

CSI COMPRESSCO LP

CSI COMPRESSCO GP INC. FINANCIAL CODE OF ETHICS (Adopted as of June 16, 2011)

The Board of Directors (the “*Board*”) of CSI Compressco GP Inc. (the “*General Partner*”), the general partner of CSI Compressco LP (the “*Partnership*” and, together with its subsidiaries and the General Partner, the “*Partnership Group*”), has adopted this Financial Code of Ethics (this “*Financial Code*”), which contains the ethical principles by which the General Partner’s Chief Executive Officer (or other principal executive officer), Chief Financial Officer (or other principal financial officer), Controller (or other principal accounting officer) and other senior financial officers (collectively, the “*Senior Officers*”) are expected to conduct themselves when carrying out their duties and responsibilities on behalf of the Partnership Group. Senior Officers must also comply with the Partnership Group’s other ethics policies, including any amendments or supplements thereto, including the Code of Conduct (collectively, the “*Ethics Policies*”).

I. Ethical Principles

In carrying out his or her duties to and responsibilities for the Partnership Group, each Senior Officer should:

- Act ethically with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Partnership files with, or submits to, the Securities and Exchange Commission (“*SEC*”) and in other public communications made by the Partnership;
- Comply with applicable laws, rules and regulations of national, state, provincial and local governments and private and public regulatory agencies (including The NASDAQ Stock Market LLC) having jurisdiction over the Partnership Group;
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his or her independent judgment on behalf of the Partnership Group to be subordinated to other interests;
- Promote honest and ethical behavior by others in the work environment;
- Respect the confidentiality of information acquired in the course of his or her work except when authorized or otherwise legally obligated to disclose such information. Such confidential information must not be used for the personal advantage of any Senior Officer or parties related to the Senior Officer;
- Responsibly use and maintain all assets and resources employed or entrusted to the Senior Officer;

- Promptly report violations of this Financial Code to the Chairman of the Audit Committee of the Board (the “*Audit Committee*”); and
- Accept accountability for adherence to this Financial Code.

II. Waivers

Consents obtained pursuant to this Financial Code, or waivers of any provision of this Financial Code, shall be made only by the Board or a committee thereof. Persons seeking a waiver should be prepared to disclose all pertinent facts and circumstances, respond to inquiries for additional information, explain why the waiver is necessary, appropriate, or in the best interest of the Partnership Group, and be willing to comply with any procedures that may be required to protect the Partnership Group in connection with a waiver. If a waiver of this Financial Code is granted for any Senior Officer, appropriate disclosure will be made promptly in accordance with the rules and regulations of the SEC and the listing requirements of The NASDAQ Stock Market LLC.

III. Compliance Procedures

Enforcement of sound ethical standards is the responsibility of every officer and employee of the Partnership Group. Violations and reasonable suspicions of violations of this Financial Code should be reported promptly to the Chairman of the Audit Committee. The reporting person should make full disclosure of all pertinent facts and circumstances, taking care to distinguish between matters that are certain and matters that are suspicions, worries or speculation, and also taking care to avoid premature conclusions or alarmist statements since the situation may involve circumstances unknown to the reporting person. If the situation so requires, the reporting person may report anonymously. The Partnership Group does not permit retaliation of any kind for good faith reports of ethical violations. Persons that knowingly make a report that is false or that willfully disregard its truth or accuracy, or engage in any other bad faith use of the reporting system, will be deemed to be in violation of the Ethics Policies.

Each director and Senior Officer of the Partnership Group shall be provided with a copy of this Financial Code. This Financial Code may also be provided to any other employee acting on behalf of the Partnership Group as any Senior Officer deems appropriate. Any Senior Officer, director, executive officer or employee to whom this Financial Code has been provided may be required, from time to time, to sign and deliver the certification attached as **Annex A**, acknowledging receipt of this Financial Code to:

CSI Compressco GP Inc.
101 Park Avenue, Suite 1200
Oklahoma City, Ok 73102
Attention: Chief Financial Officer

The General Partner’s Chief Financial Officer is responsible for ensuring that each of the applicable Senior Officers, directors, executive officers and other employees acting on behalf of the Partnership Group promptly sign and return the attached certification acknowledging receipt of this Financial Code.

IV. Violations

Each person is accountable for his or her compliance with this Financial Code. Violations of this Financial Code may result in disciplinary action against the violator, including dismissal from employment when deemed appropriate. Each case will be judged by the Chairman of the Audit Committee on its own merits considering the duties of the person and the significance of the circumstances involved.

V. Amendment

Any amendment to this Financial Code shall be made only by the Board or an appropriate committee thereof. If an amendment to this Financial Code is made, appropriate disclosure will be made promptly in accordance with the rules and regulations of the SEC and the listing requirements of The NASDAQ Stock Market LLC.

VI. Posting Requirement

The officers of the General Partner shall post this Financial Code on the Partnership's website as required by applicable rules and regulations. In addition, the Partnership shall disclose in its Annual Report on Form 10-K that a copy of this Financial Code is available on its website and in print to any unitholder who requests a copy.

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It is the intent of the Partnership Group that this Financial Code be its written code of ethics under the Sarbanes-Oxley Act of 2002, complying with the standards set forth in Item 406 of Regulation S-K promulgated by the Securities and Exchange Commission.

ANNEX A
FINANCIAL CODE OF ETHICS
CERTIFICATION

I have read and understand the Financial Code of Ethics (the “*Financial Code*”) of CSI Compressco LP (the “*Partnership*”), adopted by the Board of Directors of CSI Compressco GP Inc., the general partner of the Partnership (the “*General Partner*” and, together with its subsidiaries, the “*Partnership Group*”). I agree that I will comply with the policies and procedures set forth in the Financial Code and the spirit of the Financial Code. I understand and agree that my failure to comply in all respects with the Partnership Group’s policies, including the Financial Code and Partnership Group’s other ethics policies, is a basis for termination for cause of my employment with the Partnership Group.

In addition, I agree to promptly submit a written report to the Chairman of the Audit Committee of the Company’s Board of Directors describing any circumstances in which:

1. I have reasonable basis for belief that a violation of the Financial Code by any person has occurred;
2. I have or may have engaged in any activity that violates the policies and procedures or the spirit of the Financial Code; and
3. I am contemplating an activity which is likely to be in violation of the policies and procedures or the spirit of the Financial Code.

I am unaware of any violations or suspected violations of the Financial Code, except as described below or on the attached sheet of paper. (If no exceptions are noted, please check the space provided below.)

_____ No exceptions

I am aware that this signed Certification will be filed with my personal records in the Partnership Group’s Human Resources Department.

Signature

Type or Print Name

Date