Because the Preferred Units may be settled using a variable number of common units, the fair value of the Preferred Units is classified as a long-term liability on our consolidated balance sheet in accordance with ASC 480 "Distinguishing Liabilities and Equity." The fair value of the Preferred Units as of December 31, 2016 was \$88.1 million. Changes in the fair value during each quarterly period, including the \$5.0 million increase in fair value during the fourth quarter of 2016 subsequent to the issuance of the Preferred Units, are charged to other expense in the accompanying consolidated statements of operations. Based on the conversion provisions of the Preferred Units, and using the Conversion Price calculated as of December 31, 2016, the theoretical number of common units that would be issued if all of the Preferred Units were settled as of December 31, 2016 would be approximately 8.7 million common units, with an aggregate market value of \$84.5 million. A \$1 decrease in the average trading price per common unit would result in the issuance of approximately 1.0 million additional common units pursuant to these conversion provisions.

In addition, the Unit Purchase Agreements include certain provisions regarding change of control, transfer of Preferred Units, indemnities, and other matters described in detail in the respective Unit Purchase Agreement. In connection with the closings of the Initial and Subsequent Private Placement, we paid total transaction fees of \$2.1 million to our financial advisors for these transactions. These transaction fees were charged to other expense in the accompanying consolidated statements of operations. The Unit Purchase Agreements contain customary representations, warranties and covenants of the Partnership and the purchasers.

NOTE G — LEASES

We lease some of our office space, warehouse space, operating locations, and machinery and equipment. The office, warehouse, and operating location leases, which vary from one to five year terms that expire at various dates through 2021 and are renewable for three and five year periods on similar terms, are classified as operating leases and generally require us to pay all maintenance and insurance costs.

Future minimum lease payments by year and in the aggregate, under leases with terms of one year or more, consist of the following at December 31, 2016:

	Operating Leases	
	(In Thousands)	
2017	\$	2,789
2018		1,108
2019		376
2020		223
2021		152
After 2020		—
Total minimum lease payments	\$	<u>4,648</u>

Rental expense for all operating leases was \$7.2 million, \$9.2 million, and \$5.1 million in 2016, 2015, and 2014, respectively.

NOTE H — INCOME TAXES

As a partnership, we are generally not subject to income taxes at the entity level because our income is included in the tax returns of our partners. Our operations are treated as a partnership for federal tax purposes with each partner being separately taxed on its share of taxable income. However, a portion of our business is conducted through taxable U.S. corporate subsidiaries. Accordingly, a U.S. federal and state income tax provision has been reflected in the accompanying statements of operations. We have a tax sharing agreement with TETRA with respect to the Texas franchise tax liability. The resulting state tax expense is included in the provision for income taxes. Certain of our operations are located outside of the U.S., and the Partnership is responsible for income taxes in these countries.

The income tax provision (benefit) attributable to our operations for the years ended December 31, 2016, 2015, and 2014 consists of the following:

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Current			
Federal	\$ —	\$ (1,632)	\$ (50)
State	836	1,330	172
Foreign	999	806	2,220
	<u>1,835</u>	<u>504</u>	<u>2,342</u>
Deferred			
Federal	—	(847)	(2,764)
State	(8)	(354)	(122)
Foreign	38	596	(628)
	<u>30</u>	<u>(605)</u>	<u>(3,514)</u>
Total tax provision (benefit)	<u>\$ 1,865</u>	<u>\$ (101)</u>	<u>\$ (1,172)</u>

A reconciliation of the provision (benefit) for income taxes, computed by applying the federal statutory rate to income before income taxes and the reported income taxes, is as follows:

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Income (loss) tax provision computed at statutory federal income tax rates	\$ (46,332)	\$ (49,888)	\$ 3,429
Partnership (earnings) losses	46,332	49,888	(3,429)
Corporate subsidiary earnings (loss) subject to federal tax	(33,791)	(36,712)	(2,917)
Impact of goodwill impairments	2,134	3,341	—
Valuation allowances	33,056	33,682	—
Income tax expense attributable to foreign earnings	1,297	92	1,592
State income taxes (net of federal benefit)	(849)	(619)	97
Nondeductible expenses	23	79	56
Other	(5)	36	—
Total tax provision (benefit)	<u>\$ 1,865</u>	<u>\$ (101)</u>	<u>\$ (1,172)</u>

Income (loss) before income tax provision includes the following components:

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Domestic	\$ (146,007)	\$ (150,814)	\$ 2,578
International	9,734	4,083	7,508
Total	<u>\$ (136,273)</u>	<u>\$ (146,731)</u>	<u>\$ 10,086</u>

We file U.S. federal, state, and foreign income tax returns on behalf of all of our consolidated subsidiaries. With few exceptions, we are not subject to U.S. federal, state, local, or non-U.S. income tax examinations by tax authorities for years prior to 2010. We file tax returns in the U.S. and in various state, local and non-U.S. jurisdictions. The following table summarizes the earliest tax years that remain subject to examination by taxing authorities in any major jurisdiction in which we operate:

<u>Jurisdiction</u>	<u>Earliest Open Tax Period</u>
United States – Federal	2013
United States – State and Local	2012
Non-U.S. jurisdictions	2010

