

BASIC ENERGY SERVICES INC

Form 10-Q

April 28, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-32693

Basic Energy Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

54-2091194  
(I.R.S. Employer  
Identification No.)

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801 Cherry Street, Suite 2100

Fort Worth, Texas 76102  
(Address of principal executive offices) (Zip code)

(817) 334-4100

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

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

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

43,170,095 shares of the registrant's Common Stock were outstanding as of April 28, 2014.

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CAUTIONARY STATEMENT

REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report contains certain statements that are, or may be deemed to be, “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends affecting the financial condition of our business. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including, among other things, the risk factors discussed in this quarterly report and in our most recent annual report on Form 10-K and other factors, most of which are beyond our control.

The words “believe,” “may,” “estimate,” “continue,” “anticipate,” “intend,” “plan,” “expect,” “indicate” and similar expressions intended to identify forward-looking statements. All statements other than statements of current or historical fact contained in this quarterly report are forward-looking statements. Although we believe that the forward-looking statements contained in this quarterly report are based upon reasonable assumptions, the forward-looking events and circumstances discussed in this quarterly report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements.

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

- a decline in, or substantial volatility of, oil or natural gas prices, and any related changes in expenditures by our customers;
- the effects of future acquisitions on our business;
- changes in customer requirements in markets or industries we serve;
- competition within our industry;
- general economic and market conditions;
- our access to current or future financing arrangements;
- our ability to replace or add workers at economic rates; and
- environmental and other governmental regulations.

Our forward-looking statements speak only as of the date of this quarterly report. Unless otherwise required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

This quarterly report includes market share and industry data and forecasts that we obtained from internal company surveys (including estimates based on our knowledge and experience in the industry in which we operate), market research, consultant surveys, publicly available information, and industry publications and surveys. Industry surveys and publications, consultant surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. Although we believe such information is accurate and reliable, we have not independently verified any of the data from third party sources cited or used for our management’s industry estimates, nor have we ascertained the underlying economic assumptions relied upon therein. For example, the number of onshore well servicing rigs in the U.S. could be lower than our estimate to the extent our two larger competitors have continued to report as stacked rigs equipment that is not actually complete or subject to refurbishment. Statements as to our position relative to our competitors or as to market share refer to the most recent available data.



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## PART I — FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

Basic Energy Services, Inc.

Consolidated Balance Sheets

(in thousands, except share data)

	March 31, 2014 (Unaudited)	December 31, 2013
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 116,627	\$ 111,532
Trade accounts receivable, net of allowance of \$ 3,304 and \$ 3,675, respectively	220,787	204,394
Accounts receivable - related parties	39	50
Income tax receivable	2,897	3,475
Inventories	35,548	34,240
Prepaid expenses	15,234	9,597
Other current assets	9,905	8,289
Deferred tax assets	22,432	31,436
Total current assets	423,469	403,013
Property and equipment, net	892,460	928,037
Deferred debt costs, net of amortization	15,357	16,145
Goodwill	111,187	110,914
Other intangible assets, net of amortization	75,429	77,555
Other assets	7,113	7,675
Total assets	\$ 1,525,015	\$ 1,543,339
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 50,714	\$ 45,508
Accrued expenses	71,067	77,058
Current portion of long-term debt	40,687	41,394
Other current liabilities	616	688
Total current liabilities	163,084	164,648
Long-term debt, net of unamortized premium on notes of \$ 1,401 and \$ 1,459, respectively	840,143	846,691
Deferred tax liabilities	154,584	164,306
Other long-term liabilities	23,081	22,407
Commitments and contingencies		
Stockholders' equity:	—	—

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Preferred stock; \$ 0.01 par value; 5,000,000 shares authorized; none designated or issued at March 31, 2014 and December 31, 2013		
Common stock; \$ 0.01 par value; 80,000,000 shares authorized; 43,500,032 shares issued and 43,170,095 shares outstanding at March 31, 2014; 43,500,032 shares issued and 42,226,088 shares outstanding at December 31, 2013	435	435
Additional paid-in capital	358,571	363,674
Retained earnings	(8,633)	(6,726)
Treasury stock, at cost, 329,937 and 1,273,944 shares at March 31, 2014 and December 31, 2013, respectively	(6,250)	(12,096)
Total stockholders' equity	344,123	345,287
Total liabilities and stockholders' equity	\$ 1,525,015	\$ 1,543,339
See accompanying notes to unaudited consolidated financial statements.		

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Basic Energy Services, Inc.

Consolidated Statements of Operations and Comprehensive Income (Loss)

(Unaudited)

(in thousands, except per share amounts)

	Three months ended March 31, 2014      2013 (Unaudited)	
Revenues:		
Completion and remedial services	\$ 137,485	\$ 118,361
Well servicing	92,912	87,675
Fluid services	92,835	84,330
Contract drilling	13,524	13,985
Total revenues	336,756	304,351
Expenses:		
Completion and remedial services	86,480	79,008
Well servicing	69,759	65,002
Fluid services	66,782	57,874
Contract drilling	9,166	9,164
General and administrative, including stock-based compensation of \$ 3,388 and \$ 2,817 in three months ended March 31, 2014 and 2013, respectively	39,559	41,957
Depreciation and amortization	51,705	49,781
(Gain) loss on disposal of assets	(679)	1,089
Total expenses	322,772	303,875
Operating income	13,984	476
Other income (expense):		
Interest expense	(16,859)	(16,808)
Interest income	13	17
Other income	366	162
Loss from continuing operations before income taxes	(2,496)	(16,153)
Income tax benefit	589	7,375
Net loss	\$ (1,907)	\$ (8,778)
Earnings per share of common stock:		
Basic	\$ (0.05)	\$ (0.22)
Diluted	\$ (0.05)	\$ (0.22)

See accompanying notes to unaudited consolidated financial statements.





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Basic Energy Services, Inc.

Consolidated Statements of Stockholders' Equity

(in thousands, except share data)

	Common Stock		Additional	Treasury	Retained	Total
	Shares	Amount	Paid-In	Stock	Earnings	Stockholders'
			Capital			Equity
Balance - December 31, 2013	43,500,032	\$ 435	\$ 363,674	\$ (12,096)	\$ (6,726)	\$ 345,287
Issuances of restricted stock	—	—	(9,543)	9,543	—	—
Amortization of share-based compensation	—	—	3,388	—	—	3,388
Purchase of treasury stock	—	—	—	(6,244)	—	(6,244)
Exercise of stock options	—	—	1,052	2,547	—	3,599
Net loss	—	—	—	—	(1,907)	(1,907)
Balance - March 31, 2014 (unaudited)	43,500,032	\$ 435	\$ 358,571	\$ (6,250)	\$ (8,633)	\$ 344,123

See accompanying notes to unaudited consolidated financial statements.

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Basic Energy Services, Inc.

Consolidated Statements of Cash Flows

(Unaudited)

(in thousands)

	Three months ended	
	March 31,	
	2014	2013
Cash flows from operating activities:		
Net loss	\$ (1,907)	\$ (8,778)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	51,705	49,781
Accretion on asset retirement obligation	31	28
Change in allowance for doubtful accounts	(371)	261
Amortization of deferred financing costs	799	754
Amortization of premium on notes	(58)	(53)
Non-cash compensation	3,387	2,817
(Gain) loss on disposal of assets	(679)	1,089
Deferred income taxes	(718)	(7,486)
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(16,011)	(10,405)
Inventories	(1,308)	611
Prepaid expenses and other current assets	(6,703)	(6,729)
Other assets	562	257
Accounts payable	5,206	(11,109)
Income tax receivable	99	44
Other liabilities	639	239
Accrued expenses	(6,106)	(1,837)
Net cash provided by operating activities	28,567	9,484
Cash flows from investing activities:		
Purchase of property and equipment	(33,106)	(39,873)
Proceeds from sale of mutual fund	—	5,635
Proceeds from sale of assets	23,297	3,498
Payments for other long-term assets	(363)	(260)
Payments for businesses, net of cash acquired	—	(16,464)
Net cash used in investing activities	(10,172)	(47,464)
Cash flows from financing activities:		
Payments of debt	(11,124)	(11,628)
Purchase of treasury stock	(6,244)	(3,500)
Tax withholding from exercise of stock options	(362)	(59)

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Exercise of employee stock options	4,441	172
Deferred loan costs and other financing activities	(11)	(81)
Net cash used in financing activities	(13,300)	(15,096)
Net increase (decrease) in cash and equivalents	5,095	(53,076)
Cash and cash equivalents - beginning of period	111,532	134,565
Cash and cash equivalents - end of period	\$ 116,627	\$ 81,489

See accompanying notes to unaudited consolidated financial statements.

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BASIC ENERGY SERVICES, INC.

Notes to Consolidated Financial Statements

March 31, 2014 (unaudited)

1. Basis of Presentation and Nature of Operations

Basis of Presentation

The accompanying unaudited consolidated financial statements of Basic Energy Services, Inc. and subsidiaries (“Basic” or the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial reporting. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments which are of a normal recurring nature considered necessary for a fair presentation have been made in the accompanying unaudited financial statements.

Nature of Operations

Basic provides a wide range of well site services to oil and natural gas drilling and producing companies, including completion and remedial services, fluid services, well servicing and contract drilling. These services are primarily provided using Basic’s fleet of equipment. Basic’s operations are concentrated in the major United States onshore oil and gas producing regions in Texas, New Mexico, Oklahoma, Arkansas, Kansas, Louisiana, Wyoming, North Dakota, Colorado, Utah, Montana, West Virginia, Kentucky, Ohio and Pennsylvania.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Basic and its wholly owned subsidiaries. Basic has no variable interest in any other organization, entity, partnership, or contract. All intercompany transactions and balances have been eliminated.

Estimates and Uncertainties

Preparation of the accompanying consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Areas where critical accounting estimates are made by management include:

- Depreciation and amortization of property and equipment and intangible assets
  - Impairment of property and equipment, goodwill and intangible assets
- Allowance for doubtful accounts

- Litigation and self-insured risk reserves
- Fair value of assets acquired and liabilities assumed
- Future cash flows
- Stock-based compensation
- Income taxes
- Asset retirement obligations
- Environmental liabilities

#### Revenue Recognition

Completion and Remedial Services — Completion and remedial services consists primarily of pumping services focused on cementing, acidizing and fracturing, nitrogen units, coiled tubing units, snubbing units, thru-tubing and rental and fishing tools. Basic recognizes revenue when services are performed, collection of the relevant receivables is probable, persuasive evidence of an arrangement exists and the price is fixed or determinable. Basic prices completion and remedial services by the hour, day, or project depending on the type of service performed. When Basic provides multiple services to a customer, revenue is allocated to the services performed based on the fair value of the services.

