
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2013

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 No. 001-34037

SUPERIOR ENERGY SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-2379388
(I.R.S. Employer
Identification No.)

1001 Louisiana Street, Suite 2900

Houston, TX

(Address of principal executive offices)

77002

(Zip Code)

Registrant's telephone number, including area code: (713) 654-2200

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 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.

Large accelerated filer Accelerated filer

Non-accelerated filer (do not check if smaller reporting company) 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 number of shares of the registrant's common stock outstanding on August 1, 2013 was 159,556,822.

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES

Quarterly Report on Form 10-Q for
the Quarterly Period Ended June 30, 2013

TABLE OF CONTENTS

	<u>Page</u>
PART I.	
FINANCIAL INFORMATION	
Item 1. Financial Statements	1
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	15
Item 3. Quantitative and Qualitative Disclosures about Market Risk	20
Item 4. Controls and Procedures	21
PART II	
OTHER INFORMATION	
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	22
Item 6. Exhibits	22

PART I. FINANCIAL INFORMATION**Item 1. Financial Statements****SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES**

Consolidated Balance Sheets
June 30, 2013 and December 31, 2012
(in thousands, except share data)

	6/30/2013 (Unaudited)	12/31/2012 (Audited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 65,399	\$ 91,199
Accounts receivable, net of allowance for doubtful accounts of \$29,177 and \$28,715 as of June 30, 2013 and December 31, 2012, respectively	1,031,325	1,027,218
Deferred income taxes	20,732	34,120
Prepaid expenses	93,319	93,190
Inventory and other current assets	245,164	214,630
Total current assets	1,455,939	1,460,357
Property, plant and equipment, net of accumulated depreciation and depletion of \$1,594,581 and \$1,342,631 as of June 30, 2013 and December 31, 2012, respectively	3,229,781	3,255,220
Goodwill	2,547,700	2,532,065
Notes receivable	46,290	44,838
Intangible and other long-term assets, net of accumulated amortization of \$71,858 and \$53,148 as of June 30, 2013 and December 31, 2012, respectively	492,737	510,406
Total assets	<u>\$7,772,447</u>	<u>\$7,802,886</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 216,173	\$ 252,363
Accrued expenses	328,789	346,490
Income taxes payable	36,826	153,212
Current maturities of long-term debt	20,000	20,000
Total current liabilities	601,788	772,065
Deferred income taxes	759,514	745,144
Decommissioning liabilities	96,320	93,053
Long-term debt, net	1,780,000	1,814,500
Other long-term liabilities	169,309	147,045
Stockholders' equity:		
Preferred stock of \$0.01 par value. Authorized, 5,000,000 shares; none issued	—	—
Common stock of \$0.001 par value.		
Authorized - 250,000,000, Issued - 159,361,185, Outstanding - 159,575,223 as of June 30, 2013		
Authorized - 250,000,000, Issued - 157,501,635, Outstanding - 157,933,224 as of December 31, 2012	159	158
Additional paid in capital	2,867,604	2,850,855
Accumulated other comprehensive loss, net	(33,916)	(19,317)
Retained earnings	1,531,669	1,399,383
Total stockholders' equity	4,365,516	4,231,079
Total liabilities and stockholders' equity	<u>\$7,772,447</u>	<u>\$7,802,886</u>

See accompanying notes to condensed consolidated financial statements.

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES

Consolidated Statements of Income
Three and Six Months Ended June 30, 2013 and 2012
(in thousands, except per share data)
(Unaudited)

	Three Months		Six Months	
	2013	2012	2013	2012
Revenues	\$1,159,713	\$1,243,319	\$2,295,192	\$2,210,156
Costs and expenses:				
Cost of services (exclusive of items shown separately below)	711,883	711,284	1,419,370	1,258,051
Depreciation, depletion, amortization and accretion	154,987	135,516	304,621	238,112
General and administrative expenses	156,967	157,519	307,131	333,540
Income from operations	135,876	239,000	264,070	380,453
Other income (expense):				
Interest expense, net	(26,942)	(29,871)	(54,482)	(60,365)
Other income	773	(306)	1,273	95
Loss on early extinguishment of debt	(884)	—	(884)	—
Gain on sale of equity-method investment	—	17,880	—	17,880
Income from continuing operations before income taxes	108,823	226,703	209,977	338,063
Income taxes	40,264	83,880	77,691	125,083
Net income from continuing operations	68,559	142,823	132,286	212,980
Loss from discontinued operations, net of income tax	—	(970)	—	(17,207)
Net income	<u>\$ 68,559</u>	<u>\$ 141,853</u>	<u>\$ 132,286</u>	<u>\$ 195,773</u>
Earnings (loss) per share information:				
Basic				
Continuing operations	\$ 0.43	\$ 0.91	\$ 0.83	\$ 1.51
Discontinued operations	—	(0.01)	—	(0.12)
Basic earnings per share	<u>\$ 0.43</u>	<u>\$ 0.90</u>	<u>\$ 0.83</u>	<u>\$ 1.39</u>
Diluted				
Continuing operations	\$ 0.43	\$ 0.90	\$ 0.82	\$ 1.49
Discontinued operations	—	(0.01)	—	(0.12)
Diluted earnings per share	<u>\$ 0.43</u>	<u>\$ 0.89</u>	<u>\$ 0.82</u>	<u>\$ 1.37</u>
Weighted average common shares used in computing earnings per share:				
Basic	159,337	157,017	159,142	141,282
Incremental common shares from stock based compensation	1,593	1,615	1,626	1,810
Diluted	<u>160,930</u>	<u>158,632</u>	<u>160,768</u>	<u>143,092</u>

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income
Three and Six Months Ended June 30, 2013 and 2012
(in thousands)
(Unaudited)

	Three Months		Six Months	
	2013	2012	2013	2012
Net income	\$68,559	\$141,853	\$132,286	\$195,773
Unrealized net loss on investment securities, net of tax	(467)	(2,839)	(1,455)	(2,839)
Change in cumulative translation adjustment, net of tax	(1,783)	(5,976)	(13,145)	(71)
Comprehensive income	<u>\$66,309</u>	<u>\$133,038</u>	<u>\$117,686</u>	<u>\$192,863</u>

See accompanying notes to condensed consolidated financial statements.

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows
Six Months Ended June 30, 2013 and 2012
(in thousands)
(Unaudited)

	2013	2012
Cash flows from operating activities:		
Net income	\$ 132,286	\$ 195,773
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion, amortization and accretion	304,621	239,357
Loss on early extinguishment of debt	884	—
Deferred income taxes	26,188	(11,395)
Excess tax benefit from stock-based compensation	(297)	(1,279)
Gain on sale of equity method investment	—	(17,880)
Stock based and performance share unit compensation expense	17,417	16,451
Retirement and deferred compensation plan expense	(626)	1,412
Amortization of debt acquisition costs and note discount	4,691	4,846
Loss on sale of businesses	—	6,649
Other reconciling items, net	(2,501)	6,222
Changes in operating assets and liabilities, net of acquisitions and dispositions:		
Accounts receivable	(3,865)	(94,803)
Inventory and other current assets	(27,291)	(24,494)
Accounts payable	(2,807)	24,512
Accrued expenses	(15,013)	(63,603)
Decommissioning liabilities	(87)	(4,578)
Income taxes	(117,514)	101,372
Other, net	29,265	(13,057)
Net cash provided by operating activities	345,351	365,505
Cash flows from investing activities:		
Payments for capital expenditures	(334,708)	(588,182)
Change in restricted cash held for acquisition of business	—	785,280
Acquisitions of businesses, net of cash acquired	(23,797)	(1,039,238)
Cash proceeds from sale of businesses	—	185,912
Cash proceeds from sale of equity method investment	—	34,087
Cash proceeds from insurance settlement	22,650	—
Other	2,130	24,949
Net cash used in investing activities	(333,725)	(597,192)
Cash flows from financing activities:		
Proceeds from revolving line of credit	426,554	382,528
Payments on revolving line of credit	(301,554)	(457,528)
Proceeds from issuance of long-term debt	—	400,000
Principal payments on long-term debt	(160,000)	(17,546)
Payment of debt acquisition costs	—	(25,091)
Proceeds from exercise of stock options	5,546	13,652
Excess tax benefit from stock-based compensation	297	1,279
Proceeds from issuance of stock through employee benefit plans	1,939	1,406
Other	(4,601)	(4,583)
Net cash provided by (used in) financing activities	(31,819)	294,117
Effect of exchange rate changes on cash	(5,607)	333
Net increase (decrease) in cash and cash equivalents	(25,800)	62,763
Cash and cash equivalents at beginning of period	91,199	80,274
Cash and cash equivalents at end of period	<u>\$ 65,399</u>	<u>\$ 143,037</u>

See accompanying notes to condensed consolidated financial statements.

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements
Six Months Ended June 30, 2013

(1) Basis of Presentation

Certain information and footnote disclosures normally in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission; however, management believes the disclosures that are made are adequate to make the information presented not misleading. These financial statements and notes should be read in conjunction with the consolidated financial statements and notes thereto included in Superior Energy Services, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2012, and Management's Discussion and Analysis of Financial Condition and Results of Operations herein.

The financial information of Superior Energy Services, Inc. and subsidiaries (the Company) for the three and six months ended June 30, 2013 and 2012 has not been audited. However, in the opinion of management, all adjustments necessary to present fairly the results of operations for the periods presented have been included therein. The results of operations for the first six months of the year are not necessarily indicative of the results of operations that might be expected for the entire year. Certain previously reported amounts have been reclassified to conform to the 2013 presentation.

(2) Acquisitions

Complete Production Services, Inc.

On February 7, 2012, the Company acquired Complete Production Services, Inc. (Complete) in a cash and stock merger transaction valued at approximately \$2,914.8 million. Complete focused on providing specialized completion and production services and products that help oil and gas companies develop hydrocarbon reserves, reduce costs and enhance production. Complete's operations were located throughout the U.S. and Mexico. The acquisition of Complete substantially expanded the size and scope of the Company's services. Complete's legacy businesses are currently reported in the Onshore Completion and Workover Services and the Production Services segments.

