

Complete Production Services, Inc.

Form 10-K

February 27, 2009

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

Form 10-K

(MARK ONE)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission File No. 1-32858

Complete Production Services, Inc.
(Exact name of registrant as specified in its charter)

Delaware
*(State or Other Jurisdiction of
Incorporation or Organization)*

72-1503959
*(I.R.S. Employer
Identification No.)*

11700 Katy Freeway, Suite 300
Houston, Texas
(Address of principal executive offices)

77079
(Zip Code)

Registrant's telephone number, including area code: (281) 372-2300

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common stock, \$0.01 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2008, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$1,997,979,057 based upon the price at which our common stock was last sold on that date.

Number of shares of the Common Stock of the registrant outstanding as of February 20, 2009: 76,867,674

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement to be furnished to the stockholders in connection with its 2009 Annual Meeting of Stockholders are incorporated by reference in Part III, Items 10-14 of this Annual Report on Form 10-K

Complete Production Services, Inc.

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PART I

Unless otherwise indicated, all references to we, us, our, our company, or Complete include Complete Production Services, Inc. and its consolidated subsidiaries.

Item 1. Business

Our Company

Complete Production Services, Inc., formerly named Integrated Production Services, Inc., is a Delaware corporation formed on May 22, 2001. We provide specialized services and products focused on helping oil and gas companies develop hydrocarbon reserves, reduce costs and enhance production. We focus on basins within North America that we believe have attractive long-term potential for growth, and we deliver targeted, value-added services and products required by our customers within each specific basin. We believe our range of services and products positions us to meet many needs of our customers at the wellsite, from drilling and completion through production and eventual abandonment. We seek to differentiate ourselves from our competitors through our local leadership, our basin-level expertise and the innovative application of proprietary and other technologies. We deliver solutions to our customers that we believe lower their costs and increase their production in a safe and environmentally friendly manner. Virtually all our operations are located in basins within North America, where we manage our operations from regional field service facilities located throughout the U.S. Rocky Mountain region, Texas, Oklahoma, Louisiana, Arkansas, Pennsylvania, western Canada and Mexico. We also have operations in Southeast Asia.

The Combination

Prior to 2001, SCF Partners, a private equity firm that focuses on investments in the oilfield services segment of the energy industry, began to target investment opportunities in service oriented companies in the North American natural gas market with specific focus on the completion and production phase of the exploration and production cycle. On May 22, 2001, SCF Partners through a limited partnership, SCF-IV, L.P. (SCF), formed Saber, a new company, in connection with its acquisition of two companies primarily focused on completion and production related services in Louisiana. In July 2002, SCF became the controlling stockholder of Integrated Production Services, Ltd., a production enhancement company that, at the time, focused its operation in Canada. In September 2002, Saber acquired this company and changed its name to Integrated Production Services, Inc. (IPS). Subsequently, IPS began to grow organically and through several acquisitions, with the ultimate objective of creating a technical leader in the enhancement of natural gas production. In November 2003, SCF formed another production services company, Complete Energy Services, Inc. (CES), establishing a platform from which to grow in the Barnett Shale region of north Texas. Subsequently, through organic growth and several acquisitions, CES extended its presence to the U.S. Rocky Mountain and the Mid-continent regions. In the summer of 2004, SCF formed I.E. Miller Services, Inc. (IEM), which at the time had a presence in Louisiana and Texas. During 2004, IPS and IEM independently began to execute strategic initiatives to establish a presence in both the Barnett Shale and U.S. Rocky Mountain regions.

On September 12, 2005, IPS, CES and IEM were combined and became Complete Production Services, Inc. in a transaction we refer to as the Combination. In the Combination, IPS served as the acquirer. Immediately after the Combination, SCF held approximately 70% of our outstanding common stock, the former CES stockholders (other than SCF) in the aggregate held approximately 18.8% of our outstanding common stock, the former IEM stockholders (other than SCF) in the aggregate held approximately 2.4% of our outstanding common stock and the former IPS stockholders (other than SCF) in the aggregate held approximately 8.4% of our outstanding common stock.

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On April 20, 2006, we entered into an underwriting agreement in connection with our initial public offering and became subject to the reporting requirements of the Securities Exchange Act of 1934. On April 21, 2006, our common stock began trading on the New York Stock Exchange under the symbol CPX. On April 26, 2006, we completed our initial public offering.

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Our Operating Segments

Our business is comprised of three segments:

Completion and Production Services. Through our completion and production services segment, we establish, maintain and enhance the flow of oil and gas throughout the life of a well. This segment is divided into the following primary service lines:

Intervention Services. Well intervention requires the use of specialized equipment to perform an array of wellbore services. Our fleet of intervention service equipment includes coiled tubing units, pressure pumping units, nitrogen units, well service rigs, snubbing units and a variety of support equipment. Our intervention services provide customers with innovative solutions to increase production of oil and gas.

Downhole and Wellsite Services. Our downhole and wellsite services include electric-line, slickline, production optimization, production testing, rental and fishing services. We also offer several proprietary services and products that we believe create significant value for our customers.

Fluid Handling. We provide a variety of services to help our customers obtain, move, store and dispose of fluids that are involved in the development and production of their reservoirs. Through our fleet of specialized trucks, frac tanks and other assets, we provide fluid transportation, heating, pumping and disposal services for our customers.

Drilling Services. Through our drilling services segment, we provide services and equipment that initiate or stimulate oil and gas production by providing land drilling, specialized rig logistics and site preparation throughout our service area. Our drilling rigs operate primarily in and around the Barnett Shale region of north Texas.

Product Sales. We provide oilfield service equipment and refurbishment of used equipment through our Southeast Asian business, and we provide repair work and fabrication services for our customers at a location in Gainesville, Texas.

Our Industry

Our business depends on the level of exploration, development and production expenditures made by our customers. These expenditures are driven by the current and expected future prices for oil and gas, and the perceived stability and sustainability of those prices. Our business is primarily driven by natural gas drilling activity in North America. While demand for natural gas has recently declined, we believe that the long-term demand for natural gas in North America will be high and that supply may be constrained as natural gas basins become more mature and experience declines.

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As illustrated in the table below, natural gas and oil commodity prices had risen in recent years but began to decline in late 2008 and are expected to remain relatively low for 2009. The WTI Cushing spot price of a barrel of crude oil reached an all-time high of \$145.31 per barrel in July 2008 and then dropped sharply by the end of the year, falling as low as \$30.28 per barrel on December 23, 2008. The number of drilling rigs under contract in the United States and Canada and the number of well service rigs have increased over the three-year period ended December 31, 2008, according to Baker Hughes Incorporated (BHI) and the Weatherford/AESC Service Rig Count for Active Rigs. However, the rig counts also decreased sharply in late 2008 and thus far in 2009. The table below sets forth average daily closing prices for the WTI Cushing spot oil price and the average daily closing prices for the Henry Hub price for natural gas since 1999:

Period	Average Daily Closing Henry Hub Spot Natural Gas Prices (\$/mcf)	Average Daily Closing WTI Cushing Spot Oil Price (\$/bbl)
1/1/99 12/31/99	\$ 2.27	\$ 19.30
1/1/00 12/31/00	4.31	30.37
1/1/01 12/31/01	3.99	25.96
1/1/02 12/31/02	3.37	26.17
1/1/03 12/31/03	5.49	31.06
1/1/04 12/31/04	5.90	41.51
1/1/05 12/31/05	8.89	56.56
1/1/06 12/31/06	6.73	66.09
1/1/07 12/31/07	6.97	72.23
1/1/08 12/31/08	8.89	99.92

Source: Bloomberg NYMEX prices.

The closing spot price of a barrel of WTI Cushing oil at December 31, 2008 was \$44.60, and the closing spot price for Henry Hub natural gas (\$/mcf) was \$5.63.

Long-term trends which we believe will affect our industry include:

Trend toward drilling and developing unconventional North American natural gas resources. Due to the maturity of conventional North American oil and gas reservoirs and their accelerating production decline rates, unconventional resources will comprise an increasing proportion of future North American oil and gas production. Unconventional resources include tight sands, shales and coalbed methane. These resources are more service-intensive and may require more wells to be drilled and maintained on tighter acreage spacing. The appropriate technology to recover unconventional gas resources varies from region to region; therefore, knowledge of local conditions and operating procedures, and selection of the right technologies is key to providing customers with appropriate solutions.

The advent of the resource play. A resource play is a term used to describe an accumulation of hydrocarbons known to exist over a large area which, when compared to a conventional play, has lower commercial development risks and a higher average decline rate. Once identified, resource plays have the potential to make a material impact because of their size and long reserve life. The application of appropriate technology and program execution are important to

obtain value from resource plays. Resource play developments occur over long periods of time, well by well, in large-scale developments that repeat common tasks in an assembly-line fashion and capture economies of scale to drive down costs.

Complex technologies and equipment. The development of unconventional oil and gas resources are driving the need for complex, new technologies and equipment to help increase recovery rates, lower production costs and accelerate field development.

Natural gas is generally placed into storage during the warmer months of the year and withdrawn during colder months. The amount of natural gas in storage can impact current natural gas prices and prices quoted on futures exchanges. Although economic conditions may reduce demand for natural gas near-term, we believe the long-term fundamentals for our industry are positive. Additionally, natural gas prices can be impacted by the ability to move

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gas from producing areas to consuming areas of North America from time to time. For example, due to the significant level of natural gas drilling in western Colorado and southwest Wyoming, pipeline capacity became constrained in late 2006 and continued into 2007, contributing to a short-term decline in natural gas prices in these areas until additional pipeline capacity was added. Fluctuations in commodity prices and availability of gas supply through pipeline capacity can impact the level of drilling activity by our customers as they adjust investment levels commensurate with their revenues.

Our Business Strategy

Our goal is to build the leading oilfield services company focused on the completion and production phases in the life of an oil and gas well. We intend to capitalize on the emerging trends in the North American marketplace through the execution of a growth strategy that consists of the following components:

Focus on execution and performance. We have established and intend to develop further a culture of performance and accountability. Senior management spends a significant portion of its time ensuring that our customers receive the highest quality of service by focusing on the following:

clear business direction;

thorough planning process;

clearly defined targets and accountabilities;

close performance monitoring;

safety objectives;

performance incentives for management and employees; and

effective communication.

Expand and capitalize on local leadership and basin-level expertise. A key component of our strategy is to build upon our base of strong local leadership and basin-level expertise. We have a significant presence in most of the key onshore continental U.S. and Canadian gas resource plays we believe have the potential for long-term growth. Our position in these basins capitalizes on our local leadership that has accumulated a valuable knowledge base and strong customer relationships. We intend to leverage our existing market presence, expertise and customer relationships to expand our business within these gas resource plays. We also intend to replicate this approach in new regions by building and acquiring new businesses that have strong regional management with extensive local knowledge.

Develop and deploy technical and operational solutions. We are focused on developing and deploying technical services, equipment and expertise that lower our customers' costs.

Capitalize on organic and acquisition-related growth opportunities. We believe there are numerous opportunities to sell new services and products to customers in our current geographic areas and to sell our current services and products to customers in new geographic areas. We have a proven track record of organic growth and successful acquisitions, and we intend to continue using capital investments and acquisitions to strategically expand our business over the long-term. Near-term, we will significantly reduce our capital expenditures and do not anticipate completing cash acquisitions until market conditions stabilize.

Our Competitive Strengths

We believe that we are well positioned to execute our strategy and capitalize on opportunities in the North American oil and gas market based on the following competitive strengths:

Strong local leadership and basin-level expertise. We operate our business with a focus on each regional basin complemented by our local reputations. We believe our local and regional businesses, some of which have been operating for more than 50 years, provide us with a significant advantage over many of our competitors. Our managers, sales engineers and field operators have extensive expertise in their local geological basins and understand the regional challenges our customers face. We have long-term relationships

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with many customers, and most of the services and products we offer are sold or contracted at a local level, allowing our operations personnel to bring their expertise to bear while selling services and products to our customers. We strive to leverage this basin-level expertise to establish ourselves as the preferred provider of our services in the basins in which we operate.

Significant presence in major North American basins. We operate in major oil and gas producing regions of the U.S. Rocky Mountains, Texas, Louisiana, Arkansas, Pennsylvania, Oklahoma, western Canada and Mexico, with concentrations in key resource play and unconventional basins. Resource plays are expected to continue to increase in importance in future North American oil and gas production as more conventional resources enter later stages of the exploration and development cycle. We believe we have an excellent position in highly active markets such as the Haynesville Shale area of Arkansas and northern Louisiana, the Marcellus Shale area of Pennsylvania, the Barnett Shale region of north Texas, the Fayetteville Shale in Arkansas and the Woodford Shale area in Oklahoma, for example. Each of these markets is among the most active areas for exploration and development of onshore oil and gas. Accelerating production and driving down development and production costs are key goals for oil and gas operators in these areas, resulting in higher demand for our services and products. In addition, our presence in these regions allows us to build solid customer relationships and take advantage of cross-selling opportunities.

Focus on complementary production and field development services. Our breadth of service and product offerings positions us well relative to our competitors. Our services encompass the entire lifecycle of a well from drilling and completion, through production and eventual abandonment. We deliver complementary services and products, which we may provide in tandem or sequentially over the life of the well. This suite of services and products gives us the opportunity to cross-sell to our customer base and throughout our geographic regions. Leveraging our local leadership and basin-level expertise, we are able to offer expanded services and products to existing customers or current services and products to new customers.

Innovative approach to technical and operational solutions. We develop and deploy services and products that enable our customers to increase production rates, stem production declines and reduce the costs of drilling, completion and production. The significant expertise we have developed in our areas of operation offers our customers customized operational solutions to meet their particular needs. Our ability to develop these technical and operational solutions is possible due to our understanding of applicable technology, our basin-level expertise and our close local relationships with customers.

Modern and active asset base. We have a modern and well-maintained fleet of coiled tubing units, pressure pumping equipment, wireline units, well service rigs, snubbing units, fluid transports, frac tanks and other specialized equipment. We believe our ongoing investment in our equipment allows us to better serve the diverse and increasingly challenging needs of our customer base. New equipment is generally less costly to maintain and operate on an annual basis and is more efficient for our customers. Modern equipment reduces the downtime and associated costs and expenditures and enables the increased utilization of our assets. We believe our future expenditures will be used to capitalize on growth opportunities within the areas we currently operate and to build out new platforms obtained through targeted acquisitions.

Experienced management team with proven track record. Each member of our operating management team has extensive experience in the oilfield services industry. We believe that their considerable knowledge of and experience in our industry enhances our ability to operate effectively throughout industry cycles. Our management also has substantial experience in identifying, completing and integrating acquisitions. In addition, our management supports local leadership by developing corporate strategy, implementing corporate governance procedures and overseeing a company-wide safety program.

Overview of Our Segments

We manage our business through three segments: completion and production services, drilling services and product sales. Within each of these segments, we perform services and deliver products, as detailed in the table below. We constantly monitor the North American market for opportunities to expand our business by building our presence in existing regions and expanding our services and products into attractive, new regions.

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See Note 15 of the notes to the consolidated financial statements included elsewhere in this Annual Report for financial information about our operating segments and about geographic areas.

Product/Service Offering	North Gulf			Central				Western				
	Louisiana		Coast/	& Eastern		DJ	Western	North		Canadian		
	North	South	East	South	Western	&	Basin	Slope	Rock	Sedimentary	Appalachia	
	Texas	Texas	Texas	Louisiana	Oklahoma	Arkansas	(CO)	UT	Wyoming	ND)	Basin	Mexico (PA)
Completion and Production Services:												
Coiled Tubing	ü	ü	ü	ü	ü	ü			ü	ü		ü
Pressure Pumping	ü								ü			ü
Well Servicing	ü	ü	ü		ü	ü	ü	ü	ü			
Snubbing	ü	ü							ü	ü		
Electric-line	ü			ü	ü	ü	ü		ü		ü	ü
Slickline		ü	ü								ü	ü
Production Optimization	ü	ü	ü		ü	ü		ü	ü		ü	
Production Testing							ü	ü	ü		ü	ü
Rental Equipment	ü		ü		ü	ü	ü	ü	ü	ü		
Pressure Testing								ü	ü			ü
Fluid Handling	ü	ü	ü		ü	ü	ü	ü		ü		
Drilling Services:												
Contract Drilling	ü											
Drilling Logistics	ü	ü	ü	ü	ü	ü		ü		ü		
Product Sales:												
Fabrication and repair	ü											

ü denotes a service or product currently offered by us in this area.

Completion and Production Services (84% of Revenue for the Year Ended December 31, 2008)

Through our completion and production services segment, we establish, maintain and enhance the flow of oil and gas throughout the life of a well. This segment is divided into intervention services, downhole and wellsite services and fluid handling.

Intervention Services

We use our intervention assets, which include coiled tubing units, pressure pumping equipment, nitrogen units, well service rigs and snubbing units to perform three major types of services for our customers:

Completion Services. As newly drilled oil and gas wells are prepared for production, our operations may include selectively perforating the well casing to access producing zones, stimulating and testing these zones and installing downhole equipment. We provide intervention services and products to assist in the performance

of these services. The completion process typically lasts from a few days to several weeks, depending on the nature and type of the completion. Oil and gas producers use our intervention services to complete their wells because we have good equipment, well trained employees, the experience necessary to perform such services and a strong record for safety and reliability.

Workover Services. Producing oil and gas wells occasionally require major repairs or modifications, called workovers. These services include extensions of existing wells to drain new formations either through deepening wellbores to new zones or by drilling horizontal lateral wellbores to improve reservoir drainage patterns. In less extensive workovers, we provide services and products to seal off depleted zones in existing wellbores and access previously bypassed productive zones. Other workover services which we provide include: major subsurface repairs, such as casing repair or replacement; recovery of tubing and removal of foreign objects in the wellbore; repairing downhole equipment failures; plugging back the bottom of a well to reduce the amount of water being produced; cleaning out and recompleting a well if production has declined; and repairing leaks in the tubing and casing.

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Maintenance Services. Maintenance services are required throughout the life of most producing oil and gas wells to ensure efficient and continuous operation. We provide services that include mechanical repairs necessary to maintain production from the well, such as repairing inoperable pumping equipment or replacing defective tubing, and removing debris from the well. Other services include pulling rods, tubing, pumps and other downhole equipment out of the wellbore to identify and repair a production problem.

The key intervention assets we use to perform the above services are as follows:

Coiled Tubing Units and Nitrogen Units

We are one of the leading providers of coiled tubing services in North America. We operate a fleet of coiled tubing units, as well as nitrogen units. We use these assets to perform a variety of wellbore applications, including foam washing, acidizing, displacing, cementing, gravel packing, plug drilling, fishing and jetting. Coiled tubing is a key segment of the well service industry today, which allows operators to continue production during service operations without shutting in the well, thereby reducing the risk of formation damage. The growth in deep well and horizontal drilling has increased the market for coiled tubing. We provide coiled tubing services primarily in Oklahoma, Texas, Louisiana, Arkansas, Pennsylvania, Wyoming, North Dakota, Mexico and offshore in the Gulf of Mexico.

Pressure Pumping Services

We operate fleets of pressure pumping equipment in the Barnett Shale of north Texas, in the Bakken Shale of North Dakota and in the Marcellus Shale of Pennsylvania through which we provide stimulation and cementing services principally to natural gas drilling and producing companies.

Stimulation services primarily consist of hydraulic fracturing of hydrocarbon bearing formations which lack permeability to permit the natural flow. The fracturing process consists of pumping fluids into a well at pressures that are sufficient enough to fracture the formation. Materials such as sand and synthetic proppants are pumped into the fracture to prop open the fracture, permitting the hydrocarbons in the formation to flow into the wellbore and ultimately to the surface. Various pieces of specialized equipment are used in the process, including a blender, which is used to blend the proppant into the fluid, multiple high pressure pumping units capable of pumping significant volumes at high pressures, and real-time monitoring equipment where the progress of the process is controlled. Our fracturing units are capable of pumping slurries at pressures up to 10,000 pounds per square inch.

Cementing services consist of blending special cement with water and various solid and liquid additives to form a cement slurry that can be pumped into a well between the casing and the wellbore. Cementing services are principally performed in connection with primary cementing, where the casing used to line a wellbore after a well has been drilled is cemented into place. The purpose of primary cementing is to isolate fluids behind the casing between productive formations and non-productive formations that could damage the productivity of the well or damage the quality of freshwater aquifers, seal the casing from corrosive formation fluids, and to provide structural support for the casing string.

Well Service Rigs

We own and operate a large fleet of well service rigs, of which a significant number were either recently constructed or have been rebuilt over the past six years. We believe we have a leading market position in the Barnett Shale region of north Texas and in some of the most active basins of the U.S. Rocky Mountain region. We also operate swabbing units, some of which are highly customized hydraulic units which we use to diagnose and remediate gas well production problems. We provide well service rig operations in Wyoming, Colorado, Utah, Montana, North Dakota,

Louisiana, Oklahoma and Texas. These rigs are used to perform a variety of completion, workover and maintenance services, such as installations, completions, assisting with perforating, removing defective equipment and sidetracking wells.

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Snubbing Units

We operate a fleet of snubbing units, several of which are rig assist units. Snubbing services use specialized hydraulic well service units that permit an operator to repair damaged casing, production tubing and downhole production equipment in high-pressure, live-well environments. A snubbing unit makes it possible to remove and replace downhole equipment while maintaining pressure in the well. Applications for snubbing units include live-well completions and workovers, underground blowout control, underbalanced completions, underbalanced drilling and the snubbing of tubing, casing or drillpipe into or out of the wellbore. Our snubbing units operate primarily in Texas and Wyoming.

Downhole and Wellsite Services

We provide an array of complementary downhole and wellsite services that we classify into four groups: wireline services; production optimization services; production testing services; and rental, fishing and pressure testing services.

Wireline Services. We own and operate a fleet of wireline units in North America and provide both electric-line and slickline services. Truck and skid mounted wireline services are used to evaluate downhole well conditions, to initiate production from a formation by perforating a well's casing, and to provide mechanical services such as setting equipment in the well, or fishing lost equipment out of a well. We provide wireline services in the western Canadian Sedimentary Basin, Colorado, North Dakota, Pennsylvania, Oklahoma, Texas, Louisiana and offshore in the Gulf of Mexico.

With our fleet of wireline equipment we provide the following services:

Electric-Line Services:

Perforating Services. Perforating involves positioning a perforating gun that contains explosive jet charges down the wellbore next to a productive zone. A detonator is fired and primer cord is ignited, which then detonates the jet charges. The resulting explosion burns a hole through the wellbore casing and cement and into the formation, thus allowing the formation fluid to flow into the wellbore and be produced to the surface. The perforating gun may be deployed in a number of ways. The gun can be conveyed by a conventional wireline cable if the wellbore geometry allows, it may be conveyed on coiled tubing, it may be conveyed on conventional tubing or the gun may be pumped-down to the correct depth in the wellbore.

Logging Services. Logging requires the use of a single or multi-conductor, braided steel cable (electric-line), mounted on a hydraulically operated drum, and a specialized logging truck. Electronic instruments are attached to the end of the cable and lowered to the bottom of the well and the line is slowly pulled out of the well, transmitting wellbore data up the cable to the surface where the information is processed by a surface computer system and displayed on a graph in a logging format. This information is used by customers to analyze different downhole formation structures, to detect the presence of oil, gas and water and to check the integrity of the casing or the cement behind the pipe. Logs are also run to detect gas or fluid migration between zones or to the surface.