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**Well Servicing** — Well servicing consists primarily of maintenance services, workover services, completion services, plugging and abandonment services and rig manufacturing and servicing. Basic recognizes revenue when services are performed, collection of the relevant receivables is probable, persuasive evidence of an arrangement exists and the price is fixed or determinable. Basic prices well servicing by the hour or by the day of service performed. Rig manufacturing revenue is recognized when the rig is accepted by the customer, based on the completed contract method by individual rig.

**Fluid Services** — Fluid services consists primarily of the sale, transportation, treatment, storage and disposal of fluids used in the drilling, production and maintenance of oil and natural gas wells, and well site construction and maintenance services. Basic recognizes revenue when services are performed, collection of the relevant receivables is probable, persuasive evidence of an arrangement exists and the price is fixed or determinable. Basic prices fluid services by the job, by the hour or by the quantities sold, disposed of or hauled.

**Contract Drilling** — Contract drilling consists primarily of drilling wells to a specified depth using drilling rigs. Basic recognizes revenues based on either a “daywork” contract, in which an agreed upon rate per day is charged to the customer, a “footage” contract, in which an agreed upon rate is charged per the number of feet drilled, or a “turnkey” contract, in which an agreed upon single rate is charged for a drilled well.

Taxes assessed on sales transactions are presented on a net basis and are not included in revenue.

## Inventories

Rental and fishing tool inventories, consisting mainly of grapples, mills and drill bits, are stated at the lower of cost or market, with cost being determined by the average cost method. Other inventories, consisting mainly of manufacturing raw materials, rig components, repair parts, drilling and completion materials and gravel, are held for use in the operations of Basic and are stated at the lower of cost or market, with cost being determined on the first-in, first-out (“FIFO”) method.

## Property and Equipment

Property and equipment are stated at cost or at estimated fair value at acquisition date if acquired in a business combination. Expenditures for repairs and maintenance are charged to expense as incurred and additions and improvements that significantly extend the lives of the assets are capitalized. Upon sale or other retirement of depreciable property, the cost and accumulated depreciation and amortization are removed from the related accounts and any gain or loss is reflected in operations. All property and equipment are depreciated or amortized (to the extent of estimated salvage values) on the straight-line method. The components of a well servicing rig generally require replacement or refurbishment during the well servicing rig’s life and are depreciated over their estimated useful lives, which range from 3 to 15 years. The costs of the original components of a purchased or acquired well servicing rig are not maintained separately from the base rig.

## Impairments

Long-lived assets, such as property, plant and equipment, and purchased intangibles subject to amortization, are reviewed for impairment at least annually, or whenever, in management’s judgment, events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of such assets to estimated undiscounted future cash flows expected to be generated by the assets. Expected future cash flows and carrying values are aggregated at their lowest identifiable level. If the carrying amount of such assets exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of such assets exceeds the fair value of

the assets. Assets to be disposed of would be separately presented in the consolidated balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities, if material, of a disposed group classified as held for sale would be presented separately in the appropriate asset and liability sections of the consolidated balance sheet. These assets are normally sold within a short period of time through a third party auctioneer.

Basic's goodwill and trade name intangibles are considered to have an indefinite useful economic life and are not amortized. Basic assesses impairment of its goodwill and trade name intangibles annually as of December 31 or on an interim basis if events or circumstances indicate that the fair value of the assets has decreased below the assets' carrying value. A qualitative assessment is allowed to determine if goodwill is potentially impaired. The qualitative assessment determines whether it is more likely than not that a reporting unit's fair value is less than its carrying amount. If it is more likely than not that the fair value of the reporting unit is less than the carrying amount, then the two-step impairment test is performed. 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.



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## Deferred Debt Costs

Basic capitalizes certain costs in connection with obtaining its borrowings, such as lender's fees and related attorney's fees. These costs are amortized to interest expense using the effective interest method.

Deferred debt costs were approximately \$ 23.4 million net of accumulated amortization of \$ 8.0 million, and \$ 23.3 million net of accumulated amortization of \$ 7.2 million at March 31, 2014 and December 31, 2013, respectively. Amortization of deferred debt costs totaled approximately \$ 799,000 and \$ 754,000 for the three months ended March 31, 2014 and 2013, respectively.

## Goodwill and Other Intangible Assets

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. Basic completes its assessment of goodwill and trade name intangible impairment as of December 31 of each year.

Basic had trade names of \$ 1.9 million as of March 31, 2014 and December 31, 2013. Trade names have an indefinite life and are tested for impairment annually.

Additions to goodwill during the three months ended March 31, 2014 were primarily due to the purchase price allocations for acquisitions completed during prior years. These purchase price allocations were preliminary and subject to change. The changes in the carrying amount of goodwill for the three months ended March 31, 2014 were as follows (in thousands):

	Completion And Remedial		Fluid	Contract	Total
	Services	Well	Services	Drilling	
Balance as of December 31, 2013	\$ 77,697	\$ 6,622	\$ 26,595	\$ —	\$ 110,914
Goodwill additions	—	—	273	—	273
Balance as of March 31, 2014	\$ 77,697	\$ 6,622	\$ 26,868	\$ —	\$ 111,187

Basic's intangible assets subject to amortization consist of customer relationships, non-compete agreements and rig engineering plans. The gross carrying amount of customer relationships subject to amortization was \$ 87.1 million at March 31, 2014 and December 31, 2013. The gross carrying amount of non-compete agreements subject to amortization totaled approximately \$ 13.0 million at March 31, 2014 and December 31, 2013. The gross carrying amount of other intangible assets subject to amortization was \$ 2.1 million at March 31, 2014 and December 31, 2013. Accumulated amortization related to these intangible assets totaled approximately \$ 28.7 million and \$ 26.6 million at March 31, 2014 and December 31, 2013, respectively. Amortization expense for the three months ended March 31, 2014 and 2013 was approximately \$ 2.1 million and \$ 2.0 million, respectively. Other intangibles net of accumulated amortization allocated to reporting units as of March 31, 2014 were \$ 54.6 million, \$ 5.7 million, \$ 11.5 million and

\$3.6 million for completion and remedial services, well servicing, fluid services, and contract drilling, respectively. No adjustments were made to prior periods to reflect subsequent adjustments to acquisitions due to immateriality. Customer relationships are amortized over a 15-year life, non-compete agreements are amortized over a five-year life, developed technology is amortized over a 15-year life and rig engineering plans are amortized over a 15-year life.

#### Stock-Based Compensation

Basic's outstanding stock-based awards consist of stock options and restricted stock. Stock options issued are valued on the grant date using the Black-Scholes-Merton option-pricing model, and restricted stock issued is valued based on the fair value at the grant date. All stock-based awards are adjusted for an expected forfeiture rate and amortized over the vesting period. For performance-based restricted stock awards, compensation expense is recognized in the Company's financial statements based on their grant date fair value. Basic utilizes (i) the closing stock price on the date of grant to determine the fair value of vesting restricted stock awards and (ii) a Monte Carlo simulation to determine the fair value of restricted stock awards with a combination of market and service vesting criteria. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the award grant and calculates the fair value of the award. The expected volatility utilized in the model was estimated using our historical volatility and the historical volatilities of our peer companies. The risk-free interest rate was based on the U.S. treasury rate for a term commensurate with the expected life of the grant.

Certain Basic share-based awards also provide for potential reissuances of unvested shares otherwise forfeited at retirement, provided the recipient also enters into required non-competition and severance agreements. Notwithstanding these service conditions, for expense recognition we generally deem the vesting period after the retirement to be non-substantive, and treat the requisite service period from the grant date to the first date when the employee is eligible to retire.

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### Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using statutory tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in the period that includes the statutory enactment date. A valuation allowance for deferred tax assets is recognized when it is more likely than not that the benefit of deferred tax assets will not be realized.

Interest charges are recorded in interest expense and penalties are recorded in income tax expense.

### Concentrations of Credit Risk

Financial instruments, which potentially subject Basic to concentration of credit risk, consist primarily of temporary cash investments and trade receivables. Basic restricts investment of temporary cash investments to financial institutions with high credit standing. Basic's customer base consists primarily of multi-national and independent oil and natural gas producers. Basic performs ongoing credit evaluations of its customers but generally does not require collateral on its trade receivables. Credit risk is considered by management to be limited due to the large number of customers comprising its customer base. Basic maintains an allowance for potential credit losses on its trade receivables, and such losses have been within management's expectations.

Basic did not have any one customer that represented 10% or more of consolidated revenue during the three months ended March 31, 2014 or 2013.

### Asset Retirement Obligations

Basic records the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets and capitalizes an equal amount as a cost of the asset depreciating it over the life of the asset. Subsequent to the initial measurement of the asset retirement obligation, the obligation is adjusted at the end of each quarter to reflect the passage of time, changes in the estimated future cash flows underlying the obligation, acquisition or construction of assets, and settlements of obligations.

### Environmental

Basic is subject to extensive federal, state and local environmental laws and regulations. These laws, which are constantly changing, regulate the discharge of materials into the environment and may require Basic to remove or mitigate the adverse environmental effects of disposal or release of petroleum, chemicals and other substances at various sites. Environmental expenditures are expensed or capitalized depending on the future economic benefit. Expenditures that relate to an existing condition caused by past operations and that have no future economic benefits are expensed. Liabilities for expenditures of a non-capital nature are recorded when environmental assessment and/or remediation is probable and the costs can be reasonably estimated.

### Litigation and Self-Insured Risk Reserves

Basic estimates its reserves related to litigation and self-insured risks based on the facts and circumstances specific to the litigation and self-insured claims, its past experience with similar claims and the likelihood of the future event occurring. Basic maintains accruals on the consolidated balance sheets to cover self-insurance retentions (See note 6).

Recent Accounting Pronouncements

In July 2013, the FASB issued ASU No. 2013-11, "Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exist" ("ASU2013-11"). ASU 2013-11 reduces diversity in practice by providing guidance on the presentation of unrecognized tax benefits and will better reflect the manner in which an entity would settle at the reporting date any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. ASU 2013-11 became effective for Basic on January 1, 2014 and it did not have a material impact on Basic's consolidated financial statements.

In April 2014, the FASB issued ASU No. 2014-08, "Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." ASU 2014-08 raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. It is effective for annual periods beginning on or after December 15, 2014. Early adoption is

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permitted but only for disposals that have not been reported in financial statements previously issued. Basic does not believe this pronouncement will have a material impact on its consolidated financial statements.