Pursuant to the merger agreement, Complete stockholders received 0.945 of a share of the Company's common stock and \$7.00 cash for each share of Complete's common stock outstanding at the time of the acquisition. In total, the Company paid approximately \$553.3 million in cash and issued approximately 74.7 million shares of its common stock valued at approximately \$2,308.2 million (based on the closing price of the Company's common stock on the acquisition date of \$30.90). Additionally, the Company paid \$676.0 million, inclusive of a \$26.0 million prepayment premium, to redeem \$650 million of Complete's 8.0% senior notes. The Company also assumed all outstanding stock options and shares of non-vested and unissued restricted stock held by Complete's employees and directors at the time of acquisition.

Acquisition related expenses totaled approximately \$33.3 million, of which approximately \$28.8 million was recorded in the six months ended June 30, 2012. The remainder was recorded in the three months ended December 31, 2011. These acquisition related costs include expenses directly related to acquiring Complete and have been recorded in general and administrative expenses in the consolidated statements of income.

Other Acquisitions

In March 2013, the Company acquired 100% of the equity interest in a company that provides cementing services to oil and gas companies in Colombia. This acquisition provides the Company with a platform for continued expansion in the South American market area. The Company paid approximately \$20.4 million at closing and will pay an additional \$3.7 million over the next two years, subject to the settlement of certain liabilities. Goodwill of approximately \$16.4 million was recognized as a result of this acquisition and was calculated as the excess of the consideration paid over the net assets recognized and represents estimated future economic benefits arising from other assets acquired that could not be individually identified and separately recognized. None of the goodwill related to this acquisition will be deductible for tax purposes. All of the goodwill was assigned to the Production Services segment.

In August 2012, the Company acquired 100% of the equity interest in a company that provides mechanical wireline, electric line and well testing services to the oil and gas exploration and production industry in Argentina. The Company paid approximately \$37.6 million in cash related to this acquisition, including approximately \$6.5 million of contingent consideration paid in April 2013 based upon certain performance metrics.

Table of Contents

(3) Dispositions

On February 15, 2012, the Company sold one of its derrick barges and received proceeds of approximately \$44.5 million, inclusive of selling costs. The Company recorded a pre-tax loss of approximately \$3.1 million, inclusive of approximately \$9.7 million of goodwill, during the six months ended June 30, 2012 in connection with this sale. This business was previously reported in the Company's former Subsea and Well Enhancement segment. The operations and loss on the sale of this disposal group have been reported within loss from discontinued operations in the condensed consolidated statement of income.

On March 30, 2012, the Company sold 18 liftboats and related assets comprising its former Marine segment. The Company received cash proceeds of approximately \$138.6 million, inclusive of working capital and selling costs. In connection with the sale, the Company repaid approximately \$12.5 million in U.S. Government guaranteed long-term financing. Additionally, the Company paid approximately \$4.0 million of make-whole premiums and wrote off approximately \$0.7 million of unamortized loan costs as a result of this repayment. The Company's total pre-tax loss on the disposal of this segment was approximately \$56.1 million, which includes a \$46.1 million write off of long-lived assets and goodwill recorded in the fourth quarter of 2011 in order to approximate the segment's indicated fair value, and an additional loss of \$10.0 million recorded in the first quarter of 2012, comprised of an approximate \$3.6 million loss on sale of assets and approximately \$6.4 million of additional costs related to the disposition.

The following table summarizes the components of loss from discontinued operations, net of tax for the three and six months ended June 30, 2012 (in thousands):

	<u>Three Months</u>	<u>Six Months</u>
Revenues	\$ —	\$ 16,231
Loss from discontinued operations, net of tax benefit of \$544 and \$1,771, respectively	(970)	(6,478)
Loss on disposition, net of tax benefit of \$2,391	—	(10,729)
Loss from discontinued operations, net of tax	<u>\$ (970)</u>	<u>\$ (17,207)</u>

(4) Stock-Based Compensation and Retirement Plans

The Company maintains various stock incentive plans that provide long-term incentives to the Company's key employees, including officers, directors, consultants and advisors (Eligible Participants). Under the incentive plans, the Company may grant incentive stock options, non-qualified stock options, restricted stock, restricted stock units, stock appreciation rights, other stock-based awards or any combination thereof to Eligible Participants. The Company's total compensation expense related to these plans was approximately \$18.0 million and \$18.2 million for the six months ended June 30, 2013 and 2012, respectively, which is reflected in general and administrative expenses.

(5) Inventory and Other Current Assets

Inventory and other current assets includes approximately \$148.8 million and \$136.5 million of inventory at June 30, 2013 and December 31, 2012, respectively. The Company's inventory balance at June 30, 2013 consisted of approximately \$65.3 million of finished goods, \$9.6 million of work-in-process, \$17.9 million of raw materials and \$56.0 million of supplies and consumables. The Company's inventory balance at December 31, 2012 consisted of approximately \$63.7 million of finished goods, \$6.0 million of work-in-process, \$5.0 million of raw materials and \$61.8 million of supplies and consumables. Inventories are stated at the lower of cost or market. Cost is determined using the first-in, first-out or weighted-average cost methods for finished goods and work-in-process. Supplies and consumables consist principally of products used in our services provided to customers.

On April 17, 2012, SandRidge Energy Inc. (NYSE: SD) (SandRidge) completed its acquisition of Dynamic Offshore Resources, LLC (Dynamic Offshore), at which time the Company received approximately \$34.1 million in cash and approximately \$51.6 million in shares of SandRidge common stock (approximately 7.0 million shares valued at \$7.33 per share) in consideration for its 10% interest in Dynamic Offshore. In accordance with authoritative guidance related to equity securities, the Company is accounting for the shares received in this transaction as available-for-sale securities. The changes in fair values, net of applicable taxes, on available-for-sale securities are recorded as unrealized holding gains (losses) on securities as a component of accumulated other comprehensive loss in stockholders' equity.

The fair value of the approximately 1.5 million shares of SandRidge stock held by the Company at June 30, 2013 was approximately \$6.9 million. During the six months ended June 30, 2013, the Company recorded an unrealized loss related to the fair value of these securities of \$2.3 million, of which \$1.4 million was reported within accumulated other comprehensive loss, net of tax expense of \$0.9 million. During the six months ended June 30, 2012, the Company recorded an unrealized loss related to the fair value of these

Table of Contents

securities of \$4.5 million, of which \$2.8 million was reported within accumulated other comprehensive loss, net of tax expense of \$1.7 million. The Company evaluates whether unrealized losses on investments in available-for-sale securities are other-than-temporary, and if it is believed the unrealized losses are other-than-temporary, an impairment charge is recorded. There were no other-than-temporary impairment losses recognized during the six months ended June 30, 2013 and 2012.

(6) Debt

In May 2013, the Company redeemed the remaining \$150 million aggregate principal amount of its 6⁷/₈% unsecured senior notes due 2014 at 100% of face value using proceeds from that revolving portion its credit facility. The redemption resulted in a loss on early extinguishment of debt of approximately \$0.9 million related to the writeoff of debt acquisition costs and note discount.

The Company has a \$1.0 billion bank credit facility, comprised of a \$600 million revolving credit facility and a \$400 million term loan. The principal balance of the term loan is payable in installments of \$5.0 million on the last day of each fiscal quarter, which began on June 30, 2012. Any amounts outstanding on the revolving credit facility and the term loan are due on February 7, 2017.

At June 30, 2013, the Company had \$125.0 million outstanding under the revolving portion of its credit facility. The Company also had approximately \$56.4 million of letters of credit outstanding, which reduce the Company's borrowing availability under this portion of the credit facility. Amounts borrowed under the credit facility bear interest at LIBOR plus margins that depend on the Company's leverage ratio. Indebtedness under the credit facility is secured by substantially all of the Company's assets, including the pledge of the stock of the Company's principal domestic subsidiaries. The credit facility contains customary events of default and requires that the Company satisfy various financial covenants. It also limits the Company's ability to pay dividends or make other distributions, make acquisitions, make changes to the Company's capital structure, create liens or incur additional indebtedness. At June 30, 2013, the Company was in compliance with all such covenants.

The Company has outstanding \$500 million of 6³/₈% unsecured senior notes due 2019. The indenture governing the 6³/₈% senior notes requires semi-annual interest payments on May 1st and November 1st of each year through the maturity date of May 1, 2019. The indenture contains certain covenants that, among other things, limit the Company from incurring additional debt, repurchasing capital stock, paying dividends or making other distributions, incurring liens, selling assets or entering into certain mergers or acquisitions. At June 30, 2013, the Company was in compliance with all such covenants.

The Company also has outstanding \$800 million of 7¹/₈% unsecured senior notes due 2021. The indenture governing the 7¹/₈% senior notes requires semi-annual interest payments on June 15th and December 15th of each year through the maturity date of December 15, 2021. The indenture contains certain covenants that, among other things, limit the Company from incurring additional debt, repurchasing capital stock, paying dividends or making other distributions, incurring liens, selling assets or entering into certain mergers or acquisitions. At June 30, 2013, the Company was in compliance with all such covenants.

(7) Earnings per Share

Basic earnings per share is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding during the period. The weighted average number of common shares outstanding excludes the shares of non-vested restricted stock that were assumed by the Company as a result of the Complete acquisition. Diluted earnings per share is computed in the same manner as basic earnings per share except that the denominator is increased to include the number of additional common shares that could have been outstanding assuming the exercise of stock options, conversion of restricted stock units and the vesting of outstanding restricted stock issued in the acquisition of Complete.

Stock options for approximately 1,230,000 and 2,090,000 shares of the Company's common stock for the three months ended June 30, 2013 and 2012, respectively, and approximately 1,200,000 and 1,010,000 shares of the Company's common stock for the six months ended June 30, 2013 and 2012, were excluded in the computation of diluted earnings per share for these periods as the effect would have been anti-dilutive.

(8) Decommissioning Liabilities

The Company records estimated future decommissioning liabilities in accordance with the authoritative guidance related to asset retirement obligations (decommissioning liabilities), which requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred, with a corresponding increase in the carrying amount of the related long-lived asset. Subsequent to initial measurement, the decommissioning liability is required to be accreted each period to present value.

