

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

DATE OF REPORT (Date of earliest event reported): September  
16, 1996

SUPERIOR ENERGY SERVICES, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE 0-20310 75-2379388  
(State of incorporation) (Commission File Number) (IRS Employer  
Identification Number)

1503 ENGINEERS ROAD, BELLE CHASSE, LOUISIANA 70037  
(Address of principal executive offices - Zip Code)

Registrant's telephone number, including area code:  
(504) 393-7774

Item 7 of the Registrant's Current Report on Form 8-K, dated September  
30, 1996, is hereby amended and restated in its entirety to read as  
follows.

Item 7. Financial Statements and Exhibits

a) Financial Statements of Business Acquired. The financial statements  
of the business acquired filed as part of this report are listed in the  
Financial Information Table of Contents appearing on Page F-1 hereof.

b) Pro forma financial information. The pro forma financial statements  
of Superior filed as part of this report are listed in the Financial  
Information Table of Contents appearing on page F-1 hereof.

c) Exhibits. Not applicable.

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 thereunto duly authorized.

Superior Energy Services, Inc.

November 15, 1996

By: /s/ Terence E. Hall  
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Terence E. Hall  
Chairman of the Board,  
Chief Executive Officer and  
President  
(Principal Executive Officer)

November 15, 1996

By: /s/ Robert S. Taylor

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Robert S. Taylor  
Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

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Independent Auditors' Report

The Board of Directors  
Dimensional Oil Field Services, Inc.:

We have audited the accompanying balance sheet of Dimensional Oil Field Services, Inc. as of December 31, 1995, and the related statements of operations and retained earnings and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence that supporting the amounts and disclosures in the 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 audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dimensional Oil Field Services, Inc. as of December 31, 1995, and the results of its operations and its cash flows for the year then ended, in conformity with generally accepted accounting principles.

KPMG PEAT MARWICK LLP

New Orleans, Louisiana  
November 11, 1996

DIMENSIONAL OIL FIELD SERVICES, INC.

Balance Sheet

December 31, 1995

Assets

Current assets:

Cash and cash equivalents	\$	103,198
Accounts receivable - net of allowance for doubtful accounts of \$39,342		1,056,978
Prepaid expenses		73,593

Total current assets		<u>1,233,769</u>
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Property and equipment - net		1,140,054
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Certificate of deposit		50,000
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Other assets		103,339
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	\$	<u>2,527,162</u>
		=====

Liabilities and Stockholders' Equity

Current liabilities:

Accounts payable and accrued expenses	\$	907,563
Current portion of notes payable		225,756

Total current liabilities		<u>1,133,319</u>
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Notes payable		<u>287,500</u>
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Other liabilities		26,872
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Stockholders' equity :

Common stock no par value, authorized-100,000 shares; issued - 100,000 shares		17,663
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Retained earnings		1,061,808
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Total stockholders' equity		<u>1,079,471</u>
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	\$	<u>2,527,162</u>
		=====

See accompanying notes to financial statements.

DIMENSIONAL OIL FIELD SERVICES, INC.

Statement of Operations and Retained Earnings

Year ended December 31, 1995

Revenues	\$ 4,123,376
Expenses:	
Cost of services	3,028,381
Selling, general and administrative	861,279
Interest	62,489
Depreciation	181,371
	<hr/>
Loss from continuing operations	(10,144)
Discontinued operations (note 6 ):	
Loss from operations of the discontinued wireline division	(20,708)
	<hr/>
Net loss	(30,852)
Stockholder distributions	(132,538)
Retained earnings at beginning of year	1,225,198
Retained earnings at end of year	<hr/> <u>\$ 1,061,808</u> <hr/> <hr/>

See accompanying notes to financial statements

DIMENSIONAL OIL FIELD SERVICES, INC.