## 3. Acquisitions

During 2013, Basic acquired either substantially all of the assets or all of the outstanding capital stock of each of the following businesses, each of which was accounted for using the purchase method of accounting. During the three months ended March 31, 2014, Basic did not complete any acquisitions. The following table summarizes the final values for the acquisitions at the date of acquisition (in thousands):

	Closing Date	Total Cash Paid (net of cash acquired)
Atlas Environmental Consulting, Inc. and Atlas Oilfield Construction Company, LLC	February 19, 2013	\$ 12,979
Petroleum Water Solutions, LLC	February 22, 2013	3,288
Karnes Water Management, LLC	December 31, 2013	5,200
Total 2013		\$ 21,467

The operations of each of the acquisitions listed above are included in Basic's statement of operations as of each respective closing date. The provisional value used on Karnes Water Management, LLC will be finalized once the valuation of the tangible and intangible assets is complete.

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## 4. Property and Equipment

Property and equipment consisted of the following (in thousands):

	March 31, 2014	December 31, 2013
Land	\$ 17,321	\$ 17,800
Buildings and improvements	66,707	65,702
Well service units and equipment	459,723	498,846
Fluid services equipment	254,252	258,371
Brine and fresh water stations	14,159	13,496
Frac/test tanks	282,505	275,603
Pumping equipment	299,654	299,300
Construction equipment	15,296	15,677
Contract drilling equipment	104,223	104,958
Disposal facilities	148,146	143,459
Light vehicles	62,951	64,942
Rental equipment	70,265	70,738
Software	23,357	23,360
Other	16,471	16,754
	1,835,030	1,869,006
Less accumulated depreciation and amortization	942,570	940,969
Property and equipment, net	\$ 892,460	\$ 928,037

Basic is obligated under various capital leases for certain vehicles and equipment that expire at various dates during the next five years. The gross amount of property and equipment and related accumulated amortization recorded under capital leases and included above consisted of the following (in thousands):

	March 31, 2014	December 31, 2013
Light vehicles	\$ 40,843	\$ 39,970
Contract drilling equipment	4,223	4,223
Well service units and equipment	2,028	1,554
Fluid services equipment	117,316	121,051
Pumping equipment	29,176	29,080
Construction equipment	561	1,005

Software	17,120	17,120
Other	70	70
	211,337	214,073
Less accumulated amortization	81,846	77,340
	\$ 129,491	\$ 136,733

Amortization of assets held under capital leases of approximately \$ 8.5 million and \$ 7.3 million for the three months ended March 31, 2014 and 2013, respectively, is included in depreciation and amortization expense in the consolidated statements of operations.

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## 5. Long-Term Debt

Long-term debt consisted of the following (in thousands):

	March 31, 2014	December 31, 2013
Credit Facilities:		
Revolver	—	—
7.75% Senior Notes due 2019	\$ 475,000	\$ 475,000
7.75% Senior Notes due 2022	300,000	300,000
Unamortized premium	1,401	1,459
Capital leases and other notes	104,429	111,626
	880,830	888,085
Less current portion	40,687	41,394
	\$ 840,143	\$ 846,691

## 7.75% Senior Notes due 2019

On February 15, 2011, Basic issued \$ 275.0 million of 7.75% Senior Notes due 2019 (the “2019 Notes”). On June 13, 2011, Basic issued an additional \$ 200.0 million of 2019 Notes, resulting in outstanding 2019 Notes with an aggregate principal amount of \$ 475.0 million. The 2019 Notes are jointly and severally, and unconditionally, guaranteed on a senior unsecured basis by all of Basic’s current subsidiaries, other than three immaterial subsidiaries. The 2019 Notes and the guarantees rank (i) equally in right of payment with any of Basic’s and the subsidiary guarantors’ existing and future senior indebtedness, including Basic’s existing 7.75% Senior Notes due 2022 and the related guarantees, and (ii) effectively junior to all existing or future liabilities of Basic’s subsidiaries that do not guarantee the 2019 Notes and to Basic’s and the subsidiary guarantors’ existing or future secured indebtedness to the extent of the value of the collateral therefor.

The 2019 Notes and guarantees were offered and sold in private transactions in accordance with Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”).

The purchase price for the \$ 275.0 million of 2019 Notes issued on February 15, 2011 was 100.000% of their principal amount, and the purchase price for the \$ 200.0 million of 2019 Notes issued on June 13, 2011 was 101.000%, plus accrued interest from February 15, 2011. Basic received net proceeds from the issuance of the 2019 Notes of approximately \$ 464.6 million after premiums and offering expenses. Basic used a portion of the net proceeds from the February 2011 offering to fund its tender offer and consent solicitation for its 11.625% Senior Secured Notes due 2014 and to redeem any of the Senior Secured Notes not purchased in the tender offer. Basic used a portion of the net proceeds from the June 2011 offering to fund the \$ 186.3 million purchase price for the Maverick Companies acquisition completed in July 2011 and the remainder for general corporate purposes.

The 2019 Notes were issued pursuant to an indenture dated as of February 15, 2011 (the “2019 Notes Indenture”), by and among Basic, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee. Interest on the



2019 Notes accrues at a rate of 7.75% per year and is payable semi-annually in arrears on February 15 and August 15 of each year. The 2019 Notes mature on February 15, 2019.

The 2019 Notes Indenture contains covenants that, among other things, limit Basic's ability and the ability of certain of its subsidiaries to:

- incur additional indebtedness;
- pay dividends or repurchase or redeem capital stock;
- make certain investments;
- incur liens;
- enter into certain types of transactions with affiliates;
- limit dividends or other payments by Basic's restricted subsidiaries to Basic; and
- sell assets or consolidate or merge with or into other companies.

These and other covenants that are contained in the 2019 Notes Indenture are subject to important exceptions and qualifications. At March 31, 2014, Basic was in compliance with the restrictive covenants under the 2019 Notes Indenture.

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Basic may, at its option, redeem all or part of the 2019 Notes, at any time on or after February 15, 2015, at a redemption price equal to 100% of the principal amount thereof, plus a premium declining ratably to par and accrued and unpaid interest to the date of redemption.

At any time before February 15, 2014, Basic, at its option, may redeem up to 35% of the aggregate principal amount of the 2019 Notes with the net cash proceeds of one or more qualified equity offerings at a redemption price of 107.750% of the principal amount of the 2019 Notes to be redeemed, plus accrued and unpaid interest to the date of redemption, as long as:

- at least 65% of the aggregate principal amount of the 2019 Notes remains outstanding immediately after the occurrence of such redemption; and
- such redemption occurs within 90 days of the date of the closing of any such qualified equity offering.

In addition, at any time before February 15, 2015, Basic may redeem some or all of the 2019 Notes at a redemption price equal to 100% of the principal amount of the 2019 Notes, plus an applicable premium and accrued and unpaid interest to the date of redemption.

Following a change of control, as defined in the 2019 Notes Indenture, Basic will be required to make an offer to repurchase all or a portion of the 2019 Notes at 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.

*7.75% Senior Notes due 2022*

On October 16, 2012, Basic completed the issuance and sale of \$ 300.0 million aggregate principal amount of 7.75% Senior Notes due 2022 (the “2022 Notes”). The 2022 Notes are jointly and severally, and unconditionally, guaranteed on a senior unsecured basis initially by all of Basic’s current subsidiaries other than three immaterial subsidiaries. The 2022 Notes and the guarantees rank (i) equally in right of payment with any of Basic’s and the subsidiary guarantors’ existing and future senior indebtedness, including Basic’s existing 2019 Notes and the related guarantees, and (ii) effectively junior to all existing or future liabilities of Basic’s subsidiaries that do not guarantee the 2022 Notes and to Basic’s and the subsidiary guarantors’ existing or future secured indebtedness to the extent of the value of the collateral therefor.

The 2022 Notes and the guarantees were offered and sold in private transactions in accordance with Rule 144A and Regulation S under the Securities Act. Basic received net proceeds from the issuance of the 2022 Notes of approximately \$ 293.3 million after discounts and offering expenses. Basic used a portion of the net proceeds from the offering to fund its tender offer and consent solicitation for its 7.125% Senior Notes due 2016 (the “2016 Notes”) and to redeem any of the 2016 Notes not purchased in the tender offer. The remainder of the net proceeds were used for general corporate purposes.

The 2022 Notes and the guarantees were issued pursuant to an indenture dated as of October 16, 2012 (the “2022 Notes Indenture”), by and among Basic, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee. Interest on the 2022 Notes accrues at a rate of 7.75% per year and is payable semi-annually in arrears on April 15 and

October 15 of each year, commencing on April 15, 2013. The 2022 Notes mature on October 15, 2022.

The 2022 Notes Indenture contains covenants that, among other things, limit Basic's ability and the ability of certain of its subsidiaries to:

- incur additional indebtedness;
- pay dividends or repurchase or redeem capital stock;
- make certain investments;
- incur liens;
- enter into certain types of transactions with affiliates;
- limit dividends or other payments by Basic's restricted subsidiaries to Basic; and
- sell assets or consolidate or merge with or into other companies.

These and other covenants that are contained in the 2022 Notes Indenture are subject to important exceptions and qualifications. At March 31, 2014, Basic was in compliance with the restrictive covenants under the 2022 Notes Indenture.

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Basic may, at its option, redeem all or part of the 2022 Notes, at any time on or after October 15, 2017, at a redemption price equal to 100% of the principal amount thereof, plus a premium declining ratably to par and accrued and unpaid interest to the date of redemption.

At any time before October 15, 2015, Basic, at its option, may redeem up to 35% of the aggregate principal amount of the 2022 Notes with the net cash proceeds of one or more qualified equity offerings at a redemption price of 107.750% of the principal amount of the 2022 Notes to be redeemed, plus accrued and unpaid interest to the date of redemption, as long as:

- at least 65% of the aggregate principal amount of the 2022 Notes remains outstanding immediately after the occurrence of such redemption; and
- such redemption occurs within 90 days of the date of the closing of any such qualified equity offering.

In addition, at any time before October 15, 2017, Basic may redeem some or all of the 2022 Notes at a redemption price equal to 100% of the principal amount of the 2022 Notes, plus an applicable premium and accrued and unpaid interest to the date of redemption.

Following a change of control, as defined in the 2022 Notes Indenture, Basic will be required to make an offer to repurchase all or a portion of the 2022 Notes at 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.

## Revolving Credit Facility

On February 15, 2011, in connection with the initial offering of 2019 Notes, Basic terminated the previous \$ 30.0 million secured revolving credit facility with Capital One, National Association, and entered into a credit agreement (the "Credit Agreement") providing for a new \$ 165.0 million Revolving Credit Facility with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Capital One, National Association, as joint lead arrangers and joint book managers, the lenders party thereto and Bank of America, N.A., as administrative agent. The Credit Agreement includes an accordion feature whereby the total credit available to Basic can be increased by up to \$ 100.0 million under certain circumstances, subject to additional lender commitments. The obligations under the Credit Agreement are guaranteed on a joint and several basis by each of Basic's current subsidiaries, other than three immaterial subsidiaries, and are secured by substantially all of Basic's and its subsidiary guarantors' assets as collateral under a related Security Agreement (the "Security Agreement"). As of March 31, 2014 and December 31, 2013, the non-guarantor subsidiaries held no assets and performed no operations. On July 15, 2011, Basic exercised the accordion feature and amended the Credit Agreement to increase Basic's total credit available from \$ 165.0 million to \$ 225.0 million. On April 5, 2012, Basic amended the Credit Agreement to increase the aggregate amount of commitments thereunder to \$ 250.0 million. On October 1, 2012, Basic further amended the Credit Agreement to permit the transactions contemplated by the offering of 2022 Notes and the tender offer and redemption of 2016 Notes. On August 29, 2013, Basic further amended the Credit Agreement to amend the required leverage ratios.