The Company's decommissioning liabilities associated with the Bullwinkle platform and its related assets consist of costs related to the plugging of wells, the removal of the related facilities and equipment, and site restoration. Whenever practical, the Company utilizes its own equipment and labor services to perform well abandonment and decommissioning work. When the Company performs these services, all recorded intercompany revenues and related costs of services are eliminated in the condensed consolidated financial statements. The recorded decommissioning liability associated with a specific property is fully extinguished when the

Table of Contents

property is abandoned. The recorded liability is first reduced by all cash expenses incurred to abandon and decommission the property. If the recorded liability exceeds (or is less than) the Company's total costs, then the difference is reported as an increase or decrease in revenue during the period in which the work is performed.

The Company reviews the adequacy of its decommissioning liabilities whenever indicators suggest that the estimated cash flows needed to satisfy the liability have changed materially. The Company reviews its estimates for the timing of these expenditures on a quarterly basis. As a result of continuing development activities, the Company revised its estimates during the second quarter of 2012 relating to the timing of decommissioning work on Bullwinkle assets, including a 10 year postponement of the platform decommissioning. This change in estimate resulted in a significant reduction in the present value of decommissioning liabilities.

The following table summarizes the activity for the Company's decommissioning liabilities for the six month periods ended June 30, 2013 and 2012 (in thousands):

	<u>2013</u>	<u>2012</u>
Decommissioning liabilities, December 31, 2012 and 2011, respectively	\$93,053	\$ 123,176
Liabilities acquired and incurred	360	3,573
Liabilities settled	(87)	(4,578)
Accretion	2,994	2,113
Revision in estimated liabilities	—	(34,373)
Long-term decommissioning liabilities, June 30, 2013 and 2012 , respectively	<u>\$96,320</u>	<u>\$ 89,911</u>

(9) Notes Receivable

Notes receivable consist of a commitment from the seller of oil and gas properties acquired by the Company towards the abandonment of the acquired property. Pursuant to an agreement with the seller, the Company will invoice the seller an agreed upon amount at the completion of certain decommissioning activities. The gross amount of this obligation totaled \$115.0 million and is recorded at present value using an effective interest rate of 6.58%. The related discount is amortized to interest income based on the expected timing of the platform's removal. During the second quarter of 2012, the Company revised its timing estimate for the Bullwinkle platform removal, resulting in a reduction of the present value of the notes receivable at June 30, 2012 (see note 8). The Company recorded interest income related to notes receivable of \$1.5 million and \$1.4 million for the six months ended June 30, 2013 and 2012, respectively.

(10) Segment Information

Business Segments

During the fourth quarter of 2012, the Company revised the internal reporting structure that is used by the chief operating decision maker in determining how to allocate the Company's resources and, as a result, divided the Subsea and Well Enhancement segment into three segments that better reflect the Company's product and service offerings throughout the life cycle of a well: Onshore Completion and Workover Services, Production Services, and Subsea and Technical Solutions. The Drilling Products and Services segment remains unchanged. Accordingly, all prior period segment disclosures have been recast to reflect this change in reporting structure.

The Drilling Products and Services segment rents and sells bottom hole assemblies, premium drill pipe, tubulars and specialized equipment for use with onshore and offshore oil and gas well drilling, completion, production and workover activities. It also provides on-site accommodations and bolting and machining services. The Onshore Completion and Workover Services segment provides pressure pumping services used to complete and stimulate production in new oil and gas wells, fluid handling services and well servicing rigs that provide a variety of well completion, workover and maintenance services. The Production Services segment provides intervention services such as coiled tubing, cased hole and mechanical wireline, hydraulic workover and snubbing, production testing and optimization, and remedial pumping services. It also provides specialized pressure control tools used to manage and control pressure throughout the life of a well. The Subsea and Technical Solutions segment provides services typically requiring specialized engineering, manufacturing or project planning, including integrated subsea services and engineering services, well control services, well containment systems, stimulation and sand control services and well plug and abandonment services. It also includes production handling arrangements and the production and sale of oil and gas.

[Table of Contents](#)

Summarized financial information for the Company's segments for the three and six months ended June 30, 2013 and 2012 is shown in the following tables (in thousands):

Three Months Ended June 30, 2013

	Drilling Products and Services	Onshore Completion and Workover Services	Production Services	Subsea and Technical Solutions	Unallocated	Consolidated Total
Revenues	\$ 205,422	\$ 398,216	\$369,066	\$187,009	\$ —	\$1,159,713
Cost of services (exclusive of items shown separately below)	66,984	262,057	252,324	130,518	—	711,883
Depreciation, depletion, amortization and accretion	42,033	51,623	45,931	15,400	—	154,987
General and administrative expenses	36,770	37,727	49,966	32,504	—	156,967
Income from operations	59,635	46,809	20,845	8,587	—	135,876
Interest expense, net	—	—	—	732	(27,674)	(26,942)
Other income	—	—	—	—	773	773
Loss on early extinguishment of debt	—	—	—	—	(884)	(884)
Income (loss) from continuing operations before income taxes	<u>\$ 59,635</u>	<u>\$ 46,809</u>	<u>\$ 20,845</u>	<u>\$ 9,319</u>	<u>\$(27,785)</u>	<u>\$ 108,823</u>

Three Months Ended June 30, 2012

	Drilling Products and Services	Onshore Completion and Workover Services	Production Services	Subsea and Technical Solutions	Unallocated	Consolidated Total
Revenues	\$ 198,150	\$ 475,369	\$413,740	\$156,060	\$ —	\$1,243,319
Cost of services (exclusive of items shown separately below)	66,485	303,178	244,918	96,703	—	711,284
Depreciation, depletion, amortization and accretion	37,256	47,010	37,115	14,135	—	135,516
General and administrative expenses	35,093	40,197	52,272	29,957	—	157,519
Income from operations	59,316	84,984	79,435	15,265	—	239,000
Interest expense, net	—	—	—	228	(30,099)	(29,871)
Other income	—	—	—	—	(306)	(306)
Gain on sale of equity method investment	—	—	—	—	17,880	17,880
Income (loss) from continuing operations before income taxes	<u>\$ 59,316</u>	<u>\$ 84,984</u>	<u>\$ 79,435</u>	<u>\$ 15,493</u>	<u>\$(12,525)</u>	<u>\$ 226,703</u>

Six Months Ended June 30, 2013

	Drilling Products and Services	Onshore Completion Services	Production Services	Subsea and Technical Solutions	Unallocated	Consolidated Total
Revenues	\$ 399,401	\$824,199	\$736,463	\$335,129	\$ —	\$2,295,192
Cost of services (exclusive of items shown separately below)	131,629	543,796	505,379	238,566	—	1,419,370
Depreciation, depletion, amortization and accretion	83,377	105,445	87,808	27,991	—	304,621
General and administrative expenses	68,163	78,441	94,084	66,443	—	307,131
Income from operations	116,232	96,517	49,192	2,129	—	264,070
Interest expense, net	—	—	—	1,452	(55,934)	(54,482)
Other income	—	—	—	—	1,273	1,273
Loss on early extinguishment of debt	—	—	—	—	(884)	(884)
Income (loss) from continuing operations before income taxes	<u>\$ 116,232</u>	<u>\$ 96,517</u>	<u>\$ 49,192</u>	<u>\$ 3,581</u>	<u>\$(55,545)</u>	<u>\$ 209,977</u>

[Table of Contents](#)

Six Months Ended June 30, 2012

	Drilling Products and Services	Onshore Completion Services	Production Services	Subsea and Technical Solutions	Unallocated	Consolidated Total
Revenues	\$ 387,507	\$755,045	\$767,781	\$299,823	\$ —	\$2,210,156
Cost of services (exclusive of items shown separately below)	129,051	488,840	442,933	197,227	—	1,258,051
Depreciation, depletion, amortization and accretion	73,416	71,486	64,836	28,374	—	238,112
General and administrative expenses	68,495	97,344	106,815	60,886	—	333,540
Income from operations	116,545	97,375	153,197	13,336	—	380,453
Interest income (expense), net	—	—	—	1,409	(61,774)	(60,365)
Other income (expense)	—	—	—	—	95	95
Gain on sale of equity method investment	—	—	—	—	17,880	17,880
Income (loss) from continuing operations before income taxes	<u>\$ 116,545</u>	<u>\$ 97,375</u>	<u>\$153,197</u>	<u>\$ 14,745</u>	<u>\$ (43,799)</u>	<u>\$ 338,063</u>

Identifiable Assets

	Drilling Products and Services	Onshore Completion and Workover Services	Production Services	Subsea and Technical Solutions	Unallocated	Consolidated Total
June 30, 2013	\$1,081,758	\$3,024,127	\$2,277,508	\$1,389,054	\$ —	\$7,772,447
December 31, 2012	\$1,086,804	\$3,223,984	\$2,185,779	\$1,295,134	\$ 11,185	\$7,802,886

Geographic Segments

The Company attributes revenue to various countries based on the location where services are performed or the destination of the drilling products or equipment sold or leased. Long-lived assets consist primarily of property, plant and equipment and are attributed to various countries based on the physical location of the asset at the end of a period. The Company's revenue by geographic area for the three and six months ended June 30, 2013 and 2012, and long-lived assets by geographic area at June 30, 2013 and December 31, 2012 is as follows (in thousands):

Revenues:

	Three Months		Six Months	
	2013	2012	2013	2012
United States	\$ 948,382	\$1,053,789	\$1,889,211	\$1,849,560
Other Countries	211,331	189,530	405,981	360,596
Total	<u>\$1,159,713</u>	<u>\$1,243,319</u>	<u>\$2,295,192</u>	<u>\$2,210,156</u>

Long-Lived Assets:

	June 30, 2013	December 31, 2012
United States	\$2,611,421	\$2,684,932
Other Countries	618,360	570,288
Total, net	<u>\$3,229,781</u>	<u>\$3,255,220</u>

[Table of Contents](#)

(11) Guarantee

In accordance with authoritative guidance related to guarantees, the Company has assigned an estimated value of \$2.6 million at June 30, 2013 and December 31, 2012 related to decommissioning activities in connection with oil and gas properties acquired by the Company's former subsidiary SPN Resources, LLC (SPN Resources) prior to its sale to Dynamic Offshore in March 2008. The guarantee is reflected in other long-term liabilities. The Company believes that the likelihood of being required to perform these guarantees is remote. In the unlikely event of default on any remaining decommissioning liabilities, the total maximum potential obligation under these guarantees is estimated to be approximately \$109.1 million, net of the contractual right to receive payments from third parties, which is approximately \$24.6 million, as of June 30, 2013. The total maximum potential obligation will decrease over time as the underlying obligations are fulfilled.

