KEY ENERGY SERVICES INC
Form 10-Q
August 13, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

x	**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
	For the Quarterly Period Ended June 30, 2006
	or
o	**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number: 1-8038

KEY ENERGY SERVICES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland	**04-2648081**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

1301 McKinney Street, Suite 1800, Houston, Texas 77010

(Address of Principal Executive Offices) (Zip Code)

713/651-4300

(Registrant s Telephone Number, Including Area Code)

None

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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 **o** No **x**

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

Large Accelerated Filer x Accelerated Filer o Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes **o** No **x**

As of June 30, 2007, the number of outstanding shares of common stock of the Registrant was 131,593,695.

KEY ENERGY SERVICES, INC.

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FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2006

FORWARD-LOOKING STATEMENTS

In addition to statements of historical fact, this report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature or that relate to future events and conditions are, or may be deemed to be, forward-looking statements. These forward-looking statements are based on our current expectations, estimates and projections about current expectations, estimates and projections about the Company, our industry and management s beliefs and assumptions concerning future events and financial trends affecting our financial condition and results of operations. In some cases, you can identify these statements by terminology such as may, will, predicts, projects, potential or continue or the negative of such terms and other comparable terminology. These statem only predictions and are subject to substantial risks and uncertainties. Actual performance or results may differ materially and adversely.

We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date of this report except as required by law. All of our written and oral forward-looking statements are expressly qualified by these cautionary statements and any other cautionary statements that may accompany such forward-looking statements. The reasons for these differences include changes that occur in our business environment as well as differences stemming from the delay in our financial reports, such as the following factors:

- Possible adverse consequences of failure to file past SEC reports;
- Limitations on access to public capital markets;
- Inability of common stock to trade on a recognized exchange and potential inability to re-list on a recognized exchange;
- Impact of material weaknesses in internal control over financial reporting;
- Potential changes in tax liabilities; and
- Civil litigation.

PART I FINANCIAL INFORMATION

NOTE REGARDING OUR FINANCIAL REPORTING PROCESS

This report has been delayed due to our restatement and financial reporting process for periods ending December 31, 2003, which began in March 2004. That process was completed on October 19, 2006. Our 2003 Financial and Informational Report on Form 8-K/A, filed with the Securities and Exchange Commission (SEC) on October 26, 2006, included an audited 2003 consolidated balance sheet which presented our financial condition as of December 31, 2003 in accordance with Generally Accepted Accounting Principles (GAAP). We did not present other consolidated financial statements in accordance with GAAP as we were unable to determine with sufficient certainty the appropriate period(s) in 2003 or before in which to record certain write-offs and write-downs that were identified in our restatement process. Our former registered public accounting firm expressed an unqualified opinion that the 2003 balance sheet fairly presented our financial condition on December 31, 2003. The firm also audited the other financial statements presented in the 2003 Financial and Informational Report. It opined that the financial statements other than the 2003 balance sheet did not fairly present our financial condition or results of operations or cash flows for the periods covered in accordance with GAAP. Investors should refer to the 2003 Financial and Informational Report for a full description of the restatement and financial reporting process for periods prior to 2004. **Investors are strongly cautioned not to rely on any of the financial statements contained in the 2003 Financial and Informational Report, other than the 2003 balance sheet, as fairly presenting, for the periods covered, our financial condition or our results of operations or cash flows, in accordance with GAAP. Any information set forth in the 2003 Financial and Informational Report that incorporates or discusses information contained in the financial statements is subject to the same caution.** You also should not rely on any of our previously-filed Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q for the periods that ended prior to and including September 30, 2003.

We have completed our financial statements for the years ended December 31, 2004, 2005 and 2006, and on August 13, 2007, we filed our Annual Report on Form 10-K for the year ended December 31, 2006. Concurrently with the filing of this report, we are filing our Quarterly Reports on Form 10-Q for the first three quarters of each of 2005 and the remaining two quarters for 2006. The 2005 Reports on Form 10-Q also include 2004 quarterly information. In light of our inability to provide financial statements in accordance with GAAP for periods prior to 2004, we will not be filing any other earlier reports, including annual reports for 2004 and 2005, or quarterly reports for the first three quarters of 2004. Due to the delay in the filing of the Quarterly Report, certain information presented in this report relates to significant events that have occurred subsequent to June 30, 2006.

Item 1. ***CONSOLIDATED FINANCIAL STATEMENTS***

Key Energy Services, Inc.

Condensed Consolidated Balance Sheets

(In thousands)

(Unaudited)

	June 30, 2006	December 31, 2005
ASSETS		
Current assets:		
Cash and cash equivalents	$ 113,769	$ 94,170
Accounts receivable, net of allowance for doubtful accounts of $11,660 and $10,843 at June 30, 2006 and December 31, 2005, respectively	240,958	211,680
Inventories	17,581	17,254
Prepaid expenses	3,350	3,292
Deferred tax assets	33,034	23,912
Other current assets	3,800	6,854
Current assets of discontinued operations	621	658
Total current assets	413,113	357,820
Property and equipment:		
Well servicing equipment	944,744	856,455
Contract drilling equipment	16,818	25,583
Motor vehicles	101,825	91,910
Furniture and equipment	71,528	70,485
Buildings and land	49,738	45,393
Total property and equipment	1,184,653	1,089,826
Accumulated depreciation	(526,102)	(479,485)
Net property and equipment	658,551	610,341
Goodwill	320,905	320,922
Deferred costs, net	10,291	11,093
Notes and accounts receivable - related parties	307	151
Other assets	29,949	28,917
TOTAL ASSETS	$ 1,433,116	$ 1,329,244
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 17,727	$ 14,633
Accrued payroll, taxes and employee benefits	53,336	43,691
Accrued operating expenditures	33,444	39,964
Unsettled legal claims	27,113	11,249
Income, sales, use and other taxes	38,873	31,331
Workers compensation claims accrual	16,005	19,852
Vehicular insurance	1,744	2,632
Other accrued liabilities	12,626	6,116
Accrued interest	7,511	6,399
Current portion of capital lease obligations	9,616	8,639
Current portion of long-term debt	4,000	4,000
Current liabilities of discontinued operations	180	292

Total current liabilities	222,175	188,798
Capital lease obligations, less current portion	17,598	14,781
Long-term debt, less current portion	394,000	396,000
Workers compensation, vehicular, health and other insurance claims	44,611	38,311
Deferred tax liability	109,582	96,572
Other non-current accrued expenses	18,214	40,725
Commitments and contingencies		
Stockholders equity:		
Common stock, $0.10 par value; 200,000,000 shares authorized, 131,259,243 and 131,334,196 shares issued and outstanding at June 30, 2006 and December 31, 2005, respectively	13,176	13,175
Additional paid-in capital	719,812	716,389
Treasury stock, at cost; 497,501 and 416,666 shares at June 30, 2006 and December 31, 2005, respectively	(10,862)	(9,682)
Accumulated other comprehensive loss	(35,636)	(36,627)
Retained deficit	(59,554)	(129,198)
Total stockholders equity	626,936	554,057
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 1,433,116	$ 1,329,244

See the accompanying notes which are an integral part of these condensed consolidated unaudited financial statements

Key Energy Services, Inc.

Condensed Consolidated Statements of Operations

(In thousands, except per share data)

(Unaudited)

	Three Months Ended June 30, 2006	2005	Six Months Ended June 30, 2006	2005
REVENUES:				
Well servicing	$ 288,392	$ 238,696	$ 561,307	$ 459,029
Pressure pumping	60,199	36,246	111,997	66,750
Fishing and rental services	23,445	19,959	46,689	40,326
Total revenues	372,036	294,901	719,993	566,105
COSTS AND EXPENSES:				
Well servicing	177,172	161,653	357,928	311,275
Pressure pumping	34,020	25,367	62,589	42,597
Fishing and rental services	14,415	13,775	29,502	27,380
Depreciation and amortization	28,924	28,212	55,738	55,986
General and administrative	43,739	34,137	87,080	69,076
Interest expense	10,030	16,326	18,608	29,678
Loss (gain) on early extinguishment of debt		5,481		5,881
Loss (gain) on sale of assets	(309)	(755)	(2,244)	(30)
Interest income	(828)	(736)	(2,028)	(1,160)
Other, net	953	(5,018)	472	(4,970)
Total costs and expenses, net	308,116	278,442	607,645	535,713
Income from continuing operations before income taxes	63,920	16,459	112,348	30,392
Income tax (expense) benefit	(24,338)	(7,086)	(42,704)	(12,654)
INCOME FROM CONTINUING OPERATIONS	39,582	9,373	69,644	17,738
Discontinued operations, net of tax expense of $4,590 for the six months ended June 30, 2005				(3,361)
NET INCOME	$ 39,582	$ 9,373	$ 69,644	$ 14,377
EARNINGS (LOSS) PER SHARE:				
Net income from Continuing Operations				
Basic	$ 0.30	$ 0.07	$ 0.53	$ 0.14
Diluted	$ 0.29	$ 0.07	$ 0.52	$ 0.13
Discontinued Operations				
Basic	$	$	$	$ (0.03)
Diluted	$	$	$	$ (0.03)
Net Income				
Basic	$ 0.30	$ 0.07	$ 0.53	$ 0.11

Diluted	$ 0.29	$ 0.07	$ 0.52	$ 0.10
WEIGHED AVERAGE SHARES OUTSTANDING:				
Basic	131,335	130,828	131,337	130,810
Diluted	134,979	132,879	134,752	133,085

See the accompanying notes which are an integral part of these condensed consolidated unaudited financial statements

Key Energy Services, Inc.

Condensed Consolidated Statement of Comprehensive Income

(In thousands)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	**2005**	**2006**	**2005**
NET INCOME	$ 39,582	$ 9,373	$ 69,644	$ 14,377
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:				
Foreign currency translation gain (loss)	176	53	(102)	129
Deferred gain from cash flow hedges	1,171		1,094	
COMPREHENSIVE INCOME, NET OF TAX	$ 40,929	$ 9,426	$ 70,636	$ 14,506

See the accompanying notes which are an integral part of these condensed consolidated unaudited financial statements

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Key Energy Services, Inc.

Condensed Consolidated Statements of Cash Flows

(in thousands)

(unaudited)

	Six Months Ended June 30, 2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 69,644	$ 14,377
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	55,738	55,986
Accretion expense	252	264
Income from equity investment	161	(27)
Amortization of deferred issuance costs, discount and premium	803	888
Deferred income tax expense	3,888	13,661
Capitalized interest	(1,615)	(324)
Gain on sale of assets	(2,244)	(30)
Loss on early extinguishment of debt		5,881
Stock-based compensation	3,424	976
Amortization of deferred gain on sale-leaseback transactions	(80)	
Changes in working capital:		
Accounts receivable, net	(29,543)	(9,943)
Other current assets	2,247	(1,273)
Accounts payable, accrued interest and accrued expenses	33,033	15,256
Other assets and liabilities	(17,629)	(5,392)
Operating cash flows (used by) provided by discontinued operations	(75)	13,169
Net cash provided by operating activities	118,004	103,469
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures - Well Servicing	(74,385)	(36,450)
Capital expenditures - Pressure Pumping	(18,530)	(6,216)
Capital expenditures - Fishing and Rental	(4,755)	(1,338)
Capital expenditures - Other	(521)	(4,227)
Proceeds from sale of fixed assets	9,651	8,138
Investing cash flows provided by discontinued operations		60,477
Net cash (used in) provided by investing activities	(88,540)	20,384
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayments of long-term debt	(2,000)	
Repayments on revolving credit facility		(48,000)
Repayments of capital lease obligations	(6,286)	(5,557)

Purchase of treasury stock	(1,180)	
Net cash used in financing activities	(9,466)	(53,557)
Effects of exchange rates on cash	(399)	669
Net increase in cash and cash equivalents	19,599	70,965
Cash and cash equivalents, beginning of period	94,170	20,425
Cash and cash equivalents, end of period	$ 113,769	$ 91,390

See the accompanying notes which are an integral part of these condensed consolidated unaudited financial statements

Key Energy Services, Inc.

NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

Key Energy Services, Inc. is a Maryland corporation that was organized in April 1977 and commenced operations in July 1978 under the name National Environmental Group, Inc. We emerged from a prepackaged bankruptcy plan in December 1992 as Key Energy Group, Inc. On December 9, 1998, we changed our name to Key Energy Services, Inc. (Key or the Company). We believe that we are now the leading onshore, rig-based well servicing contractor in the United States. From 1994 through 2002, we grew rapidly through a series of over 100 acquisitions, and today we provide a complete range of well services to major oil companies and independent oil and natural gas production companies, including rig-based well maintenance, workover, well completion and recompletion services, oilfield transportation services, cased-hole electric wireline services and ancillary oilfield services, fishing and rental services and pressure pumping services. During 2006, Key conducted well servicing operations onshore in the continental United States in the following regions: Gulf Coast (including South Texas, Central Gulf Coast of Texas and South Louisiana), Permian Basin of West Texas and Eastern New Mexico, Mid-Continent (including the Anadarko, Hugoton and Arkoma Basins and the ArkLaTex and North Texas regions), Four Corners (including the San Juan, Piceance, Uinta, and Paradox Basins), the Appalachian Basin, Rocky Mountains (including the Denver-Julesberg, Powder River, Wind River, Green River and Williston Basins), and California (the San Joaquin Basin), and internationally in Argentina. We also provide limited onshore drilling services in the Rocky Mountains, the Appalachian Basin and in Argentina. During 2006, we conducted pressure pumping and cementing operations in a number of major domestic producing basins including California, the Permian Basin, the San Juan Basin, the Mid-Continent region, and in the Barnett Shale of North Texas. Our fishing and rental services are located primarily in the Gulf Coast and Permian Basin regions of Texas, as well as in California and the Mid-Continent region.

Basis of Presentation

The filing of this Quarterly Report on Form 10-Q was delayed due to our restatement and financial reporting process for periods ending December 31, 2003, which began in March 2004. That process was completed on October 19, 2006. Our 2003 Financial and Informational Report on Form 8 K/A, filed with the Securities and Exchange Commission (SEC) on October 26, 2006, included an audited 2003 consolidated balance sheet which presented our financial condition as of December 31, 2003 in accordance with Generally Accepted Accounting Principles (GAAP). We did not present our other consolidated financial statements in accordance with GAAP as we were unable to determine with sufficient certainty the appropriate period(s) in 2003 or before in which to record certain write offs and write downs that were identified in our restatement process. Our former registered public accounting firm expressed an unqualified opinion that the 2003 balance sheet fairly presented our financial condition on December 31, 2003 in accordance with GAAP. The firm also audited the other financial statements presented in the 2003 Financial and Informational Report. It opined that the financial statements other than the 2003 balance sheet did not fairly present our financial condition or results of operations or cash flows for the periods covered in accordance with GAAP. Investors should refer to the 2003 Financial and Informational Report for a full description of the restatement and financial reporting process for periods prior to 2004.

The accompanying unaudited condensed consolidated financial statements in this report have been prepared in accordance with the instructions for interim financial reporting prescribed by the SEC. The December 31, 2005 year-end condensed consolidated balance sheet data was derived from audited financial statements but does not include all the disclosures required by GAAP. These interim financial statements should be read together with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2006.

The unaudited condensed consolidated financial statements contained in this report include all material adjustments that, in the opinion of management, are necessary for a fair statement of the results of operations for the interim periods presented herein. The results of operations for the interim periods presented in this report are not necessarily indicative of the results to be expected for the full year or any other interim period due to fluctuations in demand for our services, timing of maintenance and other expenditures, and other factors.

The preparation of these consolidated financial statements requires us to develop estimates and to make assumptions that affect our financial position, results of operations and cash flows. These estimates also impact the nature and extent of our disclosure, if any, of our contingent liabilities. Among other things, we use estimates to (1) analyze assets for possible impairment, (2) determine depreciable lives for our assets, (3) assess future tax exposure and realization of deferred tax assets, (4) determine amounts to accrue for contingencies, (5) value tangible and intangible assets, and (6) assess workers compensation, vehicular liability, self-insured risk accruals and other insurance reserves. Our actual results may differ materially from these estimates. We believe that our estimates are reasonable.

Due to the delay in the filing of this report as discussed above, additional information regarding certain liabilities and uncertainties that existed as of the date of this report has become available, either through additional facts about, or the ultimate settlement or resolution of, the liability or uncertainty. We have taken any additional information that has come to light into account in our estimates and disclosure of any potential liabilities or other contingencies as of the date of this report, in accordance with FASB Statement of Financial Accounting Standards No. 5, Accounting for Contingencies (SFAS 5). The discussion of our commitments and contingencies (see Note 7) should be read in conjunction with the corresponding disclosures made in our Annual Report on Form 10-K for the year ended December 31, 2006.

Certain reclassifications have been made to prior period amounts to conform to current period financial statement classifications. These reclassifications primarily relate to the change in our reportable segments. Prior to 2004, our Pressure Pumping and Fishing and Rental segments were reported as part of our Well Servicing segment; Pressure Pumping and Fishing and Rental are now presented as independent reportable segments. Additionally, as further discussed in Note 2 Discontinued Operations, we sold the majority of our contract drilling assets to Patterson-UTI Energy on January 15, 2005. These assets had previously been reported as part of our Contract Drilling reportable segment. The assets, cash flows, and results of operations of these activities are presented as discontinued operations in our condensed consolidated unaudited financial statements for all periods presented in this Report.

Our remaining contract drilling operations are now reported as part of our Well Servicing segment. We apply the provisions of EITF Issue 04-10, Determining Whether to Aggregate Operating Segments That Do Not Meet Quantitative Thresholds (EITF 04-10) in our segment reporting in Note 9 Segment Information. Our remaining contract drilling operations do not meet the quantitative thresholds as described in Statement of Financial Accounting Standards No. 131, Disclosures About Segments of an Enterprise and Related Information (SFAS 131), and, under the provisions of EITF 4-10, since the operating segments meet the aggregation criteria we are permitted to combine information about this segment with other similar segments that individually do not meet the quantitative thresholds to produce a reportable segment.

Principles of Consolidation

Within our consolidated financial statements, we include our accounts and the accounts of our majority-owned or controlled subsidiaries. We eliminate intercompany accounts and transactions. We account for our interest in entities for which we do not have significant control or influence under the cost method. When we have an interest in an entity and can exert significant influence but not control, we account for that interest using the equity method. See Note 5 Investment in IROC Systems Corp.

In January 2003, the Financial Accounting Standards Board (FASB) issued Interpretation No. 46, Consolidation of Variable Interest Entities an Interpretation of ARB No. 51 (FIN 46). In December 2003 the FASB issued the updated and final interpretation of ARB 51 (FIN 46R). FIN 46R requires that an equity investor in a variable interest entity have significant equity at risk (generally a minimum of 10%, which is an increase from the 3% required under previous guidance) and hold a controlling interest, evidenced by voting rights, and absorb a majority of the entity s expected losses, receive a majority of the entity s expected returns, or both. If the equity investor is unable to evidence these characteristics, the entity that retains these ownership characteristics will be required to consolidate the variable interest entities created or obtained after March 15, 2004. The adoption of FIN 46R did not materially impact our consolidated financial statements.

Revenue Recognition

Well Servicing Rigs. Well servicing revenue consists primarily of maintenance services, workover services, completion services and plugging and abandonment services. We recognize revenue when services are performed, collection of the relevant receivable is probable, persuasive evidence of an arrangement exists and the price is fixed or determinable. These criteria are typically met at the time we complete a job for a customer. Primarily, we price well servicing rig services by the hour of service performed. Depending on the type of job, we may charge by the project or by the day.

Oilfield Transportation. Oilfield transportation revenue consists primarily of fluid and equipment transportation services and frac tanks which are used in conjunction with fluid hauling services. We recognize revenue when services are performed, collection of the relevant receivable is probable, persuasive evidence of an arrangement exists and the price is fixed or determinable. These criteria are typically met at the time we complete a job for a customer. Primarily, we price oilfield trucking services by the hour or by the quantities hauled.

Pressure Pumping and Fishing and Rental Services. Pressure pumping and fishing and rental services include well stimulation and cementing services and recovering lost or stuck equipment in the wellbore. We recognize revenue when services are performed, collection of the relevant receivable is probable, persuasive evidence of an arrangement exists and the price is fixed or determinable. These criteria are typically met at the time we complete a job for a customer. Generally, we price fishing and rental tool services by the day and pressure pumping services by the job.

Ancillary Oilfield Services. Ancillary oilfield services include services such as wireline operations, wellsite construction, roustabout services, foam units and air drilling services. We recognize revenue when services are performed, collection of the relevant receivable is probable, persuasive evidence of an arrangement exists and the price is fixed or determinable. These criteria are typically met at the time we complete a job for a customer. We price ancillary oilfield services by the hour, day or project depending on the type of services performed.

Cash and Cash Equivalents

We consider short-term investments with an original maturity of less than three months to be cash equivalents. None of our cash is restricted and we have not entered into any compensating balance arrangements. However, at June 30, 2006, all of our obligations under the Senior Secured Credit Facility (hereinafter defined) were secured by most of our assets, including assets held by our subsidiaries, which includes our cash and cash equivalents. We restrict investment of cash to financial institutions with high credit standing and limit the amount of credit exposure to any one financial institution.

Property and Equipment

Asset Retirement Obligations. In connection with our well servicing activities, we operate a number of Salt Water Disposal (SWD) facilities. Our operations involve the transportation, handling and disposal of fluids in our SWD facilities that have been determined to be harmful to the environment. SWD facilities used in connection with our fluid hauling operations are subject to future costs associated with the abandonment of these properties. As a result, we have incurred costs associated with the proper storage and disposal of these materials. In accordance with Statement of Financial Accounting Standards No. 143, Accounting for Asset Retirement Obligations (SFAS 143), we recognize a liability for the fair value of all legal obligations associated with the retirement of tangible long-lived assets and capitalize and equal amount as a cost of the asset. We depreciate the additional cost over the estimated useful life of the assets. Significant judgment is involved in estimating future cash flows associated with such obligations, as well as the ultimate timing of those cash flows. If our estimates of the amount or timing of the cash flows change, such changes may have a material impact on our results of operations.

Adoption of SFAS 143 was required for all companies with fiscal years beginning after June 15, 2002. Amortization of the assets associated with the asset retirement obligations was $0.1 million and $0.1 million for the quarters ended June 30, 2006, and 2005, respectively. Amortization of the assets associated with the asset retirement obligations was $0.2 million and $0.2 million for the six months ended June 30, 2006, and 2005, respectively.

Asset and Investment Impairments. We apply Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144) in reviewing our long-lived assets and investments for possible impairment. This statement requires that long-lived assets held and used by us, including certain identifiable intangibles, be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For purposes of applying this statement, we group our long-lived assets on a division-by-division basis and compare the estimated future cash flows of each division to the division s net carrying value. The division level represents the lowest level for which identifiable cash flows are available. We would record an impairment charge, reducing the division s net carrying value to an estimated fair value, if its estimated future cash flows were less than the division s net carrying value. Trigger events, as defined in SFAS 144, that cause us to evaluate our fixed assets for recoverability and possible impairment may include market conditions, such as adverse changes in the prices of oil and natural gas, which could reduce the fair value of certain of our property and equipment. The development of future cash flows and the determination of fair value for a division involves significant judgment and estimates. As of June 30, 2006 and December 31, 2005, no trigger events had been identified by management.

Goodwill and Other Intangible Assets

Goodwill results from business acquisitions and represents the excess of acquisition costs over the fair value of the net assets acquired. We account for goodwill and other intangible assets under the provisions of Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS 142 eliminates amortization for goodwill and other intangible assets with indefinite lives. Intangible assets with lives restricted by contractual, legal, or other means will continue to be amortized over their expected useful lives. Goodwill and other intangible assets not subject to amortization are tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. SFAS 142 requires a two-step process for testing impairment. First, the fair value of each reporting unit is compared to its carrying value to determine whether an indication of impairment exists. If impairment is indicated, then the fair value of the reporting unit s goodwill is determined by allocating the unit s fair value to its assets and liabilities (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination. The amount of impairment for goodwill is measured as the excess of its carrying value over its fair value. We conduct annual impairment assessments, the most recent affecting this report as of December 31, 2005. The assessments did not result in an indication of goodwill impairment.

Intangible assets subject to amortization under SFAS 142 consist of noncompete agreements and patents and trademarks. Amortization expense for noncompete agreements is calculated using the straight-line method over the period of the agreement, ranging from three to seven years. The cost and accumulated amortization are retired when the noncompete agreement is fully amortized and no longer enforceable. Amortization expense for patents and trademarks is calculated using the straight-line method over the useful life of the patent or trademark, ranging from five to seven years. Amortization of noncompete agreements for the quarters ended June 30, 2006 and 2005 was $0.6 million and $0.7 million, respectively. Amortization of patents and trademarks for the quarters ended June 30, 2006 and 2005 was $0.1 million and $0.1 million, respectively. Amortization of noncompete agreements for the six months ended June 30, 2006 and 2005 was $1.2 million and $1.5 million, respectively. Amortization of patents and trademarks for the six months ended June 30, 2006 and 2005 was $0.3 million and $0.2 million, respectively. During the six months ended June 30, 2006, the Company capitalized approximately $0.2 million of costs associated with patents and trademarks. No costs associated with noncompete agreements were capitalized during the six months ended June 30, 2006.

