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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 21, 2000

SUPERIOR ENERGY SERVICES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware	0-20310	75-2379388
(STATE OR OTHER JURISDICTION OF INCORPORATION)	(COMMISSION FILE NUMBER)	(IRS EMPLOYER IDENTIFICATION NO.)

1105 Peters Road, Harvey, Louisiana	70058
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

(504) 362-4321
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Business Acquired.

(1) Audited consolidated balance sheets of H.B. Rentals, L.C. as of December 31, 1999 and 1998 and the related consolidated statements of income, consolidated statements of members' interests and consolidated statements of cash flows for the years then ended, including the notes thereto, and the related report of Broussard, Poche', Lewis & Breaux, L.L.P.

(b) Pro Forma Financial Information.

(1) Unaudited Pro Forma Consolidated Statement of Operations of Superior Energy Services, Inc. for the year ended December 31, 1999, including the notes thereto.

(2) Unaudited Pro Forma Consolidated Statement of Operations of Superior Energy Services, Inc. for the three month period ended March 31, 2000, including the notes thereto.

(3) Unaudited Pro Forma Consolidated Balance Sheet of Superior Energy Services, Inc. as of March 31, 2000, including the notes thereto.

(c) Exhibits.

23.1 Consent of Broussard, Poche', Lewis & Breaux, L.L.P

SIGNATURES

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 hereunto duly authorized.

SUPERIOR ENERGY SERVICES, INC.

By: /s/ Robert S. Taylor

Robert S. Taylor
Chief Financial Officer

Dated: July 5, 2000

INDEX TO FINANCIAL STATEMENTS AND PRO FORMA INFORMATION

FINANCIAL STATEMENTS OF BUSINESS ACQUIRED.

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statements of cash flows for the years then ended, including the notes thereto, and the related report of Broussard, Poche', Lewis & Breaux, L.L.P.

PRO FORMA FINANCIAL INFORMATION.

(1) Unaudited Pro Forma Consolidated Statement of Operations of Superior Energy Services, Inc. for the year ended December 31, 1999, including the notes thereto.

(2) Unaudited Pro Forma Consolidated Statement of Operations of Superior Energy Services, Inc. for the three month period ended March 31, 2000, including the notes thereto.

(3) Unaudited Pro Forma Consolidated Balance Sheet of Superior Energy Services, Inc. as of March 31, 2000, including the notes thereto.

H. B. RENTALS, L. C.

AND SUBSIDIARY

FINANCIAL REPORT

DECEMBER 31, 1999

C O N T E N T S

INDEPENDENT AUDITORS' REPORT

To the Members of
H.B. Rentals, L.C.
Lafayette, Louisiana

We have audited the accompanying consolidated balance sheets of H.B. Rentals, L.C. and subsidiary as of December 31, 1999 and 1998, and the related consolidated statements of income, members' interests, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of H.B. Rentals, L.C. and subsidiary as of December 31, 1999 and 1998, and the results of their operations and their cash flows for the years then ended in conformity with generally accepted accounting principles.

/s/ Broussard, Poche', Lewis & Breaux, L.L.P

Broussard, Poche', Lewis & Breaux, L.L.P

Lafayette, Louisiana
February 25, 2000

H. B. RENTALS, L.C. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS
December 31, 1999 and 1998

ASSETS	1999	1998
CURRENT ASSETS		
Cash	$ 730	$ 700
Receivables, net	3,349,613	2,499,664
Inventory	77,465	100,172
Other	46,110	60,906
Total current assets	3,473,918	2,661,442
RESTRICTED ASSETS:		
Cash restricted for insurance claims	41,693	41,693
PROPERTY AND EQUIPMENT (net of accumulated depreciation, $4,784,567 and $3,037,056, respectively)	5,098,094	6,085,678
OTHER ASSETS (net of accumulated amortization, $444,897 and $211,224, respectively)	2,049,777	2,374,987
	$10,663,482	$11,163,800

See Notes to Consolidated Financial Statements.