(12) Fair Value Measurements

The Company follows the authoritative guidance for fair value measurements relating to financial and nonfinancial assets and liabilities, including presentation of required disclosures herein. This guidance establishes a fair value framework requiring the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets and liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2: Observable inputs other than those included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical assets or liabilities in inactive markets; or model-derived valuations or other inputs that can be corroborated by observable market data.

Level 3: Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

The following tables provide a summary of the financial assets and liabilities measured at fair value on a recurring basis at June 30, 2013 and December 31, 2012 (in thousands):

	June 30, 2013	Fair Value Measurements at Reporting Date Using		
		Level 1	Level 2	Level 3
Inventory and other current assets				
Available-for-sale securities	\$ 6,914	\$ 6,914	—	—
Intangible and other long-term assets, net				
Non-qualified deferred compensation assets	\$ 12,566	\$ 1,963	\$ 10,603	—
Interest rate swaps	\$ 1,076	—	\$ 1,076	—
Accrued Expenses				
Non-qualified deferred compensation liabilities	\$ 1,851	—	\$ 1,851	—
Contingent consideration	\$ 1,555	—	—	\$ 1,555
Other long-term liabilities				
Non-qualified deferred compensation liabilities	\$ 13,186	—	\$ 13,186	—
	December 31, 2012	Level 1	Level 2	Level 3
Inventory and other current assets				
Available-for-sale securities	\$ 9,224	\$ 9,224	—	—
Intangible and other long-term assets, net				
Non-qualified deferred compensation assets	\$ 11,343	\$ 825	\$ 10,518	—
Interest rate swap	\$ 1,286	—	\$ 1,286	—
Accounts payable				
Non-qualified deferred compensation liabilities	\$ 125	—	\$ 125	—
Accrued expenses				
Contingent consideration	\$ 9,890	—	—	\$ 9,890
Other long-term liabilities				
Non-qualified deferred compensation liabilities	\$ 13,515	—	\$ 13,515	—

[Table of Contents](#)

Available-for-sale securities is comprised of approximately 1.5 million shares of SandRidge common stock that the Company received as partial consideration for its 10% interest in Dynamic Offshore (see note 5). The securities are reported at fair value based on the stock's closing price as reported on the New York Stock Exchange.

The Company's non-qualified deferred compensation plans allow officers, certain highly compensated employees and non-employee directors to defer receipt of a portion of their compensation and contribute such amounts to one or more hypothetical investment funds. The Company entered into separate trust agreements, subject to general creditors, to segregate assets of each plan and reports the accounts of the trusts in its condensed consolidated financial statements. These investments are reported at fair value based on unadjusted quoted prices in active markets for identifiable assets and observable inputs for similar assets and liabilities, which represent Levels 1 and 2, respectively, in the fair value hierarchy.

In June 2013 and April 2012, the Company entered into interest rate swap agreements related to its fixed rate debt maturing in 2021 for notional amounts of \$100 million each, whereby the Company is entitled to receive semi-annual interest payments at a fixed rate of 7 ¹/₈% per annum and is obligated to make semi-annual interest payments at floating rates, which are adjusted every 90 days, based on LIBOR plus a fixed margin. The swap agreements, scheduled to terminate on December 15, 2021, are designated as fair value hedges of a portion of the Company's 7 ¹/₈% senior notes, as the derivative has been tested to be highly effective in offsetting changes in the fair value of the underlying note. As these derivatives are classified as fair value hedges, the changes in the fair value of the derivatives are offset against the changes in the fair value of the underlying note in interest expense, net (see note 13). The Company previously had an interest rate swap agreement for a notional amount of \$150 million related to its 6 ⁷/₈% senior notes that was designated as a fair value hedge. In February 2012, the Company sold this interest rate swap to the counterparty for approximately \$1.2 million.

As of June 30, 2013, the Company's maximum additional consideration payable as a result of prior acquisitions was approximately \$3.5 million. The Company has recorded a current liability of approximately \$1.6 million, which represents the Company's estimate of the fair value of the maximum contingent consideration payable. The fair value of the contingent consideration was determined using a probability-weighted discounted cash flow approach at the acquisition and reporting date. The approach is based on significant inputs that are not observable in the market, which are referred to as Level 3 inputs. The fair value is based on the acquired companies reaching specific performance metrics.

During the six months ended June 30, 2013, the Company paid approximately \$6.5 million related to its acquisition of a wireline and well testing company in 2012. The following table summarizes the activity recorded using fair value of Level 3 liabilities for the six months ended June 30, 2013 (in thousands):

Balance as of December 31, 2012	\$ 9,890
Settlements	(6,500)
Reduction in fair value of liability for additional consideration	(1,835)
Balance as of June 30, 2013	<u>\$ 1,555</u>

In accordance with authoritative guidance, non-financial assets and non-financial liabilities are remeasured at fair value on a non-recurring basis. In determining estimated fair value of acquired goodwill, we use various sources and types of information, including, but not limited to, quoted market prices, replacement cost estimates, accepted valuation techniques such as discounted cash flows, and existing carrying value of acquired assets. As necessary, we utilize third-party appraisal firms to assist us in determining fair value of inventory, identifiable intangible assets, and any other significant assets or liabilities. During the measurement period and as necessary, we adjust the preliminary purchase price allocation if we obtain more information regarding asset valuations and liabilities assumed. During the six months ended June 30, 2013, the Company revised its fair value estimate of contingent consideration payable due to changes in certain performance metrics. The adjustment was recorded in general and administrative expense in the consolidated statement of income.

The fair value of the Company's cash equivalents, accounts receivable and current maturities of long-term debt approximates their carrying amounts. The fair value of the Company's long-term debt was approximately \$1,883.5 million and \$1,960.0 million at June 30, 2013 and December 31, 2012, respectively. The fair value of these debt instruments is determined by reference to the market value of the instruments as quoted in over-the-counter markets, which are Level 1 inputs.

Table of Contents

(13) Derivative Financial Instruments

From time to time, the Company may employ interest rate swaps in an attempt to achieve a more balanced debt portfolio. The Company does not use derivative financial instruments for trading or speculative purposes.

In June 2013, the Company entered into an interest rate swap for a notional amount of \$100 million related to its 7 1/8% senior notes maturing December 2021. This transaction is designated as a fair value hedge since the swap hedges against the change in fair value of fixed rate debt resulting from changes in interest rates. The Company recorded a derivative asset of \$0.2 million within intangible and other long term assets in the consolidated balance sheets at June 30, 2013. The change in fair value of the interest rate swap is included in the adjustments to reconcile net income to net cash provided by operating activities in the consolidated statement of cash flows.

In April 2012, the Company entered into an interest rate swap for a notional amount of \$100 million related to its 7 1/8% senior notes maturing in December 2021. This transaction is designated as a fair value hedge since the swap hedges against the change in fair value of fixed rate debt resulting from changes in interest rates. The Company recorded a derivative asset of \$0.9 million and \$1.3 million within intangible and other long term assets in the consolidated balance sheets at June 30, 2013 and December 31, 2012, respectively. The change in fair value of the interest rate swap is included in the adjustments to reconcile net income to net cash provided by operating activities in the consolidated statement of cash flows.

The Company previously had an interest rate swap agreement for a notional amount of \$150 million related to its 6 7/8% senior notes maturing in June 2014 that was designated as a fair value hedge. In February 2012, the Company sold this interest rate swap to the counterparty for approximately \$1.2 million.

The location and effect of the derivative instruments on the condensed consolidated statement of operations for the three and six months ended June 30, 2013 and 2012, presented on a pre-tax basis, is as follows (in thousands):

		Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Interest rate swap	Interest expense, net	\$ 7,650	\$ (3,156)
Hedged item - debt	Interest expense, net	(7,439)	2,515
		<u>\$ 211</u>	<u>\$ (641)</u>

		Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Interest rate swap	Interest expense, net	\$ 6,587	\$ (3,156)
Hedged item - debt	Interest expense, net	(6,248)	2,515
		<u>\$ 339</u>	<u>\$ (641)</u>

For the six months ended June 30, 2013 and 2012, approximately \$0.3 million of interest expense and \$0.6 million of interest income, respectively, was related to the ineffectiveness associated with these fair value hedges. Hedge ineffectiveness represents the difference between the changes in fair value of the derivative instruments and the changes in fair value of the fixed rate debt attributable to changes in the benchmark interest rate.

Subsequent Event

In July 2013, the Company entered into an interest rate swap for a notional amount of \$100 million, whereby the Company is entitled to receive semi-annual interest payments at a fixed rate of 7 1/8% per annum and is obligated to make semi-annual interest payments at a variable rate. The variable interest rate, which is adjusted every 90 days, is based on LIBOR plus a fixed margin and is scheduled to terminate on December 15, 2021.

(14) Income Taxes

The Company follows authoritative guidance surrounding accounting for uncertainty in income taxes. It is the Company's policy to recognize interest and applicable penalties, if any, related to uncertain tax positions in income tax expense. The Company had approximately \$26.4 million of unrecorded tax benefits at June 30, 2013 and December 31, 2012, all of which would impact the Company's effective tax rate if recognized.

Table of Contents

In addition to its U.S. federal tax return, the Company files income tax returns in various state and foreign jurisdictions. The number of years that are open under the statute of limitations and subject to audit varies depending on the tax jurisdiction. The Company remains subject to U.S. federal tax examinations for years after 2008.

(15) Commitments and Contingencies

The Company's wholly owned subsidiary, Hallin Marine, is the lessee of a dynamically positioned subsea vessel under a capital lease expiring in 2019 with a two year renewal option. Hallin Marine owns a 5% equity interest in the entity that owns this leased asset. The lessor's debt is non-recourse to the Company. The amount of the asset and liability under this capital lease is recorded at the present value of the lease payments. The vessel's gross asset value under the capital lease was approximately \$37.6 million at inception and accumulated depreciation through June 30, 2013 and December 31, 2012 was approximately \$14.3 million and \$12.2 million, respectively. As of June 30, 2013 and December 31, 2012, the Company had approximately \$23.6 million and \$25.6 million, respectively, included in other long-term liabilities, and approximately \$4.0 million and \$3.9 million, respectively, included in accounts payable related to the obligations under this capital lease. The future minimum lease payments under this capital lease are approximately \$2.0 million, \$4.2 million, \$4.6 million, \$5.0 million, \$5.4 million and \$5.9 million for the six months ending December 31, 2013 and the years ending December 31, 2014, 2015, 2016, 2017 and 2018, respectively, exclusive of interest at an annual rate of 8.5%. For the six months ended June 30, 2013 and 2012, the Company recorded interest expense of approximately \$1.2 million and \$1.4 million, respectively, in connection with this capital lease.