Borrowings under the Credit Agreement mature on January 15, 2016, and Basic has the ability at any time to prepay the Credit Agreement without premium or penalty. At Basic's option, advances under the Credit Agreement may be comprised of (i) alternate base rate loans, at a variable base interest rate plus a margin ranging from 1.50% to 2.50% based on Basic's leverage ratio or (ii) Eurodollar loans, at a variable base interest rate plus a margin ranging from 2.50% to 3.50% based on Basic's leverage ratio. Basic will pay a commitment fee equal to 0.50% on the daily unused amount of the commitments under the Credit Agreement.

The Credit Agreement contains various covenants that, subject to agreed upon exceptions, limit Basic's ability and the ability of certain of its subsidiaries to:

- incur indebtedness;
- grant liens;
- enter into sale and leaseback transactions;
- make loans, capital expenditures, acquisitions and investments;
- change the nature of business;
- acquire or sell assets or consolidate or merge with or into other companies;
- declare or pay dividends;
- enter into transactions with affiliates;

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- enter into burdensome agreements;
- prepay, redeem or modify or terminate other indebtedness;
- change accounting policies and reporting practices; and
- amend organizational documents.

The Credit Agreement also contains covenants that, among other things, limit the amount of capital contributions Basic may make and require Basic to maintain specified ratios or conditions as follows:

- a minimum consolidated interest coverage ratio of not less than 2.50 to 1.00;
  - a maximum consolidated leverage ratio as follows:
    - o for the four fiscal quarters ending September 30, 2013 and December 31, 2013, a maximum consolidated leverage ratio not to exceed 4.50 to 1.00;
    - o for the four fiscal quarters ending March 31, 2014 and June 30, 2014, a maximum consolidated leverage ratio not to exceed 4.25 to 1.00; and
    - o for the four fiscal quarters ending September 30, 2014 and each fiscal quarter thereafter, a maximum consolidated leverage ratio not to exceed 4.00 to 1.00; and
- a maximum consolidated senior secured leverage ratio as follows:
  - o for the four fiscal quarters ending September 30, 2013 through June 30, 2014, a maximum consolidated senior secured leverage ratio not to exceed 1.75 to 1.00; and
  - o for the four fiscal quarters ending September 30, 2014 and each fiscal quarter thereafter, a maximum consolidated senior secured leverage ratio not to exceed 2.00 to 1.00.

If an event of default occurs under the Credit Agreement, then the lenders may (i) terminate their commitments under the Credit Agreement, (ii) declare any outstanding loans under the Credit Agreement to be immediately due and payable after applicable grace periods and (iii) foreclose on the collateral secured by the Security Agreement.

Basic had no borrowings and \$ 37.7 million of letters of credit outstanding under the Credit Agreement as of March 31, 2014, giving Basic \$ 212.3 million of available borrowing capacity. At March 31, 2014, Basic was in compliance with the covenants under the Credit Agreement.

**Other Debt**

Basic has a variety of other capital leases and notes payable outstanding that are generally customary in its business. None of these debt instruments are individually material. Basic's leases with Banc of America Leasing & Capital, LLC require it to maintain a minimum debt service coverage ratio of 1.05 to 1.00. At March 31, 2014, Basic was in compliance with this covenant.

Basic's interest expense consisted of the following (in thousands):

	Three Months Ended March 31,	
	2014	2013
Cash payments for interest	\$ 18,933	\$ 19,266
Commitment and other fees paid	585	455
Amortization of debt issuance costs and discount or premium on notes	740	700
Change in accrued interest	(3,405)	(3,402)
Other	6	(211)
	\$ 16,859	\$ 16,808

## 6. Commitments and Contingencies





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### Environmental

Basic is subject to various federal, state and local environmental laws and regulations that establish standards and requirements for protection of the environment. Basic cannot predict the future impact of such standards and requirements, which are subject to change and can have retroactive effectiveness. Basic continues to monitor the status of these laws and regulations. Management believes that the likelihood of any of these items resulting in a material adverse impact to Basic's financial position, liquidity, capital resources or future results of operations is remote.

Currently, Basic has not been fined, cited or notified of any environmental violations that would have a material adverse effect upon its financial position, liquidity or capital resources. However, management does recognize that by the very nature of its business, material costs could be incurred in the near term to bring Basic into total compliance. The amount of such future expenditures is not determinable due to several factors, including the unknown magnitude of possible contamination, the unknown timing and extent of the corrective actions which may be required, the determination of Basic's liability in proportion to other responsible parties and the extent to which such expenditures are recoverable from insurance or indemnification.

### Litigation

From time to time, Basic is a party to litigation or other legal proceedings that Basic considers to be a part of the ordinary course of business. Basic is not currently involved in any legal proceedings that it considers probable or reasonably possible, individually or in the aggregate, to result in a material adverse effect on its financial condition, results of operations or liquidity.

### Self-Insured Risk Accruals

Basic is self-insured up to retention limits as it relates to workers' compensation, general liability claims, and medical and dental coverage of its employees. Basic generally maintains no physical property damage coverage on its workover rig fleet, with the exception of certain of its 24-hour workover rigs and newly manufactured rigs. Basic has deductibles per occurrence for workers' compensation, general liability claims, and medical and dental coverage of \$ 5.0 million, \$ 1.0 million, and \$ 350,000, respectively. Basic has lower deductibles per occurrence for automobile liability. Basic maintains accruals in the accompanying consolidated balance sheets related to self-insurance retentions based upon third-party data and claims history.

At March 31, 2014 and December 31, 2013, self-insured risk accruals totaled approximately \$29.0 million net of a \$ 41,000 receivable for medical and dental coverage and \$ 26.1 million net of a \$ 230,000 receivable for medical and dental coverage, respectively.

## 7. Stockholders' Equity

### Common Stock

At March 31, 2014 and December 31, 2013, Basic had 80,000,000 shares of common stock, par value \$ 0.01 per share, authorized.

During the year ended 2013, Basic issued 107,250 shares of common stock from treasury stock for the exercise of stock options and no shares of newly issued common stock for the exercise of stock options.

In March 2013, Basic granted various employees 432,400 restricted shares of common stock that vest over a three-year period and 262,000 shares that vest over a four-year period. The Compensation Committee of Basic's Board

of Directors approved grants of performance-based stock awards to certain members of management. In February 2014, it was determined that 283,358 shares, or approximately 106% of the target number of shares, were earned based on Basic's achievement of total stockholder return over the performance period from January 1, 2013 through December 31, 2013, as compared to other members of a defined peer group. These restricted shares remain subject to vesting over a three-year period with the first shares vesting on March 15, 2015.

In March 2014, Basic granted various employees 414,900 restricted shares of common stock that vest over a three-year period and 294,909 shares that vest over a four-year period.

During the three months ended March 31, 2014, Basic issued 210,000 shares of common stock from treasury stock for the exercise of stock options.

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### Treasury Stock

Basic has acquired treasury shares through net share settlements for payment of payroll taxes upon the vesting of restricted stock. Basic acquired a total of 250,461 shares through net share settlements during the first three months of 2014 and 154,225 shares through net share settlements during the first three months of 2013.

### Preferred Stock

At March 31, 2014 and December 31, 2013, Basic had 5,000,000 shares of preferred stock, par value \$ 0.01 per share, authorized, of which none was designated, issued or outstanding.

### 8. Incentive Plan

In May 2003, Basic's board of directors and stockholders approved the Basic Energy Services, Inc. 2003 Incentive Plan (as amended, the "Plan"), which provides for granting of incentive awards in the form of stock options, restricted stock, performance awards, bonus shares, phantom shares, cash awards and other stock-based awards to officers, employees, directors and consultants of Basic. The Plan assumed awards of the plans of Basic's predecessors that were awarded and remained outstanding prior to adoption of the Plan. The Plan provides for the issuance of 10,350,000 shares. The Plan is administered by the Plan committee, and in the absence of a Plan committee, by the Board of Directors, which determines the awards and the associated terms of the awards and interprets its provisions and adopts policies for implementing the Plan. The number of shares authorized under the Plan and the number of shares subject to an award under the Plan will be adjusted for stock splits, stock dividends, recapitalizations, mergers and other changes affecting the capital stock of Basic.

During the three months ended March 31, 2014 and 2013, compensation expense related to share-based arrangements was approximately \$ 3.4 million and \$ 2.8 million, respectively. For compensation expense recognized during the three months ended March 31, 2014 and 2013, Basic recognized a tax benefit of approximately \$ 799,000 and \$ 1.3 million, respectively.

As of March 31, 2014, there was approximately \$ 33.4 million of total unrecognized compensation related to non-vested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 2.75 years. The total fair value of share-based awards vested during the three months ended March 31, 2014 and 2013 was approximately \$ 20.3 million and \$ 11.5 million, respectively. During the three months ended March 31, 2014 and 2013 there was no excess tax benefit due to the net operating loss carryforwards ("NOL"). If there was no NOL, the excess tax benefit would have been approximately \$ 3.7 million and \$ 800,000 at March 31, 2014 and 2013, respectively.

### Stock Option Awards

The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton option-pricing model. Options granted under the Plan expire 10 years from the date they are granted, and generally vest over a three-to five-year service period.

The following table reflects the summary of stock options outstanding at March 31, 2014 and the changes during the three months then ended:

	Number of Options Granted	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (000's)
Non-statutory stock options:				
Outstanding, beginning of period	530,000	\$ 18.15		
Options granted	—	—		
Options forfeited	—	—		
Options exercised	(210,000)	19.42		
Options expired	—	—		
Outstanding, end of period	320,000	\$ 17.31	1.47	\$ 3,231
Exercisable, end of period	320,000	\$ 17.31	1.47	\$ 3,231
Vested or expected to vest, end of period	320,000	\$ 17.31	1.47	\$ 3,231

The total intrinsic value of share options exercised during the three months ended March 31, 2014 and 2013 was approximately \$ 1.4 million and \$ 293,000, respectively.

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Cash received from share option exercises under the Plan was approximately \$ 4.1 million and \$ 183,000 for the three months ended March 31, 2014 and 2013, respectively. During the three months ended March 31, 2014 and 2013, there was no excess tax benefit due to the NOL. If there was no NOL, the excess tax expense would have been \$ 213,000 for the three months ended March 31, 2014 and excess tax benefit would have been \$ 14,000 for the three months ended March 31, 2013.