Derivative Instruments and Hedging Activities

The Company applies Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (SFAS 133) as amended by Statement of Financial Accounting Standards No. 137, No. 138 and No. 149 (SFAS 137, SFAS 138, and SFAS 149, respectively) in accounting for derivative instruments. SFAS 133 establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and hedging activities. It requires the recognition of all derivative instruments as assets and liabilities on the balance sheet and measurement of those instruments at fair value. The accounting treatment of changes in fair value is dependent upon whether or not a derivative instrument is designated as a hedge, and if so, the type of hedge. For derivatives designated as cash flow hedges, the effective portion of the change in the fair value of the hedging instrument is recognized in other comprehensive income until the hedged item is recognized in earnings. Any ineffective portion of changes in the fair value of the hedging instrument is recognized currently in earnings.

To account for a financial instrument as a hedge, the contract must meet the following criteria: the underlying asset or liability must expose the Company to risk that is not offset in another asset or liability, the hedging contract must reduce that risk, and the instrument must be properly designated as a hedge at the inception of the contract and throughout the contract period. To be an effective hedge, there must be a high correlation between changes in the fair value of the financial instrument and the fair value of the underlying asset or liability, such that changes in the market value of the financial instrument such that the anticipated future cash flows would be offset by the effect of price changes on the exposed items.

In March 2006, under the terms of our Senior Secured Credit Facility, the Company was required to mitigate the risk of changes in future cash flows posed by changes in interest rates associated with the variable interest-rate term loan portion of our Senior Secured Credit Facility. We entered into two interest rate swap arrangements in order to offset this risk. The swaps are classified as derivative instruments and were designated at inception as cash flow hedges. Management believes that these instruments were highly effective at inception to offset changes in the future cash flows of the underlying liabilities and will continue to be highly effective throughout the life of the hedge. See Note 4 Derivative Financial Instruments for further discussion.

Guarantees

In November 2002, the FASB issued Interpretation No. 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Include Indirect Guarantees of Indebtedness of Others (FIN 45). As required by FIN 45, we adopted the disclosure requirements on December 31, 2002. On January 1, 2003, we adopted the initial recognition and measurement provisions for guarantees issued or modified after December 31, 2002. In November 2005, the FASB issued FASB Staff Position No. 45-3, Application of FASB Interpretation No. 45 to Minimum Revenue Guarantees Granted to Business or Its Owners (FSP FIN No. 45-3). It served as an amendment to FIN 45 by adding minimum revenue guarantees to the list of examples of contracts to which FIN 45 applies. Under FSP FIN No. 45-3, a guarantor is required to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. FSP FIN No. 45-3 is effective for new minimum revenue guarantees issued or modified on or after January 1, 2006. The adoption of FIN 45 and FSP FIN No. 45-3 did not have a material impact on our consolidated financial statements.

Earnings Per Share

We present earnings per share information in accordance with the provisions of Statement of Financial Accounting Standards No. 128, Earnings Per Share (SFAS 128). Under SFAS 128, basic earnings per common share is determined by dividing net earnings applicable to common stock by the weighted average number of common shares actually outstanding during the year. Diluted earnings per common share is based on the increased number of shares that would be outstanding assuming conversion of dilutive outstanding convertible securities using the as if converted method.

	Three Months Ended June 30, 2006	Three Months Ended June 30, 2005	Six Months Ended June 30, 2006	Six Months Ended June 30, 2005
	(in thousands, except per share data)			
Basic EPS Computation:				
Numerator				
Income from continuing operations	$ 39,582	$ 9,373	69,644	$ 17,738
Discontinued operations, net of tax				(3,361)
Net income	$ 39,582	$ 9,373	$ 69,644	$ 14,377
Denominator				
Weighted average shares outstanding	131,335	130,828	131,337	130,810
Basic EPS:				
Income from continuing operations	$ 0.30	$ 0.07	$ 0.53	$ 0.14
Discontinued operations, net of tax				(0.03)
Net income	$ 0.30	$ 0.07	$ 0.53	$ 0.11
Diluted EPS Computation:				
Numerator				
Income from continuing operations	$ 39,582	$ 9,373	$ 69,644	$ 17,738
Discontinued operations, net of tax				(3,361)
Net income	$ 39,582	$ 9,373	$ 69,644	$ 14,377
Denominator				
Weighted average shares outstanding	131,335	130,828	131,337	130,810
Stock options	3,072	1,581	2,853	1,796
Warrants	572	470	562	479
	134,979	132,879	134,752	133,085
Diluted EPS:				
Income from continuing operations	$ 0.29	$ 0.07	$ 0.52	$ 0.13
Discontinued operations, net of tax				(0.03)
Net income	$ 0.29	$ 0.07	$ 0.52	$ 0.10

The diluted earnings per share calculation for the quarters ended June 30, 2006 and 2005 excludes the potential exercise of zero and 672,500 stock options, respectively, because the effects of such exercises on earnings per share in those years would be anti-dilutive. The diluted earnings per share calculation for the six months ended June 30, 2006 and 2005 excludes the potential exercise of zero and 501,250 stock options, respectively, because the effects of such exercises on earnings per share in those years would be anti-dilutive.

Stock-Based Compensation

We account for stock-based compensation under the provisions of Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment (SFAS 123(R)), which we adopted on January 1, 2006. Prior to January 1, 2006, we accounted for share-based payments under the provisions of Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB 25), which was permitted by Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS 123). We adopted the provisions of SFAS 123(R) using the modified prospective transition method.

SFAS 123 sets forth alternative accounting and disclosure requirements for stock-based compensation arrangements. Companies were permitted to continue following the provisions of APB 25 to measure and recognize employee stock-based compensation prior to January 1, 2006; however, SFAS 123 requires disclosure of pro forma net income and earnings per share that would have been reported under the fair value recognition provisions of SFAS 123. The following table illustrates the effect on net income and earnings per share if we had applied the fair value recognition principles of SFAS 123 to stock-based employee compensation in 2005. As noted above, while we followed APB 25 to account for stock-based compensation during 2005, the stock-based compensation expense

included in net income or loss in the following table represents the compensation expense for the 875,180 options, net of forfeitures, that were granted at strike prices ranging from $0.10 to $2.53 below the market price of our common stock on the date of grant. During the years in which we applied APB 25, we elected to amortize any compensation cost on a straight-line basis over the vesting period of the award, in accordance with FASB Interpretation No. 28, Accounting for Stock Appreciation Rights and Other Variable Stock Option or Award Plans, an Interpretation of APB Opinions No. 15 and 25 (FIN 28). After the adoption of SFAS 123(R), we elected to amortize compensation cost associated with the fair value of equity-based awards ratably over the vesting period of the award.

	Three Months Ended June 30, 2005	Six Months Ended June 30, 2005
	(in thousands, except per share amounts)	
Net income		
As reported	$ 9,373	$ 14,377
Add: stock-based employee compensation expense included in reported net income (loss), net of related tax effects	434	411
Deduct: Total stock-based employee compensation expense determined under the fair value based method for all awards, net of related tax effects	(677)	(896)
Pro forma	$ 9,130	$ 13,892
Basic earnings per share:		
As reported	$ 0.07	$ 0.11
Pro forma	$ 0.07	$ 0.11
Diluted earnings per share:		
As reported	$ 0.07	$ 0.10
Pro forma	$ 0.07	$ 0.10

For additional information regarding the computations presented above, see Note 8 Stockholders Equity.

In addition to the stock option grants discussed above, beginning in 2005 we began making grants of shares and restricted shares of common stock to certain of our employees and non-employee directors. These shares have vesting periods ranging from zero to three years. For shares with immediate vesting, the Company recognized currently in earnings expense an amount equal to the intrinsic value of the shares on the date of grant. For restricted shares that did not immediately vest, the compensation cost equal to the intrinsic value of the grant, net of actual and estimated forfeitures, was recognized in earnings ratably over the vesting period of the grant. In 2006, subject to the provisions of SFAS 123(R), the Company recognized expense in earnings equal to the fair value of the shares vesting during the period, net of actual and estimated forfeitures.

Foreign Currency Gains and Losses

The local currency is the functional currency for our foreign operations in Argentina and our former Canadian operations. The U.S. dollar is the functional currency for our former operations in Egypt. The cumulative translation gains and losses, resulting from translating each foreign subsidiary s financial statements from the functional currency to U.S. dollars, are included as a separate component of stockholders equity in other comprehensive income until a partial or complete sale or liquidation of our net investment in the foreign entity.

Accounting Principles Not Yet Adopted in This Report

SFAS 157. In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements (SFAS 157). SFAS 157 establishes a framework for measuring fair value and requires expanded disclosure about the information used to measure fair value. The statement applies whenever other statements require or permit assets or liabilities to be measured at fair value. SFAS 157 does not expand the use of fair value accounting in any new circumstances and is effective for the Company for the year ended December 31, 2008 and for interim periods included in that year, with early adoption encouraged. The Company is evaluating the effect of adoption of SFAS 157 on its financial position, results of operations and cash flows.

SFAS 158. In September 2006, the FASB issued Statement of Financial Accounting Standards No. 158, Employer s Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 123(R) (SFAS 158). SFAS 158 requires an entity that is the sponsor of a plan within the scope of the statement to (a) recognize on its balance sheet as an asset a plan s over-funded status or as a liability such plan s under-funded status; (b) measure a plan s assets and obligations as of the end of the entity s fiscal year; and (c) recognize changes in the funded status of its plans in the year in which changes occur through adjustments to other comprehensive income. Adoption of the provisions of SFAS 158 is required for public companies for the first fiscal year ending after December 15, 2006. Because the Company is not a sponsor of a defined postretirement benefit plan as defined by SFAS 158, the adoption of this standard will not have a material impact on the Company s financial position, results of operations, or cash flows.

2. DISCONTINUED OPERATIONS

On January 15, 2005, we sold the majority of our contract drilling operations to Patterson-UTI Energy, Inc. for $62.0 million in cash. We received net proceeds of approximately $60.5 million in cash after paying all costs related to closing the sale. As a result of the sale, this operation, which was previously reported as part of our contract drilling segment, has been presented as a discontinued operation for all periods. We recorded an after-tax loss from discontinued operations of $3.4 million, or $0.03 per diluted share, for the six months ended June 30, 2005.

Results for activities reported as discontinued operations were as follows:

	Three Months Ended June 30, 2006 (in thousands)	2005	Six Months Ended June 30, 2006 (in thousands)	2005
Revenues	$	$	$	$ 3,361
Costs and expenses				2,132
Income before income taxes				1,229
Income tax expense				(4,590)
Loss from discontinued operations	$	$	$	$ (3,361)

Balance sheet data for discontinued operations was as follows:

	June 30, 2006 (in thousands)	December 31, 2005
Current assets	621	658
Current liabilities	(180)	(292)
Net assets of discontinued operations	$ 441	$ 366

3. INCOME TAXES

Income tax expense differs from amounts computed by applying the statutory federal rate as follows:

	Six Months Ended June 30, 2006	2005
Income tax computed at statutory rate	35.0 %	35.0 %
State taxes	1.3 %	2.4 %
Meals and entertainment	0.8 %	2.1 %
Executive and share-based compensation	1.2 %	0.6 %
Foreign rate differential	%	1.1 %
Change in valuation allowance	%	%
Other	(0.4)%	0.4 %
Effective income tax rate	37.9 %	41.6 %

4. DERIVATIVE FINANCIAL INSTRUMENTS

We are exposed to risks due to potential changes in interest rates associated with the variable-rate interest term loan of our Senior Secured Credit Facility. As of June 30, 2006, our variable rate interest debt instruments comprised 100% of our total debt, excluding our capital lease obligations. Based on this exposure, and because of provisions contained in our Senior Secured Credit Facility, on March 10, 2006 we entered into two $100.0 million notional amount interest rate swaps to effectively fix the interest rate on a portion of our variable rate debt. These swaps meet the criteria of derivative instruments.