Slickline Services. Slickline services are used primarily for well maintenance. The line used for this application is generally a small single steel line. Typical applications of this service would include bottom hole pressure surveys, running temperature gradients, setting tubing plugs, opening and closing sliding sleeves, fishing operations, plunger lift installations, gas lift installations and other maintenance services that a well might require during its lifecycle.

Production Optimization Services. Our production optimization services provide customers with technical solutions to stem declining production that results from liquid loading, reduced bottom-hole pressures or improper wellsite designs. We assist in identifying candidates, designing solutions, executing on-site and following up to ensure continued performance. We have developed proprietary technologies that allow us to enhance recovery for our customers and provide on-going service. Specific services we provide include:

Plunger Lift Services and Products. We provide plunger lift candidate selection, installation and maintenance services which may incorporate the use of our patented Pacemaker Plunger Lift System.

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Plunger lift systems facilitate the removal of fluids that restrict the production of natural gas wells. Removing fluids that accumulate in wells increases production and in many cases slows decline rates. The proprietary design of our Pacemaker Plunger Lift System incorporates a large bypass area which allows it to make more trips per day and remove more wellbore fluids, versus other plunger lift designs, in wells with certain characteristics.

Acoustic Pressure Surveys. We provide acoustic pressure surveys, an analytical technique that assists our customers in determining static reservoir pressure and the existence of near wellbore formation damage.

Dynamometer Analysis. Our dynamometer analysis services include the analysis of reciprocating rod pumping systems (pumpjacks) to determine pump performance and provide our customers with critical information for well performance used to optimize the production and recovery of oil and gas.

Fluid Level Analysis. We provide fluid level analysis services which record an acoustic pulse as it travels down the wellbore in order to determine the fluid depth.

We offer production optimization services to customers across the United States and in Canada. We provide production optimization services in Canada through our subsidiary, Premier Production Services Ltd.

Production Testing Services. Production testing is a service required by exploration and production companies to evaluate and clean out new and existing wells. We use a proprietary technology and service approach and are a leading independent provider in North America. We provide production testing services throughout the western Canadian Sedimentary Basin and also provide production testing services in Wyoming, Utah, Colorado, Texas and Mexico.

Production testing has the following primary applications:

Well clean-ups or flowbacks are done shortly after completing or stimulating a well and are designed to remove damaging drilling fluids, completion fluids, sand and other debris. This clean-up prevents damage to the permanent production facilities and flowlines, thereby improving production. Our clean-up offering includes our Green Flowback services, which permit the flow of gas to our customers while performing drill-outs and flowback operations, increasing production, accelerating time to production and eliminating the need to flare gas;

Exploration well testing measures how a reservoir performs under various flow conditions. These measurements allow reservoir and production engineers and geologists to understand a well's or reservoir's production capability. Exploration testing jobs can last from a few days to several months; and

In-line production testing measures a well's flow rates, oil, gas and water composition, pressure and temperature. These measurements are used by engineers to identify and solve well and reservoir problems. In-line production testing is performed after a well has been completed and is already producing. In-line tests can run from several hours to more than several months.

Rental Equipment, Fishing and Pressure Testing Services. Oil and gas producers and drilling contractors often need specialized tools, drillpipe, pressure testing equipment and other equipment and need qualified personnel to operate this equipment. In response to this need, we provide the following services and products:

Rental Equipment and Services. We rent specialized tools, equipment and tubular goods for the drilling, completion and workover of oil and gas wells. Items rented include pressure control equipment, drill string

equipment, pipe handling equipment, fishing and downhole tools, and other equipment, including stabilizers, power swivels and bottom-hole assemblies.

Fishing Services. We provide highly skilled downhole services, including fishing, milling and cutting services, which consist of removing or otherwise eliminating fish or junk (a piece of equipment, a tool, a part of the drill string or debris) in a well that is causing an obstruction. We also install whipstocks to sidetrack wells, provide plugging and abandonment services, pipe recovery and wireline recovery services, foam services and casing patch installation.

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Pressure Testing Services. We provide specialized pressure testing services which involve the use of truck mounted equipment designed to carry small fluid volumes with high pressure pumps and hydraulic torque equipment. This equipment is primarily used to perform pressure tests on flow line, pressure vessels, lubricators, well heads and casings and tubing strings. The units are also used to assemble and disassemble blowout preventors (BOPs) for the drilling and work over sector. We have developed specialized, multi-service pressure testing units that enable one or two employees to complete multiple services simultaneously. We have multi-service pressure testing units that we operate in Colorado, Utah, Wyoming and Mexico.

Fluid Handling

Oil and gas operations use and produce significant quantities of fluids. We provide a variety of services to assist our customers to obtain, move, store and dispose of fluids that are involved in the development and production of their reservoirs. We provide fluid handling services in Texas, Oklahoma, Louisiana, Colorado, Wyoming, Arkansas, North Dakota and Montana.

Fluid Transportation. We operate specialized transport trucks to deliver, transport and dispose of fluids safely and efficiently. We transport fresh water, completion fluids, produced water, drilling mud and other fluids to and from our customers' wellsites. Our assets include U.S. Department of Transportation certified equipment for transportation of hazardous waste.

Frac Tank Rental. We operate a fleet of frac tanks that are often used during hydraulic fracturing operations. We use our fleet of fluid transport assets to fill and empty these tanks and we deliver and remove these tanks from the wellsite with our fleet of winch trucks.

Fluid Disposal. We own salt water disposal wells in Oklahoma, Texas and Arkansas and one produced water evaporation facility in Wyoming. These facilities are used to dispose of water from fracturing operations and from fluids produced during the routine production of oil and gas. In addition, we operated two mud disposal facilities that are used to store and ultimately dispose of drilling mud.

Other Services. We own and operate a fleet of hot oilers and superheaters, which are assets capable of heating high volumes of fluids. We also sell fluids used during well completions, such as fresh water and potassium chloride, and drilling mud, which we move to our customers' wellsites using our fluid transportation services.

Drilling Services (13% of Revenue for the Year Ended December 31, 2008)

Through our drilling services segment, we deliver services that initiate or stimulate oil and gas production by providing land drilling, specialized rig logistics and site preparation. Our drilling rigs currently operate in and around the Barnett Shale region of north Texas.

Contract Drilling

We provide contract drilling services to major oil companies and independent oil and gas producers in north Texas. Contract drilling services are primarily provided under a standard day rate, and, to a lesser extent, footage or turnkey contracts. Drilling rigs vary in size and capability and may include specialized equipment. The majority of our drilling rig fleet is equipped with mechanical power systems and have depth ratings ranging from approximately 8,000 to 15,000 feet. We placed into service several land drilling rigs during 2006 and invested in two drilling rigs in 2007 and an additional two drilling rigs in 2008.

Drilling Logistics

We provide a variety of drilling logistic services as follows:

Drilling Rig Moving. Through our owned and operated fleet of specialized trucks, we provide drilling rig mobilization services primarily in Louisiana, Texas, North Dakota and Arkansas. Our capabilities allow us to move the largest rigs in the United States. Our operations are strategically located in regions where

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approximately 50% of the land drilling rigs in the United States are located. We believe our highly skilled personnel position us as one of the leading rig moving companies in the industry.

Wellsite Preparation and Remediation. We provide equipment and services to build and reclaim drilling wellsites before and after the drilling operations take place. We build roads, dig pits, clear land, move earth and provide a host of construction services to drilling contractors and to oil and gas producers. Our wellsite preparation and remediation services are in Colorado and Wyoming.

Product Sales (3% of Revenue for the Year Ended December 31, 2008)

Through our product sales segment, we provide a variety of equipment used by oil and gas companies throughout the lifecycle of their wells. We sell oilfield service equipment and refurbish used equipment through our Southeast Asian business and a fabrication shop in north Texas.

Overseas Operations

We operate an oilfield sales service and rental business based in Singapore. This business sells new and reconditioned equipment used in the construction and upgrade of offshore drilling rigs; rents mud coolers, tubular handling equipment, BOPs and other service tools; and provides machining and repair services.

Sales and Marketing

Most sales and marketing activities are performed through our local operations in each geographical region. We believe our local field sales personnel have an excellent understanding of basin-specific issues and customer operating procedures and, therefore, can effectively target marketing activities. We also have a small corporate sales team located in Houston, Texas that supplements our field sales efforts and focuses on large accounts and selling technical services.

Customers

Our customers consist of large multi-national and independent oil and gas producers, as well as smaller independent producers and the major land-based drilling contractors in North America. Our top ten customers accounted for approximately 45%, 42% and 37% of our revenue for the years ended December 31, 2008, 2007 and 2006, respectively, with no one customer representing more than 10% of our revenue for each of these years or in the aggregate. We believe we have a broad customer base and wide geographic coverage of operations, which somewhat insulates us from regional or customer specific circumstances.

Seasonality

Our completion and production services business generally experiences a decline in sales for our Canadian operations during the second quarter of each year due to seasonality, as weather conditions make oil and gas operations in this region difficult during this period. Our Canadian operations accounted for approximately 5%, 5% and 8% of total revenues from continuing operations during the years ended December 31, 2008, 2007 and 2006, respectively.

Operating Risk and Insurance

Our operations are subject to hazards inherent in the oil and gas industry, such as accidents, blowouts, explosions, fires and oil spills that can cause:

personal injury or loss of life;

damage or destruction of property, equipment and the environment; and

suspension of operations.

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In addition, claims for loss of oil and gas production and damage to formations can occur in the well services industry. If a serious accident were to occur at a location where our equipment and services are being used, it could result in our being named as a defendant in lawsuits asserting large claims.

Because our business involves the transportation of heavy equipment and materials, we may also experience traffic accidents which may result in spills, property damage and personal injury.

Despite our efforts to maintain high safety standards, we have suffered accidents in the past and anticipate that we will experience accidents in the future. In addition to the property and personal losses from these accidents, the frequency and severity of these incidents affect our operating costs and insurability and our relationships with customers, employees and regulatory agencies. Any significant increase in the frequency or severity of these incidents, or the general level of compensation awards, could adversely affect the cost of, or our ability to obtain, workers compensation and other forms of insurance, and could have other material adverse effects on our financial condition and results of operations.

Although we maintain insurance coverage of types and amounts that we believe to be customary in the industry, we are not fully insured against all risks, either because insurance is not available or because of the high premium costs. We do maintain commercial general liability, workers compensation, business auto, excess auto liability, commercial property, rig physical damage and contractor's equipment, motor truck cargo, umbrella liability and excess liability, non-owned aircraft liability, directors and officers, employment practices liability, fiduciary, commercial crime and kidnap and ransom insurance policies. However, any insurance obtained by us may not be adequate to cover any losses or liabilities and this insurance may not continue to be available or available on terms which are acceptable to us. Liabilities for which we are not insured, or which exceed the policy limits of our applicable insurance, could have a material adverse effect on us. See Item 1A. Risk Factors.

Competition

The markets in which we operate are highly competitive. To be successful, a company must provide services and products that meet the specific needs of oil and gas exploration and production companies and drilling services contractors at competitive prices.

We provide our services and products across North America, and we compete against different companies in each service and product line we offer. Our competition includes many large and small oilfield service companies, including the largest integrated oilfield services companies.

Our major competitors for our completion and production services segment include Schlumberger Ltd., BJ Services Company, Halliburton Company, Weatherford International Ltd., Baker Hughes Inc., Key Energy Services, Inc., Basic Energy Services, Inc., Superior Energy Services, Inc., Superior Well Services, Inc., RPC Inc. and a significant number of locally oriented businesses. In our drilling services segment, our primary competitors include Nabors Industries Ltd., Patterson-UTI Energy, Inc., Unit Corporation, Helmerich & Payne and Grey Wolf Inc. Our principal competitors in our product sales segment include National Oilwell Varco, Inc., Smith International, Inc., and various smaller providers of equipment. We believe that the principal competitive factors in the market areas that we serve are quality of service and products, reputation for safety and technical proficiency, availability and price. While we must be competitive in our pricing, we believe our customers select our services and products based on local leadership and basin-expertise that our personnel use to deliver quality services and products.

Government Regulation

We operate under the jurisdiction of a number of regulatory bodies that regulate worker safety standards, the handling of hazardous materials, the transportation of explosives, the protection of the environment and driving standards of operation. Regulations concerning equipment certification create an ongoing need for regular maintenance which is incorporated into our daily operating procedures. The oil and gas industry is subject to environmental regulation pursuant to local, state and federal legislation.

Among the services we provide, we operate as a motor carrier and therefore are subject to regulation by the U.S. Department of Transportation and by various state agencies. These regulatory authorities exercise broad

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powers, governing activities such as the authorization to engage in motor carrier operations, and regulatory safety, financial reporting and certain mergers, consolidations and acquisitions. There are additional regulations specifically relating to the trucking industry, including testing and specification of equipment and product handling requirements. The trucking industry is subject to possible regulatory and legislative changes that may affect the economics of the industry by requiring changes in operating practices or by changing the demand for common or contract carrier services or the cost of providing truckload services. Some of these possible changes include increasingly stringent environmental regulations, changes in the hours of service regulations which govern the amount of time a driver may drive in any specific period, onboard black box recorder devices or limits on vehicle weight and size.

Interstate motor carrier operations are subject to safety requirements prescribed by the Department of Transportation. To a large degree, intrastate motor carrier operations are subject to safety regulations that mirror federal regulations. Such matters as weight and dimension of equipment are also subject to federal and state regulations. Department of Transportation regulations mandate drug testing of drivers.

From time to time, various legislative proposals are introduced, including proposals to increase federal, state, or local taxes, including taxes on motor fuels, which may increase our costs or adversely impact the recruitment of drivers. We cannot predict whether, or in what form, any increase in such taxes applicable to us will be enacted.

Environmental Matters

Our operations are subject to numerous foreign, federal, state and local environmental laws and regulations governing the release and/or discharge of materials into the environment or otherwise relating to environmental protection. Numerous governmental agencies issue regulations to implement and enforce these laws, for which compliance is often costly and difficult. The violation of these laws and regulations may result in the denial or revocation of permits, issuance of corrective action orders, assessment of administrative and civil penalties, and even criminal prosecution. We believe that we are in substantial compliance with applicable environmental laws and regulations. Further, we do not anticipate that compliance with existing environmental laws and regulations will have a material effect on our consolidated financial statements. However, it is possible that substantial costs for compliance or penalties for non-compliance may be incurred in the future. Moreover, it is possible that other developments, such as the adoption of stricter environmental laws, regulations, and enforcement policies, could result in additional costs or liabilities that we cannot currently quantify.

We generate wastes, including hazardous wastes, that are subject to the federal Resource Conservation and Recovery Act, or RCRA, and comparable state statutes. The U.S. Environmental Protection Agency, or EPA, the Nuclear Regulatory Commission, and state agencies have limited the approved methods of disposal for some types of hazardous and nonhazardous wastes. Some wastes handled by us in our field service activities that currently are exempt from treatment as hazardous wastes may in the future be designated as hazardous wastes under RCRA or other applicable statutes. If this were to occur, we would become subject to more rigorous and costly operating and disposal requirements.

The federal Comprehensive Environmental Response, Compensation, and Liability Act, CERCLA or the Superfund law, and comparable state statutes impose liability, without regard to fault or legality of the original conduct, on classes of persons that are considered to have contributed to the release of a hazardous substance into the environment. Such classes of persons include the current and past owners or operators of sites where a hazardous substance was released, and companies that disposed or arranged for disposal of hazardous substances at offsite locations such as landfills. Under CERCLA, these persons may be subject to joint and several liability for the costs of cleaning up the hazardous substances that have been released into the environment and for damages to natural resources, and it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by the hazardous substances released into the environment. We currently own, lease, or operate

numerous properties and facilities that for many years have been used for industrial activities, including oil and gas production operations. Hazardous substances, wastes, or hydrocarbons may have been released on or under the properties owned or leased by us, or on or under other locations where such substances have been taken for disposal. In addition, some of these properties have been operated by third parties or by previous owners whose treatment and disposal or release of hazardous substances, wastes, or hydrocarbons, was not under

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our control. These properties and the substances disposed or released on them may be subject to CERCLA, RCRA and analogous state laws. Under such laws, we could be required to remove previously disposed substances and wastes (including substances disposed of or released by prior owners or operators), remediate contaminated property (including groundwater contamination, whether from prior owners or operators or other historic activities or spills), or perform remedial plugging of disposal wells or pit closure operations to prevent future contamination. These laws and regulations may also expose us to liability for our acts that were in compliance with applicable laws at the time the acts were performed.

In the course of our operations, some of our equipment may be exposed to naturally occurring radiation associated with oil and gas deposits, and this exposure may result in the generation of wastes containing naturally occurring radioactive materials or NORM. NORM wastes exhibiting trace levels of naturally occurring radiation in excess of established state standards are subject to special handling and disposal requirements, and any storage vessels, piping, and work area affected by NORM may be subject to remediation or restoration requirements. Because many of the properties presently or previously owned, operated, or occupied by us have been used for oil and gas production operations for many years, it is possible that we may incur costs or liabilities associated with elevated levels of NORM.

The Federal Water Pollution Control Act, also known as the Clean Water Act, and applicable state laws impose restrictions and strict controls regarding the discharge of pollutants into state waters or waters of the United States. The discharge of pollutants into jurisdictional waters is prohibited unless the discharge is permitted by the EPA or applicable state agencies. Many of our properties and operations require permits for discharges of wastewater and/or stormwater, and we have a system for securing and maintaining these permits. In addition, the Oil Pollution Act of 1990 imposes a variety of requirements on responsible parties related to the prevention of oil spills and liability for damages, including natural resource damages, resulting from such spills in waters of the United States. A responsible party includes the owner or operator of a facility. The Federal Water Pollution Control Act and analogous state laws provide for administrative, civil and criminal penalties for unauthorized discharges and, together with the Oil Pollution Act, impose rigorous requirements for spill prevention and response planning, as well as substantial potential liability for the costs of removal, remediation, and damages in connection with any unauthorized discharges.

Our underground injection operations are subject to the federal Safe Drinking Water Act, as well as analogous state and local laws and regulations. Under Part C of the Safe Drinking Water Act, the EPA established the Underground Injection Control program, which established the minimum program requirements for state and local programs regulating underground injection activities. The Underground Injection Control program includes requirements for permitting, testing, monitoring, record keeping and reporting of injection well activities, as well as a prohibition against the migration of fluid containing any contaminant into underground sources of drinking water. State regulations require us to obtain a permit from the applicable regulatory agencies to operate our underground injection wells. We believe that we have obtained the necessary permits from these agencies for our underground injection wells and that we are in substantial compliance with permit conditions and state rules. Nevertheless, these regulatory agencies have the general authority to suspend or modify one or more of these permits if continued operation of one of our underground injection wells is likely to result in pollution of freshwater, substantial violation of permit conditions or applicable rules, or leaks to the environment. Although we monitor the injection process of our wells, any leakage from the subsurface portions of the injection wells could cause degradation of fresh groundwater resources, potentially resulting in cancellation of operations of a well, issuance of fines and penalties from governmental agencies, incurrence of expenditures for remediation of the affected resource and imposition of liability by third parties for property damages and personal injuries. In addition, our sales of residual crude oil collected as part of the saltwater injection process could impose liability on us in the event that the entity to which the oil was transferred fails to manage the residual crude oil in accordance with applicable environmental health and safety laws.

Some of our operations also result in emissions of regulated air pollutants. The federal Clean Air Act and analogous state laws require permits for facilities that have the potential to emit substances into the atmosphere that could adversely affect environmental quality. Failure to obtain a permit or to comply with permit requirements could result in the imposition of substantial administrative, civil and even criminal penalties.

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Recent scientific studies have suggested that emissions of certain gases, commonly referred to as greenhouse gases and including carbon dioxide and methane, may be contributing to warming of the Earth's atmosphere. In response to such studies, the U.S. Congress is considering legislation to reduce emissions of greenhouse gases. President Obama has expressed support for legislation to restrict or regulate emissions of greenhouse gases. In addition, more than one-third of the states, either individually or through multi-state regional initiatives, already have begun implementing legal measures to reduce emissions of greenhouse gases, primarily through the planned development of emission inventories or regional greenhouse gas cap and trade programs. Depending on the particular program, our customers could be required to purchase and surrender allowances for greenhouse gas emissions resulting from their operations. This requirement could increase our customers' operational and compliance costs and result in reduced demand for their products, which would have a material adverse effect on the demand for our services and our business.

Also, as a result of the United States Supreme Court's decision on April 2, 2007 in *Massachusetts, et al. v. EPA*, the EPA may regulate greenhouse gas emissions from mobile sources such as cars and trucks even if Congress does not adopt new legislation specifically addressing emissions of greenhouse gases. The Court's holding in *Massachusetts* that greenhouse gases including carbon dioxide fall under the federal Clean Air Act's definition of "air pollutant" may also result in future regulation of carbon dioxide and other greenhouse gas emissions from stationary sources. In July 2008, EPA released an Advance Notice of Proposed Rulemaking regarding possible future regulation of greenhouse gas emissions under the Clean Air Act, in response to the Supreme Court's decision in *Massachusetts*. In the notice, EPA evaluated the potential regulation of greenhouse gases under the Clean Air Act and other potential methods of regulating greenhouse gases. Although the notice did not propose any specific, new regulatory requirements for greenhouse gases, it indicates that federal regulation of greenhouse gas emissions could occur in the near future even if Congress does not adopt new legislation specifically addressing emissions of greenhouse gases. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address greenhouse gas emissions would impact our business, any such new federal, regional or state restrictions on emissions of carbon dioxide or other greenhouse gases that may be imposed in areas in which we conduct business could result in increased compliance costs or additional operating restrictions on our customers, potentially making their products more expensive and reducing demand for them. Such an effect could have a material adverse effect on the demand for our services and our business.

Many foreign nations, including Canada, have agreed to limit emissions of greenhouse gases pursuant to the United Nations Framework Convention on Climate Change, also known as the Kyoto Protocol. In December 2002, Canada ratified the Kyoto Protocol. The Kyoto Protocol requires Canada to reduce its emissions of greenhouse gases to 6% below 1990 levels by 2012. The implementation of the Kyoto Protocol in Canada is expected to affect the operation of all industries in Canada, including the well service industry and its customers in the oil and natural gas industry. On April 26, 2007, the Government of Canada released its Action Plan to Reduce Greenhouse Gases and Air Pollution (the Action Plan) also known as ecoACTION, which includes the regulatory framework for air emissions. This Action Plan covers not only large industry, but regulates the fuel efficiency of vehicles and strengthens energy standards for a number of products. On March 10, 2008, the Government of Canada released details of the Action Plan's regulatory framework, which includes a requirement that all covered industrial sectors, including upstream oil and gas facilities meeting certain threshold requirements, reduce their emissions from 2006 levels by 18% by 2010. The Government of Canada is in the process of developing regulations to implement the Action Plan. As precise details of the implementation of the Action Plan have not yet been finalized, the exact effect on our operations in Canada cannot be determined at this time. It is possible that already stringent air emissions regulations applicable to our operations and the operations of our customers in Canada will be replaced with even stricter requirements prior to 2012. These requirements could increase our and our customers' cost of doing business, reduce the demand for the oil and gas our customers produce, and thus have an adverse effect on the demand for our products and services.

We are also subject to the requirements of the federal Occupational Safety and Health Act (OSHA) and comparable state statutes that regulate the protection of the health and safety of workers. In addition, the OSHA hazard

communication standard requires that information be maintained about hazardous materials used or produced in operations and that this information be provided to employees, state and local government authorities and the public. We believe that our operations are in substantial compliance with the OSHA requirements, including

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general industry standards, record keeping requirements, and monitoring of occupational exposure to regulated substances.