We use the liability method for reporting income taxes, under which current and deferred tax assets and liabilities are recorded in accordance with enacted tax laws and rates. Under this method, at the end of each period, the amounts of deferred tax assets and liabilities are determined using the tax rate expected to be in effect when the taxes are actually paid or recovered. We establish a valuation allowance to reduce the deferred tax assets when it is more likely than not that some portion or all of the deferred tax assets will not be realized. While we consider future taxable income and ongoing tax planning strategies in assessing the need for the valuation allowance, there can be no guarantee that we will be able to realize all of our deferred tax assets. Significant components of our deferred tax assets and liabilities are as follows:

Deferred Tax Assets

	December 31,	
	2016	2015
	(In Thousands)	
Inventory reserve	\$ 690	\$ 1,016
Excess tax over book basis in long-lived assets	34,595	15,795
Accruals	452	680
Net operating losses	33,300	21,661
Bad debt reserve	472	443
Other	84	82
Total deferred tax assets	69,593	39,677
Valuation allowance	(69,176)	(36,325)
Net deferred tax assets	\$ 417	\$ 3,352

Deferred Tax Liabilities

	December 31,	
	2016	2015
	(In Thousands)	
Accruals	\$ 269	\$ 2,889
All other	838	1,099
Total deferred tax liability	1,107	3,988
Net deferred tax liability	\$ 690	\$ 636

At December 31, 2016, we have approximately \$33.3 million of federal, foreign, and state net operating loss carryforwards/carrybacks. In those foreign jurisdictions and states in which net operating losses are subject to an expiration period, our loss carryforwards, if not utilized, will expire from 2019 to 2035. Utilization of the net operating loss and credit carryforwards may be subject to a significant annual limitation due to ownership changes that have occurred previously or could occur in the future provided by Section 382 of the Internal Revenue Code.

The increases in the valuation allowance during the years ended December 31, 2016, 2015, and 2014 were \$33.0 million, \$34.1 million, and \$2.2 million, respectively. The change in the valuation allowance during 2016 primarily relates to deferred tax assets associated with losses generated in our U.S. corporate subsidiaries and certain foreign jurisdictions. We believe that it is more likely than not we will not realize all the tax benefits of the deferred tax assets within the allowable carryforward period. Therefore, an appropriate valuation allowance has been provided.

In November 2015, the FASB issued ASU 2015-17. The update changes how deferred taxes are classified on the balance sheet, eliminating the existing requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, organizations are required to classify all deferred tax assets and liabilities as noncurrent. The ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2016. As permitted by ASU 2015-17, we elected to early adopt this guidance effective December 31, 2015. The impact of the retrospective adoption of this standard was not material to our consolidated financial statements.

ASC 740 provides guidance on measurement and recognition in accounting for income tax uncertainties and provides related guidance on derecognition, classification, disclosure, interest, and penalties. As of December 31, 2016 and 2015, the Partnership had no material unrecognized tax benefits (as defined in ASC 740-10). We do not expect to incur interest charges or penalties related to our tax positions, but if such charges or penalties are incurred, our policy is to account for interest charges as interest expense and penalties as tax expense in the consolidated statements of operations.

NOTE I — COMMITMENTS AND CONTINGENCIES

From time to time, we are involved in litigation relating to claims arising out of our operations in the normal course of business. While the outcome of these lawsuits or other proceedings against us cannot be predicted with certainty, management does not consider it reasonably possible that a loss resulting from such lawsuits or proceedings in excess of any amounts accrued has been incurred that is expected to have a material adverse effect on our financial condition, results of operations, or cash flows.

NOTE J — EQUITY-BASED COMPENSATION

2011 Long Term Incentive Plan

We have granted phantom unit and performance phantom unit awards to certain employees, officers, and directors of our general partner pursuant to the CSI Compressco LP Amended and Restated 2011 Long Term Incentive Plan. Awards of phantom units generally vest over a three year period. Awards of performance phantom units cliff vest at the end of a performance period and are settled based on achievement of related performance measures over the performance period. Each of the phantom unit and performance phantom unit awards includes distribution equivalent rights that enable the recipient to receive additional units equal in value to the accumulated cash distributions made on the units subject to the award from the date of grant. Accumulated distributions associated with each underlying unit are payable upon settlement of the related phantom unit award (and are forfeited if the related award is forfeited). Phantom units are notional units that entitle the grantee to receive a common unit upon the vesting of the award.

During the year ended December 31, 2016, we granted to certain officers and employees an aggregate of 396,692 phantom unit and performance phantom unit awards, having an average market value (equal to the closing price of the common units on the dates of grant) of \$8.38 per unit, or an aggregate market value of \$3.3 million. During the year ended December 31, 2015, we granted to certain officers and employees 180,136 phantom and performance phantom unit awards, having an average market value (equal to the closing price of the common units on the dates of grant) of \$20.35 per unit, or an aggregate market value of \$3.9 million. During the year ended December 31, 2014, we granted to certain officers and employees 208,671 restricted common unit awards, having an average market value (equal to the closing price of the common units on the dates of grant) of \$22.89 per unit, or an aggregate market value of \$4.8 million. The fair value of awards vesting during 2016, 2015, and 2014 was approximately \$1.5 million, \$1.1 million, and \$1.3 million, respectively. The fair value of awards is amortized straight-line over the vesting period. Adjustments to the amortized expense related to performance phantom units may be recognized prior to vesting depending on the expected achievement of the performance target.