We account for derivative instruments using the guidance provided by SFAS 133, as amended. SFAS 133 establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and hedging activities. It requires the recognition of all derivative instruments as assets and liabilities on the balance sheet and measurement of those instruments at fair value. The accounting treatment of changes in fair value is dependent upon whether or not a derivative instrument is designated as a hedge, and if so, the type of hedge. For derivatives designated as cash flow hedges, the effective portion of a change in the fair value of the hedging instrument is recognized in other comprehensive income until the settlement of the forecasted hedged transaction. Any ineffective portion of changes in the fair value of the hedging instrument is recognized currently in earnings.

The Company uses a historic simulation based on regression analysis to assess the effectiveness of the swaps as a hedge of the future cash flows of the forecasted transaction, both on a historical and prospective basis. The simulation regresses the monthly changes in the cash flows associated with the hedging instrument and the hedged item. The results of the regression indicated that the swaps were highly effective in offsetting the future cash flows of the items being hedged and could be reasonably assumed to be highly effective on an ongoing basis. Based on the results of this analysis and the Company s intent to use the instruments to reduce exposure to changes in future cash flows attributable to interest payments, the Company elected to account for the swaps as cash flow hedges.

The measurement of hedge ineffectiveness is based on a comparison of the cumulative change in the fair value of the actual swap designated as the hedging instrument and the cumulative change in fair value of a perfectly effective hypothetical derivative (Perfect Hypothetical Derivative) (as defined in Derivatives Implementation Group Issue G7). The perfectly effective hypothetical swap mimics the terms of the debt with a fixed interest rate assumed to be the same as the hedge instrument. This method of measuring ineffectiveness is known as the Hypothetical Derivative Method. Under this method, the actual swap is recorded at fair value on the Company s Consolidated Balance Sheets and Accumulated Other Comprehensive Income is adjusted to a balance that reflects the lesser of either the cumulative change in the fair value of the actual swap or the cumulative change in the fair value of the Perfect Hypothetical Derivative. The amount of ineffectiveness, if any, is equal to the excess of the cumulative change in the fair value of the actual swap over the cumulative change in the fair value of the Perfect Hypothetical Derivative, and is recorded currently in earnings as a component of other income and expense on the Company s Consolidated Statements of Income.

As of June 30, 2006, we recorded $0.6 million in current assets and $1.9 million in long-term assets in our Consolidated Balance Sheets, based on the fair value of our derivative instruments on that date. During the six months ended June 30, 2006, amounts recorded related to the ineffective portion of our cash flow hedges were less than $0.1 million. No amounts were excluded from the assessment of hedge effectiveness related to the hedge of future cash flows in any of the periods. During the six months ended June 30, 2006, no amounts were reclassified to earnings in connection with forecasted transactions whose occurrence was no longer considered probable. During the next twelve months, the Company anticipates that the amount of Accumulated Other Comprehensive Loss that will be reclassified to earnings upon settlement of hedge transactions will be less than $1 million.

5. INVESTMENT IN IROC SYSTEMS CORP.

On July 22, 2004, we entered into an agreement with IROC Systems Corp. (IROC), an Alberta-based oilfield services company, to sell IROC ten remanufactured Skytop well service rigs, along with supporting equipment and inventory. We began delivering these rigs in the fall of 2004, and completed delivery in the second quarter of 2005. The purchase price for the rigs was US $7.0 million, which was paid by way of the issuance of approximately 8.2 million shares of IROC s common stock. During 2004 and 2005, we recognized a loss of $0.1 million, which represents the difference between the fair market value of the IROC shares we received on the delivery dates and the carrying values of the rigs that were delivered. In 2005, we delivered an additional four rigs, and we recognized a gain of $1.9 million upon delivery, which represents the difference between the value of the IROC shares we received on the delivery dates and the carrying value of the rigs that we delivered.

In July 2005, we sold additional well service rig support equipment to IROC for $0.9 million USD and received another 547,411 shares for consideration. We recognized a gain of $0.7 million related to this transaction, which represents the difference between the value of the IROC shares we received on the delivery date and the carrying value of the transferred equipment.

As of June 30, 2006, we own 8,734,469 shares of IROC common stock, which represents approximately 23.1% of IROC s outstanding common stock on that date. IROC shares trade on the Toronto Venture Stock Exchange and had a closing price of $2.85 CDN per share on June 30, 2006. Pursuant to the terms of the agreement with IROC, Mr. William Austin, our Chief Financial Officer, and Mr. Newton W. Wilson III, our General Counsel, were appointed to the board of directors of IROC.

We have significant influence over the operations of IROC, but do not control it. We account for our investment in IROC using the equity method. The value of our investment is recorded in our Consolidated Balance Sheets as a component of other non-current assets. The pro-rata share of IROC s earnings and losses to which we are entitled are recorded in our Consolidated Statements of Operations as a component of other income and expense, with an offsetting increase or decrease to the value of our investment, as appropriate. Any earnings distributed back to us from IROC in the form of dividends would result in a decrease in the value of our equity investment.

Our pro-rata share of the losses of IROC for the quarters ended June 30, 2006 and 2005 was $0.7 million and $0.3 million, respectively. We recorded $1.1 million and $0.1 million, respectively, of equity income related to our investment in IROC for the six months ended June 30, 2006 and 2005. During those time periods, no earnings were distributed back to us by IROC in the form of dividends. The value of our investment in IROC totaled $10.5 million and $10.3 million as of June 30, 2006 and December 31, 2005, respectively.

6. LONG-TERM DEBT

The components of our long-term debt are as follows:

	June 30, 2006 (in thousands)	December 31, 2005
Senior Secured Credit Facility Term Loans	$ 398,000	$ 400,000
Capital Leases	27,214	23,420
	425,214	423,420
Less current portion	13,616	12,639
Total long-term debt	$ 411,598	$ 410,781

Senior Secured Credit Facility

On July 29, 2005, we entered into a Credit Agreement (the Senior Secured Credit Facility). The Senior Secured Credit Facility consists of (i) a revolving credit facility of up to an aggregate principal amount of $65.0 million, which will mature on July 29, 2010, (ii) a senior term loan facility in the original aggregate amount of $400.0 million, which will mature on June 30, 2012, and (iii) a prefunded letter of credit facility in the aggregate amount of $82.3 million, which will mature on July 29, 2010. The revolving credit facility includes a $25.0 million sub-facility for additional letters of credit. The proceeds from the term loan facility, along with cash on hand were used to refinance our existing 8.375% Senior Notes, our existing 6.375% Senior Notes. The revolving credit facility may be used for general corporate purposes.

Borrowings under the Senior Secured Credit Facility through December 31, 2005 bore interest upon the outstanding principal balance, at the Company s option, at the prime rate plus a margin of 1.75% or a Eurodollar rate plus a margin of 2.75%. These margins were increased on December 31, 2005 by 0.50% and again on March 31, 2006 by 0.50% because the Company did not meet certain filing targets for our 2003 Annual Report on Form 10-K. We were also required to pay certain fees in connection with the credit facilities, including a commitment fee as a percentage of aggregate commitments.

The Senior Secured Credit Facility contains certain covenants, which, among other things, require us to maintain a consolidated leverage ratio (defined generally as the ratio of consolidated total debt to consolidated EBITDA) as follows:

Fiscal Quarter	Consolidated Leverage Ratio
Fourth Fiscal Quarter, 2005	3.5 : 1.0
First Fiscal Quarter, 2006	3.0 : 1.0
Second Fiscal Quarter, 2006	3.0 : 1.0
Third Fiscal Quarter, 2006 and thereafter	2.75 : 1.0

The Senior Secured Credit Facility also requires that we maintain a consolidated interest coverage ratio (defined generally as the ratio of consolidated EBITDA to consolidated interest expense) as of the last day of any fiscal quarter, beginning with the fourth fiscal quarter of 2005, of not less than 3.0 to 1.0. Upon the occurrence of

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certain events of default, such as payment default, our obligations under the Senior Secured Credit Facility may be accelerated.

All obligations under the Senior Secured Credit Facility are guaranteed by most of our subsidiaries and are secured by most of our assets, including our accounts receivable, inventory and equipment.

First Amendment to Senior Secured Credit Facility

On November 3, 2005, we amended the Senior Secured Credit Facility (the First Amendment) to increase the amount of capital expenditures allowed under the facility during 2005 and 2006. Under the terms of the First Amendment, we were allowed to make annual capital expenditures of $175.0 million for 2005 and $200.0 million for 2006. Additionally, under certain conditions, up to $25.0 million of the capital expenditure limit, if not spent in the permitted fiscal year, could be carried over for expenditures in the next succeeding fiscal year. Previously under the Senior Secured Credit Facility, we were limited to annual capital expenditures of $150.0 million.

As of June 30, 2006, the Company had no borrowings under the revolving credit facility of the Senior Secured Credit Facility and had $398.0 million borrowed at three-month Eurodollar rates, plus a margin of 3.75%. As described above, the Company has interest rate swaps that hedge a portion of the interest rate expense on the term loan.

Prior Senior Credit Facility

On November 10, 2003, we entered into a Fourth Amended and Restated Credit Agreement (the Prior Senior Credit Facility). The Prior Senior Credit Facility consisted of a $175.0 million revolving loan facility with the entire facility available for letters of credit. We previously had the right, subject to certain conditions, to increase the total commitment under the Prior Senior Credit Facility from $175.0 million to up to $225.0 million if we were able to obtain additional lending commitments. The revolving loan commitments were scheduled to terminate on November 10, 2007, and all revolving loans would have been required to be paid on or before that date. The revolving loans bore interest based upon, at our option, the agent s base rate for loans or the agent s reserve-adjusted LIBOR rate for loans, plus, in either case, a margin which would fluctuate based upon our consolidated total leverage ratio and, in either case, according to the pricing grid set forth in the Prior Senior Credit Facility.

The Prior Senior Credit Facility contained various financial covenants applicable to specific periods, including: (i) a maximum consolidated total leverage ratio, (ii) a minimum consolidated interest coverage ratio, and (iii) a minimum net worth. The Prior Senior Credit Facility subjected us to other restrictions, including restrictions upon our ability to incur additional debt, liens and guarantee obligations, to merge or consolidate with other persons, to make acquisitions, to sell assets, to pay dividends, repurchase our stock or subordinated debt, to make investments, loans and advances or to make changes to debt instruments and organizational documents. All obligations under the Prior Senior Credit Facility were guaranteed by most of our subsidiaries and were secured by most of our assets, including our accounts receivable, inventory and most equipment.

Our failure to file our 2003 Annual Report on Form 10-K on a timely basis violated covenants under the Prior Senior Credit Facility. Between March 31, 2004 and July 29, 2005, we amended the terms of the Prior Senior Credit Facility six times to waive the covenants and extend the due date for the 2003 report and other filings. We paid a total of $1.1 million and $1.3 million in fees during the years ended December 31, 2005 and 2004, respectively, related to the various amendments to the Prior Senior Credit Facility. The final due date under the Prior Senior Credit Facility for the filing of our Annual Report on Form 10-K for 2004 and the Quarterly Reports on Form 10-Q for the first three quarters of 2004 was October 31, 2005. The last amendment also extended the date by which the Quarterly Reports on Form 10-Q for the first quarter and second quarter of 2005 had to be filed to December 31, 2005. On July 29, 2005, we entered into the Senior Secured Credit Facility, which replaced the Prior Senior Credit Facility.

6.375% Senior Notes

On May 14, 2003, we completed a public offering of $150.0 million of 6.375% Senior Notes due May 1, 2013 (the 6.375% Senior Notes). The proceeds from the public offering, net of fees and expenses, were used to repay the balance of the revolving loan facility then outstanding under our then-existing credit facility, with the remainder being used for general corporate purposes. The 6.375% Senior Notes were senior unsecured obligations and were fully and unconditionally guaranteed by substantially all of our subsidiaries. The 6.375% Senior Notes were effectively subordinated to Key s secured indebtedness, which included borrowings under our Prior Senior Credit Facility.

The 6.375% Senior Notes were repaid on October 5, 2005. Proceeds from the Senior Secured Credit Facility and cash on hand were used to repay the 6.375% Notes.

8.375% Senior Notes

On March 6, 2001, we completed a private placement of $175.0 million of 8.375% Senior Notes due March 1, 2008 (the 8.375% Senior Notes, together with the 6.375% Senior Notes, the Senior Notes). The net cash proceeds from the private placement were used to repay all of the remaining balance of prior term loans and a portion of the revolving loans then outstanding under our then-existing credit facility. On March 1, 2002, we completed a public offering of an additional $100.0 million of 8.375% Senior Notes. The net cash proceeds from the public offering were used to repay the then-outstanding balance of the revolving loan facility under our credit facility. The 8.375% Senior Notes were senior unsecured obligations. The 8.375% Senior Notes were effectively subordinated to Key s secured indebtedness which included borrowings under our Prior Senior Credit Facility.