Employees

As of December 31, 2008, we had 7,266 employees. Of our total employees, 6,564 were in the United States, 368 were in Canada, 244 were in Mexico and 90 were in Singapore and other locations in Southeast Asia. We are a party to certain collective bargaining agreements in Mexico. Other than these agreements in Mexico, we are not a party to any collective bargaining agreements, and we consider our relations with our employees to be satisfactory.

Website Access to Our Periodic SEC Reports

We periodically file or furnish documents to the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports as required. These reports are linked to and available from our corporate website free of charge, as soon as reasonably practicable after we file such material, or furnish it to the SEC. Our primary internet address is:

<http://www.completeproduction.com>. Our website also includes certain corporate governance documentation such as our business ethics policy. As permitted by the SEC rules, we may occasionally provide important disclosures to investors by posting them in the investor relations section of our website. However, the information contained on our website is not incorporated by reference into this Annual Report and should not be considered part of this report.

The information we file with the SEC may also be read and copied at the SEC's Public Reference Room at 100F Street, N.E., Washington, D.C. 20549. In addition, the SEC maintains a website at: **<http://www.sec.gov>** which contains reports, proxy and other documents regarding our company which are filed electronically with the SEC.

You can also obtain information about us at the New York Stock Exchange (NYSE) internet site (www.nyse.com). The NYSE requires the chief executive officer of each listed company to certify annually that he is not aware of any violation by the Company of the NYSE corporate governance listing standards as of the date of the certification, qualifying the certification to the extent necessary. Our chief executive officer submitted such an unqualified annual certification to the NYSE in 2008.

Forward-looking Statements

This Annual Report contains certain forward-looking statements within the meaning of the federal securities laws based on our current expectations, assumptions, estimates and projections about us and the oil and gas industry. The words believe, may, will, estimate, continue, anticipate, intend, plan, expect and similar expressions forward-looking statements, although not all forward-looking statements contain these identifying words. All statements other than statements of current or historical fact contained in this Annual Report are forward-looking statements, and as such, these forward-looking statements involve risks and uncertainties that may be outside of our control and could cause actual results to differ materially from those stated. For examples of those risks and uncertainties, see the cautionary statements contained in Item 1A. Risk Factors. See Item 1A. Risk Factors and Item 7.

Management's Discussion and Analysis of Financial Condition and Results of Operations Overview for a discussion of trends and factors affecting us and our industry. Also see Item 8. Financial Statements and Supplementary Data, Note 15 Segment Reporting for financial information about each of our business segments.

Although we believe that the forward-looking statements contained in this Annual Report on Form 10-K are based upon reasonable assumptions, the forward-looking events and circumstances discussed in this document may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements.

Important factors that may affect our expectations, estimates or projections include:

competition within our industry;

general economic and market conditions;

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a decline in or substantial volatility of oil and gas prices, and any related changes in expenditures by our customers;

the effects of future acquisitions on our business;

changes in customer requirements in markets or industries we serve;

our access to current or future financing arrangements;

our ability to replace or add workers at economic rates;

environmental and other governmental regulations; and

the effects of severe weather on our services centers or equipment.

In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this Annual Report may not occur, and therefore, our forward-looking statements speak only as of the date of this Annual Report. Unless otherwise required by law, we undertake no obligation and do not intend to update publicly any forward-looking statements, even if new information becomes available or other events occur in the future. These cautionary statements qualify all such forward-looking statements attributable to us or persons acting on our behalf.

Item 1A. Risk Factors.

An investment in our common stock involves a degree of risk. You should carefully consider the following risk factors, together with the other information contained in this Annual Report and other public filings with the Securities and Exchange Commission, before deciding to invest in our common stock. Additional risks and uncertainties not currently known to us or that we currently view as immaterial may also impair our business. If any of these risks develop into actual events, our business, financial condition, results of operations or cash flows could be materially adversely affected, and you could lose all or part of your investment.

Risks Related to Our Business and Our Industry

Our business depends on the oil and gas industry and particularly on the level of activity for North American oil and gas. Our markets may be adversely affected by industry conditions that are beyond our control.

We depend on our customers' willingness to make operating and capital expenditures to explore for, develop and produce oil and gas in North America. If these expenditures decline, our business may suffer. Our customers' willingness to explore, develop and produce depends largely upon prevailing industry conditions that are influenced by numerous factors over which management has no control, such as:

the supply of and demand for oil and gas, including current natural gas storage capacity and usage;

the level of prices, and expectations about future prices, of oil and gas;

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

the expected rates of declining current production;

the discovery rates of new oil and gas reserves;

available pipeline and other transportation capacity;

weather conditions, including hurricanes that can affect oil and gas operations over a wide area;

domestic and worldwide economic conditions;

political instability in oil and gas producing countries;

technical advances affecting energy consumption;

the price and availability of alternative fuels;

the ability of oil and gas producers to raise equity capital and debt financing; and

merger and divestiture activity among oil and gas producers.

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The level of activity in the North American oil and gas exploration and production industry is volatile. Expected trends in oil and gas production activities may not continue and demand for the services provided by us may not reflect the level of activity in the industry. Natural gas prices have recently declined significantly from historical highs and rotary rig counts have declined sharply in the fourth quarter of 2008 and thus far in 2009. We currently expect lower commodity prices and drilling activity levels will negatively impact all three of our business segments in 2009. The expected material decline in oil and gas prices or North American activity levels could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, a decrease in the development rate of oil and gas reserves in our market areas may also have an adverse impact on our business, even in an environment of stronger oil and gas prices.

Because the oil and gas industry is cyclical, our operating results may fluctuate.

Oil and gas prices are volatile. Oil commodity prices reached historic highs in 2008 then declined substantially by year end. Henry Hub natural gas prices averaged \$8.89 per mcf in 2008, but exceeded \$12.00 per mcf in June of 2008, before falling below \$6.00 per mcf at year-end. The recent decline in oil and gas prices has and will result in a decrease in the expenditure levels of oil and gas companies and drilling contractors which in turn adversely affects us. We have experienced in the past, and may experience in the future, significant fluctuations in operating results as a result of the reactions of our customers to changes in oil and gas prices. We reported a loss from continuing operations in 2008 of \$80.6 million, which resulted from an impairment of goodwill of \$272.0 million. Our income from continuing operations for the years ended December 31, 2007 and 2006 was \$150.1 million and \$125.0 million, respectively.

Substantially all of the service and rental revenue we earn is based upon a charge for a relatively short period of time (an hour, a day, a week) for the actual period of time the service or rental is provided to our customer. By contracting services on a short-term basis, we are exposed to the risks of a rapid reduction in market price and utilization and volatility in our revenues. Product sales are recorded when the actual sale occurs, title or ownership passes to the customer and the product is shipped or delivered to the customer.

Many of our customers' activity levels, spending for our products and services and payment patterns may be impacted by the current deterioration in the credit markets.

Many of our customers finance their activities through cash flow from operations, the incurrence of debt or the issuance of equity. Recently, there has been a significant decline in the credit markets and the availability of credit. Additionally, many of our customers' equity values have substantially declined. The combination of a reduction of cash flow resulting from declines in commodity prices, a reduction in borrowing bases under reserve-based credit facilities and the lack of availability of debt or equity financing may result in a significant reduction in our customers' spending for our products and services. For example, a number of our customers have announced reduced capital expenditure budgets for 2009. This reduction in spending could have a material adverse effect on our operations.

In addition, while historically our customer base has not presented significant credit risks, the same factors that may lead to a reduction in our customers' spending also may increase our exposure to the risks of nonpayment and nonperformance by our customers. A significant reduction in our customers' liquidity may result in a decrease in their ability to pay or otherwise perform on their obligations to us. Any increase in the nonpayment of and nonperformance by our counterparties, either as a result of recent changes in financial and economic conditions or otherwise, could have an adverse impact on our operating results and could adversely affect our liquidity.

We participate in a capital intensive business. We may not be able to finance future growth of our operations or future acquisitions.

Historically, we have funded the growth of our operations and our acquisitions from bank debt, private placement of shares, our initial public offering in April 2006, a private placement of debt in December 2006, as well as cash generated by our business. In the future, we may not be able to continue to obtain sufficient bank debt at competitive rates or complete equity and other debt financings, particularly if the recent deterioration in the credit and capital markets persists for a significant period of time. If we do not generate sufficient cash from our business

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to fund operations, our growth could be limited unless we are able to obtain additional capital through equity or debt financings. Our inability to grow as planned may reduce our chances of maintaining and improving profitability.

Our indebtedness could restrict our operations and make us more vulnerable to adverse economic conditions.

As of December 31, 2008, our long-term debt, including current maturities, was \$847.7 million. Our level of indebtedness may adversely affect operations and limit our growth, and we may have difficulty making debt service payments on our indebtedness as such payments become due. Our level of indebtedness may affect our operations in several ways, including the following:

our vulnerability to general adverse economic and industry conditions;

the covenants that are contained in the agreements that govern our indebtedness limit our ability to borrow funds, dispose of assets, pay dividends and make certain investments;

any failure to comply with the financial or other covenants of our debt could result in an event of default, which could result in some or all of our indebtedness becoming immediately due and payable; and

our level of debt may impair our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions or other general corporate purposes.

Impairment of Long-term Assets

We evaluate our long-term assets including property, plant and equipment, identifiable intangible assets and goodwill in accordance with generally accepted accounting principles in the U.S. In performing this assessment, we project future cash flows on a discounted basis for goodwill, and on an undiscounted basis for other long-term assets, and compare these cash flows to the carrying amount of the related net assets. The cash flow projections are based on our current operating plan, estimates and judgmental assessments. We perform this assessment of potential impairment at least annually, but also whenever facts and circumstances indicate that the carrying value of the net assets may not be recoverable due to various external or internal factors, termed a triggering event. We have recorded goodwill impairment charges of \$272.0 million and \$13.1 million for the years ended December 31, 2008 and 2007, respectively. If we determine that our estimates of future cash flows were inaccurate or our actual results for 2009 are materially different than expected, we could record additional impairment charges at interim periods during 2009 or in future years, which could have a material adverse effect on our financial position and results of operations.

There is potential for excess capacity in our industry.

Because oil and gas prices and drilling activity were recently at historically high levels, oilfield service companies have been acquiring new equipment to meet their customers' increasing demand for services. This could result in an increased competitive environment for oilfield service companies, which could lead to lower prices and utilization for our services and could adversely affect our business.

Our executive officers and certain key personnel are critical to our business and these officers and key personnel may not remain with us in the future.

Our future success depends upon the continued service of our executive officers and other key personnel. If we lose the services of one or more of our executive officers or key employees, our business, operating results and financial condition could be harmed.

Our operating history may not be sufficient for investors to evaluate our business and prospects.

We are a company with a short combined operating history. This may make it more difficult for investors to evaluate our business and prospects and to forecast our future operating results. Our historical combined financial statements are based on the separate businesses of IPS, CES and IEM for the periods prior to the Combination. As a result, the historical and pro forma information may not give you an accurate indication of what our actual results would have been if the Combination had been completed at the beginning of the periods presented or of what our

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future results of operations are likely to be. Our future results will depend on our ability to efficiently manage our combined operations and execute our business strategy.

Our inability to control the inherent risks of acquiring and integrating businesses could adversely affect our operations.

Acquisitions have been, and our management believes acquisitions will continue to be, a key element of our business strategy. We may not be able to identify and acquire acceptable acquisition candidates on favorable terms in the future. We may be required to incur substantial indebtedness to finance future acquisitions and also may issue equity securities in connection with such acquisitions. We may not be able to secure additional indebtedness to fund acquisitions. If we are able to obtain financing, such additional debt service requirements may impose a significant burden on our results of operations and financial condition. The issuance of additional equity securities could result in significant dilution to stockholders. Acquisitions may not perform as expected when the acquisition was made and may be dilutive to our overall operating results. Additional risks we will face include:

- retaining and attracting key employees;
- retaining and attracting new customers;
- increased administrative burden;
- developing our sales and marketing capabilities;
- managing our growth effectively;
- integrating operations;
- operating a new line of business; and
- increased logistical problems common to large, expansive operations.

If we fail to manage these risks successfully, our business could be harmed.

Our customer base is concentrated within the oil and gas production industry and loss of a significant customer could cause our revenue to decline substantially.

Our top five customers accounted for approximately 28%, 27% and 23% of our revenue for the years ended December 31, 2008, 2007 and 2006, respectively. Although no single customer accounted for more than 10% of our revenue during the years ended December 31, 2008, 2007 and 2006, our top ten customers represented approximately 45%, 42% and 37% of our revenue for the years then ended. It is likely that we will continue to derive a significant portion of our revenue from a relatively small number of customers in the future. If a major customer decided not to continue to use our services, revenue would decline and our operating results and financial condition could be harmed.

Our business depends upon our ability to obtain key raw materials and specialized equipment from suppliers.

Should our current suppliers be unable to provide the necessary raw materials (proppant, cement, explosives) or finished products (such as workover rigs or fluid-handling equipment) or otherwise fail to deliver the products timely and in the quantities required, any resulting delays in the provision of services could have a material adverse effect on our business, financial condition, results of operations and cash flows. During 2008, our industry faced sporadic

proppant shortages associated with pressure pumping operations requiring work stoppages which adversely impacted the operating results of several competitors.

We may be unable to employ a sufficient number of skilled and qualified workers.

The delivery of our services and products requires personnel with specialized skills and experience who can perform physically demanding work. As a result of the volatility of the oilfield service industry and the demanding nature of the work, workers may choose to pursue employment in fields that offer a more desirable work

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environment. Our ability to be productive and profitable will depend upon our ability to employ and retain skilled workers. In addition, our ability to expand our operations depends in part on our ability to increase the size of our skilled labor force. The demand for skilled workers is high, and the supply is limited, particularly in the U.S. Rocky Mountain region, which is one of our key regions. A significant increase in the wages paid by competing employers could result in a reduction of our skilled labor force, increases in the wage rates that we must pay, or both. If either of these events were to occur, our capacity and profitability could be diminished and our growth potential could be impaired.

We may not be able to provide services that meet the specific needs of oil and gas exploration and production companies at competitive prices.

The markets in which we operate are highly competitive and have relatively few barriers to entry. The principal competitive factors in our markets are product and service quality and availability, responsiveness, experience, technology, equipment quality, reputation for safety and price. We compete with large national and multi-national companies that have longer operating histories, greater financial, technical and other resources and greater name recognition than we do. Several of our competitors provide a broader array of services and have a stronger presence in more geographic markets. In addition, we compete with several smaller companies capable of competing effectively on a regional or local basis. Our competitors may be able to respond more quickly to new or emerging technologies and services and changes in customer requirements. Some contracts are awarded on a bid basis, which further increases competition based on price. As a result of competition, we may lose market share or be unable to maintain or increase prices for our present services or to acquire additional business opportunities, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our operations are subject to hazards inherent in the oil and gas industry.

Risks inherent to our industry, such as equipment defects, vehicle accidents, explosions and uncontrollable flows of gas or well fluids, can cause personal injury, loss of life, suspension of operations, damage to formations, damage to facilities, business interruption and damage to or destruction of property, equipment and the environment. These risks could expose us to substantial liability for personal injury, wrongful death, property damage, loss of oil and gas production, pollution and other environmental damages. The frequency and severity of such incidents will affect operating costs, insurability and relationships with customers, employees and regulators. In particular, our customers may elect not to purchase our services if they view our safety record as unacceptable, which could cause us to lose customers and substantial revenues. In addition, these risks may be greater for us because we sometimes acquire companies that have not allocated significant resources and management focus to safety and have a poor safety record.

Our operations have experienced fatalities. Many of the claims filed against us arise from vehicle-related accidents that have in certain specific instances resulted in the loss of life or serious bodily injury. Our safety procedures may not always prevent such damages. Our insurance coverage may be inadequate to cover our liabilities. In addition, we may not be able to maintain adequate insurance in the future at rates we consider reasonable and commercially justifiable and insurance may not continue to be available on terms as favorable as our current arrangements. The occurrence of a significant uninsured claim, a claim in excess of the insurance coverage limits maintained by us or a claim at a time when we are not able to obtain liability insurance could have a material adverse effect on our ability to conduct normal business operations and on our financial condition, results of operations and cash flows. Although our senior management is committed to improving Complete's overall safety record, they may not be successful in doing so.

If we are not able to design, develop, and produce commercially competitive products and to implement commercially competitive services in a timely manner in response to changes in technology, our business and revenue could be materially and adversely affected.

The market for our services and products is characterized by continual technological developments to provide better and more reliable performance and services. If we are not able to design, develop, and produce commercially competitive products and to implement commercially competitive services in a timely manner in response to changes in technology, our business and revenue could be materially and adversely affected. Likewise, if our

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proprietary technologies, equipment and facilities, or work processes become obsolete, we may no longer be competitive, and our business and revenue could be materially and adversely affected.

Our operations may incur substantial liabilities to comply with climate change legislation and regulatory initiatives.

Recent scientific studies have suggested that emissions of certain gases, commonly referred to as greenhouse gases and including carbon dioxide and methane, may be contributing to warming of the Earth's atmosphere. In response to such studies, the U.S. Congress is considering legislation to reduce emissions of greenhouse gases and more than one-third of the states, either individually or through multi-state initiatives, already have begun implementing legal measures to reduce emissions of greenhouse gases. Also, the U.S. Supreme Court's holding in its 2007 decision, *Massachusetts, et al. v. EPA*, that carbon dioxide may be regulated as an air pollutant under the federal Clean Air Act could result in future regulation of greenhouse gas emissions from stationary sources, even if Congress does not adopt new legislation specifically addressing emissions of greenhouse gases. In July 2008, EPA released an Advance Notice of Proposed Rulemaking regarding possible future regulation of greenhouse gas emissions under the Clean Air Act. Although the notice did not propose any specific, new regulatory requirements for greenhouse gases, it indicates that federal regulation of greenhouse gas emissions could occur in the near future. In addition, the Government of Canada has announced a regulatory framework to reduce greenhouse gas emissions, which includes a requirement that all covered industrial sectors, including upstream oil and gas facilities meeting certain threshold requirements, reduce their emissions from 2006 levels by 18% by 2010. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address greenhouse gas emissions would impact our business, any such future laws and regulations could result in increased compliance costs or additional operating restrictions for us and our customers, and could have a material adverse effect on our business or demand for our services. See Item 1. *Environmental Matters* for a more detailed description of our climate-change related risks.

We are self-insured for certain health care benefits for our employees.

On January 1, 2007, we began a self-insurance program to pay claims associated with the health care benefits provided to certain of our employees in the United States. Under this program, we continue to use the services of an insurance company which provided our coverage in the prior year to administer the program, and we have purchased a stop-loss policy with this provider which will insure for individual claims which exceed a designated ceiling. Pursuant to this program, we accrue expense based upon expected claims, and make periodic claim payments to our administrator, which facilitates the payment of claims to the medical care providers. As our business grows, we are required to maintain higher self-insured retention levels. There is a risk that our actual claims incurred may exceed the projected claims, and we may incur more expense than expected for health insurance coverage. There is also a risk that we may not adequately accrue for claims that are incurred but not reported. Either of these events could have a material adverse effect on our financial position, results of operations or cash flows.

If we become subject to product liability claims, it could be time-consuming and costly to defend.

Since our customers use our products or third party products that we sell through our supply stores, errors, defects or other performance problems could result in financial or other damages to us. Our customers could seek damages from us for losses associated with these errors, defects or other performance problems. If successful, these claims could have a material adverse effect on our business, operating results or financial condition. Our existing product liability insurance may not be enough to cover the full amount of any loss we might suffer. A product liability claim brought against us, even if unsuccessful, could be time-consuming and costly to defend and could harm our reputation.

We are subject to extensive and costly environmental laws and regulations that may require us to take actions that will adversely affect our results of operations.

Our business is significantly affected by stringent and complex foreign, federal, state and local laws and regulations governing the discharge of substances into the environment or otherwise relating to environmental protection. As part of our business, we handle, transport, and dispose of a variety of fluids and substances used or

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produced by our customers in connection with their oil and gas exploration and production activities. We also generate and dispose of hazardous waste. The generation, handling, transportation, and disposal of these fluids, substances, and waste are regulated by a number of laws, including the Resource Recovery and Conservation Act; the Comprehensive Environmental Response, Compensation, and Liability Act; the Clean Water Act; the Safe Drinking Water Act; and analogous state laws. Failure to properly handle, transport, or dispose of these materials or otherwise conduct our operations in accordance with these and other environmental laws could expose us to liability for governmental penalties, cleanup costs associated with releases of such materials, damages to natural resources, and other damages, as well as potentially impair our ability to conduct our operations. We could be exposed to liability for cleanup costs, natural resource damages and other damages under these and other environmental laws as a result of our conduct that was lawful at the time it occurred or the conduct of, or conditions caused by, prior operators or other third parties. Environmental laws and regulations have changed in the past, and they are likely to change in the future. If existing regulatory requirements or enforcement policies change, we may be required to make significant unanticipated capital and operating expenditures.

Any failure by us to comply with applicable environmental laws and regulations may result in governmental authorities taking actions against our business that could adversely impact our operations and financial condition, including the:

- issuance of administrative, civil and criminal penalties;
- denial or revocation of permits or other authorizations;
- imposition of limitations on our operations; and
- performance of site investigatory, remedial or other corrective actions.

The effect of environmental laws and regulations on our business is discussed in greater detail under Environmental Matters included in Item 1 of this Annual Report on Form 10-K.

The nature of our industry subjects us to compliance with other regulatory laws.

Our business is significantly affected by state and federal laws and other regulations relating to the oil and gas industry in general, and more specifically with respect to health and safety, waste management and the manufacture, storage, handling and transportation of hazardous materials and by changes in and the level of enforcement of such laws. The failure to comply with these rules and regulations can result in substantial penalties, revocation of permits, corrective action orders and criminal prosecution. The regulatory burden on the oil and gas industry increases our cost of doing business and, consequently, affects our profitability. We may be subject to claims alleging personal injury or property damage as a result of alleged exposure to hazardous substances. It is impossible for management to predict the cost or impact of such laws and regulations on our future operations.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud.

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. Our efforts to maintain internal controls may not be successful, and we may be unable to maintain adequate controls over our financial processes and reporting in the future, including compliance with the obligations under Section 404 of the Sarbanes-Oxley Act of 2002. Any failure to maintain effective controls or to make effective improvements to our internal controls could harm our operating results.

Conservation measures and technological advances could reduce demand for oil and gas.

Fuel conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and gas, technological advances in fuel economy and energy generation devices could reduce demand for oil and gas.

Management cannot predict the impact of the changing demand for oil and gas services and products, and any major changes may have a material adverse effect on our business, financial condition, results of operations and cash flows.

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Fluctuations in currency exchange rates in Canada could adversely affect our business.

We have operations in Canada. As a result, fluctuations in currency exchange rates in Canada could materially and adversely affect our business. For the years ended December 31, 2008, 2007 and 2006, our Canadian operations represented approximately 5%, 5% and 8% of our revenue from continuing operations, respectively. For the years ended December 31, 2008 and 2007, our Canadian operations recorded losses from continuing operations before taxes and minority interest of \$26.7 million and \$13.5 million, respectively, primarily resulting from goodwill impairment charges. For the year ended December 31, 2006, our Canadian operations represented 3% of our net income from continuing operations before taxes and minority interest.

We are susceptible to seasonal earnings volatility due to adverse weather conditions in Canada.