The following is a summary of unit activity for the year ended December 31, 2016:

	Units		Weighted Average Grant Date Fair Value Per Unit
	(In Thousands)		
Nonvested units outstanding at December 31, 2015 ⁽¹⁾	309	\$	21.77
Units granted	397		8.34
Exercised/released	(74)		20.07
Cancelled/forfeited	(23)		17.07
Nonvested units outstanding at December 31, 2016 ⁽²⁾	609	\$	13.41

(1) This number excludes 91,892 performance-based phantom units, which represent the maximum number of common units that would be issued if the maximum level of performance under the awards is achieved.

(2) This number excludes an additional 216,849 performance-based phantom units, which, when combined with the 289,830 granted, represents the maximum number of common units that would be issued if the maximum level of performance under the awards is achieved. The number of units actually issued under the awards may range from zero to 433,698.

Total estimated unrecognized equity-based compensation expense from unvested units as of December 31, 2016, was approximately \$3.4 million and is expected to be recognized over a weighted average period of approximately 1.6 years. The amount recognized in 2016, 2015, and 2014 was approximately \$3.0 million, \$2.2 million, and \$1.5 million, respectively, and included in selling, general, and administrative expense.

NOTE K – MARKET RISKS AND DERIVATIVE CONTRACTS

We are exposed to financial and market risks that affect our businesses. We have currency exchange rate risk exposure related to transactions denominated in a foreign currency as well as to investments in certain of our international operations. As a result of our variable rate bank credit facility, we face market risk exposure related to changes in applicable interest rates. We have concentrations of credit risk as a result of trade receivables owed to us by companies in the energy industry. Our financial risk management activities may at times involve, among other measures, the use of derivative financial instruments, such as swap and collar agreements, to hedge the impact of market price risk exposures.

Foreign Currency Derivative Contracts

We enter into 30-day foreign currency forward derivative contracts as part of a program designed to mitigate the currency exchange rate risk exposure on selected transactions of certain foreign subsidiaries. As of December 31, 2016 and 2015, we had the following foreign currency derivative contracts outstanding relating to a portion of our foreign operations:

	December 31, 2016		
	US Dollar Notional Amount	Traded Exchange Rate	Settlement Date
	(In Thousands)		
Forward sale Mexican peso	\$ 2,483	20.18	1/18/2017

	December 31, 2015		
	US Dollar Notional Amount	Traded Exchange Rate	Settlement Date
	(In Thousands)		
Forward sale Mexican peso	\$ 4,641	17.45	1/19/2016

Under a program designed to mitigate the currency exchange rate risk exposure on selected transactions of certain foreign subsidiaries, we may enter into similar derivative contracts from time to time. Although contracts pursuant to this program will serve as economic hedges of the cash flow of our currency exchange risk exposure, they will not be formally designated as hedge contracts or qualify for hedge accounting treatment. Accordingly, any change in the fair value of these derivative instruments during a period will be included in the determination of earnings for that period.

The fair values of our foreign currency derivative instruments are based on quoted market values as reported to us by our counterparty (a Level 2 fair value measurement). The fair value of our foreign currency derivative instruments as of December 31, 2016 and 2015, are as follows:

Foreign currency derivative instruments	Balance Sheet	Fair Value at	Fair Value at
	Location	December 31, 2016	December 31, 2015
		(In Thousands)	
Forward sale contracts	Current assets	\$ 57	—
Forward sale contracts	Current liabilities	—	(14)
Total		\$ 57	(14)

None of the foreign currency derivative contracts contains credit risk related contingent features that would require us to post assets or collateral for contracts that are classified as liabilities. During the year ended December 31, 2016, 2015, and 2014, we recognized approximately \$378,000 of net gains, \$514,000 of net gains and \$3,000 of net losses, respectively, associated with our foreign currency derivative program, and such amount is included in other expense, net in the accompanying consolidated statement of operations.

NOTE L — EARNINGS PER COMMON AND SUBORDINATED UNIT

The computations of earnings per common and subordinated unit are based on the weighted average number of common and subordinated units, respectively, outstanding during the applicable full-year period. Our subordinated units met the definition of a participating security and therefore we are required to use the two-class method in the computation of earnings per unit. Effective August 18, 2014, all of the 6,273,970 subordinated units were automatically converted on a one-for-one basis into common units. Basic earnings per common and subordinated unit are determined by dividing net income (loss) allocated to the common units and subordinated units, respectively, after deducting the amount allocated to our General Partner (including distributions to our General Partner on its incentive distribution rights), by the weighted average number of outstanding common and subordinated units, respectively, during the period.

When computing earnings per common and subordinated unit under the two-class method in periods when distributions are greater than earnings, the amount of the distributions is deducted from net income and the excess of distributions over earnings is allocated between the General Partner, common and subordinated units based on how our partnership agreement allocates net losses.

