

OMNI ENERGY SERVICES CORP

Form S-1/A

December 13, 2005

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As filed with the Securities and Exchange Commission on December 13, 2005

Registration No. 333-129138

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to
FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

OMNI ENERGY SERVICES CORP.

(Exact Name of Registrant as Specified in its Charter)

Louisiana
(State of other jurisdiction of
incorporation or organization)

1382
(Primary Standard Industrial
Classification Code Number)

72-1395273
(I.R.S. Employer
Identification No.)

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4500 N.E. Evangeline Thruway

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(337) 896-6664

(Address, including zip code and telephone number, including area code, of

Registrant's principal executive offices)

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of agent for service)

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee ⁽³⁾
Common stock, par value \$0.01 per share	9,713,670	\$3.12	\$29,056,873	\$34

- (1) Estimated solely for the purpose of calculating the amount of the registration fee paid pursuant to Rule 457(c) under the Securities Act of 1933, as amended. With respect to 9,613,670 shares of the Registrant's common stock, the registration fee is based upon the price of \$2.99 per share, which was the average of the high and low prices of the Registrant's common stock as reported by the Nasdaq National Market on October 17, 2005, the date which was used to calculate the registration fee to register 9,613,670 shares of the Registrant's common stock in the original filing on October 19, 2005. With respect to 100,000 shares of the Registrant's common stock, the registration fee is based upon the price of \$3.12 per share, which was the average of the high and low prices of the Registrant's common stock as reported by the Nasdaq National Market on December 9, 2005.
- (2) Represents 9,613,670 shares of the Registrant's common stock with a proposed maximum offering price per unit of \$2.99 plus 100,000 shares of the Registrant's common stock with a proposed maximum offering price per unit of \$3.12 calculated as discussed in the previous footnote.
- (3) Represents the registration fee for the additional 100,000 shares of the Registrant's common stock included in this Registration Statement. A registration fee of \$3,384 previously has been paid with the original filing on October 19, 2005.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Subject to completion, dated December 13, 2005

Prospectus

9,713,670 shares

OMNI ENERGY SERVICES CORP.

Common Stock

This prospectus relates to 9,713,670 shares of our common stock that are being sold by the selling stockholders named herein.

Pursuant to a Registration Rights Agreement, as amended, dated as of May 17, 2005, we have granted certain of the selling stockholders registration rights with respect to the shares of our common stock to be issued (i) upon conversion of Series C 9% Convertible Preferred Stock granted to selling stockholders; (ii) upon the exercise of warrants granted to the selling stockholders; and (iii) upon conversion of the Series C 9% Convertible Preferred Stock issued as payments in kind of dividends due under the terms of the Series C 9% Convertible Preferred Stock.

Of the 9,713,670 shares of our common stock that are being sold by the selling stockholders named herein, 100,000 shares were issued to Granite Finance Group LLC, a registered broker-dealer, that acted as our financial advisor in connection with several financing transactions.

The selling stockholders may from time to time offer all or a portion of these shares of common stock through public or private transactions on The Nasdaq National Market or such other securities exchange on which our common stock is traded at the time of the sale. The selling stockholders may sell these shares of common stock at prevailing market prices or at privately negotiated prices either directly or through agents, broker dealers or otherwise.

Each selling stockholder may be deemed to be an underwriter as such term is defined in the Securities Act of 1933, as amended (the Securities Act), and any commissions paid or discounts or concessions allowed to any such person and any profits received on resale of the securities offered hereby may be deemed to be underwriting compensation under the Securities Act.

The selling stockholders will receive all of the net proceeds from the sale of the shares of common stock offered by this prospectus. We are paying all of the expenses of registration incurred in connection with this offering, but the selling stockholders will pay all selling and other expenses.

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Our common stock is traded on The Nasdaq National Market under the symbol OMNI. On December 9, 2005, the last reported sale price of our common stock on the Nasdaq National Market was \$3.08 per share.

Investing in our common stock involves risks. See Risk factors beginning on page 4.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is December____, 2005.

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Prospectus summary

This summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all of the information you should consider before investing in shares of our common stock. You should read this entire prospectus carefully, including Risk factors beginning on page 5 and our consolidated financial statements and the related notes thereto beginning on page F-1, before making an investment decision. Except as otherwise noted, we present all financial and operational data on a fiscal year and fiscal quarter basis. Our fiscal year ends on December 31 of each year. Our fiscal quarters end March 31, June 30, September 30 and December 31 of each year.

OMNI Energy Services Corp.

OMNI Energy Services Corp. is an integrated oilfield service company specializing in providing a range of (i) onshore seismic drilling, operational support, permitting, survey and helicopter support services to geophysical companies operating in logistically difficult and environmentally sensitive terrain and (ii) dock-side, onshore and offshore non-hazardous, oilfield waste management and environmental cleaning services, including tank and vessel cleaning and safe vessel entry, for oil and gas companies operating in the Gulf of Mexico. Refer to the Company's web site at www.omnienergy.com for more information and recent events.

Seismic Drilling. The principal market of our Seismic Drilling division is the marsh, swamp, shallow water and contiguous dry land areas along the Gulf Coast (the Transition Zone), primarily in Louisiana and Texas, where we are the leading provider of seismic drilling support services. In 1997, we commenced operations in the mountainous regions of the western United States, and in 2003 we initiated seismic drilling activities in various Transition Zone regions of Mexico.

We own and operate a fleet of specialized seismic drilling and transportation equipment for use in the Transition Zone. We believe we are the only company that currently can provide both an integrated range of seismic drilling, permitting and survey services in all of the varied terrain of the Transition Zone and simultaneously support operations for multiple, large-scale seismic projects. In 2002, we acquired all of the assets of AirJac Drilling, a division of Veritas Land DGC. With this acquisition, we became the largest domestic provider of seismic drilling support services to geophysical companies.

Environmental Services. We provide dock-side, onshore and offshore non-hazardous oilfield waste management and environmental cleaning services, including drilling rig, tank and vessel cleaning, safe vessel entry, naturally occurring radioactive material decontamination, platform abandonment services, pipeline flushing, gas dehydration, and hydro blasting. Demand for our dock-side vessel and tank cleaning and non-hazardous waste treatment businesses are primarily driven by drilling and well-site abandonment activity in the shallow waters of the Gulf of Mexico, as reflected by the drilling rig count. Much of the cleaning and waste treatment is from residual waste created in the drilling process.

We were founded in 1987, as OMNI Drilling Corporation, to provide drilling services to the geophysical industry. In July 1996, OMNI Geophysical, L.L.C. acquired substantially all of the assets of OMNI Geophysical Corporation, the successor to the business of OMNI Drilling Corporation. OMNI Energy Services Corp. was formed as a Louisiana corporation on September 11, 1997 to acquire all of the outstanding common units of OMNI Geophysical, L.L.C.

The Private Placement

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On May 17, 2005, we entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with the selling stockholders. Pursuant to the terms of the Securities Purchase Agreement, we agreed to issue to the selling stockholders (i) an aggregate of up to 5,000 shares of Series C 9% Convertible Preferred Stock, no par value, and (ii) warrants representing the right to purchase up to an aggregate of 6,550,000 shares of common stock, for the exercise prices described therein.

The transactions contemplated by the Securities Purchase Agreement closed in two tranches. On May 17, 2005, the closing date of the first tranche, we issued an aggregate of 3,500 shares of Series C 9% Convertible Preferred Stock and warrants to acquire up to 4,585,000 shares of common stock, in exchange for an aggregate of \$3,500,000. On August 29, 2005, the closing date of the second tranche, we issued an aggregate of 1,500 shares of Series C 9% Convertible Preferred Stock and warrants to acquire up to 1,965,000 shares of common stock, in exchange for an aggregate of \$1,500,000.

This prospectus relates to 9,713,670 shares of our common stock, of which (i) 2,564,103 shares are to be issued to certain of the selling stockholders upon the conversion of Series C 9% Convertible Preferred Stock sold to those selling stockholders in the first tranche and second tranche; (ii) 6,550,000 shares are to be issued to certain of the selling stockholders upon the exercise of warrants sold to those selling stockholders in the first tranche and second tranche; (iii) 499,567 shares are to be issued to certain of the selling stockholders upon the conversion of the Series C 9% Convertible Preferred Stock issued as payment in kind of dividends due under the Series C 9% Convertible Preferred Stock over the initial two years that the Series C 9% Convertible Preferred Stock is outstanding; and (iv) 100,000 shares issued to Granite Finance Group LLC in consideration for services rendered by it in connection with (x) the private placement of the Series C 9% Convertible

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Preferred Stock, (y) the Term A Loan (as defined in Recent Events), and (z) the Term B Loan (as defined in Recent Events).

Pursuant to a Registration Rights Agreement dated as of May 17, 2005, as amended by Amendment No. 1 to Registration Rights Agreement dated effective as of July 16, 2005, and Amendment No. 2 to the Registration Rights Agreement dated effective as of September 14, 2005, we have granted the selling stockholders (other than Granite Finance Group LLC) certain registration rights with respect to the shares of our common stock issued upon conversion of the Series C 9% Convertible Preferred Stock, exercise of the warrants granted to those selling stockholders and conversion of the Series C 9% Preferred stock issued as dividend payments in kind. The Registration Rights Agreement, as amended by Amendment No.1 to Registration Rights Agreement, requires that this registration statement be filed no later than one hundred seventy five days from May 17, 2005. The sole effect of Amendment No. 1 and Amendment No. 2 was to extend the filing deadline of the registration statement. In the event that this registration statement is not declared effective by the Securities and Exchange Commission within 90 days following the date of its filing, we may be required to pay as liquidated damages to those selling stockholders an amount equal to 2% of the purchase price of the registrable securities then held by the selling stockholders and the amount by which the warrants are in the money, for each thirty day period (prorated for partial periods) until this registration statement is declared effective by the Securities and Exchange Commission.

Recent Events

On May 18, 2005, we completed a \$50 million equipment term financing facility (Term A Loan) and increased our working capital revolving line of credit we have with a bank (the Line) to \$15 million from its previous level of \$12 million (with the Term A Loan, collectively referred to herein as the Senior Credit Facility). Under the terms of the Term A Loan, funding will be limited to the lesser of \$50 million and the sum of (i) 85% of the orderly liquidation value of our aviation fleet; (ii) 75% of the orderly liquidation value of our seismic drilling and environmental equipment; and (iii) 50% of the fair market value of certain real estate. Proceeds from the Term A Loan were used to re-finance certain long-term debt, provide working capital and establish funding necessary to complete various strategic transactions under consideration. The Term A Loan matures in May 2010 and will be repaid quarterly in equal payments up to a 50% balloon at maturity date, with interest, paid in arrears and accruing at the initial annual interest rate of 30-day LIBOR plus 6.5%.

In connection with completion of the Senior Credit Facility, we entered into settlement agreements (Debenture Settlement Agreements) with each of the Debenture Holders in exchange for our dismissal of the lawsuit we filed against the Debenture Holders on January 25, 2005. On that date, we filed suit in the United States District Court, Western District of Louisiana (the 16(b) litigation) against the Debenture Holders and other third parties. The suit alleged violations by the Debenture Holders pursuant to Section 16(b) of the Securities Exchange Act of 1934. On February 25, 2005, one of the Debenture Holders, Portside Growth and Opportunity Fund (Portside), notified us of certain alleged events of default under the 6.5% Subordinated Convertible Debentures issued to Portside (the Portside Debentures). Portside demanded that we redeem all of the Portside Debentures held by it, in the aggregate principal amount of \$2,765,625 on March 2, 2005. Portside also notified us of its intention to commence a civil action against us to obtain a judgment with respect to all amounts owed to it under the Portside Debentures.

Under the terms of the Debenture Settlement Agreements, we agreed to (i) pay the Debenture Holders approximately \$4.0 million cash; (ii) immediately issue the Debenture Holders 2.0 million shares of our common stock at an agreed upon value of \$3.4 million; and (iii) issue the Debenture Holders approximately \$4.3 million of unsecured, subordinated promissory notes (Subordinated Debenture Notes). The Company recorded a gain of \$200,000 upon closing of these transactions. The Subordinated Debenture Notes will be paid quarterly, with interest in arrears, over 36 months in equal payments with interest accruing at the rate of 8% per annum. Execution of the Debenture Settlement Agreements extinguished the terms of the original Debentures and released all parties from any future claims.

On May 18, 2005, we entered into early debt extinguishment agreements (Debt Extinguishment Agreements) on \$2.0 million of the Stockholder Notes and \$1.0 million of the Earnout Note more fully described in Note 4 of our financial statements contained herein. Under the terms of the

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Debt Extinguishment Agreements, in full and complete satisfaction of \$2.0 million of the Stockholder Notes and \$1.0 million of the Earnout Note, we agreed to (i) immediately issue 0.2 million shares of our common stock; and, (ii) pay certain holders of the Stockholder Notes \$1.0 million on or before August 16, 2005, in full and complete satisfaction of \$2.0 million of the Stockholder Notes and \$1.0 million of the Earnout Note. The Company recognized a gain on debt extinguishment of \$0.3 million upon closing this transaction.

On May 17, 2005, we entered into a Securities Purchase Agreement with certain affiliates and executive officers to issue up to \$5.0 million of Series C 9% Convertible Preferred Stock. Our Series C 9% Convertible Preferred Stock is convertible into our common stock at a conversion price of \$1.95 per share and includes detachable warrants to purchase up to 6,550,000 additional shares of our common stock at exercise prices ranging between \$1.95 and \$3.50 per share.

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On June 30, 2005, we executed a definitive agreement to sell the equipment and related assets of the Aviation Transportation Services segment. On July 29, 2005, the sale of the Aviation Transportation Services segment was finalized and the proceeds from the cash sale (\$11.0 million) were used to repay advances under the Company's Senior Credit Facility and for additional working capital. As a result of the sale and in order to enhance comparability among the periods, the financial statements contained in our selected consolidated financial data tables presented on page 12 and 13, for the years ended December 31, 2000, 2001, 2002, 2003 and 2004 and for the nine months ended September 30, 2004 have been restated to reflect the operations of the Aviation Transportation Services segment as a discontinued operation.

On August 29, 2005, we closed the second tranche of the transactions contemplated by the Securities Purchase Agreement, at which time we issued an aggregate of 1,500 shares of Series C 9% Convertible Preferred Stock and warrants to acquire up to 1,965,000 shares of common stock, in exchange for an aggregate of \$1,500,000.

On August 29, 2005, we completed a \$25 million multiple draw term credit facility (Term B Loan). Under the terms of the Term B Loan, borrowings will be made through advances at our request in minimum amounts of \$2 million. Quarterly payments in the amount of \$0.175 million, plus interest, will begin on April 1, 2008. The Term B Loan matures in August 2010 and accrues interest at the rate of LIBOR plus 8%. The proceeds from the Term B Loan were and/or will be used to (i) reduce the current outstanding balance under the Company's Term A senior term debt by \$3.4 million; (ii) retire approximately \$3.3 million of Subordinated Debenture Notes with a payment of \$1.5 million cash and the issuance of 750,000 shares of our common stock; (iii) retire \$2 million of certain subordinated debt with a payment of \$1 million cash and the issuance of 200,000 shares of common stock; and (iv) provide working capital and funds necessary for potential strategic transactions.

On September 21, 2005, the Company entered into a non-binding letter of intent for the acquisition of Preheat, Inc. (Preheat). Preheat is a leading Gulf Coast lessor of oilfield equipment and provider of specialized oilfield and environmental services. Subject to the terms and conditions of the letter of intent, the Company will purchase 100% of the issued and outstanding capital stock of Preheat for a purchase price of \$22.5 million plus certain assumed long-term debt more specifically described as a combination of \$16.0 million of cash, \$2.5 million of our common stock, \$4.0 million of promissory notes and the assumption of approximately \$1.5 million of long-term debt. Completion of the acquisition is subject to finalization of due diligence satisfactory to the Company, negotiation of a definitive purchase agreement with terms acceptable to both parties, and approval of the transaction by the Company's lenders and Board of Directors. Closing is expected during the fourth quarter of 2005. As a further condition to closing, Preheat is required to have on hand at closing a minimum of \$4.5 million of excess working capital.

The Offering

Common stock

offered by the selling

stockholders 9,713,670 shares

Shares outstanding

immediately

prior to the offering 15,227,121 shares

Shares to be 24,940,791 shares

outstanding after the

offering

Use of proceeds

We will not receive any proceeds from the sale of shares by the selling stockholders. We will receive as the exercise price of the 6,550,000 warrants described above up to \$14.2 million, if the selling stockholders exercise all their warrants and assuming that none of the warrants are exercised on a cashless basis. We expect to use the proceeds from the exercise of the warrants to reduce long-term debt and for working capital purposes. Pending such use, we will invest any proceeds in short term, investment grade, interest bearing securities.

Dividend policy

We have never paid cash dividends on our common stock. We intend to retain future earnings, if any, to meet our working capital requirements and to finance future operations of our business. Therefore, we do not plan to declare or pay cash dividends to holders of our common stock in the foreseeable future. In addition, certain of our credit arrangements contain provisions that limit our ability to pay cash dividends on our common stock.

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The Nasdaq National

Market symbol OMNI

Risk factors You should carefully consider the information set forth under **Risk factors** and all other information set forth in this prospectus before deciding to invest in shares of our common stock.

Risk Factors

You should carefully consider the following risk factors, in addition to the other information set forth or incorporated in this prospectus, before purchasing shares of our common stock. Each of these risk factors could adversely affect our business, operating results and financial condition, and also adversely affect the value of an investment in our common stock.

Industry volatility may adversely affect our results of operations.

The demand for our services depends on the level of capital expenditures by oil and gas companies for developmental construction and these expenditures are critical to our operations. The levels of such capital expenditures are influenced by:

oil and gas prices and industry perceptions of future price levels;

the cost of exploring for, producing and delivering oil and gas;

the ability of oil and gas companies to generate capital;

the sale and expiration dates of leases in the United States;

the availability of current geophysical data;

the discovery rate of new oil and gas reserves; and

local and international political and economic conditions.

The cyclical nature of the oil and gas industry has a significant effect on our revenues and profitability. Historically, prices of oil and gas, as well as the level of exploration and developmental activity, have fluctuated substantially. This has, in the past, and may, in the future, adversely affect our business. We are unable to predict future oil and gas prices or the level of oil and gas industry activity. A prolonged low level of activity in the oil and gas industry will likely depress development activity, adversely affecting the demand for our products and services and our financial condition and results of operations.

Our growth and growth strategy involves risks.

We have grown over the last several years through internal growth and acquisitions of other companies. It will be important for our future success to manage our rapid growth and this will demand increased responsibility for management personnel. The following factors could present difficulties to us:

the lack of sufficient executive-level personnel;

the successful integration of the operations of Trussco, Inc. including the integration of a management team with no history of working together;

increased levels of debt and administrative burdens; and

increased logistical problems of large, expansive operations.

If we do not manage these potential difficulties successfully, they could have a material adverse effect on our financial condition and results of operations.

We have incurred losses in previous years.

While some of our past history reflects annual net income, our recent financial history, including the year ended December 31, 2004 and the nine month period ended September 30, 2005, reflects net losses. While we hope to generate increased revenues and return to profitability, any such increase may not be sustainable or indicative of future results of operations. We do intend to continue investing in internal expansion, infrastructure, integration of acquired companies and into our operations and our marketing and sales efforts.

The accompanying consolidated financial statements have been prepared assuming we will continue on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The

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Company suffered a significant loss from operations during the year ended December 31, 2004, had a working capital deficit, was in default on certain of its debt instruments, and will require capital funding from sources other than operations to meet its current debt obligations. In the past two years, we have been required to raise additional capital by the issuance of both equity and debt instruments.

The dangers inherent in our operations and the potential limits on insurance coverage for certain risks could expose us to potentially significant liability costs.

Our operations, and to a significant degree our seismic operations, are subject to risks or injury to personnel and loss of equipment. Our seismic crews often conduct operations in extreme weather, in difficult terrain that is not easily accessible, and under other hazardous conditions. We maintain what we believe is prudent insurance protection. However, we cannot assure that our insurance will be sufficient or effective under all circumstances. A successful claim for which we are not fully insured may have a material adverse effect on our revenues and profitability. We do not carry business interruption insurance with respect to our operations.

We operate in a highly competitive industry.

We compete with several other providers of seismic drilling, helicopter support, permitting, survey and environmental services. Competition among seismic contractors historically has been, and will continue to be, intense. Competitive factors have in recent years included price, crew experience, equipment availability, technological expertise and reputation for quality and dependability. Our revenues and earnings may be affected by the following factors:

changes in competitive prices;

fluctuations in the level of activity and major markets;

general economic conditions; and

governmental regulation.

Additionally, in certain geographical areas, some of our competitors may operate more crews than we do and may have substantially greater financial and other resources. These operators could enjoy an advantage over us if the competitive environment for contract awards shifts to one characterized principally by intense price competition.

Seasonality and adverse weather conditions in the regions in which we operate may adversely affect our operations.

Our operations are directly affected by the weather conditions in the Gulf of Mexico. Due to seasonal differences in weather patterns, we may operate more days in the spring, summer and fall periods and less in the winter months. The seasonality of oil and gas industry activity in the Gulf Coast region also affects our operations. Due to exposure to weather, we generally experience higher drilling activity in the spring, summer

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and fall months with the lowest activity in winter months, especially with respect to our operations in the mountainous regions of the western United States. The rainy weather, hurricanes and other storms prevalent in the Gulf of Mexico and along the Gulf Coast throughout the year may also affect our operations. As a result, full-year results are not likely to be a direct multiple of any particular quarter or combination of quarters.

We are dependent on key personnel.

Our success depends on, among other things, the continued active participation of our executive officers and certain of our other key operating personnel. Our officers and personnel have extensive experience in the domestic and international oilfield services industry. The loss of the services of any one of these persons could impact adversely our ability to implement our expansion strategy.

We may incur additional expenditures to comply with governmental regulations.

Our seismic operations are subject to extensive governmental regulation, violations of which may result in civil and criminal penalties, injunctions and cease and desist orders. These laws and regulations govern, among other things, operations in wetlands and the handling of explosives. Although our cost of compliance with such laws has to date been immaterial, such laws are changed frequently. Accordingly, it is impossible to predict the cost or impact of such laws on our future operations. We are also required by various governmental agencies to obtain certain permits, licenses and certificates. To date, we believe that we possess all permits, licenses and certificates material to the operation of our business. The loss by us of any of the licenses required for our operation could have a material adverse effect on our operations.

We depend on demand for our services from the oil and gas industry, and this demand may be affected by changing tax laws and oil and gas regulations. As a result, the adoption of laws that curtail oil and gas production in our areas of operation may

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adversely affect us. We cannot determine to what extent our operations may be affected by any new regulations or changes in existing regulations.

One stockholder has substantial control over our affairs.

Dennis R. Sciotto beneficially owns approximately 35.3% of our outstanding common stock. Mr. Sciotto represents and controls The Dennis R. Sciotto Family Trust and was appointed to the Board of Directors by the holders of the Series C Preferred Stock on June 13, 2005 pursuant to the Securities Purchase Agreement dated May 17, 2005. As a result, Mr. Sciotto has the ability to substantially influence our management and affairs and all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, such as a merger, consolidation or sale of substantially all of our assets. This may have the effect of delaying, deferring or preventing a change in control, or impeding a merger or consolidation.

Future technological advances could impair operating assets or require substantial unbudgeted capital expenditures.

We compete in providing services in a capital intensive business. The development of seismic data acquisition and processing equipment has been characterized by rapid technological advancements in recent years, and this trend may continue. Manufacturers of seismic equipment may develop new systems that have competitive advantages over systems now in use that could render our current equipment obsolete or require us to make significant unplanned capital expenditures to maintain our competitive position. Under such circumstances, there can be no assurance that we would be able to obtain necessary financing on favorable terms.