Our operations are directly affected by seasonal differences in weather in Canada. The level of activity in the Canadian oilfield services industry declines significantly in the second calendar quarter, when frost leaves the ground and many secondary roads are temporarily rendered incapable of supporting the weight of heavy equipment. The duration of this period is referred to as spring breakup and has a direct impact on our activity levels in Canada. The timing and duration of spring breakup depend on weather patterns but generally spring breakup occurs in April and May. Additionally, if an unseasonably warm winter prevents sufficient freezing, we may not be able to access wellsites and our operating results and financial condition may, therefore, be adversely affected. The demand for our services may also be affected by the severity of the Canadian winters. In addition, during excessively rainy periods, equipment moves may be delayed, thereby adversely affecting operating results. The volatility in weather and temperature in the Canadian oilfield can therefore create unpredictability in activity and utilization rates. As a result, full-year results are not likely to be a direct multiple of any particular quarter or combination of quarters.

Our operations in Mexico are subject to specific risks, including dependence on Petróleos Mexicanos (PEMEX) as the primary customer, exposure to fluctuation in the Mexican peso and workforce unionization.

Our business in Mexico is substantially all performed for PEMEX pursuant to multi-year contracts. These contracts are generally two years in duration and are subject to competitive bid for renewal. Any failure by us to renew our contracts could have a material adverse effect on our financial condition, results of operations and cash flows.

The PEMEX contracts provide that 70% to 80% of the value of our billings under the contracts is charged to PEMEX in U.S. dollars with the remainder billed in Mexican pesos. The portion billed in U.S. dollars to PEMEX is converted to pesos on the date of payment. Invoices are paid approximately 45 days after the invoice date. As such, we are exposed to fluctuations in the value of the peso. A material decrease in the value of the Mexican peso relative to the U.S. dollar could negatively impact our revenues, cash flows and net income.

Our operations in Mexico are party to a collective labor contract most recently modified on and effective as of October 2008 between Servicios Petrotec S.A. DE C.V., one of our subsidiaries, and Unión Sindical de Trabajadores de la Industria Metálica y Similares, the metal and similar industry workers labor union. We have not experienced work stoppages in the past but cannot guarantee that we will not experience work stoppages in the future. A prolonged work stoppage could negatively impact our revenues, cash flows and net income.

Our U.S. operations are adversely impacted by the hurricane season in the Gulf of Mexico, which generally occurs in the third calendar quarter.

Hurricanes and the threat of hurricanes during this period will often result in the shut-down of oil and gas operations in the Gulf of Mexico as well as land operations within the hurricane path. During a shut-down period, we are unable to access wellsites and our services are also shut down. This situation can therefore create unpredictability in activity

and utilization rates, which can have a material adverse impact on our business, financial conditions, results of operations and cash flows.

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When rig counts are low, our rig relocation customers may not have a need for our services.

Many of the major U.S. onshore drilling services contractors have significant capabilities to move their own drilling rigs and related oilfield equipment and to erect rigs. When regional rig counts are high, drilling services contractors exceed their own capabilities and contract for additional oilfield equipment hauling and rig erection capacity. Our rig relocation business activity is highly correlated to the rig count; however, the correlation varies over the rig count range. As rig count drops, some drilling services contractors reach a point where all of their oilfield equipment hauling and rig erection needs can be met by their own fleets. If one or more of our rig relocation customers reach this tipping point, our revenues attributable to rig relocation will decline much faster than the corresponding overall decline in the rig count. This non-linear relationship between our rig relocation business activity and the rig count in the areas in which we have rig relocation operations can increase significantly our earnings volatility with respect to rig relocation.

Increasing trucking regulations may increase our costs and negatively impact our results of operations.

Among the services we provide, we operate as a motor carrier and therefore are subject to regulation by the U.S. Department of Transportation and by various state agencies. These regulatory authorities exercise broad powers, governing activities such as the authorization to engage in motor carrier operations and regulatory safety. There are additional regulations specifically relating to the trucking industry, including testing and specification of equipment and product handling requirements. The trucking industry is subject to possible regulatory and legislative changes that may affect the economics of the industry by requiring changes in operating practices or by changing the demand for common or contract carrier services or the cost of providing truckload services. Some of these possible changes include increasingly stringent environmental regulations, changes in the hours of service regulations which govern the amount of time a driver may drive in any specific period, onboard black box recorder devices or limits on vehicle weight and size.

Interstate motor carrier operations are subject to safety requirements prescribed by the U.S. Department of Transportation. To a large degree, intrastate motor carrier operations are subject to state safety regulations that mirror federal regulations. Such matters as weight and dimension of equipment are also subject to federal and state regulations.

From time to time, various legislative proposals are introduced, including proposals to increase federal, state, or local taxes, including taxes on motor fuels, which may increase our costs or adversely impact the recruitment of drivers. We cannot predict whether, or in what form, any increase in such taxes applicable to us will be enacted.

Risks Related to Our Relationship with SCF

L.E. Simmons, through SCF, may be able to influence the outcome of stockholder voting and may exercise this voting power in a manner adverse to you.

SCF owns approximately 13% of our outstanding common stock, excluding shares distributed to SCF's directors prior to December 31, 2008. L.E. Simmons is the sole owner of L.E. Simmons and Associates, Incorporated, the ultimate general partner of SCF. Accordingly, Mr. Simmons, through his ownership of the ultimate general partner of SCF, may be in a position to influence the outcome of matters requiring a stockholder vote, including the election of directors, adoption of amendments to our certificate of incorporation or bylaws or approval of transactions involving a change of control. The interests of Mr. Simmons may differ from yours, and SCF may vote its common stock in a manner that may adversely affect you.

One of our directors may have a conflict of interest because he is affiliated with SCF. The resolution of this conflict of interest may not be in our or your best interests.

One of our directors, Andrew L. Waite, is a current officer of L.E. Simmons and Associates, Incorporated, the ultimate general partner of SCF. This may create a conflict of interest because this director has responsibilities to SCF and its owners. His duties as an officer of L.E. Simmons and Associates, Incorporated may conflict with his duties as a director of our company regarding business dealings between SCF and us and other matters. The resolution of this conflict may not always be in our or your best interests.

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We have renounced any interest in specified business opportunities, and SCF and its director nominees on our board of directors generally have no obligation to offer us those opportunities.

SCF has investments in other oilfield service companies that may compete with us, and SCF and its affiliates, other than our company, may invest in other such companies in the future. We refer to SCF and its other affiliates and its portfolio companies as the SCF group. Our certificate of incorporation provides that, so long as we have a director or officer that is affiliated with SCF (an SCF Nominee), we renounce any interest or expectancy in any business opportunity in which any member of the SCF group participates or desires or seeks to participate in and that involves any aspect of the energy equipment or services business or industry, other than (i) any business opportunity that is brought to the attention of an SCF Nominee solely in such person's capacity as a director or officer of our company and with respect to which no other member of the SCF group independently receives notice or otherwise identifies such opportunity and (ii) any business opportunity that is identified by the SCF group solely through the disclosure of information by or on behalf of our company. We are not prohibited from pursuing any business opportunity with respect to which we have renounced any interest.

Risks Related to Our Indebtedness, including Our Senior Notes

We may not be able to generate sufficient cash to service all of our indebtedness, including the notes, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments or to refinance our debt obligations depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot assure you that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance our indebtedness, including the notes. We cannot assure you that we would be able to take any of these actions, that these actions would be successful and permit us to meet our scheduled debt service obligations or that these actions would be permitted under the terms of our existing or future debt agreements including our amended revolving credit facility and the indenture that will govern the notes. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Our amended revolving credit facility and the indenture that will govern the notes will restrict our ability to dispose of assets and use the proceeds from the disposition. We may not be able to consummate those dispositions or to obtain the proceeds which we could realize from them and these proceeds may not be adequate to meet any debt service obligations then due.

If we cannot make scheduled payments on our debt, we will be in default and, as a result:

our debt holders could declare all outstanding principal and interest to be due and payable;

the lenders under our amended revolving credit facility could terminate their commitments to loan us money and foreclose against the assets securing their borrowings; and

we could be forced into bankruptcy or liquidation.

Covenants in our debt agreements restrict our business in many ways.

The indenture governing our senior notes contains various covenants that limit our ability and/or our restricted subsidiaries' ability to, among other things:

incur or assume liens or additional debt or provide guarantees in respect of obligations of other persons;

issue redeemable stock and certain preferred stock;

pay dividends or distributions or redeem or repurchase capital stock;

prepay, redeem or repurchase subordinated debt;

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make loans and investments;

enter into agreements that restrict distributions from our subsidiaries;

sell assets and capital stock of our subsidiaries;

enter into certain transactions with affiliates;

consolidate or merge with or into, or sell substantially all of our assets to, another person; and

enter into new lines of business.

In addition, our amended revolving credit facility contains restrictive covenants and requires us to maintain specified financial ratios and satisfy other financial condition tests. Our ability to meet those financial ratios and tests can be affected by adverse industry conditions and other events beyond our control, and we cannot assure you that we will meet those tests. A breach of any of these covenants could result in a default under our amended revolving credit facility and/or the notes. Upon the occurrence of an event of default under our amended revolving credit facility, the lenders could elect to declare all amounts outstanding to be immediately due and payable and terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders under our amended revolving credit facility could proceed against the collateral granted to them to secure that indebtedness. We have pledged a significant portion of our assets as collateral under our amended revolving credit facility. If the lenders under our amended revolving credit facility accelerate the repayment of borrowings, we cannot assure you that we will have sufficient assets to repay indebtedness under our amended revolving credit facility and our other indebtedness, including our senior notes.

Our borrowings under our amended revolving credit facility are, and are expected to continue to be, at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income would decrease.

If we default on our obligations to pay our indebtedness we may not be able to make payments on our senior notes.

Any default under the agreements governing our indebtedness, including a default under our amended revolving credit facility that is not waived by the required lenders, and the remedies sought by the holders of such indebtedness, could render us unable to pay principal, premium, if any, and interest on the notes and substantially decrease the market value of the notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness (including covenants in our amended revolving credit facility), we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under our amended revolving credit facility could elect to terminate their commitments thereunder, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to obtain waivers from the required lenders under our amended revolving credit facility to avoid being in default. If we breach our covenants under our amended revolving credit facility and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under our amended revolving credit facility, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation.

We may incur substantially more debt. This could further exacerbate the risks described above.

We and our subsidiary guarantors may be able to incur substantial additional indebtedness in the future. The terms of the indenture do not fully prohibit us or our subsidiary guarantors from doing so. If we incur any additional indebtedness, including trade payables, that ranks equally with the notes, the holders of that debt will be entitled to share ratably with the holders of the notes in any proceeds distributed in connection with any insolvency,

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liquidation, reorganization, dissolution or other winding up of our company. This may have the effect of reducing the amount of proceeds available to repay the notes. We have a \$400 million revolving credit facility with approximately \$168.8 million of undrawn availability as of December 31, 2008. All of those borrowings will be secured by substantially all of our assets and will rank effectively senior to the notes and the guarantees. If new debt is added to our current debt levels, the related risks that we and our subsidiary guarantors now face could intensify. The subsidiaries that guarantee our senior notes will also be guarantors under our amended revolving credit facility.

As a holding company, Complete's main source of cash is distributions from its subsidiaries.

We conduct our operations primarily through our subsidiaries, and these subsidiaries directly own substantially all of our operating assets. Therefore, our operating cash flow and ability to meet our debt obligations depend principally on the cash flow provided by our subsidiaries in the form of loans, dividends or other payments to us as an equity holder, service provider or lender. The ability of our subsidiaries to make such payments to the parent company will depend on their earnings, tax considerations, legal restrictions and contractual restrictions imposed by their own indebtedness. Although our debt facilities limit the right of certain of our subsidiaries to enter into consensual restrictions on their ability to pay dividends and make other payments to us, these limitations are subject to a number of significant qualifications and exceptions.

In addition, not all of our subsidiaries guarantee our obligation under the senior notes. Creditors of such subsidiaries (including trade creditors) generally will be entitled to payment from the assets of those subsidiaries before those assets can be distributed to us. As a result, our senior notes are effectively subordinated to the prior payment of all of the debts (including trade payables) of our non-guarantor subsidiaries.

Item 1B. *Unresolved Staff Comments.*

None.

Item 2. *Properties.*

As of December 31, 2008, we owned 56 offices, facilities and yards, of which 11 were in Texas, 22 were in Oklahoma, two were in Arkansas, one was in North Dakota, one was in Montana, six were in Wyoming, three were in Colorado, three were in Louisiana, three were in Pennsylvania, one was in Alberta, Canada, one was in Utah, one was in Poza Rica, Mexico and one was in Singapore.

As of December 31, 2008, we owned or operated 61 saltwater disposal wells, of which 28 were in Texas, 32 were in Oklahoma and one was in Arkansas. In addition, we owned one drilling mud disposal facility in Oklahoma and one produced water evaporation facility in Wyoming.

In addition, as of December 31, 2008, we leased 232 offices, facilities and yards, of which 70 were in Texas, 28 were in Oklahoma, 27 were in Wyoming, two were in Montana, 10 were in North Dakota, 34 were in Colorado, five were in Louisiana, six were in Arkansas, five were in Utah, one was in Pennsylvania, 29 were in Alberta, Canada, two were in British Columbia, Canada, six were in Mexico and seven were in Singapore. As of December 31, 2008, we leased two drilling mud disposal facilities in Oklahoma.

In addition, we also lease our corporate headquarters in Houston, Texas, as well as administrative offices in Gainesville, Texas; Enid, Oklahoma; Fredrick, Colorado; Eunice, Louisiana; Shelocta, Pennsylvania; Calgary, Alberta, Canada; and additional office space in Houston, Texas.

Item 3. *Legal Proceedings.*

In the normal course of our business, we are a party to various pending or threatened claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, products, employees and other matters, including warranty and product liability claims and occasional claims by individuals alleging exposure to hazardous materials, on the job injuries and fatalities as a result of our products or operations. Many of the claims filed against us relate to motor vehicle accidents which can result in the loss of life or serious bodily injury. Some of these claims relate to matters occurring prior to our acquisition of businesses. In certain cases, we are entitled to indemnification from the sellers of such businesses.

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Although we cannot know or predict with certainty the outcome of any claim or proceeding or the effect such outcomes may have on us, we believe that any liability resulting from the resolution of any of these matters, to the extent not otherwise provided for or covered by insurance, will not have a material adverse effect on our financial position, results of operations or liquidity.

We have historically incurred additional insurance premium related to a cost-sharing provision of our general liability insurance policy, and we cannot be certain that we will not incur additional costs until either existing claims become further developed or until the limitation periods expire for each respective policy year. Any such additional premiums should not have a material adverse effect on our financial position, results of operations or liquidity. We incurred no additional premium related to this cost-sharing provision of our general liability policy in 2008, but paid \$1.4 million of additional premium for the year ended December 31, 2007.

Item 4. *Submission of Matters to a Vote of Security Holders.*

None.

Table of Contents**PART II****Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.***

We have 200,000,000 authorized shares of \$0.01 par value common stock, of which 75,555,508 shares were outstanding at December 31, 2008, including 789,191 shares of non-vested restricted stock for which the forfeiture restrictions have not lapsed. At February 20, 2009, we had 76,867,674 shares of common stock outstanding, of which 1,995,398 shares were non-vested restricted stock subject to forfeiture restrictions. The common shares outstanding at February 20, 2009 were held by 87 record holders, excluding stockholders for whom shares are held in nominee or street name. We had 5,000,000 authorized shares of \$0.01 par value preferred stock, of which none was issued and outstanding at December 31, 2008 or February 20, 2009.

On April 20, 2006, we entered into an underwriting agreement in connection with our initial public offering and became subject to the reporting requirements of the Securities Exchange Act of 1934. On April 21, 2006, our common stock began trading on the New York Stock Exchange under the symbol CPX. On April 26, 2006, we completed our initial public offering.

The following table presents the high and low sales prices of our common stock reported by the New York Stock Exchange for each of the calendar quarters in 2007 and 2008:

Period	CPX Stock Price	
	High	Low
Quarter ended March 31, 2007	\$ 21.20	\$ 17.28
Quarter ended June 30, 2007	\$ 27.75	\$ 19.45
Quarter ended September 30, 2007	\$ 26.17	\$ 20.00
Quarter ended December 31, 2007	\$ 22.66	\$ 17.30
Quarter ended March 31, 2008	\$ 22.98	\$ 14.13
Quarter ended June 30, 2008	\$ 37.50	\$ 22.23
Quarter ended September 30, 2008	\$ 37.84	\$ 18.61
Quarter ended December 31, 2008	\$ 20.08	\$ 4.04

The year-end closing sales price of our common stock was \$17.97 on December 31, 2007, the last trading day of 2007, and \$8.15 on December 31, 2008, the last trading day of 2008.

Issuer Purchases of Equity Securities:

We made no repurchases of our common stock during the years ended December 31, 2008, 2007 or 2006.

Equity Compensation Plans:

The information relating to our equity compensation plans required by Item 5 is incorporated by reference to such information as set forth in Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters contained herein.

Dividends:

We have paid no dividends on our outstanding \$0.01 par value common stock for the years ended December 31, 2008, 2007 or 2006. We currently do not intend to pay dividends in the foreseeable future, but rather plan to reinvest such funds in our business. Furthermore, our credit facility and the indenture governing our senior notes contain covenants which restrict us from paying future dividends on our common stock.

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Performance Graph:

The information in this section of the Annual Report pertaining to our performance relative to our peers is being furnished but not filed with the SEC, and as such, the information is neither subject to Regulation 14A or 14C or to the liabilities of Section 18 of the Exchange Act of 1934.

The following chart presents a comparative analysis of the stock performance of our common stock (CPX) relative to an industry index, the Philadelphia Oil Service Sector Index (OSX), and a broader market index, Standard & Poor's 500 Index (S&P). This analysis assumes a \$100 investment in the underlying common stock of CPX, OSX and S&P on April 21, 2006, the date of our initial public offering, through December 31, 2008. This analysis does not purport to be a representation of the actual market performance of our stock or these indexes. This chart has been provided for informational purposes to assist the reader in evaluating the market performance of our common stock compared to other market participants.

Notwithstanding anything to the contrary set forth in our previous filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, which might incorporate future filings made by us under those statutes, the following Stock Performance Graph will not be deemed incorporated by reference into any future filings made by us under those statutes.

COMPARISON OF 32 MONTH CUMULATIVE TOTAL RETURN*

Among Complete Production Services, Inc, The S & P 500 Index
And The PHLX Oil Service Sector Index

* \$100 invested on 4/21/06 in stock or on 3/31/06 in index-including reinvestment of dividends. Fiscal year ending December 31.

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The following table presents selected historical consolidated financial and operating data for the periods shown. The selected consolidated financial data as of December 31, 2004, 2005, 2006, 2007 and 2008 and for each of the years then ended have been derived from our audited consolidated financial statements for those dates and periods, adjusted for discontinued operations, as indicated. The following information should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and related notes included in this Annual Report.

	For the Year Ended December 31,				
	2004	2005(3)	2006	2007	2008
	(In thousands)				
Statement of Operations Data:					
Revenue:					
Completion and production services	\$ 190,267	\$ 502,517	\$ 860,508	\$ 1,242,314	\$ 1,545,348
Drilling services	37,584	115,771	194,517	212,272	234,104
Products sales	8,178	11,290	29,586	40,857	59,102
Total	236,029	629,578	1,084,611	1,495,443	1,838,554
Expenses:					
Service and product expenses(2)	153,274	383,502	629,346	874,563	1,133,799
Selling, general and administrative	37,930	99,431	144,432	179,027	198,252
Depreciation and amortization	19,838	46,484	75,902	131,353	181,097
Impairment loss(4)				13,094	272,006
Operating income from continuing operations before interest, taxes and minority interest	24,987	100,161	234,931	297,406	53,400
Write-off of deferred financing fees		3,315	170		
Interest expense	7,471	24,460	40,645	61,328	59,729
Interest income			(1,387)	(325)	(301)
Taxes	7,148	28,606	70,516	86,851	74,568
Income (loss) from continuing operations before minority interest	10,368	43,780	124,987	149,552	(80,596)
Minority interest	4,705	384	(49)	(569)	
Income (loss) from continuing operations	5,663	43,396	125,036	150,121	(80,596)
Income (loss) from discontinued operations (net of tax expense of \$3,673, \$5,114, \$9,359, \$6,890 and \$3,865, respectively)(1)	8,221	10,466	14,050	11,443	(4,859)
Net income (loss)	\$ 13,884	\$ 53,862	\$ 139,086	\$ 161,564	\$ (85,455)
Income (loss) from continuing operations per diluted share	\$ 0.19	\$ 0.87	\$ 1.84	\$ 2.05	\$ (1.10)

- (1) In May 2008, our Board of Directors authorized and committed to a plan to sell certain operations in the Barnett Shale region of north Texas, consisting primarily of our supply store business, as well as certain non-strategic drilling logistics assets and other completion and production services assets. On May 19, 2008, we sold these operations to a company owned by a former officer of one of our subsidiaries. In August 2006, our Board of Directors authorized and committed to a plan to sell certain manufacturing and production enhancement product sales operations of a subsidiary located in Alberta, Canada, which includes certain assets located in south Texas. This sale was completed on October 31, 2006. We accounted for these disposal groups as held for sale in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. We revised our financial statements, pursuant to SFAS No. 144, and reclassified the assets and liabilities of these

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disposal groups as held for sale as of the date of each balance sheet presented and removed the results of operations of the disposal group from net income from continuing operations, and presented these separately as income from discontinued operations, net of tax, for each of the accompanying statements of operations. We ceased depreciating the assets when each disposal group was reclassified as held for sale, and we adjusted the net assets to the lower of carrying value or fair value less selling costs. For a further discussion, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Annual Report.

- (2) Service and product expenses is the aggregate of service expenses and product expenses.
- (3) We paid a dividend of \$2.62 per share to our stockholders as of September 12, 2005 in conjunction with the Combination. Our current debt obligations restrict us from paying dividends on our common stock and we have not paid any other dividends in the past five fiscal years.
- (4) We recorded an impairment loss of \$272.0 million associated with goodwill for various reporting units as of December 31, 2008 in accordance with SFAS No. 142, Goodwill and Other Intangible Assets. For the year ended December 31, 2007, we recorded an impairment loss of \$13.1 million associated with our Canadian reporting unit. For a further discussion, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Annual Report.

	As of December 31,				
	2004	2005	2006	2007	2008
	(In thousands)				
Other Financial Data:					
EBITDA(5)	\$ 44,825	\$ 143,331	\$ 310,663	\$ 441,853	\$ 506,503
Cash flows from operating activities	34,622	76,427	187,743	338,560	350,448
Cash flows from financing activities	157,630	112,139	471,376	66,643	27,990
Cash flows from investing activities	(186,776)	(188,358)	(650,863)	(408,795)	(374,137)
Capital expenditures:					
Acquisitions, net of cash acquired(6)	139,362	67,689	369,606	50,406	180,154
Property, plant and equipment	46,904	127,215	303,922	372,554	253,815

	For the Year Ended December 31,				
	2004	2005	2006	2007	2008
	(In thousands)				
Balance Sheet Data:					
Cash and cash equivalents	\$ 11,547	\$ 11,405	\$ 19,874	\$ 13,624	\$ 19,090
Net property, plant and equipment	227,406	371,337	752,648	1,013,190	1,166,453
Goodwill	139,322	280,961	541,313	549,130	341,592
Total assets	515,153	937,653	1,740,324	2,054,759	1,994,877
Long-term debt, excluding current portion	169,178	509,981	750,311	825,985	843,842
Total stockholders' equity	172,080	250,761	735,221	930,323	869,116

- (5) EBITDA consists of net income from continuing operations before interest expense, taxes, depreciation and amortization, minority interest and impairment loss. See Non-GAAP Financial Measures. EBITDA is included in

this Annual Report on Form 10-K because our management considers it an important supplemental measure of our performance and believes that it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry, some of which present EBITDA when reporting their results. We regularly evaluate our performance as compared to other companies in our industry that have different financing and capital structures and/or tax rates by using EBITDA. In addition, we use EBITDA in evaluating acquisition targets. Management also believes that EBITDA is a useful tool for measuring our ability to meet our future debt service, capital expenditures and working capital requirements, and EBITDA is commonly used by us and our investors to measure our ability to service indebtedness. EBITDA is not a substitute for the GAAP measures of earnings or of cash flow and is not necessarily a measure of our

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ability to fund our cash needs. In addition, it should be noted that companies calculate EBITDA differently and, therefore, EBITDA has material limitations as a performance measure because it excludes interest expense, taxes, depreciation and amortization and minority interest. The following table reconciles EBITDA with our net income.