When earnings are greater than distributions, we determine cash distributions based on available cash and determine the actual incentive distributions allocable to our General Partner based on actual distributions. When computing earnings per common and subordinated unit, the amount of the assumed incentive distribution rights, if any, is deducted from net income and allocated to our General Partner for the period to which the calculation relates. The remaining amount of net income, after deducting the assumed incentive distribution rights, is allocated between the General Partner, common and subordinated units based on how our Partnership Agreement allocates net earnings.

The following is a reconciliation of the weighted average number of common and subordinated units outstanding to the number of common and subordinated units used in the computations of net income per common and subordinated unit.

	Year Ended December 31,					
	2016		2015		2014	
	Common Units	Subordinated Units	Common Units	Subordinated Units	Common Units	Subordinated Units
Number of weighted average units outstanding	33,262,376	—	33,169,413	—	18,928,640	3,953,461
Unit awards outstanding	—	—	—	—	—	—
Average diluted units outstanding	<u>33,262,376</u>	<u>—</u>	<u>33,169,413</u>	<u>—</u>	<u>18,928,640</u>	<u>3,953,461</u>

Diluted earnings per unit are computed using the treasury stock method, which considers the potential future issuance of limited partner common units. Unvested phantom units are not included in basic earnings per common unit, as they are not considered to be participating securities, but are included in the calculation of diluted earnings per common unit. As of December 31, 2016, 2015, and 2014 approximately 9,707, 29,372, and 114,026 incremental units, respectively, were excluded from the calculation of diluted units because the impact was anti-dilutive. Following the issuance of the Preferred Units, diluted earnings per common unit are computed using the "if converted" method, whereby the amount of net income (loss) and the number of common units issuable are each adjusted as if the Preferred Units had been converted as of the date of issuance. The number of common units that may be issued upon future conversion of the Preferred Units is excluded from the calculation of diluted common units, as the impact would be antidilutive due to the net loss recorded during the year ended December 31, 2016.

NOTE M – SEGMENTS

ASC 280-10-50, "Operating Segments", defines the characteristics of an operating segment as (i) being engaged in business activity from which it may earn revenues and incur expenses, (ii) being reviewed by the company's chief operating decision maker ("CODM") to make decisions about resources to be allocated and to assess its performance, and (iii) having discrete financial information. Although management of our General Partner reviews our products and services to analyze the nature of our revenue, other financial information, such as certain costs and expenses, net income, and EBITDA are not captured or analyzed by these items. Our CODM does not make resource allocation decisions or assess the performance of the business based on these items, but rather in the aggregate. Based on this, our General Partner believes that we operate in one business segment.

NOTE N — GEOGRAPHIC INFORMATION

We are domiciled in the United States of America, with operations in Latin America, Canada, and to a lesser extent, in other countries located in Europe and the Asia-Pacific region. We attribute revenue to the countries based on the location of customers. Long-lived assets consist primarily of compressor packages and are attributed to the countries based on the physical location of the compressor packages at a given year-end. Information by geographic area is as follows:

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Revenues from external customers:			
U.S.	\$ 270,828	\$ 411,028	\$ 228,044
Latin America	32,673	36,843	40,372
Canada	2,666	4,282	6,860
Other	5,196	5,488	7,371
Total	<u>\$ 311,363</u>	<u>\$ 457,641</u>	<u>\$ 282,647</u>
Identifiable assets:			
U.S.	\$ 733,077	\$ 907,028	\$ 1,155,927
Latin America	48,303	54,362	51,036
Canada	2,895	2,307	5,915
Other	1,865	2,930	4,173
Total identifiable assets	<u>\$ 786,140</u>	<u>\$ 966,627</u>	<u>\$ 1,217,051</u>

NOTE O — SUPPLEMENTAL GUARANTOR FINANCIAL INFORMATION

The \$295.9 million in aggregate principal amount of the 7.25% Senior Notes as of December 31, 2016 is fully and unconditionally guaranteed, subject to certain customary release provisions, on a joint and several senior unsecured basis, by the following domestic restricted subsidiaries which are each a 100% owned subsidiary (each a "Guarantor Subsidiary" and collectively the "Guarantor Subsidiaries"):

Compressor Systems, Inc.
 CSI Compressco Field Services International LLC
 CSI Compressco Holdings LLC
 CSI Compressco International LLC
 CSI Compressco Leasing LLC
 CSI Compressco Operating LLC
 CSI Compressco Sub, Inc.
 CSI Compression Holdings, LLC
 Pump Systems International, Inc.
 Rotary Compressor Systems, Inc.

As a result of these guarantees, we are presenting the following condensed consolidating financial information pursuant to Rule 3-10 of Regulation S-X. These schedules are presented using the equity method of accounting for all periods presented. Under this method, investments in subsidiaries are recorded at cost and adjusted for our share in the subsidiaries' cumulative results of operations, capital contributions and distributions and other changes in equity. Elimination entries relate primarily to the elimination of investments in subsidiaries and associated intercompany balances and transactions. The Other Subsidiaries column includes financial information for those subsidiaries that do not guarantee the 7.25% Senior Notes. In addition to the financial information of the Partnership, financial information of the Issuers includes CSI Compressco Finance Inc., which had no assets or operations for any of the periods presented.