Basic has a history of issuing treasury and newly issued shares to satisfy share option exercises.

## Restricted Stock Awards

On March 12, 2014, the Compensation Committee of Basic's Board of Directors approved grants of performance-based stock awards to certain members of management. The performance-based awards are tied to Basic's achievement of total stockholder return over the performance period from January 1, 2014 through December 31, 2014, as compared to other members of a defined peer group. The number of shares to be issued will range from 0% to 150% of the 286,518 target number of shares depending on the performance noted above. Any shares earned at the end of the performance period will then remain subject to vesting over a three-year period with the first shares vesting March 15, 2016. As of March 31, 2014, Basic estimated that 100% of the target number of performance-based awards will be earned.

A summary of the status of Basic's non-vested share grants at March 31, 2014 and changes during the three months ended March 31, 2014 is presented in the following table:

	Number of	Weighted Average Grant Date Fair Value
Nonvested Shares	Shares	Per Share
Nonvested at beginning of period	2,089,597	\$ 14.93
Granted during period	1,013,125	25.14
Vested during period	(843,781)	14.78
Forfeited during period	(8,699)	18.70
Nonvested at end of period	2,250,242	\$ 19.57

## 9. Related Party Transactions

Basic had receivables from employees of approximately \$ 39,000 and \$ 50,000 as of March 31, 2014 and December 31, 2013, respectively. During 2006, Basic entered into a lease agreement with Darle Vuelta Cattle Co., LLC, an affiliate of a director, for approximately \$ 69,000 per year. The term of the lease will continue on a year-to-year basis unless terminated by either party. In December 2010, Basic entered into a lease agreement with Darle Vuelta Cattle Co., LLC for the right to operate a salt water disposal well, brine well and fresh water well. The term of the lease will continue until the salt water disposal well and brine well are plugged and no fresh water is being sold. The lease payments are the greater of (i) the sum of \$ 0.10 per barrel of disposed oil and gas waste and \$ 0.05 per barrel of brine or fresh water sold or (ii) \$ 5,000 per month.

Basic entered into a joint venture agreement with a family member of an executive officer to form an entity in 2010. Basic held 80% of the equity in the joint venture, and accounted for the entity as a consolidated investment. In 2013, Basic funded approximately \$ 2.4 million for this joint venture. The entity had only research and development activities in 2013. This joint venture agreement was terminated in November 2013, and Basic now owns 100% of the entity.

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## 10. Earnings Per Share

Basic's basic earnings per common share are determined by dividing net earnings applicable to common stock by the weighted average number of common shares actually outstanding during the period. Diluted earnings per common share is based on the increased number of shares that would be outstanding assuming conversion of dilutive outstanding securities using the "as if converted" method. The following table sets forth the computation of unaudited basic and diluted earnings per share (in thousands, except share data):

	Three months ended March 31,	
	2014	2013
	(Unaudited)	
Numerator (both basic and diluted):		
Net loss	\$ (1,907)	\$ (8,778)
Denominator:		
Denominator for basic earnings per share	40,605,180	39,885,111
Stock options	—	—
Unvested restricted stock	—	—
Denominator for diluted earnings per share	40,605,180	39,885,111
Basic earnings per common share:	\$ (0.05)	\$ (0.22)
Diluted earnings per common share:	\$ (0.05)	\$ (0.22)

Stock options and unvested restricted stock shares of approximately 722,301 and 299,155 were excluded in the computation of diluted earnings per share for the three months ended March 31, 2014 and 2013, respectively, as the effect would have been anti-dilutive.

## 11. Business Segment Information

Basic's reportable business segments are Completion and Remedial Services, Well Servicing, Fluid Services, and Contract Drilling. The following is a description of the segments:

**Completion and Remedial Services:** This segment utilizes a fleet of pumping units, air compressor packages specially configured for underbalanced drilling operations, coiled tubing services, nitrogen services, cased-hole wireline units, an array of specialized rental equipment and fishing tools, thru-tubing and snubbing units. The largest portion of this business consists of pumping services focused on cementing, acidizing and fracturing services in niche markets.

**Well Servicing:** This business segment encompasses a full range of services performed with a mobile well servicing rig, including the installation and removal of downhole equipment and elimination of obstructions in the well bore to facilitate the flow of oil and natural gas. These services are performed to establish, maintain and improve production

throughout the productive life of an oil and natural gas well and to plug and abandon a well at the end of its productive life. Well servicing equipment and capabilities such as Basic's are essential to facilitate most other services performed on a well. This segment also includes the manufacturing, refurbishment and servicing of mobile well servicing rigs and associated equipment.

**Fluid Services:** This segment utilizes a fleet of trucks and related assets, including specialized tank trucks, storage tanks, water wells, disposal facilities, construction and other related equipment. Basic employs these assets to transport, treat, recycle, store and dispose of a variety of fluids, as well as provide well site construction and maintenance services. These services are required in most drilling, workover, completion and remedial projects and are routinely used in daily producing well operations.

**Contract Drilling:** This segment utilizes drilling rigs and associated equipment for drilling wells to a specified depth for customers on a contract basis.

Basic's management evaluates the performance of its operating segments based on operating revenues and segment profits. Corporate expenses include general corporate expenses associated with managing all reportable operating segments. Corporate assets consist principally of working capital and debt financing costs.



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The following table sets forth certain financial information with respect to Basic's reportable segments (in thousands):

	Completion And Remedial Services	Well Servicing	Fluid Services	Contract Drilling	Corporate and Other	Total
Three Months Ended March 31, 2014 (Unaudited)						
Operating revenues	\$ 137,485	\$ 92,912	\$ 92,835	\$ 13,524	\$ —	\$ 336,756
Direct operating costs	(86,480)	(69,759)	(66,782)	(9,166)	—	(232,187)
Segment profits	\$ 51,005	\$ 23,153	\$ 26,053	\$ 4,358	\$ —	\$ 104,569
Depreciation and amortization	\$ 15,727	\$ 13,980	\$ 16,063	\$ 3,210	\$ 2,725	\$ 51,705
Capital expenditures (excluding acquisitions)	\$ 15,395	\$ 7,694	\$ 7,240	\$ 908	\$ 1,869	\$ 33,106
Identifiable assets	\$ 431,291	\$ 265,870	\$ 311,905	\$ 57,734	\$ 458,215	\$ 1,525,015
Three Months Ended March 31, 2013 (Unaudited)						
Operating revenues	\$ 118,361	\$ 87,675	\$ 84,330	\$ 13,985	\$ —	\$ 304,351
Direct operating costs	(79,008)	(65,002)	(57,874)	(9,164)	—	(211,048)
Segment profits	\$ 39,353	\$ 22,673	\$ 26,456	\$ 4,821	\$ —	\$ 93,303
Depreciation and amortization	\$ 14,932	\$ 14,787	\$ 14,311	\$ 3,196	\$ 2,555	\$ 49,781
Capital expenditures (excluding acquisitions)	\$ 12,987	\$ 12,026	\$ 9,118	\$ 3,093	\$ 2,649	\$ 39,873
Identifiable assets	\$ 442,241	\$ 303,136	\$ 308,943	\$ 63,426	\$ 457,503	\$ 1,575,249

The following table reconciles the segment profits reported above to the operating income as reported in the consolidated statements of operations (in thousands):

	Three months ended March 31,	
	2014	2013
Segment profits	\$ 104,569	\$ 93,303
General and administrative expenses	(39,559)	(41,957)
Depreciation and amortization	(51,705)	(49,781)
Gain (loss) on disposal of assets	679	(1,089)

Operating income	\$ 13,984	\$ 476
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## 12. Supplemental Schedule of Cash Flow Information

The following table reflects non-cash financing and investing activity during the following periods:

	Three Months Ended March 31	
	2014	2013
	(In thousands)	
Capital leases issued for equipment	\$ 3,928	\$ 14,592
Asset retirement obligation additions	\$ 23	\$ 78

Basic paid no income taxes during the three months ended March 31, 2014 and 2013. Basic paid interest of approximately \$ 18.9 million and \$ 19.3 million during the three months ended March 31, 2014 and 2013, respectively.

## 13. Fair Value Measurements

Fair value is the price that would be received to sell an asset or the amount paid to transfer a liability in an orderly transaction between market participants (an exit price) at the measurement date. Fair value is a market based measurement considered from the perspective of a market participant. Basic uses market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation. These inputs can be readily observable, market corroborated, or unobservable. If observable prices or inputs are

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not available, unobservable prices or inputs are used to estimate the current fair value, often using an internal valuation model. These valuation techniques involve some level of management estimation and judgment, the degree of which is dependent on the item being valued. Basic primarily applies a market approach for recurring fair value measurements using the best available information while utilizing valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

There is a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). Basic classifies fair value balances based on the observability of those inputs. The three levels of the fair value hierarchy are as follows:

Level 1—Quoted prices in active markets for identical assets or liabilities that Basic has the ability to access. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2—Inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable. These inputs are either directly observable in the marketplace or indirectly observable through corroboration with market data for substantially the full contractual term of the asset or liability being measured.

Level 3—Inputs reflect management’s best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

In valuing certain assets and liabilities, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. For disclosure purposes, assets and liabilities are classified in their entirety in the fair value hierarchy level based on the lowest level of input that is significant to the overall fair value measurement. Basic’s assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy levels.

Basic does not have any assets or liabilities that are remeasured at fair value on a recurring basis.

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## Management's Overview

We provide a wide range of well site services to oil and natural gas drilling and producing companies, including completion and remedial services, well servicing, fluid service and contract drilling. Our results of operations reflect the impact of our acquisition strategy as a leading consolidator in the domestic land-based well services industry. Our acquisitions have increased our breadth of service offerings at the well site and expanded our market presence. In implementing our acquisition strategy, we purchased businesses and assets in three separate acquisitions from January 1, 2013 to March 31, 2014. These acquisitions, as well as market fluctuations, make our revenues, expenses and income not directly comparable between periods.

Our total hydraulic horsepower increased from 291,000 at December 31, 2012 to 301,000 at March 31, 2014. Our weighted average number of fluid service trucks increased from 963 in the first quarter of 2013 to 1,006 in the first quarter of 2014. Our weighted average number of well servicing rigs remained constant at 425 in the first quarter of 2013 and 2014.