Due to the nature of the Company's business, the Company is involved, from time to time, in routine litigation or subject to disputes or claims regarding its business activities. Legal costs related to these matters are expensed as incurred. In management's opinion, none of the pending litigation, disputes or claims is expected to have a material adverse effect on the Company's financial condition, results of operations or liquidity.

(16) Related Party Disclosures

Subsequent to the acquisition of Complete, the Company purchases services, products and equipment from companies affiliated with an officer of one of its subsidiaries. The Company believes transactions with these related parties have terms and conditions no less favorable than transactions with unaffiliated parties. For the six months ended June 30, 2013 and 2012, these purchases totaled approximately \$84.4 million and \$133.2 million, respectively. For the six months ended June 30, 2013, approximately \$28.8 million was purchased from ORTEQ Energy Services, a heavy equipment construction company which also manufactures pressure pumping equipment, approximately \$0.1 million was purchased from Ortowski Construction, primarily related to the manufacture of pressure pumping units, approximately \$7.1 million was purchased from Resource Transport, LLC, approximately \$36.8 million was purchased from Texas Specialty Sands, LLC primarily for the purchase of sand used for pressure pumping activities, approximately \$11.2 million was purchased from ProFuel, LLC, and approximately \$0.4 million was related to facilities leased from Timber Creek Real Estate Partners. From the date of acquisition of Complete through June 30, 2012, approximately \$63.8 million was purchased from ORTEQ Energy Services, approximately \$2.1 million was purchased from Ortowski Construction, approximately \$5.0 million was purchased from Resource Transport, LLC, approximately \$52.6 million was purchased from Texas Specialty Sands, LLC, and approximately \$9.7 million was purchased from ProFuel, LLC.

As of June 30, 2013, the Company's trade accounts payable includes amounts due to these companies totaling approximately \$9.8 million, of which approximately \$3.5 million was due ORTEQ Energy Services, approximately \$0.5 million was due Resource Transport, LLC, approximately \$4.1 million was due Texas Specialty Sands, LLC, approximately \$1.4 million was due ProFuel, LLC and approximately \$0.3 million was due Timber Creek Real Estate Partners. No amounts were due Ortowski Construction. As of December 31, 2012, the Company's trade accounts payable includes amounts due to these companies totaling approximately \$23.2 million, of which approximately \$13.4 million was due ORTEQ Energy Services, approximately \$1.3 million was due Resource Transport, LLC, approximately \$6.9 million was due Texas Specialty Sands, LLC, and approximately \$1.6 million was due ProFuel, LLC. No amounts were due Ortowski Construction and Timber Creek Real Estate Partners.

In May 2012, the Company's President and Chief Executive Officer was appointed as an independent director of the board of Linn Energy, LLC (Linn), an independent oil and natural gas development company with focus areas in the mid-continent, including the Permian Basin, the Hugoton Basin, the Powder River Basin, the Williston Basin, Michigan, and California. The Company recorded revenues from Linn of approximately \$12.4 million and \$9.8 million for the six months ended June 30, 2013 and 2012, respectively. The Company had trade receivables from Linn of approximately \$3.3 million as of June 30, 2013 and December 31, 2012.

(17) Subsequent Events

The Company has evaluated and disclosed all material subsequent events that occurred after the balance sheet date but before financial statements were issued.

(18) Recently Issued Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board issued ASU 2013-02, “Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income” (ASU 2013-02). ASU 2013-02 is an update to existing guidance on the presentation of comprehensive income. This update requires companies to report the effect of significant reclassifications out of accumulated other comprehensive income (AOCI) by component. For significant items reclassified out of AOCI to net income in their entirety during the reporting period, companies must report the effect on the line items in the statement where net income is presented. For significant items not reclassified to net income in their entirety during the period, companies must provide cross references in the notes to other disclosures that already provide information about those amounts. The Company adopted this update effective January 1, 2013, and it did not have a material impact on the condensed consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements which involve risks and uncertainties. All statements other than statements of historical fact included in this section regarding our financial position and liquidity, strategic alternatives, future capital needs, business strategies and other plans and objectives of our management for future operations and activities are forward-looking statements. These statements are based on certain assumptions and analyses made by our management in light of its experience and its perception of historical trends, current market and industry conditions, expected future developments and other factors it believes are appropriate under the circumstances. Such forward-looking statements are subject to uncertainties that could cause our actual results to differ materially from such statements. Such uncertainties include, but are not limited to: risks inherent in acquiring businesses, including the ability to successfully integrate Complete's operations into our legacy operations and the costs incurred in doing so; the effect of regulatory programs and environmental matters on our performance, including the risk that future changes in the regulation of hydraulic fracturing could reduce or eliminate demand for our pressure pumping services; risks associated with business growth outpacing the capabilities of our infrastructure and workforce; risks associated with the uncertainty of macroeconomic and business conditions worldwide; the cyclical nature and volatility of the oil and gas industry, including the level of offshore exploration, production and development activity and the volatility of oil and gas prices; changes in competitive factors affecting our operations; political, economic and other risks and uncertainties associated with international operations; the lingering impact on exploration and production activities in the U.S. coastal waters following the Deepwater Horizon incident; the impact that unfavorable or unusual weather conditions could have on our operations; the potential shortage of skilled workers; our dependence on certain customers; the risks inherent in long-term fixed-price contracts; and, operating hazards, including the significant possibility of accidents resulting in personal injury or death, property damage or environmental damage. These risks and other uncertainties related to our business are described in detail in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Investors are cautioned that many of the assumptions on which our forward-looking statements are based are likely to change after our forward-looking statements are made, including for example the market prices of oil and natural gas and regulations affecting oil and gas operations, which we cannot control or anticipate. Further, we may make changes to our business plans that could or will affect our results. We undertake no obligation to update any of our forward-looking statements and we do not intend to update our forward-looking statements more frequently than quarterly, notwithstanding any changes in our assumptions, changes in our business plans, our actual experience, or other changes. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

Executive Summary

On February 7, 2012, we closed our acquisition of Complete Production Services, Inc. (Complete). Our results for the six months ended June 30, 2012 include only a partial period of contribution from the legacy Complete businesses. Given the substantial nature of this acquisition and its impact on our financial performance, comparisons between the six months ended June 30, 2013 and 2012 for our Onshore Completion and Workover Services and Production Services segments may not be meaningful.

For the quarter ended June 30, 2013, revenue was \$1,159.7 million, net income was \$68.6 million and diluted earnings per share was \$0.43.

Second quarter 2013 revenue for the Drilling Products and Services segment was \$205.4 million, as compared with \$194.0 million in the first quarter, a 6% sequential increase. U.S. land revenue was essentially unchanged from the first quarter at \$74.0 million as increase in demand for bottom hole assemblies and accommodations were offset by a decrease in rentals of premium drill pipe. International revenue increased sequentially to approximately \$56.1 million primarily due to rentals of premium drill pipe. Gulf of Mexico revenue increased 8% sequentially to approximately \$75.3 million as the deepwater market remained strong, particularly for premium drill pipe.

Revenue for the three months ended June 30, 2013 in our Onshore Completion and Workover Services segment was \$398.2 million, a 7% sequential decline. Virtually all of this segment's revenue is derived from the U.S. land market area. Revenue declined in our pressure pumping service line due to the relocation of equipment from North Texas to other regions, where the equipment is currently working. Poor weather in North Dakota curtailed activity for pressure pumping, well service rigs and fluid management services.

Second quarter 2013 revenue in our Production Services segment increased slightly to \$369.1 million over the first quarter of 2013. U.S. land revenue increased approximately 7% sequentially to \$231.2 million primarily due to increased demand for pressure control, remedial pumping, and hydraulic workover and snubbing services. Revenue in the Gulf of Mexico market area was essentially unchanged from the first quarter of 2013 at approximately \$53.6 million with increases in demand for coiled tubing and cased hole wireline services being offset by a decrease in pressure control services. Revenue from international market areas decreased 13% sequentially to \$84.4 million primarily due to lower coiled tubing activity in Mexico and decreased demand for hydraulic workover and snubbing services in the Asia Pacific market area.

[Table of Contents](#)

Second quarter 2013 revenue in our Subsea and Technical Solutions segment increased to \$187.0 million, which represents a 26% sequential increase. International revenue increased 48% sequentially to \$70.9 million due to a seasonal increase in subsea construction activity and in sales of completions tools in the Asia Pacific market area. Gulf of Mexico market revenue increased 14% sequentially to \$96.2 million due to increased demand for plug and abandonment services and completion tools and services. U.S. land market revenue increased 23% sequentially to \$19.9 million primarily related to an increase in completion tools and services.

Comparison of the Results of Operations for the Three Months Ended June 30, 2013 and 2012

For the three months ended June 30, 2013, our revenues were \$1,159.7 million, resulting in net income of \$68.6 million, or \$0.43 diluted earnings per share. For the three months ended June 30, 2012, revenues were \$1,243.3 million and net income from continuing operations was \$142.8 million, or \$0.90 diluted earnings per share from continuing operations. The results for the three months ended June 30, 2012 include a \$17.9 million pre-tax gain from the sale of our equity method investment in Dynamic Offshore.

The following table compares our operating results for the three months ended June 30, 2013 and 2012 (in thousands, except percentages). Cost of services excludes depreciation, depletion, amortization and accretion.