H. B. RENTALS, L.C. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS
December 31, 1999 and 1998

	1999	1998
CURRENT LIABILITIES		
Bank overdraft	$ 287,149	$ 231,471
Accounts payable	586,634	365,921
Note payable - line of credit	1,151,938	574,481
Notes payable, current	601,169	85,218
Deferred tax liability, current	73,418	192,655
Other	279,953	261,659
Total current liabilities	2,980,261	1,711,405
LONG TERM LIABILITIES:		
Notes payable, long-term	5,822,434	6,375,065
Deferred tax liability, long-term	18,583	35,354
Total long-term liabilities	5,841,017	6,410,419
MEMBERS' INTERESTS:	1,842,204	3,041,976
	$ 10,663,482	$ 11,163,800

See Notes to Consolidated Financial Statements.

H.B. RENTALS, L.C. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF INCOME
For the Years Ended December 31, 1999 and 1998

	1999	1998
REVENUES	$10,730,899	$10,948,915
OPERATING EXPENSES	7,307,771	6,523,393

Gross profit	3,423,128	4,425,522
GENERAL AND ADMINISTRATIVE EXPENSES	3,280,484	2,544,467
Operating income	142,644	1,881,055
NON-OPERATING INCOME (EXPENSE)		
Gain on sale of assets	11,947	59,405
Interest expense	(920,597)	(418,209)
Other	(39)	10,796
	(908,689)	(348,008)
Income (loss) before taxes	(766,045)	1,533,047
INCOME TAX BENEFIT	(131,977)	(310,951)
Net income (loss)	$ (634,068)	$ 1,843,998

See Notes to Consolidated Financial Statements.

H.B. RENTALS, L.C. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF MEMBERS' INTERESTS
For the Years Ended December 31, 1999 and 1998

	1999	1998
Members' interests, beginning of period	$ 3,041,976	$ 1,911,517
Net income (loss)	(634,068)	1,843,998
Members' draws	(565,704)	(713,539)
Members' interests, end of period	$ 1,842,204	$ 3,041,976

See Notes to Consolidated Financial Statements.

H.B. RENTALS, L.C. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 1999 and 1998

	1999	1998
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ (634,068)	$ 1,843,998
Adjustments to reconcile net income (loss) to operating cash flows:		
Depreciation and amortization	2,185,492	1,381,170
Bad debt expense	261,259	23,001
Gain on sale of assets	(11,947)	(59,405)
Changes in operating assets and liabilities -		
Decrease (increase) in assets:		
Receivables	(1,111,208)	773,028
Other current assets	37,503	(121,204)
Other assets	(8,463)	(143,450)
Increase (decrease) in liabilities:		
Accounts payable	220,713	33,288
Deferred tax liability	(136,008)	42,291
Other current liabilities	18,294	(377,558)
Net cash provided by operating activities	821,567	3,395,159
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(922,592)	(2,291,283)
Acquisition of Eagle, net of cash acquired	-	(5,012,190)
Proceeds from sales of assets	70,304	117,922
Net deposits into restricted cash account	-	(3,456)
Net cash used in investing activities	(852,288)	(7,189,007)
CASH FLOWS FROM FINANCING ACTIVITIES		
Members' draws	(565,704)	(713,539)
Proceeds from issuance of notes payable	49,680	7,790,760
Principal payments on notes payable	(86,360)	(3,604,897)
Net draws on line of credit	577,457	393,060
Bank overdraft	55,678	(70,836)
Net cash provided by financing activities	30,751	3,794,548

Net increase in cash	30	700
Cash at beginning of period	700	-
Cash at end of period	$ 730	$ 700

See Notes to Consolidated Financial Statements.

H.B. RENTALS, L.C. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Nature of Business and Significant Accounting Policies

Nature of business:

H.B. Rentals, L.C. (HB) is a Louisiana limited liability company engaged in the short-term rental of living quarters, related accessories and equipment primarily to oil related businesses in need of temporary housing and office space in remote areas. The Company began operation on October 12, 1995 and operates mainly in the states of Louisiana, Texas, Mississippi and Alabama. In August 1998, The Company acquired Eagle Rental Co., Inc. (Eagle), which is engaged primarily in the rental of equipment for offshore use. The term "Company" herein refers to the total business conducted by HB and its subsidiary, Eagle.

Consolidation:

The consolidated financial statements include the accounts of the Company and its subsidiary. All significant intercompany accounts and transactions are eliminated in consolidation.

Use of estimates in the preparation of financial statements:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue recognition:

The Company recognizes revenues as rentals and services are rendered. Expenses are recognized as they are incurred.

Cash equivalents:

Holdings of highly liquid investments with original maturities of three months or less.