Our seismic drilling operations depend on a few significant customers.

We derive a significant amount of our seismic drilling revenue from a small number of geophysical companies. Our inability to continue to perform services for a number of our large existing customers, if not offset by sales to new or other existing customers, could have a material adverse effect on our business and operations. For example, our largest customers (those which individually accounted for more than 10% of revenue in a given year, listed alphabetically) collectively accounted for 84% (Veritas DGC and Western Geophysical), 71% (Quantum Geophysical, Seismic Exchange, and Veritas DGC) and 50% (PGS, Quantum Geophysical, Seismic Exchange, and Veritas DGC) of revenue for fiscal 2002, 2003, and 2004, respectively.

Unfavorable results of litigation could have a material adverse impact on our financial statements.

We are subject to a variety of claims and lawsuits. Adverse outcomes in some or all of the pending cases may result in significant monetary damages or injunctive relief against us. We are also subject to a variety of other claims and suits that arise from time to time in the ordinary course of our business. While management currently believes that resolving all of these matters, individually or in the aggregate, will not have a material adverse impact on our financial position or results of operations, the litigation and other claims noted above are subject to inherent uncertainties and management's view of these matters may change in the future. There exists the possibility of a material adverse impact on our financial position and the results of operations for the period in which the effect of an unfavorable final outcome becomes probable and reasonably estimable.

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If we breach any of the material financial covenants under our various indebtedness, or if an event of default is declared with respect to any such indebtedness, our debt service obligations could be accelerated.

If we breach any of the material financial covenants under our various indebtedness, or if an event of default is declared with respect to any such indebtedness, our substantial debt service obligations could be accelerated. In the event of any such simultaneous acceleration, we would not be able to repay all of the indebtedness.

As of December 31, 2004, we had a material weakness in our internal controls, and our internal control over financial reporting was not effective as of that date. If we fail to maintain an effective system of internal controls, we may not be able to provide timely and accurate financial statements.

As more fully described in our Form 10-K filed on April 18, 2005, during the course of conducting the December 31, 2004 audit of the consolidated financial statements, several accounting adjustments were identified, some of which affected prior quarters and resulted in a restatement of the consolidated financial statement for each of the three quarters ended March 31, 2004, June 30, 2004 and September 30, 2004 and the year ended December 31, 2003. During managements evaluation of the effectiveness and sufficiency of our internal financial reporting function, we recognized the need to strengthen and expand the Company s public reporting function with the employment of additional financial and accounting staff experienced with generally accepted accounting principles, reporting to the Securities and Exchange Commission, internal controls and the Sarbanes-Oxley Act of 2002. Management believes certain identified weaknesses arose because of inadequate staffing in the Company s current accounting and financial reporting function.

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The Public Company Accounting Oversight Board has defined a material weakness as a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim statements will not be prevented or detected. Accordingly, a material weakness increases the risk that the financial information we report contains material errors. As more fully described in our quarterly reports on Form 10-Q for the quarters ended March 31, 2005, June 30, 2005 and September 30, 2005, these deficiencies have not yet been remedied but additional internal control initiatives have been implemented to our controls over financial reporting. We believe the aforementioned staffing void resulted from the December 2004 departure of our Chief Accounting Officer. Until a suitable replacement is identified, our Executive Vice President, who is our former Chief Financial Officer, has resumed an active role in the daily oversight of all accounting matters. Further, the company utilizes the consulting services of third party accounting and financial experts to (i) review and provide guidance upon the propriety of the recording of various accounting transactions and (ii) review and provide guidance upon our financial statements. Further, we use these third party accounting and financial experts to assist us with technical research regarding significant accounting transactions, disclosures and financial reporting. Additionally, in November 2005, we hired an experienced certified public accountant to serve as the Director of Financial Reporting, which we feel is a material step in the process of completely curing the material weakness in internal control over financial reporting.

We believe these interim steps compensate for the existing vacancy at the Chief Accounting Officer level. Our internal assessment of our internal control over financial reporting does not reveal any other weaknesses that we believe would require further attention or discussion at this time. However, there can be no assurance that the steps we have taken and are taking to address the material weakness will be effective. Any failure to effectively address a material weakness or other control deficiency or implement required new or improved controls, or difficulties encountered in their implementation, could limit our ability to obtain financing, harm our reputation, disrupt our ability to process key components of our result of operations and financial condition timely and accurately and cause us to fail to meet our reporting obligations under rules of the SEC and our various debt arrangements. Any failure to remediate the material weakness identified in our evaluation of our internal controls could preclude our management from determining our internal control over financial reporting is effective.

Forward-looking statements

Certain statements included in this prospectus that are not historical facts are intended to be forward-looking statements. Forward-looking statements in this prospectus are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may include statements that relate to:

our business plans or strategies, and projected or anticipated benefits or other consequences of such plans or strategies;

our objectives;

projected and anticipated benefits from future or past acquisitions; and

projections involving anticipated capital expenditures or revenues, earnings or other aspects of capital projects or operating results.

Forward-looking statements generally can be identified by the use of words such as may, will, expect, intend, estimate, anticipate or similar language.

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Forward-looking statements are not guarantees of future performance and all phases of our operations are subject to a number of uncertainties, risks and other influences, many of which are beyond our control. Any one of such influences, or a combination, could materially affect the results of our operations and the accuracy of the forward-looking statements that we make.

You are cautioned that all forward-looking statements involve risks associated with OMNI's dependence on activity in the oil and gas industry, labor shortages, international expansion, dependence on significant customers, seasonality and weather risks, competition, technological evolution and other risks detailed in our filings with the Securities and Exchange Commission. Additional important factors that could cause actual results to differ materially from the anticipated results or other expectations expressed in our forward-looking statements are discussed under the caption "Risk factors" above. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date that they are made. We undertake no obligation to publicly update our forward-looking statements.

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. Offers to sell and offers to buy shares of our common stock are being made only in jurisdictions where offers and sales are permitted. The information contained

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in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our common stock.

No action is being taken in any jurisdiction outside the United States to permit a public offering of the common stock or possession or distribution of this prospectus in that jurisdiction. Persons who come into possession of this prospectus in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of this prospectus applicable to that jurisdiction.

Use of Proceeds

All of the shares of common stock offered hereby are being offered by the selling stockholders, who will receive all proceeds from such sales. We will not receive any proceeds from the sale of shares of common stock offered by the selling stockholders. We will receive as the exercise price of the warrants described above up to \$14.2 million if the selling stockholders exercise all of their warrants and assuming that none of the warrants are exercised on a cashless basis. We cannot be certain that any or all of the warrants will be exercised. Any proceeds from the exercise of the warrants are not proceeds from this offering. We expect to use any proceeds from the exercise of the warrants to reduce long-term and for working capital purposes. Pending such uses, we will invest any proceeds in short term, investment grade, interest bearing securities.

Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters**Market information and price range of common stock**

Our common stock is traded on The Nasdaq National Market under the symbol OMNI. The following table sets forth the range of high and low sales prices of our common stock as reported by The Nasdaq National Market for the periods indicated.

	HIGH	LOW
	<u> </u>	<u> </u>
2005		
First quarter	\$ 2.84	\$ 1.21
Second quarter	\$ 2.66	\$ 1.43
Third quarter	\$ 5.35	\$ 2.01
Fourth quarter (through December 9, 2005)	\$ 4.22	\$ 2.30
2004		
First quarter	\$ 9.00	\$ 4.76
Second quarter	\$ 7.80	\$ 4.22
Third quarter	\$ 5.35	\$ 2.95
Fourth quarter	\$ 4.94	\$ 1.65
2003		
First quarter	\$ 1.14	\$ 0.75
Second quarter	\$ 1.98	\$ 0.81
Third quarter	\$ 2.80	\$ 1.49
Fourth quarter	\$ 7.48	\$ 2.19

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On December 9, 2005, the reported last sale price of our common stock was \$3.08. As of December 8, 2005 there were approximately 6,600 holders of record of our common stock.

Dividend policy

We have never paid cash dividends on our common stock. We intend to retain future earnings, if any, to meet our working capital requirements and to finance future operations of our business. Therefore, we do not plan to declare or pay cash dividends to holders of our common stock in the foreseeable future. In addition, certain of our credit arrangements contain provisions that limit our ability to pay cash dividends on our common stock.

Selected consolidated financial data

The selected financial data as of and for the five years ended December 31, 2004 are derived from our audited consolidated financial statements. The following information should be read in conjunction with Management's discussion and analysis of financial condition and results of operations and the consolidated financial statements and notes thereto included elsewhere in this prospectus. Our selected historical results are not necessarily indicative of results to be expected in future periods. The per share data gives retroactive effect to the one for three reverse stock split effective July 3, 2002. The selected

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financial data as of and for the nine months ended September 30, 2005 and 2004 are derived from our unaudited consolidated financial statements reported within our quarterly report on Form 10-Q as of September 30, 2005 and should be read in conjunction with our audited financial statements included in our Annual Report on Form 10-K, for the year ended December 31, 2004, filed with the Securities and Exchange Commission on April 18, 2005, as amended.

The financial statements for the years ended December 31, 2000 and through 2001 were audited by Arthur Andersen LLP, who has ceased operations.

We sold our Aviation Transportation Services segment on June 30, 2005 (see MD&A Recent Events for a discussion of the sale). In order to enhance the comparability of the amounts from year to year, the financial information related to the results of operations for the years ended December 31, 2000 through December 31, 2004 and the nine month period ended September 30, 2004 have been restated to present the activities of the Aviation Transportation Services segment as discontinued operations.

	Year ended December 31,					Nine months ended September 30,	
	2000	2001	2002	2003	2004	2004	2005
	(In thousands, except per share data)						
Income statement data:							
Operating revenue	\$ 10,255	\$ 19,839	\$ 24,592	\$ 31,555	\$ 39,064	\$ 27,931	\$ 32,201
Operating expenses:							
Direct costs	10,054	15,005	17,178	21,586	28,510	20,627	20,794
Depreciation and amortization	4,042	3,328	3,270	3,355	4,282	2,962	3,618
General and administrative expense	4,757	2,436	3,186	3,718	9,464	6,571	6,059
Total operating expenses	18,853	20,769	23,634	28,659	42,256	30,160	30,471
Asset impairment and other charges	11,284	632					
Operating income (loss)	(19,882)	(1,562)	958	2,896	(3,192)	(2,229)	1,730
Interest expense	2,930	1,223	799	943	3,288	1,470	1,966
(Gain) loss on debenture conversion inducement and debt extinguishment					729	81	(758)
Other expense (income), net	1,846	(7,929)	(115)	(114)	290	162	(141)
Income (loss) from continuing operations before income taxes	(24,658)	5,144	274	2,067	(7,499)	(3,942)	663
Income tax benefit (expense)	(1)		400	1,092			508
Income (loss) before minority interest	(24,659)	5,144	674	3,159	(7,499)	(3,942)	1,171
Minority interest and income (loss) of Subsidiaries	(17)						
Net income (loss) from continuing operations	(24,642)	5,144	674	3,159	(7,499)	(3,942)	1,171
Income (loss) from discontinued operations, net of taxes	(1,131)	520	534	324	(6,756)	(323)	(3,273)
Loss on disposal of discontinued operations assets, net of taxes							(2,271)
Net income (loss)	(25,773)	5,664	1,208	3,483	(14,255)	(4,265)	(4,373)

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Dividends and accretion of preferred stock		(726)	(484)	(484)	(490)	(490)	(132)
Non-cash charge attributable to beneficial conversion features of preferred stock							(652)
Net income (loss) available to common stockholders	\$ (25,773)	\$ 4,938	\$ 724	\$ 2,999	\$ (14,745)	\$ (4,755)	\$ (5,157)

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Basic income (loss) per common share:							
Income (loss) from continuing operations	\$ (4.24)	\$ 0.49	\$ 0.02	\$ 0.30	\$ (0.73)	\$ (0.41)	\$ 0.03
Income (loss) from discontinued operations	(0.19)	0.06	0.06	0.04	(0.62)	(0.03)	(0.26)
Loss on disposal of discontinued operations assets							(0.18)
<hr/>							
Net income (loss) applicable to common and common equivalent shares	\$ (4.43)	\$ 0.55	\$ 0.08	\$ 0.34	\$ (1.35)	\$ (0.44)	\$ (0.41)
<hr/>							
Diluted income (loss) per common share:							
Income (loss) from continuing operations	\$ (4.24)	\$ 0.45	\$ 0.02	\$ 0.28	\$ (0.73)	\$ (0.41)	\$ 0.03
Income (loss) from discontinued operations	(0.19)	0.05	0.06	0.03	(0.62)	(0.03)	(0.25)
Loss on disposal of discontinued operations assets							(0.18)
<hr/>							
Net income (loss) applicable to common and common equivalent shares	\$ (4.43)	\$ 0.50	\$ 0.08	\$ 0.31	\$ (1.35)	\$ (0.44)	\$ (0.40)
<hr/>							
Number of Weighted Average Shares:							
Basic	5,819	9,015	8,739	8,772	10,884	10,723	12,676
Diluted	5,819	9,844	8,745	11,362	10,884	10,723	12,816

	December 31,					September 30,	
	2000	2001	2002	2003	2004	2004	2005
(unaudited)							
Balance sheet data:							
Total assets	\$ 34,624	\$ 38,448	\$ 41,325	\$ 50,289	\$ 65,913	\$ 71,835	\$ 42,669
Long-term debt, less current maturities:	8,500	9,289	8,340	9,624	12,952	17,241	15,784
Preferred Stock	7,500	11,616	12,100	12,100	29	29	713
Total Equity	8,018	18,560	19,781	24,386	4,864	13,582	11,004

	Year ended December 31,					Nine Months Ended September 30,	
	2000	2001	2002	2003	2004	2004	2005
(unaudited)							
Statement of cash flow data:							
Net cash provided by (used in) operating activities	\$ (5,615)	\$ 6,355	\$ 5,015	\$ 5,664	\$ 8,121	\$ 2,926	\$ 3,912
Net cash provided by (used in) investing activities	942	(155)	(1,901)	(4,158)	(13,037)	(9,835)	11,202
Net cash provided by (used in) financing activities	4,890	(5,284)	(3,643)	(1,638)	7,568	7,026	(15,919)

Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's discussion and analysis of financial condition and results of operations contains certain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), which reflect management's best judgment based on factors currently known. Actual results could differ materially from those anticipated in these forward

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looking statements as a result of a number of factors, including but not limited to those discussed under the headings Risk factors, and Forward-looking statements provided by us pursuant to the safe harbor established by the federal securities laws should be evaluated in the context of these factors.

This discussion and analysis should be read in conjunction with our consolidated financial statements and accompanying notes contained herein.

Recent Events

On May 18, 2005, we completed the Term A Loan and increased the Line to \$15 million from its previous level of \$12 million. Under the terms of the Term A Loan, funding will be limited to the lesser of \$50 million and the sum of (i) 85% of the orderly liquidation value of our aviation fleet; (ii) 75% of the orderly liquidation value of our seismic drilling and environmental equipment; and (iii) 50% of the fair market value of certain real estate. Proceeds from the Term A Loan were used to re-finance certain long-term debt, provide working capital and establish funding necessary to complete various strategic transactions under consideration. The Term A Loan matures in May 2010 and will be repaid quarterly in equal payments up to a 50% balloon at maturity date, with interest, paid in arrears and accruing at the initial annual interest rate of 30-day LIBOR plus 6.5% (10.19% at September 30, 2005). Upon the completion of the sale of the aviation transportation services segment, the total borrowing base under the Term A Loan was reduced to \$30 million. Additionally, a portion of the proceeds from the Term B Loan were used to reduce the balance of the Term A Loan to \$5.0 million.

In connection with completion of the Senior Credit Facility, we entered into the Debenture Settlement Agreements with each of the Debenture Holders in exchange for our dismissal of the lawsuit we filed against the Debenture Holders on January 25, 2005. On that date, we filed suit in the United States District Court, Western District of Louisiana against the Debenture Holders and other third parties. The suit alleged violations by the Debenture Holders pursuant to Section 16(b) of the Securities Exchange Act of 1934. On February 25, 2005, one of the Debenture Holders, Portside, notified us of certain alleged events of default under the Portside Debentures. Portside demanded that we redeem all of the Portside Debentures held by it, in the aggregate principal amount of \$2,765,625 on March 2, 2005. Portside also notified us of its intention to commence a civil action against us to obtain a judgment with respect to all amounts owed to it under the Portside Debentures.

Under the terms of the Debenture Settlement Agreements, we agreed to (i) pay the Debenture Holders approximately \$4.0 million cash; (ii) immediately issue the Debenture Holders 2.0 million shares of our common stock at an agreed upon value of \$3.4 million; and (iii) issue the Debenture Holders approximately \$4.3 million of Subordinated Debenture Notes. The Company recorded a gain of \$200,000 upon closing of these transactions. The Subordinated Debenture Notes will be paid quarterly, with interest in arrears, over 36 months in equal payments with interest accruing at the rate of 8% per annum. Execution of the Debenture Settlement Agreements extinguished the terms of the original Debentures and released all parties from any future claims.

On May 18, 2005, we entered into early Debt Extinguishment Agreements on \$2.0 million of the Stockholder Notes and \$1.0 million of the Earnout Note more fully described in Note 4 of our financial statements contained herein. Under the terms of the Debt Extinguishment Agreements, in full and complete satisfaction of \$2.0 million of the Stockholder Notes and \$1.0 million of the Earnout Note, we agreed to (i) immediately issue 0.2 million shares of our common stock; and, (ii) pay certain holders of the Stockholder Notes \$1.0 million on or before August 16, 2005, in full and complete satisfaction of \$2.0 million of the Stockholder Notes and \$1.0 million of the Earnout Note. The Company recognized a gain on debt extinguishment of \$0.3 million upon closing this transaction.

On May 17, 2005, we entered into a Securities Purchase Agreement with certain affiliates and executive officers to issue up to \$5.0 million of Series C 9% Convertible Preferred Stock. Our Series C 9% Convertible Preferred Stock is convertible into our common stock at a conversion

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price of \$1.95 per share and includes detachable warrants to purchase up to 6,550,000 additional shares of our common stock at exercise prices ranging between \$1.95 and \$3.50 per share.

On June 30, 2005, we executed a definitive agreement to sell the equipment and related assets of the Aviation Transportation Services segment. On July 29, 2005, the sale of the Aviation Transportation Services segment was finalized and the proceeds from the cash sale (\$11.0 million) were used to repay advances under the Company's Senior Credit Facility and for additional working capital. As a result of the sale and in order to enhance comparability among the periods, the financial statements contained in our selected consolidated financial data tables on page 12 and 13 for the years ended December 31, 2000, 2001, 2002, 2003 and 2004 and for the nine months ended September 30, 2005 have been restated to reflect the operations of the Aviation Transportation Services segment as discontinued operations.

On August 29, 2005, we closed the second tranche of the transactions contemplated by the Securities Purchase Agreement, at which time we issued an aggregate of 1,500 shares of Series C 9% Convertible Preferred Stock and warrants to acquire up to 1,965,000 shares of common stock, in exchange for an aggregate of \$1,500,000.

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On August 29, 2005, we completed the Term B Loan. Under the terms of the Term B Loan, borrowings will be made through advances at our request in minimum amounts of \$2 million. Quarterly payments in the amount of \$0.175 million, plus interest, will begin on April 1, 2008. The Term B Loan matures in August 2010 and accrues interest at the rate of LIBOR plus 8%. The proceeds from the Term B Loan were and/or will be used to (i) reduce the current outstanding balance under the Company's Term A senior term debt by \$3.4 million; (ii) retire approximately \$3.3 million of Subordinated Debenture Notes with a payment of \$1.5 million cash and the issuance of 750,000 shares of our common stock; (iii) retire \$2 million of certain subordinated debt with a payment of \$1 million cash and the issuance of 200,000 shares of common stock; and (iv) provide working capital and funds necessary for potential strategic transactions.

On September 21, 2005, the Company entered into a non-binding letter of intent for the acquisition of Preheat, Inc. (Preheat). Preheat is a leading Gulf Coast lessor of oilfield equipment and provider of specialized oilfield and environmental services. Subject to the terms and conditions of the letter of intent, the Company will purchase 100% of the issued and outstanding capital stock of Preheat for a purchase price of \$22.5 million plus certain assumed long-term debt more specifically described as a combination of \$16.0 million of cash, \$2.5 million of our common stock, \$4.0 million of promissory notes and the assumption of approximately \$1.5 million of long-term debt. Completion of the acquisition is subject to finalization of due diligence satisfactory to the Company, negotiation of a definitive purchase agreement with terms acceptable to both parties, and approval of the transaction by the Company's lenders and Board of Directors. Closing is expected during the fourth quarter of 2005. As a further condition to closing, Preheat is required to have on hand at closing a minimum of \$4.5 million of excess working capital.

Restatement of financial statements

Due to the lock-box arrangement and the subjective acceleration clause associated with our Line, the balance sheet as of December 31, 2003 was restated to classify the Line as required by EITF 95-22, Balance Sheet Classification of Borrowings Outstanding under Revolving Credit Agreements that include both a Subjective Acceleration Clause and a Lock-Box Arrangement.

On June 30, 2005, the Company signed a definitive agreement to sell its Aviation Transportation Services segment. The income statements for the years ended December 31, 2000, 2001, 2002, 2003 and 2004 and the nine months ended September 30, 2004 have been restated to properly present the comparative information related to the Aviation Transportation Services segment. For these periods, the activities of the Aviation Transportation Services segment has been presented as discontinued operations.

General

Demand for our services. We receive our revenues from customers in the energy industry. Demand for our services is principally impacted by conditions affecting geophysical companies engaged in the acquisition of 3-D seismic data and oil and gas companies operating primarily in the shallow waters of the Gulf of Mexico. The level of activity for our services is primarily influenced by the level of capital expenditures by oil and gas companies.

A number of factors affect the decision of oil and gas companies to pursue the acquisition of seismic data and the exploration for oil and gas, including (i) prevailing and expected oil and gas demand and prices; (ii) the cost of exploring for, producing and developing oil and gas reserves; (iii) the discovery rate of new oil and gas reserves; (iv) the availability and cost of permits and consents from landowners to conduct seismic activity; (v) local and international political and economic conditions; (vi) governmental regulations; and (vii) the availability and cost of capital. The ability to finance the acquisition of seismic data in the absence of oil and gas companies' interest in obtaining the information is also a factor, as some geophysical companies will acquire seismic data on a speculative basis.

During 1999, with the reduction in the price of oil and gas, we began to experience a decrease in demand for our services, which continued through 2000 but, in 2001, the oil and gas industry experienced a rebound and has remained strong since then. Increased capital expenditure budgets by oil and gas companies generally result in increased demand for our services. For the years ended December 31, 2002, 2003 and 2004, our operating revenues were \$24.6 million, \$31.6 million, and \$39.0 million, respectively, and for the nine months ended September 30, 2005, they were \$32.2 million.

Seasonality and weather risks. Our operations are subject to seasonal variations in weather conditions and daylight hours. Since our activities take place outdoors, on average, fewer hours are worked per day and fewer holes are generally drilled or surveyed per day in winter months than in summer months due to an increase in rainy, foggy, and cold conditions and a decrease in daylight hours.

Table of Contents**Results of operations**

The following discussion provides information related to the results of our operations. As discussed earlier in "Recent Events" and later in "Discontinued Operations," we sold the Aviation Transportation Services segment on June 30, 2005. In order to enhance the comparability of the amounts reflected for the periods below, the financial information has been restated to present the activities of the Aviation Transportation Services segment as discontinued operations. For more information regarding the discontinued operations of the Aviation Transportation Services segment refer to Note 9 of the unaudited financial statements as of and for the nine months ended September 30, 2005 and 2004, included herein.

