



NEWS RELEASE

USD Group LLC Announces Intent to Form Midstream Master Limited Partnership

8/29/2014

USD Group LLC announced today that its wholly owned subsidiary, USD Partners LP (“USDPL”), has filed a public Registration Statement on Form S-1 with the U.S. Securities and Exchange Commission (“SEC”) related to the proposed initial public offering of common units. The common units are expected to trade on the New York Stock Exchange under the ticker symbol “USDPL”. The number of common units to be offered and the price range of the proposed offering have not yet been determined. The offering is expected to occur in the second half of this year.

USDPL is a fee-based, growth-oriented master limited partnership formed to acquire, develop and operate energy-related rail terminals and other high-quality and complementary midstream infrastructure assets and businesses. Headquartered in Houston, Texas, USDPL’s initial assets are expected to consist primarily of: (i) an origination crude-by-rail terminal in Hardisty, Alberta, Canada, with capacity to load up to two 120-railcar unit trains per day; (ii) two destination unit train-capable ethanol rail terminals in San Antonio, Texas, and West Colton, California, with a combined capacity of approximately 33,000 barrels per day; and (iii) railcar services through the management of a railcar fleet consisting of 3,799 railcars as of August 1, 2014. Citigroup, Barclays, Credit Suisse and BofA Merrill Lynch are acting as book-running managers for the proposed offering. Evercore Partners, Citigroup and Barclays are acting as co-structuring advisors for the proposed offering. The offering will be made only by means of a prospectus. When available, potential investors may obtain a copy of the preliminary prospectus related to the offering from:

Citigroup
c/o Broadridge Financial Solutions
1155 Long Island Avenue

Barclays
c/o Broadridge Financial Solutions
1155 Long Island Avenue

Edgewood, New York 11717
prospectus@citi.com
Toll-Free: (800) 831-9146

Credit Suisse Securities (USA) LLC
c/o Prospectus Department
One Madison Avenue, Level 1B
New York, New York 10010
newyork.prospectus@credit-suisse.com
Toll-Free: (800) 221-1037

Edgewood, New York 11717
barclaysprospectus@broadridge.com
Toll-Free: (888) 603-5847

BofA Merrill Lynch
Attention: Prospectus Department
222 Broadway
New York, NY 10038
dg.prospectus_requests@baml.com

To obtain a free copy of the preliminary prospectus when available, visit the SEC's website at <http://www.sec.gov>.

A registration statement relating to these securities has been filed with the SEC but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Cautionary Note

Disclosures in this press release contain certain forward-looking statements within the meaning of the federal securities laws. Statements that do not relate strictly to historical or current facts are forward-looking. These statements contain words such as "possible," "if," "will" and "expect" and involve risks and uncertainties including, among others that our business plans may change as circumstances warrant and securities of USDP may not ultimately be offered to the public because of general market conditions or other factors. Accordingly, readers should not place undue reliance on forward-looking statements as a prediction of actual results. Neither USD Group LLC nor USDP undertake any obligation to update or revise such forward-looking statements to reflect events or circumstances that occur, or of which USD Group LLC or USDP becomes aware, after the date hereof.

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