Allowance for doubtful accounts:

An allowance is established when in the opinion of management, based on economic conditions, a loss on accounts receivable is expected.

Inventories:

Inventories, consisting primarily of raw materials, are stated at the lower of first-in, first-out (FIFO) cost or market. Market is considered as the net realizable value.

Property and equipment:

The Company provides for depreciation by charges to operations in amounts estimated to allocate the cost of the assets over their estimated useful lives as follows:

ASSET CLASSIFICATION	USEFUL LIFE
Buildings and improvements	10-40 years
Mobile homes	5 years
Equipment	5 years
Vehicles	3-5 years

Intangible assets:

Goodwill is amortized using the straight-line method over a period of 40 years. Other intangibles are amortized using the straight-line method over their estimated useful lives ranging from 2 to 5 years.

Income taxes:

The parent company, HB, has elected to be taxed as a limited liability company for federal and state income tax purposes. The members have consented to include their pro rata share of the Company's income or loss in their individual tax returns. Accordingly, no provision for federal and state income taxes were made in the accompanying financial statements for this entity.

The subsidiary company, Eagle, accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109 (SFAS No. 109), "Accounting for Income Taxes." This pronouncement requires that deferred tax balances be determined using the tax rate expected to be in effect when the taxes are actually paid or refunds received. Deferred income tax assets and liabilities result from temporary differences. Temporary differences are differences between the tax basis of assets and liabilities and their reported amounts in the financial statements that will result in taxable or deductible amounts in future years.

Employee benefit plan:

Effective October 12, 1995, the Company established a 401(k) plan to provide retirement benefits for employees. Any employee over the age of twenty-one, who has been employed by the Company for one year, is eligible to participate. Participants may contribute to the plan by deferring up to 15% of their gross salary, within certain IRS imposed limitations for maximum contributions in a given year. The Company makes matching contributions equal to 50% of the participants' salary reductions limited to 10%. The Company contributed $56,690 and $43,527 to the plan for the year ended December 31, 1999 and 1998, respectively.

Concentration of credit risk:

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash, investments and accounts receivable.

The Company places its cash and investments with high quality financial institutions. At times, such amounts may be in excess of FDIC insurance limits. Credit risk with respect to accounts receivable is generally diversified due to a large number of entities comprising the Company's customer base; however, the Company's customer base is in similar industries and principally operates within the coastal region of the Gulf of Mexico. The Company establishes an allowance for doubtful accounts based on factors surrounding the credit risk of specific customers, historical trends and other information.

Reclassification:

As of December 31, 1999, reclassifications were made in the presentation of the financial statements for the prior year to conform with the presentation of the 1999 financial statements. These changes in the presentation did not affect net income as previously reported.

Note 2. Acquisitions

On August 31, 1998, the Company completed the acquisition of its wholly-owned subsidiary, Eagle Rental Co., Inc. for a purchase price of $5,113,932. In addition to the purchase price, the Company also paid $530,000 to the previous owners in consideration for two year non-compete agreements. The acquisition has been accounted for by the purchase method of accounting and, accordingly, the results of operations of Eagle for the period beginning with acquisition date are included in the accompanying consolidated financial statements. Assets acquired and liabilities assumed have been recorded at their estimated fair values. The excess of cost over the estimated fair value of net assets acquired was allocated to goodwill. A total of $1,786,920 was allocated to goodwill and is being amortized using the straight-line basis over 40 years.

Note 3. Receivables

The balances of receivables consisted of the following components as of December 31:

	1999	1998
Accounts receivable, net of allowance for doubtful accounts, $281,620 and $21,243, respectively)	$ 2,946,924	$ 2,478,743
Due from employees	52,689	20,921
Due from member	350,000	-
	$ 3,349,613	$ 2,499,664

Note 4. Summary of Property and Equipment

The following is a summary of property and equipment as of December

31, 1999:

	COST	ACCUMULATED DEPRECIATION	BOOK VALUE
Mobile homes and offshore units	$3,773,448	$ 1,501,601	$ 2,271,847
Machinery and equipment	4,338,254	2,168,219	2,170,035
Autos and trucks	1,497,269	995,603	501,666
Furniture and fixtures	201,197	82,185	119,012
Buildings and improvements	60,707	36,959	23,748
Construction in process	11,786	-	11,786
	$9,882,661	$ 4,784,567	$ 5,098,094