We redeemed all $275.0 million outstanding principal amount of the 8.375% Notes on November 8, 2005. Proceeds from the Senior Secured Credit Facility and cash on hand were used to repay the 8.375% Notes.

Consents to Amend to Extend the Reporting Requirements Under the Senior Note Indentures

Our failure to file our 2003 Annual Report on Form 10-K with the SEC and deliver it to the trustee under the Senior Note indentures on or before March 30, 2004 was a default under each of the indentures for the Senior Notes. During 2004 and 2005, we amended the terms of each of the Senior Note indentures three times to waive the covenant non-compliance and extend the due date for our 2003 Annual Report on Form 10-K and other filings. In order to obtain these amendments and consents, we incurred $9.0 million and $5.1 million of expenses in 2005 and 2004, respectively. We were required under the last consent by the holders of each series of Senior Notes to file our 2003 Annual Report on form 10-K on or before May 31, 2005 and our 2004 quarterly reports on Form 10-Q and our Annual Report on Form 10-K for 2004 on or before July 31, 2005. The consent also provided that the Quarterly Reports on Form 10-Q for the first quarter and second quarter of 2005 had to be filed no later than October 31, 2005. We failed to meet those deadlines, and as a result, on June 6, 2005, the trustee for the Senior Notes sent us notice of the financial reporting violation, which then triggered a 60-day cure period. Due to our failure to cure this default, on September 28, 2005, we received a valid acceleration notice from the trustee for the 6.375% Senior Notes. As a result, the 6.375% Senior Notes were repaid on October 5, 2005. We also redeemed all of the 8.375% Senior Notes on November 8, 2005. The Senior Notes were repaid with funds from our Senior Secured Credit Facility and cash on hand.

14% Senior Subordinated Notes

On January 22, 1999, we completed the private placement of 150,000 units (the Units) consisting of $150.0 million of 14% Senior Subordinated Notes due January 15, 2009 (the 14% Senior Subordinated Notes) and 150,000 warrants to purchase 2,173,433 shares of the Company s common stock at an exercise price of $4.88125 per share (the Warrants). The 14% Senior Subordinated Notes were issued at a discount, which was amortized to interest expense over the term of the 14% Senior Subordinated Notes. During the years prior to 2004, we redeemed approximately $52.5 million of principal amount of our 14% Senior Subordinated Notes at varying times and redemption prices, plus accrued interest. We repaid the remaining $97.5 million outstanding principal amount of the 14% Senior Subordinated Notes on January 15, 2004.

As of June 30, 2006, 63,500 Warrants had been exercised, providing $4.2 million of proceeds to us and leaving 86,500 Warrants outstanding. On the date of issuance, the value of the Warrants was estimated at $7.4 million and was classified as equity. Under the terms of the Warrants, we are required to maintain an effective registration statement covering the shares of common stock issuable upon exercise. If we are unable to maintain an effective registration statement, we are required to pay liquidated damages for periods in which an effective registration statement is not maintained. We have been unable to maintain an effective registration statement due to our failure to timely file our SEC reports. As a result, we paid liquidated damages starting at $0.05 per Warrant per week and escalating to $0.20 per Warrant per week. The total amounts paid to the holders of the Warrants were $0.5 million and $0.1 million during the six months ended June 30, 2006 and 2005, respectively. We made no liquidated damages payments during the quarters ended June 30, 2006 and 2005.

Interest Expense

Interest expense for the three and six months ended June 30, 2006 and 2005 consisted of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
	(in thousands)			
Cash payments	$ 7,801	$ 5,362	$ 16,065	$ 17,731
Commitment and agency fees paid	1,532	7,021	2,243	10,840
Amortization of discount and premium		(63)		(125)
Amortization of debt issuance costs	402	438	803	1,013
Net change in accrued interest	1,172	3,777	1,112	544
Capitalized interest	(877)	(209)	(1,615)	(325)
Total interest expense	$ 10,030	$ 16,326	$ 18,608	$ 29,678

7. COMMITMENTS AND CONTINGENCIES

As discussed in Note 1 Organization and Summary of Significant Accounting Policies Basis of Presentation, due to the delay in the filing of this report, this note includes information regarding certain liabilities and uncertainties that became available after the end of the period covered by this report, but has been taken into consideration in the preparation of this report.

Litigation. Various suits and claims arising in the ordinary course of business are pending against us. Due to locations where we conduct business in the continental United States, we are often subject to jury verdicts and arbitration hearings that result in favor of the plaintiffs. We do not believe that the disposition of any of these items will result in a material adverse impact on our consolidated financial position, results of operations or cash flows.

Government Investigations. On March 29, 2004, we were notified by the Fort Worth office of the SEC that it had commenced an inquiry regarding the Company. The SEC issued a formal order of investigation on July 15, 2004. On May 30, 2007, we were informed by the staff of the Enforcement Division of the SEC that it had completed its investigation as to Key and that it did not intend to recommend enforcement action. In addition, on January 5, 2005, we were served with a subpoena issued by a grand jury in Midland, Texas, that asked for the production of documents in connection with an investigation being conducted by the U.S. Attorney s Office for the Western District of Texas. In October 2006, we were notified by the U.S. Attorney s Office that it would not pursue any criminal charges against the Company.

Gonzales Matter. In September 2005 a class action lawsuit, *Gonzales v. Key Energy Services, Inc.,* was filed in Ventura County, California Superior Court alleging that Key did not pay its hourly employees for travel time between the yard and the wellhead and that certain employees were denied meal and rest periods between shifts. We have recorded a liability for this matter and do not expect that the conclusion of this matter will have a material impact on our results of operations, cash flows or financial position.

Eustace Matter. Joe Eustace was employed by Key from 1999 until 2004 as a Vice President and Regional Manager pursuant to an employment agreement. He filed suit in January 2006 alleging breach of contract, fraud and conversion seeking reinstatement of his stock options. We have recorded a liability for this matter and do not expect that the conclusion of this matter will have a material impact on our results of operations, cash flows or financial position.

Litigation with Former Officers and Employees. On April 7, 2006, we delivered a notice to our former chief executive officer, Francis D. John, of our intention to treat his termination of employment effective May 1, 2004, as for Cause under his employment agreement with us. In response to the notice, Mr. John filed a lawsuit against us in the U.S. District Court for the Southern District of Texas, Houston Division on May 19, 2006, in which he alleged, among other things, that we breached stock option agreements and his employment agreement. On June 13, 2006, we filed an answer and counterclaim denying Mr. John s claims and asserting claims against Mr. John for breach of contract and declaratory judgment including, among other things, a declaration that Cause exists under Mr. John s employment agreement. On June 20, 2007 we settled our litigation with Mr. John for $23 million.

We have also been named in a lawsuit by our former general counsel, Jack D. Loftis, Jr., in the U.S. District Court, District of New Jersey on April 21, 2006, in which he alleges a whistle-blower claim under the Sarbanes-Oxley Act, breach of contract, breach of good faith and fair dealing, breach of fiduciary duty, and wrongful termination. Mr. Loftis previously filed his whistle-blower claim with the Department of Labor (DOL), which found that there was no reasonable cause to believe that we violated the Sarbanes-Oxley Act when we terminated Mr. Loftis and dismissed the complaint. On July 28, and October 2, 2006, Key moved to dismiss the lawsuit for lack of jurisdiction over Key Energy or for lack of venue. On June 28, 2007, the Court denied our motions but on its own motion transferred the case to the U.S. District Court for the Eastern District of Pennsylvania.

Additionally, on August 21, 2006, our former chief financial officer, Royce W. Mitchell, filed a suit against the Company in 385th District Court, Midland County, Texas alleging breach of contract with regard to alleged bonuses, benefits and expense reimbursements, conditional stock grants and stock options, to which he believes himself entitled; as well as relief under theories of quantum meruit, promissory estoppel, and specific performance. Although there is no scheduling order in the case, discovery is underway. Further, our former controller and assistant controller filed a joint complaint against the Company on September 3, 2006 in 133rd District Court, Harris County, Texas alleging constructive termination and breach of contract. Following Key s removal of the case to the federal court, Plaintiff dismissed his constructive termination allegation and the parties agreed to a remand of the case back to the state court. Discovery is now ongoing.

We intend to vigorously defend against these claims; however, we cannot predict the outcome of the lawsuits.

Shareholder Class Action Suits. Since June 2004, we have been named as a defendant in six class action complaints for alleged violations of federal securities laws, which have been filed in federal district court in Texas. These six actions have been consolidated into one action. On November 1, 2005, the plaintiffs filed a consolidated amended class action complaint. The complaint generally alleges that we made false and misleading statements and omitted material information from our public statements and SEC reports during the class period in violation of the Securities Exchange Act of 1934, including alleged: (i) overstatement of revenues, net income, and earnings per share, (ii) failure to take write-downs of assets, consisting of primarily idle equipment, (iii) failure to amortize the Company s goodwill, (iv) failure to disclose that the Company lacked adequate internal controls and therefore was unable to ascertain the

true financial condition of the Company, (v) material inflation of the Company s financial results at all relevant times, (vi) misrepresentation of the value of acquired businesses, and (vii) failure to disclose misappropriation of funds by employees.

Shareholder Derivative Actions. Four shareholder derivative actions have been filed by certain of our shareholders. Those actions are filed by individual shareholders purporting to act on our behalf, asserting various claims against the named officer and director defendants. The derivative actions generally allege the same facts as those in the shareholder class action suits. Those suits also allege breach of fiduciary duty, abuse of control, waste of corporate assets, and unjust enrichment by these defendants.

In each of the shareholder class actions and derivative actions described above, plaintiffs are seeking an unspecified amount of monetary damages. At this time, we cannot ascertain the ultimate aggregate amount of monetary liability or financial impact of the class actions and derivative lawsuits. While we have directors and officers insurance in the aggregate amount of $50.0 million, we cannot determine whether these actions will, individually or collectively, have a material adverse effect on our business, results of operations, financial condition and cash flows. We and named directors and officers intend to vigorously defend these actions.

Tax Audits. We are routinely the subject of audits by tax authorities and have received some material assessments from tax auditors. As of June 30, 2006, we have recorded reserves for future potential liabilities as a result of these audits that management feels are appropriate. While we have fully reserved for these assessments, the ultimate amount of settlement can vary from this estimate. In connection with our Egyptian operations, we are undergoing income tax audits for all periods in which we had operations. Based on information as of the period covered by this report, we have determined that additional income taxes will be owed and have recorded a liability of approximately $1.1 million.

Self-Insurance Reserves. We maintain insurance policies for workers compensation, vehicle liability and general liability claims. These insurance policies carry self-insured retention limits or deductibles on a per occurrence basis. The retention limits or deductibles are accounted for in our accrual process for all workers compensation, vehicular liability and general liability claims. We maintain reserves for workers compensation and vehicle liability on our balance sheet based on our judgment and estimates using an actuarial method based on claims incurred. We estimate general liability claims on a case-by-case basis. As of June 30, 2006 and December 31, 2005, we have recorded $65.8 million and $56.0 million, respectively, of self-insurance reserves related to worker s compensation, vehicular liabilities and general liability claims.

Environmental Remediation Liabilities. For environmental reserve matters, including remediation efforts for current locations and those relating to previously-disposed properties, we record liabilities when our remediation efforts are probable and the costs to conduct such remediation efforts are reasonably estimated. Environmental reserves do not reflect management s assessment of the insurance coverage that may apply to these matters at issue, whereas our litigation reserves do reflect the application of our insurance coverage. As of June 30, 2006 and December 31, 2005, we have recorded $4.5 million and $5.3 million, respectively, for our environmental remediation liabilities.

Guarantees. We provide performance bonds to provide financial surety assurances for the remediation and maintenance of our SWD properties to comply with environmental protection standards. Costs for SWD properties may be mandatory (to comply with applicable laws and regulations), in the future (required to divest or cease operations), or for optimization (to improve operations, but not for safety or regulatory compliance).

