NEWS RELEASE

USD Partners LP Commences Initial Public Offering

9/30/2014

USD Partners LP ("USDP" or the "Partnership") today announced that it has commenced an initial public offering of 8,850,000 common units representing limited partner interests pursuant to a registration statement on Form S-1 previously filed with the U.S. Securities and Exchange Commission ("SEC"). The underwriters will be granted a 30-day option to purchase up to an additional 1,327,500 common units. The common units of USDP will be listed on the New York Stock Exchange under the symbol "USDP".

The common units being offered to the public represent a 41.4% limited partner interest in the Partnership, or a 47.7% limited partner interest if the underwriters exercise their option to purchase additional common units in full. USD Group LLC ("USDG"), through certain of its subsidiaries, will hold a 2.0% general partner interest, all of the incentive distribution rights and a 55.4% limited partner interest in the Partnership, or a 49.2% limited partner interest if the underwriters exercise their option to purchase additional units in full.

USDP 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, USDP's initial assets will 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, BMO Capital Markets, Deutsche Bank Securities, Goldman, Sachs & Co., RBC Capital Markets and Janney Montgomery Scott are acting as co-managers for the proposed offering. Evercore, 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
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

Barclays
c/o Broadridge Financial Solutions
1155 Long Island Avenue
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. For more information concerning factors that could cause actual results to differ materially from those conveyed in the forward-looking statements, please refer to the "Risk Factors" section of the prospectus included in the registration statement, in the form last filed with the SEC. Neither USDG nor USDP undertake any obligation to update or revise such forward-looking statements to reflect events or circumstances that occur, or of which USDG or USDP becomes aware, after the date hereof.

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