Statement of Cash Flows

Year ended December 31, 1995

Cash flows from operating activities:	
Net loss from continuing operations	\$ ( 10,144)
Adjustments to reconcile net loss from continuing operations to net cash provided by operating activities:	
Depreciation	181,371
Allowance for doubtful accounts	39,342
Changes in operating assets and liabilities:	
Accounts receivable	(463,629)
Prepaid expense	41,379
Accounts payable and accrued expenses	502,542
Other assets and liabilities, net	46,528
Net cash provided by continuing operations	337,389
Net cash provided by discontinued operations	36,695
Net cash provided by operating activities	<hr/> <u>374,084</u> <hr/>
Cash flows from investing activities:	
Payments for purchases of property and equipment	(15,978)
Certificate of deposit	(50,000)

Net cash used in investing activities	(65,978)
<hr/>	
Cash flows from financing activities:	
Notes payable	(198,739)
Stockholder distributions	(16,100)
Net cash used in financing activities	(214,839)
<hr/>	
Net increase in cash	93,267
<hr/>	
Cash and cash equivalents at beginning of year	9,931
Cash and cash equivalents at end of year	\$ 103,198
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Supplemental disclosures on cash flow information - cash paid during the year for interest	\$ 79,306
<hr/>	

See accompanying notes to financial statements.

DIMENSIONAL OIL FIELD SERVICES, INC.

Notes to Financial Statements

December 31, 1995

(1) Organization and Summary of Significant Accounting Policies

(a) Organization

Dimensional Oil Field Services, Inc. (the Company) was incorporated under the laws of Louisiana and began its operations in 1979. The Company provides offshore oil and gas plug and abandonment services.

(b) Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that effect the reported amounts in the financial statements and related disclosures. Actual results could differ from these estimates.

(c) Property and Equipment

Property and equipment is carried at cost. Depreciation is computed using the straight-line method based on the following estimated useful lives:

Description	Estimated useful lives
Machinery and equipment	5-15 years
Automobiles, trucks, trailers and tractors	3-5 years
Furniture and equipment	5-7 years

(d) Income Taxes

The Company with the consent of its stockholders, has elected under applicable provisions of the Internal Revenue Code not to be taxed as a corporation but to have its income taxed to the individual stockholders. Therefore, no provision for federal and state income taxes has been made in the accompanying financial statements.

(e) Cash Flows

For purposes of the statement of cash flows, cash equivalents include demand deposits with original maturities of less than three months.

(f) Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts receivable accounts payable and notes payable. The carrying amount of these financial instruments approximates their fair value.

DIMENSIONAL OIL FIELD SERVICES, INC.

Notes to Financial Statements

g) Revenue Recognition

The Company recognizes revenues as services are provided.

(h) Employee Benefit Plan

The Company has an elective employee benefit program which qualifies under section 401(k) of the Internal Revenue Code. The Company can make both discretionary and matching contributions at the discretion of the Board of Directors. In 1995, the Company matched up to 50% of the first six percent of participant retirement contributions. The Company's contribution was approximately \$25,000 in 1995.

(i) New Accounting Pronouncement

In March 1995, Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of," was issued by the Financial Accounting Standards Board. This statement is effective for fiscal years beginning after December 15, 1995. Management does not believe that this pronouncement will have a material impact on its financial statements.

(2) Concentration of Credit Risk

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents and trade accounts receivable. The Company places cash and temporary cash investments with high quality financial institutions and currently invests primarily in certificates of deposit.

A majority of the Company's business is conducted with major oil and gas exploration companies with operations in the Gulf of Mexico. The Company continually evaluates the financial strength of their customers but does not require collateral to support the customer receivables.

Customers which accounted for 10 percent or more of operating revenue were as follows for the year ended December 31, 1995:

	1995
Chevron USA	18.1%
Murphy Oil Corporation	17.2%
Louisiana Department of Natural Resources	16.0%
Unocal	15.3%

The Company's largest six customers accounted for approximately 82% of total revenues

DIMENSIONAL OIL FIELD SERVICES, INC.