	Revenue			Cost of Services				
	2013	2012	Change	2013	%	2012	%	Change
Drilling Products and Services	\$ 205,422	\$ 198,150	\$ 7,272	\$ 66,984	33%	\$ 66,485	34%	\$ 499
Onshore Completion and Workover Services	398,216	475,369	(77,153)	262,057	66%	303,178	64%	(41,121)
Production Services	369,066	413,740	(44,674)	252,324	68%	244,918	59%	7,406
Subsea and Technical Solutions	187,009	156,060	30,949	130,518	70%	96,703	62%	33,815
Total	\$1,159,713	\$1,243,319	\$(83,606)	\$711,883	61%	\$711,284	57%	\$ 599

The following provides a discussion of our results on a segment basis:

Drilling Products and Services Segment

Revenue from our Drilling Products and Services segment for the three months ended June 30, 2013 was \$205.4 million, as compared to \$198.2 million for the same period in 2012. Cost of rentals and sales as a percentage of revenue decreased to 33% of segment revenue for the three months ended June 30, 2013 as compared to the same period in 2012. Revenue derived from the U.S. land market area decreased approximately 17% for the three months ended June 30, 2013 over the same period in 2012 primarily due to decreased demand for premium drill pipe and accommodations. Revenue generated in our international market areas increased 18% during the quarter ended June 30, 2013 over the same period in 2012 primarily due to increases in rentals of premium drill pipe and accommodations. Revenue from our Gulf of Mexico market area increased approximately 24% due to increases in most of our product lines within this segment, particularly premium drill pipe.

Onshore Completion and Workover Services Segment

Revenue from our Onshore Completion and Workover Services segment was \$398.2 million for the second quarter of 2013, as compared to \$475.4 million for the same period in 2012. Virtually all of this segment's revenue is derived from the U. S. land market area. Revenue declined in our pressure pumping service line primarily as a result of the relocation of equipment from North Texas to other regions, where the equipment is currently working. In addition, poor weather conditions in North Dakota curtailed activity for pressure pumping, well service rigs and fluid management services. Cost of services as a percentage of revenue increased to 66% for the three months ended June 30, 2013 as compared to 64% in the same period in 2012.

Production Services Segment

Revenue from our Production Services segment for the three months ended June 30, 2013 was \$369.1 million, as compared to \$413.7 million for the same period in 2012. Cost of services as a percentage of revenue increased to 68% from 59% in the second quarter of 2012. Revenue from the U.S. land market area decreased 23% as we experienced declines in coiled tubing, wireline, remedial pumping, and hydraulic workover and snubbing activity, due to a decrease in rig count and a decline in general market conditions. Revenue derived from the Gulf of Mexico market area increased 42% due to increased demand for pressure control, hydraulic workover and snubbing and wireline services. Revenue from international market areas increased 9% primarily due to our acquisitions of wireline and cementing companies in Latin America, partially offset by decreased activity in our coiled tubing services in Mexico.

[Table of Contents](#)

Subsea and Technical Solutions Segment

Revenue from our Subsea and Technical Solutions segment for the three months ended June 30, 2013 was \$187.0 million, as compared to \$156.1 million for the same period in 2012. Cost of sales increased to 70% of segment revenue for the three month period ended June 30, 2013 from 62% in the same period in 2012. Revenue in our Gulf of Mexico market area increased 33% year over year primarily due to an increase in well control work and sand control and stimulation services. These increases were partially offset by decreases in oil and gas sales and plug and abandonment services. Revenue in our international market areas increased 10% as a result of increased demand for subsea construction services in the Asia Pacific market area, partially offset by decreases in well control services. Revenue in our U.S. land market area increased 3% primarily as a result of increased demand for environmental services.

Depreciation, Depletion, Amortization and Accretion

Depreciation, depletion, amortization and accretion increased to \$155.0 million in the three months ended June 30, 2013 from \$135.5 million for the same period in 2012. Depreciation and amortization expense increased within our Drilling Products and Services segment by \$4.8 million, or 13%, from the same period in 2012 due to 2012 and 2013 capital expenditures. Depreciation and amortization expense in our Onshore Completion and Workover Services segment increased by \$4.6 million, or 10%, due to 2012 and 2013 capital expenditures. Depreciation and amortization expense within our Production Services segment increased by \$8.8 million, or 24%, due to acquisitions in Latin America, and to 2012 and 2013 capital expenditures. Depreciation, depletion, amortization and accretion expense related to our Subsea and Technical Solutions segment for the three months ended June 30, 2013 increased by approximately \$1.3 million from the same period in 2012 due to 2012 and 2013 capital expenditures and to higher utilization of subsea construction vessels.

General and Administrative Expenses

General and administrative expenses were \$157.0 million for the three months ended June 30, 2013 compared to \$157.5 million for the same period in 2012.

Comparison of the Results of Operations for the Six Months Ended June 30, 2013 and 2012

For the six months ended June 30, 2013, our revenues were \$2,295.2 million, resulting in net income of \$132.3 million, or \$0.82 diluted earnings per share. For the six months ended June 30, 2012, revenues were \$2,210.2 million and net income from continuing operations was \$213.0 million, or \$1.49 diluted earnings per share from continuing operations. Included in the results for the six months ended June 30, 2012 were approximately \$29.3 million of acquisition related costs, \$3.1 million in unrealized pre-tax hedging losses from our equity method investment in Dynamic Offshore and a pre-tax gain of approximately \$17.9 million from the sale of that equity method investment. Revenues and costs of service for the six months ended June 30, 2012 include only a partial period contribution from the businesses acquired from Complete in February 2012. The businesses acquired from Complete are reported within the Onshore Completion and Workover Services and Production Services segments.

The following table compares our operating results for the six months ended June 30, 2013 and 2012 (in thousands, except percentages). Cost of services excludes depreciation, depletion, amortization and accretion.

	Revenue			Cost of Services				
	2013	2012	Change	2013	%	2012	%	Change
Drilling Products and Services	\$ 399,401	\$ 387,507	\$ 11,894	\$ 131,629	33%	\$ 129,051	33%	\$ 2,578
Onshore Completion and Workover Services	824,199	755,045	69,154	543,796	66%	488,840	65%	54,956
Production Services	736,463	767,781	(31,318)	505,379	69%	442,933	58%	62,446
Subsea and Technical Solutions	335,129	299,823	35,306	238,566	71%	197,227	66%	41,339
Total	\$2,295,192	\$2,210,156	\$ 85,036	\$1,419,370	62%	\$1,258,051	57%	\$161,319

The following provides a discussion of our results on a segment basis:

Drilling Products and Services Segment

Revenue from our Drilling Products and Services segment for the six months ended June 30, 2013 was \$399.4 million, as compared to \$387.5 million for the same period in 2012. Cost of rentals and sales as a percentage of revenue remained constant at 33% of segment revenue for the six months ended June 30, 2013 as compared to the same period in 2012. Revenue derived from the U.S. land market area decreased approximately 18% for the six months ended June 30, 2013 over the same period in 2012 primarily due to decreased

[Table of Contents](#)

demand for premium drill pipe and accommodations. Revenue generated in our international market areas increased 12% during the six months ended June 30, 2013 over the same period in 2012 primarily due to increases in rentals of premium drill pipe and accommodations. Revenue from our Gulf of Mexico market area increased approximately 30% due to increases in most of our product lines within this segment, particularly premium drill pipe.

Onshore Completion and Workover Services Segment

Revenue from our Onshore Completion and Workover Services segment was \$824.2 million for the six months ended June 30, 2013, as compared to \$755.0 million for the same period in 2012. Virtually all of this segment's revenue is derived in the U. S. land market areas by businesses acquired in the Complete acquisition in February 2012. Revenue increased 9% over the previous period, which did not contain a full six months of activity as a result of the acquisition. This segment's revenue was negatively impacted during the six months ended June 30, 2013 as a result of the relocation of equipment from North Texas to other regions and adverse weather conditions in North Dakota during the second quarter, and to an overall decline in market conditions in the U.S. land market areas. Cost of services as a percentage of revenue increased slightly to 66% for the six months ended June 30, 2013 as compared to the same period in 2012.

Production Services Segment

Revenue from our Production Services segment for the six months ended June 30, 2013 was \$736.5 million, as compared to \$767.8 million for the same period in 2012. Cost of services as a percentage of revenue increased to 69% from 58% in the second quarter of 2012. Market demand for coiled tubing, wireline and remedial pumping services in the U.S. land market areas declined substantially, the primary driver of a 19% year over year decline in revenue. Revenue derived from the Gulf of Mexico market area increased 50% due to increases in demand for most of our product lines within this segment. Revenue from international market areas increased 27% primarily due to our acquisitions of wireline and cementing companies in Latin America. These increases were partially offset by a decline in demand for hydraulic workover and snubbing services.

Subsea and Technical Solutions Segment

Revenue from our Subsea and Technical Solutions segment for the six months ended June 30, 2013 was \$335.1 million, as compared to \$299.8 million for the same period in 2012. Cost of sales increased to 71% of segment revenue for the six month period ended June 30, 2013 from 66% in the same period in 2012. Revenue in our Gulf of Mexico market area increased 29% year over year primarily due to increases in well control work and sand control and stimulation services. These increases were partially offset by decreases in oil and gas sales and plug and abandonment services. Revenue in our international market areas decreased 4% primarily as a result of a decrease in well control work. Revenue in our U.S. land market area decreased 1% as a result of decreased demand for sand control and stimulation services.

Depreciation, Depletion, Amortization and Accretion

Depreciation, depletion, amortization and accretion increased to \$304.6 million in the six months ended June 30, 2013 from \$238.1 million for the same period in 2012. Depreciation and amortization expense increased within our Drilling Products and Services segment by \$10.0 million, or 14%, from the same period in 2012 due to 2012 and 2013 capital expenditures. Depreciation and amortization expense in our Onshore Completion and Workover Services segment increased by \$34.0 million, or 48%, much of which was attributable to the fact that the product offerings comprising this segment were acquired in the Complete acquisition in February 2012. Depreciation and amortization expense within our Production Services segment increased by \$23.0 million, or 35%, partly because a portion of the product offerings comprising this segment were acquired in the Complete acquisition; the remainder of the increase is attributable to 2012 and 2013 capital expenditures. Depreciation, depletion, amortization and accretion expense related to our Subsea and Technical Solutions segment for the six months ended June 30, 2013 was essentially unchanged from the same period in 2012.

General and Administrative Expenses

General and administrative expenses were \$307.1 million for the six months ended June 30, 2013 compared to \$333.5 million for the same period in 2012. General and administrative expenses declined year over year due to nonrecurring acquisition related and other expenses incurred during the first six months of 2012.