Depreciation expense for the years ended December 31, 1999 and 1998 was $1,851,819 and $1,243,918, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 5. Notes Payable

The Company's notes payable on December 31 are described as follows:

	1999	1998
Note payable to bank, 12% interest payable monthly, principal due in 44 installments of $136,363 beginning January 1, 2001 and maturing on August 31, 2003, collateralized by property and equipment of the Company.	$ 6,000,000	$ 6,000,000
Various notes payable to bank, interest rates ranging from 8.00% to 8.5%, due in equal monthly installments of principal and interest totaling $9,035, maturities ranging from September 11, 2001 to November 19, 2002, collateralized by equipment and vehicles of the Company.	198,603	235,283
Notes payable to members of the Company, 8% interest rate, due on demand, uncollateralized	225,000	225,000
	6,423,603	6,460,283
Less current maturities	601,169	85,218
	$ 5,822,434	$ 6,375,065

Of the notes payable specified above, the loan balance aggregating $6,000,000 is subject to restrictive covenants pursuant to the loan agreement with the bank. Failure to comply with certain covenants contained in the loan document has placed the Company in technical default of the loan agreement. The bank has waived default under the loan agreement, insofar as it relates to the failure of the Company to comply as of December 31, 1999.

Subsequent to year end, on March 31, 2000, the $6,000,000 note payable to the bank was refinanced. The note was replaced with a $4,000,000 note payable to the bank and a $2,000,000 note payable to a member of the Company. The $4,000,000 note payable to the bank has an interest rate of 8% and is payable in 35 monthly installments of principal and interest totaling $81,339 beginning April 30, 2000 and a final balloon payment of $1,795,715 due April 30, 2003. This note is collateralized by equipment and vehicles of the Company and the limited guarantee of one of the members of the Company. The $2,000,000 note payable to the member of the Company also has an 8% interest rate with only interest payments required monthly and a single principal payment due on April 30, 2002. This debt is subordinate to all bank debt. Amounts included in the financial statements and notes to the financial statements reflect the terms of the new debt issued in connection with the refinancing arrangement.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Aggregate maturities of long-term notes payable including interest of $1,303,937 through 2003 are as follows:

2000	$ 1,160,475
2001	1,245,172
2002	3,051,161
2003	2,270,732
	7,727,540
Less amount representing interest	1,303,937

	$ 6,423,603
	===========

Cash payments of interest during the years ended December 31, 1999 and 1998 amounted to $830,353 and $513,368, respectively.

Note 6. Operating Leases

The Company has leased certain equipment, property and office space under various non-cancelable agreements which expire between July 31, 2000 and July 1, 2009, and require various minimum annual rentals.

Minimum payments for operating leases having initial or remaining non-cancelable terms in excess of one year are as follows:

YEAR ENDED DECEMBER 31	
2000	$ 330,825
2001	314,540
2002	314,540
2003	312,847
2004	312,000
2005 - 2007	1,404,000
	$ 2,988,752

Total rental expense during the fiscal years 1999 and 1998 totaled $229,960 and $161,748, respectively.

Note 7. Commitments

The Company maintains a $2,000,000 line of credit agreement with Bank One, Louisiana, NA. The agreement is secured by accounts receivable of the Company. During fiscal years 1999 and 1998, interest on advances accrue at a rate equal to the Chase Manhattan prime plus one-half percent. Effective March 31, 2000, interest will accrue at a rate equal to the 30 day LIBOR rate plus 2.25%. The balances outstanding under this agreement at December 31, 1999 and 1998 were $1,151,938 and $574,481, respectively.

In connection with the refinancing arrangement that took place on March 31, 2000, the Company guaranteed a $2,000,000 note by a member of the Company to the bank. This member's note requires interest payments monthly at a rate of 8% and a single principal payment on April 30, 2002.

Note 8. Income Taxes

Eagle Rental Co., Inc. uses Statement of Financial Accounting Standards No. 109 "Accounting for Income Taxes" to account for deferred income taxes. Under this pronouncement, the tax effect of each item in the statement of income is recognized in the current period regardless of when the tax is paid. Taxes on amounts which affect financial and taxable income in different periods are reported as deferred income taxes. Deferred taxes are provided only on items which will result in a net tax liability or benefit in a future period.