Our operating revenues from each of our segments, and their relative percentages of our total revenues, consisted of the following (dollars in millions):

	Three Months Ended March 31,			
	2014		2013	
Revenues:				
Completion and remedial services	\$ 137.5	40%	\$ 118.4	39%
Well servicing	\$ 92.9	28%	\$ 87.7	29%
Fluid services	\$ 92.9	28%	\$ 84.3	28%
Contract drilling	\$ 13.5	4%	\$ 14.0	5%
Total revenues	\$ 336.8	100%	\$ 304.4	100%

Our core businesses depend on our customers' willingness to make expenditures to produce, develop and explore for oil and natural gas in the United States. Industry conditions are influenced by numerous factors, such as the supply of and demand for oil and natural gas, domestic and worldwide economic conditions, political instability in oil producing countries and merger and divestiture activity among oil and natural gas producers. The volatility of the oil and natural gas industry, and the consequent impact on exploration and production activity, may adversely impact the level of drilling and workover activity by our customers as well as the demand for our services and the price of our services.

Oil prices have remained relatively stable throughout 2013 and the first quarter of 2014. As a result of increased concentration of equipment and activity, utilization and pricing for our services has remained competitive in our oil-based operating areas. Although natural gas prices have been depressed for a prolonged period, utilization and pricing for our services in our natural gas-based operating areas remained stable throughout the first quarter of 2014 due to slightly higher natural gas prices.

We will continue to evaluate opportunities to expand our business through selective acquisitions and internal growth initiatives. Our capital investment decisions are determined by an analysis of the projected return on capital employed of each of those alternatives, which is substantially driven by the cost to acquire existing assets from a third party, the capital required to build new equipment and the point in the oil and natural gas commodity price cycle. Based on these factors, we make capital investment decisions that we believe will support our long-term growth strategy. While we believe our costs of integration for prior acquisitions have been reflected in our historical results of operations, integration of acquisitions may result in unforeseen operational difficulties or require a disproportionate amount of our management's attention.

We believe that the most important performance measures for our business segments are as follows:

- Completion and Remedial Services — segment profits as a percent of revenues;
- Well Servicing — rig hours, rig utilization rate, revenue per rig hour, profits per rig hour and segment profits as a percent of revenues;
- Fluid Services — trucking hours, revenue per truck, segment profits per truck and segment profits as a percent of revenues; and
- Contract Drilling — rig operating days, revenue per drilling day, profits per drilling day and segment profits as a percent of revenues.

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Segment profits are computed as segment operating revenues less direct operating costs. These measurements provide important information to us about the activity and profitability of our lines of business. For a detailed analysis of these indicators for our company, see “Segment Overview” below.

### Selected Acquisitions and Divestitures

During 2013, we made three business acquisitions that complemented our existing business segments. These included, among others:

Atlas Environmental Consulting, Inc. and Atlas Oilfield Construction Company, LLC

On February 16, 2013, we acquired all of the assets of Atlas Environmental Consulting, Inc. and Atlas Oilfield Construction Company, LLC for total cash consideration of \$ 13.0 million. This acquisition has been included in our fluid services segment.

During the first three months of 2014, we made no business acquisitions.

### Sale of Barges

In March 2014, we sold our four inland workover barges, and related equipment, to a private buyer for approximately \$ 19.0 million. These assets had been included in the well servicing segment.

### Segment Overview

#### Completion and Remedial Services

During the first three months of 2014, our completion and remedial services segment represented approximately 40% of our revenues. Revenues from our completion and remedial services segment are generally derived from a variety of services designed to complete and stimulate new oil and natural gas production or place cement slurry within the wellbores. Our completion and remedial services segment includes pumping services, rental and fishing tool operations, coiled tubing services, nitrogen services, cased-hole wireline services, snubbing and underbalanced drilling.

Our pumping services concentrate on providing lower-horsepower cementing, acidizing and fracturing services in selected markets. Our total hydraulic horsepower capacity for our pumping operations was 301,000 and 292,000 at March 31, 2014 and 2013, respectively.

In this segment, we generally derive our revenues on a project-by-project basis in a competitive bidding process. Our bids are generally based on the amount and type of equipment and personnel required, with the materials consumed billed separately. During periods of decreased spending by oil and gas companies, we may be required to discount our rates to remain competitive, which would cause lower segment profits.

The following is an analysis of our completion and remedial services segment for each of the quarters in 2013, the full year ended December 31, 2013 and the quarter ended March 31, 2014 (dollars in thousands):

	Revenues	Segment Profits %
2013:		
First Quarter	\$ 118,361	33%
Second Quarter	\$ 132,216	35%
Third Quarter	\$ 127,119	35%
Fourth Quarter	\$ 123,441	35%
Full Year	\$ 501,137	35%
2014:		
First Quarter	\$ 137,485	37%

We gauge the performance of our completion and remedial services segment based on the segment's operating revenues and segment profits as a percent of revenues.

The increase in completion and remedial services revenue to \$ 137.5 million in the first quarter of 2014 from \$ 123.4 million in the fourth quarter of 2014 resulted primarily from increased activity in our pumping and coil tubing services. Segment profits as a percentage of revenue increased to 37% for the first quarter of 2014 from 35% in the fourth quarter of 2013 primarily due to higher utilization for our pumping services and coil tubing operation, as well as slight rate increases.

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## Well Servicing

During the first three months of 2014, our well servicing segment represented approximately 28% of our revenues. Revenue in our well servicing segment is derived from maintenance, workover, completion, manufacturing and plugging and abandonment services. We provide maintenance-related services as part of the normal, periodic upkeep of producing oil and natural gas wells. Maintenance-related services represent a relatively consistent component of our business. Workover and completion services generate more revenue per hour than maintenance work due to the use of auxiliary equipment, but demand for workover and completion services fluctuates more with the overall activity level in the industry. We also have a rig manufacturing and servicing facility that builds new workover rigs, performs large-scale refurbishments of used workover rigs and provides maintenance services on previously manufactured rigs.

We typically charge our well servicing rig customers for services on an hourly basis at rates that are determined by the type of service and equipment required, market conditions in the region in which the rig operates, the ancillary equipment provided on the rig and the necessary personnel. Depending on the type of job, we may also charge by the project or by the day. We measure the activity levels of our well servicing rigs on a weekly basis by calculating a rig utilization rate based on a 55-hour work week per rig. Our fleet remained constant at a weighted average number of 425 rigs in the first quarter of 2013.

The following is an analysis of our well servicing operations for each of the quarters in 2013, the full year ended December 31, 2013 and the quarter ended March 31, 2014:

	Weighted Average		Rig	Revenue		Profits
	Number		Utilization	Per Rig	Per	
	Of Rigs	Rig hours	Rate	Hour	hour	Profits %
2013:						
First Quarter	425	210,800	69.4%	\$ 399	\$ 108	26%
Second Quarter	425	223,900	73.7%	\$ 408	\$ 111	28%
Third Quarter	425	227,100	74.7%	\$ 404	\$ 118	27%
Fourth Quarter	425	199,400	65.6%	\$ 404	\$ 113	27%
Full Year	425	861,200	70.9%	\$ 404	\$ 114	27%
2014:						
First Quarter	425	217,400	72.6%	\$ 417	\$ 106	25%

We gauge activity levels in our well servicing segment based on rig hours, rig utilization rate, revenue per rig hour, segment profits per rig hour and segment profits as a percent of revenues. Revenue per rig hour and profits per rig hour in the table above do not include revenues and profits from the rig manufacturing and maintenance division of this business segment.



Rig utilization increased to 73% in the first quarter of 2014 compared to 66% in the fourth quarter of 2013. Higher utilization resulted from increased rig hours due to the absence of the holiday impact compared to the fourth quarter of 2013 and customers expediting 2014 capital projects in the first quarter of 2014. Our segment profit percentage declined to 25% for the first quarter of 2014 from 27% in the fourth quarter of 2013, due to an increase in insurance costs and the annual reset of payroll taxes at the beginning of the year.

#### Fluid Services

During the first three months of 2014, our fluid services segment represented approximately 28% of our revenues. Revenues in our fluid services segment are earned from the sale, transportation, treatment, and recycling, storage and disposal of fluids used in the drilling, production and maintenance of oil and natural gas wells. Revenues also include well site construction and maintenance services. The fluid services segment has a base level of business consisting of transporting and disposing of salt water produced as a by-product of the production of oil and natural gas. These services are necessary for our customers and generally have a stable demand but typically produce lower relative segment profits than other parts of our fluid services segment. Fluid services for completion and workover projects typically require fresh or brine water for making drilling mud, circulating fluids or frac fluids used during a job, and all of these fluids require storage tanks and hauling and disposal. Because we can provide a full complement of fluid sales, trucking, storage and disposal required on most drilling and workover projects, the add-on services associated with drilling and workover activity enable us to generate higher segment profits. The higher segment profits are due to the relatively small incremental labor costs associated with providing these services in addition to our base fluid services segment. Revenues from our water treatment and recycling services include the treatment, recycling and disposal of wastewater, including frac water and flowback, to reuse this water in the completion and production processes. Revenues from our well site construction services are derived primarily from preparing and maintaining access roads and well locations, installing small diameter gathering lines and pipelines,

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constructing foundations to support drilling rigs and providing maintenance services for oil and natural gas facilities. We typically price fluid services by the job, by the hour or by the quantities sold, disposed of or hauled.

The following is an analysis of our fluid services operations for each of the quarters in 2013, the full year ended December 31, 2013 and the quarter ended March 31, 2014 (dollars in thousands):

	Weighted Average Number of Fluid Service Trucks	Trucking Hours	Revenue Per Fluid Service Truck	Segment Profits Per Fluid Service Truck	Segment Profits %
2013:					
First Quarter	963	555,600	\$ 88	\$ 27	31%
Second Quarter	972	568,500	\$ 88	\$ 27	31%
Third Quarter	970	578,900	\$ 89	\$ 27	31%
Fourth Quarter	986	579,400	\$ 89	\$ 26	29%
Full Year	973	2,282,400	\$ 353	\$ 107	30%
2014:					
First Quarter	1,006	607,200	\$ 92	\$ 26	28%

We gauge activity levels in our fluid services segment based on trucking hours, revenue and segment profits per fluid service truck, and segment profits as a percent of revenues.

Revenue per fluid service truck increased to \$ 92,000 in the first quarter of 2014 compared to \$ 89,000 in the fourth quarter of 2013 primarily due to an increase in truck hours. Segment profit percentage decreased to 28% for the first quarter of 2014 from 29% in the fourth quarter of 2013 due to an increase in insurance costs and the reset of payroll taxes at the beginning of the year.

#### Contract Drilling

During the first three months of 2014, our contract drilling segment represented approximately 4% of our revenues. Revenues from our contract drilling segment are derived primarily from the drilling of new wells.

Within this segment, we typically charge our drilling rig customers at a “daywork” daily rate, or “footage” at an established rate per number of feet drilled. We measure the activity level of our drilling rigs on a weekly basis by calculating a rig utilization rate based on a seven-day work week per rig. Our contract drilling rig fleet had a weighted average of 12 rigs during the first quarter of 2013 and 2014.