Condensed Consolidating Balance Sheet December 31, 2016 (In Thousands)

	Issuers	Guarantor Subsidiaries	Other Subsidiaries	Eliminations	Consolidated
ASSETS					
Current assets	\$ 35	\$ 74,574	\$ 27,395	\$ —	\$ 102,004
Property, plant, and equipment, net	—	624,051	22,955	—	647,006
Investments in subsidiaries	214,703	15,112	—	(229,815)	—
Intangible and other assets, net	—	36,794	336	—	37,130
Intercompany receivables	312,227	—	—	(312,227)	—
Total non-current assets	526,930	675,957	23,291	(542,042)	684,136
Total assets	<u>\$ 526,965</u>	<u>\$ 750,531</u>	<u>\$ 50,686</u>	<u>\$ (542,042)</u>	<u>\$ 786,140</u>
LIABILITIES AND PARTNERS' CAPITAL					
Current liabilities	\$ 8,089	\$ 31,789	\$ 3,856	\$ —	\$ 43,734
Amounts payable to affiliate	874	3,780	1,526	—	6,180
Long-term debt	286,623	217,467	—	—	504,090
Series A Preferred Units	88,130	—	—	—	88,130
Intercompany payables	—	282,753	29,474	(312,227)	—
Other long-term liabilities	—	39	718	—	757
Total liabilities	383,716	535,828	35,574	(312,227)	642,891
Total partners' capital	143,249	214,703	15,112	(229,815)	143,249
Total liabilities and partners' capital	<u>\$ 526,965</u>	<u>\$ 750,531</u>	<u>\$ 50,686</u>	<u>\$ (542,042)</u>	<u>\$ 786,140</u>

Condensed Consolidating Balance Sheet
December 31, 2015
(In Thousands)

	Issuers	Guarantor Subsidiaries	Other Subsidiaries	Eliminations	Consolidated
ASSETS					
Current assets	\$ 6	\$ 95,246	\$ 30,948	\$ —	\$ 126,200
Property, plant, and equipment, net	—	674,743	24,537	—	699,280
Investments in subsidiaries	371,702	13,332	—	(385,034)	—
Intangible and other assets, net	—	139,819	1,328	—	141,147
Intercompany receivables	308,064	—	—	(308,064)	—
Total non-current assets	679,766	827,894	25,865	(693,098)	840,427
Total assets	<u>\$ 679,772</u>	<u>\$ 923,140</u>	<u>\$ 56,813</u>	<u>\$ (693,098)</u>	<u>\$ 966,627</u>
LIABILITIES AND PARTNERS' CAPITAL					
Current liabilities	\$ 10,468	\$ 45,238	\$ 3,041	\$ —	\$ 58,747
Amounts payable to affiliate	44	5,357	2,752	—	8,153
Long-term debt	337,102	229,556	—	—	566,658
Intercompany payables	—	271,231	36,833	(308,064)	—
Other long-term liabilities	—	56	855	—	911
Total liabilities	347,614	551,438	43,481	(308,064)	634,469
Total partners' capital	332,158	371,702	13,332	(385,034)	332,158
Total liabilities and partners' capital	<u>\$ 679,772</u>	<u>\$ 923,140</u>	<u>\$ 56,813</u>	<u>\$ (693,098)</u>	<u>\$ 966,627</u>

**Condensed Consolidating Statement of Operations
and Comprehensive Income (Loss)**
December 31, 2016
(In Thousands)

	<u>Issuers</u>	<u>Guarantor Subsidiaries</u>	<u>Other Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Revenues	\$ —	\$ 283,846	\$ 38,653	\$ (11,136)	\$ 311,363
Cost of revenues (excluding depreciation and amortization expense)	—	175,314	27,082	(11,136)	191,260
Depreciation and amortization	—	69,327	2,796	—	72,123
Impairments of long-lived assets	—	10,154	69	—	10,223
Selling, general and administrative expense	3,969	30,574	1,679	—	36,222
Goodwill impairment	—	91,575	759	—	92,334
Interest expense, net	24,667	13,388	—	—	38,055
Series A Preferred FV Adjustment	5,036	—	—	—	5,036
Other expense, net	737	44	1,602	—	2,383
Equity in net (income) loss of subsidiaries	103,729	(3,798)	—	(99,931)	—
Income (loss) before income tax provision	(138,138)	(102,732)	4,666	99,931	(136,273)
Provision (benefit) for income taxes	—	997	868	—	1,865
Net income (loss)	(138,138)	(103,729)	3,798	99,931	(138,138)
Other comprehensive income (loss)	(2,018)	(2,018)	(2,018)	4,036	(2,018)
Comprehensive income (loss)	<u>\$ (140,156)</u>	<u>\$ (105,747)</u>	<u>\$ 1,780</u>	<u>\$ 103,967</u>	<u>\$ (140,156)</u>