Notes to Financial Statements

(3) Property and Equipment

A summary of property and equipment at December 31, 1995 follows:

Machinery and equipment	\$ 2,848,789
Automobiles, trucks, trailers and tractors	157,622
Leasehold improvements	11,749
	3,018,160
Less accumulated depreciation	1,878,106
Net property and equipment	\$ 1,140,054

(4) Notes Payable

A summary of notes payable at December 31, 1995 follows:

Installment note payable, annual interest rate of 12.0%, due February 2003	\$ 333,500
Note payable to insurance company, due March 1996, annual interest rate of 7.19%	33,269
Note payable to bank, annual interest rate of 10.0%, due January 1996	121,360
Other installment notes payable with interest rates ranging from 7.0 % to 9.0 % due in monthly installments through	25,127
	513,256
Less current portion	225,756
	\$ 287,500

Maturities of long-term debt for the five years ended December 31, 2000 are as follows: \$225,756, \$46,000, \$46,000, \$46,000 and \$46,000.

(5) Commitments and Contingencies

The Company leases, from its principal shareholder, an office and service facility under an operating lease. Total rent expense in 1995 was \$56,000. Subsequent to year end, the Company renewed its lease for this facility through December 31, 2000. Future minimum lease payments under this non-cancelable lease are \$54,000 annually through December 31, 2000.

From time to time the Company is involved in litigation arising out of operations in the normal course of business. In management's opinion, the Company is not involved in any litigation, the outcome of which would have a material effect on its business operations.

DIMENSIONAL OIL FIELD SERVICES, INC.

Notes to Financial Statements

(6) Discontinued Operations

On December 29, 1995, the Company in a series of agreements distributed

the assets of it's wireline division with a net book value of approximately \$116,000 for 100,000 shares of Wireline Common Stock. The Company immediately distributed Wireline Common Stock to the stockholders of the Company. The net book value of approximately \$116,000 is included in stockholder distributions. During the period ended December 29, 1995, Wireline lost \$20,708 on revenues of \$1,100,000.

(7) Related Party Transaction

The Company and the principal stockholder have entered into certain transactions which have given rise to a net due to shareholders of \$23,128.

This consists primarily of \$50,000 which was loaned to the Company to obtain a letter of credit.

(8) Subsequent Event

On September 15, 1996, the stockholders, pursuant to a merger agreement, sold all its common stock for cash of \$1,500,000, a promissory note of \$1,000,000 and 1,000,000 share of Superior Energy Services, Inc.'s common stock. Promissory notes having an aggregate value of \$750,000 are subject to a custodial agreement under which the notes will be released to the former Dimensional shareholders upon Dimensional's meeting specified earnings levels through December 31, 1998.

DIMENSIONAL OIL FIELD SERVICES, INC.

Balance Sheet  
(Unaudited)

June 30, 1996

Assets

Current assets:

Cash and cash equivalents	\$	11,957
Accounts receivable - trade		1,354,269
Prepaid expenses		220,781

Total current assets		<u>1,587,007</u>
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Property and equipment - net		1,113,945
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Certificate of deposit		50,000
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Other assets		44,660
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	\$	<u>2,795,612</u>
		=====

Liabilities and Stockholders' Equity

Current liabilities:

Accounts payable and accrued expenses	\$	878,765
Current portion of notes payable		351,294

Total current liabilities		<u>1,230,059</u>
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Notes payable		<u>264,500</u>
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Other liabilities		50,000
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Stockholders' equity:

Common stock no par value authorized - 100,000 shares; issued - 100,000 shares		17,663
Retained earnings		1,233,390

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Total stockholders' equity 1,251,053

\$ 2,795,612  
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See accompanying notes to financial statements.

DIMENSIONAL OIL FIELD SERVICES, INC.

Statements of Operations and Retained Earnings  
(Unaudited)

Six Months Ended June 30, 1996 and 1995

	1996	1995
	-----	-----
Revenues	\$ 2,352,463	\$ 1,241,916
Expenses:		
Cost of services	1,223,912	880,583
Selling, general and administrative	848,485	314,235
Interest	30,983	26,643
Depreciation	77,501	72,978
	-----	-----
Income (loss) from continuing operations	171,582	(52,523)
Discontinued operations:		
Income from operations of the discontinued wireline division	-	56,681
	-----	-----
Net income	171,582	4,158
Stockholder distributions	-	(16,100)
Retained earnings at beginning of year	1,061,808	1,225,198
Retained earnings at end of year	<u>\$ 1,233,390</u>	<u>\$ 1,213,256</u>
	=====	=====

See accompanying notes to financial statements

DIMENSIONAL OIL FIELD SERVICES, INC.