Liquidity and Capital Resources

In the six months ended June 30, 2013, we generated net cash from operating activities of \$345.4 million, as compared to \$365.5 million in the same period of 2012. Our primary liquidity needs are for working capital and to fund capital expenditures, debt service and acquisitions. Our primary sources of liquidity are cash flows from operations and available borrowings under the revolving portion of our credit facility. We had cash and cash equivalents of \$65.4 million at June 30, 2013 compared to \$91.2 million at December 31, 2012. At June 30, 2013, approximately \$54.1 million of our cash balance was held outside the U.S. Cash balances held in foreign jurisdictions can be repatriated to the U.S.; however, they would be subject to federal income taxes, less applicable foreign tax credits. The Company has not provided U.S. income tax expense on earnings of its foreign subsidiaries, other than foreign subsidiaries acquired in the Complete acquisition, because it expects to reinvest the undistributed earnings indefinitely.

We spent \$334.7 million of cash on capital additions during the six months ended June 30, 2013, a portion of which related to 2012 capital additions. Approximately \$51.6 million, \$80.7 million and \$90.1 million was used to expand and maintain the asset bases of our Onshore Completion and Workover Services, Production Services and Subsea and Technical Solutions segments, respectively, and approximately \$112.3 million was used to expand and maintain our Drilling Products and Services equipment inventory.

We have a \$1.0 billion bank credit facility which is comprised of a revolving portion of \$600 million and a \$400 million term loan. The principal balance of the term loan is payable in installments of \$5.0 million on the last day of each fiscal quarter, which began on June 30, 2012. Any amounts outstanding on the bank revolving credit facility and the term loan are due on February 7, 2017. At June 30, 2013, we had \$125.0 million outstanding under the revolving portion of our credit facility with a weighted average interest rate of 4.25% per annum. The average amount outstanding under the revolving portion of our credit facility during second quarter was approximately \$79.0 million with a weighted average interest rate of 2.79% per annum. The maximum amount outstanding under the revolving portion of our credit facility during the second quarter was \$180.0 million, primarily related to the redemption of our \$150 million 6 ⁷/₈% senior notes in May 2013. As of August 1, 2013, we had \$110.0 million outstanding under the revolving portion of our credit facility, along with \$55.6 million of letters of credit outstanding, which reduce our borrowing capacity under this credit facility. Borrowings under the credit facility bear interest at LIBOR plus margins that depend on our leverage ratio. Indebtedness under the credit facility is secured by substantially all of our assets, including the pledge of the stock of our principal domestic subsidiaries. The credit facility contains customary events of default and requires that we satisfy various financial covenants. It also limits our ability to pay dividends or make other distributions, make acquisitions, create liens or incur additional indebtedness. At June 30, 2013, we were in compliance with all such covenants.

We have outstanding \$500 million of 6 ³/₈% unsecured senior notes due 2019. The indenture governing the senior notes requires semi-annual interest payments on May 1st and November 1st of each year through the maturity date of May 1, 2019. The indenture contains certain covenants that, among other things, limit us from incurring additional debt, repurchasing capital stock, paying dividends or making other distributions, incurring liens, selling assets or entering into certain mergers or acquisitions. At June 30, 2013, we were in compliance with all such covenants.

We also have outstanding \$800 million of 7 ¹/₈% unsecured senior notes due 2021. The indenture governing the 7 ¹/₈% senior notes requires semi-annual interest payments on June 15th and December 15th of each year through the maturity date of December 15, 2021. The indenture contains certain covenants that, among other things, limit us from incurring additional debt, repurchasing capital stock, paying dividends or making other distributions, incurring liens, selling assets or entering into certain mergers or acquisitions. At June 30, 2013, we were in compliance with all such covenants.

Our current long-term issuer credit rating is BBB- by Standard and Poor's and Ba1 by Moody's.

We currently believe that we will spend approximately \$300 million to \$350 million on capital expenditures, excluding acquisitions, during the remaining six months of 2013. We believe that our current working capital, cash generated from our operations and availability under the revolving portion of our credit facility will provide sufficient funds for our identified capital projects.

We intend to continue implementing our growth strategy of increasing our scope of services through both internal growth and strategic acquisitions. We expect to continue to make the capital expenditures required to implement our growth strategy in amounts consistent with the amount of cash generated from operating activities, availability of additional financing and availability under the revolving portion of our credit facility. Depending on the size of any future acquisitions, we may require additional equity or debt financing in excess of our current working capital and amounts available under our credit facility.

[Table of Contents](#)

Off-Balance Sheet Financing Arrangements

We have no off-balance sheet financing arrangements other than a guarantee on the performance of certain decommissioning liabilities. We do not have any other financing arrangements that are not required under U.S. generally accepted accounting principles to be reflected in our financial statements.

In accordance with authoritative guidance related to guarantees, we have assigned an estimated value of \$2.6 million as of June 30, 2013 and December 31, 2012, which is reflected in other long-term liabilities, related to decommissioning activities in connection with oil and gas properties acquired by our former subsidiary SPN Resources prior to its sale to Dynamic Offshore. The Company believes that the likelihood of being required to perform these guarantees is remote. In the unlikely event of default on any remaining decommissioning liabilities, the total maximum potential obligation under these guarantees is estimated to be approximately \$109.1 million, net of the contractual right to receive payments from third parties, which is approximately \$24.6 million, as of June 30, 2013. The total maximum potential obligation will decrease over time as the underlying obligations are fulfilled.

Hedging Activities

In July 2013, June 2013 and April 2012, we entered into interest rate swap agreements for notional amounts of \$100 million each related to our 7 1/8% senior notes maturing in December 2021, whereby we are entitled to receive semi-annual interest payments at a fixed rate of 7 1/8% per annum and are obligated to make semi-annual interest payments at variable rates. The variable interest rates, which are adjusted every 90 days, are based on LIBOR plus a fixed margin and are scheduled to terminate on December 15, 2021.

Recently Issued Accounting Pronouncements

See Part I, Item 1, “Financial Statements – Note 18 – Recently Issued Accounting Pronouncements.”

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks associated with foreign currency fluctuations and changes in interest rates. A discussion of our market risk exposure in financial instruments follows.

Foreign Currency Exchange Rates

Because we operate in a number of countries throughout the world, we conduct a portion of our business in currencies other than the U.S. dollar. The functional currency for our international operations, other than certain operations in Canada, the United Kingdom and Europe, is the U.S. dollar, but a portion of the revenues from our foreign operations is paid in foreign currencies. The effects of foreign currency fluctuations are partly mitigated because local expenses of such foreign operations are also generally denominated in the same currency. We continually monitor the currency exchange risks associated with all contracts not denominated in the U.S. dollar.

Assets and liabilities of certain subsidiaries in Canada, the United Kingdom and Europe are translated at end of period exchange rates, while income and expenses are translated at average rates for the period. Translation gains and losses are reported as the foreign currency translation component of accumulated other comprehensive loss in stockholders' equity.

We do not hold derivatives for trading purposes or use derivatives with complex features. When we believe prudent, we enter into forward foreign exchange contracts to hedge the impact of foreign currency fluctuations. The forward foreign exchange contracts we enter into generally have maturities ranging from one to eighteen months. We do not enter into forward foreign exchange contracts for trading purposes. As of June 30, 2013, we had no outstanding foreign currency forward contracts.

Interest Rate Risk

As of June 30, 2013, our debt was comprised of the following (in thousands):

	Fixed Rate Debt	Variable Rate Debt
Credit facility term loan due 2017	\$ —	\$375,000
Revolving credit facility due 2017		125,000
6 3/8 % Senior notes due 2019	500,000	—
7 1/8 % Senior notes due 2021	600,000	200,000
Total Debt	\$1,100,000	\$700,000

[Table of Contents](#)

Based on the amount of this debt outstanding as of June 30, 2013, a 10% increase in the variable interest rate would increase our interest expense for the six months ended June 30, 2013 by approximately \$1.2 million, while a 10% decrease would decrease our interest expense by approximately \$1.2 million.

Commodity Price Risk

Our revenues, profitability and future rate of growth significantly depend upon the market prices of oil and natural gas. Lower prices may also reduce the amount of oil and natural gas that can economically be produced.

For additional discussion, see Part 1, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources.”

Item 4. Controls and Procedures

- a. Evaluation of disclosure controls and procedures. As of the end of the period covered by this quarterly report on Form 10-Q, our Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation, that our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) are effective for ensuring that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures and is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.
- b. Changes in internal control. There has been no change in our internal control over financial reporting that occurred during the three months ended June 30, 2013, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

[Table of Contents](#)

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share
April 1 - 30, 2013	1,340	\$ 24.09
May 1 - 31, 2013	1,085	\$ 28.44
June 1 - 30, 2013	530	\$ 26.22
Total	2,955	\$ 26.07

⁽¹⁾ Through our stock incentive plans, 2,955 shares were delivered to us by our employees to satisfy their tax withholding requirements upon vesting of restricted stock.