Francis D. John Employment Agreement. Effective as of July 1, 2001, we entered into an amended and restated employment agreement with Francis D. John (the 2001 Employment Agreement) pursuant to which Mr. John served as the Chairman of the Board, President and Chief Executive Officer of Key. The 2001 Employment Agreement provided for the payment of a one-time retention incentive payment of $13.1 million. The purpose of this retention incentive payment was to retire all amounts owed by Mr. John under incentive-based loans previously made to him (which, because certain performance criteria had been previously met, we were scheduled to forgive ratably over a ten-year period as long as Mr. John continued to serve Key in his capacity as Chairman of the Board, President and Chief Executive Officer) and in the process provide Mr. John with an incentive to remain with Key for the next ten years. On December 1, 2001, the incentive retention payment was paid to Mr. John and was comprised of two components: (i) $7.5 million in loan principal and interest accrued through the date of the payment and (ii) $5.6 million in a tax gross-up payment. The entire payment was withheld by us and used to satisfy Mr. John s tax obligations and his obligations under the loans. Pursuant to the 2001 Employment Agreement, Mr. John would earn the incentive retention payment over a ten-year period beginning July 1, 2001, with one-tenth of the total bonus being earned on September 30 of each year, beginning on September 30, 2002. The 2001 Employment Agreement was amended and restated effective December 31, 2003 (the 2003 Employment Agreement). Under the 2003 Employment Agreement, if Mr. John voluntarily terminated his employment with Key or if Mr. John was terminated by Key for Cause (as defined in the 2003 Employment Agreement), Mr. John would be obligated to repay the entire remaining unearned balance of the retention incentive payment immediately upon such termination. However, if Mr. John s employment with Key was terminated (i) by Key other than for Cause, (ii) by Mr. John for Good Reason, (iii) as a result of Mr. John s death or Disability (as defined in the 2003 Employment Agreement), or (iv) as a result of a Change in Control (as defined in the 2003 Employment Agreement), the remaining unearned balance of the retention incentive payment would be treated as earned as of the date of such event.

Argentina Payroll Matters. Our Argentinean subsidiary, Key Energy Services S.A., had previously underpaid our social security contributions to the Administración Federal de Ingressos Públicos (AFIP) as a result of applying an incorrect rate in the calculation of our obligation. Additionally, we also underpaid AFIP as a result of our incorrect use of food stamp equivalents provided to employees as compensation. The correct amounts have been reflected in these financial statements. On May 31, 2007 we paid AFIP $3.5 million, representing the cumulative amount of underpayment and interest. As a result of our underpayment, AFIP has imposed fines and penalties against us and has begun an audit of our filings made to them in prior years. We have recorded an appropriate liability for this matter, and do not expect the ultimate resolution of this matter to have a material impact to our results of operations, cash flows or financial position.

Well Service Rig Purchase Contract. In October 2005, we entered into a purchase and sale agreement to acquire 30 well service rigs, with the option to acquire more under the terms of the agreement. Through June 30, 2006 we have ordered five additional rigs under this option and have received delivery of 12 rigs. The purchase and sale agreement is cancelable at our option at any time. Should we cancel the agreement prior to taking delivery of the 30 well service rigs, we may be required to refund to the seller the amount of the contractual discount provided by the seller on the previously delivered well service rigs.

8. STOCKHOLDERS EQUITY

Common Stock

On June 30, 2006, we had 200,000,000 shares of common stock authorized with a $0.10 par value of which 131,259,243 of these shares of common stock were issued and outstanding, net of 497,501 shares held in treasury, and no dividends were issued. On December 31, 2005, we had 200,000,000 shares of common stock authorized with a $0.10 par value of which 131,334,196 of these shares were issued and outstanding, net of 416,666 shares held in treasury, and no dividends had been issued.

Treasury Stock

In June 2006, the Company purchased 80,835 shares of restricted common stock that had been previously granted to certain of the Company s officers, pursuant to an agreement under which those individuals were permitted to sell shares back to the Company in order to satisfy the income tax withholding requirements related to vesting of these grants. We account for treasury stock under the cost method, and as such recorded $1.2 million in treasury stock on the date of purchase, which represented the fair market value of the shares based on the price of the Company s stock on the date of purchase.

Stock Incentive Plans

On January 13, 1998, Key s shareholders approved the Key Energy Group, Inc. 1997 Incentive Plan, as amended (the 1997 Incentive Plan). The 1997 Incentive Plan is an amendment and restatement of the plans formerly known as the Key Energy Group, Inc. 1995 Stock Option Plan and the Key Energy Group, Inc. 1995 Outside Directors Stock Option Plan (collectively, the Prior Plans).

All options previously granted under the Prior Plans and outstanding as of November 17, 1997 (the date on which our board of directors adopted the 1997 Incentive Plan) were assumed and continued, without modification, under the 1997 Incentive Plan.

Under the 1997 Incentive Plan, Key may grant the following awards to certain key employees, directors who are not employees (Outside Directors) and consultants of Key, our controlled subsidiaries, and our parent corporation, if any: (i) incentive stock options (ISOs) as defined in Section 422 of the Internal Revenue Code of 1986, as amended (the Code), (ii) nonstatutory stock options (NSOs), (iii) stock appreciation rights (SARs), (iv) shares of restricted stock, (v) performance shares and performance units, (vi) other stock-based awards and (vii) supplemental tax bonuses (collectively, Incentive Awards). ISOs and NSOs are sometimes referred to collectively herein as Options.

The following table summarizes the stock option activity related to the plans (shares in thousands):

	Six Months Ended June 30, 2006 Options	Weighted Average Exercise Price	Weighted Average Fair Value
Outstanding at beginning of period	9,275	$ 8.68	$ 4.79
Granted	794	$ 15.08	$ 7.24
Exercised		$	$
Cancelled or expired	(144)	$ 9.68	$ 4.58
Outstanding at end of period	9,925	$ 9.18	$ 4.99
Exercisable at end of period	8,795	$ 8.55	4.76

The following tables summarize information about the stock options outstanding at June 30, 2006:

	Options Outstanding Weighted Average Remaining Contractual Life (Years)	Number of Options Outstanding June 30, 2006	Weighted Average Exercise Price	Weighted Average Fair Value
Range of Exercise Prices:				
$3.00 - $8.00	4.12	2,173	$ 6.52	$ 3.76
$8.01 - $8.31	3.97	1,850	$ 8.25	$ 4.91
$8.32 - $8.88	4.16	1,980	$ 8.53	$ 5.43
$8.89 - $10.22	5.71	2,280	$ 9.81	$ 4.84
$10.23 - $16.25	7.62	1,642	$ 13.63	$ 6.39
		9,925	$ 9.18	$ 4.99
Aggregate intrinsic value (in thousands)		$ 8,443		

	Options Exercisable Number of Options Exercisable June 30, 2006	Weighted Average Exercise Price	Weighted Average Fair Value
Range of Exercise Prices:			
$3.00 - $8.00	2,173	$ 6.52	$ 3.76
$8.01 - $8.31	1,850	$ 8.25	$ 4.92
$8.32 - $8.88	1,980	$ 8.53	$ 5.43
$8.89 - $10.22	2,225	$ 9.80	$ 4.86
$10.23 - $16.25	567	$ 12.49	$ 5.38
	8,795	$ 8.55	$ 4.76
Aggregate intrinsic value (in thousands)	$ 8,443		

The total fair value of stock options granted during the quarter and six months ended June 30, 2006 was $0.1 million and $5.7 million, respectively. The fair value of each stock option granted during the six months ended June 30, 2006 was estimated on the date of grant using the Black-Scholes option-pricing model, based on the following weighted-average assumptions:

	Six Months Ended June 30, 2006
Risk-free rate	4.7 %

Expected life of options, years	6.00	
Expected volatility	49.0	%
Expected dividends	none	

Common Stock Awards

Beginning in June 2005, we began granting shares of common stock to our outside directors and certain employees. These shares are restricted as to exercisability and transferability, and in certain cases, have required service periods before they are vested and are subject to forfeiture. The vesting periods on these grants range from zero (immediately vested) to three years. The total fair market value of all common stock awards granted during the six months ended June 30, 2006 and 2005 was $0.1 million and $6.5 million, respectively. No common stock awards were granted prior to June 2005.

In June 2006, pursuant to the agreement under which they were issued restricted stock, certain of the Company s officers had a number of common shares withheld in order to satisfy those individuals income tax obligations associated with the vesting of the first tranche of shares that were conveyed to them in June 2005. In this transaction, the Company purchased 80,835 shares from the officers, which had a fair market value of approximately $1.2 million on the purchase date. We accounted for this as a treasury stock transaction. One of the officers was permitted to have an amount withheld that was in excess of the required minimum required withholding under current tax law. Under SFAS 123(R) and previously under variable plan accounting under APB 25, we are required to account for this grant as a liability award. Compensation expense for this award for the six months ended June 30, 2006 was $0.1 million. Compensation expense recognized for this award during the quarter ended June 30, 2006 was less than $0.1 million. No compensation expense was recognized on this award for the three and six months ended June 30, 2005.

We issued a total of 550,000 common shares to our outside directors and employees during the six months ended June 30, 2005 at a weighted-average issuance price of $11.90 per share. Of these, 50,000 were issued to our outside directors and vested immediately, while the remaining 500,000 vest ratably over a three year period. We issued a total of 5,882 common shares to an outside director during the six months ended June 30, 2006 at a weighted-average issuance price of $14.45 per share. All of these awards vested immediately. At June 30, 2006, 298,739 common share awards were vested, at a weighted average issuance price of $11.95 per share. At December 31, 2005, 42,858 common share awards were vested, at a weighted-average issuance price of $11.90 per share. During 2005, one of our outside directors refused his common stock award of 7,143 shares. That director was not issued a common stock award in 2006.

For common stock grants that vest immediately upon issuance, we record expense equal to the fair market value of the shares on the date of grant. For common stock grants that do not immediately vest, we recognize compensation cost ratably over the vesting period of the grant, net of actual and estimated forfeitures. For the three months ended June 30, 2006 and 2005, we recognized $0.5 million and $0.6 million, respectively, of expense related to common stock awards, net of estimated and actual forfeitures. For the six months ended June 30, 2006 and 2005, we recognized $2.3 million and $0.6 million, respectively, of expense related to common stock awards, net of estimated and actual forfeitures.

9. SEGMENT INFORMATION

For 2006, our reportable business segments are well servicing, pressure pumping and fishing and rental.

Well Servicing. These operations provide a full range of well services, including rig-based services, oilfield transportation services and other ancillary oilfield services necessary to complete, maintain and workover oil and natural gas producing wells. Our Argentina operations are included in our well servicing segment. We aggregate our operating divisions engaged in well servicing activities into our well servicing reportable segment.

Pressure Pumping. These operations provide well stimulation and cementing services. Stimulation includes fracturing, nitrogen services and acidizing services and is used to enhance the production of oil and natural gas wells from formations which exhibit a restricted flow of oil and / or natural gas. Cementing services include pumping cement into a well between the casing and the wellbore.

Fishing and Rental. These operations provide services that include fishing to recover lost or stuck equipment in a wellbore through the use of fishing tools. In addition, this segment offers a full line of services and rental equipment designed for use both on land and offshore for drilling and workover services and includes an inventory consisting of tubulars, handling tools, pressure-control equipment and power swivels.

We evaluate the performance of our operating segments based on revenue and EBITDA, which is a non-GAAP measure and not disclosed below. Corporate expenses include general corporate expenses associated with managing all reportable operating segments. Corporate assets consist principally of cash and cash equivalents, short-term investments, deferred debt financing costs and deferred income tax assets.