Nine months ended September 30, 2004 compared to nine months ended September 30, 2005:

	Nine Months Ended September 30,	
	2004	2005
	(in thousands)	
Operating revenue	\$ 27,931	\$ 32,201
Operating expenses:		
Direct costs	20,627	20,794
Depreciation and amortization	2,962	3,618
General and administrative expenses	6,571	6,059
Total operating expenses	30,160	30,471
Operating income (loss)	(2,229)	1,730
Interest expense	1,470	1,966
(Gain) loss on debt extinguishment	81	(758)
Other (income) expense	162	(141)
Income (loss) from continuing operations before income taxes	(3,942)	663
Income tax benefit		508
Income (loss) from continuing operations	(3,942)	1,171
Loss from discontinued operations, net of taxes	(323)	(3,273)
Loss on sale of discontinued operations assets		(2,271)
Net loss	(4,265)	(4,373)
Dividends and accretion of preferred stock	(490)	(132)
Non-cash charge attributable to beneficial conversion features of preferred stock		(652)
Net loss available to common stockholders	\$ (4,755)	\$ (5,157)

Operating revenues increased 15%, or \$4.2 million, from \$28.0 million for the nine months ended September 30, 2004 to \$32.2 million for the nine months ended September 30, 2005. This increase was due primarily to our acquisition of Trussco as of June 30, 2004 which contributed \$8.5 million in revenue for the first and second quarter 2005 with comparable revenues of \$4.3 million and \$4.4 million for the three months

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ended September 30, 2004 and 2005, respectively. This increase coupled with a decrease in activities from our drilling division of approximately \$8.6 million accounted for a net overall increase of \$4.2 million. The decrease in drilling activities was the result of work deferred into future periods as a result of Hurricane Katrina and Hurricane Rita, which impacted our business area during the quarter ended September 30, 2005. The work delayed by the storms is included in our backlog at September 30, 2005. We sold the Aviation Transportation Services segment in July 2005. Accordingly, we recorded a loss from discontinued operations totaling \$3.3 million, net of income taxes as a component of the net loss for the nine months ended September 30, 2005. Additionally, we recorded a loss of \$2.3 million on the disposal of the Aviation Transportation Services segment assets. The operations related to our Aviation Transportation Services segment are included in a single line item captioned loss from discontinued operations.

Direct costs increased \$0.2 million from \$20.6 million for the nine months ended September 30, 2004 to \$20.8 million for the nine months ended September 30, 2005. Direct costs of the Trussco division accounted for a \$5.3 million increase in overall direct costs while costs in the drilling division decreased by approximately \$5.1 million. Payroll costs for the Trussco acquisition accounted for a \$3.2 million increase in overall payroll costs while payroll costs in the drilling division decreased by \$1.4 million resulting in an overall increase in payroll costs of \$1.6 million. The average number of field personnel we employed increased from 234 for the nine months ended September 30, 2004 to 288 for the nine months ended September 30, 2005, principally as a result of our acquisition of Trussco effective June 30, 2004. Aircraft operating expenses are included in loss from discontinued operations.

Depreciation and amortization costs increased 20%, or \$0.6 million, from \$3.0 million for the nine month period ended September 30, 2004 to \$3.6 million for the same nine month period of 2005. Depreciation expense increased \$0.3 million due to the increase in revenue-producing assets, primarily from the acquisition of Trussco in June 2004. Additionally,

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amortization expense increased by \$0.3 million resulting primarily from amortization of intangible assets related to the Trussco acquisition.

General and administrative costs decreased \$0.5 million from \$6.6 million during the nine month period ended September 30, 2004 to \$6.1 million during the same nine month period of 2005. The decrease results from a reduction in professional services of \$2.4 million offset by with a \$1.8 million increase attributable to the June 30, 2004 acquisition of Trussco. General and administrative expenses of the aviation division are included in loss from discontinued operations.

Interest expense increased approximately \$0.5 million from \$1.5 million for the nine month period ended September 30, 2004 to \$2.0 million for the nine month period ended September 30, 2005. The increase in interest expense was primarily attributable to increased interest rates between the periods. The portion of interest expense which is deemed attributable to the Aviation Transportation Services segment is included in loss from discontinued operations.

Year ended December 31, 2003 compared to the year ended December 31, 2004:

	<u>Year ended December 31,</u>	
	<u>2003</u>	<u>2004</u>
	(in thousands)	
Operating revenue	\$ 31,555	\$ 39,064
Operating expenses		
Direct costs	21,586	28,510
Depreciation and amortization	3,355	4,282
General and administrative expenses	3,718	9,464
	<u>28,659</u>	<u>42,256</u>
Total operating expenses		
Operating income (loss)	2,896	(3,192)
Interest expense	943	3,288
Loss on debenture conversion inducement and debt extinguishment		729
Other expense (income)	(114)	290
	<u>2,067</u>	<u>(7,499)</u>
Income (loss) before taxes		
Income tax benefit	1,092	
	<u>3,159</u>	<u>(7,499)</u>
Net income (loss) from continuing operations		
Income (loss) from discontinued operations, net of taxes	324	(6,756)
	<u>3,483</u>	<u>(14,255)</u>
Net income (loss)		
Accretion of preferred stock and preferred stock dividends	(484)	(490)
	<u>\$ 2,999</u>	<u>\$ (14,745)</u>
Net income (loss) available to common stockholders		

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Operating revenues increased 23%, or \$7.4 million, from \$31.6 million to \$39.0 million for the years ended December 31, 2003 and 2004, respectively, of which \$8.7 million of this increase was due to the June 30, 2004 acquisition of Trussco. Drilling revenues decreased slightly from \$31.6 million for the year ended December 31, 2003 to \$30.6 million for the year ended December 31, 2004 due to permitting and weather-related delays. Operating revenues are expected to increase in 2005, as the demand for, and range of, our services continue to improve and because we will include a full year of operations for Trussco.

Direct costs increased 32%, or \$6.9 million, from \$21.6 million in 2003 to \$28.5 million in 2004. Operating payroll expense increased \$2.3 million from \$6.2 million to \$8.5 million for the years ended December 31, 2003 and 2004, respectively. Payroll costs from the Trussco acquisition accounted for the \$2.3 million increase. Repairs and maintenance expenses decreased \$0.3 million from 2003 to 2004, with \$0.5 million of the decrease related to the drilling division offset by \$0.3 million related to Trussco. Explosives expense increased \$1.7 million due to an increase in the cost of explosives and downhole costs on jobs performed in 2004. Contract services increased \$0.8 million company-wide, of which our drilling division accounted for \$1.3 million of the increase with an offsetting decrease of \$0.6 million from our permitting division. In 2004, we contracted third parties exclusively to provide services for heliportable drilling in the Rocky Mountains where we no longer provide these specialized drilling services. In 2004, we also contracted third parties to provide airboat drilling services during a period when most of our available employees were working on other projects. Shop expenses increased \$0.4 million from 2003 to 2004 as a result of the Trussco acquisition. Other direct costs increased \$2.3 million, of which Trussco accounted for \$1.0 million. While operating expenses are expected to continue to increase in 2005 as operating revenues increase, we expect these expenses to remain consistent as a percentage of revenues.

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Depreciation and amortization costs increased 24%, or \$0.9 million, from \$3.4 million in 2003 to \$4.3 million in 2004. Depreciation expense increased \$0.4 million due to the increase in revenue-producing assets, primarily from the acquisitions of Trussco in June 2004. Additionally, amortization expense increased by \$0.5 million resulting primarily from amortization of intangible assets related to the Trussco acquisition.

General and administrative expenses increased \$5.7 million from \$3.7 million for 2003 to \$9.5 million for 2004. Of this increase, \$2.2 million is attributable to the Trussco acquisition, \$2.4 million is related to professional services and \$0.4 million is related to payroll increases. Other general and administrative expense increased by \$0.8 million. General and administrative expenses are expected to increase slightly in 2005 due to a full year's inclusion of expenses resulting from our acquisition of Trussco, however, we expect to take advantage of synergies relating to this acquisition as well as maintain stringent controls of these costs.

During 2004, we recorded asset impairment charges of \$4.2 million (See Note 1 to the accompanying December financial statements included herein) related to the revaluation of certain aviation equipment, prepaid repairs and assets held for sale resulting in a charge to expense of \$0.6 million, \$3.0 million and \$0.6 million, respectively. There was no impairment charge required to be recorded in 2003. This 2004 impairment charge, which relates entirely to the Aviation Transportation Services Segment, is included in the loss from discontinued operations.

Interest expense was \$3.3 million for the year ended December 31, 2004 compared to \$0.9 million for the year ended December 31, 2003. The increase was partially attributable to increased levels of debt including the convertible debentures coupled with increased interest rates between the periods. Also, \$1.3 million of the increase related to amortization of deferred loan costs and \$0.7 million related to the amortization of debt discounts originally recorded in conjunction with the convertible debentures in early 2004. Interest expense allocated to loss from discontinued operations amounted to \$1.9 million and \$0.5 million for the year ended December 31, 2004 and 2003, respectively. We expect to manage our senior debt facility as we explore strategic business opportunities.

We recorded a \$1.0 million accounting loss in connection with the inducement for early extinguishment of a portion of our convertible debentures during 2004. Of that loss, \$0.3 million is included in loss from discontinued operations. There was no such charge in 2003.

Other expense (income) decreased from income of \$0.1 million to expense of \$0.3 million. This increase in expense was due to costs incurred as a result of financing transactions that did not close.

In 2003, we reversed \$1.6 million of the net operating loss carry-forwards previously reserved of which \$0.5 million was allocated to discontinued operations. There were no taxes recorded in 2004 due to the significant net operating loss incurred. During 2004, the entire amount of the net operating loss carryforward generated was fully reserved as it was determined that more likely than not this increase in deferred tax asset would not be realized in the future.

As previously discussed, we sold our Aviation Transportation Services segment on June 30, 2005. In order to enhance the comparability of the amounts from year to year, the financial information related to the results of operations for the years ended December 31, 2003 and 2004 has been restated to present the activities of the Aviation Transportation Services segment as discontinued operations. The income, net of tax benefit, related to those discontinued operations was \$0.3 million for the year ended December 31, 2003 and the loss related to the discontinued operations was \$6.8 million for the year ended December 31, 2004. Included in the 2004 loss from discontinued operations is the asset impairment charge of \$4.2 million mentioned above.

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Accretion of preferred stock and preferred stock dividends remained constant at \$0.5 million for the years ended December 31, 2003 and 2004.

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Year ended December 31, 2002 compared to the year ended December 31, 2003:

	Year ended December 31,	
	2002	2003
	(in thousands)	
Operating revenue	\$ 24,592	\$ 31,555
Operating expenses		
Direct costs	17,178	21,586
Depreciation and amortization	3,270	3,355
General and administrative expenses	3,186	3,718
	<u>23,634</u>	<u>28,659</u>
Operating income	958	2,896
Interest expense	799	943
Other (income) expense	(115)	(114)
	<u>274</u>	<u>2,067</u>
Income before taxes	274	2,067
Income tax benefit	400	1,092
	<u>674</u>	<u>3,159</u>
Net income from continuing operations	674	3,159
Income (loss) from discontinued operations, net of taxes	534	324
	<u>1,208</u>	<u>3,483</u>
Net income	1,208	3,483
Accretion of preferred stock and preferred stock dividends	(484)	(484)
	<u>\$ 724</u>	<u>\$ 2,999</u>

Operating revenues increased 29%, or \$7.0 million, from \$24.6 million to \$31.6 million for the years ended December 31, 2002 and 2003, respectively. This increase was due primarily to improved market conditions in the geophysical industry in 2003. The aviation operations have been reclassified into discontinued operations as a result of the sale of the Aviation Transportation Services segment in June 2005.

Direct costs increased 26%, or \$4.4 million, from \$17.2 million in 2002 to \$21.6 million in 2003. Operating payroll expense increased \$0.7 million from \$5.5 million to \$6.2 million for the years ended December 31, 2002 and 2003, respectively. Also, as a result of the increased activity levels in 2003 as compared to 2002, explosives expenses, repairs and maintenance expenses and fuel and oil expenses increased \$1.6 million, \$0.6 million and \$0.4 million, respectively.

Depreciation and amortization costs increased 6%, or \$0.2 million, from \$3.3 million in 2002 to \$3.4 million in 2003. Depreciation expense increased \$0.1 million due to the increase in revenue-producing assets between the periods ended December 31, 2002 and 2003, respectively.

General and administrative expenses increased \$0.6 million from \$3.2 million for 2002 to \$3.7 million for 2003 due to realized savings in 2002 from renegotiated lease and vendor agreements and lower legal expenses offset by a \$0.4 million commission received as a result of our

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agreement to facilitate the private placement of approximately 1,650,000 shares of our common stock owned by an affiliate and certain investors.

Interest expense was \$0.9 million for the year ended December 31, 2003 compared to \$0.8 million for the year ended December 31, 2002. Amortization expense increased by \$0.2 million resulting from a one time amortization expense due to the refinancing of a more favorable senior credit facility, revolving line of credit and equipment term loan. Interest expense allocated to income (loss) from discontinued operations amounted to \$0.5 million and \$0.4 million for the year ended December 31, 2003 and 2002, respectively.

Other income remained consistent at \$0.1 million for each of the years ended December 31, 2003 and 2002.

In 2003, we reversed \$1.6 million of the net operating loss carry-forwards previously reserved compared to \$0.4 million of this related reserve reversed in 2002. In 2003, \$0.5 million of the tax benefit was allocated to discontinued operations. It was determined that recent profitability indicated that the full reserve on our deferred tax assets was not required as a portion was determined to be realizable in future periods.

As previously discussed, we sold our Aviation Transportation Services segment on June 30, 2005. In order to enhance the comparability of the amounts from year to year, the financial information related to the results of operations for the years ended December 31, 2002 and 2003 has been restated to present the activities of the Aviation Transportation Services segment as discontinued operations. The income related to those discontinued operations was \$0.5 million and \$0.3 million for the years ended December 31, 2002 and 2003, respectively.

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Accretion of preferred stock and preferred stock dividends remained constant at \$0.5 million for the years ended December 31, 2002 and 2003.

Liquidity and Capital Resources

At September 30, 2005, we had approximately \$0.2 million in cash compared to \$1.0 million at December 31, 2004, and a working capital deficit of \$1.0 million at September 30, 2005, compared to a deficit of \$22.1 million at December 31, 2004. The decrease in cash and increase in working capital from December 31, 2004 to September 30, 2005 are primarily a result of decreased accounts payable between the periods, settlements of certain convertible debentures, repayment of certain debt amounts attributable to the Aviation Transportation Services Segment and the finalizing of a new senior credit facility of which proceeds were used to settle certain current liabilities. Cash provided by operating activities was \$3.9 million for the nine months ended September 30, 2005 compared to \$2.9 million for the same period in 2004.

Historically, our capital requirements have primarily related to the purchase or fabrication of new seismic drilling equipment and related support equipment, additions to our aviation fleet and new business acquisitions. In 2004, we acquired Trussco, approximately \$6.4 million of aircraft accounted for as capital leases, and approximately \$0.8 million of new vehicles accounted for as capital leases. Thus far in 2005, we have acquired approximately \$0.1 million of new vehicles and approximately \$0.1 million in aviation support equipment. For the remainder of 2005, we expect to continue renewing our rolling stock, upgrade Trussco's facilities and equipment to improve the efficiency of their operations and explore strategic business opportunities.

During the quarter ended March 31, 2005, we repaid approximately \$3.3 million of our debt primarily related to our equipment notes, capital leases and real estate loans. Furthermore, we extinguished three capital leases totaling \$2.9 million as a result of our disposition of three helicopters. Loan closing costs of \$1.5 million were incurred during the three months ended September 30, 2005 related to our Term A and Term B Loans and a total of \$3.5 million was incurred during the nine months ended related to our various credit facilities.

During the three month period ended June 30, 2005, we finalized a new \$50.0 million senior credit facility, which we also refer to as the Term A Loan. The proceeds from the Term A Loan were used to re-finance certain long-term debt, provide working capital and establish funding necessary to complete various strategic transactions which are under consideration. During the quarter ended September 30, 2005, a portion (\$9.35 million) of the \$11.0 million proceeds from the sale of the Aviation Transportation Services segment were used to repay a portion of the Term A Loan as well as a \$3.4 million repayment from proceeds of the Term B Loan discussed below. At September 30, 2005, the balance owed on the facility was \$5.0 million.

During the three month period ended September 30, 2005, we completed a new \$25 million multiple draw term credit facility, which we also refer to as our Term B Loan. The proceeds from the Term B Loan were used to (i) reduce indebtedness under our Term A Loan; (ii) retire certain Subordinated Notes; (iii) retire certain Subordinated Debt; and, (iv) provide working capital and funds necessary for potential strategic transactions. At September 30, 2005, the balance owed on the Term B Loan was \$9.0 million.

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At December 31, 2004 and September 30, 2005, long-term debt consisted of the following (in thousands):

	December 31, 2004	September 30, 2005
Notes payable to a finance company, variable interest rate at LIBOR plus 5.0% (7.42% at December 31, 2004 respectively) maturing July 31, 2006, secured by various property and equipment, repaid in full	\$ 867	\$
Notes payable to a bank with interest payable at Prime plus 1.75% (7.75% at June 30, 2005 and 6.75% at December 31, 2004) maturing July 31, 2023, secured by real estate	1,392	1,362
Notes payable to a finance company with interest at 10.24%, maturing May 18, 2008, secured by an aircraft, repaid in full	168	
Notes payable to a finance company with interest at 6.26%, maturing March 17, 2006, secured by various aircraft, repaid in full	1,697	
Notes payable to a bank with interest at 8.13%, maturing June 20, 2009, secured by aircraft (1a)	238	
Notes payable to a finance company with interest at 8%, maturing February 10, 2013, secured by real estate	214	200
Notes payable to a bank with interest at 12% at December 31, 2004, maturing May 31, 2005, secured by various property and equipment, repaid in full	6,500	
Convertible promissory notes payable to certain former stockholders of Trussco with interest at 5%, maturing in June 2007	3,000	1,000
Capital lease payable to leasing companies secured by vehicles	1,198	825
Capital lease payable to finance companies secured by various aircraft	9,100	941
Subordinated promissory note to a former debenture holder with a fixed interest rate of 8%, maturing May 13, 2008, unsecured		994
Term A notes payable to a finance company, variable interest rate at LIBOR plus 6.5% (10.19% at September 30, 2005), maturing May 18, 2010, secured by various equipment (1b) (2)		5,000
Term B notes payable to a finance company, variable interest rate at LIBOR plus 8.0% (11.84% at September 30, 2005), maturing August 29, 2010, secured by various property and equipment		9,000
Other debt	86	68
Total	24,460	19,390
Less: current maturities	(6,095)	(3,609)
Less: long-term debt of discontinued operations	(11,228)	
Long-term debt, less current maturities	\$ 7,137	\$ 15,781

(1) As a result of the disposition of the Aviation Transportation Services segment (see Note 9 to the accompanying September financial statements), certain debts were repaid with proceeds from the sale:

(a) the entire balance of this note was repaid with proceeds from the sale of the Aviation Transportation Services segment during July 2005.

(b) \$9.35 million of this note was repaid with proceeds from the sale of the Aviation Transportation Services segment during July 2005.

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(2) As a result of the closing of the Term B Loan, \$3.4 million of this note was repaid with proceeds from the Term B Loan in August 2005.

Line of Credit

Availability under the Line is the lower of: (i) \$15.0 million or (ii) the sum of eligible accounts receivable, as defined under the Line agreement, plus the lesser of: \$0.3 million or 80% of the appraised orderly liquidation value of eligible inventory of parts and supplies. The Line accrues interest at the prime interest rate plus 1.5% (8.75% at September 30, 2005) and matures in May 2010. The Line is collateralized by accounts receivable and inventory. As of September 30, 2005, we had \$2.6 million outstanding under the Line with an additional \$3.3 million available. Due to the lockbox arrangement and the subjective acceleration clause of the Line agreement, the debt under the Line is classified as a current liability as of September 30, 2005 and December 31, 2004 as required by EITF 95-22, *Balance Sheet Classification of Borrowings*

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Outstanding under Revolving Credit Agreements that include both a Subjective Acceleration Clause and a Lock-box Arrangement.

Senior Secured Loan

On October 21, 2004, we completed a \$6.5 million senior secured loan (Bridge Loan) with Beal Bank, SSB. The Bridge Loan accrued interest at the rate of 12% per annum, matured January 15, 2005 and was collateralized by specific seismic assets, certain Trussco assets and three Bell helicopters. The proceeds were used to repay debt, pay the October Put Option payment on the Convertible Debentures, discussed below, and for working capital purposes.

On January 21, 2005, we entered into a forbearance agreement on the Bridge Loan, which increased the interest rate from 12% to 17% and extended the maturity to March 15, 2005. On May 2, 2005, we entered into a second agreement to extend the maturity date to May 31, 2005. The Bridge Loan restricted the payment of dividends and contained customary financial covenants requiring, among other things, minimum levels of tangible net worth, debt to EBITDA ratios, and limitations on annual capital expenditures and certain customer concentrations. This loan was repaid in full with proceeds from the Senior Credit Facility (See -Senior Credit Facility below) on May 18, 2005.

Capital Leases

Prior to September 30, 2005, we had several capital leases for aircraft that generally have lease terms of 60 months at inception of the lease. Aircraft leases either contain a bargain purchase option at the end of the lease or a balloon amount due that can be refinanced over 36 months. We have historically acquired all of our aircraft that have been financed through capital leases. From time to time, we may acquire an aircraft through cash flows from operations or through the Line, which is then sold to a financing company and leased back to us. These sales and lease back transactions are recorded as a capital lease and gains and losses incurred on the sale are deferred and amortized over the life of the lease term or the asset, whichever is shorter. These leases were paid in full with proceeds from the Term A Loan (see Senior Credit Facility below). As mentioned in Recent Events, we executed a definitive agreement to sell the equipment and related assets of our Aviation Transportation Services segment for a cash price of \$11.0 million on June 30, 2005. The aircraft, which were held under capital lease at December 31, 2004, were sold in that transaction.

We also lease several vehicles used in our seismic drilling operations under 40-month capital leases.

Total cost and accumulated depreciation of aircraft and vehicles held under capital leases is as follows (in thousands):

	December 31, 2004	September 30, 2005
Aircraft	\$ 10,009	\$
Vehicles	2,117	1,910
	<u>12,126</u>	<u>1,910</u>

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Less: Accumulated depreciation	(1,154)	(897)
	(1,154)	(897)
Capitalized cost, net	\$ 10,972	\$ 1,013
	(1,154)	(897)

Depreciation expense for the years ended December 31, 2002, 2003 and 2004 was approximately \$0.1 million, \$0.3 million and \$0.7 million, respectively, for all assets held under capital lease. Depreciation expense for the nine months ended September 30, 2005 and 2004 was approximately \$0.5 million and \$0.5 million, respectively, for all assets held under capital lease.

See [Recent Events](#) for a discussion of the sale of our Aviation Transportation Services segment.

Convertible Debentures

Pursuant to a Securities Purchase Agreement dated February 12, 2004, we issued (i) \$10,000,000 in principal amount of 3-year, 6.5% fixed rate, Convertible Debentures (the [Initial Debentures](#)) that are convertible into shares of common stock at an initial conversion price of \$7.15 per share, (ii) 1-year common stock Series A Warrants to purchase an aggregate of 700,000 shares of Common Stock at an initial exercise price of \$7.15 per share and (iii) 5-year Common Stock Series B Warrants to purchase an aggregate of 390,000 shares of Common Stock at an initial exercise price of \$8.50 per share. The warrants are not exercisable for a period of six months and one day after the issue date of such warrants and in no event will the exercise prices of such warrants be less than \$6.15 per share. In accordance with APB Opinion No. 14, the warrants were valued at a fair market value of \$0.9 million using the Black Scholes model. The value of these warrants were recorded as debt discount with a corresponding amount recorded to paid in capital at the date of issuance. The issuance of the Initial Debentures was made pursuant to a private placement in reliance on Section 4(2) of the Securities Act of 1933.