Statements of Cash Flows  
(Unaudited)

Six Months Ended June 30, 1996 and 1995

	1996	1995
	-----	-----
Cash flows from operating activities:		
Net income (loss)	\$ 171,582	\$ (52,523)
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation	77,501	72,978
Changes in operating assets and liabilities:		
Accounts receivable	(296,929)	(232,542)
Other current assets and liabilities, net	34,913	(85,690)
Accounts payable and accrued expenses	(211,261)	(42,868)

Other non-current assets & liabilities, net	81,807	77,811
Net cash used by continuing operations	(142,387)	(262,834)
Net cash provided by discontinued operations	-	102,343
Net cash used by operating activities	(142,387)	(160,491)
Cash flows from investing activities:		
Payments for purchases of property and equipment	(51,392)	-
Certificate of deposit	-	(50,000)
Net cash used in investing activities	(51,392)	(50,000)
Cash flows from financing activities:		
Notes payable	125,538	248,449
Long term debt	(23,000)	(23,000)
Stockholder distributions	-	(16,100)
Net cash provided by financing activities	102,538	209,349
Net increase (decrease) in cash	(91,241)	(1,142)
Cash and cash equivalents at beginning of year	103,198	9,931
Cash and cash equivalents at end of year	\$ 11,957	\$ 8,789

See accompanying notes to financial statements.

DIMENSIONAL OIL FIELD SERVICES, INC.

Notes to Financial Statements  
(Unaudited)

June 30, 1996 and 1995

(1) Basis of Presentation

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to rules and regulations of the Securities and Exchange Commission; however, management of Dimensional Oil Field Services, Inc. believes the disclosures which are made are adequate to make the information presented not misleading. These financial statements and footnotes should be read in conjunction with the financial statements and notes thereto included in Dimensional Oil Field Services, Inc. historical financial statements for the years ended December 31, 1995 included elsewhere herein.

The unaudited financial information for the six months June 30, 1996 and 1995 has not been audited by independent accountants; however, in the opinion of management, all adjustments (which include only normal recurring 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 which might be expected for the entire year.

(2) Adoption of Accounting Pronouncement

Effective January 1, 1996, the Company adopted Statement of Financial

Accounting Standards No. 121 (SFAS No. 121) "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of." SFAS No. 121 sets forth guidelines regarding when to recognize an impairment of long-lived assets and how to measure such impairment. The adoption of SFAS No. 121 did not have an effect on the Company's financial position or results of operations.

Pro Forma Financial Information:

The following unaudited pro forma condensed financial information is derived from the historical financial statements of Superior Energy Services, Inc., Small's, Oilstop, Dimensional Oilfield Services, Inc. and Baytron, Inc.. Adjustments have been made to reflect the financial impact of the Reorganization and purchase accounting for the Dimensional and Baytron acquisitions which would have been effected had the Reorganization and acquisitions taken place on January 1, 1995 with respect to the operating data and June 30, 1996 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 believe reasonable in the circumstances. This pro forma information is not necessarily indicative of the results of operations had the acquisitions been effected on the assumed date.

The Company, pursuant to a merger, acquired all the common stock of Baytron, Inc. on July 31, 1996. Although Baytron, Inc. did not meet the reporting requirements under regulation S-B, it has been included in the following pro forma financial information.

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES  
UNAUDITED PRO FORMA CONDENSED BALANCE SHEET  
JUNE 30, 1996  
(in thousands)

	Historical Superior	Historical Dimensional	Historical Baytron	Pro forma Adjustments	Pro forma
<b>ASSETS</b>					
<b>Current assets:</b>					
Cash and cash equivalents	\$ 2,114	\$ 12	\$ 83	\$ (600) (A) (1,100) (B)	\$ 509
Accounts receivable -net	4,050	1,354	354		5,758
Inventories	1,200	-	-		1,200
Deferred income taxes	256	-	-		256
Other	195	316	8		519
Total current assets	7,815	1,682	445	(1,700)	8,242
Property, plant and equipment - net	6,693	1,114	241	550 (B) 403 (A)	9,001
Goodwill - net	4,461	-	-	1,209 (B) 2,793 (A)	8,463
Patent - net	1,176	-	-	-	1,176
Total assets	\$ 20,145	\$ 2,796	\$ 686	\$ 3,255	\$ 26,882