Deferred income taxes arise due to different accounting methods used for financial and income reporting. The major differences are the accruals of receivables, payables and other expenses required under the accrual method of accounting used for financial reporting, while using a cash basis method for income tax purposes. Differences also arise from the use of accelerated depreciation methods for tax reporting purposes, while expensing the cost over the expected useful life of the assets for financial reporting purposes.

The benefit from income taxes consists of the following for the periods ended December 31:

	1999	1998
Income tax expense (benefit)	$ 4,031	$ (353,242)
Deferred income tax expense (benefit)	(136,008)	42,291
	$ (131,977)	$ (310,951)

The reconciliation of the federal statutory income tax rate to Company's effective rate is summarized as follows for years ended December 31:

	1999 AMOUNT	1998 AMOUNT
Tax benefit based on federal and state statutory rates of subsidiary	$ (59,037)	$(333,730)
Other items	(72,940)	22,779
	$(131,977)	$(310,951)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Deferred tax assets and liabilities at December 31 consist of the following:

	1999	1998
Deferred tax assets:		
Allowance for doubtful accounts	$ 4,628	$ -
Accounts payable	11,636	4,295
Accrued expenses	-	3,005
	16,264	7,300
Deferred tax liability:		
Accounts receivable	75,202	186,248
Inventory	9,753	13,345
Depreciation	23,310	35,716
	108,265	235,309
Net deferred tax liability	$ (92,001)	$ (228,009)
Reflected as follows:		
Current deferred tax liability	$ 73,418	$ 192,655
Long-term deferred tax liability	18,583	35,354
	$ 92,001	$ 228,009

Cash paid for income taxes during the years ended December 31, 1999 and 1998 was $8,878 and $-0-, respectively.

Note 9. Warrants

During the fiscal year ended December 31, 1998, in connection with debt incurred for the purchase of Eagle, the Company issued warrants to a bank for the purchase of a total of five percent (5%) of the membership interest of the Company. The exercise price is $1,000,000 and was effective August 31, 1998, the date of final closing of the purchase of the subsidiary. The warrants have an expiration date of the earlier of a liquidity event as defined in the securities purchase agreement, eighteen (18) months after repayment of the debt, which occurred on March 31, 2000, or August 31, 2006.

Note 10. Related Party Transactions

The Company is presently leasing their corporate office and shop facility located in Broussard, Louisiana from Crossroads Investments, a limited liability company owned by a member of the Company. The lease in effect for 1998 was dated January 1, 1998 and was for a term of 8 years and 10 months. The monthly rental under this lease was $8,700.

During 1999, the Company relocated its Broussard office and effective December 1, 1999, a new lease took effect with Crossroads Investments. This lease requires monthly rental payments of $26,000 and expires on July 1, 2009.

During the renovation phase of the new facility, the Company agreed to reimburse Crossroads Investments for interest on its construction loan in lieu of making rental payments. Total interest payments during 1999 was $76,328.

Total lease payments during the years ended December 31, 1999 and 1998 were $139,000 and $104,400, respectively.

The dollar volume of purchases and/or rentals with other related companies during the fiscal years ended December 31, were:

	1999	1998
Purchases:		
Moore's Pump and Supply, Inc.	$ -0-	$ 114,069
Alan P. Bernard	$ 24,000	$ -0-
Sales:		
Moore's Pump and Supply, Inc.	$ -0-	$ 654

The Company and Moore's Pump and Supply, Inc. had the same majority ownership until April 30, 1998. Therefore, transactions listed above are for the period ending on this date.

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

On June 21, 2000, Superior Energy Services, Inc. acquired H.B. Rentals, L.C. ("HB") for $7 million in cash, of which $1.9 million of the purchase price was allocated to the net assets and the excess purchase price of approximately $5.1 million over the fair value of net assets was recorded as goodwill.

The following unaudited pro forma consolidated financial information has been prepared by management utilizing the historical financial statements of Superior Energy Services, Inc. ("Superior") and HB Adjustments have been made to reflect the financial impact of purchase accounting and other items had (a) the acquisition of HB (the "HB Acquisition"), (b) the acquisition of Production Management Companies, Inc. (the "PMI Acquisition") and (c) the merger of Superior Cardinal Acquisition Company, Inc. with and into Cardinal Holding Corp. (the "Merger") all taken place on January 1, 1999 with respect to operating data, and March 31, 2000 with respect to the balance sheet data. The pro forma adjustments are described in the accompanying notes and are based upon preliminary estimates and certain assumptions that management of the companies believes reasonable under the circumstances. Reclassifications have been made to the consolidated statements of operations for pro forma purposes.