Reconciliation of EBITDA

	2004	For the Year Ended December 31,			2008
		2005	2006	2007	
			(In thousands)		
Net income (loss)	\$ 13,884	\$ 53,862	\$ 139,086	\$ 161,564	\$ (85,455)
Plus: interest expense, net	7,471	24,460	39,258	61,003	59,428
Plus: tax expense	7,148	28,606	70,516	86,851	74,568
Plus: depreciation and amortization	19,838	46,484	75,902	131,353	181,097
Plus: minority interest	4,705	384	(49)	(569)	
Plus: impairment loss				13,094	272,006
Minus: income (loss) from discontinued operations (net of tax expense of \$3,673, \$5,114, \$9,359, \$6,890 and \$3,865, respectively)	8,221	10,465	14,050	11,443	(4,859)
EBITDA	\$ 44,825	\$ 143,331	\$ 310,663	\$ 441,853	\$ 506,503

- (6) Acquisitions, net of cash acquired, consists only of the cash component of acquisitions. It does not include common stock and notes issued for acquisitions, nor does it include other non-cash assets issued for acquisitions.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included within this Annual Report. This discussion contains forward-looking statements based on our current expectations, assumptions, estimates and projections about us and the oil and gas industry. These forward-looking statements involve risks and uncertainties that may be outside of our control and could cause actual results to differ materially from those in the forward-looking statements. For examples of those risks and uncertainties, see the cautionary statements contained in Item 1A. Risk Factors. Factors that could cause or contribute to such differences include, but are not limited to: market prices for oil and gas, the level of oil and gas drilling, economic and competitive conditions, capital expenditures, regulatory changes and other uncertainties. In light of these risks, uncertainties and assumptions, the forward-looking events discussed below may not occur. Unless otherwise required by law, we undertake no obligation to update publicly any forward-looking statements, even if new information becomes available or other events occur in the future.

The words believe, may, will, estimate, continue, anticipate, intend, plan, expect and similar expressions are used to identify forward-looking statements. All statements other than statements of current or historical fact contained in this Annual Report are forward-looking statements.

Overview

We are a leading provider of specialized services and products focused on helping oil and gas companies develop hydrocarbon reserves, reduce operating costs and enhance production. We focus on basins within North America that we believe have attractive long-term potential for growth, and we deliver targeted, value-added services and products required by our customers within each specific basin. We believe our range of services and products positions us to meet the many needs of our customers at the wellsite, from drilling and completion through production and eventual abandonment. We manage our operations from regional field service facilities located throughout the U.S. Rocky Mountain region, Texas, Oklahoma, Louisiana, Arkansas, Pennsylvania, western Canada, Mexico and Southeast Asia.

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We operate in three business segments:

Completion and Production Services. Through our completion and production services segment, we establish, maintain and enhance the flow of oil and gas throughout the life of a well. This segment is divided into the following primary service lines:

Intervention Services. Well intervention requires the use of specialized equipment to perform an array of wellbore services. Our fleet of intervention service equipment includes coiled tubing units, pressure pumping units, nitrogen units, well service rigs, snubbing units and a variety of support equipment. Our intervention services provide customers with innovative solutions to increase production of oil and gas.

Downhole and Wellsite Services. Our downhole and wellsite services include electric-line, slickline, production optimization, production testing, rental and fishing services. We also offer several proprietary services and products that we believe create significant value for our customers.

Fluid Handling. We provide a variety of services to help our customers obtain, move, store and dispose of fluids that are involved in the development and production of their reservoirs. Through our fleet of specialized trucks, frac tanks and other assets, we provide fluid transportation, heating, pumping and disposal services for our customers.

Drilling Services. Through our drilling services segment, we provide services and equipment that initiate or stimulate oil and gas production by providing land drilling, specialized rig logistics and site preparation throughout our service area. Our drilling rigs currently operate primarily in and around the Barnett Shale region of north Texas.

Product Sales. We provide oilfield service equipment and refurbishment of used equipment through our Southeast Asian business, and we provide repair work and fabrication services for our customers at a business located in Gainesville, Texas.

Substantially all service and rental revenue we earn is based upon a charge for a period of time (an hour, a day, a week) for the actual period of time the service or rental is provided to our customer or on a fixed per-stage-completed fee. Product sales are recorded when the actual sale occurs and title or ownership passes to the customer.

Our customers include large multi-national and independent oil and gas producers, as well as smaller independent producers and the major land-based drilling contractors in North America (see Customers in Item 1 of this Annual Report on Form 10-K). The primary factor influencing demand for our services and products is the level of drilling complexity and workover activity of our customers, which in turn, depends on current and anticipated future oil and gas prices, production depletion rates and the resultant levels of cash flows generated and allocated by our customers to their drilling and workover budgets. As a result, demand for our services and products is cyclical, substantially depends on activity levels in the North American oil and gas industry and is highly sensitive to current and expected oil and natural gas prices. The following tables summarize average North American drilling and well service rig activity, as measured by Baker Hughes Incorporated (BHI) and the Weatherford/AESC Service Rig Count for Active Rigs, respectively, and historical commodity prices as provided by Bloomberg:

AVERAGE RIG COUNTS

						Year Ended
12/31/03	12/31/04	12/31/05	12/31/06	12/31/07	12/31/08	

BHI Rotary Rig Count:

U.S. Land	924	1,095	1,290	1,559	1,695	1,814
U.S. Offshore	108	97	93	90	73	65
Total U.S.	1,032	1,192	1,383	1,649	1,768	1,879
Canada	372	365	455	471	343	382
Total North America	1,404	1,557	1,838	2,120	2,111	2,261

Source: BHI (www.BakerHughes.com)

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North American rotary rig count was 2,000 at December 31, 2008 and 1,701 at February 20, 2009.

	Year Ended					
	12/31/03	12/31/04	12/31/05	12/31/06	12/31/07	12/31/08
Weatherford/AESC Service Rig Count						
(Active Rigs):						
United States	1,967	2,064	2,222	2,364	2,388	2,515
Canada	710	755	795	779	596	686
Total U.S. and Canada	2,677	2,819	3,017	3,143	2,984	3,201

Source: Weatherford/AESC Service Rig Count for Active Rigs

Average Service rig counts for active rigs for December 2008 and January 2009 were 2,939 and 2,787, respectively, according to the Weatherford/AESC Service Rig Count for Active Rigs.

AVERAGE OIL AND GAS PRICES

Period	Average Daily Closing Henry Hub Spot Natural Gas Prices (\$/mcf)	Average Daily Closing WTI Cushing Spot Oil Price (\$/bbl)
1/1/99 12/31/99	\$ 2.27	\$ 19.30
1/1/00 12/31/00	4.31	30.37
1/1/01 12/31/01	3.97	25.96
1/1/02 12/31/02	3.37	26.17
1/1/03 12/31/03	5.49	31.06
1/1/04 12/31/04	5.90	41.51
1/1/05 12/31/05	8.89	56.56
1/1/06 12/31/06	6.73	66.09
1/1/07 12/31/07	6.97	72.23
1/1/08 12/31/08	8.89	99.92

Source: Bloomberg NYMEX prices.

The closing spot price of a barrel of WTI Cushing oil at December 31, 2008 was \$44.60 and the closing spot price for Henry Hub natural gas (\$/mcf) was \$5.63. At February 20, 2009, the closing spot price of a barrel of WTI Cushing oil was \$39.44 and the closing spot price for Henry Hub natural gas was \$4.22.

We consider the drilling and well service rig counts to be an indication of spending by our customers in the oil and gas industry for exploration and development of new and existing hydrocarbon reserves. These spending levels are a primary driver of our business, and we believe that our customers tend to invest more in these activities when oil and gas prices are at higher levels or are increasing. We evaluate the utilization of our assets as a measure of operating performance. This utilization can be impacted by these and other external and internal factors. See Item 1A. Risk Factors.

We generally charge for our services either on a dayrate or per-stage-completed basis. Depending on the specific service, charges may include one or more of these components: (1) a set-up charge, (2) an hourly service rate based on equipment and labor, (3) a stage- completed charge, (4) an equipment rental charge, (5) a consumables charge, and (6) a mileage and fuel charge. We generally determine the rates charged through a competitive process on a job-by-job basis. Typically, work is performed on a call out basis, whereby the customer requests services on a job-specific basis, but does not guarantee work levels beyond the specific job bid. For contract drilling services, fees are charged based on standard dayrates or, to a lesser extent, as negotiated by footage contracts. Product sales are generated through our Southeast Asian business and through wholesale distributors, using a purchase order process and a pre-determined price book.

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Outlook

Since our initial public offering, which became effective in April 2006, our growth strategy has been focused on internal growth in the basins in which we currently operate, as we sought to maximize our equipment utilization, add additional like-kind equipment and expand service and product offerings. In addition, we have sought new basins in which to replicate this approach and augmented our internal growth with strategic acquisitions. Throughout 2008, we continued to execute this strategy while evaluating the market trends in the oil and gas industry and communicating with our customers. In late 2008, we noticed a decline in drilling and exploration expenditures by our customers following the significant decline in oil and gas commodity prices. Although we do not know the extent of this downturn for 2009, we expect to decrease our level of internal capital investment for 2009 relative to recent years, and to implement cost-saving measures throughout 2009, while remaining responsive to our customers' needs for quality services.

Internal Capital Investment. Our internal expansion activities have generally consisted of adding equipment and qualified personnel in locations where we have established a presence. We have grown our operations in many of these locations by expanding services to current customers, attracting new customers and hiring local personnel with local basin-level expertise and leadership recognition. Depending on customer demand, we will consider adding equipment to further increase the capacity of services currently being provided and/or add equipment to expand the services we provide. We invested \$930.3 million in equipment additions over the three-year period ended December 31, 2008, which included \$752.0 million for the completion and production services segment, \$152.4 million for the drilling services segment, \$19.9 million for the product sales segment and \$6.0 million related to general corporate operations. We expect to invest significantly less in capital equipment during the year ended December 31, 2009.

External Growth. We use strategic acquisitions as an integral part of our growth strategy. We consider acquisitions that will add to our service offerings in a current operating area or that will expand our geographical footprint into a targeted basin. We have completed several acquisitions in recent years. These acquisitions affect our operating performance period to period. Accordingly, comparisons of revenue and operating results are not necessarily comparable and should not be relied upon as indications of future performance. We have invested an aggregate of \$600.2 million in acquisitions over the three-year period ended December 31, 2008. Of this amount, we invested an aggregate of \$180.2 million to acquire 4 businesses during 2008 and \$49.7 million to acquire 7 businesses during 2007. See [Significant Acquisitions](#).

Natural gas prices have declined from historical highs in 2008 and rotary rig counts have recently begun to decline. The recent change in activity levels are likely the result of a number of macro-economic factors, such as an excess supply of natural gas, lower demand for oil and gas, market expectations of weather conditions and the utilization of heating fuels, the cyclical nature of the oil and gas industry and other general market conditions for the U.S. economy, including the current global financial crisis, which has contributed to significant reductions in available capital and liquidity from banks and other providers of credit. We have experienced a significant decline in utilization of our assets during late 2008 and thus far in 2009, and we anticipate that lower commodity prices and activity levels will continue to adversely impact our near-term performance results due to pricing pressure and lower utilization rates. Due to the deteriorating market conditions, we recorded a non-cash impairment charge of \$272.0 million at December 31, 2008 related to the write-down of goodwill for various of our reporting units. In 2007, we recorded a non-cash goodwill impairment charge of \$13.1 million for our Canadian reporting unit. Although we cannot determine the depth or duration of the decline in activity in the oil and gas industry, we believe the overall long-term outlook for North American oilfield activity and our business remains favorable, especially in the basins in which we operate.

Our business continues to be impacted by seasonality and inclement weather including the effects of the normal second quarter Canadian break-up, as well as the impact of Gulf of Mexico tropical weather systems.

We, and many of our competitors, have invested in new equipment, some of which requires long lead times to manufacture. As more of this equipment is available to be placed into service and oilfield activities decline, there will be excess capacity in the industry, which we believe may negatively impact our utilization rates and pricing for certain service offerings . In addition, as new equipment enters the market, we must compete for employees to crew

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the equipment, which puts inflationary pressure on labor costs. Our equipment fleet is relatively new, as we have made significant investments in new equipment over the past few years. We continue to monitor our equipment utilization and poll our customers to assess demand levels. As equipment enters the marketplace or competition for existing customers increases, we believe our customers will rely upon service providers with local knowledge and expertise, which we believe we have and which constitutes a fundamental aspect of our growth strategy.

Significant Acquisitions

During 2008, we acquired substantially all the assets or all of the equity interests in four oilfield service companies, for \$180.2 million in cash, resulting in goodwill of approximately \$71.2 million. Several of these acquisitions are subject to final working capital adjustments.

On February 29, 2008, we acquired substantially all of the assets of KR Fishing & Rental, Inc. for \$9.5 million in cash, resulting in goodwill of \$6.4 million. KR Fishing & Rental, Inc. is a provider of fishing, rental and foam unit services in the Piceance Basin and the Raton Basin, and is located in Rangely, Colorado. We believe this acquisition complements our completion and production services business in the Rocky Mountain region.

On April 15, 2008, we acquired all the outstanding common stock of Frac Source Services, Inc. a provider of pressure pumping services to customers in the Barnett Shale of north Texas, for \$62.4 million in cash, net of cash acquired, which includes a working capital adjustment of \$1.6 million and recorded goodwill of \$15.4 million. Upon closing this transaction, we entered into a contract with one of our major customers to provide pressure pumping services in the Barnett Shale utilizing three frac fleets under a contract with a term that extends up to three years from the date each fleet is placed into service. We spent an additional \$20.0 million in 2008 on capital equipment related to these contracted frac fleets. Thus, our total investment in this operation was approximately \$82.4 million. We believe this acquisition expands our pressure pumping business in north Texas and that the related contract provides a stable revenue stream from which to expand our pressure pumping business outside of this region.

On October 3, 2008, we acquired all of the membership interests of TSWS Well Services, LLC, a limited liability corporation which held substantially all of the well servicing and heavy haul assets of TSWS, Inc., a company based in Magnolia, Arkansas, which provides well servicing and heavy haul services to customers in northern Louisiana, east Texas and southern Arkansas. As consideration, we paid \$57.2 million in cash, and prepaid an additional \$1.0 million related to an employee retention bonus pool. We also recorded goodwill totaling \$21.9 million. The purchase price allocation associated with this acquisition has not yet been completed. We believe this acquisition extends our geographic reach into the Haynesville Shale area.

On October 4, 2008, we acquired substantially all of the assets of Appalachian Wells Services, Inc. and its wholly-owned subsidiary, each of which is based in Shelocta, Pennsylvania. This business provides pressure pumping, e-line and coiled tubing services in the Appalachian region, and includes a service area which extends through portions of Pennsylvania, West Virginia, Ohio and New York. As consideration for the purchase, we paid \$50.1 million in cash and issued 588,292 unregistered shares of our common stock, valued at \$15.04 per share. We expect to invest an additional \$6.5 million to complete a frac fleet at this location and have an option to purchase real property for approximately \$0.6 million. In addition, we have entered into an agreement under which we may be required to pay up to an additional \$5.0 million in cash consideration during the earn-out period which extends through 2010, based upon the results of operations of various service lines acquired. The purchase price allocation associated with this acquisition has not yet been finalized. We recorded goodwill of approximately \$27.5 million associated with this acquisition. We believe this acquisition creates a platform for future growth for our pressure pumping and other completion and production service lines in the Marcellus Shale.

Other recent acquisitions which are deemed to be significant include:

Arkoma. On June 30, 2006, we acquired certain operating assets of J&M Rental Tool, Inc dba Arkoma Machine & Fishing Tools, Arkoma Machine Shop, Inc. and N&M Supply, LLC, collectively referred to as Arkoma , a provider of rental tools, machining and fishing services in the Fayetteville Shale and Arkoma

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Basin, located in Ft. Smith, Arkansas. We paid \$18.0 million in cash to acquire Arkoma and recorded goodwill totaling \$9.0 million, which has been allocated entirely to the completion and production services business segment. This acquisition provided a platform to further expand our presence in the Fayetteville Shale and Arkoma Basin and supplements our completion and production services business in that region.

Turner. On July 28, 2006, we acquired all of the outstanding equity interests of the Turner group of companies (Turner Energy Services, LLC, Turner Energy SWD, LLC, T. & J. Energy, LLC, T. & J. SWD, LLC and Loyd Jones Well Service, LLC) for \$54.3 million in cash, after a final working capital adjustment. The Turner Group of Companies (Turner) is based in the Texas panhandle in Canadian, Texas, and owns a fleet of well service rigs, and provides other wellsite services such as fishing, equipment rental, fluid handling and salt water disposal services. We recorded goodwill totaling \$16.0 million associated with this purchase. We have included the accounts of Turner in our completion and production services business segment from the date of acquisition. We believe this acquisition supplements our completion and production services business in the Mid-continent region.

Pinnacle. On August 1, 2006, we acquired substantially all of the assets of Pinnacle Drilling Co., L.L.C. (Pinnacle), a drilling company located in Tolar, Texas, for \$32.8 million in cash, which includes \$1.1 million related to equipment refurbishment. Pinnacle operates three drilling rigs, two in the Barnett Shale region of north Texas and one in east Texas. We recorded goodwill totaling \$1.0 million associated with this purchase. We finalized our purchase price allocation for Pinnacle during 2007 and received \$0.6 million from the seller related to pre-acquisition contingencies which resulted in a reduction of goodwill of \$0.6 million. We have included the accounts of Pinnacle in our drilling services business segment from the date of acquisition. This acquisition increases our presence in the Barnett Shale of north Texas and the Bossier Trend of east Texas and expands our capacity to drill deep and horizontal wells, which are sought by our customers in this region.

Femco. On October 19, 2006, we acquired substantially all of the assets of Femco Services, Inc., R&S Propane, Inc. and Webb Dozer Service, Inc. (collectively, Femco), a group of companies located in Lindsay, Oklahoma for \$36.0 million in cash. Femco provides fluid handling, frac tank rental, propane distribution and fluid disposal services throughout southern central Oklahoma. We recorded goodwill totaling \$11.2 million associated with this purchase. We have included the accounts of Femco in our completion and production services business segment from the date of acquisition. We believe this acquisition expands our presence in the Fayetteville Shale and enhances our completion and production services business in the Mid-continent region.

Pumpco. On November 8, 2006, we acquired all the outstanding equity interests of Pumpco, a company located in Gainesville, Texas for approximately \$144.6 million in cash, net of cash acquired, and 1,010,566 shares of our common stock. We also assumed approximately \$30.3 million of debt outstanding under Pumpco's existing credit facility. Pumpco provides pressure pumping, stimulation and cementing services used in the development and completion of gas and oil wells in the Barnett Shale play of north Texas. We recorded goodwill totaling \$148.6 million associated with this acquisition. The purchase price allocation for Pumpco was finalized in 2007 which resulted in a reclassification of \$2.0 million from goodwill to other intangible assets, and a reduction of goodwill of \$3.1 million related the deferred tax liabilities acquired which were deemed unnecessary based on our 2006 tax return filings in 2007. We have included the accounts of Pumpco in our completion and production services business from the date of acquisition. This acquisition expanded our presence in the Barnett Shale and expands the service offerings of our completion and product services business to include pressure pumping.

In addition, we completed several other smaller acquisitions in 2007 and 2006, each of which has contributed to the expansion of our business into new geographic regions or enhanced our service and product offerings.

We have accounted for our acquisitions using the purchase method of accounting, whereby the purchase price is allocated to the fair value of net assets acquired, including intangibles and property, plant and equipment at depreciated replacement costs with the excess to goodwill. Results of operations related to each of the acquired companies have been included in our combined operations as of the date of acquisition.

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In May 2008, our Board of Directors authorized and committed to a plan to sell certain operations in the Barnett Shale region of north Texas, consisting primarily of our supply store business, as well as certain non-strategic drilling logistics assets and other completion and production services assets. On May 19, 2008, we sold these operations to Select Energy Services, L.L.C., a company owned by a former officer of one of our subsidiaries, for which we received proceeds of \$50.2 million in cash and assets with a fair market value of \$8.0 million. The carrying value of the net assets sold was approximately \$51.4 million, excluding \$11.1 million of allocated goodwill associated with the combination that formed Complete Production Services, Inc. in September 2005. We recorded a loss on the sale of this disposal group totaling approximately \$6.9 million, which included \$2.6 million related to income taxes. In accordance with the sales agreement, we agreed to sublet office space to Select Energy Services, L.L.C. and to provide certain administrative services for an initial term of one year, at an agreed-upon rate.

On October 31, 2006, we completed the sale of another disposal group which included certain manufacturing and production enhancement product operations of a subsidiary located in Alberta, Canada, as well as operations in south Texas, for approximately \$19.3 million in cash, with an additional amount subject to a working capital adjustment, and a \$2.0 million Canadian dollar denominated note which matures on October 31, 2009 and accrues interest at a specified Canadian bank prime rate plus 1.50% per annum. We sold this disposal group to Paintearth Energy Services, Inc., an oilfield service company located in Calgary, Alberta, Canada, that employs two of our former employees as key managers. The carrying value of the related net assets was \$21.7 million on October 31, 2006. We recorded a loss on the sale of this disposal group totaling approximately \$0.6 million, which included a transaction gain associated with the release of cumulative translation adjustment associated with this business, and a \$1.0 million charge to expense related to capital taxes in Canada. The sales agreement allowed Paintearth Energy Services, Inc. to use our subsidiary's trade name for a period of 120 days from November 1, 2006 through February 28, 2007. On January 30, 2008, we amended the terms of the Paintearth note receivable to extend the maturity date through October 2011 and amended the interest rate for each of the calendar years within the remaining term.

Marketing Environment

We operate in a highly competitive industry. Our competition includes many large and small oilfield service companies. As such, we price our services and products to remain competitive in the markets in which we operate, adjusting our rates to reflect current market conditions as necessary. We examine the rate of utilization of our equipment as one measure of our ability to compete in the current market environment.

Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements in conformity with GAAP requires the use of estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, and provide a basis for making judgments about the carrying value of assets and liabilities that are not readily available through open market quotes. Estimates and assumptions are reviewed periodically, and actual results may differ from those estimates under different assumptions or conditions. We must use our judgment related to uncertainties in order to make these estimates and assumptions.

In the selection of our critical accounting policies, the objective is to properly reflect our financial position and results of operations for each reporting period in a consistent manner that can be understood by the reader of our financial statements. Our accounting policies and procedures are explained in note 1 of the notes to the consolidated financial statements contained elsewhere in this Annual Report on Form 10-K. We consider an estimate to be critical if it is subjective and if changes in the estimate using different assumptions would result in a material impact on our financial position or results of operations.