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES  
 UNAUDITED PRO FORMA CONDENSED BALANCE SHEET  
 JUNE 30, 1996  
 (in thousands)  
 Continued

	Historical Superior	Historical Dimensional	Historical Baytron	Pro forma Adjustments	Pro forma
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>					
<b>Current liabilities:</b>					
Notes payable - bank	\$ 94	\$ 351	\$ 12	\$ ( 900) (B)	\$ 1,357
Accounts Payable	734	879	29	-	1,642
Notes payable - other	1,396	50	-	-	1,446
Unearned income	738	-	-	-	738
Accrued expenses	642	-	-	-	642
Income taxes payable	1,215	-	-	-	1,215
Other	200	-	-	-	200
<b>Total current liabilities</b>	<b>5,019</b>	<b>1,280</b>	<b>41</b>	<b>(900)</b>	<b>7,240</b>
Notes payable	-	265	-	(250) (A)	515
Deferred income taxes	408	-	43	(161) (B) (509) (A)	1,121
<b>Stockholders' equity:</b>					
Common stock	17	18	23	23 (B) (1) (B) 18 (A) (1) (A)	19
Additional paid in capital	16,265	-	-	(1,099) (B) (2,187) (A)	19,551
Retained earnings (deficit)	(1,564)	1,233	579	579 (B) 1,233 (A)	(1,564)
<b>Total stockholder equity</b>	<b>14,718</b>	<b>1,251</b>	<b>602</b>	<b>(1,435)</b>	<b>18,006</b>
<b>Total liabilities &amp; stockholders' equity</b>	<b>\$ 20,145</b>	<b>\$ 2,796</b>	<b>\$ 686</b>	<b>\$ (3,255)</b>	<b>\$ 26,882</b>

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES  
 UNAUDITED PRO FORMA CONDENSED STATEMENT OF EARNINGS  
 FOR THE SIX MONTHS ENDED JUNE 30, 1996  
 (in thousands except per share data)  
 (unaudited)

	Historical Superior	Historical Dimensional	Historical Baytron	Pro forma Adjustments	Pro forma
Revenues	\$ 9,330	\$ 2,353	\$ 1,115	-	\$ 12,798
<b>Costs and expenses:</b>					
Costs of services	4,413	1,224	253	\$ (15) (I)	5,890
Depreciation & Amortization	590	78	34	23 (L) 30 (K) 71 (H)	811
General and administrative	2,189	848	716	-	3,753
<b>Total costs and expenses</b>	<b>7,192</b>	<b>2,150</b>	<b>1,003</b>	<b>109</b>	<b>10,454</b>
Income from operations	2,138	203	112	(109)	2,344
Other Income (expense):					

Interest expense	(48)	(31)	(7)	-	(86)
Other	180	-	-	-	180
Income before income tax	2,270	172	105	(109)	2,438
Provision for income taxes	681	-	-	131 (J) 30 (M)	842
Net income	\$ 1,589	\$ 172	\$ 105	\$(270)	\$ 1,596
Net income (loss) per Common Share and Common Share Equivalent	\$ .09				\$ .09
Weighted Average Shares Outstanding	17,079,763				18,629,763

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES  
UNAUDITED PRO FORM A CONDENSED STATEMENT OF EARNINGS  
FOR THE YEAR ENDED DECEMBER 31, 1995  
(in thousands except per share data)  
(unaudited)