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On April 15, 2004, in accordance with the Securities Purchase Agreement, we issued (i) \$5,050,000 in principal amount of 3-year, 6.5% fixed rate, Convertible Debentures (collectively with the Initial Debentures, hereinafter referred to as the Debentures) that are convertible into shares of common stock at an initial conversion price of \$7.20 per share, and (ii) 5-year Common Stock Series A Warrants to purchase an aggregate of 151,500 shares of common stock at an initial exercise price of \$9.00 per share. The warrants are not exercisable for a period of six months and one day after the issue date of such warrants and in no event will the exercise prices of such warrants be less than \$7.11 per share. In accordance with APB Opinion No. 14, the warrants were valued at a fair market value of \$0.2 million using the Black Scholes model. The value of the warrants and beneficial conversion feature were recorded as a debt discount with a corresponding amount recorded to paid in capital at the date of issuance. The issuance of the Debentures was made pursuant to a private placement in reliance on Section 4(2) of the Securities Act of 1933.

Total proceeds of \$14.2 million was received from the issue of these Debentures, after expenses. Of the total proceeds received, \$8.2 million was used to redeem the Series A Preferred Stock and dividends in February 2004, \$4.9 million was used to redeem the Series B Preferred Stock and dividends in March and April 2004 and the balance used for working capital purposes.

The debt discounts for the February 12, 2004 and April 15, 2004 debentures were \$0.9 million and \$0.2 million, respectively. The debt discounts are being amortized to interest expense using the effective interest method over the period in which the debentures can be put to us. A total of \$0.9 million is included in interest expense and \$0.2 million loss on extinguished debt related to the amortization of the debt discounts for the year ended December 31, 2004. The debt discounts have been fully expensed as of December 31, 2004, thus there is no amortization of debt discounted for the nine months ended September 30, 2005.

Prior to maturity of the Debentures, the holders of the Debentures have the right to require the repayment or conversion of up to an aggregate of \$13.17 million of the Debentures (the Put Option). We registered 5,012,237 shares, effective June 30, 2004, covering the common stock that may be issuable pursuant to the conversion of the Debentures and the exercise of the Put Option and all associated warrants, including additional shares that may be issuable due to adjustments for conversion price upon the Debenture conversion, payment of interest with shares and/or the exercise of warrants due to subdivision or combination of our common stock. Pursuant to the Debenture agreement, the registration of the related common stock triggered the ability of the Debentures holders to exercise the Put Option in ten consecutive non-cumulative and equal monthly installments equal to 8.75% of the face value of the Debentures (\$1,316,875) beginning August 1, 2004. Accordingly, the Debentures, net of debt discount, were classified as a current liability in the Consolidated Balance Sheet at December 31, 2004. We received, and redeemed for cash, notices from the holders of the Debentures exercising their Put Option for August, September and October 2004. Upon receipt of the Debenture Holders' intent to exercise a Put Option, we have the irrevocable option to deliver cash or, if certain conditions set forth in the Debentures are satisfied, shares of our common stock. If we elect to pay the Put Option with common stock, the underlying shares will be valued at a 12.5% discount to the average trading price of our common stock for the applicable pricing period, as defined in the Debenture agreement. The number of shares we would deliver is equal to the value of the Put Option installment due divided by the fair market value of our common stock for the applicable pricing period discounted at 12.5%.

As provided for in the terms of the applicable Securities Purchase Agreements, the Debenture holders received Put Option payments of \$1.3 million in principal, plus accrued interest, each on August 5, 2004, on September 9, 2004 and on October 25, 2004. In accordance with APB Opinion No. 26 *Early Extinguishment of Debt*, we recorded \$0.2 million as a loss on extinguishment of debt in 2004 as a result of the early extinguishment of these portions of the Debentures.

On October 8, 2004, we entered into an Amendment and Conditional Waiver Agreement (the Amendment) with the holders of the Debentures. Under the terms of the Amendment, the Debenture holders granted us, among other things, the right to pre-pay in cash all, but not less than all, of the outstanding Debentures held by each holder on or prior to November 15, 2004. In exchange for such right, we agreed to allow the holders of the Debentures to convert \$2,000 of the principal amount of the April 15, 2004 Debentures into 200,000 shares of common stock at a revised conversion price of \$0.01 per share. As a result of this conversion and in accordance with the requirements of SFAS No 84, *Induced Conversions of Convertible Debt, an amendment to APB Opinion No. 26*, we recorded \$0.9 million in debt conversion expense in 2004.

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On January 25, 2005, we filed suit in United States District Court, Western District of Louisiana (the 16(b) litigation) against the holders of our 6.5% Subordinated Convertible Debentures and other third parties (collectively, the Debenture Holders). The suit alleges violations by the Debenture Holders pursuant to Section 16(b) of the Securities Exchange Act of 1934. We believe the Debenture Holders acted together for the purpose of illegally acquiring, holding, voting or disposing our equity securities during relevant time periods and have exerted an adverse group influence on the Company and our

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equity securities. The suit sought the disgorgement of profits realized by the Debenture Holders from their purchases and sales of our common stock.

On February 25, 2005, one of the Debenture Holders, Portside Growth and Opportunity Fund (Portside) notified us of certain alleged events of default under the 6.5% Subordinated Convertible Debentures issued to Portside (the Portside Debentures). As a result of these alleged events of default, Portside demanded that we redeem all of the Portside Debentures held by it, in the aggregate principal amount of \$2,765,625, on March 2, 2005. Portside also notified us of its intention to commence a civil action against us to obtain a judgment with respect to all amounts owed to it under the Portside Debentures.

On May 18, 2005, we entered into settlement agreements (Debenture Settlement Agreements) with each of the Debenture Holders in exchange for our dismissal of the lawsuit filed against the Debenture Holders. Under the terms of the Debenture Settlement Agreements, we agreed to (i) pay the Debenture Holders approximately \$4.0 million cash; (ii) immediately issue the Debenture Holders 2.0 million shares of our common stock at an agreed upon value of \$3.4 million; and, (iii) issue the Debenture Holders approximately \$4.3 million of unsecured, subordinated promissory notes (Subordinated Debenture Notes). The Company recorded a gain on debt extinguishment of approximately \$200,000 upon closing these transactions. The Subordinated Debenture Notes will be paid quarterly, with interest in arrears, over 36 months in level payments with interest accruing at the rate of 8% per annum. Execution of the Debenture Settlement Agreements extinguishes the terms of the original Debentures and releases all parties from any claims related thereto.

On August 29, 2005, upon closing of the Term B Loan, approximately \$3.3 million of the Subordinated Debenture Notes were repaid in full with \$1.5 million cash and 750,000 shares of the Company's common stock.

Senior Credit Facility

On May 18, 2005, we completed a \$50 million equipment term financing facility (Term A Loan) and increased our Line to \$15 million from its previous level of \$12 million. Under the terms of the Term A Loan, funding will be limited to the lesser of \$50 million and the sum of (i) 85% of the orderly liquidation value of our aviation fleet; (ii) 75% of the orderly liquidation value of our seismic drilling and environmental equipment; and (iii) 50% of the fair market value of certain real estate. Proceeds from the Term A Loan were used to re-finance certain long-term debt, provide working capital and establish funding necessary to complete various strategic transactions under consideration. The Term A Loan restricts the payment of cash dividends and contains customary financial covenants requiring, among other things, minimum levels of tangible net worth, debt to EBITDA ratios and limitations on annual capital expenditures. The Term A Loan matures in May 2010 and will be repaid in equal payments of up to a 50% balloon at maturity date, with interest, paid in arrears and accruing at the initial annual interest rate of 30-day LIBOR plus 6.5% (10.19% at September 30, 2005). Upon the completion of the sale of the aviation transportation services segment, the total borrowing base under the Term A Loan was reduced to \$30.0 million. Proceeds from the sale of the Aviation Transportation Services segment were used to pay approximated \$9.35 million on the Term A Loan during July 2005, leaving an outstanding balance of approximately \$8.6 million. Additionally, a portion of the proceeds from the Term B Loan were used to reduce the balance of the Term A Loan to approximately \$5.0 million in August 2005.

Junior Credit Facility

On August 29, 2005, we completed a \$25 million multiple draw term credit facility. Under the terms of the Term B Loan, borrowings will be done through advances at the request of the Company in minimum amounts of \$2 million. Quarterly payments in the amount of \$0.175 million, plus interest, will begin on April 1, 2008 and the Loan matures in August 2010 and accrues interest at the rate of LIBOR plus 8% (11.84% at

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September 30, 2005). The Term B Loan restricts the payment of cash dividends and contains customary financial covenants requiring, among other things, minimum levels of tangible net worth, debt to EBITDA ratios and limitations on annual capital expenditures. The proceeds from the Term B Loan were used to (i) reduce the current outstanding balance under the Company's Term A senior debt by \$3.4 million; (ii) retire approximately \$3.3 million of 8% Subordinated Debenture Notes with a payment of \$1.5 million cash and the issuance of 750,000 shares of our common stock; (iii) retire \$2 million of certain Subordinated Notes with a payment of \$1 million cash and the issuance of 200,000 shares of common stock; and (iv) provide working capital and funds necessary for potential strategic transactions.

Trussco Notes

On June 30, 2004, we purchased Trussco for an aggregate acquisition price of \$11.9 million, including \$7.3 million in cash, \$3.0 million in 5% convertible promissory notes payable to certain stockholders (Stockholder Notes) maturing in June 2007, and the assumption of approximately \$1.6 million in debt and other liabilities. The Stockholder Notes can be prepaid at any time and are convertible into shares of our common stock at a price of \$9.40 per share.

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On May 18, 2005, we entered into early debt extinguishment agreements (Debt Extinguishment Agreements) with respect to \$2.0 million of the Stockholder Notes and \$1.0 million of the Earnout Note more fully described in Note 3 to the September financial statements contained herein. Under the terms of the Debt Extinguishment Agreements, we (i) immediately issued 0.2 million shares of our common stock; and (ii) paid certain holders of the Stockholder Notes \$1.0 million on or before August 16, 2005, in full and complete satisfaction of \$2.0 million of the Stockholder Notes and \$1.0 million of the contingent Earnout Note. The Company recognized a gain on debt extinguishment of \$0.3 million upon closing the transaction.

At September 30, 2005, the Company has \$1.0 million of Stockholder Notes outstanding bearing interest at 5% and maturing in June 2007 and \$1.0 million of non-interest bearing notes, which was paid by August 16, 2005. At September 30, 2005, the Company also has outstanding a \$2.0 million contingent Earnout Note payable, none of which had been earned. See Trussco Earnout below.

Going concern

The accompanying consolidated financial statements have been prepared assuming we will continue on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. We have suffered a significant loss from operations during the current year, has a working capital deficit, is currently in default on certain of its debt instruments, and will require capital funding from sources other than operations to meet its current debt obligations. In the past two years, we have been required to raise additional capital by the issuance of both equity and debt instruments. There are no commitments from funding sources, debt or equity, in the event that cash flows are not sufficient to fund ongoing operations or other cash commitments as they come due. These factors raise substantial doubt about our ability to continue as a going concern. Management will be required to raise additional capital in the near term through offerings of equity or debt securities to fund our debt service obligations and operations. No assurance can be given that such financing will be available or, if available, that it will be on commercially favorable terms. Moreover, available financing may be dilutive to current investors.

As more fully described herein, we have secured additional capital from institutional investors and certain stockholders and key managers. Management believes this capital, used in conjunction with cash flows from operations, will be adequate to fund our current debt service obligations and serve to mitigate the factors that have raised doubt about our ability to continue as a going concern. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or liabilities that might be necessary should we be unable to continue as a going concern.

Related party transactions

During the years ended December 31, 1999, 2000 and 2001, we privately placed with an affiliate subordinated debentures totaling \$7.5 million, \$3.4 million and \$1.5 million, respectively. The debentures matured five years from their date of issue and accrued interest at various rates ranging from a fixed rate of 12% per annum to a variable rate of interest starting at 12% per annum and escalating to 20% per annum. In October 2000, we agreed to convert \$4.6 million of the subordinated debentures into our Series A Preferred Stock. In May 2001, we agreed to pay the affiliate \$3.0 million cash plus issue to the affiliate \$4.6 million of our Series B Preferred Stock in satisfaction of all of the remaining outstanding subordinated debentures, including accrued interest of \$1.8 million. This transaction resulted in the affiliate agreeing to forgive \$1.0 million of indebtedness, which was reflected as a capital contribution from the affiliate (See Note 4 to the accompanying September financial statements included herein for the accounting for preferred stock). In February 2004 and April 2004, we issued \$10 million and \$5.05 million, respectively, of 6.5% Subordinated Convertible Debentures (See Note 4 to the accompanying September financial statements included herein). The proceeds were used to redeem \$8.2 million of the Series A Preferred Stock outstanding, including accrued dividends. The remaining 25 shares of Series A Preferred Stock were redeemed in April 2004 for \$0.03 million. At December 31, 2004 there were no shares of Series A Preferred Stock outstanding. During the first quarter of 2004, we redeemed 2,286 shares of the Series B Preferred Stock for \$2.4 million, including accrued dividends. In April 2004, we redeemed 2,285 shares of the total of 2,314 shares of the Series B Preferred Stock outstanding

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for \$2.5 million, including accrued dividends. At September 30, 2005, 29 shares of Series B Preferred Stock remain outstanding.

In connection with the original issuance of the subordinated debentures, we issued to the affiliate detachable warrants to purchase 1,912,833 shares of our common stock, of which 293,055 warrants were transferred in 2003 to settle certain litigation and 858,678 warrants were cancelled in 2003. The balance of 761,100 warrants was exercised in the first quarter of 2004 at an exercise price of \$2.25.

During 2003, we entered into an agreement to facilitate the private placement of approximately 1,650,000 shares of our common stock owned by an affiliate and certain investors. The sale of the stock covered by this agreement closed in the fourth quarter of 2003, resulting in our receipt of \$0.4 million cash which is reflected as a reduction in our general and administrative expenses in the accompanying 2003 Consolidated Financial Statements.

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During 2003, in order to facilitate a settlement of ongoing litigation between certain of our affiliates, we agreed to re-price and extend the maturity dates of certain warrants owned by the defendant affiliates but transferred in settlement of the litigation to the plaintiff affiliates. The exercise prices of the transferred warrants ranged from \$2.25 \$6.00 per share. The maturity dates of the transferred warrants ranged from November 1, 2004 to July 1, 2005. The transferred warrants were re-priced at \$1.54 per share and the maturity dates were extended to November 1, 2006. Our statement of operations includes a non-recurring charge of approximately \$0.1 million representing the differences in the fair market value of the originally issued warrants and the re-priced warrants. In 2004, all re-priced warrants were exercised.

On May 17, 2005, we entered into a Securities Purchase Agreement with certain of the Company's affiliates and executive officers to issue up to \$5.0 million of Series C 9% Convertible Preferred Stock in conjunction with the completion of the Senior Credit Facility more fully described above. Our Series C 9% Convertible Preferred Stock is convertible into our common stock at a conversion price of \$1.95 per share and includes detachable warrants to purchase up to 6,550,000 additional shares of our common stock at exercise prices ranging between \$1.95 and \$3.50 per share. The transactions contemplated by the Securities Purchase Agreement closed in two tranches. On May 17, 2005, the closing date of the first tranche, the Company issued an aggregate of 3,500 shares of Series C Preferred Stock and warrants to acquire 4,585,000 shares of the Company's common stock, in exchange for \$3,500,000. The second tranche closed on August 29, 2005, at which time the remainder of the Series C Preferred Stock and warrants were issued generating proceeds of \$1.5 million and we granted the remaining 1,965,000 warrants.

As mentioned above, the Term A Loan and the Term B Loan restrict the payment of cash dividends. Consequently, the dividend obligation related to the Series C Preferred Stock has been satisfied through the issuance of payment-in-kind (PIK) dividends. The PIK dividends are paid through the issuance of additional shares of Series C Preferred Stock. These additional shares of preferred stock do not have warrants attached to them. During the three months ended September 30, 2005, thirty-five (35) shares of Series C Preferred Stock were issued as PIK dividends.

During the three month periods ended March 31, 2005 and December 31, 2004, two of our executives deferred receipt of salary totaling \$120,000 and \$37,000 respectively. Beginning in the quarter ended June 30, 2005, the Company paid \$120,000 toward this liability. At September 30, 2005 and December 31, 2004, the total amount owed to these two executives was \$0 and \$37,000 at the end of each period.

CRITICAL ACCOUNTING POLICIES

Use of Estimates

The discussion and analysis of financial condition and results of operation are based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We evaluate our estimates on an on-going basis, based on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

We extend credit to customers and other parties in the normal course of business. We regularly review outstanding receivables, and provide for estimated losses through an allowance for doubtful accounts. In evaluating the level of established reserves, we make judgments regarding the

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parties' ability to make required payments, economic events and other factors. As the financial condition of these parties change, circumstances develop or additional information becomes available, adjustments to the allowance for doubtful account may be required. Due to the nature of our industry, we may periodically have concentration of credit risks. As a result, adjustments to the allowance for doubtful accounts may be significant.

We have made significant investments in inventory to service our equipment. On a routine basis, we use judgments in determining the level of reserves required to state inventory at the lower of cost or market. Technological innovations, market activity levels and the physical condition of products primarily influence our estimates. Changes in these or other factors may result in adjustments to the carrying value of inventory.

Deferred tax assets and liabilities are recognized for differences between the book basis and tax basis of our net assets. In providing for deferred taxes, we consider current tax regulations, estimates of future taxable income and available tax planning strategies. We have established reserves to reduce our net deferred tax assets to estimated realizable value. If tax

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regulations change or operating results or the ability to implement tax planning strategies vary, adjustments to the carrying value of our net deferred tax assets and liabilities may be required. In making this determination, we have considered future income in assessing the ultimate recoverability of the recognized net deferred tax asset.

We record liabilities for environmental obligations when remediation is probable and the costs can be reasonably estimated. Our estimates are based on currently enacted laws and regulations. As more information becomes available or environmental laws and regulations change, such liabilities may be required to be adjusted. Additionally, in connection with acquisitions, we obtain indemnifications from the seller related to environmental matters. If the indemnifying parties do not fulfill their obligations, adjustments of recorded amounts may be required.

We maintain insurance coverage for various aspects of our business and operations. We retain a portion of losses that occur through the use of deductibles and, to a limited extent, self-funded insurance programs. We regularly review estimates of reported and unreported claims and provide for losses through insurance reserves. As claims develop and additional information becomes available, adjustments to loss reserves may be required.

Stock Based Compensation

We account for employee stock-based compensation using the intrinsic value method prescribed in APB Opinion No. 25, *Accounting for Stock Issued to Employees* (Opinion No. 25). Accordingly, the provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*, permits the continued use of the method prescribed by Opinion No. 25, but requires additional disclosures, including pro forma calculations of earnings and net earnings per share as if the fair value method of accounting prescribed by SFAS No. 123 had been applied. As required by SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure*, which amended SFAS No. 123, a table illustrating the effect on net income and earnings per share if we had applied the fair value recognition provisions of SFAS No. 123 to stock-based compensation is presented in Note 1 of the accompanying financial statements included herein.

Discontinued Operations

In accordance with *Accounting for the Impairment and Disposal of Long-Lived Assets* (SFAS No. 144), we are accounting for the Brazoria market as a separate unit within AHI and have accounted for our exit from this market as discontinued operations in 2004. On June 30, 2005, the Company executed a definitive agreement to sell the equipment and related assets of our Aviation Transportation Services segment for a cash price of \$11.0 million. The transaction was finalized on July 29, 2005. The proceeds were used to repay advances under the Company's Term A Loan and for additional working capital. See Note 9 of the accompanying September financial statements included herein.

In order to facilitate comparability between the periods, the revenues and expenses of the Aviation Transportation Services segment have been reclassified to income (loss) on discontinued operations in the accompanying financial information for the years ended December 31, 2000 through 2004 and for the nine month period ended September 30, 2004. There was no effect on net income (loss) as a result of the reclassifications.

Impairment Of Long-Lived Assets And Assets Held For Sale

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We review our long lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with SFAS No. 144. If the carrying amount of the asset, including any intangible assets associated with that asset, exceeds its estimated undiscounted net cash flow, before interest, we will recognize an impairment loss equal to the difference between its carrying amount and its estimated fair value.

Assets held for sale are recorded at the lower of their net book value or their net realizable value, which is determined based upon an estimate of their fair market value less the cost of selling the assets. An impairment is recorded to the extent that the amount that was carried on the books is in excess of the net realizable value. Assets held for sale at September 30, 2005 are comprised of eight marsh buggies and two navigation systems. In addition, at September 30, 2005, the remaining assets of the discontinued Aviation Transportation Services segment are included in assets held for sale of discontinued operations. Three helicopters held for sale at December 31, 2004 totaling \$3.5 million were disposed of during the three months ended March 31, 2005 generating proceeds of \$573,000 and the extinguishment of lease obligations of approximately \$2.9 million. An impairment loss of \$0.6 million related to these helicopters was recognized during the year ended December 31, 2004 and there was no gain or loss recorded upon their disposition.

During the quarter ended June 30, 2005, the aviation-related improvements at the Mouton Cove facility were deemed to be impaired as a result of the sale of the Company's Aviation Transportation Services segment. A charge was recorded against operations in the amount of \$0.5 million reflecting the impairment of the value of that facility. The facility was not included in the assets sold as part of the sale of the Company's Aviation Transportation Services segment.

Table of Contents**COMMITMENTS AND OBLIGATIONS****Trussco Earnout**

In connection with the acquisition of Trussco, we issued to certain former stockholders of Trussco a promissory note (Earnout Note) that will earn interest at a rate of 5% per annum of the amount owed. Under the terms of the Earnout Note, we agree to pay these stockholders on or before June 30, 2007, the lesser of (i) the amount of \$3 million, or (ii) the sum of the product of 3.12 times Trussco's average annual EBITDA (earnings before interest, taxes, depreciation and amortization) for the 36-month period ending December 31, 2006, less the sum of \$9 million, plus the long-term and former stockholder debt existing as of June 30, 2004 of Trussco that we assumed, which totaled \$1.5 million. At September 30, 2005, no amounts have been accrued under the terms of the Earnout Note as no amounts are owed.

On May 18, 2005, we entered into early Debt Extinguishment Agreements on \$2.0 million of the Stockholder Notes and \$1.0 million of the Earnout Note more fully described in Note 3 of our September financial statements contained herein. Under the terms of the Debt Extinguishment Agreements, in full and complete satisfaction of \$2.0 million of the Stockholder Notes and \$1.0 million of the Earnout Note, we agreed to (i) immediately issue 0.2 million shares of our common stock; and, (ii) pay certain holders of the Stockholder Notes \$1.0 million on or before August 16, 2005, in full and complete satisfaction of \$2.0 million of the Stockholder Notes and \$1.0 million of the Earnout Note. At September 30 2005, the Company has a \$2.0 million contingent Earnout Note payable, none of which had been earned.

Contractual Debt Obligations

We have the following contractual debt obligations as of September 30, 2005:

	Payments due by period			
	Total	Less than 1 Year	1-3 Years	After 3 Years
Long-term debt	\$ 15,630	\$ 1,893	\$ 6,621	\$ 7,116
Capital lease obligations	1,766	1,341	369	56
Line of credit	2,574	2,574		
Subordinated notes	994	337	657	
Subordinated notes - former stockholders	1,000		1,000	
Insurance notes	2,049	2,049		
	\$ 24,013	\$ 8,194	\$ 8,647	\$ 7,172

We have the following operating lease commitments as of September 30, 2005:

	Payments due by period ended September 30,		
	2006	2007	2008
Operating leases	\$ 225	\$ 140	\$ 87

We believe that cash flow generated from operations in 2005 will be sufficient to fund our working capital needs, satisfy our debt service requirements and contractual commitments, and fulfill our un-financed capital expenditure needs for at least the next 12 months.