**Condensed Consolidating Statement of Operations
and Comprehensive Income (Loss)
December 31, 2015
(In Thousands)**

	<u>Issuers</u>	<u>Guarantor Subsidiaries</u>	<u>Other Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Revenues	\$ —	\$ 435,954	\$ 42,956	\$ (21,269)	\$ 457,641
Cost of revenues (excluding depreciation and amortization expense)	—	280,479	31,450	(21,269)	290,660
Depreciation and amortization	—	78,185	3,653	—	81,838
Impairments of long-lived assets	—	11,797	—	—	11,797
Selling, general and administrative expense	2,314	39,113	2,052	—	43,479
Goodwill impairment	—	138,035	1,409	—	139,444
Interest expense, net	26,740	8,224	—	—	34,964
Other expense, net	406	(272)	2,056	—	2,190
Equity in net income of subsidiaries	117,170	(1,086)	—	(116,084)	—
Income (loss) before income tax provision	(146,630)	(118,521)	2,336	116,084	(146,731)
Provision (benefit) for income taxes	—	(1,351)	1,250	—	(101)
Net income (loss)	(146,630)	(117,170)	1,086	116,084	(146,630)
Other comprehensive income (loss)	(5,057)	(5,057)	(5,057)	10,114	(5,057)
Comprehensive income (loss)	<u>\$ (151,687)</u>	<u>\$ (122,227)</u>	<u>\$ (3,971)</u>	<u>\$ 126,198</u>	<u>\$ (151,687)</u>

**Condensed Consolidating Statement of Operations
and Comprehensive Income (Loss)
December 31, 2014
(In Thousands)**

	<u>Issuers</u>	<u>Guarantor Subsidiaries</u>	<u>Other Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Revenues	\$ —	\$ 249,284	\$ 49,172	\$ (15,809)	\$ 282,647
Cost of revenues (excluding depreciation and amortization expense)	—	152,940	37,536	(15,809)	174,667
Depreciation and amortization	—	39,550	1,330	—	40,880
Impairments of long-lived assets	—	278	—	—	278
Selling, general and administrative expense	1,544	27,306	3,250	—	32,100
Interest expense, net	11,507	2,630	103	—	14,240
Other expense, net	502	6,201	3,693	—	10,396
Equity in net income of subsidiaries	(24,811)	(1,832)	—	26,643	—
Income before income tax provision	11,258	22,211	3,260	(26,643)	10,086
Provision for income taxes	—	(2,600)	1,428	—	(1,172)
Net income	11,258	24,811	1,832	(26,643)	11,258
Other comprehensive income (loss)	(3,749)	(3,749)	(3,749)	7,498	(3,749)
Comprehensive income	<u>\$ 7,509</u>	<u>\$ 21,062</u>	<u>\$ (1,917)</u>	<u>\$ (19,145)</u>	<u>\$ 7,509</u>

Condensed Consolidating Statement of Cash Flows
December 31, 2016
(In Thousands)

	<u>Issuers</u>	<u>Guarantor Subsidiaries</u>	<u>Other Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net cash provided by (used in) operating activities	\$ (26,052)	\$ 86,348	\$ 1,148	\$ —	\$ 61,444
Investing activities:					
Purchases of property, plant, and equipment, net	—	(10,895)	236	—	(10,659)
Intercompany investment activity	51,254	—	—	(51,254)	—
Advances and other investing activities	—	(22)	—	—	(22)
Net cash provided by (used in) investing activities	51,254	(10,917)	236	(51,254)	(10,681)
Financing activities:					
Proceeds from long-term debt	—	109,000	—	—	109,000
Payments of long-term debt	(50,882)	(122,000)	—	—	(172,882)
Proceeds from issuance of Series A Preferred	76,934	—	—	—	76,934
Distributions	(51,254)	—	—	—	(51,254)
Intercompany contribution (distribution)	—	(51,254)	—	51,254	—
Financing costs and other	—	(1,688)	—	—	(1,688)
Net cash provided by (used in) financing activities	(25,202)	(65,942)	—	51,254	(39,890)
Effect of exchange rate changes on cash	—	—	(696)	—	(696)
Increase (decrease) in cash and cash equivalents	—	9,489	688	—	10,177
Cash and cash equivalents at beginning of period	—	2,712	7,908	—	10,620
Cash and cash equivalents at end of period	\$ —	\$ 12,201	\$ 8,596	\$ —	\$ 20,797

Condensed Consolidating Statement of Cash Flows
December 31, 2015
(In Thousands)

	<u>Issuers</u>	<u>Guarantor Subsidiaries</u>	<u>Other Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net cash provided by (used in) operating activities	\$ —	\$ 84,351	\$ 17,542	\$ —	\$ 101,893
Investing activities:					
Purchases of property, plant, and equipment, net	—	(76,553)	(18,719)	—	(95,272)
Intercompany investment activity	68,360	—	—	(68,360)	—
Advances and other investing activities		(69)	—		(69)
Net cash provided by (used in) investing activities	68,360	(76,622)	(18,719)	(68,360)	(95,341)
Financing activities:					
Proceeds from long-term debt	—	63,000	—	—	63,000
Payments of long-term debt	—	(23,000)	—	—	(23,000)
Distributions	(68,360)	—	—	—	(68,360)
Intercompany contribution (distribution)	—	(68,360)	—	68,360	—
Net cash provided by (used in) financing activities	(68,360)	(28,360)	—	68,360	(28,360)
Effect of exchange rate changes on cash	—	—	(1,638)	—	(1,638)
Increase (decrease) in cash and cash equivalents	—	(20,631)	(2,815)	—	(23,446)
Cash and cash equivalents at beginning of period	—	23,343	10,723	—	34,066
Cash and cash equivalents at end of period	<u>\$ —</u>	<u>\$ 2,712</u>	<u>\$ 7,908</u>	<u>\$ —</u>	<u>\$ 10,620</u>