	Historical Superior	Historical Small's	Historical Oil Stop	ProForma Adjustments	Superior after Reorganization	Historical Dimensional	Historical Bayton	Pro Forma Adjustments	Pro Forma
Revenues	\$ 12,338	\$6,020	\$1,969	580 (O)	\$19,747	\$4,123	\$ 2,000	--	\$25,870
Costs and expenses:									
Cost of Services	7,487	5,528	575	(1,118) (O)	12,472	3,028	500	\$ 35 (L)	16,000
Depreciation and amortization	259	1,596	244	229 (F) (464) (D) 172 (C)	2,036	181	79	(55) (I) 60 (K) 142 (H)	2,478
Impairment of long-lived assets	4,042	--	--	--	4,042	--	--	--	4,042
General and administrative	3,258	287	980	250 (E)	4,775	861	1,053		6,689
Total costs and expenses	15,046	7,411	1,799	(931)	23,325	4,070	1,632	182	29,209
Income (loss) from operations	(2,708)	(1,391)	170	351	(3,578)	53	368	(182)	(3,339)
Other income (expense):									
Interest expense	(86)	(422)	(82)	(422) (P)	(168)	(62)	(23)	--	(253)
Other	79	2	--	--	81	--	--	--	81
Income (loss) before income tax	(2,715)	(1,811)	88	773	(3,665)	(9)	345	(182)	(3,511)
Provision for income tax	131	(69)	37	116 (G)	215	--	33	82 (M) 17 (J)	347
Net income (loss)	\$(2,846)	\$(1,742)	\$ 51	\$ 657	\$(3,880)	\$(9)	\$ 312	\$(281)	\$(3,858)
Net income (loss) as adjusted for pro-forma income taxes:									
Income (loss) before income taxes as per above	\$(2,715)								\$(3,511)
Pro forma income taxes	640								640
Net income (loss) as adjusted pro forma income taxes	\$(3,355)								\$(4,151)
Net income (loss) per common share and common share equivalent	\$ (.38)								\$(.40)
Weighted average shares outstanding	8,847,946								10,397,946

NOTES TO UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

A. To reflect the purchase price adjustments related to the acquisition of Dimensional Oil Field Services, Inc. The purchase price is the sum of \$1,500,000 in cash, a promissory note of \$1,000,000 and 1,000,000 Common Shares at the current approximate \$2 3/16 market price at the date of

purchase. Promissory notes having an aggregate value of \$750,000 are subject to certain minimum earnings requirements and are not reflected in the purchase price which approximates \$3,984,000. The property, plant and equipment of Dimensional were valued at their estimated fair market value of approximately \$1,517,000. Deferred taxes have been provided for the difference between the book and tax basis of the property, plant and equipment acquired. The remaining assets and liabilities approximated their fair values. The excess purchase price over the fair value of the net assets of Dimensional at September 15, 1996 of approximately \$2,793,000 was allocated to goodwill to be amortized over 20 years.

B. To reflect the purchase price adjustments related to the acquisition of Baytron, Inc. The purchase price is the sum of \$1.1 million in cash and 550,000 Common Shares at the current approximate \$2.00 market price at date of purchase for a total purchase price of \$2,200,000. The property, plant and equipment of Baytron were valued at their estimated fair market value of approximately \$791,000. Deferred taxes have been provided for the difference between the book and tax basis of the property, plant and equipment acquired. The remaining assets and liabilities approximated their fair values. The excess purchase price over the fair value of the net assets of Baytron at July 31, 1996 of \$1,209,000 was allocated to goodwill to be amortized over 20 years.

C. To reflect the amortization of goodwill associated with Small's.

D. To reflect the adjustment to depreciation associated with the application of purchase accounting to Small's property, plant and equipment.

E. To reflect an adjust for compensation associated with the Reorganization.

F. To reflect the amortization of goodwill associated with Oil Stop.

G. To provide income tax expense on a pro forma basis for Oil Stop and Small's.

H. To reflect the amortization of goodwill associated with Dimensional.

I. To reflect the additional depreciation associated with the application of purchase accounting to Dimensional's fixed assets.

J. To provide income tax expense on the pro forma income of Dimensional.

K. To reflect the amortization of goodwill associated with Baytron.

L. To reflect the additional depreciation associated with the application of purchase accounting to Baytron's fixed assets.

M. To provide income tax expense on the pro form income of Baytron.

N. Represents loss from continuing operations.

O. To eliminate revenues and cost of services of Small's and Oil Stop included in historical Superior from the date of the acquisition.

P. To reflect the reduction of interest resulting from the repayment of debt with proceeds from the secondary offering.