Off Balance Sheet Arrangements

We currently have no off balance sheet arrangements.

Recently Issued Unimplemented Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123 (revised 2004), *Share-Based Payment* (as amended, SFAS No. 123(R)). SFAS No. 123(R) will require companies to measure all employee stock-based compensation awards using a fair value method and record such expense in its consolidated financial statements. In addition, the adoption of SFAS No. 123(R) requires additional accounting and disclosure related to the income tax and cash flow effects resulting from share-based payment arrangements. SFAS No. 123(R) is effective beginning as of the first interim reporting period for fiscal years beginning after December 15, 2005. We are in the process of determining the impact of the requirements of SFAS No. 123(R). We believe it is likely that the financial statement impact from the implementation of the

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requirements of SFAS No. 123(R) will significantly impact our future results of operations and we continue to evaluate it to determine the degree of significance.

In December 2004, the FASB issued SFAS No. 153, *Exchanges of Nonmonetary Assets – an amendment of APB Opinion No. 29 – Accounting for Nonmonetary Transactions* (SFAS No. 153). SFAS No. 153 is effective for fiscal years beginning after June 15, 2005. It addresses the measurement of exchange of nonmonetary assets and eliminates the exception from fair value measurement for nonmonetary exchanges of similar productive assets in paragraph 21(b) of APB Opinion No. 29, and replaces it with an exception for exchanges that do not have commercial substance. The adoption of SFAS No. 153 is expected to have no impact on our consolidated financial statements.

In May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and FASB Statement No. 30* (SFAS No. 154). This statement changes the requirements for the accounting for and reporting of a change in accounting principle. This statement applies to all voluntary changes in accounting principle. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. SFAS No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. Adoption of SFAS No. 154 is expected to have no effect on our consolidated financial statements.

Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

Our consolidated financial statements for the year ended December 31, 2002 were audited by Ernst & Young. On August 11, 2003, we dismissed Ernst & Young as our independent public accountants and on August 11, 2003 engaged Fitts Roberts & Co., P.C. (Fitts Roberts) as our independent public accountants for the fiscal year ending December 31, 2003. These actions were approved by our Board of Directors.

Our consolidated financial statements for the year ended December 31, 2003 were audited by Fitts Roberts. On July 12, 2004, we dismissed Fitts Roberts as our independent public accountants. On July 12, 2004, we engaged BDO Seidman, LLP (BDO) as our independent public accountants. These actions were approved by our Board of Directors.

BDO resigned on February 17, 2005, prior to commencement of work on the audit of our consolidated financial statements for the year ended December 31, 2004. On February 24, 2005, we engaged Pannell Kerr Forster of Texas, P.C. (PKF) as our independent accountants to audit our consolidated financial statements for the year ended December 31, 2004. The decision to engage PKF as our independent accountants was made by the Audit Committee of our Board of Directors.

BDO reviewed our consolidated financial statements during the quarters ended June 30, 2004 and September 30, 2004. BDO did not provide a report on our financial statements for either of the past two years nor did we consult with them on any matters.

During the period beginning July 12, 2004 through the date of their resignation, there were no disagreements with BDO on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of BDO, would have caused it to make reference to the subject matter of the disagreements.

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During the period beginning July 12, 2004 through the date of BDO's resignation, there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K requiring disclosure pursuant to Item 304(a)(1)(v) of Regulation S-K. As used herein, the term "reportable event" means any of the items listed in paragraphs (a)(1)(v)(A)-(D) of Item 304 of Regulation S-K.

During the two-year period ended December 31, 2004 and the subsequent interim period prior to PKF's engagement, neither we nor anyone on our behalf has consulted with PKF regarding: (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on our financial statements, and neither a written report was provided to us nor oral advice was provided that PKF concluded was an important factor considered by us in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement or a reportable event.

Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We are exposed to interest rate risk due to changes in interest rates, primarily in the United States. Our policy is to manage interest rates through the use of a combination of fixed and floating rate debt. We currently do not use any derivative financial instruments to manage our exposure to interest rate risk. The table below provides information about the future

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maturities of principal for outstanding debt instruments at September 30, 2005 subject to interest rate risk. All instruments described are non-traded instruments and approximated fair value.

	September 30,				
	2006	2007	2008	2009	Thereafter
	(dollars in thousands)				
Long-term debt:					
Fixed Rate	\$ 389	\$ 1,406	\$ 334	\$ 26	\$ 108
Average interest rate	7.91%	5.82%	7.75%	8.00%	8.00%
Variable Rate	\$ 1,841	\$ 1,843	\$ 2,516	\$ 2,155	\$ 7,006
Average interest rate	10.13%	10.12%	10.83%	11.73%	11.16%
Short-term debt:					
Fixed Rate	\$ 2,049				
Average interest rate	4.60%				
Variable Rate	\$ 2,574				
Average interest rate	8.75%				

Interest Rate Exposure

Our exposure to changes in interest rates primarily results from our long-term debt with both fixed and floating interest rates. The debt on our consolidated financial statements at December 31, 2004 with fixed interest rates totals \$35.8. At December 31, 2004, 9% of our consolidated long-term debt was subject to variable interest rates. The detrimental effect of a hypothetical 100 basis point increase in interest rates would be to increase net loss before provision for income taxes by approximately \$0.1 million for the year ended December 31, 2004.

Our exposure to changes in interest rates primarily results from our long-term debt with both fixed and floating interest rates. The debt on our consolidated financial statements at September 30, 2005 with fixed interest rates totals \$4.3 million. At September 30, 2005, 81% of our consolidated long-term debt was subject to variable interest rates. The detrimental effect of a hypothetical 100 basis point increase in interest rates would be to increase net loss before provision for income taxes by approximately \$0.1 million for the nine months ended September 30, 2005. For more information, please read the consolidated financial statements and notes thereto included herein.

Foreign Currency Risks

We transact 100% of our business in U.S. dollars, thus we are not subject to foreign currency exchange risks.

Business and Properties**General**

OMNI Energy Services Corp. is an integrated oilfield service company specializing in providing a range of (i) onshore seismic drilling, operational support, permitting, survey and helicopter support services to geophysical companies operating in logistically difficult and environmentally sensitive terrain and (ii) dock-side and offshore non-hazardous oilfield waste management and environmental cleaning services, including tank and vessel cleaning and safe vessel entry, for oil and gas companies operating in the Gulf of Mexico. See our website at www.omnienergy.com for more information about the Company and recent events.

Seismic Drilling. The principal market of our Seismic Drilling division is the marsh, swamp, shallow water and contiguous dry land areas along the Gulf Coast (the Transition Zone), primarily in Louisiana and Texas, where we are a leading provider of seismic drilling support services. In 1997, we commenced operations in the mountainous regions of the western United States, and in 2003 we initiated seismic drilling activities in various Transition Zone regions of Mexico.

We own and operate a fleet of specialized seismic drilling and transportation equipment for use in the Transition Zone. We believe we are the only company that currently can both provide an integrated range of seismic drilling, permitting, survey and helicopter support services in all of the varied terrain of the Transition Zone and simultaneously support operations for multiple, large-scale seismic projects. In 2002, we acquired all of the assets of AirJac Drilling, a division of Veritas Land DGC. With this acquisition, we became the largest domestic provider of seismic drilling support services to geophysical companies.

Environmental Services. We provide dock-side and offshore non-hazardous oilfield waste management and environmental cleaning services, including drilling rig, tank and vessel cleaning, safe vessel entry, naturally occurring radioactive material (NORM) decontamination, platform abandonment services, pipeline flushing, gas dehydration, and hydro blasting.

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Demand for our dock-side vessel and tank cleaning and non-hazardous waste treatment businesses are primarily driven by drilling and well-site abandonment activity in the shallow waters of the Gulf of Mexico, as reflected by the drilling rig count. Much of the cleaning and waste treatment is from residual waste created in the drilling process.

We were founded in 1987, as OMNI Drilling Corporation, to provide drilling services to the geophysical industry. In July 1996, OMNI Geophysical, L.L.C. acquired substantially all of the assets of OMNI Geophysical Corporation, the successor to the business of OMNI Drilling Corporation. We were formed as a Louisiana corporation on September 11, 1997 to acquire all of the outstanding common units of OMNI Geophysical, L.L.C.

Industry Overview

Seismic drilling. Seismic data generally consists of computer-generated three-dimensional (3-D) images or two-dimensional (2-D) cross sections of subsurface geologic formations and is used in the exploration of new hydrocarbon reserves and as a tool for enhancing production from existing reservoirs. Onshore seismic data is acquired by recording subsurface seismic waves produced by an energy source, usually dynamite, at various points (source points) at a project site. Historically, 2-D surveys were the primary technique used to acquire seismic data. However, advances in computer technology have made 3-D seismic data, which provides a more comprehensive geophysical image, a practical and capable oil and gas exploration and development tool. 3-D seismic data has proven to be more accurate and effective than 2-D data at identifying potential hydrocarbon-bearing geological formations. The use of 3-D seismic data to identify locations to drill both exploration and development wells has improved the economics of finding and producing oil and gas reserves, which in turn has created increased demand for 3-D seismic surveys and seismic support services.

Oil and gas companies generally contract with independent geophysical companies to acquire seismic data. Once an area is chosen for seismic analysis, permits and landowner consents are obtained, either by us, by the geophysical company or by special permitting agents. The geophysical company then determines the layout of the source and receiving points. For 2-D data, the typical configuration of source and receiving points is a straight line with a source point and small groups of specialized sensors (geophones) or geophone stations placed evenly every few hundred feet along the line. For 3-D data, the configuration is generally a grid of perpendicular lines spaced a few hundred to a few thousand feet apart, with geophone stations spaced evenly every few hundred feet along one set of parallel lines, and source points spaced evenly every few hundred feet along the perpendicular lines. This configuration is designed by the geophysical company to provide the best imaging of the targeted geological structures while taking into account surface obstructions such as water wells, oil and gas wells, pipelines and areas where landowner consents cannot be obtained. A survey team then marks the source points and geophone locations, and the source points are drilled and loaded with dynamite.

After the source points have been drilled and loaded and the network of geophones and field recording boxes deployed over a portion of the project area, the dynamite is detonated at a source point. Seismic waves generated by the blast move through the geological formations under the project area and are reflected by various subsurface strata back to the surface where they are detected by geophones. The signals from the geophones are collected and digitized by recording boxes and transmitted to a central recording system. In the case of 2-D data, the geophones and recording devices from one end of the line are then shuttled, or rolled forward, to the other end of the line and the process is repeated. In the case of 3-D data, numerous source points, typically located between the first two lines of a set of three or four parallel lines of geophone stations, are activated in sequence. The geophone stations and recording boxes from the first of those lines are then rolled forward to form the next line of geophone stations. The process is repeated, moving a few hundred feet at a time, until the entire area to be analyzed has been covered.

After the raw seismic data has been acquired, it is sent to a data processing facility. The processed data can then be manipulated and viewed on computer workstations by geoscientists to map the subsurface structures to identify formations where hydrocarbons are likely to have accumulated and to monitor the movement of hydrocarbons in known reservoirs. Domestically, seismic drilling and survey services are typically

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contracted to companies, such as OMNI, as geophysical companies have found it more economical to outsource these services and focus their efforts and capital on the acquisition and interpretation of seismic data.

Environmental Services. We provide specialized environmental cleaning and maintenance equipment and trained personnel to oil and gas companies operating in the Gulf Coast region of the United States. We also assist production operators in the maintenance and replacement of anodes, mist extractors, valves, glycol systems, chemical electric units and fire tubes. Our customer list includes more than 225 major and independent oil and gas companies operating in the Gulf of Mexico, but no single customer accounts for more than 10% of this business unit's revenues. The demand for our environmental services is directly impacted by offshore drilling and production activity in the Gulf of Mexico. Our dock side services are dependent upon the movement of vessels from offshore production platforms or drilling rigs which operate twenty-four hours a day, seven days a week, 365 days a year.

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We charge for our environmental services on a time and materials basis. Our ability to successfully secure and maintain future environmental services for our customers is dependent upon our ability to provide quick, safe and efficient maintenance and cleaning services at a competitive price. Project backlogs are maintained for NORM decontamination, abandonment and decommissioning and scheduled offshore maintenance.

Description of Operations

We provide an integrated range of services including (i) onshore seismic drilling, operational support, permitting, and surveying to geophysical companies operating in logistically difficult and environmentally sensitive terrain in the United States and (ii) dock-side and offshore non-hazardous oilfield waste management and environmental cleaning services, including tank and vessel cleaning and safe vessel entry for oil and gas companies operating in the Gulf of Mexico.

Seismic drilling. Our primary activity is the drilling and loading of source points for seismic analysis. Once the geophysical company has plotted the various source points and a survey crew has marked their locations, our drill crews are deployed to drill and load the source points.

In the Transition Zone, we use water pressure rotary drills mounted on various types of vehicles to drill the source holes. The nature, accessibility and environmental sensitivity of the terrain surrounding the source point determine the type of vehicle used. Transition Zone source holes are generally drilled to depths of 40 to 180 feet, depending on the nature of the terrain and the needs of the geophysical company, using ten-foot sections of drill pipe, which are carried with the drilling unit. Our Transition Zone vehicles are typically manned with a driver and one or two helpers. The driver is responsible for maneuvering the vehicle into position and operating the drilling unit, while the helper sets and guides the drill into position, attaches the drilling unit's water source, if drilling in dry areas, and loads the drill pipe sections used in the drilling process. Once the hole has been drilled to the desired depth, it is loaded with dynamite, which is carried onboard our vehicles in special containers. The explosive charge is set at the bottom of the drill hole and then tested to ensure that the connection has remained intact. Once the charge has been tested, the hole is plugged in accordance with local, state and federal regulations and marked so that the geophysical company can identify it for detonation at a later date. This process is repeated throughout the survey area until all source points have been drilled and loaded.

In seismic rock drilling, we use compressed air rotary/hammer drills to drill holes that are typically shallower than Transition Zone holes. Rock drills are manned by a two-man or three-man crew and are transported to and from locations by hand, surface vehicle or helicopter. Once the hole has been drilled to the desired depth, it is loaded with explosives, which are delivered to the job site in an explosive magazine carried by hand, vehicle or helicopter.

Operational support. We are able to coordinate a variety of related services to customers performing 3-D seismic data acquisition projects that produce significant economies of scale and value. Our substantial base of experience gained from years of work supporting 3-D seismic projects enables us to provide significant pre-job planning information to the customer during job design analysis. Typical 3-D seismic data acquisition projects in the field involve large amounts of equipment, personnel and logistics coordination. Coordination of movements between permitting, drilling, survey and recording crews is of critical importance to timely, safe and cost effective execution of the job. We have a pool of senior field supervisors, who have broad seismic industry experience and are able to coordinate the activities of drill crews, permit agents and survey teams with the recording crews to achieve improved results. These personnel also have the ability to recommend changes to the customer field representatives in the manner of executing the job in the field to improve performance and reduce costs. By having the ability to perform significant field coordination, we are able to streamline field decision making and information flow and reduce customer overhead costs that otherwise would be required to perform these supervisory tasks. We also have one of the industry's leading Health, Safety and Environmental (HSE) programs. The involvement of our experienced personnel monitoring HSE field practices greatly reduces customer involvement in this area. By offering the only integrated combination of seismic drilling, permit acquisition, seismic survey and operational support, in addition to an equipment fleet that is one of the largest in terms of number of units and most diverse in the industry, we provide significant operational

advantages to the customer.

Permitting. We maintain a Geophysical Permit Acquisition Division. Our staff of contract permit agents first conducts research in public land title records to determine ownership of the lands located in the seismic projects. The permit agents then contact, negotiate and acquire permits and landowner consents for the survey, drilling and recording crews to conduct their operations. Throughout the seismic data acquisition process, the permit agents assist the crews in the field with landowner relations and permit restrictions in order to reduce field-crew downtime for noncompliance with landowner requests. Our permit services are enhanced with the assistance of a proprietary database software program specifically designed for efficient management of seismic projects.

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Survey. Once all permits and landowner consents for a seismic project have been obtained and the geophysical company has determined the placement of source and receiving points, contract survey crews are sent into the field to plot each source and receiving point prior to drilling. We employ both GPS (global positioning satellite) equipment, which is more efficient for surveying in open areas, and conventional survey equipment, which is generally used to survey wooded areas. We have successfully integrated both types of equipment in order to complete projects throughout the varied terrain of the Transition Zone and elsewhere. In addition, the contract survey crews have access to our extensive fleet of specialized transportation equipment, as opposed to most other survey companies, which must rent this equipment.

Fabrication and maintenance. At our Carencro facilities, we perform all routine repairs and maintenance for our Transition Zone and highland drilling equipment. We design and fabricate aluminum marsh all terrain vehicles (ATV s), a number of our support boats and pontoon boats, and the drilling units we use on all of our Transition Zone equipment. We purchase airboats directly from the manufacturer and then modify the airboats to install the drilling equipment. We have also designed and built a limited number of highland drilling units by installing our drilling equipment on tractors bought directly from the manufacturer. We also fabricate rock-drilling equipment and have the capability of fabricating other key equipment, such as swamp ATV s. Because of our ability to fabricate and maintain much of our equipment, we do not believe that we are dependent on any one supplier for our drilling equipment or parts.

Environmental services. We are an environmental and maintenance service contractor working primarily for onshore and offshore oil and gas companies. Our environmental services unit (Trussco, Inc.) provides equipment and personnel to perform environmental cleaning services including drilling rig, tank and vessel cleaning, NORM decontamination, platform abandonment services, pipeline flushing, hydro blasting and gas dehydration services. We operate in the onshore, dockside and offshore regions of the Gulf of Mexico where we are considered to be the leading provider of such environmental services. Our cleaning operations are performed at six locations along the Louisiana Gulf Coast.

Facilities and Equipment

Facilities. Our corporate headquarters is located on 34 acres of land situated in Carencro, Louisiana. The building was constructed in 1998 and provides approximately 20,000 square feet of office space. It is located adjacent to our primary repair and maintenance facilities. Our environmental units operate from land and dock-side bases located along the Louisiana Gulf Coast.

Seismic drilling facilities. Our primary fabrication and maintenance facilities are situated in two buildings located adjacent to our corporate headquarters. The buildings, also constructed in 1998, provide approximately 32,000 square feet of covered maintenance and fabrication space.

Environmental services facilities. The primary executive offices for our Environmental Services Unit are located in the Carencro, Louisiana facility. Our primary operations and offshore cleaning support facility is located in Abbeville, Louisiana. We maintain six leased facilities along the Louisiana Gulf Coast to support our cleaning and maintenance operations. These locations include Cameron, Intracoastal City, Morgan City, Fourchon and Venice, Louisiana. Fourchon is Louisiana s largest and busiest deep water port. Our NORM decontamination site is located in a separate facility also in Intracoastal City, Louisiana.

Transition zone transportation and drilling equipment. Because of the varied terrain throughout the Transition Zone and the prevalence of environmentally sensitive areas, we employ a wide variety of drilling vehicles. We believe that we are the only company currently operating in the Transition Zone that owns and operates all of the following types of equipment:

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<u>Types of Equipment</u>	<u>Number of Units as of September 30, 2005</u>
Highland Drilling Units (1)	75
Water Buggies	60
Aluminum Marsh ATV s	23
Stainless Steel Marsh ATV s (2)	8
Airboat-Drilling Units	40
Swamp ATV s	30
Pullboats	21
Pontoon Boats	15
Jack-Up Rigs	1
Skid-Mounted Drilling Units(3)	20
Heli-portable and Seismic Rock Drilling Equipment	20

(1) Sixteen of these drilling units are currently dedicated to seismic rock drilling operations outside of the Transition Zone.

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- (2) This equipment is currently held for sale (see Note 2 Property, Plant and Equipment to the accompanying June financial statements included herein).
- (3) One of these drilling units is currently located outside of the Transition Zone.

Because of our extensive fleet of Transition Zone transportation and seismic drilling equipment, much of which we fabricated, we believe that we are the only company that currently can provide an integrated range of seismic drilling and survey services in all of the varied terrain of the Transition Zone and simultaneously support operations for multiple, large-scale seismic projects.

Highland drilling units and water buggies. We currently own and operate 75 highland drilling units for seismic drilling in dry land areas, 16 of which are currently dedicated to our seismic rock drilling operations outside of the Transition Zone. These units generally consist of a tractor-like vehicle with a drilling unit mounted on the rear of the vehicle. This highland drilling unit can be driven over land from point to point and is accompanied by a unit referred to as a water buggy (of which we own 60) that carries water required for water pressure rotary drills. This type of vehicle is used around the world for this type of terrain.

Marsh ATV S. The environmentally sensitive wetlands along the U.S. Gulf Coast contain water grasses on dry land and in shallow water and areas mixed with open water are referred to as marsh areas. When there is a minimum amount of water in these areas, marsh ATV s, which are amphibious vehicles supported by pontoons that are surrounded by tracks, are used to provide seismic drilling services. The pontoons enable the marsh ATV to float while the tracks propel the vehicle through the water and over dry marsh areas. Each marsh ATV is equipped with a drilling unit and a backhoe for digging a small hole to collect water necessary for drilling.

Some marsh areas have sufficient surrounding water to support drilling without an external water source, but often water must be pumped into the area from a remote water source or a portable supply must be carried by the marsh ATV.

We own and operate 31 marsh ATV s, of which eight are made of stainless steel and 23 are made of aluminum. All of the stainless steel marsh ATV s are currently held for sale. The aluminum ATV s are lighter than steel vehicles and are specifically designed for the environmentally sensitive areas typically found in marsh terrain. Landowner consents will often require the use of aluminum ATV s in an effort to reduce the environmental impact of seismic drilling. The aluminum marsh ATV is the most widely accepted marsh vehicle for drilling operations in all Louisiana s state and federal refuges. We fabricated our own aluminum marsh ATV s at our facilities in Carencro, Louisiana.

Airboat drilling units. We own and operate 40 airboat-drilling units. An airboat-drilling unit consists of a drilling unit fabricated and installed on a large, three-engine airboat. Because of their better mobility, airboat-drilling units are used in shallow waters and all marsh areas where sufficient water is present.

Swamp ATV S and pullboats. Wooded lowlands typically covered with water are referred to as the swamp areas of the Transition Zone. Our swamp ATV s are used to provide drilling services in these areas. Swamp ATV s are smaller, narrower versions of the marsh ATV s. The smaller unit is needed in swamp areas due to the dense vegetation typical in this terrain. Because of its smaller size, the swamp ATV uses a skid-mounted drilling unit installed in a pullboat, a non-motorized craft towed behind the swamp ATV. We own and operate 30 swamp ATV s and 21 pullboats. Swamp ATV s are also used in connection with survey operations in swamp areas.

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Pontoon boats. We own and operate 15 pontoon boats that are used in shallow or protected inland bays and lakes and shallow coastal waters. Each pontoon boat uses a skid-mounted drilling unit installed on board.

Jack-up rigs. When a seismic survey requires source points to be drilled in deeper inland bays or lakes or in deeper coastal waters, we use jack-up rigs equipped with one of our skid-mounted drilling units. Seismic activity in water deeper than approximately 20 feet is generally conducted by using offshore seismic techniques that do not include the drilling and loading of source points. We currently have one jack-up rig.