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The following is an analysis of our contract drilling segment for each of the quarters in 2013, the full year ended December 31, 2013 and the quarter ended March 31, 2014:

	Weighted Average	Rig	Revenue	Profits	Segment
	Number of	Operating	Per	Per	Profits %
	Rigs	Days	Drilling Day	Drilling Day	
2013:					
First Quarter	12	850	\$ 16,500	\$ 5,700	35%
Second Quarter	12	846	\$ 16,500	\$ 5,000	30%
Third Quarter	12	833	\$ 16,500	\$ 5,500	34%
Fourth Quarter	12	781	\$ 16,400	\$ 5,800	35%
Full Year	12	3,310	\$ 16,500	\$ 5,500	33%
2014:					
First Quarter	12	821	\$ 16,500	\$ 5,300	32%

We gauge activity levels in our drilling operations based on rig operating days, revenue per drilling day, profits per drilling day and segment profits as a percent of revenues.

Revenue per day increased to \$ 16,500 in the first quarter of 2014 compared to \$ 16,400 in the fourth quarter of 2013. Segment profit percentage decreased to 32% in the first quarter of 2014 from 35% in the fourth quarter of 2013 due to higher repair and maintenance expenses in the first quarter.

#### Operating Cost Overview

Our operating costs are comprised primarily of labor, including workers' compensation and health insurance, repair and maintenance, fuel and insurance. The majority of our employees are paid on an hourly basis. We also incur costs to employ personnel to sell and supervise our services and perform maintenance on our fleet. These costs are not directly tied to our level of business activity. Compensation for our administrative personnel in local operating yards and in our corporate office is accounted for as general and administrative expenses. Repair and maintenance is performed by our crews, company maintenance personnel and outside service providers. Insurance is generally a fixed cost regardless of utilization and relates to the number of rigs, trucks and other equipment in our fleet, employee payroll and safety record.

#### Critical Accounting Policies and Estimates

Our unaudited consolidated financial statements are impacted by the accounting policies used and the estimates and assumptions made by management during their preparation. A complete summary of our significant accounting policies is included in Note 2 of the notes to our historical audited consolidated financial statements in our most recent annual report on Form 10-K. The following is a discussion of our critical accounting policies and estimates.

## Critical Accounting Policies

We have identified below certain accounting policies that are of particular importance in the presentation of our financial position, results of operations and cash flows and that require the application of significant judgment by management.

**Property and Equipment.** Property and equipment are stated at cost or at estimated fair value at acquisition date if acquired in a business combination. Expenditures for repairs and maintenance are charged to expenses as incurred. We also review the capitalization of refurbishment of workover rigs as described in Note 2 of the notes to our unaudited consolidated financial statements.

**Impairments.** We review our assets for impairment at least annually, or whenever, in management's judgment, events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recovered over its remaining service life. Provisions for asset impairment are charged to income when the sum of the estimated future cash flows, on an undiscounted basis, is less than the asset's carrying amount. When impairment is indicated, an impairment charge is recorded based on an estimate of future cash flows on a discounted basis.

**Self-Insured Risk Accruals.** We are self-insured up to retention limits with regard to workers' compensation, general liability claims, and medical and dental coverage of our employees. We generally maintain no physical property damage coverage on our workover rig fleet, with the exception of certain of our 24-hour workover rigs and newly

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manufactured rigs. We have deductibles per occurrence for workers' compensation, general liability claims, and medical and dental coverage of \$ 5.0 million, \$ 1.0 million and \$ 350,000, respectively. We have lower deductibles per occurrence for automobile liability. We maintain accruals in our consolidated balance sheets related to self-insurance retentions based upon third-party actuarial data and claims history.

Revenue Recognition. We recognize revenues when the services are performed, collection of the relevant receivables is probable, persuasive evidence of the arrangement exists and the price is fixed and determinable.

Income Taxes. We recognize deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using statutory tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in the period that includes the statutory enactment date. A valuation allowance for deferred tax assets is recognized when it is more likely than not that the benefit of deferred tax assets will not be realized.

### Critical Accounting Estimates

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make certain estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the balance sheet date and the amounts of revenues and expenses recognized during the reporting period. We analyze our estimates based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. However, actual results could differ from such estimates. The following is a discussion of our critical accounting estimates.

Depreciation and Amortization. In order to depreciate and amortize our property and equipment and our intangible assets with finite lives, we estimate the useful lives and salvage values of these items. Our estimates may be affected by such factors as changing market conditions, technological advances in the industry or changes in regulations governing the industry.

Impairment of Property and Equipment. Our analysis for potential impairment of property and equipment requires us to estimate undiscounted future cash flows. Actual impairment charges are recorded using an estimate of discounted future cash flows. The determination of future cash flows requires us to estimate rates and utilization in future periods and such estimates can change based on market conditions, technological advances in the industry or changes in regulations governing the industry.

Impairment of Goodwill. Our goodwill is considered to have an indefinite useful economic life and is not amortized. We assess impairment of our goodwill annually as of December 31 or on an interim basis if events or circumstances indicate that the fair value of the asset has decreased below its carrying value. A qualitative assessment of whether it is more likely than not that the fair value of the reporting unit is less than its carrying value is allowed but not required. If it is more likely than not that the fair value of the reporting unit is less than its carrying amount, then the two-step impairment test is performed. In the two-step test, 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.

**Allowance for Doubtful Accounts.** We estimate our allowance for doubtful accounts based on an analysis of historical collection activity and specific identification of overdue accounts. Factors that may affect this estimate include (1) changes in the financial positions of our significant customers and (2) a decline in commodity prices that could affect our entire customer base.

**Litigation and Self-Insured Risk Reserves.** We estimate our reserves related to litigation and self-insured risk based on the facts and circumstances specific to the litigation and self-insured risk claims and our past experience with similar claims. The actual outcome of litigation and self-insured claims could differ significantly from estimated amounts. As discussed in “Self-Insured Risk Accruals” above with respect to our critical accounting policies, we maintain accruals on our balance sheet to cover self-insured retentions. These accruals are based on certain assumptions developed based upon third-party actuarial data and historical data to project future losses. Loss estimates in the calculation of these accruals are adjusted based upon actual claim settlements and reported claims.

**Fair Value of Assets Acquired and Liabilities Assumed.** We estimate the fair value of assets acquired and liabilities assumed in business combinations, which involves the use of various assumptions. These estimates may be affected by such factors as changing market conditions, technological advances in the industry or changes in regulations governing the

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industry. The most significant assumptions, and the ones requiring the most judgment, involve the estimated fair value of property and equipment, intangible assets and the resulting amount of goodwill, if any. We test annually for impairment of the goodwill and intangible assets with indefinite useful lives recorded in business combinations. This requires us to estimate the fair values of our own assets and liabilities at the reporting unit level. Therefore, considerable judgment, similar to that described above in connection with our estimation of the fair value of an acquired company, is required to assess goodwill and certain intangible assets for impairment.

**Cash Flow Estimates.** Our estimates of future cash flows are based on the most recent available market and operating data for the applicable asset or reporting unit at the time the estimate is made. Our cash flow estimates are used for asset impairment analyses.

**Stock-Based Compensation.** We have historically compensated our directors, executives and employees through the awarding of stock options and restricted stock. We accounted for restricted stock awards issued in 2013 and 2014 using a grant date fair-value based method, resulting in compensation expense for stock-based awards being recorded in our consolidated statements of income. For performance based restricted stock awards, compensation expense is recognized in our financial statements based on their grant date fair value. We utilize (i) the closing stock price on the date of the grant to determine the fair value of vesting restricted stock awards and (ii) a Monte Carlo simulation to determine the fair value of restricted stock awards with a combination of market and service vesting criteria. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the award grant and calculates the fair value of the award. The expected volatility utilized in the model was estimated using our historical volatility and the historical volatilities of our peer companies. The risk free interest rate was based on the U.S. treasury rate for a term commensurate with the expected life of the grant. Stock options have not been issued since 2007 but are valued on the grant date using Black-Scholes-Merton option pricing model, and restricted stock issued is valued based on the fair value of our common stock at the grant date. In addition, judgment is required in estimating the amount of stock-based awards that are expected to be forfeited. Because the determination of these various assumptions is subject to significant management judgment and different assumptions could result in material differences in amounts recorded in our consolidated financial statements, management believes that accounting estimates related to the valuation of stock-based awards are critical.

**Income Taxes.** The amount and availability of our loss carryforwards (and certain other tax attributes) are subject to a variety of interpretations and restrictive tests. The utilization of such carryforwards could be limited or lost upon certain changes in ownership and the passage of time. Accordingly, although we believe substantial loss carryforwards are available to us, no assurance can be given concerning the realization of such loss carryforwards, or whether or not such loss carryforwards will be available in the future.

**Asset Retirement Obligations.** We record the fair value of an asset retirement obligation as a liability in the period in which we incur a legal obligation associated with the retirement of tangible long-lived assets and capitalize an equal amount as a cost of the asset, depreciating it over the life of the asset. Subsequent to the initial measurement of the asset retirement obligation, the obligation is adjusted at the end of each quarter to reflect the passage of time, changes in the estimated future cash flows underlying the obligation, acquisition or construction of assets, and settlement of obligations.

## Results of Operations

The following is a comparison of our results of operations for the three months ended March 31, 2014 compared to the three months ended March 31, 2013. For additional segment-related information and trends, please read “Segment Overview” above.

Three Months Ended March 31, 2014 Compared to Three Months Ended March 31, 2013



Revenues. Revenues increased by 11% to \$ 336.8 million during the first quarter of 2014 from \$ 304.4 million during the same period in 2013. This increase was primarily due to increased demand for our services by our customers.

Completion and remedial services revenues increased by 16% to \$ 137.5 million during the first quarter of 2014 compared to \$ 118.4 million in the same period in 2013. The increase in revenue between these periods was primarily due to higher stimulation and coil tubing services revenue driven by an increase in new well completions. Total hydraulic horsepower increased to 301,000 at March 31, 2014 from 292,000 at March 31, 2013.

Well servicing revenues increased by 6% to \$ 92.9 million during the first quarter of 2014 compared to \$ 87.7 million during the same period in 2013. The increase of revenues is driven by higher utilization of our well servicing rigs. Utilization was 73% in the first quarter of 2014, compared to 69% in the comparable quarter of 2013. Our weighted average number of well servicing rigs remained constant during the first quarter of 2014 and 2013.

Fluid services revenues increased by 10% to \$ 92.9 million during the first quarter of 2014 compared to \$ 84.3 million in the same period in 2013. Our revenue per fluid service truck increased 4% to \$ 92,000 in the first quarter of 2014

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compared to \$ 88,000 in the same period in 2013 due mainly to an increase in hot oiling revenue due to colder weather in the Rocky Mountains and an increase in skim oil revenues from our salt water disposal facilities. Our weighted average number of fluid service trucks increased to 1,006 during the first quarter of 2014 from 963 in the same period in 2013.