We have identified the following as the most critical accounting policies and estimates, and have provided: (1) a description, (2) information about variability and (3) our historical experience, including a sensitivity analysis, if applicable.

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Revenue Recognition

We recognize service revenue as services are performed and when realized or earned. Revenue is deemed to be realized or earned when we determine that the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed or determinable; and (4) collectibility is reasonably assured. These services are generally provided over a relatively short period of time pursuant to short-term contracts at pre-determined dayrate fees, or on a day-to-day basis. Revenue and costs related to drilling contracts are recognized as work progresses. Progress is measured as revenue is recognized based upon dayrate charges. For certain contracts, we may receive lump-sum payments from our customers related to the mobilization of rigs and other drilling equipment. Under these arrangements, we defer revenues and the related cost of services and recognize them over the term of the drilling contract. Costs incurred to relocate rigs and other drilling equipment to areas in which a contract has not been secured are expensed as incurred. Revenues associated with product sales are recorded when product title is transferred to the customer.

Under current GAAP, revenue is to be recognized when it is realized or realizable and earned. The SEC's rules and regulations provide additional guidance for revenue recognition under specific circumstances, including bill and hold transactions. There is a risk that our results of operations could be misstated if we do not record revenue in the proper accounting period.

The nature of our business has been such that we generally bill for services over a relatively short period of time and record revenues as products are sold. We did not record material adjustments resulting from revenue recognition issues for the years ended December 31, 2008, 2007 and 2006.

Impairment of Long-Lived Assets

We evaluate potential impairment of long-lived assets and intangibles, excluding goodwill and other intangible assets without defined service lives, when indicators of impairment are present, as defined in SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. If such indicators are present, we project the fair value of the assets by estimating the undiscounted future cash in-flows to be derived from the long-lived assets over their remaining estimated useful lives, as well as any salvage value. Then, we compare this fair value estimate to the carrying value of the assets and determine whether the assets are deemed to be impaired. For goodwill and other intangible assets without defined service lives, we apply the provisions of SFAS No. 142, *Goodwill and Other Intangible Assets*, which requires an annual impairment test, whereby we estimate the fair value of the asset by discounting future cash flows at a projected cost of capital rate. If the fair value estimate is less than the carrying value of the asset, an additional test is required whereby we apply a purchase price analysis consistent with that described in SFAS No. 141. If impairment is still indicated, we would record an impairment loss in the current reporting period for the amount by which the carrying value of the intangible asset exceeds its projected fair value.

Our industry is highly cyclical and the estimate of future cash flows requires the use of assumptions and our judgment. Periods of prolonged down cycles in the industry could have a significant impact on the carrying value of these assets and may result in impairment charges. If our estimates do not approximate actual performance or if the rates we used to discount cash flows vary significantly from actual discount rates, we could overstate our assets and an impairment loss may not be timely identified.

We tested goodwill for impairment for each of the years ended December 31, 2008, 2007 and 2006. Management prepared a discounted cash flow analysis to determine the fair market value of each reportable unit as of the testing date, October 1 of each year. Projected cash flows were based on certain management assumptions related to expected growth, capital investment and terminal value, discounted at a market-participant weighted average cost of capital, refined to reflect our current and anticipated capital structure. Based on this analysis, management determined that

goodwill was impaired in 2008 and 2007. In accordance with SFAS No. 142, management performed a step-two analysis to calculate the amount by which the carrying value of the reporting units exceeded the projected fair market value of such units as of the annual testing date. As a result of this testing in 2007, management recorded an impairment charge which reduced goodwill in Canada by \$13.4 million. This annual testing was performed in 2008 and yielded another impairment for this Canadian subsidiary as of the test date. However, due to a decline in the overall U.S. debt and equity markets and concerns over the availability of credit, we determined that a triggering event, as that term is defined in SFAS No. 142, had occurred during the

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fourth quarter of 2008. Therefore, we performed our impairment calculations again as of December 31, 2008, incorporating our most recent assumptions of future earnings and cash flows. Based on this testing, we determined that the goodwill associated with most of our reporting units had been impaired. We recorded an impairment charge of \$272.0 million at December 31, 2008. In calculating this impairment charge, management made assumptions about future earnings by reportable unit, which may differ from actual future earnings for these operations. A significant decline in expected future cash flow, a further erosion of market conditions or a lower-than-expected recovery of the oil and gas industry activity levels in future years, could result in an additional impairment charge. A 10% impairment of total goodwill at December 31, 2008 would have decreased our operating income by \$34.2 million for the year then ended.

Stock Options and Other Stock-Based Compensation

We have issued stock-based compensation to certain employees, officers and directors in the form of stock options and non-vested restricted stock. We adopted SFAS No. 123R, Share-Based Payment, on January 1, 2006, which impacted our accounting treatment of employee stock options. As required by SFAS No. 123R, we continue to account for stock-based compensation for grants made prior to September 30, 2005, the date of our initial filing with the SEC, using the minimum value method prescribed by APB No. 25, whereby no compensation expense is recognized for stock-based compensation grants that have an exercise price equal to the fair value of the stock on the date of grant. However, for grants of stock-based compensation between October 1, 2005 and December 31, 2005 (prior to adoption of SFAS No. 123R), we have utilized the modified prospective transition method to record expense associated with these options. Under this transition method, we did not record compensation expense associated with these stock option grants during the period October 1, 2005 through December 31, 2005, but will provide pro forma disclosure of this expense as appropriate. However, we will recognize expense related to these grants over the remaining vesting period, based upon a calculated fair value. For grants of stock-based compensation on or after January 1, 2006, we apply the prospective transition method under SFAS No. 123R, whereby we recognize expense associated with new awards of stock-based compensation, as determined using a Black-Scholes pricing model over the expected term of the award. In addition, we record compensation expense associated with non-vested restricted stock which has been granted to certain of our directors, officers and employees. In accordance with SFAS No. 123R, we calculate compensation expense on the date of grant (number of options granted multiplied by the fair value of our common stock on the date of grant) and recognize this expense, adjusted for forfeitures, ratably over the applicable vesting period.

GAAP permits the use of various models to determine the fair value of stock options and the variables used for the model are highly subjective. For purposes of determining compensation expense associated with stock options granted after January 1, 2006, we are required to determine the fair value of the stock options by applying a pricing model which includes assumptions for expected term, discount rate, stock volatility, expected forfeitures and a dividend rate. The use of different assumptions or a different model may have a material impact on our financial disclosures.

For years ended on or before December 31, 2005, we determined the value of our stock options by applying the minimum value method permitted by APB No. 25 and, in connection with estimating compensation expense that would be required to be recognized under SFAS No. 123, Accounting for Stock-Based Compensation, we used a Black-Scholes model including assumptions for expected term (ranging from 3 to 4.5 years as of December 31, 2005), risk-free rate (based upon published rates for U.S. Treasury notes with a similar term), zero dividend rate and a volatility rate of zero. For the years ended December 31, 2007 and 2006, we applied a Black-Scholes model with similar assumptions, except we estimated our stock volatility by examining the volatility rates of several peer companies, we estimated a forfeiture rate based upon our historical experience and we estimated the expected term of the options using a probability analysis. Beginning in July 2008, we used our historical volatility rate as an assumption to determine the grant date fair value of our stock option grants during the third and fourth quarters of 2008. For the years ended December 31, 2008 and 2007, we have recorded compensation expense totaling \$5.4 million and

\$4.4 million, respectively, related to our stock option grants and \$6.9 million and \$3.1 million, respectively, related to our non-vested restricted stock.

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Allowance for Bad Debts and Inventory Obsolescence

We record trade accounts receivable at billed amounts, less an allowance for bad debts. Inventory is recorded at cost, less an allowance for obsolescence. To estimate these allowances, management reviews the underlying details of these assets as well as known trends in the marketplace, and applies historical factors as a basis for recording these allowances. If market conditions are less favorable than those projected by management, or if our historical experience is materially different from future experience, additional allowances may be required.

There is a risk that management may not detect uncollectible accounts or unsalvageable inventory in the correct accounting period.

Bad debt expense has been less than 1% of sales for the years ended December 31, 2008, 2007 and 2006. If bad debt expense had increased by 1% of sales for the years ended December 31, 2008, 2007 and 2006, net income would have declined by \$11.9 million, \$9.7 million and \$6.9 million, respectively. Our obsolescence and other inventory reserves were approximately 2%, 7% and 4% of our inventory balances at December 31, 2008, 2007 and 2006, respectively. A 1% increase in inventory reserves, from 2% to 3%, at December 31, 2008 would have decreased net income by \$0.3 million for the year then ended.

Property, Plant and Equipment

We record property, plant and equipment at cost less accumulated depreciation. Major betterments to existing assets are capitalized, while repairs and maintenance costs that do not extend the service lives of our equipment are expensed. We determine the useful lives of our depreciable assets based upon historical experience and the judgment of our operating personnel. We generally depreciate the historical cost of assets, less an estimate of the applicable salvage value, on the straight-line basis over the applicable useful lives. Upon disposition or retirement of an asset, we record a gain or loss if the proceeds from the transaction differ from the net book value of the asset at the time of the disposition or retirement.

GAAP permits various depreciation methods to recognize the use of assets. Use of a different depreciation method or different depreciable lives could result in materially different results. If our depreciation estimates are not correct, we could over- or understate our results of operations, such as recording a disproportionate amount of gains or losses upon disposition of assets. There is also a risk that the useful lives we apply for our depreciation calculation will not approximate the actual useful life of the asset. We believe our estimates of useful lives are materially correct and that these estimates are consistent with industry averages.

We evaluate property, plant and equipment for impairment when there are indicators of impairment. There have been no significant impairment charges related to our long-term assets during the years ended December 31, 2008, 2007 and 2006. Depreciation and amortization expense for the years ended December 31, 2008 and 2007 represented 16% and 15% of the average depreciable asset base for the respective years. An increase in depreciation relative to the depreciable base of 1%, from 16% to 17%, would have reduced net income by approximately \$7.1 million for the year ended December 31, 2008.

Self Insurance

On January 1, 2007, we began a self-insurance program to pay claims associated with health care benefits provided to certain of our employees in the United States. Pursuant to this program, we have purchased a stop-loss insurance policy from an insurance company. Our accounting policy for this self-insurance program is to accrue expense based upon the number of employees enrolled in the plan at pre-determined rates. As claims are processed and paid, we compare our claims history to our expected claims in order to estimate incurred but not reported claims. If our

estimate of claims incurred but not reported exceeds our current accrual, we record additional expense during the current period. There is a risk that we may not estimate our incurred but not reported claims correctly or that our stop-loss provision may not be adequate to insure us against material losses in the future. At December 31, 2008, we accrued \$4.4 million pursuant to this self-insurance program. A 10% increase in this self-insurance accrual would reduce our net income for the year ended December 31, 2008 by \$0.3 million.

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Deferred Income Taxes

Our income tax expense includes income taxes related to the United States, Canada and other foreign countries, including local, state and provincial income taxes. We account for tax ramifications using SFAS No. 109, Accounting for Income Taxes. Under SFAS No. 109, we record deferred income tax assets and liabilities based upon temporary differences between the carrying amount and tax basis of our assets and liabilities and measure tax expense using enacted tax rates and laws that will be in effect when the differences are expected to reverse. The effect of a change in tax rates is recognized in income in the period of the change. Furthermore, SFAS No. 109 requires us to record a valuation allowance for any net deferred income tax assets which we believe are likely to not be used through future operations. As of December 31, 2008, 2007 and 2006, we recorded a valuation allowance of less than \$1.0 million related to certain deferred tax assets in Canada. If our estimates and assumptions related to our deferred tax position change in the future, we may be required to record additional valuation allowances against our deferred tax assets and our effective tax rate may increase, which could adversely affect our financial results. As of December 31, 2008, we did not provide deferred U.S. income taxes on approximately \$12.0 million of undistributed earnings of our foreign subsidiaries in which we intend to indefinitely reinvest. Upon distribution of these earnings in the form of dividends or otherwise, we may be subject to U.S. income taxes and foreign withholding taxes. On January 1, 2007, we adopted Financial Interpretation No. 48 (FIN 48), which provides guidance to account for uncertain tax positions. During 2008, we performed an evaluation of our tax positions pursuant to Financial Interpretation No. 48 (FIN 48) and determined that this pronouncement did not have a material impact on our financial position, results of operations and cash flows.

There is a risk that estimates related to the use of loss carry forwards and the realizability of deferred tax accounts may be incorrect, and that the result could materially impact our financial position and results of operations. In addition, future changes in tax laws or GAAP requirements could result in additional valuation allowances or the recognition of additional tax liabilities.

Historically, we have utilized net operating loss carry forwards to partially offset current tax expense, and we have recorded a valuation allowance to the extent we expect that our deferred tax assets will not be utilized through future operations. Deferred income tax assets totaled \$20.0 million at December 31, 2008, against which we recorded a valuation allowance of \$0.3 million, leaving a net deferred tax asset of \$19.7 million deemed realizable. Changes in our valuation allowance would affect our net income on a dollar for dollar basis.

Discontinued Operations

We account for discontinued operations in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS No. 144 requires that we classify the assets and liabilities of a disposal group as held for sale if the following criteria are met: (1) management, with appropriate authority, commits to a plan to sell a disposal group; (2) the asset is available for immediate sale in its current condition; (3) an active program to locate a buyer and other actions to complete the sale have been initiated; (4) the sale is probable; (5) the disposal group is being actively marketed for sale at a reasonable price; and (6) actions required to complete the plan of sale indicate it is unlikely that significant changes to the plan of sale will occur or that the plan will be withdrawn. Once deemed held for sale, we no longer depreciate the assets of the disposal group. Upon sale, we calculate the gain or loss associated with the disposition by comparing the carrying value of the assets less direct costs of the sale with the proceeds received. In conjunction with the sale, we settle inter-company balances between us and the disposal group and allocate interest expense to the disposal group for the period the assets were held for sale. In the statement of operations, we present discontinued operations, net of tax effect, as a separate caption below net income from continuing operations.

Table of Contents**Results of Operations for the Years Ended December 31, 2008 and 2007**

The following tables set forth our results of continuing operations, including amounts expressed as a percentage of total revenue, for the periods indicated (in thousands, except percentages).

	Year Ended 12/31/08	Year Ended 12/31/07 (In thousands)	Change 2008/ 2007	Percent Change 2008/ 2007
Revenue:				
Completion and production services	\$ 1,545,348	\$ 1,242,314	\$ 303,034	24%
Drilling services	234,104	212,272	21,832	10%
Product sales	59,102	40,857	18,245	45%
Total	\$ 1,838,554	\$ 1,495,443	\$ 343,111	23%
EBITDA:				
Completion and production services	\$ 473,376	\$ 398,628	\$ 74,748	19%
Drilling services	58,743	61,418	(2,675)	(4)%
Product sales	12,677	9,943	2,734	27%
Corporate	(38,293)	(28,136)	(10,157)	36%
Total	\$ 506,503	\$ 441,853	\$ 64,650	15%

Corporate includes amounts related to corporate personnel costs, other general expenses and stock-based compensation charges.

EBITDA consists of net income from continuing operations before interest expense, taxes, depreciation and amortization, minority interest and impairment loss. EBITDA is a non-cash measure of performance. We use EBITDA as the primary internal management measure for evaluating performance and allocating additional resources. See the discussion of EBITDA at Note 3 under Item 6 (Selected Financial Data) of this Annual Report. The following table reconciles EBITDA for the years ended December 31, 2008 and 2007 to the most comparable GAAP measure, operating income (loss).

Reconciliation of EBITDA to Most Comparable GAAP Measure Operating Income (Loss)

Year Ended December 31, 2008	Completion and Production Services	Drilling Services	Product Sales	Corporate	Total
EBITDA, as defined	\$ 473,376	\$ 58,743	\$ 12,677	\$ (38,293)	\$ 506,503
Depreciation and amortization	\$ 156,198	\$ 19,961	\$ 2,537	\$ 2,401	\$ 181,097
Impairment loss	\$ 243,203	\$ 27,410	\$ 1,393	\$	\$ 272,006

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Operating income (loss)	\$ 73,975	\$ 11,372	\$ 8,747	\$ (40,694)	\$ 53,400
Year Ended December 31, 2007					
EBITDA, as defined	\$ 398,628	\$ 61,418	\$ 9,943	\$ (28,136)	\$ 441,853
Depreciation and amortization	\$ 112,836	\$ 14,572	\$ 2,064	\$ 1,881	\$ 131,353
Impairment loss	\$ 13,094	\$	\$	\$	\$ 13,094
Operating income (loss)	\$ 272,698	\$ 46,846	\$ 7,879	\$ (30,017)	\$ 297,406

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Below is a detailed discussion of our operating results by segment for these periods.

Year Ended December 31, 2008 Compared to the Year ended December 31, 2007*Revenue*

Revenue from continuing operations for the year ended December 31, 2008 increased by \$343.1 million, or 23%, to \$1,838.6 million from \$1,495.4 million for the year ended December 31, 2007. This increase by segment was as follows:

Completion and Production Services. Segment revenue increased \$303.0 million, or 24%, primarily due to revenues earned as a result of additional capital investment in our pressure pumping, coiled tubing, well servicing, rental and fluid handling businesses in 2007 and 2008. We experienced favorable results for our pressure pumping, fluid handling, well service and U.S. and Mexican coiled tubing businesses when comparing 2008 to 2007. Revenues for our pressure pumping business increased due to: (1) the successful integration of a business acquired in April 2008, and (2) the expansion of services into the Bakken Shale area of North Dakota. During 2007 and 2008, we completed a series of small acquisitions which provided incremental revenues for 2008 compared to 2007 due to the timing of those acquisitions. Revenue increases were partially offset by a general decline in oilfield activity which began during the fourth quarter of 2008 and pricing pressures in certain service offerings during the latter half of 2007 and throughout 2008.

Drilling Services. Segment revenue increased \$21.8 million, or 10%, for the year, primarily due to higher utilization rates and additional capital invested in our contract drilling business in 2007 and 2008. In early 2008, we experienced lower pricing for our drilling services and lower utilization rates in our rig logistics operations primarily due to an increase in equipment placed into service by our competitors. However, utilization improved during the second and third quarters of 2008, before declining in the fourth quarter due to a general decline in oilfield activity by our customers.

Product Sales. Segment revenue increased \$18.2 million, or 45%, for the year, primarily due to the sales mix and the timing of product sales and equipment refurbishment for our Southeast Asian business, which tends to be project-specific. We also had a larger volume of third-party sales at our repair and fabrication shop in north Texas during 2008 as compared to 2007.

Service and Product Expenses

Service and product expenses include labor costs associated with the execution and support of our services, materials used in the performance of those services and other costs directly related to the support and maintenance of equipment. These expenses increased \$259.2 million, or 30%, to \$1,133.8 million for the year ended December 31, 2008 from \$874.6 million for the year ended December 31, 2007. The following table summarizes service and product expenses as a percentage of revenues for the years ended December 31, 2008 and 2007:

Service and Product Expenses as a Percentage of Revenue

Segment:	Years Ended		Change
	12/31/08	12/31/07	
Completion and Production services	61%	58%	3%
Drilling services	67%	61%	6%

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Product sales	71%	68%	3%
Total	62%	58%	4%

Service and product expenses as a percentage of revenue increased to 62% for the year ended December 31, 2008 compared to 58% for the year ended December 31, 2007. Margins by business segment were impacted by acquisitions, pricing and utilization.

Completion and Production Services. The increase in service and product expenses as a percentage of revenue for this business segment reflects pricing pressure for many of our service lines throughout 2008,

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resulting in less favorable operating margins on a year-over-year basis. We incurred higher labor and fuel costs during 2008, although fuel costs began to decline in the fourth quarter of 2008, and we incurred higher sand and cement costs in our pressure pumping business. Start-up costs associated with mobilizing a frac fleet in the Bakken Shale area of North Dakota also impacted our operating margins. Cost increases were partially offset by the mix of services provided in 2008 compared to 2007, a full-year's benefit of capital invested throughout 2007, additional equipment placed into service during 2008 and several acquisitions. In late 2008, we experienced lower utilization rates and an increase in pricing pressure in several service lines due to a general decline in oilfield activity which may stem from lower commodity prices and concerns over the broader U.S. economy and the availability of credit for investment by our customers.

Drilling Services. The increase in service and product expenses as a percentage of revenue for this business segment represented a decline in margin during 2008 compared to 2007 due to: (1) lower pricing for our contract drilling and drilling logistics businesses on a year-over-year basis; (2) higher operating costs associated primarily with labor and fuel; and (3) lower utilization of our equipment due primarily to more market competition.

Product Sales. The increase in service and product expenses as a percentage of revenue for the products segments was primarily due to the mix of products sold, specifically the timing of equipment sales and refurbishment associated with our Southeast Asian operations which tend to be project specific and can fluctuate between periods depending upon the nature of the projects in process, and third-party repair and fabrication work performed at our shop in north Texas.

Selling, General and Administrative Expenses

Selling, general and administrative expenses include salaries and other related expenses for our selling, administrative, finance, information technology and human resource functions. Selling, general and administrative expenses increased \$19.3 million, or 11%, for the year ended December 31, 2008 to \$198.3 million from \$179.0 million during the year ended December 31, 2007. These expense increases included: (1) costs associated with businesses acquired in 2008, including additional employee headcount, property rental expense and insurance expense; (2) costs associated with 2007 acquisitions, which provided a full-year of selling, general and administrative expense for 2008; (3) incremental costs of approximately \$5.0 million related to stock-based compensation in 2008 compared to the prior year; and (4) costs associated with the retirement of an executive officer during the fourth quarter of 2008 and other severance costs. As a percentage of revenues, selling, general and administrative expense declined to 11% for the year ended December 31, 2008 as compared to 12% for the year ended December 31, 2007.

Depreciation and Amortization

Depreciation and amortization expense increased \$49.7 million, or 38%, to \$181.1 million for the year ended December 31, 2008 from \$131.4 million for the year ended December 31, 2007. The increase in depreciation and amortization expense was the result of equipment placed into service in 2008, a portion of which was purchased in 2007. Capital expenditures for equipment in 2008 totaled \$253.8 million. In addition, we recorded depreciation and amortization expense related to businesses acquired in 2007 and 2008, as well as assets purchased and placed into service throughout 2007, which contributed a full year of depreciation expense in 2008 compared to a partial year of depreciation expense in 2007. In addition, we incurred incremental amortization expense associated with intangible assets related to businesses acquired in 2008, particularly customer relationship intangibles which totaled \$14.0 million. As a percentage of revenue, depreciation and amortization expense increased to 10% for the year ended December 31, 2008 compared to 9% for the year ended December 31, 2007.

Impairment Loss

We recorded an impairment loss of \$272.0 million related to the write-down of goodwill associated with several of our reporting units, as defined in SFAS No. 142, based upon a discounted cash flow analysis of expected future earnings associated with these businesses. This analysis was impacted significantly by the overall decline in oilfield activity in late 2008 and the expected slowdown in activities in the short-term, due in part to concerns of excess supply of commodities, a general decline in the U.S. economy and concerns over the availability of credit for

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our customers to continue investment in drilling and exploration activities in the short-term. We recorded an impairment charge of \$13.1 million for the year ended December 31, 2007 related to our Canadian operations.

Interest Expense

Interest expense was \$59.7 million and \$61.3 million for the years ended December 31, 2008 and 2007, respectively. The decrease in interest expense was attributable primarily to a decline in the average borrowing rate in 2008 for variable rate borrowings, primarily our revolving credit facilities in the U.S. and Canada. This decline in interest rates was partially offset by an increase in the average debt balance outstanding throughout 2008 compared to 2007. These borrowings were used primarily for business acquisitions and equipment purchases during 2008. The weighted-average interest rate of borrowings outstanding at December 31, 2008 and 2007 was approximately 7.0% and 7.7%, respectively.