Skid-mounted drilling units. A skid-mounted drilling unit is a drilling unit mounted on I-beam supports, which allows the drilling unit to be moved easily between pullboats, pontoon boats, jack-up rigs and other equipment we operate based on customer needs. We manufacture our skid-mounted drilling units at our facilities in Carencro, Louisiana and we own 20 of these units, one of which is located outside of the Transition Zone.

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Heli-portable and seismic rock drilling equipment. We have 20 heli-portable and man-portable drilling units dedicated to seismic rock drilling. We also have the ability to manufacture our own heli-portable and man-portable seismic rock-drilling units, and often export and provide servicing of heli-portable and man-portable drilling units.

Miscellaneous. We own and operate 88 single engine airboats and 21 outboard powered boats, which we use to ferry personnel and supplies to locations throughout the Transition Zone. We also maintain a fleet of five tractor-trailer trucks and numerous other trucks, trailers and vehicles to move our equipment and personnel to projects throughout the Transition Zone.

Environmental equipment. The following table sets forth the type and quantity of our key equipment operated by our Environmental division.

<u>Types of Equipment</u>	<u>Number of units as of September 30, 2005</u>
Offshore Tool House Cleaning Packages	8
Offshore Skid Cleaning Packages	7
Dockside & Land Tank Cleaning Packages	9
Air Compressors	33
Steam / Degas Generators	4
Liquid Vacuum Truck (60BBL)	2
Wet / Dry Vacuum Truck (80BBL)	3
Trailer Mounted Vacuum Units	2
Water Blasters (10K - 40K)	4
15 BBL Cutting Boxes (Disposal)	19
NORM Pipe Decontamination System	1

Materials and Equipment

The principal materials and equipment used in our seismic drilling operations, which include drills, heli-portable and man-portable drills, drill casings, drill bits, engines, gasoline and diesel fuel, dynamite, aluminum and steel plate, welding gasses, trucks and other vehicles, are currently in adequate supply from many sources. We do not depend upon any single supplier or source for such materials.

Environmental cleaning equipment and materials such as compressors, pressure washers, diaphragm pumps, electric generators, water blasters, vacuum trucks, hoses, personnel protection equipment, and cleaning agents are readily available from many sources throughout the Gulf of Mexico Region. We do not depend upon any single supplier or source for such materials.

Safety and Quality Assurance

We maintain a stringent safety assurance program to reduce the possibility of accidents. Our Quality, Health, Safety and Environmental (QHSE) department establishes guidelines to ensure compliance with all applicable state and federal safety regulations and provides training and safety education through orientations for new employees, which include first aid and CPR training. Our QHSE manager reports directly to our Chief Executive Officer and supervises five HSE field advisors and one instructor who provides Occupational Safety and Health Act (OSHA)

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mandated training. We believe that our safety program and commitment to quality are vital to attracting and retaining customers and employees.

Each drilling crew is supervised at the project site by a field supervisor and, depending on the project's requirements, an assistant supervisor and powderman who is in charge of all explosives. For large projects or when required by a customer, a separate advisor from our QHSE department is also located at the project site. Management is provided with daily updates for each project and believes that our daily review of field performance together with the on-site presence of supervisory personnel helps ensure high quality performance for all of our projects.

Environmental employees work in many facilities, most of which have site specific requirements. Our crews attend pre-job meetings to formulate job specific work plans. These plans are monitored & audited by our supervisors and in-house QHSE Advisors.

We have implemented an extensive training program that provides for these adverse conditions. Our employee training is conducted in accordance with federal, state, customer, and company requirements.

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Customers, Marketing and Contracting

Customers. Historically, our customers have primarily been geophysical companies, although in many cases the oil and gas company participates in determining which drilling, permitting or survey company will be used on our seismic projects. A few customers have historically generated a large portion of our seismic drilling revenue. For example, our largest customers (those which individually accounted for more than 10% of revenue in a given year, listed alphabetically) collectively accounted for 84% (Veritas DGC and Western Geophysical), 71% (Quantum Geophysical, Seismic Exchange and Veritas DGC), and 50% (PGS, Quantum Geophysical, Seismic Exchange and Veritas DGC) of revenue for fiscal 2002, 2003 and 2004, respectively, all of which relate to the drilling division. While we expect oil and gas companies utilizing our environmental services will eventually comprise a greater share of our revenue base, we currently derive a significant amount of our revenue from a small number of large geophysical companies and independent oil and gas operators. Our loss of one of these significant customers, if not offset by sales to new or other existing customers, could have a material adverse effect on our business and operations.

The majority of our customers are engaged in the oil and gas industry. This concentration of customers may impact our overall exposure to credit risk, either positively or negatively, in that customers may be similarly affected by changes in economics and industry conditions. We do not generally require collateral in support of trade receivables, but we do maintain reserves for credit losses. Actual losses have historically been within expectations.

Marketing. Our Seismic Drilling services have traditionally been marketed by our principal executive officers. We believe that this marketing approach helps us preserve long-term relationships established by our executive officers. Even as our geographical and service capabilities expand, we intend to continue implementing these marketing efforts in both the Transition Zone and in the Rocky Mountain region from our principal offices in Carencro, Louisiana.

Our Environmental Services are marketed from offices in Louisiana. We market our Environmental Services in Louisiana and Texas using eight sales representatives - five dockside and three corporate.

Contracting Seismic drilling. We generally contract with our customers for seismic drilling services on a unit-price basis, either on a per hole or per foot basis. These contracts are often awarded after a competitive bidding process. We price our contracts based on detailed project specifications provided by the customer, including the number, location and depth of source holes and the project's completion schedule. As a result, we are generally able to make a relatively accurate determination prior to pricing a contract of the type and amount of equipment required to complete the contract on schedule.

Because of unit-price contracting, we sometimes bear a portion of the risk of production delays that are beyond our control, such as those caused by adverse weather. We often bill the customer standby charges if our operations are delayed due to delays in permitting or surveying or for other reasons within the customer's control.

Contracting permitting services. We contract with our customers for permitting services on a day rate or per project basis. Under the per project basis, revenue is recognized when certain percentages of the permitting process are completed. Contracts are often awarded to us only after competitive bidding. In the case of the per project basis, we determine the price after we have taken into account such factors as the number of permit agents, the number of permits and the detailed project specification provided by the customer.

Contracting survey services. We contract with our customers for seismic survey services on a day rate or per mile basis. Under the per mile basis, revenue is recognized when the source or receiving point is marked by one of our survey crews. Contracts are often awarded to us only after competitive bidding. In each case, the price is determined after we have taken into account such factors as the number of surveyors and other personnel, the type of terrain and transportation equipment, and the precision required for the project based on detailed project specifications provided by the customer.

Contracting environmental services. We generally bill for our environmental cleaning and maintenance services on a time and materials basis. Our customer list includes more than 225 major and independent oil and gas companies operating in the Gulf of Mexico. Our success in securing projects is often dependent on our ability to immediately provide personnel that operate in a quick, safe and efficient manner at a competitive price.

Competition

Seismic drilling. The principal competitive factors for seismic drilling services are price and the ability to meet customer schedules, although other factors including safety, capability, reputation and environmental sensitivity are also considered by customers when deciding upon a provider of seismic drilling services. We have a limited number of competitors in the Transition Zone and numerous competitors in the highland areas in which we operate. We believe that no other company operating in the Transition Zone owns a fleet of Transition Zone seismic drilling equipment as varied or as large as ours. Our extensive and diverse equipment base allows us to provide drilling services to our customers throughout the Transition Zone

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with the most efficient and environmentally appropriate equipment. We believe there are numerous competitors offering rock and heli-portable drilling in the Rocky Mountain region and internationally.

Permitting services. Our competitors include a number of larger, well-established companies with a number of permit agents comparable to us.

Survey services. Our competitors include a number of larger, well-established companies with a number of crews comparable to us.

Environmental services. We have several competitors offering identical environmental services to those offered by Trussco. Some of these competitors are larger and have more financial resources than we have available. Our ability to compete effectively is dependent upon our ability to have personnel available when needed at competitive prices.

Seasonality and Weather Risks

Seismic drilling. Our Seismic Drilling operations are subject to seasonal variations in weather conditions and daylight hours. Since our activities take place outdoors, the average number of hours worked per day, and therefore the number of holes drilled or surveyed per day, generally is less in winter months than in summer months, due to an increase in rainy, foggy and cold conditions and a decrease in daylight hours. Furthermore, demand for seismic data acquisition activity by oil and gas companies at the end of the fourth quarter and in the first quarter is generally lower than at other times of the year. As a result, our revenue and gross profit during the fourth quarter and the first quarter of each year are typically lower than the second and third quarters for this business unit. Operations may also be affected by the rainy weather, lightning, hurricanes and other storms prevalent along the Gulf Coast throughout the year and by seasonal climatic conditions in the Rocky Mountain area. In addition, prolonged periods of dry weather result in slower drill rates in marsh and swamp areas as water in the quantities needed to drill is more difficult to obtain and equipment movement is impeded. Adverse weather conditions and dry weather can also increase maintenance costs for our equipment and decrease the number of vehicles available for operations.

Backlog

Our backlog represents those seismic drilling and survey projects for which a customer has hired us and has scheduled a start date for the project. Projects currently included in our backlog are subject to termination or delay without penalty at the option of the customer, which could substantially reduce the amount of backlog currently reported. Backlog levels vary during the year depending on the timing of the completion of certain contracts and when we are awarded new contracts.

As of September 30, 2005, our backlog was approximately \$31.0 million compared to \$33.0 million at December 31, 2004. The backlog includes seismic drilling and survey projects in the Transition Zone in addition to seismic rock drilling projects. Our permitting and environmental divisions, historically, have not measured backlog due to the nature of our business and our contracts, which are generally cancelable by either party with thirty days written notice.

Governmental Regulation

Seismic drilling. Our operations and properties are subject to and affected by various types of governmental regulations, including laws and regulations governing the entry into and restoration of wetlands, the handling of explosives and numerous other federal, state and local laws and regulations. To date, our cost of complying with such laws and regulations has not been material, but because such laws and regulations are changed frequently, it is not possible for us to accurately predict the cost or impact of such laws and regulations on our future operations.

Furthermore, we depend on the demand for our services by the oil and gas industry and are affected by tax legislation, price controls and other laws and regulations relating to the oil and gas industry in general. The adoption of laws and regulations curtailing exploration and development drilling for oil and gas in our areas of operations for economic, environmental or other policy reasons would adversely affect our operations by limiting the demand for our services. We cannot determine to what extent our future operations and earnings may be affected by new legislation, new regulations or changes in existing regulations.

Explosives. Because we load with dynamite the holes that are drilled, we are subject to various local, state and federal laws and regulations concerning the handling and storage of explosives and are specifically regulated by the Bureau of Alcohol, Tobacco and Firearms of the U.S. Department of Justice and the Department of Homeland Security. We must take daily inventories of the dynamite and blasting caps that we keep for our seismic drilling and are subject to random checks by state and federal officials. We are licensed by the Louisiana State Police as an explosives handler. Any loss or suspension of these licenses would result in a material adverse effect on our results of operations and financial condition. We believe that we are in compliance with all material laws and regulations with respect to our handling and storage of explosives.

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Environmental. Our operations and properties are subject to a wide variety of increasingly complex and stringent federal, state and local environmental laws and regulations, including those governing discharges into the air and water, the handling and disposal of solid and hazardous wastes, the remediation of soil and groundwater contaminated by hazardous substances and the health and safety of employees. In addition, certain areas where we operate are federally protected or state protected wetlands or refuges where environmental regulation is particularly strict. These laws may provide for strict liability for damages to natural resources and threats to public health and safety, rendering a party liable for environmental damage without regard to negligence or fault on the part of such party. Sanctions for noncompliance may include revocation of permits, corrective action orders, administrative or civil penalties and criminal prosecution. Certain environmental laws provide for strict, joint and several liability for remediation of spills and other releases of hazardous substances, as well as damage to natural resources. In addition, we may be subject to claims alleging personal injury or property damage as a result of alleged exposure to hazardous substances. Such laws and regulations may also expose us to liability for the conduct of, or conditions caused by, others, or for our acts that were in compliance with all applicable laws at the time such acts were performed.

The Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, and similar laws provide for responses to and liability for releases of hazardous substances into the environment. Additionally, the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, the Safe Drinking Water Act, the Emergency Planning and Community Right to Know Act, each as amended, and similar state or local counterparts to these federal laws, regulate air emissions, water discharges, hazardous substances and wastes, and require public disclosure related to the use of various hazardous substances. Compliance with such environmental laws and regulations may require the acquisition of permits or other authorizations for certain activities and compliance with various standards or procedural requirements. We believe that our facilities are in substantial compliance with current regulatory standards.

Worker safety. Laws and regulations relating to workplace safety and worker health, primarily Occupational Safety and Health Administration (OSHA) and regulations promulgated thereunder, govern our operations. In addition, various other governmental and quasi-governmental agencies require us to obtain certain permits, licenses and certificates with respect to our operations. The kind of permits, licenses and certificates required in our operations depend upon a number of factors. We believe that we have all permits, licenses and certificates necessary to the conduct of our existing business.

Insurance

Seismic drilling. Our operations are subject to the inherent risks of inland marine activity, heavy equipment operations and the transporting and handling of explosives, including accidents resulting in personal injury, the loss of life or property, environmental mishaps, mechanical failures and collisions. We maintain insurance coverage against certain of these risks, which we believe are reasonable and customary in the industry. We also maintain insurance coverage against property damage caused by fire, flood, explosion and similar catastrophic events that may result in physical damage or destruction to our equipment or facilities. All policies are subject to deductibles and other coverage limitations. We believe our insurance coverage is adequate. Historically, we have not experienced an insured loss in excess of our policy limits; however, there can be no assurance that we will be able to maintain adequate insurance at rates which we consider commercially reasonable, nor can there be any assurance such coverage will be adequate to cover all claims that may arise.

Environmental services. Our operations involve a high degree of operational risk, particularly of personal injury and damage or loss of equipment. Failure or loss of our equipment could result in property damages, personal injury, environmental pollution and other damage for which we could be liable. We maintain insurance against risk that we believe is consistent with industry standards and required by our customers. Although we believe that our insurance protection is adequate and we have not experienced a loss in excess of our policy limits, we may not be able to maintain adequate insurance rates that we consider commercially reasonable, or ensure that our coverage will be adequate to cover all claims that may arise.

Employees

As of September 30, 2005, we had 289 employees, including 230 operating personnel and 59 corporate, administrative and management personnel. These employees are not unionized or employed pursuant to any collective bargaining agreement or any similar agreement. We believe our relations with our employees are generally good.

Table of Contents**Management****Directors and Executive Officers of the Registrant**

The following table sets forth, as of date of this Prospectus, certain information with respect to the Company's directors and executive officers.

<u>Name</u>	<u>Age</u>	<u>Position</u>
James C. Eckert	55	Chairman of the Board, President and Chief Executive Officer
Edward E. Colson, III	55	Director
Michael G. DeHart	53	Director
Dennis R. Sciotto	52	Director
Richard C. White	48	Director
Barry E. Kaufman	67	Director
G. Darcy Klug	53	Executive Vice President
Shawn L. Rice	43	Vice President and General Manager of Trussco, Inc.

The following biographies describe the business experience of the directors and executive officers of the Company. Except as describe in Executive Employment Agreements below, all executive officers of the Company serve at the pleasure of the Board of Directors of the Company. The Articles of Incorporation provide that so long as at least 2,000 shares of Series C Preferred Stock remain outstanding, the holders of a majority of the Series C Preferred Stock, voting as a separate class to the exclusion of all other classes of the Company's capital stock, shall be entitled to elect two directors to the Board to serve on the Board until their successors are duly elected by the holders of the Series C Preferred Stock or they are removed from office (with or without cause) by the holders of the Series C Preferred Stock. Except as set forth in the preceding sentence, directors are elected at the Company's Annual Meeting of Stockholders and serve for a one year term or until their successors are elected and qualified or until their earlier resignation or removal in accordance with the Company's Articles of Incorporation and Bylaws.

James C. Eckert has served as President, Chief Executive Officer and a Director of the Company since March 2001. From 1998 to 2000, Mr. Eckert served as Vice-President for Business Development of Veritas DGC Land, Inc. From 1992 to 1998, Mr. Eckert supervised the highland and transition seismic acquisitions of Veritas DGC Land, Inc. He served as President of GFS Company, a company that he co-founded in 1985, until its acquisition in 1992 by Digiton, Inc., a predecessor by merger to Veritas, Inc. Mr. Eckert graduated from the University of Southern Mississippi in 1971.

Edward E. Colson, III is a founder and co-owner of FF Properties, a real estate holding company created in 1988 that specializes in the acquisitions of commercial properties suitable for drive through restaurants. He is a co-creator of the Mexican restaurant chain (34 stores as of April 2005) named Muchas Gracias, prevalent in the Northwestern United States of America. Mr. Colson received a Bachelor of Science degree in Business Management from Long Beach State University, 1972. He is a past Director and founder of Pacific Mortgage Exchange, Inc. and is a past Director of Vista Sol High School in Torremolinos, Spain. Mr. Colson was elected to the Board by the holders of the Series C 9% Convertible Preferred Stock on June 13, 2005.

Michael G. DeHart is a Certified Public Accountant and has been employed as the President and Chief Investment Officer for Stuller Management Services, Inc., since June 2001. Prior to that, Mr. DeHart was a partner with the accounting firm Wright, Moore, DeHart, Dupuis and Hutchinson, L.L.C. He was a member of that firm's management committee from 1998 to May 2001. Mr. DeHart received an M.B.A. from

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the University of Southwestern Louisiana and has been a director of the Company since November 2000. Mr. DeHart is Chairman of the Audit Committee.

Dennis R. Sciotto is a founder and co-owner of FF Properties, a real estate holding company created in 1988 which specializes in the acquisitions of commercial properties suitable for drive through restaurants. Prior to 1988, Mr. Sciotto was a restaurateur catering to the military installations in San Diego. In 1995, he co-created a Mexican restaurant chain (34 stores as of April 2005) named Muchas Gracias, prevalent in the Northwestern United States of America. Mr. Sciotto attended San Diego State University. Mr. Sciotto was elected to the Board by the holders of the Series C 9% Convertible Preferred Stock on June 13, 2005.

Richard C. White is the former President and Chief Executive Officer of NuTec Energy Services Inc. He held that position from October of 2001, until his retirement in September 2002. He was Chief Executive Officer of Veritas DGC Land, Inc. from January 2000 through June 2000. From 1995 until his retirement in October 1999, Mr. White served as President of Western Geophysical Company, as well as Senior Vice President of Western Atlas Inc. He also served as President of Baker Hughes Incorporated from August 1998 until October 1999. Prior to 1995, he held various other executive positions with

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Western Geophysical Company, including Chief Operating Officer. Mr. White graduated from Bloomsberg University in 1978 and has been a director of the Company since March 2001. Mr. White is Chairman of the Compensation Committee.

Barry E. Kaufman is currently a Member of Silver Fox Advisors, Houston, Texas. Prior to joining Silver Fox Advisors, Mr. Kaufman practiced public accounting for more than 40 years. He is a Certified Public Accountant and was a partner in the Houston office of Grant Thornton LLP and prior to joining Grant Thornton, he was a partner and associate regional director with Deloitte & Touche (formerly Touche, Ross and Company). Mr. Kaufman was appointed to the Board of Directors effective October 1, 2005.

G. Darcy Klug was promoted to the position of Executive Vice President in March 2004. He joined the Company as its Chief Financial Officer in May 2001, after being involved in private investments since 1987. Between 1983 and 1987, Mr. Klug held various positions with a private oil and gas fabrication company, including the position of Chief Operating Officer and Chief Financial Officer. Prior to 1983, he held various financial positions with Galveston-Houston Company, a manufacturer of oil and gas equipment listed for trading on the New York Stock Exchange. Between 1973 and 1979, he was a member of the audit staff of Coopers & Lybrand (now PricewaterhouseCoopers LLP).

Shawn L. Rice was promoted to the position of Vice President and General Manager of Trussco, Inc. in August 2005. He joined the Company as Vice President QHSE (Quality, Health, Safety and Environmental) in 2004, after more than twenty years of international and domestic management experience with WesternGeco, a joint venture of Schlumberger and Baker Hughes. Since December 2000, Mr. Rice held the position of Vice President, QHSE for WesternGeco's worldwide operations. In this capacity he developed and managed all aspects of WesternGeco's QHSE structure, systems and programs for more than 16,000 employees. Prior to December 2000, Mr. Rice held various management positions with Western Geophysical, including Business Services Manager responsible for Human Resources, QHSE and training for more than 8,000 employees. He holds an engineering degree from Colorado School of Mines.

Compensation of Directors

Effective July 1, 2004, and retroactive to January 1, 2004, each non-employee director earns a retainer of \$15,000 per year, paid quarterly. These payments were made in 2004 to Messrs. DeHart and White and also to Marshall G. Webb (who resigned from the Board on April 18, 2005), David A. Melman and Craig P. Rothwell for the first three quarters of 2004. The retainer for the fourth quarter of 2004 was paid in 2005. Messrs. Melman and Rothwell did not stand for re-election to the Board in 2005. Each non-employee director that serves on the Audit Committee receives an additional \$5,000 per year, and \$7,500 per year for being the Committee Chairman. Each non-employee director that serves on the Compensation Committee or the Corporate Governance Committee receives an additional \$2,000 per year, and \$3,000 per year for being the Committee Chairman. All retainers are paid quarterly.

In addition to the retainers that are paid to the Board and Committee members, the Company pays a fee of \$500 per Committee member for each Committee meeting attended by such member. Each Board member will receive \$2,500 for each Board meeting attended in person (not telephonically) and called by the Chairman of the Board and \$1,000 for telephonic meetings.

Each person who becomes a non-employee director is granted an option to purchase 10,000 shares of Common Stock at an exercise price equal to the fair market value of the Common Stock on the date such person becomes a director.

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Additionally, each year that the Plan is in effect and a sufficient number of shares of Common Stock are available thereunder, each person who is a non-employee director on the day following the annual meeting of the Company's stockholders will be granted an option to purchase 5,000 shares of Common Stock at an exercise price equal to the fair market value of the Common Stock on such date. All such options become fully exercisable on the first anniversary of their date of grant and expire on the tenth anniversary thereof, unless the non-employee director ceases to be a director of the Company, in which case the exercise periods will be shortened. Messrs. DeHart, Melman, Rothwell and White received these earned options in 2004. Marshall Webb (who resigned on April 18, 2005) also received his earned options.

Executive Compensation

The following table sets forth all compensation information for the three years ended December 31, 2004, for the Company's Chief Executive Officer and all other executive officers whose total annual salary and bonus exceeded \$100,000 (collectively, the Named Executive Officers). No other executive officer of the Company had a total annual salary and bonus exceeding \$100,000 during 2004.

Table of Contents**SUMMARY COMPENSATION TABLE**

NAME AND PRINCIPAL POSITION	ANNUAL COMPENSATION			LONG -TERM COMPENSATION AWARDS		ALL OTHER COMPENSATION (1)
	YEAR	SALARY	BONUS	NO. OF SHARES UNDERLYING OPTIONS/SARS GRANTED	NO. OF SHARES RESTRICTED STOCK AWARDS	
James C. Eckert President and Chief Executing Officer	2004	\$ 203,500(2)	\$ 261,222			\$ 79,200
	2003	\$ 150,000	\$	60,000	200,000	\$
	2002	\$ 113,750	\$ 91,625			\$
G. Darcy Klug Executive Vice President	2004	\$ 165,100(2)	\$ 182,222			\$ 64,072
	2003	\$ 115,000	\$	40,000	161,800	\$
	2002	\$ 83,000	\$ 37,500			\$

(1) Amounts paid in 2004 represent tax equalization payments paid in connection with certain restricted stock issued pursuant to the Restricted Stock Incentive Agreements more fully described herein.