Condensed Consolidating Statement of Cash Flows
December 31, 2014
(In Thousands)

	Issuers	Guarantor Subsidiaries	Other Subsidiaries	Eliminations	Consolidated
Net cash provided by (used in) operating activities	\$ 14,688	\$ 22,767	\$ 7,364	\$ —	\$ 44,819
Investing activities:					
Purchases of property, plant, and equipment, net	—	(44,313)	(3,824)	—	(48,137)
Acquisition of CSI	—	(825,000)	—	—	(825,000)
Intercompany investment activity	(367,512)	(2,633)	—	370,145	—
Advances and other investing activities	—	(805)	—	—	(805)
Net cash provided by (used in) investing activities	(367,512)	(872,751)	(3,824)	370,145	(873,942)
Financing activities:					
Proceeds from long-term debt	344,961	257,897	—	—	602,858
Payments of long-term debt	—	(93,584)	—	—	(93,584)
Proceeds from issuance of partnership common units, net of underwriters' discount	395,794	—	—	—	395,794
Distributions	(36,687)	—	—	—	(36,687)
Payment of financing costs	(9,649)	(12,837)	—	—	(22,486)
Intercompany contribution (distribution)	—	367,512	2,633	(370,145)	—
Intercompany loan activity	(350,000)	350,000	—	—	—
Contribution from general partner	8,405	—	—	—	8,405
Net cash provided by (used in) financing activities	352,824	868,988	2,633	(370,145)	854,300
Effect of exchange rate changes on cash	—	—	(588)	—	(588)
Increase (decrease) in cash and cash equivalents	—	19,004	5,585	—	24,589
Cash and cash equivalents at beginning of period	—	4,339	5,138	—	9,477
Cash and cash equivalents at end of period	\$ —	\$ 23,343	\$ 10,723	\$ —	\$ 34,066

NOTE P — QUARTERLY FINANCIAL INFORMATION (Unaudited)

Summarized quarterly financial data for 2016 and 2015 is as follows:

	Three Months Ended 2016			
	March 31	June 30	September 30	December 31
	(In Thousands, Except Per Share Amounts)			
Total revenues	\$ 81,692	\$ 76,089	\$ 70,714	\$ 82,868
Net income (loss)	(105,349)	(4,680)	(15,971)	(12,138)
Net income (loss) per common unit	\$ (3.11)	\$ (0.14)	\$ (0.47)	\$ (0.36)
Net income (loss) per diluted common unit	\$ (3.11)	\$ (0.14)	\$ (0.47)	\$ (0.36)

Three Months Ended 2015

	March 31		June 30		September 30		December 31
	(In Thousands, Except Per Share Amounts)						
Total revenues	\$ 102,889	\$	126,465	\$	128,924	\$	99,363
Net income (loss)	1,808		1,163		1,619		(151,220)
Net income (loss) per common unit	\$ 0.04	\$	0.02	\$	0.04	\$	(4.47)
Net income (loss) per diluted common unit	\$ 0.04	\$	0.02	\$	0.04	\$	(4.47)

Net loss for the three months ended March 31, 2016, includes the impact of \$92.3 million for goodwill impairment and \$7.9 million for certain impairments of long-lived assets. Net loss for the three months ended December 31, 2016, includes the impact of \$2.4 million for impairments of long-lived assets.

Net loss for the three months ended December 31, 2015, includes the impact of \$139.4 million for goodwill impairment and \$11.8 million for impairment of certain impairments of long-lived assets.

NOTE Q — SUBSEQUENT EVENTS

On January 20, 2017, our General Partner declared a cash distribution attributable to the quarter ended December 31, 2016 of \$0.3775 per common unit. This distribution equates to a distribution of \$1.51 per outstanding common unit on an annualized basis. Also on January 20, 2017, our General Partner approved the paid in kind distribution of 193,563 Preferred Units attributable to the quarter ended December 31, 2016 in accordance with the provisions of our partnership agreement, as amended. These distributions were paid on February 14, 2017, to the holders of common units and Preferred Units, respectively, of record as of the close of business February 1, 2017.

**Summary Description of the Compensation of
Non-Employee Directors of CSI Compressco GP Inc.**

As of January 1, 2016, each director who is not an employee of CSI Compressco GP Inc. (the "general partner"), TETRA Technologies, Inc., or any of its subsidiaries ("TETRA"), receives non-cash compensation of \$60,000 per year for attending regularly scheduled board meetings. The non-cash compensation is paid for the upcoming service year in the form of phantom unit awards that have an intended value of \$60,000, prorated for any newly-elected director to such director's date of election and that vest over the service year as set forth below. Directors who are appointed as the chairmen of our Conflicts Committee and Audit Committee receive additional non-cash compensation of \$5,000 and \$10,000 per year, respectively, prorated from their respective dates of appointment in their initial year of service, which is also paid in the form of phantom unit awards. All such awards of phantom units are granted under our Amended and Restated 2011 Long Term Incentive Plan. Directors are reimbursed for out-of-pocket expenses incurred in connection with their service as directors. In addition, each non-employee director is paid an annual cash retainer of \$60,000 per year, paid in quarterly installments. Effective July 1, 2016, the Board of Directors voluntarily agreed to a 10% reduction in the annual cash retainer to align with the employee wage and salary reductions implemented in 2016. The value of the equity award remains unchanged.