Taxes

Tax expense is comprised of current income taxes and deferred income taxes. The current and deferred taxes added together provide an indication of an effective rate of income tax.

Our tax rate for the year ended December 31, 2008 was impacted significantly by a \$272.0 million impairment of goodwill which had a limited tax basis, as the majority of the goodwill arose through stock purchase transactions with little or no tax basis. We received no tax benefit from the \$13.1 million impairment of goodwill recorded at December 31, 2007. Excluding the impact of the goodwill impairment charges, our effective tax rates for the years ended December 31, 2008 and 2007 would have been 35.5% and 34.8%, respectively. The difference in the tax rates was attributable to the impact of the domestic production activities deduction and the effect of changes in earnings in the various tax jurisdictions in which we operate.

Minority Interest

Prior to December 31, 2007, an unrelated third party owned a 50% interest in the assets of Premier Integrated Technologies, Inc. (Premier), a company that we acquired on January 1, 2005, and have consolidated in our accounts since the date of acquisition. This amount represents the minority owner's share of Premier's earnings for the applicable periods. On December 31, 2007, we acquired the remaining 50% interest in this company.

Results of Operations for the Years Ended December 31, 2007 and 2006

The following tables set forth our results of continuing operations, including amounts expressed as a percentage of total revenue, for the periods indicated (in thousands, except percentages).

	Year Ended 12/31/07	Year Ended 12/31/06	Change 2007/ 2006	Percent Change 2007/ 2006
	(In thousands)			
Revenue:				
Completion and production services	\$ 1,242,314	\$ 860,508	\$ 381,806	44%
Drilling services	212,272	194,517	17,755	9%
Product sales	40,857	29,586	11,271	38%

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Total	\$ 1,495,443	\$ 1,084,611	\$ 410,832	38%
EBITDA:				
Completion and production services	\$ 398,628	\$ 252,621	\$ 146,007	58%
Drilling services	61,418	70,428	(9,010)	(13)%
Product sales	9,943	8,536	1,407	16%
Corporate	(28,136)	(20,922)	(7,214)	34%
Total	\$ 441,853	\$ 310,663	\$ 131,190	42%

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Corporate includes amounts related to corporate personnel costs, other general expenses and stock-based compensation charges.

EBITDA consists of net income from continuing operations before interest expense, taxes, depreciation and amortization, minority interest and impairment loss. EBITDA is a non-cash measure of performance. We use EBITDA as the primary internal management measure for evaluating performance and allocating additional resources. See the discussion of EBITDA at Note 3 under Item 6 (Selected Financial Data) of this Annual Report. The following table reconciles EBITDA for the years ended December 31, 2007 and 2006 to the most comparable GAAP measure, operating income (loss).

Reconciliation of EBITDA to Most Comparable GAAP Measure Operating Income (Loss)

	Completion and Production Services	Drilling Services	Product Sales	Corporate	Total
Year Ended December 31, 2007					
EBITDA, as defined	\$ 398,628	\$ 61,418	\$ 9,943	\$ (28,136)	\$ 441,853
Depreciation and amortization	\$ 112,836	\$ 14,572	\$ 2,064	\$ 1,881	\$ 131,353
Impairment loss	\$ 13,094	\$	\$	\$	\$ 13,094
Operating income (loss)	\$ 272,698	\$ 46,846	\$ 7,879	\$ (30,017)	\$ 297,406
Year Ended December 31, 2006					
EBITDA, as defined	\$ 252,621	\$ 70,428	\$ 8,536	\$ (20,922)	\$ 310,663
Depreciation and amortization	\$ 64,393	\$ 9,069	\$ 834	\$ 1,606	\$ 75,902
Write-off of deferred costs	\$	\$	\$	\$ (170)	\$ (170)
Operating income (loss)	\$ 188,228	\$ 61,359	\$ 7,702	\$ (22,358)	\$ 234,931

Below is a detailed discussion of our operating results by segment for these periods.

Year Ended December 31, 2007 Compared to the Year ended December 31, 2006*Revenue*

Revenue for the year ended December 31, 2007 increased by \$410.8 million, or 38%, to \$1,495.4 million from \$1,084.6 million for the year ended December 31, 2006. This increase by segment was as follows:

Completion and Production Services. Segment revenue increased \$381.8 million, or 44%, primarily due to: (1) higher activity levels in the U.S. and Mexico; (2) an increase in revenues earned as a result of additional capital investments in the coiled tubing, well servicing, pressure pumping, rental and fluid-handling businesses in 2007, as well as the benefit of a full-year of operations for equipment placed into service throughout 2006; (3) investment in acquisitions during 2006, each of which provided incremental revenues for 2007 compared to 2006; and (4) a series of acquisitions during the year ended December 31, 2007 which contributed to the overall 2007 results. These favorable results were partially offset by a decline in the general activity level of the oil and gas industry in Canada throughout 2007. We began to experience some pricing pressures in certain

service offerings during the latter half of 2007.

Drilling Services. Segment revenue increased \$17.8 million, or 9%, for the year, primarily due to additional capital invested in contract drilling and our drilling logistics businesses during 2006 and into 2007, somewhat offset by lower pricing and lower utilization of our equipment in 2007 compared to 2006, due primarily to an increase in new equipment placed into service by our competitors in the markets that we serve.

Product Sales. Segment revenue increased \$11.3 million, or 38%, for the year, fueled primarily by increased product sales and equipment refurbishment attributable to our business in Southeast Asia.

Table of Contents*Service and Product Expenses*

Service and product expenses include labor costs associated with the execution and support of our services, materials used in the performance of those services and other costs directly related to the support and maintenance of equipment. These expenses increased \$245.2 million, or 39%, to \$874.6 million for the year ended December 31, 2007 from \$629.3 million for the year ended December 31, 2006. The following table summarizes service and product expenses as a percentage of revenues for the years ended December 31, 2007 and 2006:

Service and Product Expenses as a Percentage of Revenue

Segment:	Years Ended		Change
	12/31/07	12/31/06	
Completion and Production services	58%	59%	(1)%
Drilling services	61%	54%	7%
Product sales	68%	56%	12%
Total	58%	58%	

Service and product expenses as a percentage of revenue were consistent for the years ended December 31, 2007 and 2006. However, margins by business segment were impacted by acquisitions, pricing and utilization.

Completion and Production Services. The decline in service and product expenses as a percentage of revenue for this business segment reflects: (1) a full-year's benefit in 2007 of capital invested throughout 2006, with additional equipment placed into service during 2007 and (2) the benefit of a full-year of margin contribution from our pressure pumping business in 2007 compared to only two-months contribution in 2006 due to timing of the acquisition. We experienced favorable margins in 2007 compared to 2006 for our well service, coiled tubing, fluid handling and rental businesses. However, in late 2007, we began to experience lower pricing for certain of these services in some of our operating regions, as well as a general decline in activity levels in Canada which impacted our operating margins, reducing our overall margin improvements to only 1% year-over-year. In addition, we experienced higher labor and fuel costs which partially offset the incremental margin contribution of our completion and production services businesses during 2007 compared to 2006.

Drilling Services. The increase in service and product expenses as a percentage of revenue for this business segment represented a decline in margin during 2007 compared to 2006 due to: (1) lower pricing for our contract drilling and drilling logistics businesses, and (2) lower utilization of our equipment, specifically impacting our drilling rigs business, due to downtime associated with maintenance, and more market competition, as our competitors deployed additional rigs into the markets we serve. In addition, we incurred costs associated with relocating a portion of our rig logistics business to areas with more favorable market conditions.

Product Sales. The increase in service and product expenses as a percentage of revenue for the products segments was primarily due to the mix of products sold and the timing of equipment sales and refurbishment associated with our Southeast Asian operations, as the results for the year ended December 31, 2006 were impacted by several higher-margin projects which were completed prior to 2007.

Selling, General and Administrative Expenses

Selling, general and administrative expenses include salaries and other related expenses for our selling, administrative, finance, information technology and human resource functions. Selling, general and administrative expenses increased \$34.6 million, or 24%, for the year ended December 31, 2007 to \$179.0 million from \$144.4 million during the year ended December 31, 2006. These expense increases included: (1) costs associated with businesses acquired in 2007, including additional employee headcount, property rental expense and insurance expense; (2) costs associated with 2006 acquisitions which provided a full-year of selling, general and administrative expense for 2007; (3) consulting costs associated with our Sarbanes-Oxley compliance documentation and testing, outside accounting, tax and legal services and information technology initiatives; (4) incremental costs of

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approximately \$3.2 million related to stock-based compensation in 2007 compared to 2006; and (5) a charge of approximately \$1.4 million associated with the cost-sharing provision of a general liability insurance policy. As a percentage of revenues, selling, general and administrative expense declined to 12% for the year ended December 31, 2007 compared to 13% for the year ended December 31, 2006.

Depreciation and Amortization

Depreciation and amortization expense increased \$55.5 million, or 73%, to \$131.4 million for the year ended December 31, 2007 from \$75.9 million for the year ended December 31, 2006. The increase in depreciation and amortization expense was the result of equipment placed into service in 2007, a portion of which was purchased in 2006 and throughout 2007. Capital expenditures for equipment in 2007 totaled \$372.6 million. In addition, we recorded depreciation and amortization expense related to businesses acquired in 2006 and 2007, as well as assets purchased and placed into service throughout 2006, which contributed a full year of depreciation expense in 2007 compared to a partial year of depreciation expense in 2006. As a percentage of revenue, depreciation and amortization expense increased to 9% for the year ended December 31, 2007 compared to 7% for the year ended December 31, 2006.

Impairment Loss

We recorded an impairment loss of \$13.1 million related to the write-down of goodwill associated with our Canadian operations during 2007 based upon a discounted cash flow analysis of expected future earnings associated with this business.

Interest Expense

Interest expense was \$61.3 million and \$40.6 million for the years ended December 31, 2007 and 2006, respectively. The increase in interest expense was attributable to an increase in the average amount of debt outstanding, including amounts borrowed to fund acquisitions, capital expenditures, our semi-annual interest payments associated with the 8% senior notes and our quarterly tax payments. In addition, during December 2006, we issued our 8% senior notes and used the proceeds to retire all outstanding borrowings under the term loan portion of our credit facility. These senior notes required interest at higher fixed interest rates compared to the lower variable rates on the previously outstanding term loan facility. The weighted-average interest rate of borrowings outstanding at December 31, 2007 and 2006 was approximately 7.7% and 7.8%, respectively.

Interest Income

Interest income was \$0.3 million and \$1.4 million for the years ended December 31, 2007 and 2006. In 2007, interest income was earned primarily on excess cash invested in overnight securities throughout the year. For 2006, interest income was earned on the investment of proceeds from our initial public offering in a bond fund prior to use of the proceeds for acquisitions, capital investments in equipment and other general corporate purposes.

Taxes

Tax expense is comprised of current income taxes and deferred income taxes. The current and deferred taxes added together provide an indication of an effective rate of income tax.

Tax expense was 36.7% and 36.1% of pretax income for the years ended December 31, 2007 and 2006, respectively. The effective tax rate for 2007 was impacted by the impairment loss of \$13.1 million in Canada, which was not deductible for tax purposes. Excluding the impact of the impairment loss, the effective tax rate for 2007 would have

been 34.8%. The decline in the effective tax rate in 2007, as adjusted, compared to 2006, was due to lower state tax rates, lower income tax rates in Canada, return to actual adjustments in 2007 and the incremental benefit of the domestic production activities deduction.

Table of Contents*Minority Interest*

Minority interest was comprised entirely of an ownership interest by an unrelated third party in the assets of Premier Integrated Technologies, Inc. (Premier), a company that we acquired on January 1, 2005. We have consolidated Premier in our accounts since the date of acquisition and record minority interest to reflect the ownership held by this third party. On December 31, 2007, we acquired the remaining 50% interest in this company.

Liquidity and Capital Resources

The recent and unprecedented disruption in the current credit markets has had a significant adverse impact on a number of financial institutions. At this point in time, our liquidity has not been materially impacted by the current credit environment. We are not currently a party to any interest rate swaps, currency hedges or derivative contracts of any type and have no exposure to commercial paper or auction rate securities markets. We will continue to closely monitor our liquidity and the overall health of the credit markets. However, we cannot predict with any certainty the impact that any further disruption in the credit environment would have on us.

Our primary liquidity needs are to fund capital expenditures and general working capital needs. In addition, we have historically obtained capital to fund strategic business acquisitions. Our primary sources of funds have historically been cash flow from operations, proceeds from borrowings under bank credit facilities, a private placement of debt which was subsequently exchanged for publicly registered debt and the issuance of equity securities in our initial public offering.

On April 26, 2006, we sold 13,000,000 shares of our \$.01 par value common stock in an initial public offering at an initial offering price to the public of \$24.00 per share, which provided proceeds of approximately \$292.5 million net of underwriters' fees. We used these funds to retire principal and interest outstanding under our U.S. revolving credit facility on April 28, 2006 totaling approximately \$127.5 million, to pay transaction costs of approximately \$3.9 million and invested the remaining funds in tax-free and tax-advantaged municipal bonds and similar financial instruments. Of this amount, we utilized \$141.6 million associated with acquisitions, including Arkoma, Turner and Pinnacle, and the remainder was used for other general corporate purposes. As of September 2006, all proceeds from our initial public offering had been utilized.

We anticipate that we will rely on cash generated from operations, borrowings under our amended revolving credit facility, future debt offerings and/or future public equity offerings to satisfy our liquidity needs. We believe that funds from these sources should be sufficient to meet both our short-term working capital requirements and our long-term capital requirements. We believe that our operating cash flows and availability under our amended revolving credit facility will be sufficient to fund our operations for the next twelve months. If our plans or assumptions change, or are inaccurate, or if we make further acquisitions, we may have to raise additional capital. Our ability to fund planned capital expenditures and to make acquisitions will depend upon our future operating performance, and more broadly, on the availability of equity and debt financing, which will be affected by prevailing economic conditions in our industry, and general financial, business and other factors, some of which are beyond our control. In addition, new debt obtained could include service requirements based on higher interest paid and shorter maturities and could impose a significant burden on our results of operations and financial condition. The issuance of additional equity securities could result in significant dilution to stockholders.

The following table summarizes cash flows by type for the periods indicated (in thousands):

	Year Ended December 31,		
	2008	2007	2006

Cash flows provided by (used in):

Operating activities	\$ 350,448	\$ 338,503	\$ 187,743
Investing activities	(374,137)	(408,795)	(650,863)
Financing activities	27,990	66,643	471,376

Net cash provided by operating activities increased \$11.9 million for the year ended December 31, 2008 compared to the year ended December 31, 2007, and increased \$150.8 million for the year ended December 31, 2007 compared to the year ended December 31, 2006. These increases in net cash provided by operating activities

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were primarily due to increases in gross receipts as a result of increased revenues. Our gross receipts increased throughout the three years ended December 31, 2008 as demand for our services grew, we invested in more equipment and logged incremental billable hours, while we continued to expand our current business and enter new markets through acquisitions. We expect to continue to evaluate acquisition opportunities for the foreseeable future. This analysis will entail a review of available funds which will include our current operating cash flows, as well as other factors.

Net cash used in investing activities decreased \$34.7 million for the year ended December 31, 2008 compared to the prior year, and decreased \$242.1 million for the year ended December 31, 2007 compared to the year ended December 31, 2006, primarily due to declines in the use of funds for acquisitions. We invested \$180.2 million, \$50.4 million and \$369.6 million in business acquisitions for the years ended December 31, 2008, 2007 and 2006, respectively. During 2008, these acquisitions were relatively large operations in recently active basins such as the Marcellus Shale and Haynesville Shale, as well as a targeted acquisition of a pressure pumping business in north Texas. For 2007, our acquired businesses were generally smaller, niche companies which complemented our existing operations. For 2006, we used a portion of the proceeds from our initial public offering to purchase businesses that expanded our geographic reach in areas where we have operations and into new basins within North America. In addition, we invested heavily in new equipment throughout this three-year period, but to a lesser extent during 2008 due to concerns of over-capacity in the industry and a general slowdown in oilfield activity in late 2008. We sold non-strategic businesses in 2008 and 2006 and received proceeds of \$50.2 million and \$19.3 million, respectively. In addition, in 2006 we invested \$165.0 million in short-term investments, which were sold and used for the following purposes: (1) to acquire a series of businesses; (2) to make scheduled principal and interest payments on our credit facility; (3) to pay estimated federal income taxes; and (4) for other general corporate purposes. Significant capital equipment expenditures in 2008 included pressure pumping equipment, well service rigs, coiled tubing equipment and two drilling rigs. Significant capital equipment expenditures in 2007 included five coiled tubing units and over forty well service rigs, as well as additional pressure pumping units. Significant capital equipment expenditures in 2006 included coiled tubing units, pressure pumping equipment, well services rigs, fluid-handling equipment, rental equipment and drilling rigs. See Significant Acquisitions above.

Net cash provided by financing activities decreased by \$38.7 million for the year ended December 31, 2008 compared to the prior year, and declined \$404.7 million for the year ended December 31, 2007 compared to 2006. The primary source of funds from financing activities for 2008 was net borrowings under our revolving credit facilities of \$20.8 million, as well as funds obtained from the issuance of our common stock in connection with employee stock option exercises. The primary source of funds from financing activities in 2007 was net borrowings under our revolving credit facilities to fund capital expenditures, acquisitions, semi-annual interest payments on our senior notes and quarterly federal income tax payments. However, in 2006, the primary source of funds from financing activities was the receipt of the net proceeds from our initial public offering in April 2006, which provided approximately \$288.6 million. In addition, we received net proceeds of \$636.6 million from the issuance of 8.0% senior notes in December 2006, and we borrowed under our revolving credit facilities to fund various business acquisitions. The primary use of funds from financing activities was to repay \$127.5 million outstanding under our U.S. revolving credit facility as of April 2006, with subsequent borrowings and repayments under this revolving credit facility throughout the year ended December 31, 2006, and the repayment of \$419.0 million under our term loan facility in 2006, the majority of which was repaid in December 2006 from the proceeds of our senior note issuance. Our long-term debt balances, including current maturities, were \$847.6 million and \$826.4 million as of December 31, 2008 and 2007, respectively.

We expect to spend significantly less than we have in recent years for investment in capital expenditures, excluding acquisitions, during the year ended December 31, 2009. We believe that our operating cash flows and borrowing capacity will be sufficient to fund our operations for the next 12 months.

In addition, we do not anticipate completing acquisitions for cash consideration until market conditions stabilize, but will continue to evaluate acquisitions of complementary companies. We will evaluate each acquisition opportunity based upon the circumstances and our financing capabilities at that time.

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Dividends

We did not pay dividends on our \$0.01 par value common stock during the years ended December 31, 2008, 2007 and 2006. We do not intend to pay dividends in the foreseeable future, but rather plan to reinvest such funds in our business. Furthermore, our credit facility contains restrictive debt covenants which preclude us from paying future dividends on our common stock.

Description of Our Indebtedness

Senior Notes

On December 6, 2006, we issued 8.0% senior notes with a face value of \$650.0 million through a private placement of debt. These notes have a maturity of 10 years, with a maturity date of December 15, 2016, and require semi-annual interest payments, paid in arrears and calculated based on an annual rate of 8.0%, on June 15 and December 15 of each year, commencing on June 15, 2007. There was no discount or premium associated with the issuance of these notes. The senior notes are guaranteed, on a senior unsecured basis, by all of our current domestic subsidiaries. The senior notes have covenants which, among other things: (1) limit the amount of additional indebtedness we can incur; (2) limit restricted payments such as a dividend; (3) limit our ability to incur liens or encumbrances; (4) limit our ability to purchase, transfer or dispose of significant assets; (5) limit our ability to purchase or redeem stock or subordinated debt; (6) limit our ability to enter into transactions with affiliates; (7) limit our ability to merge with or into other companies or transfer all or substantially all our assets; and (8) limit our ability to enter into sale and leaseback transactions. We have the option to redeem all or part of these notes on or after December 15, 2011. We can redeem 35% of these notes on or before December 15, 2009 using the proceeds of certain equity offerings.

Additionally, we may redeem some or all of the notes prior to December 15, 2011 at a price equal to 100% of the principal amount of the notes plus a make-whole premium. We paid semi-annual interest payments of \$26.0 million on June 15 and December 15, 2008 related to these notes, and \$27.3 million and \$26.0 million on June 15, 2007 and December 15, 2007, respectively.

Pursuant to a registration rights agreement with the holders of our 8.0% senior notes, on June 1, 2007, we filed a registration statement on Form S-4 with the Securities and Exchange Commission which enabled these holders to exchange their notes for publicly registered notes with substantially identical terms. These holders exchanged 100% of the notes for publicly traded notes on July 25, 2007.

On August 28, 2007, we entered into a supplement to the indenture governing the 8.0% senior notes, whereby additional domestic subsidiaries became guarantors under the indenture.

Credit Facility

On December 6, 2006, we amended and restated our existing senior secured credit facility (the *Credit Agreement*) with Wells Fargo Bank, National Association, as U.S. Administrative Agent, and certain other financial institutions. The *Credit Agreement* initially provided for a \$310.0 million U.S. revolving credit facility that will mature in 2011 and a \$40.0 million Canadian revolving credit facility (with Integrated Production Services, Ltd., one of our wholly-owned subsidiaries, as the borrower thereof) that will mature in 2011. In addition, certain portions of the credit facilities are available to be borrowed in U.S. Dollars, Canadian Dollars, Pounds Sterling, Euros and other currencies approved by the lenders.

Subject to certain limitations, we have the ability to elect how interest under the *Credit Agreement* will be computed. Interest under the *Credit Agreement* may be determined by reference to (1) the London Inter-bank Offered Rate, or LIBOR, plus an applicable margin between 0.75% and 1.75% per annum (with the applicable margin depending upon

our ratio of total debt to EBITDA (as defined in the agreement)), or (2) the Base Rate (i.e., the higher of the Canadian bank's prime rate or the CDOR rate plus 1.0%, in the case of Canadian loans or the greater of the prime rate and the federal funds rate plus 0.5%, in the case of U.S. loans), plus an applicable margin between 0.00% and 0.75% per annum. If an event of default exists under the Credit Agreement, advances will bear interest at the then-applicable rate plus 2%. Interest is payable quarterly for base rate loans and at the end of applicable interest periods for LIBOR loans, except that if the interest period for a LIBOR loan is six months, interest will be paid at the end of each three-month period.

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The Credit Agreement also contains various covenants that limit our and our subsidiaries' ability to: (1) grant certain liens; (2) make certain loans and investments; (3) make capital expenditures; (4) make distributions; (5) make acquisitions; (6) enter into hedging transactions; (7) merge or consolidate; or (8) engage in certain asset dispositions. Additionally, the Credit Agreement limits our and our subsidiaries' ability to incur additional indebtedness if: (1) we are not in pro forma compliance with all terms under the Credit Agreement, (2) certain covenants of the additional indebtedness are more onerous than the covenants set forth in the Credit Agreement, or (3) the additional indebtedness provides for amortization, mandatory prepayment or repurchases of senior unsecured or subordinated debt during the duration of the Credit Agreement with certain exceptions. The Credit Agreement also limits additional secured debt to 10% of our consolidated net worth (i.e., the excess of our assets over the sum of our liabilities plus the minority interests). The Credit Agreement contains covenants which, among other things, require us and our subsidiaries, on a consolidated basis, to maintain specified ratios or conditions as follows (with such ratios tested at the end of each fiscal quarter): (1) total debt to EBITDA, as defined in the Credit Agreement, of not more than 3.0 to 1.0 and (2) EBITDA, as defined, to total interest expense of not less than 3.0 to 1.0. We were in compliance with all debt covenants under the amended and restated Credit Agreement as of December 31, 2008. However, there can be no assurance as to our future compliance in light of the very uncertain industry conditions. See **Risk Factors - Risks Related to Our Business and Our Industry** and **Risk Factors - Risk Related to Our Indebtedness, including Our Senior Notes**.