(2) Includes \$20,833 each, of retroactive salary payments for the year ended December 31, 2003, but not paid until 2004 for Mr. Eckert and Mr. Klug.

2003 Restricted Stock Incentive Agreement

Effective December 1, 2003, we entered into Restricted Stock Incentive Agreements, as amended, with Messrs. Eckert and Klug for the award of 200,000 shares and 161,800 shares, respectively, under the terms and conditions of the Fifth Amended and Restated OMNI Energy Services Corp. Stock Option Plan (the "Plan"). Under the terms of the amended Restricted Stock Incentive Agreement, 25% of such shares vested and were issued immediately on the day following our 2004 Annual Stockholder Meeting and the additional 75% of such shares vested on November 30, 2004. Of the remaining vested but restricted shares, 50% were issued unrestricted on the day following our 2005 Annual Stockholder Meeting and 50% will be issued unrestricted on the day following the 2006 Annual Stockholder Meeting.

2004 Stock-Based Award Incentive Agreement

We also entered into Stock-Based Award Incentive Agreements (hereinafter "SBA") with our executive officers on June 30, 2004. The SBA shall become computed and payable: (a) on the date of the Employee's termination of employment (for any reason other than resignation or termination for cause), (b) 90 days after the executive's death or disability or (c) upon a Change in Control. The executive managers were awarded 55% and 45%, respectively, of: (1) 10% of the fair market value (hereinafter "FMV"), defined as the average closing price per share on the Nasdaq National Market over the five prior trading days times the number of issued and outstanding shares of the Company, of a share of the Company's common stock greater than or equal to \$1.00 but less than \$1.50, plus (2) 15% of the FMV of a share of the Company's common stock greater than or equal to \$1.50 but less than \$2.50, plus (3) 20% of the FMV of a share of the Company's common stock greater than or equal to \$2.50 but less than \$10.00, plus (4) 15% of the FMV of a share of the Company's common stock greater than or equal to \$10.00 but less than \$20.00, plus (5) 10% of the FMV of a share of the Company's common stock greater than or equal to \$20.00. If no payments have been made, the right terminates on December 31, 2008 or upon termination of employment or resignation or cause, whichever occurs first. The

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intrinsic value of this award at was \$1.4 million and \$7.3 million at December 31, 2004 and September 30, 2005, respectively. No compensation expense has been recorded at December 31, 2004 and September 30, 2005 because the expense is contingent on future events, none of which are considered probable at December 31, 2004 and September 30, 2005. At this time, Mr. Eckert and Mr. Klug are the only executive officers participating in the SBA.

During 2004, no stock appreciation rights and no stock options were granted to executive officers.

Stock Option Holdings

The following table sets forth information, as of December 31, 2004, with respect to stock options held by the Named Executive Officers. None of the Named Executive Officers exercised any options to purchase Common Stock in 2004.

Table of Contents**AGGREGATE OPTION VALUES AT YEAR END**

	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT YEAR END (1)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT YEAR END (2)	
	EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
	James C. Eckert	356,656	35,010	\$ 389,736
G. Darcy Klug	149,993	23,340	\$ 315,281	\$

(1) Does not include 128,205 shares of common stock for each of Messrs. Eckert and Klug issuable upon the conversion of the Series C Preferred Stock or 327,500 shares of common stock for each of Messrs. Eckert and Klug issuable upon the exercise of warrants issued in connection with the Series C Preferred Stock.

(2) The closing sale price of the Common Stock on December 31, 2004 was \$1.94 per share, as reported by the Nasdaq National Market.

Equity Compensation Plan Information

The following table gives information about the Company's common stock that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans as of December 31, 2004, including the Plan and the 1999 Stock Option Plan.

PLAN CATEGORY	(A) NUMBER OF SECURITIES TO BE ISSUED UPON THE EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	(B) WEIGHTED AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	(C) NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMNS (A) & (B))	(D) TOTAL OF SECURITIES REFLECTED INCOLUMNS (A) & (C)
Equity Compensation Plans Approved by Stockholders	1,415,181	\$ 2.65	1,084,819	2,500,000
Equity Compensation Plans Not Approved by Stockholders	69,578	\$ 2.33	30,422	100,000
Total	1,484,759	\$ 2.63	1,115,241	2,600,000

Executive Employment Agreements

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Mr. Eckert and Mr. Klug have employment agreements with the Company that are in effect until December 31, 2008 with automatic extensions for additional, successive one year periods commencing January 1, 2009, unless either party gives notice of non-renewal as provided for under the terms of the employment contracts. Annual base salaries for Mr. Eckert and Mr. Klug are \$200,000 and \$165,000, respectively, effective April 1, 2004.

If the Company terminates either of Mr. Eckert's or Mr. Klug's employment without cause (except as provided in the Plan), then the Company shall, and only if and as long as Mr. Eckert or Mr. Klug (as applicable, "employee") is not in breach of his obligations under the employment agreement, promptly pay or otherwise provide to employee, in addition to those amounts set forth in the Plan: (i) an amount equal to employee's monthly annual base salary then in effect, payable semi-monthly and in accordance with the Company's normal payroll practices, for a period equal to the lesser of thirty (30) months or the number of months remaining in the Initial Period or the Additional Period (both defined in the employment contract); (ii) an annual bonus calculated on a daily pro-rata basis to the bonus which would otherwise be payable under the Plan; and (iii) an amount in cash equal to the fair market value, on the date of termination of employment, of any vested, but restricted, shares granted employee and the amount of any non-vested stock-based award granted to employee on November 4, 2003 pursuant to the Incentive Agreement of even date therewith. The above payment operates as a full settlement of the Company's obligations to employee under his employment agreement in the event of a termination without cause.

Table of Contents**Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth, as of December 9, 2005, unless otherwise indicated below, certain information regarding beneficial ownership of Common Stock by (i) each of the Named Executive Officers (as defined below in Annual Compensation), (ii) each director and nominee for director of the Company, (iii) all of the Company's directors and executive officers as a group and (iv) each stockholder known by the Company to be the beneficial owner of more than 5% of the outstanding Common Stock, all as in accordance with Rule 13d-3 under the Securities Exchange Act of 1934. Unless otherwise indicated, the Company believes that the stockholders listed below have sole investment and voting power with respect to their shares based on information furnished to the Company by such stockholders.

NAME OF BENEFICIAL OWNER	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING COMMON STOCK
Dennis Sciotto		
7315 El Fuerte Street		
Carlsbad, CA 92009	7,828,542(1)	35.3%
Dennis R. Sciotto Family Trust	7,810,860(2)	35.2%
Elliot Associates, L.P		
712 Fifth Avenue 36 th floor		
New York, NY 10019	1,982,594(3)	12.8%
Portside Growth and Opportunity Fund		
Chrysler Center 666 Third Ave. 26 th floor		
New York, NY 10017	934,834(4)	6.1%
James C. Eckert	571,560(5)	3.6%
Edward E. Colson, III	886,256(6)	5.6%
Edward Colson, III Trust	884,256(7)	5.5%
Michael G. DeHart	33,333(8)	*
Richard C. White	31,666(9)	*
G. Darcy Klug	911,131(10)	5.7%
Shawn L. Rice	69,166(11)	*
All directors, executive officers as a group (7 persons)	10,331,654(12)	42.5%

* Less than one percent.

- (1) Includes shares held by the Dennis R. Sciotto Family Trust referred to in note (2). Mr. Sciotto is the trustee for the Trust referred to in note (2). Also includes shared voting power with respect to 17,682 shares of common stock.

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- (2) Includes sole voting power with respect to 7,810,860 shares of common stock (which includes (i) 1,948,718 shares issuable upon conversion of Series C 9% Convertible Preferred Stock, (ii) 4,978,000 shares issuable upon the exercise of warrants currently exercisable, and (iii) 50,769 shares issuable upon conversion of Series C 9% Convertible Preferred Stock dividends paid in kind).
- (3) Based on a filing made with the SEC reflecting ownership of common stock as of May 18, 2005. Of these shares, (i) 1,085,037 are held by Elliott Associates, L.P., (ii) 127,557 are held by Elliot International Capital Advisors Inc. and Elliot International, L.P., wholly-owned subsidiaries of Elliot Associates, L.P., 500,000 shares issued to Manchester Securities and 270,000 shares issuable upon the exercise of warrants exercisable within sixty days.
- (4) Based on 799,834 shares of common stock issued and 135,000 shares issuable upon the exercise of warrants currently exercisable within sixty days.
- (5) Includes (i) 89,744 shares issuable upon conversion of Series C 9% Convertible Preferred Stock and 229,500 shares issuable upon the exercise of warrants currently exercisable, (ii) 250,002 shares issuable upon the exercise of options and restricted stock grants currently exercisable or exercisable within sixty days, and (iii) 2,564 shares issuable upon conversion of Series C 9% Convertible Preferred Stock dividends paid in kind.

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- (6) Includes shares held by the Edward Colson III Trust referred to in note (7). Mr. Colson is the trustee for the Trust referred to in note 7 below. Also includes 2,000 shares owned by virtue of his 25% ownership in Carlsbad Equity Group.
- (7) Includes (i) 205,128 shares issuable upon conversion of Series C 9% Convertible Preferred Stock, (ii) 524,000 shares issuable upon the exercise of warrants currently exercisable, (iii) 5,128 shares issuable upon conversion of Series C 9% Convertible Preferred Stock dividends paid in kind, and (iv) 150,000 shares of common stock.
- (8) Includes 28,333 shares issuable upon the exercise of options currently exercisable or exercisable within sixty days.
- (9) Includes 31,666 shares issuable upon the exercise of options currently exercisable or exercisable within sixty days.
- (10) Based on (i) 166,666 shares issuable upon conversion of Series C 9% Convertible Preferred Stock and 425,750 shares issuable upon the exercise of warrants currently exercisable, (ii) 305,125 shares issuable upon the exercise of options and restricted stock grants currently exercisable or exercisable within sixty days, and (iii) 3,590 shares issuable upon conversion of Series C 9% Convertible Preferred Stock dividends paid in kind.
- (11) Includes 69,166 shares issuable upon the exercise of options currently exercisable or exercisable within sixty days.
- (12) Includes 10,331,654 shares that such persons have the right to receive upon the conversion of Series C 9% Convertible Preferred Stock, the exercise of warrants and the exercise of options currently exercisable or exercisable within sixty days, and shares issuable upon conversion of Series C 9% Convertible Preferred Stock dividends paid in kind.

Certain Relationships and Related Transactions

During the years ended December 31, 1999, 2000 and 2001, we privately placed with an affiliate subordinated debentures totaling \$7.5 million, \$3.4 million and \$1.5 million, respectively. The debentures matured five years from their date of issue and accrued interest at various rates ranging from a fixed rate of 12% per annum to a variable rate of interest starting at 12% per annum and escalating to 20% per annum. In October 2000, we agreed to convert \$4.6 million of the subordinated debentures into our Series A Preferred. In May 2001, we agreed to pay the affiliate \$3.0 million cash plus issue to the affiliate \$4.6 million of the Company's Series B Preferred in satisfaction of all of the remaining outstanding subordinated debentures including accrued interest of \$1.8 million. This transaction resulted in the affiliate agreeing to forgive \$1.0 million of indebtedness, which was reflected as a capital contribution from the affiliate rather than as income in the accompanying financial statements. The proceeds were used to redeem \$8.2 million of the Series A Preferred outstanding, including accrued dividends. The remaining 25 shares of Series A Preferred were redeemed in April 2004 for \$0.03 million. At December 31, 2004 there are no Series A Preferred shares outstanding. During the first quarter of 2004, we redeemed 2,286 shares of the Series B Preferred for \$2.4 million, including accrued dividends. In April 2004, we redeemed 2,285 shares of the total of 2,314 shares of the Series B Preferred outstanding for \$2.5 million, including accrued dividends. At December 31, 2004, 29 shares of Series B Preferred remain outstanding.

In connection with the original issuance of the subordinated debentures, we issued to the affiliate detachable warrants to purchase 1,912,833 shares of our common stock, of which 293,055 shares were transferred in 2003 to settle certain litigation (See Note 9 to the accompanying December financial statements included herein) and 858,678 shares were cancelled. The balance of 761,100 shares was exercised during the first quarter of 2004 at an exercise price of \$2.25.

During 2003, we entered into an agreement to facilitate the private placement of approximately 1,650,000 shares of our common stock owned by an affiliate and certain investors. The sale of the stock covered by this agreement closed during the fourth quarter of 2003, resulting in our

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receipt of \$0.4 million cash which was recorded as a reduction in our general and administrative expenses during 2003.

During 2003, in order to facilitate a settlement of ongoing litigation between certain of our affiliates, we agreed to re-price and extend the maturity dates of certain warrants owned by the defendant affiliates but transferred in settlement of the litigation to the plaintiff affiliates. The exercise prices of the transferred warrants ranged from \$2.25 - \$6.00 per share. The maturity dates of the transferred warrants ranged from November 1, 2004 to July 1, 2005. The transferred warrants were re-priced at \$1.54 per share and the maturity dates were extended to November 1, 2006. Accordingly, during 2003 we recorded a non-cash charge of approximately \$0.1 million representing the differences in the fair market value of the originally issued warrants and the re-priced warrants. At December 31, 2004, 10,283 of the \$1.54 re-priced warrants were outstanding.

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The following table summarizes the exercise prices and the number of warrants as of December 31, 2004:

<u>Exercise Price</u>	<u>Warrants</u>
\$1.54	10,283
\$2.25	21,666
	<u>31,949</u>

On May 17, 2005, we entered into a Securities Purchase Agreement with certain of the Company's affiliates and executive officers to issue up to \$5.0 million of Series C Preferred Stock as more fully described above. Our Series C Preferred Stock is convertible into our common stock at a conversion price of \$1.95 per share and includes detachable warrants to purchase up to 6,550,000 additional shares of our common stock at exercise prices ranging between \$1.95 and \$3.50 per share. The transactions contemplated by the Securities Purchase Agreement close in two tranches. On May 17, 2005, the closing date of the first tranche, the Company issued an aggregate of 3,500 shares of Series C Preferred Stock and warrants to acquire 4,585,000 shares of the Company's common stock, in exchange for \$3,500,000. Subject to the terms and conditions set forth in the Securities Purchase Agreement, the second tranche closed on August 29, 2005, at which time the remainder of the Series C Preferred Stock and warrants were issued.

As mentioned above, the Term A Loan and the Term B Loan restrict the payment of cash dividends. Consequently, the dividend obligation related to the Series C Preferred Stock has been satisfied through the issuance of payment-in-kind (PIK) dividends. The PIK dividends are paid through the issuance of additional shares of Series C Preferred Stock. These additional shares of preferred stock do not have warrants attached to them. During the three months ended September 30, 2005, thirty-five (35) shares of Series C Preferred Stock were issued as PIK dividends.

Selling Stockholders

This prospectus related to the offering and sale, from time to time, of up to 9,713,670 shares of our common stock by the stockholders named in the table below, of which 9,613,670 represents the number of shares that could be issued upon conversion of the Series C 9% Convertible Preferred Stock, exercise of the warrants sold to certain of the selling stockholders and conversion of the Series C 9% Convertible Preferred Stock issued as payment in kind dividends on the Preferred Stock. All of the selling stockholders who acquired the Series C 9% Convertible Preferred Stock and warrants from us did so in private transactions. Any issuance of shares of common stock upon conversion of the Series C 9% Convertible Preferred Stock or exercise of the warrant will be made pursuant to a private transaction.

Pursuant to a Registration Rights Agreement, dated as of May 17, 2005, as amended by Amendment No. 1 to Registration Rights Agreement dated effective as of July 16, 2005, and Amendment No. 2 to Registration Rights Agreement dated effective as of September 14, 2005, by and among certain of the selling stockholders and us, we have granted those selling stockholders registration rights with respect to the shares of our common stock to be issued upon conversion of the Series C 9% Convertible Preferred Stock and exercise of the warrants. The Registration Rights Agreement, as amended by Amendment No. 1 to Registration Rights Agreement, and Amendment No. 2 to Registration Rights Agreement, requires that this registration statement be filed no later than one hundred seventy five days from May 17, 2005. The sole effect of Amendment No. 1 and Amendment No. 2 was to extend the filing deadline of the registration statement. In the event that this registration statement is not declared effective by the Securities and Exchange Commission within 90 days after its filing, we may be required to pay as liquidated damages to the selling stockholders an amount equal to 2% of the purchase price of the registrable securities then held by the selling stockholders and the amount by which the warrants are in the money, for each thirty day period (prorated for partial periods) until this registration statement is declared effective by the Securities and Exchange Commission. The table below sets forth certain information, as of

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December 9, 2005 and as adjusted to reflect the sale of the shares offered hereby, regarding the beneficial ownership of our common stock by all of the selling stockholders. The information set forth below is based on information provided by the selling stockholders. James C. Eckert is our President and Chief Executive Officer and G. Darcy Klug is our Executive Vice President. The Dennis R. Sciotto Family Trust beneficially owns approximately 35.2% of the Company's outstanding common stock. Mr. Sciotto represents the Trust in matters related to the shares. Pursuant to the Securities Purchase Agreement between us and the selling stockholders (other than Granite Finance Group LLC), we appointed Dennis R. Sciotto and Edward E. Colson to our Board of Directors on June 13, 2005. None of the other selling stockholders (other than Granite Finance Group LLC) have had a material relationship with us or any of our predecessors or affiliates within the past three years, other than as a result of ownership of our shares.

We engaged Granite Finance Group LLC, which is one of the selling stockholders listed below, to serve as our financial advisor in connection with (i) the private placement of the Series C 9% Convertible Preferred Stock, (ii) the Credit Agreement dated as of August 29, 2005 between us and ORIX Finance Corp comprising of a \$25 million multiple draw term credit facility, and (iii) the Credit Agreement (as amended) dated as of May 18, 2005 between us and General Electric Capital Corporation comprising of a \$30 million equipment term credit facility. As consideration for its services, we issued to

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Granite Finance Group LLC 100,000 shares of our common stock and we will also pay that firm in cash a fee in the amount of \$125,000.

The selling stockholders may from time to time offer the shares of common stock offered by this prospectus. The following table assumes that the selling stockholders (i) have converted all of Series C 9% Convertible Preferred Stock and exercised all of the warrants held by them, (ii) sell all of the shares offered by them in the offering pursuant to this prospectus, and (iii) neither dispose of nor acquire any additional shares. We do not know when or in what amounts the selling stockholders may offer shares for resale and we cannot assure you that the selling stockholders will sell any or all of the shares offered by this prospectus.

Selling Stockholders	Number of Shares Beneficially Owned Prior to the Offering	Percentage of Outstanding Common Stock Beneficially Owned prior to the Offering	Number of Shares Covered by this Prospectus	Number of Shares Beneficially Owned After the Offering	Percentage of Outstanding Common Stock Beneficially Owned if all Offered Shares are Sold
The Dennis R. Sciotto Family Trust Dated December 19, 1994	7,810,860(1)	35.2%	7,306,391	833,373	3.3%
Edward E. Colson, III Trust dated January 2, 1995	884,256(2)	5.5%	769,092	150,000	0.6%
Jimit Mehta	750,437(3)	4.8%	576,822	200,000	0.8%
James C. Eckert	571,560(4)	3.6%	336,478	250,002(6)	1.0%
G. Darcy Klug	911,131(5)	5.7%	624,887	315,125(7)	1.3%
Granite Finance Group LLC					
1220 El Camino Real, Suite 400					
San Diego, CA 72130	100,000(8)	0.7%	100,000	0	0.0%
Total	11,028,244	44.6%	9,713,670	1,748,500	7.4%

- (1) Includes 4,978,000 shares issuable upon exercise of warrants, 1,948,718 shares issuable upon conversion of preferred stock and 50,769 shares of Preferred dividends paid in kind.
- (2) Includes 524,000 shares issuable upon exercise of warrants, 205,128 shares issuable upon conversion of preferred stock and 5,128 shares of Preferred dividends paid in kind.
- (3) Includes 393,000 shares issuable upon exercise of warrants, 153,846 shares issuable upon conversion of preferred stock and 3,590 shares of Preferred dividends paid in kind.
- (4) Includes 229,500 shares issuable upon exercise of warrants, 89,744 shares issuable upon conversion of preferred stock, 250,002 shares issuable upon exercise of options and 2,564 shares of Preferred dividends paid in kind.
- (5) Includes 425,750 shares issuable upon exercise of warrants, 166,666 shares issuable upon conversion of preferred stock, 305,125 shares issuable upon exercise of options and 3,590 shares of Preferred dividends paid in kind.

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- (6) Includes 250,002 shares issuable upon exercise of options.
- (7) Includes 305,125 shares issuable upon exercise of options.
- (8) Daniel Schreiber, as manager of Granite Finance Group LLC, has sole voting and investment control over these shares. Daniel Schreiber disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

The selling stockholders listed in the above table may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their warrants or the underlying common stock since the date on which the information in the above table is presented. Information about the selling stockholders may change over time. Any changed information will be set forth in prospectus supplements.

We will adjust the conversion price of the Series C 9% Convertible Preferred Stock upon the occurrence of:

- (1) an increase in the number of outstanding shares of common stock resulting from a stock dividend payable in shares of common stock or by a split-up of shares of common stock or other similar event; or

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- (2) a decrease in the number of outstanding shares of common stock resulting from a consolidation, combination or reclassification of shares of common stock or other similar event.

In the event that we are a party to any capital reorganization or reclassification of the common stock, or consolidation or merger of us with another entity (other than a merger with a wholly-owned subsidiary of us or a merger in which we are the surviving entity), or the sale of all or substantially all of our assets to another entity or similar event, lawful and fair provision will be made whereby the selling stockholders will have the right to convert shares of Series C 9% Convertible Preferred Stock and receive in lieu of the shares of our common stock immediately theretofore receivable upon the conversion of shares of Series C 9% Convertible Preferred Stock, such shares of stock, securities, assets or other consideration as may be issued or payable with respect to or in exchange for the number of outstanding shares of such common stock immediately theretofore receivable upon the conversion of the shares of Series C 9% Convertible Preferred Stock, had the reorganization, reclassification, consolidation, merger, or sale not taken place.

We will adjust the exercise price and number of shares issuable upon exercise of the warrants upon the occurrence of:

- (1) subdivision or combination of common stock;
- (2) our declaration or making of any distribution of its assets (or rights to acquire its assets) to holders of common stock as a partial liquidating dividend or otherwise (including any dividend or distribution to our stockholders in cash or shares (or rights to acquire shares) of capital stock of a subsidiary); or
- (3) the sale by us of any shares of common stock for no consideration or for a consideration per share less than the exercise price of the warrants.

We agreed to file this registration statement to register shares for resale in recognition of the fact that the selling stockholders may wish to be legally permitted to sell their shares when they deem appropriate. We have agreed to prepare and file any amendments and supplements to the registration statement as may be necessary to keep the registration statement effective until (i) the date that all of the shares covered by such registration statement have been sold pursuant thereto or pursuant to Rule 144 or (ii) the date on which all of the shares covered by this registration statement may be immediately sold to the public under Rule 144(k) or any successor provision, assuming that all of the shares issuable pursuant to the exercise of the warrants are issued by means of a cashless exercise of the warrants.

Because the selling stockholders may offer all or some of their common stock from time to time, we cannot estimate the amount of common stock that will be held by any of them upon the termination of any particular offering.

Plan of Distribution

The selling stockholders, their pledgees, donees, transferees or other successors in interest, may from time to time sell shares of our common stock directly to purchasers or indirectly to or through underwriters, broker-dealers or agents. The selling stockholders may sell all or part of their shares in one or more transactions at fixed prices, varying prices, prices at or related to the then-current market price or at negotiated prices. The selling stockholders will determine the specific offering price of the shares from time to time that, at that time, may be higher or lower than the market price of our common stock on The Nasdaq National Market.