The unaudited pro forma financial information is for comparative purposes only and does not purport to be indicative of the results which would actually have been obtained had the acquisitions been effected on the pro forma dates, or of the results which may be obtained in the future. The unaudited pro forma consolidated financial information in the opinion of management reflects all adjustments necessary to present fairly the data for such periods.

SUPERIOR ENERGY SERVICES, INC.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 1999
(IN THOUSANDS EXCEPT PER SHARE DATA)

	Historical Superior	Pre merger Superior	Pre-Acquisition PMI	Pre-Acquisition HB	Adjustments	Pro Forma
Revenues	113,076	34,035	44,323	10,731	A (122)	202,043
Costs and expenses:						
Costs of services	67,364	13,579	39,480	5,601	A (122)	125,902
Depreciation and amortization	12,625	4,135	1,058	2,185	B 937	20,940
General and administrative	23,071	13,146	2,941	2,790		41,948
Total costs and expenses	103,060	30,860	43,479	10,576		188,790
Income from operations	10,016	3,175	844	155		13,253
Other income (expense):						
Interest expense	(12,969)	(691)	(624)	(921)	C 1,528	(13,677)
Interest income	308					308
Income(loss)before income taxes	(2,645)	2,484	220	(766)		(116)
Income taxes	(611)	399	49	(132)	D 251	(44)
Income (loss) before extraordinary losses	(2,034)	2,085	171	(634)		(72)
Net income (loss) per common share and common share equivalent	$ (0.11)					$ 0.00
Basic Weighted average shares outstanding	31,131					59,730
Net income (loss) per common share and common share equivalent	$ (0.11)					$ 0.00
Diluted Weighted average shares outstanding	31,131					59,987

(A) To record the elimination of intercompany transactions.

(B) In the Merger, Superior exchanged approximately 30 million shares of Superior common stock for 100% of the outstanding stock of Cardinal. The valuation of Superior's net assets were based upon the approximate 28.8 million shares of Superior Common Stock outstanding prior to the merger times the trading price of $3.78 at the time of negotiation of the Merger, plus additional capitalized costs of approximately $3 million related to the Cardinal merger costs for professional fees net of $2 million in Superior merger costs. Superior's historical book basis for its property and equipment was considered to be its fair market value. This valuation reflects excess purchase price of $31.6 million, over the fair value of net assets, which has been recorded as goodwill.

In the PMI Acquisition, Superior acquired PMI for aggregate consideration of $3 million in cash and 610,000 shares of Superior's common stock at the trading price of $5.66 at the time of negotiation of the Merger. The purchase price allocated to net assets was $3.5 million, and the excess purchase price of approximately $3 million, over the fair value of net assets, was recorded as goodwill.

In the HB Acquisition, Superior acquired HB for aggregate consideration of $7 million in cash of which $1.9 million of the purchase price was allocated to net assets, and the excess purchase price of approximately $5.1 million, over the fair value of net assets, was recorded as goodwill.

This adjustment reflects the increase in amortization as a result of goodwill, described above, amortized over 30 years and non compete agreements of approximately $1 million entered into as a result of the Merger amortized over 4 years as follows:

Additional goodwill amortization from the Merger	$565
Amortization of non-competes	121
Additional goodwill amortization from the PMI Acquisition	80
Additional goodwill amortization from the HB Acquisition	171
	$937

(C) To record the net decrease in interest expense resulting from a $55 million equity contribution to Cardinal, used to pay down debt, net with $10 million in additional debt incurred for the acquisition of PMI. The reduction in interest expense due to the equity contribution uses Cardinal's borrowing rate of 8.12% and the offsetting increase due to the debt incurred for the acquisition of PMI, uses Superior's borrowing rate of 9.28%. No additional debt was incurred for the HB Acquisition.

(D) To adjust the provision for income taxes to give effect to the Merger, PMI Acquisition and HB Acquisition adjustments, exclusive of the amortization adjustment.