The following table sets forth our segment information as of and for the periods ended June 30, 2006 and June 30, 2005, respectively:

	Well Servicing (in thousands)	Pressure Pumping	Fishing and Rental	Corporate / Other	Discontinued Operations	Eliminations	Total
As of and for the three months ended June 30, 2006:							
Operating revenues	$ 288,392	$ 60,199	$ 23,445	$	$	$	$ 372,036
Gross margin	111,219	26,179	9,031				146,429
Depreciation and amortization	21,689	2,810	1,705	2,720			28,924
Interest expense	(152)	(173)	(9)	10,364			10,030
Net income (loss) from continuing operations	72,225	22,356	5,173	(60,172)			39,582
Propery, plant and equipment, net	510,456	86,394	29,486	32,215			658,551
Total assets	975,004	172,823	72,648	352,267	621	(140,247)	1,433,116
Capital expenditures, excluding acquisitions	(43,082)	(12,129)	(3,399)				(58,610)

	Well Servicing (in thousands)	Pressure Pumping	Fishing and Rental	Corporate / Other	Discontinued Operations	Eliminations	Total
As of and for the three months ended June 30, 2005:							
Operating revenues	$ 238,696	$ 36,246	$ 19,959	$	$	$	$ 294,901
Gross margin	77,041	10,880	6,185				94,106
Depreciation and amortization	21,545	2,295	1,505	2,867			28,212
Interest expense	18	(71)	6	16,373			16,326
Net income (loss) from continuing operations	42,738	11,367	3,293	(48,025)			9,373
Propery, plant and equipment, net	471,679	53,948	26,565	36,110			588,302
Total assets	909,838	125,224	69,202	578,633	1,193	(386,858)	1,297,232
Capital expenditures, excluding acquisitions	(24,092)	(5,090)	(869)	(3,259)			(33,310)

	Well Servicing (in thousands)	Pressure Pumping	Fishing and Rental	Corporate / Other	Discontinued Operations	Eliminations	Total
As of and for the six months ended June 30, 2006:							
Operating revenues	$ 561,307	$ 111,997	$ 46,689	$	$	$	$ 719,993
Gross margin	203,379	49,408	17,187				269,974
Depreciation and amortization	41,764	5,172	3,295	5,507			55,738
Interest expense	(292)	(382)	(6)	19,288			18,608
Net income (loss) from continuing operations	131,335	42,290	10,007	(113,988)			69,644
Propery, plant and equipment, net	510,456	86,394	29,486	32,215			658,551
Total assets	975,004	172,823	72,648	352,267	621	(140,247)	1,433,116
Capital expenditures, excluding acquisitions	(74,385)	(18,530)	(4,755)	(521)			(98,191)

	Well Servicing (in thousands)	Pressure Pumping	Fishing and Rental	Corporate / Other	Discontinued Operations	Eliminations	Total
As of and for the six months ended June 30, 2005:							
Operating revenues	$ 459,029	$ 66,750	$ 40,326	$	$	$	$ 566,105
Gross margin	147,754	24,153	12,946				184,853
Depreciation and amortization	42,838	4,459	2,955	5,734			55,986
Interest expense	22	(84)	12	29,728			29,678
Net income (loss) from continuing operations	74,939	21,684	6,585	(85,470)			17,738
Propery, plant and equipment, net	471,679	53,948	26,565	36,110			588,302

Total assets	909,838	125,224	69,202	578,633	1,193	(386,858)	1,297,232
Capital expenditures, excluding acquisitions	(36,450)	(6,216)	(1,338)	(4,227)			(48,231)

Operating revenues for our foreign operations were $18.0 million and $17.8 million for the three months ended June 30, 2006 and 2005, respectively. Operating revenues for our foreign operations were $35.2 million and $35.2 million for the six months ended June 30, 2006 and 2005, respectively. Gross margins for our foreign operations were $3.5 million and $4.4 million for the quarters ended June 30, 2006 and 2005, respectively. Gross margins for our foreign operations were $8.3 million and $9.8 million for the six months ended June 30, 2006 and 2005, respectively.

We have $28.6 million and $24.0 million of identifiable assets related to our foreign operations as of June 30, 2006 and December 31, 2005, respectively. Capital expenditures for our foreign operations were $6.3 million and $4.1 million for the six months ended June 30, 2006 and 2005, respectively.

Item 2. *MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

The following discussion and analysis should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes as of June 30, 2006 and for the three months and six months ended June 30, 2006 and 2005, included elsewhere herein.

Overview

We believe that we are the leading onshore, rig-based well servicing contractor in the United States. Since 1994, we have grown rapidly through a series of over 100 acquisitions, and today we provide a complete range of well services to major oil companies and independent oil and natural gas production companies; including rig-based well maintenance, workover, well completion, and recompletion services; oilfield transportation services; fishing and rental services; pressure pumping services; and ancillary oilfield services.

We operate in most major oil and natural gas producing regions of the United States as well as internationally in Argentina, Egypt and Canada. However, in 2004 we shut down our operation in Ontario, Canada and our contract in Egypt was completed on June 30, 2005.

We operate in three business segments:

Well Servicing:

We provide a broad range of well services, including rig-based services, oilfield transportation services and ancillary oilfield services. Our well service rig fleet is used to perform four major categories of rig services for our customers: (i) maintenance, (ii) workover, (iii) completion, and (iv) plugging and abandonment services. Our fluid transportation services include: (i) vacuum truck services, (ii) fluid transportation services, and (iii) disposal services for operators whose oil or natural gas wells produce saltwater and other fluids. In addition, we are a supplier of frac tanks which are used for temporary storage of fluids used in conjunction with fluid hauling operations.

Pressure Pumping Services:

We provide a broad range of stimulation and completion services, also known as pressure pumping services. Our primary services include well stimulation and cementing services. Well stimulation includes fracturing, nitrogen and acidizing services. These services (which may be used in completion and workover services) are used to enhance the production of oil and natural gas wells from formations which exhibit restricted flow of oil and natural gas. In the fracturing process, we typically pump fluid and sized sand, or proppants, into a well at high pressure in order to fracture the formation and thereby increase the flow of oil and natural gas. With our cementing services, we pump cement into a well between the casing and the wellbore. We provide pressure pumping services in the Permian Basin of Texas, the Barnett Shale of North Texas, the Mid-Continent region of Oklahoma and in the San Juan Basin. In addition, we provide cementing services in our California operation.

Fishing & Rental Services:

We provide fishing and rental services in the Gulf Coast, Mid-Continent and Permian Basin regions of the United States, as well as in the Rockies and California. Fishing services involve recovering lost or stuck equipment in the wellbore and a fishing tool is a downhole tool designed to recover any such equipment lost in the wellbore. We also offer a full line of services and rental equipment designed for use both on land and offshore for drilling and workover services. Our rental tool inventory consists of tubulars, handling tools, pressure-controlled equipment, power swivels and foam air units.

Performance Measures

In determining the overall health of the oilfield service industry, we believe that the Baker Hughes U.S. land drilling rig count is the best barometer of capital spending and activity levels, since this data is made publicly available on a weekly basis. Historically, our activity levels have correlated well with the capital spending by oil and natural gas producers. When commodity prices are strong, capital spending tends to be high, as illustrated by the Baker Hughes land drilling rig count. As the following table indicates, the land drilling rig count increased significantly over the past several years as commodity prices, both oil and natural gas, increased.

	WTI Cushing Crude Oil	NYMEX Henry Hub Natural Gas	Average Baker Hughes Land Drilling Rigs
2005:			
First Quarter	$ 49.73	$ 6.50	1,182
Second Quarter	$ 53.05	$ 6.95	1,246
Third Quarter	$ 63.19	$ 9.73	1,334
Fourth Quarter	$ 60.00	$ 12.88	1,396
2006:			
First Quarter	$ 63.27	$ 7.84	1,440
Second Quarter	$ 70.41	$ 6.65	1,539

Internally, we measure activity levels primarily through our rig and trucking hours. As capital spending by oil and natural gas producers increases, demand for our services also rises, resulting in increased rig and trucking services and more hours worked. Conversely, when activity levels decline due to lower spending by oil and natural gas producers, we provide few rig and trucking services, which results in lower hours worked. We publicly release our monthly rig and trucking hours. The following table presents our quarterly rig and trucking hours from 2005 through the second quarter of 2006.

	Rig Hours	Trucking Hours
2005:		
First Quarter	621,228	641,841
Second Quarter	661,928	635,448
Third Quarter	668,741	607,500
Fourth Quarter	646,810	594,762
Total 2005:	2,598,707	2,479,551
2006:		
First Quarter	663,819	609,317
Second Quarter	679,545	602,118

Results of Operations

Key Energy Services, Inc.

Condensed Consolidated Statements of Operations

(In thousands, except per share data)

(Unaudited)

	Three Months Ended June 30, 2006	Three Months Ended June 30, 2005	Six Months Ended June 30, 2006	Six Months Ended June 30, 2005
REVENUES:				
Well servicing	$ 288,392	$ 238,696	$ 561,307	$ 459,029
Pressure pumping	60,199	36,246	111,997	66,750
Fishing and rental services	23,445	19,959	46,689	40,326
Total revenues	372,036	294,901	719,993	566,105
COSTS AND EXPENSES:				
Well servicing	177,172	161,653	357,928	311,275
Pressure pumping	34,020	25,367	62,589	42,597
Fishing and rental services	14,415	13,775	29,502	27,380
Depreciation and amortization	28,924	28,212	55,738	55,986
General and administrative	43,739	34,137	87,080	69,076
Interest expense	10,030	16,326	18,608	29,678
Loss (gain) on early extinguishment of debt		5,481		5,881
Loss (gain) on sale of assets	(309)	(755)	(2,244)	(30)
Interest income	(828)	(736)	(2,028)	(1,160)
Other, net	953	(5,018)	472	(4,970)
Total costs and expenses, net	308,116	278,442	607,645	535,713
Income from continuing operations before income taxes	63,920	16,459	112,348	30,392
Income tax (expense) benefit	(24,338)	(7,086)	(42,704)	(12,654)
INCOME FROM CONTINUING OPERATIONS	39,582	9,373	69,644	17,738
Discontinued operations, net of tax expense of $4,590 for the six months ended June 30, 2005				(3,361)
NET INCOME	$ 39,582	$ 9,373	$ 69,644	$ 14,377

Three Months Ended June 30, 2006 Compared to Three Months Ended June 30, 2005

Revenue:

Well Servicing: Well servicing revenues increased 20.8% to $288.4 million for the quarter ended June 30, 2006 compared to revenue of $238.7 million for the quarter ended June 30, 2005. The increase in revenue is largely attributable to higher pricing for the Company s services and higher rig hours, offset somewhat by lower trucking hours. For the June 2006 quarter, the Company s composite segment revenue to total hours (as defined as rig hours plus trucking hours) was approximately $225 per hour compared to approximately $184 per hour for the June 2005 quarter. Rig hours for the Company increased 2.7% from 661,928 in the June 2005 quarter to 679,545 in the June 2006 quarter while the Company s trucking hours decreased 5.2% from 635,448 in the June 2005 quarter to 602,118 in the June 2006 quarter. The increase in rig hours is due to higher demand for well maintenance and workover services while the decline in trucking hours is due primarily to lost market share.

Pressure Pumping Services: Pressure pumping services (PPS) segment revenues increased 66.1% to $60.2 million for the quarter ended June 30, 2006 compared to revenue of $36.2 million for the quarter ended June 30, 2005. The increase in revenue is attributable to incremental pressure pumping equipment, higher activity levels and higher pricing for the Company s services. The Company exited the June 2006 quarter with approximately 162,000 horsepower of pumping equipment as compared to approximately 113,000 at the end of the June 2005 quarter. The Company s pressure pumping segment performs several different services including fracturing, cementing, acidizing, nitrogen services, abandonment and other miscellaneous jobs. Generally, the fracturing and

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cementing jobs represent the substantial majority of the segments revenue. Fracturing jobs totaled 431 in the June 2006 quarter compared to 331 in the June 2005 quarter while cementing jobs totaled 521 in the June 2006 quarter compared to 352 in the June 2005 quarter.

Fishing and Rental Services: Fishing and rental services (FRS) segment revenues for the quarter ended June 30, 2006 increased 17.5% to $23.4 million compared to revenue of $20.0 million for the quarter ended June 30, 2005. The increase in revenue is attributable to higher pricing.

Direct Costs:

Well Servicing: Well servicing direct costs increased 9.6% to $177.2 million for the quarter ended June 30, 2006 compared to $161.7 million for the quarter ended June 30, 2005. The increase in direct costs is largely attributable to higher labor and equipment costs, including higher wages, higher repair and maintenance expense, higher fuel expense and higher supplies expense. The increase in these costs is primarily due to higher activity levels. Direct costs as a percent of total well servicing segment revenue improved to 61.4% for the quarter ended June 30, 2006 compared to 67.7% for the quarter ended June 30, 2005.

Pressure Pumping Services: PPS direct costs increased 34.1% to $34.0 million for the quarter ended June 30, 2006 compared to $25.4 million for the quarter ended June 30, 2005. The increase in direct costs is largely attributable to increased sand and chemical purchases as well as higher trucking and freight costs, higher labor costs and higher repair and maintenance expense. The increase in direct costs is primarily the result of increased demand for the Company s services. Direct costs as a percent of total PPS segment revenue improved to 56.5% for the quarter ended June 30, 2006 compared to 70.0% for the quarter ended June 30, 2005.

Fishing and Rental Services: FRS direct costs increased 4.6% to $14.4 million for the quarter ended June 30, 2006 compared to $13.8 million for the quarter ended June 30, 2005. The increase in direct costs is largely attributable to higher labor costs. The increase in direct costs is primarily the result of increased demand for the Company s services. Direct costs as a percent of total FRS segment revenue improved to 61.5% for the quarter ended June 30, 2006 compared to 69.0% for the quarter ended June 30, 2005.