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The selling stockholders and any underwriters, broker-dealers or agents participating in the distribution of the shares of our common stock may be deemed to be underwriters within the meaning of the Securities Act of 1933, and any profit from the sale of such shares by the selling stockholders and any compensation received by any underwriter, broker-dealer or agent may be deemed to be underwriting discounts under the Securities Act. The selling stockholders may agree to indemnify any underwriter, broker-dealer or agent that participates in transactions involving sales of the shares against certain liabilities, including liabilities arising under the Securities Act.

Because selling stockholders may be deemed to be underwriters within the meaning of the Securities Act, the selling stockholders will be subject to the prospectus delivery requirements of the Securities Act. We have informed the selling stockholders that the anti-manipulative provisions of Regulation M promulgated under the Exchange Act may apply to their sales in the market. With certain exceptions, Regulation M precludes the selling stockholders, any affiliated purchasers, and any broker-dealer or other person who participates in such distribution from bidding for or purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of the distribution until the entire distribution is complete. Regulation M also prohibits any bids or purchases made in order to stabilize the price of a security in connection with the distribution of that security.

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The method by which the selling stockholders, or their pledgees, donees, transferees or other successors in interest, may offer and sell their shares may include, but are not limited to, the following:

sales on The Nasdaq National Market, the over-the-counter market, or other securities exchange on which the common stock is listed at the time of sale, at prices and terms then prevailing or at prices related to the then-current market price;

sales in privately negotiated transactions;

sales for their own account pursuant to this prospectus;

through the writing of options, whether such options are listed on an options exchange or otherwise through the settlement of short sales;

cross or block trades in which broker-dealers will attempt to sell the shares as agent, but may position and resell a portion of the block as a principal in order to facilitate the transaction;

purchases by broker-dealers who then resell the shares for their own account;

brokerage transactions in which a broker solicits purchasers;

any combination of these methods of sale; and

any other method permitted pursuant to applicable law.

Any shares of common stock covered by this prospectus that qualify for sale under Rule 144 or Rule 144A of the Securities Act may be sold under Rule 144 or Rule 144A rather than under this prospectus. The shares of our common stock may be sold in some states only through registered or licensed brokers or dealers. In addition, in some states, the shares of our common stock may not be sold unless they have been registered or qualified for sale or the sale is entitled to an exemption from registration.

The selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions. In connection with such transactions, broker-dealers or other financial institutions may engage in short sales of our common stock in the course of hedging the positions they assume with selling stockholders. The selling stockholders may also enter into options or other transactions with broker-dealers or other financial institutions which require the delivery to such broker-dealer or other financial institution of the shares offered hereby, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

To the extent required by a particular offering, we will set forth in a prospectus supplement or, if appropriate, a post-effective amendment, the terms of such offering, including among other things, the number of shares of common stock to be sold, the public offering price, the names of any underwriters, dealers or agents and any applicable commissions or discounts. In addition, upon being notified by a selling stockholder that a donee or pledgee intends to sell more than 500 shares, a supplement to this prospectus will be filed.

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To our knowledge, there are currently no plans, arrangements or understandings between any selling stockholder and any underwriter, broker-dealer or agent regarding the sale of shares of our common stock by the selling stockholders.

In connection with the private placements of the Series C 9% Convertible Preferred Stock and the warrants held by the selling stockholders, we have undertaken registration rights covenants requiring us to register the shares of common stock offered hereby and issuable upon the conversion or exercise of such securities, under applicable federal and state securities laws under certain circumstances and at certain times.

Our obligation to maintain a registration statement governing the shares registered for resale hereunder will terminate

on the date that all of the shares covered by such registration statement have been sold pursuant thereto or pursuant to Rule 144; or

on the date on which all of the shares covered by such registration statement may be immediately sold to the public under Rule 144(k) or any successor provision.

We are required to pay all fees and expenses incident to the registration of the shares. We have agreed to indemnify the selling stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act. We

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have been advised that, in the opinion of the SEC, indemnification of directors, officers or controlling persons for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

The selling stockholders will pay all fees, discounts and brokerage commissions in connection with any sales, including any fees to finders. We will pay all expenses of preparing and reproducing this prospectus, including expenses or compliance with state securities laws and filing fees with the SEC.

Under applicable rules and regulations under Regulation M under the Exchange Act, any person engaged in the distribution of the common stock may not simultaneously engage in market making activities, subject to certain exceptions, with respect to the common stock for a specified period set forth in Regulation M prior to the commencement of such distribution and until its completion. In addition and without limiting the foregoing, the selling stockholders will be subject to the applicable provisions of the Securities Act and the Exchange Act and the rules and regulations thereunder, including, without limitation, Regulation M, which provisions may limit the timing of purchases and sales of shares of the common stock by the selling stockholders. The foregoing may affect the marketability of the common stock offered hereby.

Each selling stockholder may be deemed to be an underwriter as such term is defined in the Securities Act, and any commissions paid or discounts or concessions allowed to any such person and any profits received on resale of the securities offered hereby may be deemed to be underwriting compensation under the Securities Act.

Our common stock is quoted on The Nasdaq National Market under the symbol OMNI.

There can be no assurance that any selling stockholder will sell any or all of the common stock pursuant to this prospectus. In addition, any common stock covered by this prospectus that qualifies for sale pursuant to Rule 144 of the Securities Act may be sold under Rule 144 rather than pursuant to this prospectus.

Description of Capital Stock

Our authorized capital stock consists of 50,000,000 shares of capital stock, of which 45,000,000 shares are common stock, \$0.01 par value, and 5,000,000 shares are preferred stock, no par value. The following statements are brief summaries of our capital stock contained in our Amended and Restated Articles of Incorporation and Bylaws and Louisiana corporate law.

Common Stock

Our authorized common stock consists of 45,000,000 shares, \$0.01 par value, of which 15,227,121 shares were issued and outstanding as of December 9, 2005. The issued and outstanding shares of common stock are, and the shares sold hereunder will be, fully paid and non-assessable. Holders of our common stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders. As of December 8, 2005 there were approximately 6,600 holders of record of our common stock. Among our common stock, each share of our common stock is entitled to equal dividend rights and to equal rights in our assets available for distribution upon liquidation. Our Articles of

Incorporation and Bylaws do not provide for preemptive rights of the holders of our common stock.

Change of control provisions

We are subject to the provisions of Louisiana Business Corporation Law Section 132, which regulates the vote required for business combinations. A corporation may opt out of this provision by including in their original Articles of Incorporation a statement expressly electing not to be governed by this provision. Our Articles of Incorporation provide that we are not governed by Section 132.

In order to proceed with a business combination with an interested stockholder, we must obtain at least eighty percent of the votes entitled to be cast by the outstanding shares of voting stock of the corporation voting as a single group, and two-thirds of the votes entitled to be cast by holders of voting stock, other than voting stock held by the interested stockholder who is, or whose affiliate is, a party to the business combination, or by an affiliate or associate of the interested stockholder, voting together as a single voting group. An interested stockholder is defined as a beneficial owner, directly or indirectly, of 10% or more of the voting power of the outstanding voting stock of the corporation, or as an affiliate of the corporation who at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then outstanding voting stock of the corporation. An affiliate is defined as a person that directly or indirectly through one or more intermediaries controls, is controlled by or is under common control with a specified person.

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Board of Directors vacancies

Our Bylaws authorize the Board of Directors, or the stockholders by vote at a special meeting, to fill vacant directorships. The number of directors constituting the Board of Directors may be set only by resolution of the incumbent directors. The Articles of Incorporation provide that so long as at least 2,000 shares of Series C Preferred Stock remain outstanding, the holders of a majority of the Series C Preferred Stock, voting as a separate class to the exclusion of all other classes of the Company's capital stock, shall be entitled to elect two directors to the Board to serve on the Board until their successors are duly elected by the holders of the Series C Preferred Stock or they are removed from office (with or without cause) by the holders of the Series C Preferred Stock. The Articles of Incorporation also provide that so long as at least 2,000 shares of Series C Preferred Stock remain outstanding, the Company shall not increase the number of persons on the Board of Directors above six (6) without the affirmative vote of the holders of not less than a majority of the shares of Series C Preferred Stock, voting together as a single class. These provisions may deter a stockholder from increasing the size and gaining control of the Board of Directors by filling the resulting vacancies with its own nominees. However, except for our board members appointed by the holders of the Series C Preferred Stock as set forth in the preceding sentence, at any time the holders of two-thirds of our stock, bonds, debentures and other obligations holding voting rights may vote to replace any or all of our board members with or without cause.

Advance notice requirements for director nominations

Our Amended and Restated Articles of Incorporation provide that stockholders seeking to nominate candidates for election as directors at our annual meeting of stockholders must provide timely notice of their intent in writing. To be timely, a stockholder's notice must be delivered to, or mailed and received at, our principal executive offices not less than 45 days nor more than 90 days prior to the date of an annual meeting or, if notice of the annual meeting is given less than 55 days prior to the scheduled date of the annual meeting, no later than the close of the business on the tenth day following the day on which such notice was mailed or the public disclosure providing notice was made. Our Articles of Incorporation also specify certain requirements as to the form and content of a stockholder's notice. These provisions may preclude our stockholders from making nominations for directors at our annual meeting of stockholders.

Authorized but unissued shares

Our authorized but unissued shares of common stock are available for future issuance without stockholder approval and may be utilized for a variety of corporate purposes. The existence of authorized but unissued common stock could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise. If we issue such shares without stockholder approval and in violation of limitations imposed by The Nasdaq National Market or any stock exchange on which our stock may then be trading, our stock could be delisted.

Personal liability of directors and officers

As permitted by Louisiana law, our Amended and Restated Articles of Incorporation contain certain provisions eliminating the personal liability of the directors and officers to us and our stockholders for monetary damages for breaches of their fiduciary duties as directors or officers, except for (i) a breach of a director's or officer's duty of loyalty to us or our stockholders, (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) dividends or stock repurchases or redemptions that are illegal under Louisiana law and (iv) any transaction from which he or she receives an improper personal benefit. In addition, the Amended and Restated Articles of Incorporation provide that if Louisiana law is amended to authorize the further elimination or limitation of the liability of a director or officer, then the liability of the directors or officers shall be eliminated or limited to the fullest extent permitted by Louisiana law, as amended. These

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provisions pertain only to breaches of duty by directors or officers in such capacities and limit liability only for breaches of fiduciary duties under Louisiana corporate law and not for violations of other laws such as the federal securities laws.

Our Bylaws require us to indemnify our directors and officers against certain expenses and costs, fees, judgments, settlements and fines incurred in the defense of any claim to which they were made parties by reason of being or having been directors and officers, subject to certain conditions and limitations. We have been advised that, in the opinion of the SEC, indemnification of directors, officers or controlling persons for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

In addition, each of our directors and executive officers has entered into an indemnity agreement with us, pursuant to which we have agreed under certain circumstances to purchase and maintain directors and officers liability insurance. The agreements also provide that we will indemnify the directors and executive officers against any costs and expenses, judgments, settlements and fines incurred in connection with any claim involving a director or executive officer by reason of

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his position as a director or executive officer that are in excess of the coverage provided by such insurance; provided that the director or executive officer meets certain standards of conduct. Under the indemnity agreements, we are not required to purchase and maintain directors and officers liability insurance if it is not reasonably available or, in the reasonable judgment of the Board of Directors, there is insufficient benefit to us from the insurance.

The Nasdaq National Market

Our common stock is traded on The Nasdaq National Market under the symbol OMNI.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is American Stock Transfer and Trust Company.

Legal Matters

The validity of the shares of our common stock will be passed upon for us by Locke Liddell & Sapp LLP, Houston, Texas.

Experts

The consolidated statements of income, cash flows and changes in Stockholders' equity and comprehensive loss of OMNI Energy Services Corp. and subsidiaries for the years ended December 31, 2000 and December 31, 2001 incorporated by reference in this registration statement, have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their reports with respect thereto, and are incorporated by reference herein. After reasonable efforts, we have not been able to obtain the consent of Arthur Andersen LLP to the incorporation by reference into this registration statement of each respective party's audit report regarding such financial statements. Under these circumstances, Rule 437a under the 1933 Act permits this prospectus to be filed without a written consent from Arthur Andersen LLP. The absence of such written consent from Arthur Andersen LLP may limit a stockholder's ability to assert claims against Arthur Andersen LLP under Section 11(a) of the 1933 Act for any untrue statement of a material fact contained in the financial statements audited by Arthur Andersen LLP or any omissions to state a material fact required to be stated in the financial statements.

The consolidated financial statements of OMNI Energy Services Corp. for the year ended December 31, 2002, appearing in this Prospectus and Registration Statement have been audited by Ernst & Young LLP, Independent Registered Public Accounting Firm, as set forth in their report thereon appearing elsewhere herein, and has been included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

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The consolidated financial statements of OMNI Energy Services Corp. for the year ended December 31, 2003, appearing in this Prospectus and Registration Statement have been audited by Fitts Roberts & Co., P.C., Independent Registered Public Accounting Firm, as set forth in their report thereon appearing elsewhere herein, and has been included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of OMNI Energy Services Corp. for the year ended December 31, 2004, appearing in this Prospectus and Registration Statement have been audited by Pannell Kerr Forster of Texas, P.C., Independent Registered Public Accounting Firm, as set forth in their report thereon appearing herein, and has been included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The financial statements of Trussco, Inc. for the years ended December 31, 2002 and 2003, appearing in this Prospectus and Registration Statement have been audited by Broussard, Poche , Lewis and Breaux, L.L.P., Independent Registered Public Accounting Firm, as set forth in their report thereon appearing herein, and has been included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The financial statements of Trussco Properties, L.L.C. for the years ended December 31, 2002 and 2003, appearing in this Prospectus and Registration Statement have been audited by Broussard, Poche , Lewis and Breaux, L.L.P., Independent Registered Public Accounting Firm, as set forth in their report thereon appearing herein, and has been included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

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Where You Can Find More Information

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. You may read and copy any document we file at the SEC's public reference room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information about the public reference room. Our filings are also available over the Internet at the SEC's website at www.sec.gov. You may also visit the Company's website at www.omnienergy.com for information about the Company and recent events.

This prospectus is part of a registration statement that we have filed with the SEC to register the securities offered by this prospectus. The registration statement contains additional information about us and our securities. You may inspect the registration statement and exhibits at the SEC's public reference room or at the SEC's website.

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring to those documents. The documents we incorporate by reference are considered to be part of this prospectus, and later information that we file with the SEC will automatically update and supersede this incorporated information.

We also disclose information about us through current reports on Form 8-K that are furnished to the SEC to comply with Regulation FD. This information disclosed in these reports is not considered to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, is not subject to the liabilities of that section and is not incorporated by reference herein.

At your request, we will provide you with a free copy of any of these filings (except for exhibits, unless the exhibits are specifically incorporated by reference into the filing). You may request copies by writing or telephoning us at:

OMNI Energy Services Corp.

4500 NE Evangeline Thwy.

Carencro, Louisiana 70520

Attn: G. Darcy Klug

(337) 896-6664

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OMNI ENERGY SERVICES CORP.
CONSOLIDATED BALANCE SHEETS

	December 31, 2004	September 30, 2005
		(unaudited)
	(in thousands, except share amounts)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 1,043	\$ 238
Trade receivables, net	7,824	6,824
Other receivables	62	477
Parts and supplies inventory	2,093	1,583
Prepaid expenses and other current assets	2,943	2,888
Deferred tax asset	1,492	2,000
Assets held for sale	108	108
Assets held for sale of discontinued operations	3,834	11
Current assets of discontinued operations	6,562	787
Total current assets	25,961	14,916
PROPERTY, PLANT AND EQUIPMENT:		
Property, plant and equipment, net	18,965	16,466
Property, plant and equipment of discontinued operations, net	10,839	
Total property, plant and equipment, net	29,804	16,466
OTHER ASSETS:		
Goodwill	2,006	2,711
Customer intangible assets, net	1,620	1,545
Licenses, permits and other intangible assets, net	5,378	4,023
Other assets	907	3,008
Other non-current assets of discontinued operations	237	
Total other assets	10,148	11,287
TOTAL ASSETS	\$ 65,913	\$ 42,669

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OMNI ENERGY SERVICES CORP.
CONSOLIDATED BALANCE SHEETS

	December 31, 2004	September 30, 2005
		(unaudited)
	(in thousands, except share amounts)	
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 7,967	\$ 5,171
Accrued expenses	2,379	1,521
Current maturities of long-term debt	6,095	3,609
Insurance notes payable	2,500	2,049
Line of credit	9,162	2,574
Convertible debentures	11,097	
Current maturities of long-term debt of discontinued operations	5,513	
Current liabilities of discontinued operations	3,384	957
Total current liabilities	48,097	15,881
LONG-TERM LIABILITIES:		
Long-term debt, less current maturities	7,137	15,781
Other long-term liabilities	100	3
Non-current liabilities of discontinued operations, less current maturities	5,715	
Total long-term liabilities	12,952	15,784
Total liabilities	61,049	31,665
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS EQUITY:		
Convertible preferred stock, no par value, 5,000,000 shares authorized; 5,064 and 29 shares issued and outstanding at September 30, 2005 and December 31, 2004, respectively, liquidation preference of \$1,000 per share	29	713
Common stock, \$0.01 par value, 45,000,000 shares authorized; 14,763,642 and 11,679,565 shares issued and 14,582,969 and 11,408,219 shares outstanding at September 30, 2005 and December 31, 2004, respectively	117	148
Treasury stock, 135,673 and 271,346 shares, at cost, at September 30, 2005 and December 31, 2004, respectively	(529)	(264)
Preferred stock dividends declared	2	99
Additional paid-in capital	65,448	75,668
Accumulated deficit	(60,203)	(65,360)
Total stockholders equity	4,864	11,004
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	\$ 65,913	\$ 42,669

The accompanying notes are an integral part of these consolidated financial statements.

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OMNI ENERGY SERVICES CORP.

CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2004	2005	2004	2005
	(in thousands, except per share amounts)			
Operating revenue	\$ 11,276	\$ 9,623	\$ 27,931	\$ 32,201
Operating expenses:				
Direct costs	7,854	6,510	20,627	20,794
Depreciation and amortization	1,267	1,130	2,962	3,618
General and administrative expenses	2,811	2,050	6,571	6,059
Total operating expenses	11,932	9,690	30,160	30,471
Operating income (loss)	(656)	(67)	(2,229)	1,730
Interest expense	701	688	1,470	1,966
(Gain) loss on debt extinguishment	81	(273)	81	(758)
Other (income) expense, net	14	(112)	162	(141)
Income (loss) from continuing operations before income taxes	(1,452)	(370)	(3,942)	663
Income tax benefit		508		508
Income (loss) from continuing operations	(1,452)	138	(3,942)	1,171
Loss from discontinued operations, net of taxes	(2,016)	(411)	(323)	(3,273)
Loss on disposal of discontinued operations assets, net of taxes				(2,271)
Net loss	(3,468)	(273)	(4,265)	(4,373)
Dividends on preferred stock		(78)	(490)	(132)
Non-cash charge attributable to beneficial conversion feature of preferred stock		(2)		(652)
Net loss available to common stockholders	\$ (3,468)	\$ (353)	\$ (4,755)	\$ (5,157)
Basic loss per share:				
Income (loss) from continuing operations	\$ (0.13)	\$ 0.00	\$ (0.41)	\$ 0.03
Loss from discontinued operations	(0.18)	(0.03)	(0.03)	(0.26)
Loss on disposal of discontinued operations assets				(0.18)
Net loss available to common stockholders	\$ (0.31)	\$ (0.03)	\$ (0.44)	\$ (0.41)
Diluted loss per share:				
Income (loss) from continuing operations	\$ (0.13)	\$ 0.00	\$ (0.41)	\$ 0.03
Loss from discontinued operations	(0.18)	(0.02)	(0.03)	(0.25)
Loss on disposal of discontinued operations assets				(0.18)

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Net loss available to common stockholders	\$ (0.31)	\$ (0.02)	\$ (0.44)	\$ (0.40)
Weighted average common shares outstanding:				
Basic	11,160	14,078	10,723	12,676
Diluted	11,160	15,112	10,723	12,816

The accompanying notes are an integral part of these consolidated financial statements.

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OMNI ENERGY SERVICES CORP.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2005
(unaudited)
(in thousands, except share amounts)

	Preferred Stock		Common Stock		Treasury Stock Amount
	Shares	Amount	Shares	Amount	
BALANCE, December 31, 2004	29	\$ 29	11,679,565	\$ 117	\$ (529)
Issuance of preferred stock and warrants, net of offering costs	5,000	649			
Stock based compensation			30,000		
Stock options exercised			59,077	1	
Common stock issued in payment of debt			995,000	10	
Common stock issued in payment of debentures			2,000,000	20	
Treasury stock issued as compensation					265
Preferred stock dividends	35	35			
Beneficial conversion feature associated with preferred stock					
Net loss					
BALANCE, September 30, 2005	5,064	\$ 713	14,763,642	\$ 148	\$ (264)

	Preferred Stock Dividend Declared	Additional Paid-In Capital	Accumulated Deficit	Total
	BALANCE, December 31, 2004	\$ 2	\$ 65,448	\$ (60,203)
Issuance of preferred stock and warrants, net of offering costs		4,029		4,678
Stock based compensation		9		9
Stock options exercised		526		527
Common stock issued in payment of debt		2,089		2,099
Common stock issued in payment of debentures		3,180		3,200
Treasury stock issued as compensation		(265)		
Preferred stock dividends	97		(132)	
Beneficial conversion feature associated with preferred stock		652	(652)	
Net loss			(4,373)	(4,373)
BALANCE, September 30, 2005	\$ 99	\$ 75,668	\$ (65,360)	\$ 11,004

The accompanying notes are an integral part of these consolidated financial statements.

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OMNI ENERGY SERVICES CORP.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

	Nine Months Ended September 30,	
	2004	2005
	(in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Income (loss) from continuing operations	\$ (3,942)	\$ 1,171
Loss from discontinued operations	(323)	(5,544)
Net loss	(4,265)	(4,373)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	4,183	4,145
Provision for doubtful accounts		231
Accretion of convertible debenture discount	588	
Stock based compensation	900	9
Loss on debt extinguishment		(24)
Writedown of inventory included in discontinued operations	752	
Loss on disposal of Aviation Transportation Services segment		2,271
Impairment of property, plant and equipment		505
Amortization of deferred loan cost		372
Gain on sale of property, plant and equipment	(109)	(243)
Changes in operating assets and liabilities:		
Trade receivables	(1,418)	3,858
Other receivables		13
Parts and supplies inventory	(747)	311
Prepaid expenses and other current assets	171	3,024
Other assets	(564)	(187)
Accounts payable and accrued expenses	3,584	(5,903)
Other long-term liabilities	(149)	(97)
Net cash provided by operating activities	2,926	3,912
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisitions, net of cash received	(7,502)	
Purchase of property, plant and equipment	(4,469)	(565)
Proceeds from disposal of property, plant and equipment	2,136	248
Proceeds from disposal of discontinued operations assets		10,884
Proceeds from disposal of assets held for sale		635
Net cash provided by (used in) investing activities	(9,835)	11,202
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the issuance of preferred stock and warrants, net of offering costs		4,678
Proceeds from the issuance of convertible debentures	14,158	

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Payment of convertible debentures	(2,634)	(3,404)
Redemption of preferred stock	(12,071)	
Payment of preferred stock dividends	(972)	
Proceeds from exercises of options and warrants	3,927	98
Proceeds from the issuance of long-term debt	4,709	26,956
Principal payments on long-term debt	(5,378)	(34,164)
Deferred loan costs		(3,495)
Borrowings (payments) on line of credit, net	5,287	(6,588)
	<u> </u>	<u> </u>
Net cash provided by (used in) financing activities	7,026	(15,919)