



## **Exterran Holdings Withdraws Notes Offering and Delays Spin-off of International Services and Global Fabrication Businesses**

July 24, 2015

HOUSTON--(BUSINESS WIRE)--Jul. 24, 2015-- Exterran Holdings, Inc. (NYSE:EXH) announced today that the previously announced private offering of senior notes by its subsidiaries has been withdrawn due to adverse market conditions. Consequently, the planned spin-off of its international services and global fabrication businesses into a stand-alone, publicly traded company named Exterran Corporation will be delayed. Exterran Holdings intends to complete the spin-off when market conditions allow.

"We remain committed to enhancing shareholder value through the creation of two separate entities," said Brad Childers, Exterran Holdings' President and Chief Executive Officer. "Our employees have done a tremendous job preparing for the separation of our businesses, and, as a result of that work, we are positioned to begin operating as two separate companies when the spin-off occurs. Until that time, we will continue to operate as one company, focused on delivering high-quality products and services to our customers."

### **About Exterran Holdings**

Exterran Holdings, Inc. is a global market leader in full-service natural gas compression and a premier provider of operations, maintenance, service and equipment for oil and gas production, processing and transportation applications. Exterran Holdings serves customers across the energy spectrum – from producers to transporters to processors to storage owners. Headquartered in Houston, Texas, Exterran has approximately 10,000 employees and operates in approximately 30 countries. Exterran Holdings owns an equity interest, including all of the general partner interest, in Exterran Partners, L.P. (NASDAQ: EXLP), a master limited partnership, the leading provider of natural gas contract compression services to customers throughout the United States. For more information, visit [www.exterran.com](http://www.exterran.com).

Upon completion of the spin-off, Exterran Holdings will be renamed Archrock, Inc. Archrock will be the leading provider of natural gas contract compression services to customers throughout the United States. In addition, Archrock will be a leading supplier of aftermarket services to customers that own compression equipment in the United States. Archrock will be headquartered in Houston, Texas, operating in the major oil and gas producing regions in the United States, with approximately 2,500 employees. Archrock will continue to own an equity interest, including all of the general partner interest, in Archrock Partners, L.P. (which Exterran Partners will be renamed upon completion of the spin-off).

### **About Exterran Corporation**

Exterran Corporation will be a market leader in compression, production and processing products and services, serving customers throughout the world engaged in all aspects of the oil and natural gas industry. Its global product lines will include natural gas compression, process & treating and production equipment and water treatment solutions. Outside the United States, Exterran Corporation will be a leading provider of full-service natural gas contract compression and a supplier of new, used, OEM and aftermarket parts and services. Exterran Corporation will be headquartered in Houston, Texas, and will operate in approximately 30 countries with approximately 7,000 employees.

### **Forward-Looking Statements**

All statements in this release (and oral statements made regarding the subjects of this release) other than historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and factors, many of which are outside Exterran Holdings' control, which could cause actual results to differ materially from such statements. Forward-looking information includes, but is not limited to: Exterran Holdings' plan and commitment to separate and spin-off its international services and global fabrication businesses into a stand-alone, publicly traded company named Exterran Corporation, the timing of the spin-off, the possibility that the proposed spin-off will be consummated, the expected benefits from the proposed spin-off, Exterran Holdings' financial and operational strategies and ability to successfully effect those strategies, and Exterran Holdings' financial and operational outlook and ability to fulfill that outlook.

While Exterran Holdings believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in predicting certain important factors that could impact the future performance or results of its business. Among the factors that could cause results to differ materially from those indicated by such forward-looking statements are: conditions in the financial markets and the ability of Exterran Holdings and its subsidiaries to obtain access to capital on acceptable terms; local, regional, national and international economic conditions and the impact they may have on Exterran Holdings and its customers; changes in tax laws that impact master limited partnerships; conditions in the oil and gas industry, including a sustained decrease in the level of supply or demand for oil or natural gas or a sustained decrease in the price of oil or natural gas; delays, costs and difficulties that could impact the completion and expected results of the proposed separation transaction; Exterran Holdings' ability to timely and cost-effectively execute larger projects; changes in political or economic conditions in key operating markets, including international markets; any non-performance by third parties of their contractual obligations; changes in safety, health, environmental and other regulations; and the performance of Exterran Partners.

These forward-looking statements are also affected by the risk factors, forward-looking statements and challenges and uncertainties described in Exterran Holdings' Annual Report on Form 10-K for the year ended December 31, 2014, Exterran Corporation's Registration Statement on Form 10 and Exterran Holdings' filings with the Securities and Exchange Commission, which are available at [www.exterran.com](http://www.exterran.com). Except as required by law, Exterran Holdings and Exterran Corporation expressly disclaim any intention or obligation to revise or update any forward-looking statements whether as a result of new information, future events or otherwise.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the senior notes any other securities.

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