General and Administrative Expense

General and administrative (G&A) expenses increased 28.1% to $43.7 million for the quarter ended June 30, 2006 compared to $34.1 million for the quarter ended June 30, 2005. The increase in G&A is primarily attributable to higher compensation expense and higher professional fees. G&A expense as a percent of revenue for the quarter ended June 30, 2006 totaled 11.8% compared to 11.6% for the quarter ended June 30, 2005.

Interest Expense

Interest expense decreased 38.6% to $10.0 million for the quarter ended June 30, 2006 compared to $16.3 million for the quarter ended June 30, 2005. The decrease is primarily attributable to the elimination of consent fees paid to our debt holders in consideration for our inability to timely file our audited financial statements. Interest expense as a percent of revenue for the quarter ended June 30, 2006 totaled 2.7% compared to 5.5% for the quarter ended June 30, 2005.

Depreciation Expense

Depreciation expense increased 2.5% to $28.9 million for the quarter ended June 30, 2006 compared to $28.2 million for the quarter ended June 30, 2005. The increase is primarily attributable to a greater fixed asset base which is due to increased capital expenditures. For the quarter ended June 30, 2006, the Company spent approximately $58.6 million on capital expenditures as compared to $33.3 million for the quarter ended June 30, 2005. Depreciation expense as a percent of revenue for the quarter ended June 30, 2006 totaled 7.8% compared to

9.6% for the quarter ended June 30, 2005.

Income Taxes

Our income tax expense from continuing operations was $24.3 million and $7.1 million for the three months ended June 30, 2006 and 2005 respectively. Our effective tax rate for those same periods was 38.1% and 43.1%, respectively. The differences between the rates between periods relate largely to nondeductible expense for executive compensation and other nondeductible items. Differences between the statutory rate and the effective rate are due primarily to state and foreign income taxes and nondeductible expenditures.

Six Months Ended June 30, 2006 Compared to Six Months Ended June 30, 2005

Revenue

Well Servicing: Well servicing revenues increased 22.3% to $561.3 million for the six months ended June 30, 2006 compared to revenue of $459.0 million for the six months ended June 30, 2005. The increase in revenue is largely attributable to higher pricing for the Company s services and higher rig hours, offset somewhat by lower trucking hours. For the six months ended June 30, 2006, the Company s composite segment revenue to total hours (as defined as rig hours plus trucking hours) was approximately $220 per hour compared to approximately $179 per hour for the six months ended June 30, 2005. Rig hours for the Company increased 4.7% from 1,283,156 in the first six months of 2005 to 1,343,364 in the first six months of 2006 while the Company s trucking hours decreased 5.2% from 1,277,289 in the first six months of 2005 to 1,211,435 in the first six months of 2006. The increase in rig hours is due to higher demand for well maintenance and workover services while the decline in trucking hours is due primarily to lost market share.

Pressure Pumping Services: PPS segment revenues increased 67.8% to $112.0 million for the six months ended June 30, 2006 compared to revenue of $66.8 million for the six months ended June 30, 2005. The increase in revenue is attributable to incremental pressure pumping equipment, higher activity levels and higher pricing for the Company s services. The Company exited the six months ended June 30, 2006 with approximately 162,000 horsepower of pumping equipment as compared to approximately 113,000 horsepower for the six months ended June 30, 2005. The Company s pressure pumping segment performs several different services including fracturing, cementing, acidizing, nitrogen services, abandonment and other miscellaneous jobs. Generally, the fracturing and cementing jobs represent the substantial majority of the segments revenue. Fracturing jobs totaled 796 during the first six months of 2006 compared to 635 for the first six months of 2005 while cementing jobs totaled 994 during the first six months of 2006 compared to 661 for the first six months of 2005.

Fishing and Rental Services: FRS segment revenues for the six months ended June 30, 2006 increased 15.8% to $46.7 million compared to revenue of $40.3 million for the six months ended June 30, 2005. The increase in revenue is primarily attributable to higher pricing.

Direct Costs

Well Servicing: Well serving direct costs increased 15.0% to $357.9 million for the six months ended June 30, 2006 compared to $311.3 million for the six months ended June 30, 2005. The increase in direct costs is largely attributable to higher labor and equipment costs, including higher wages, higher repair and maintenance expense, higher fuel expense and higher supplies expense. The increase in these costs is primarily due to higher activity levels. Direct costs as a percent of total well service segment revenue improved to 63.8% for the six months ended June 30, 2006 compared to 67.8% for the six months ended June 30, 2005.

Pressure Pumping: PPS direct costs increased 46.9% to $62.6 million for the six months ended June 30, 2006 compared to $42.6 million for the six months ended June 30, 2005. The increase in direct costs is largely

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attributable to increased sand and chemical purchases as well as higher trucking and freight costs, higher labor costs, higher fuel expense and higher repair and maintenance expense. The increase in direct costs is primarily the result of increased demand for the Company s services. Direct costs as a percent of total PPS segment revenue improved to 55.9% for the six months ended June 30, 2006 compared to 63.8% for the six months ended June 30, 2005.

Fishing and Rental Services: FRS direct costs increased 7.8% to $29.5 million for the six months ended June 30, 2006 compared to $27.4 million for the six months ended June 30, 2005. The increase in direct costs is largely attributable to higher labor costs, which is the result of increased demand for the Company s services. Direct costs as a percent of total FRS segment revenue improved to 63.2% for the six months ended June 30, 2006 compared to 67.9% for the six months ended June 30, 2005.

General and Administrative Expense

General and administrative expense increased 26.1% to $87.1 million for the six months ended June 30, 2006 compared to $69.1 million for the six months ended June 30, 2005. The increase in G&A expenses is primarily attributable to higher compensation expense as well as higher professional fees. The increase is offset somewhat by lower bad debt expense. G&A expense as a percent of revenue for the six months ended June 30, 2006 totaled 12.1% compared to 12.2% for the six months ended June 30, 2005.

Interest Expense

Interest expense decreased 37.3% to $18.6 million for the six months ended June 30, 2006 compared to $29.7 million for the six months ended June 30, 2005. The decrease is primarily attributable to the elimination of consent fees paid to our bondholders and lower total debt. Interest expense as a percent of revenue for the six months ended June 30, 2006 totaled 2.6% compared to 5.2% for the six months ended June 30, 2005.

Depreciation Expense

Depreciation expense was flat, totaling $55.7 million for the six months ended June 30, 2006 compared to $56.0 million for the six months ended June 30, 2005. For the six months ended June 30, 2006, the Company spent approximately $98.2 million on capital expenditures as compared to $48.2 million for the six months ended June 30, 2005. Depreciation expense as a percent of revenue for the six months ended June 30, 2006 totaled 7.7% compared to 9.9% for the six months ended June 30, 2005.

Income Taxes

Our income tax expense from continuing operations was $42.7 million and $12.7 million for the six months ended June 30, 2006 and 2005 respectively. Our effective tax rate for those same periods was 38.0% and 41.6%, respectively. The differences between the rates between periods relate largely to nondeductible expense for executive compensation and other nondeductible items. Differences between the statutory rate and the effective rate are due primarily to state and foreign income taxes and nondeductible expenditures.

Liquidity and Capital Resources

We have historically funded our operations, including capital expenditures, from cash flow from operations and have funded growth opportunities, including acquisitions, through bank borrowings and the issuance of equity and long-term debt. In recent years, we have pursued a strategy of repaying indebtedness and have accomplished this objective by using cash generated by operations and cash proceeds from asset sales.

We believe that our current reserves of cash and cash equivalents, availability under our revolving credit facility, and internally generated cash flow from operations are sufficient to finance the cash requirements of our current and future operations, including our capital expenditure budget. As of June 30, 2006, we had $113.8 million in cash and $65.0 million of availability under our revolving credit facility.

Cash Flow

Our net cash provided by operating activities for the six months ended June 30, 2006, totaled $118.0 million compared to $103.5 million for the six months ended June 30, 2005. The increase in cash flow from operating activities is due primarily to higher net income. Our net cash used in investing activities for the six months ended June 30, 2006 totaled $88.5 million compared to cash provided by investing activities of $20.4 million for the six months ended June 30, 2005. The increase in cash flow used in investing activities is due to the cash flows associated with the sale of our land drilling operations. Our net cash used in financing activities for the six months ended June 30, 2006 totaled $9.5 million compared to $53.6 million for the six months ended June 30, 2005.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical Accounting Policies

Our Accounting Department is responsible for the development and application of our accounting policies and internal control procedures. It reports to the Chief Financial Officer.

The process and preparation of our financial statements in conformity with GAAP requires our management to make certain estimates, judgments and assumptions, which may affect reported amounts of our assets and liabilities, disclosures of contingencies at the balance sheet date, the amounts of revenues and expenses recognized during the reporting period and the presentation of our statement of cash flows for the period ended. We may record materially different amounts if these estimates, judgments and assumptions change or if actual results differ. However, we analyze our estimates, assumptions and judgments based on our historical experience and various other factors that we believe to be reasonable under the circumstances.

As such, we have identified the following critical accounting policies that require a significant amount of estimation and judgment to accurately present our financial position, results of operations and statement of cash flows:

- Estimate of reserves for workers compensation, vehicular liability and other self-insured retentions;
- Accounting for contingencies;
- Accounting for income taxes;
- Estimate of fixed asset depreciable lives; and
- Valuation of tangible and intangible assets.

Workers Compensation, Vehicular Liability and Other Insurance Reserves

Well servicing and workover operations expose our employees to hazards generally associated with the oilfield. Heavy lifting, moving equipment and slippery surfaces can cause or contribute to accidents involving our employees and third parties who may be present at a site. Environmental conditions in remote domestic oil and gas basins range from extreme cold to extreme heat, from heavy rain to blowing dust. Those conditions can also lead to or contribute to accidents. Our business activities incorporate significant numbers of fluid transport trucks, other oilfield vehicles and supporting rolling stock that move on public and private roads. Vehicle accidents are a significant risk for us. We also conduct contract drilling operations, which present additional hazards inherent in the drilling of wells such as blowouts, explosions and fires, which could result in loss of hole, damaged equipment and personal injury.

As a contractor, we also enter into master service agreements with our customers. These agreements subject us to potential contractual liabilities common in the oilfield.

All of these hazards and accidents could result in damage to our property or a third party s property and injury or death to our employees or third parties. Although we purchase insurance to protect against large losses, much risk is retained in the form of large deductibles or self-insured retentions.

The occurrence of an event not fully insured or indemnified against, or the failure of a customer or insurer to meet its indemnification or insurance obligations, could result in substantial losses. In addition, there can be no assurance that insurance will be available to cover any or all of these risks, or that, if available, it could be obtained without a substantial increase in premiums. It is possible that, in addition to higher premiums, future insurance coverage may be subject to higher deductibles and coverage restrictions.

Based on the risks discussed above, we estimate our liability arising out of potentially insured events, including workers compensation, employer s liability, vehicular liability, and general liability, and record accruals in our consolidated financial statements. Reserves related to insurance are based on the specific facts and circumstances of the insured event and our past experience with similar claims. Loss estimates for individual claims are adjusted based upon actual claim judgments, settlements and reported claims. The actual outcome of these claims could differ significantly from estimated amounts.

We are largely self-insured for physical damage to our equipment, automobiles, and rigs. Our accruals that we maintain on our consolidated balance sheet relate to these deductibles and self-insured retentions, which we estimate through the use of historical claims data and trend analysis. The actual outcome of any claim could differ significantly from estimated amounts. We adjust loss estimates in the calculation of these accruals, based upon actual claim settlements and reported claims.

Accounting for Contingencies

In addition to our workers compensation, vehicular liability and other self-insurance reserves, we record other loss contingencies, which relate to numerous lawsuits, claims, proceedings and tax-related audits in the normal course of our operations on our consolidated balance sheet. In accordance with Statement of Financial Accounting Standards No. 5, Accounting for Contingencies, we record a loss contingency for these matters when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We review our loss contingencies routinely to ensure that we have appropriate reserves recorded on the balance sheet. We adjust these reserves based on estimates and judgments made by management with respect to the likely outcome of these matters, including the effect of any applicable insurance coverage for litigation matters. Our estimates and judgment could change based on new information, changes in laws or regulations, changes in management s plans or intentions, the outcome of legal proceedings, settlements or other factors. If different estimates and judgments were applied with respect to these matters, it is likely that reserves would be recorded for different amounts. Actual results could vary materially from these reserves.