Item 6. Exhibits

(a) The following exhibits are filed with this Form 10-Q:

- 2.1 Agreement and Plan of Merger Agreement and Plan of Merger, dated October 9, 2011, by and among Superior Energy Services, Inc., SPN Fairway Acquisition, Inc. and Complete Production Services, Inc. (incorporated herein by reference to the Company's Current Report on Form 8-K filed October 12, 2011).
- 3.1* Restated Certificate of Incorporation of the Company.
- 3.2 Amended and Restated Bylaws of the Company (as amended through March 7, 2012) (incorporated herein by reference to Exhibit 3.1 to the Company's Form 8-K filed on March 12, 2012).
- 4.1 Specimen Stock Certificate (incorporated herein by reference to Amendment No. 1 to Superior Energy Services, Inc.'s Form S-4 on Form SB-2 (Registration Statement No. 33-94454)).
- 4.2 Indenture, dated May 22, 2006, among SESI, L.L.C., the guarantors identified therein and The Bank of New York Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.2 to Superior Energy Services, Inc.'s Form 8-K filed May 23, 2006 (File No. 333-22603)), as amended by Supplemental Indenture, dated December 12, 2006, by and among Warrior Energy Services Corporation, SESI, L.L.C., the other Guarantors (as defined in the Indenture referred to therein) and The Bank of New York Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.1 to Superior Energy Services, Inc.'s 8-K filed December 13, 2006 (File No. 333-22603)), as further amended by Supplemental Indenture, dated September 13, 2007 but effective as of August 29, 2007, by and among Advanced Oilwell Services, Inc., SESI, L.L.C., the other Guarantors (as defined in the Indenture referred to therein) and The Bank of New York Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.1 to Superior Energy Services, Inc.'s Form 8-K filed September 18, 2007 (File No. 333-22603)), as further amended by Supplemental Indenture, dated April 27, 2011, among Superior Energy Services Colombia, L.L.C., SESI, L.L.C., the other Guarantors (as defined in the Indenture referred to therein) and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.3 to Superior Energy Services, Inc.'s Form 8-K filed April 27, 2011 (File No. 001-34037)), as further amended by Supplemental Indenture, dated February 29, 2012, by and among SPN Fairway Acquisition, Inc., A&W Water Service, Inc., AWS, Inc., Hamm & Phillips Service Company, Inc., Integrated Production Services, Inc., LEED Tool Corporation, Monument Well Service Co., Pumpco Energy Services, Inc., Rising Star Services, L.P., Texas CES, Inc., and SESI, L.L.C., the other Guarantors (as defined in the Indenture referred to therein) and The Bank of New York Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Superior Energy Services, Inc.'s Form 8-K filed March 1, 2012 (File No. 001-34037)), as further amended by Supplemental Indenture dated May 7, 2012, by and among CES Mid-Continent Hamm, LLC, CES Rockies, Inc., Complete Energy, LLC, SESI, L.L.C. the other Guarantors (as defined in the Indenture referred to therein) and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Superior Energy Services, Inc.'s Form 8-K filed May 8, 2012 (File No. 001-34037)).
- 4.3 Indenture, dated April 27, 2011, among SESI, L.L.C., each of the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.1 to Superior Energy

Table of Contents

Services, Inc.'s Form 8-K filed April 27, 2011 (File No. 001-34037)), as amended by Supplemental Indenture, dated February 29, 2012, by and among SPN Fairway Acquisition, Inc., A&W Water Service, Inc., AWS, Inc., Hamm & Phillips Service Company, Inc., Integrated Production Services, Inc., LEED Tool Corporation, Monument Well Service Co., Pumpco Energy Services, Inc., Rising Star Services, L.P., Texas CES, Inc., and SESI, L.L.C., the other Guarantors (as defined in the Indenture referred to therein) and The Bank of New York Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.2 to Superior Energy Services, Inc.'s Form 8-K filed March 1, 2012 (File No. 001-34037)), as further amended by Supplemental Indenture dated May 7, 2012, by and among CES Mid-Continent Hamm, LLC, CES Rockies, Inc., Complete Energy, LLC, SESI, L.L.C. the other Guarantors (as defined in the Indenture referred to therein) and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.2 to Superior Energy Services, Inc.'s Form 8-K filed May 8, 2012 (File No. 001-34037)).

- 4.4 Indenture, dated December 6, 2011, among SESI, L.L.C., each of the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.1 to Superior Energy Services, Inc.'s Form 8-K filed December 12, 2011 (File No. 001-34037)), as amended by Supplemental Indenture, dated February 29, 2012, by and among SPN Fairway Acquisition, Inc., A&W Water Service, Inc., AWS, Inc., Hamm & Phillips Service Company, Inc., Integrated Production Services, Inc., LEED Tool Corporation, Monument Well Service Co., Pumpco Energy Services, Inc., Rising Star Services, L.P., Texas CES, Inc., and SESI, L.L.C., the other Guarantors (as defined in the Indenture referred to therein) and The Bank of New York Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.3 to Superior Energy Services, Inc.'s Form 8-K filed March 1, 2012 (File No. 001-34037)), as further amended by Supplemental Indenture dated May 7, 2012, by and among CES Mid-Continent Hamm, LLC, CES Rockies, Inc., Complete Energy, LLC, SESI, L.L.C. the other Guarantors (as defined in the Indenture referred to therein) and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.3 to Superior Energy Services, Inc.'s Form 8-K filed May 8, 2012 (File No. 001-34037)).
- 10.1[^] Superior Energy Services, Inc. 2013 Stock Incentive Plan (incorporated herein by reference to Appendix A to Superior Energy Services, Inc.'s Definitive Proxy Statement filed April 29, 2013 (File No. 001-34037)).
- 10.2[^] Superior Energy Services, Inc. 2013 Employee Stock Purchase Plan (incorporated herein by reference to Appendix B to Superior Energy Services, Inc.'s Definitive Proxy Statement filed April 29, 2013 (File No. 001-34037)).
- 31.1* Officer's certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2* Officer's certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1* Officer's certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2* Officer's certification 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.LAB* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document
- 101.DEF* XBRL Taxonomy Extension Definition Linkbase Document

* Filed with this Form 10-Q

[^] Management contract or compensatory plan or arrangement

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SUPERIOR ENERGY SERVICES, INC.

Date: August 7, 2013

By: /s/ Robert S. Taylor
Robert S. Taylor
Executive Vice President, Treasurer and
Chief Financial Officer
(Principal Financial and Accounting Officer)

RESTATED CERTIFICATE OF INCORPORATION
OF
SUPERIOR ENERGY SERVICES, INC.

Superior Energy Services, Inc. a corporation organized and existing under the laws of the State of Delaware, hereby certifies that:

1. The name of the corporation is Superior Energy Services, Inc. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on April 26, 1991 and was subsequently amended on several occasions. The name under which the corporation was originally incorporated is Small's Oilfield Services Corp.

2. Pursuant to Section 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation, as set forth below, restates and integrates, but does not further amend, the provisions of Superior Energy Services, Inc.'s Certificate of Incorporation as theretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

3. The board of directors of the corporation has duly adopted this Restated Certificate of Incorporation pursuant to the provisions of Section 245 of the General Corporation Law of the State of Delaware in the form set forth as follows:

FIRST: The name of the corporation (hereinafter called the "corporation") is Superior Energy Services, Inc.

SECOND: The address of the registered office of the corporation in the State of Delaware is c/o United Corporate Services, Inc., 874 Walker Road, Suite C, City of Dover, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is United Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, and by such statement all lawful acts and activities shall be within the purposes of the corporation, except for express limitations, if any.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is Two Hundred Fifty-Five Million (255,000,000) shares, of which Two Hundred Fifty Million (250,000,000) shares shall be designated Common Stock, par value \$.001 per share, and Five Million (5,000,000) shares shall be designated Preferred Stock, par value \$.01 per share. The Board of Directors may authorize the issuance from time to time of the Preferred Stock in one or more series with such designations, preferences, qualifications, limitations, restrictions and optional or other special rights (which may differ with respect to each series) as the Board may fix by resolution. Without limiting the foregoing, the Board of Directors is authorized to fix with respect to each series:

(1) the number of shares which shall constitute the series and the name of the

series;

(2) the rate and times at which, and the preferences and conditions under which, dividends shall be payable on shares of the series, and the status of such dividends as cumulative or non-cumulative and as participating or non-participating;

(3) the prices, times and terms, if any, at or upon which shares of the series shall be subject to redemption;

(4) the rights, if any, of holders of shares of the series to convert such shares into, or to exchange such shares for, shares of any other class of stock of the corporation;

(5) the terms of the sinking fund or redemption or purchase account, if any, to be provided for shares of the series;

(6) the rights and preferences, if any, of the holders of shares of the series upon any liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the corporation;

(7) the limitations, if any, applicable which such series is outstanding, on the payment of dividends or making of distributions on, or the acquisition of, the Common Stock or any other class of stock which does not rank senior to the shares of the series; and

(8) the voting rights, if any, to be provided for shares of the series.

FIFTH: Intentionally omitted.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

(1) The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws.

(2) After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation.

(3) Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of the stockholders.

NINTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to or covered by said section, and the indemnification provided for which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.

IN WITNESS WHEREOF, Superior Energy Services, Inc. has caused this Restated Certificate of Incorporation to be duly executed in its corporate name this 27th day of June, 2013.

SUPERIOR ENERGY SERVICES, INC.

By: /s/ David D. Dunlap
Name: David D. Dunlap
Title: President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, David D. Dunlap, President and Chief Executive Officer of Superior Energy Services, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Superior Energy Services, Inc.;
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 fiscal 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 registrant's board of directors (or persons performing the equivalent functions):
 - 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: August 7, 2013

/s/ David D. Dunlap

David D. Dunlap
President and Chief Executive Officer
Superior Energy Services, Inc.

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Robert S. Taylor, Executive Vice President, Treasurer and Chief Financial Officer of Superior Energy Services, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Superior Energy Services, Inc.;
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 fiscal 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 registrant's board of directors (or persons performing the equivalent functions):
 - 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: August 7, 2013

/s/ Robert S. Taylor

Robert S. Taylor
Executive Vice President, Treasurer and Chief Financial Officer
Superior Energy Services, Inc.

**CERTIFICATION PURSUANT TO
SECTION 1350 OF TITLE 18 OF THE U.S. CODE**

I, David D. Dunlap, President and Chief Executive Officer of Superior Energy Services, Inc. (the "Company"), certify, pursuant to Section 1350 of Title 18 of the U.S. Code, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 ("Section 906"), that:

1. the quarterly report on Form 10-Q of the Company for the quarter ended June 30, 2013 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, 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 Company.

This certificate is being furnished solely for purposes of Section 906 and is not being filed as part of the Report or as a separate disclosure document.

Date: August 7, 2013

/s/ David D. Dunlap

David D. Dunlap
President and Chief Executive Officer
Superior Energy Services, Inc.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
SECTION 1350 OF TITLE 18 OF THE U.S. CODE**

I, Robert S. Taylor, Executive Vice President, Treasurer and Chief Financial Officer of Superior Energy Services, Inc. (the "Company"), certify, pursuant to Section 1350 of Title 18 of the U.S. Code, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 ("Section 906"), that:

1. the quarterly report on Form 10-Q of the Company for the quarter ended June 30, 2013 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, 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 Company.

This certificate is being furnished solely for purposes of Section 906 and is not being filed as part of the Report or as a separate disclosure document.

Date: August 7, 2013

/s/ Robert S. Taylor

Robert S. Taylor

Executive Vice President, Treasurer and Chief Financial Officer
Superior Energy Services, Inc.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.