SUPERIOR ENERGY SERVICES, INC.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2000
(IN THOUSANDS EXCEPT PER SHARE DATA)

	Historical Superior	Pre-Acquisition HB	Adjustments	Pro Forma
Revenues	47,274	3,246		50,520
Costs and expenses:				
Costs of services	27,762	1,663		29,425
Depreciation and amortization	4,737	565	A 43	5,345
General and administrative	9,311	768		10,079
Total costs and expenses	41,810	2,996		44,849
Income from operations	5,464	250		5,671
Other income (expense):				
Interest expense	(2,920)	(218)		(3,138)
Interest income	193	-		193
Income before income taxes	2,737	32		2,726
Income taxes	1,149	-	B (4)	1,145
Net income	1,588	32		1,581
Net income per common share and common share equivalent	$ 0.03			$ 0.03
Basic Weighted average shares outstanding	59,856			59,856
Net income per common share and common share equivalent	$ 0.03			$ 0.03
Diluted Weighted average shares outstanding	60,301			60,301

(A) In the HB Acquisition, Superior acquired HB for an aggregate consideration of $7 million in available cash, of which $1.9 million of the purchase price was allocated to net assets, and the excess purchase price of approximately $5.1 million, over the fair value of net assets, was recorded as goodwill. These pro forma statements are adjusted to assume a cash overdraft position, however, the total HB Acquisition costs were funded by $63.2 million raised pursuant to Superior's secondary offering on May 5, 2000. The $43,000 adjustment reflects the increase in amortization as a result of goodwill amortized over 30 years.

(B) To adjust the provision for income taxes to give effecti to the HB acquisition, exclusive of the amortization adjustment.

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2000
(IN THOUSANDS, EXCEPT SHARE DATA)

	HISTORICAL SUPERIOR 03/31/2000	PRE-ACQUISITION HB 03/31/2000	ADJUSTMENTS	PRO FORMA 03/31/2000
ASSETS				
Current assets:				
Cash and cash equivalents	$ 3,275	84	A (3,359)	$ -
Accounts receivable - net	40,210	2,932		43,142
Deferred tax asset	1,437	-		1,437
Prepaid insurance and other	4,146	440		4,586
Total current assets	49,068	3,456		49,165
Property, plant and equipment - net	138,594	5,038		143,632
Note receivable	8,898	-		8,898
Goodwill - net	78,116	1,986	A 5,125	85,227
Other assets - net	3,839	-		3,839
Total assets	$278,515	10,480		$ 290,761

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2000
(IN THOUSANDS, EXCEPT SHARE DATA)

	Historical Superior 03/31/2000	Pre-Acquisition HB 03/31/2000	Adjustments	Pro Forma 03/31/2000
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	$ 9,742	$ 763	A 3,641	$ 14,146
Accrued expenses	11,758	-		11,758
Income taxes payable	972	-		972
Current maturities of long-term debt	2,782	1,914		4,696
Other	-	216		216
Total current liabilities	25,254	2,893		31,788
Deferred income taxes	12,392	92		12,484
Long-term debt	117,380	5,620		123,000
Stockholders' equity:				
Preferred stock of $.01 par value. Authorized, 5,000,000 shares; none issued	-	-		-
Common stock of $.001 par value. Authorized, 125,000,000 shares; issued, 59,968,789	60	-		60
Additional paid in capital	249,348	-		249,348

Accumulated deficit	(125,919)	1,875	A (1,875)	(125,919)
Total stockholders' equity	123,489	1,875		123,489
Total liabilities and stockholders equity	$ 278,515	$ 10,480		$ 290,761

Exhibit 23.1

Consent of Independent Auditors

The Board of Directors
Superior Energy Services, Inc.

We consent to incorporation by reference in registration statements No. 333-22603, No. 333-35286, and No. 333-86579 on Form S-3 and No. 333-12175, No. 333-33758 and No. 333-43421 on Form S-8 of Superior Energy Services, Inc. of our report dated February 25, 2000, relating to the audited consolidated balance sheet of H.B. Rentals, L.C. as of December 31, 1999, and the related consolidated statement of operations, consolidated statement of members' interests and consolidated statement of cash flows for the year ended December 31, 1999.

/s/ Broussard, Poche', Lewis & Breaux, L.L.P

Broussard, Poche', Lewis & Breaux, L.L.P

Lafayette, Louisiana
July 5, 2000