Under the Credit Agreement, we are permitted to prepay our borrowings.

All of the obligations under the U.S. portion of the Credit Agreement are secured by first priority liens on substantially all of the assets of our U.S. subsidiaries as well as a pledge of approximately 66% of the stock of our first-tier foreign subsidiaries. Additionally, all of the obligations under the U.S. portion of the Credit Agreement are guaranteed by substantially all of our U.S. subsidiaries. All of the obligations under the Canadian portions of the Credit Agreement are secured by first priority liens on substantially all of the assets of our subsidiaries. Additionally, all of the obligations under the Canadian portions of the Credit Agreement are guaranteed by us as well as certain of our subsidiaries.

If an event of default exists under the Credit Agreement, as defined, the lenders may accelerate the maturity of the obligations outstanding under the Credit Agreement and exercise other rights and remedies. While an event of default is continuing, advances will bear interest at the then-applicable rate plus 2%. For a description of an event of default, see our Credit Agreement which was filed with the Securities and Exchange Commission on December 8, 2006 as an exhibit to a Current Report on Form 8-K.

On June 29, 2007, we amended our Credit Agreement in conjunction with the restructuring of certain legal entities for tax purposes with no material changes to the financial provisions or covenants.

Effective October 19, 2007, we amended certain terms of our Credit Agreement including: (1) a provision to increase the borrowing capacity of the U.S. revolving portion of the facility from \$310.0 million to \$360.0 million; and (2) a provision to include a commitment increase clause, as defined in our Credit Agreement, which permits us to effect up to two separate increases in the aggregate commitments under the facility by designating a participating lender to increase its commitment, by mutual agreement, in increments of at least \$50.0 million with the aggregate of such commitment increases not to exceed \$100.0 million and in accordance with other provisions as stipulated in the amendment. In addition, the amendment specifies the terms for prepayment of outstanding advances and new borrowings and replaces Schedule II to the amended Credit Agreement which allocates the commitments amongst the member financial institutions.

Borrowings of \$186.0 million and \$7.5 million were outstanding under the U.S. and Canadian revolving credit facilities at December 31, 2008, respectively. The U.S. revolving credit facility bore interest at 3.50% at December 31,

2008, and the Canadian revolving credit facility bore interest at rates ranging from 3.75% to 4.00%, or a weighted average of 3.8% at December 31, 2008. For the year ended December 31, 2008, the weighted average interest rate on borrowings under the amended Credit Agreement was approximately 3.92%. In addition, there were letters of credit outstanding which totaled \$37.7 million under the U.S. revolving portion of the facility that reduced the available borrowing capacity at December 31, 2008 to \$136.3 million. The available borrowing capacity under the Canadian revolving portion of the facility was \$32.5 million at December 31, 2008. In addition, we incurred fees of 1.25% of the total amount outstanding under our letter of credit arrangements. During October

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2008, we borrowed approximately \$106.0 million under our U.S. revolving credit facility to purchase two businesses. As of February 13, 2009, we had \$126.8 million outstanding under our Credit Agreement.

In accordance with the subordinated notes issued in conjunction with the acquisition of Parchman in February 2005, all principal and interest under these note arrangements totaling \$5.0 million was repaid as of May 2, 2006.

Other Arrangements

We received \$7.4 million from customers in 2005 as advance payments on the construction and operation of two drilling rigs for our contract drilling operations in north Texas. The drilling rigs were completed and placed into service in October 2005 and January 2006. Revenue was recognized over the agreed service contract. All revenue under these contracts was recognized prior to December 31, 2006.

Outstanding Debt and Operating Lease Commitments

The following table summarizes our known contractual obligations as of December 31, 2008 (in thousands):

Contractual Obligations	Total	Payments Due by Period			Thereafter
		2009	2010-2011	2012-2013	
Long-term debt, including capital (finance) lease obligations	\$ 843,931	\$ 164	\$ 193,767	\$	\$ 650,000
Interest on 8% senior notes issued December 6, 2006	411,667	52,000	104,000	104,000	151,667
Purchase obligations(1)	41,196	41,196			
Operating lease obligations	70,513	20,849	26,766	14,732	8,166
Other long-term obligations(2)	3,714	3,639	75		
Total contractual obligations	\$ 1,371,021	\$ 117,848	\$ 324,608	\$ 118,732	\$ 809,833

- (1) Purchase obligations were pursuant to non-cancelable equipment purchase orders outstanding as of December 31, 2008. We have no significant purchase orders which extend beyond one year.
- (2) Other long-term obligations include amounts due under subordinated note arrangements with maturity dates beginning in 2009 and loans relating to equipment purchases which mature at various dates through September 2010.

We have entered into agreements to purchase certain equipment for use in our business, which are included as purchase obligations in the table above to the extent that these obligations represent firm non-cancelable commitments. The manufacture of this equipment requires lead-time and we generally are committed to accept this equipment at the time of delivery, unless arrangements have been made to cancel delivery in accordance with the purchase agreement terms. We spent \$253.8 million for equipment purchases and other capital expenditures during the year ended December 31, 2008, which does not include amounts paid in connection with acquisitions.

We expect to continue to acquire complementary companies and evaluate potential acquisition targets. We may use cash from operations, proceeds from future debt or equity offerings and borrowings under our amended revolving

credit facility for this purpose.

Off-Balance Sheet Arrangements

We have entered into operating lease arrangements for our light vehicle fleet, certain of our specialized equipment and for our office and field operating locations in the normal course of business. The terms of the facility leases range from monthly to five years. The terms of the light vehicle leases range from three to four years. The terms of the specialized equipment leases range from two to six years. Annual payments pursuant to these leases are included above in the table under Outstanding Debt and Operating Lease Commitments.

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Recent Accounting Pronouncements and Authoritative Literature

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115*. This pronouncement permits entities to use the fair value method to measure certain financial assets and liabilities by electing an irrevocable option to use the fair value method at specified election dates. After election of the option, subsequent changes in fair value would result in the recognition of unrealized gains or losses as period costs during the period the change occurred. SFAS No. 159 became effective on January 1, 2008. We have not elected to adopt the fair value option prescribed by SFAS No. 159 for assets and liabilities held as of December 31, 2008, but we will consider the provisions of SFAS No. 159 and may elect to apply the fair value option for assets or liabilities associated with future transactions.

In December 2007, the FASB issued SFAS No. 160, *Non-controlling Interests in Consolidating Financial Statements an Amendment of ARB No. 51*. This pronouncement establishes accounting and reporting standards for non-controlling interests, commonly referred to as minority interests. Specifically, this statement requires that the non-controlling interest be presented as a component of equity on the balance sheet, and that net income be presented prior to adjustment for the non-controlling interests' portion of earnings with the portion of net income attributable to the parent company and the non-controlling interest both presented on the face of the statement of operations. In addition, this pronouncement provides a single method of accounting for changes in the parent's ownership interest in the non-controlling entity, and requires the parent to recognize a gain or loss in net income when a subsidiary with a non-controlling interest is deconsolidated. Additional disclosure items are required related to the non-controlling interest. This pronouncement becomes effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The statement should be applied prospectively as of the beginning of the fiscal year that the statement is adopted. However, the disclosure requirements must be applied retrospectively for all periods presented. We are currently evaluating the impact that SFAS No. 160 may have on our financial position, results of operations and cash flows.

In December 2007, the FASB revised SFAS No. 141, *Business Combinations* which will replace that pronouncement in its entirety. While the revised statement will retain the fundamental requirements of SFAS No. 141, it will also require that all assets and liabilities and non-controlling interests of an acquired business be measured at their fair value, with limited exceptions, including the recognition of acquisition-related costs and anticipated restructuring costs separate from the acquired net assets. In addition, the statement provides guidance for recognizing pre-acquisition contingencies and states that an acquirer must recognize assets and liabilities assumed arising from contractual contingencies as of the acquisition date, measured at acquisition-date fair values, but must recognize all other contractual contingencies as of the acquisition date, measured at their acquisition-date fair values only if it is more likely than not that these contingencies meet the definition of an asset or liability in FASB Concepts Statement No. 6, *Elements of Financial Statements*. Furthermore, this statement provides guidance for measuring goodwill and recording a bargain purchase, defined as a business combination in which total acquisition-date fair value of the identifiable net assets acquired exceeds the fair value of the consideration transferred plus any non-controlling interest in the acquiree, and it requires that the acquirer recognize that excess in earnings as a gain attributable to the acquirer. This statement becomes effective at the beginning of the first annual reporting period beginning on or after December 15, 2008, and must be applied prospectively. We are currently evaluating the impact that this statement may have on our financial position, results of operations and cash flows.

In June 2008, the FASB issued a FASB Staff Position (FSP) No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*, which states that unvested share-based awards which have non-forfeitable rights to participate in dividend distributions should be considered participating securities in order to calculate earnings per share in accordance with the *Two - Class Method* described in SFAS No. 128, *Earnings per Share*. This guidance becomes effective for fiscal years beginning after December 15, 2008, with retrospective application to prior periods. Early adoption is not permitted. We are currently evaluating the

impact that this guidance may have on our financial position, results of operations and cash flows.

In September 2008, the FASB issued an FSP No. FAS 144-d, Amending the Criteria for Reporting a Discontinued Operation, which clarifies the definition of a discontinued operation as either: (1) a component of an entity which has been disposed of or classified as held for sale which meets the criteria of an operating segment as

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defined under SFAS No. 131, or (2) as a business, as such term is defined in SFAS No. 141R which becomes effective on January 1, 2009, which meets the criteria to be classified as held for sale on acquisition. This proposed guidance further modifies certain disclosure requirements. We are currently evaluating the effect this proposed guidance may have on our financial position, results of operations and cash flows.

In January 2009, the FASB issued FSP No. FAS 107-b and APB 28-a, which would amend SFAS No. 107,

Disclosures About Fair Value of Financial Instruments and APB Opinion No. 28, Interim Financial Reporting, to require disclosure of the fair value of financial instruments in interim financial statements as well as annual financial statements. In addition, entities would be required to disclose the method and significant assumptions used to estimate the fair value of financial instruments. If ratified, this proposed guidance would become effective for interim and annual periods ending after March 15, 2009. We are currently evaluating the effect this proposed guidance may have on our financial position, results of operations and cash flows.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk.*

The demand, pricing and terms for oil and gas services provided by us are largely dependent upon the level of activity for the U.S. and Canadian gas industry. Industry conditions are influenced by numerous factors over which we have no control, including, but not limited to: the supply of and demand for oil and gas; the level of prices, and expectations about future prices, of oil and gas; the cost of exploring for, developing, producing and delivering oil and gas; the expected rates of declining current production; the discovery rates of new oil and gas reserves; available pipeline and other transportation capacity; weather conditions; domestic and worldwide economic conditions; political instability in oil-producing countries; technical advances affecting energy consumption; the price and availability of alternative fuels; the ability of oil and gas producers to raise equity capital and debt financing; and merger and divestiture activity among oil and gas producers.

The level of activity in the U.S. and Canadian oil and gas exploration and production industry is volatile. No assurance can be given that our expectations of trends in oil and gas production activities will reflect actual future activity levels or that demand for our services will be consistent with the general activity level of the industry. Any prolonged substantial reduction in oil and gas prices would likely affect oil and gas exploration and development efforts and therefore affect demand for our services. A material decline in oil and gas prices or U.S. and Canadian activity levels could have a material adverse effect on our business, financial condition, results of operations and cash flows.

For the years ended December 31, 2008 and 2007, approximately 5% and 5% of our revenues from continuing operations, respectively, and 3% and 6% of our total assets, respectively, were denominated in Canadian dollars, our functional currency in Canada. As a result, a material decrease in the value of the Canadian dollar relative to the U.S. dollar may negatively impact our revenues, cash flows and net income. Each one percentage point change in the value of the Canadian dollar would have impacted our revenues for the year ended December 31, 2008 by approximately \$0.9 million, or \$0.6 million net of tax. We do not currently use hedges or forward contracts to offset this risk.

Our Mexican operation uses the U.S. dollar as its functional currency, and as a result, all transactions and translation gains and losses are recorded currently in the financial statements. The balance sheet amounts are translated into U.S. dollars at the exchange rate at the end of the month and the income statement amounts are translated at the average exchange rate for the month. We estimate that a hypothetical one percentage point change in the value of the Mexican peso relative to the U.S. dollar would have impacted our revenues for the year ended December 31, 2008 by approximately \$0.6 million, or \$0.4 million, net of tax. Currently, we conduct a portion of our business in Mexico in the local currency, the Mexican peso.

Approximately 23% of our debt at December 31, 2008 is structured under floating rate terms and, as such, our interest expense is sensitive to fluctuations in the prime rates in the U.S. and Canada. Based on the debt structure in place as of December 31, 2008, a 100 basis point increase in interest rates relative to our floating rate obligations would increase interest expense by approximately \$1.9 million per year and reduce operating cash flows by approximately \$1.2 million, net of tax.

Item 8. *Financial Statements and Supplementary Data.*

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and
Stockholders of Complete Production Services, Inc.:

We have audited the accompanying consolidated balance sheets of Complete Production Services, Inc. and subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of operations, comprehensive income (loss) stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Complete Production Services, Inc. as of December 31, 2008 and 2007, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Complete Production Services, Inc. and its subsidiaries' internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated February 27, 2009, expressed an unqualified opinion that Complete Production Services, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting.

/s/ Grant Thornton LLP

Houston, Texas
February 27, 2009

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and
Stockholders of Complete Production Services, Inc.:

We have audited Complete Production Services, Inc.'s internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Complete Production Services, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on Complete Production Services, Inc.'s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Complete Production Services, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control – Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Complete Production Services, Inc. and subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of operations and comprehensive income (loss), stockholders equity, and cash flows for each of the three years in the period ended December 31, 2008, and our report dated February 27, 2009 expressed an unqualified opinion on those consolidated financial statements.

/s/ Grant Thornton LLP

Houston, Texas
February 27, 2009

Table of Contents**COMPLETE PRODUCTION SERVICES, INC.****Consolidated Balance Sheets
December 31, 2008 and 2007**

	2008	2007
	(In thousands, except share data)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 19,090	\$ 13,624
Trade accounts receivable, net of allowance for doubtful accounts of \$5,976 and \$5,487, respectively	343,353	305,682
Inventory, net of obsolescence reserve of \$710 and \$1,670, respectively	41,891	29,877
Prepaid expenses	21,472	23,743
Tax receivable	21,328	5,092
Current assets of discontinued operations		50,307
Total current assets	447,134	428,325
Property, plant and equipment, net	1,166,453	1,013,190
Intangible assets, net of accumulated amortization of \$9,985 and \$5,762, respectively	23,262	10,606
Deferred financing costs, net of accumulated amortization of \$4,186 and \$2,455, respectively	12,463	14,194
Goodwill	341,592	549,130
Other long-term assets	3,973	6,264
Long-term assets of discontinued operations		33,050
Total assets	\$ 1,994,877	\$ 2,054,759
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current maturities of long-term debt	\$ 3,803	\$ 398
Accounts payable	57,483	56,407
Accrued liabilities	37,585	52,572
Accrued payroll and payroll burdens	31,293	24,050
Accrued interest	2,754	4,553
Notes payable	1,353	15,354
Taxes payable		6,506
Current deferred tax liabilities	1,289	
Current liabilities of discontinued operations		9,705
Total current liabilities	135,560	169,545
Long-term debt	843,842	825,985
Deferred income taxes	146,359	126,821
Long-term liabilities of discontinued operations		2,085

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Total liabilities	1,125,761	1,124,436
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$0.01 par value per share, 200,000,000 shares authorized, 74,766,317 (2007 72,509,511) issued	748	725
Preferred stock, \$0.01 par value per share, 5,000,000 shares authorized, no shares issued and outstanding		
Additional paid-in capital	623,988	581,404
Retained earnings	232,080	317,535
Treasury stock, 35,570 shares at cost	(202)	(202)
Accumulated other comprehensive income	12,502	30,861
Total stockholders' equity	869,116	930,323
Total liabilities and stockholders' equity	\$ 1,994,877	\$ 2,054,759

See accompanying notes to consolidated financial statements.

Table of Contents**COMPLETE PRODUCTION SERVICES, INC.****Consolidated Statements of Operations
Years Ended December 31, 2008, 2007 and 2006**

	Year Ended December 31,		
	2008	2007	2006
	(In thousands, except per share data)		
Revenue:			
Service	\$ 1,779,452	\$ 1,454,586	\$ 1,055,025
Product	59,102	40,857	29,586
	1,838,554	1,495,443	1,084,611
Service expenses	1,091,885	846,942	612,800
Product expenses	41,914	27,621	16,546
Selling, general and administrative expenses	198,252	179,027	144,432
Depreciation and amortization	181,097	131,353	75,902
Impairment loss	272,006	13,094	
Income from continuing operations before interest, taxes and minority interest	53,400	297,406	234,931
Interest expense	59,729	61,328	40,645
Interest income	(301)	(325)	(1,387)
Write-off of deferred financing costs			170
Income (loss) from continuing operations before taxes and minority interest	(6,028)	236,403	195,503
Taxes	74,568	86,851	70,516
Income (loss) from continuing operations before minority interest	(80,596)	149,552	124,987
Minority interest		(569)	(49)
Income (loss) from continuing operations	(80,596)	150,121	125,036
Income (loss) from discontinued operations (net of tax expense of \$3,865, \$6,890 and \$9,359, respectively)	(4,859)	11,443	14,050
Net income (loss)	\$ (85,455)	\$ 161,564	\$ 139,086
Earnings (loss) per share information:			
Continuing operations	\$ (1.10)	\$ 2.09	\$ 1.90
Discontinued operations	\$ (0.06)	\$ 0.15	\$ 0.21
Basic earnings (loss) per share	\$ (1.16)	\$ 2.24	\$ 2.11
Continuing operations	\$ (1.10)	\$ 2.05	\$ 1.84
Discontinued operations	\$ (0.06)	\$ 0.15	\$ 0.20

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Diluted (loss) earnings per share	\$	(1.16)	\$	2.20	\$	2.04
Weighted average shares:						
Basic		73,600		71,991		65,843
Diluted		73,600		73,352		68,075

See accompanying notes to consolidated financial statements.

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COMPLETE PRODUCTION SERVICES, INC.

**Consolidated Statements of Comprehensive Income (Loss)
Years Ended December 31, 2008, 2007 and 2006**

	Year Ended December 31,		
	2008	2007	2006
	(In thousands)		
Net income (loss)	\$ (85,455)	\$ 161,564	\$ 139,086
Change in cumulative translation adjustment	(18,359)	15,129	(808)
Comprehensive income (loss)	\$ (103,814)	\$ 176,693	\$ 138,278

See accompanying notes to consolidated financial statements.

Table of Contents**COMPLETE PRODUCTION SERVICES, INC.****Consolidated Statement of Stockholders Equity
Years Ended December 31, 2008, 2007 and 2006**

	Number of Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Deferred Compensation	Accumulated Other Comprehensive Income	Total
(In thousands, except share data)								
Balance at December 31, 2005	55,531,510	\$ 555	\$ 220,786	\$ 16,885	\$ (202)	\$ (3,803)	\$ 16,540	\$ 250,761
Adoption of SFAS No. 123R			(3,803)			3,803		
Net income				139,086				139,086
Cumulative translation adjustment							(808)	(808)
Issuance of common stock:								
Net proceeds from initial public offering	13,000,000	130	288,505					288,635
Acquisition of Parchman	1,000,000	10	23,490					23,500
Acquisition of MGM	164,210	2	3,857					3,859
Acquisition of Pumpco	1,010,566	10	21,414					21,424
Exercise of stock options	506,405	5	1,810					1,815
Expense related to employee stock options			1,848					1,848
Excess tax benefit from share-based compensation			2,333					2,333
Vested restricted stock	205,782	2	(2)					
Amortization of non-vested restricted stock			2,768					2,768
Balance at December 31,	71,418,473	\$ 714	\$ 563,006	\$ 155,971	\$ (202)	\$	\$ 15,732	\$ 735,221

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2006								
Net income				161,564				161,564
Cumulative translation adjustment						15,129		15,129
Issuance of common stock:								
Exercise of stock options	934,094	9	4,170					4,179
Expense related to employee stock options			4,426					4,426
Excess tax benefit from share-based compensation			6,662					6,662
Vested restricted stock	156,944	2	(2)					
Amortization of non-vested restricted stock			3,142					3,142
Balance at December 31, 2007	72,509,511	\$ 725	\$ 581,404	\$ 317,535	\$ (202)	\$	\$ 30,861	\$ 930,323
Net loss				(85,455)				(85,455)
Cumulative translation adjustment						(18,359)		(18,359)
Issuance of common stock:								
Acquisition of AWS	588,292	6	8,848					8,854
Acquisition Double Jack shares	7,234		225					225
Exercise of stock options	1,238,819	13	12,001					12,014
Expense related to employee stock options			5,436					5,436
Excess tax benefit from share-based compensation			9,144					9,144
Vested restricted stock	422,461	4	(4)					
Amortization of non-vested restricted stock			6,934					6,934

Balance at
December 31,
2008

74,766,317	\$ 748	\$ 623,988	\$ 232,080	\$ (202)	\$	\$ 12,502	\$ 869,116
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See accompanying notes to consolidated financial statements.

Table of Contents**COMPLETE PRODUCTION SERVICES, INC.****Consolidated Statements of Cash Flows
Years Ended December 31, 2008, 2007 and 2006**

	Year Ended December 31,		
	2008	2007	2006
	(In thousands)		
Cash provided by:			
Net income (loss)	\$ (85,455)	\$ 161,564	\$ 139,086
Items not affecting cash:			
Depreciation and amortization	183,091	135,961	79,813
Deferred income taxes	24,738	38,099	30,907
Impairment loss	272,006	13,094	
Write-off of deferred financing fees			170
Loss on sale of discontinued operations	6,935		603
Minority interest		(569)	(49)
Excess tax benefit from share-based compensation	(9,144)	(6,662)	(2,333)
Non-cash compensation expense	12,370	7,568	4,616
Provision for bad debt expense	4,344	7,277	2,329
Other	5,734	3,391	1,564
Changes in operating assets and liabilities, net of effect of acquisitions:			
Accounts receivable	(22,433)	(29,255)	(105,203)
Inventory	(10,522)	(11,132)	(11,511)
Prepaid expenses and other current assets	6,376	1,520	(1,201)
Accounts payable	(10,199)	(8,063)	14,819
Accrued liabilities and other	(27,393)	25,710	34,133
Net cash provided by operating activities	350,448	338,503	187,743
Investing activities:			
Business acquisitions, net of cash acquired	(180,154)	(50,406)	(369,606)
Additions to property, plant and equipment	(253,815)	(367,659)	(303,922)
Purchase of short-term securities			(165,000)
Proceeds from sale of short-term securities			165,000
Proceeds from sale of fixed assets	7,666	9,270	3,355
Collection of notes receivable	2,016		
Proceeds from sale of disposal group	50,150		19,310
Net cash used in investing activities	(374,137)	(408,795)	(650,863)
Financing activities:			
Issuances of long-term debt	350,115		