Directors who are also our officers or employees, or officers or employees of TETRA, do not receive any compensation for duties performed as our directors. Consequently, none of Mr. Knox, President of the general partner, Mr. Brightman, the President and Chief Executive Officer of TETRA, or Mr. Elkhoury, the Senior Vice President and Chief Operating Officer of TETRA, was compensated for his service as a director during 2016.

All Non-Employee Directors are reimbursed for out-of-pocket travel expenses incurred in attending meetings of the Board of Directors and committees.

**Summary Description of
Named Executive Officer Compensation**

There have been no changes in compensation for current officers who were identified as named executive officers in the Partnership's 2014 Annual Report on Form 10-K.

CSI Compressco LP
List of Subsidiaries or Other Related Entities
December 31, 2016

<u>Name</u>	<u>Jurisdiction</u>
Compressco, Inc.	Delaware
Compressco Testing, L.L.C.	Oklahoma
Compressco Field Services, LLC	Oklahoma
CSI Compressco GP Inc.	Delaware
CSI Compressco Investment LLC	Delaware
CSI Compressco LP	Delaware
CSI Compressco Sub Inc.	Delaware
CSI Compressco Finance Inc.	Delaware
Compressor Systems, Inc.	Delaware
CSI Compression Holdings, LLC	Delaware
Rotary Compressor Systems, Inc.	Delaware
Compressor Systems de Mexico, S. de RL de CV	Mexico
Compressor Systems Australia Pty Ltd	Australia
Pump Systems International, Inc.	Delaware
CSI Compressco Operating LLC	Delaware
Compressco Australia Pty Ltd.	Australia
CSI Compressco Field Services International LLC	Delaware
Compressco de Argentina SRL	Argentina
CSI Compressco International LLC	Delaware
CSI Compressco Leasing LLC	Delaware
Compressco Netherlands Cooperatief U.A.	Netherlands
Compressco Netherlands B.V.	Netherlands
Compressco Canada, Inc.	Canada
CSI Compressco Mexico Investment I LLC	Delaware
Compressco de Mexico S. de RL de C.V.	Mexico
CSI Compressco Mexico Investment II LLC	Delaware
Providence Natural Gas, LLC	Oklahoma
Production Enhancement Mexico, S. de RL de C.V.	Mexico

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-4 No. 333-204654) of CSI Compressco LP and the related Prospectus,
- (2) Registration Statement (Form S-3 No. 333-195438) of Compressco Partners, L.P. and the related Prospectus,
- (3) Registration Statement (Form S-3 No. 333-214456) of CSI Compressco LP and the related Prospectus, and
- (4) Registration Statement (Form S-8 No. 333-175007) of Compressco Partners, L.P.;

of our report dated February 28, 2017, with respect to the consolidated financial statements of CSI Compressco LP, and the effectiveness of internal control over financial reporting of CSI Compressco LP, included in this Annual Report (Form 10-K) of CSI Compressco LP for the year ended December 31, 2016.

/s/ERNST & YOUNG LLP

Houston, Texas
February 28, 2017

**Certification Pursuant to
Rule 13a-14(a) or 15d-14(a) of the Exchange Act
As Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Timothy A. Knox, certify that:

1. I have reviewed this annual report on Form 10-K for the fiscal year ended December 31, 2016, of CSI Compressco LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 28, 2017

/s/Timothy A. Knox

Timothy A. Knox

President of CSI Compressco GP Inc.,
General Partner of CSI Compressco LP
(Principal Executive Officer)

**Certification Pursuant to
Rule 13a-14(a) or 15d-14(a) of the Exchange Act
As Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Derek C. Coffie, certify that:

1. I have reviewed this annual report on Form 10-K for the fiscal year ended December 31, 2016, of CSI Compressco LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 28, 2017

/s/Derek C. Coffie

Derek C. Coffie
Chief Financial Officer of CSI Compressco GP Inc.,
General Partner of CSI Compressco LP
(Principal Financial Officer)

**Certification Pursuant to
18 U.S.C. Section 1350
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of CSI Compressco LP (the "Partnership") on Form 10-K for the year ending December 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Timothy A. Knox, President of CSI Compressco GP Inc., the General Partner of the Partnership, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Dated: February 28, 2017

/s/Timothy A. Knox

Timothy A. Knox

President of CSI Compressco GP Inc.,
General Partner of CSI Compressco LP
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to the Partnership and will be retained by the Partnership and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification Pursuant to
18 U.S.C. Section 1350
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of CSI Compressco LP (the "Partnership") on Form 10-K for the year ending December 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Derek C. Coffie, Chief Financial Officer of CSI Compressco GP Inc., the General Partner of the Partnership, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Dated: February 28, 2017

/s/Derek C. Coffie

Derek C. Coffie

Chief Financial Officer of CSI Compressco GP Inc.,
General Partner of CSI Compressco LP
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to the Partnership and will be retained by the Partnership and furnished to the Securities and Exchange Commission or its staff upon request.