Contract drilling revenues decreased by 3% to \$ 13.5 million during the first quarter of 2014 compared to \$ 14.0 million in the same period in 2013. The number of rig operating days decreased to 821 in the first quarter of 2014 compared to 850 in the first quarter of 2013. The decrease in revenue and rig operating days was due to a decline in vertical well drilling activity in the Permian Basin, where all of our drilling rigs operate.

**Direct Operating Expenses.** Direct operating expenses, which primarily consist of labor, including workers' compensation and health insurance, repair and maintenance, fuel and insurance, increased to \$ 232.2 million during the first quarter of 2014 from \$ 211.0 million in the same period in 2013.

Direct operating expenses for the completion and remedial services segment increased by 9% to \$ 86.5 million during the first quarter of 2014 compared to \$ 79.0 million for the same period in 2013 due primarily to increased activity levels overall, especially in our pumping and coil tubing services. Segment profits increased to 37% of revenues during the first quarter of 2014 compared to 33% for the same period in 2013, due to increased completion-related activity.

Direct operating expenses for the well servicing segment increased by 7% to \$ 69.8 million during the first quarter of 2014 compared to \$ 65.0 million for the same period in 2013. The increase in direct operating expenses was primarily due to increased activity levels. Segment profits decreased to 25% of revenues during the first quarter of 2014 compared to 26% for the same period in 2013 due mainly to higher insurance costs.

Direct operating expenses for the fluid services segment increased by 15% to \$ 66.8 million during the first quarter of 2014 compared to \$ 57.9 million for the same period in 2013, mainly due to increased activity levels. Segment profits were 28% of revenues during the first quarter of 2014 compared to 31% for the same period in 2013, primarily due to higher insurance costs and higher costs associated with our water recycling operations.

Direct operating expenses for the contract drilling segment remained relatively flat at \$ 9.2 million during the first quarter of 2014 compared to \$ 9.1 million for same period in 2013. Segment profits for this segment decreased to 32% of revenues during the first quarter of 2014 due to higher repair and maintenance charges.

**General and Administrative Expenses.** General and administrative expenses decreased by 6% to \$ 39.6 million during the first quarter of 2014 from \$ 42.0 million for the same period in 2013, due mainly to cost-cutting initiatives and a decrease in bad debt expense. General and administrative expenses included \$ 3.4 million and \$ 2.8 million of stock-based compensation expense during the first quarter of 2014 and 2013, respectively.

**Depreciation and Amortization Expenses.** Depreciation and amortization expenses were \$ 51.7 million during the first quarter of 2014 compared to \$ 49.8 million for the same period in 2013. The increase in depreciation expense was due to the increased capital expenditures for property and equipment over the past year and the one acquisition completed in December 2013.

**Interest Expense.** Interest expense increased \$ 16.9 million during the first quarter of 2014 compared to \$ 16.8 million during the first quarter of 2013.

**Income Tax Expense.** There was income tax benefit of \$ 589,000 during the first quarter of 2014 compared to an income tax benefit of \$ 7.4 million for the same period in 2013. Our effective tax rate during the first quarter of 2014

and 2013 was approximately 24% and 46%, respectively. The decrease in our effective tax rate was primarily due to the impact of lower pre-tax loss amounts in 2014 versus 2013 with similar permanent taxable differences.

#### Liquidity and Capital Resources

As of March 31, 2014, our primary capital resources were net cash flows from our operations, utilization of capital leases and our \$ 250.0 million revolving credit facility. As of March 31, 2014, we had unrestricted cash and cash equivalents of \$ 116.6 million compared to \$ 111.5 million as of December 31, 2013. When appropriate, we will consider public or private debt and equity offerings and non-recourse transactions to meet our liquidity needs.

#### Net Cash Provided by Operating Activities

Cash provided by operating activities was \$ 28.6 million for the three months ended March 31, 2014 compared to cash provided by operating activities of \$ 9.5 million during the same period in 2013. Operating cash flow in the first three months of 2014 was higher mainly due to decreased net loss in 2014 and generally higher activity levels.

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### Capital Expenditures

Capital expenditures are the main component of our investing activities. Cash capital expenditures (including acquisitions) during the first three months of 2014 were \$ 33.1 million compared to \$ 39.9 million in the same period of 2013. We added \$ 3.9 million of additional assets through our capital lease program during the first three months of 2014 compared to \$ 14.6 million of additional assets in the same period in 2013.

In 2014, we currently have planned capital expenditures of approximately \$ 160 million and capital leases of \$ 55 million. We do not budget acquisitions in the normal course of business, and we regularly engage in discussions related to potential acquisitions related to the well services industry.

### Capital Resources and Financing

We currently believe that our operating cash flows, available funds from our revolving credit facility, and cash on hand will be sufficient to fund our near term liquidity requirements.

Our ability to access additional sources of financing will be dependent on our operating cash flows and demand for our services, which could be negatively impacted due to the extreme volatility of commodity prices and declines in capital and debt markets.

#### 7.75% Senior Notes due 2019

On February 15, 2011, we issued \$ 275.0 million of 7.75% Senior Notes due 2019 (the "2019 Notes"). On June 13, 2011, we issued an additional \$ 200.0 million of 2019 Notes, resulting in outstanding 2019 Notes with an aggregate principal amount of \$ 475.0 million. The 2019 Notes are jointly and severally, and unconditionally, guaranteed on a senior unsecured basis by all of our current subsidiaries, other than three immaterial subsidiaries. The 2019 Notes and the guarantees rank (i) equally in right of payment with any of our and the subsidiary guarantors' existing and future senior indebtedness, including our existing 7.75% Senior Notes due 2022 and the related guarantees, and (ii) effectively junior to all existing or future liabilities of our subsidiaries that do not guarantee the 2019 Notes and to our and the subsidiary guarantors' existing or future secured indebtedness to the extent of the value of the collateral therefor.

The 2019 Notes and guarantees were offered and sold in private transactions in accordance with Rule 144A and Regulation S under the Securities Act of 1933, as amended (the "Securities Act").

The purchase price for the \$ 275.0 million of 2019 Notes issued on February 15, 2011 was 100.000% of their principal amount, and the purchase price for the \$ 200.0 million of 2019 Notes issued on June 13, 2011 was 101.000%, plus accrued interest from February 15, 2011. We received net proceeds from the issuance of the 2019 Notes of approximately \$ 464.6 million after premiums and offering expenses. We used a portion of the net proceeds from the February 2011 offering to fund our tender offer and consent solicitation for our 11.625% Senior Secured Notes due 2014 and to redeem any of the Senior Secured Notes not purchased in the tender offer. We used a portion of the net proceeds from the June 2011 offering to fund the \$ 186.3 million purchase price for the Maverick Companies acquisition completed in July 2011 and the remainder for general corporate purposes.

The 2019 Notes and guarantees were issued pursuant to an indenture dated as of February 15, 2011 (the "2019 Notes Indenture"), by and among Basic, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee. Interest on the 2019 Notes accrues at a rate of 7.75% per year and is payable semi-annually in arrears on February 15

and August 15 of each year. The 2019 Notes mature on February 15, 2019.

The 2019 Notes Indenture contains covenants that, among other things, limit our ability and the ability of certain of our subsidiaries to:

- incur additional indebtedness;
- pay dividends or repurchase or redeem capital stock;
- make certain investments;
- incur liens;
- enter into certain types of transactions with affiliates;
  - limit dividends or other payments by our restricted subsidiaries to us; and
- sell assets or consolidate or merge with or into other companies.

These and other covenants that are contained in the 2019 Notes Indenture are subject to important exceptions and qualifications. At March 31, 2014, we were in compliance with the restrictive covenants under the 2019 Notes Indenture.

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We may, at our option, redeem all or part of the 2019 Notes, at any time on or after February 15, 2015, at a redemption price equal to 100% of the principal amount thereof, plus a premium declining ratably to par and accrued and unpaid interest to the date of redemption.

At any time before February 15, 2014, we, at our option, may redeem up to 35% of the aggregate principal amount of the 2019 Notes with the net cash proceeds of one or more qualified equity offerings at a redemption price of 107.750% of the principal amount of the 2019 Notes to be redeemed, plus accrued and unpaid interest to the date of redemption, as long as:

- at least 65% of the aggregate principal amount of the 2019 Notes remains outstanding immediately after the occurrence of such redemption; and
- such redemption occurs within 90 days of the date of the closing of any such qualified equity offering.

In addition, at any time before February 15, 2015, we may redeem some or all of the 2019 Notes at a redemption price equal to 100% of the principal amount of the 2019 Notes, plus an applicable premium and accrued and unpaid interest to the date of redemption.

Following a change of control, as defined in the 2019 Notes Indenture, we will be required to make an offer to repurchase all or a portion of the 2019 Notes at 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.

### 7.75% Senior Notes due 2022

On October 16, 2012, we completed the issuance and sale of \$ 300.0 million aggregate principal amount of 7.75% Senior Notes due 2022 (the “2022 Notes”). The 2022 Notes are jointly and severally, and unconditionally, guaranteed on a senior unsecured basis initially by all of our current subsidiaries other than three immaterial subsidiaries. The 2022 Notes and the guarantees rank (i) equally in right of payment with any of our and the subsidiary guarantors’ existing and future senior indebtedness, including our existing 2019 Notes and the related guarantees, and (ii) effectively junior to all existing or future liabilities of our subsidiaries that do not guarantee the 2022 Notes and to our and the subsidiary guarantors’ existing or future secured indebtedness to the extent of the value of the collateral therefor.

The 2022 Notes and the guarantees were offered and sold in private transactions in accordance with Rule 144A and Regulation S under the Securities Act. We received net proceeds from the issuance of the 2022 Notes of approximately \$ 293.3 million after discounts and offering expenses. We used a portion of the net proceeds from the offering to fund our tender offer and consent solicitation for our 7.125% Senior Notes due 2016 (the “2016 Notes”) and to redeem any of the 2016 Notes not purchased in the tender offer. The remainder of the net proceeds were used for general corporate purposes.

The 2022 Notes and the guarantees were issued pursuant to an indenture dated as of October 16, 2012 (the “2022 Notes Indenture”), by and among us, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee. Interest on the 2022 Notes accrues at a rate of 7.75% per year and is payable semi-annually in arrears on April 15 and October 15 of each year, commencing on April 15, 2013. The 2022 Notes mature on October 15, 2022.

The 2022 Notes Indenture contains covenants that, among other things, limit our ability and the ability of certain of our subsidiaries to:

- incur additional indebtedness;
- pay dividends or repurchase or redeem capital stock;
- make certain investments;
- incur liens;
- enter into certain types of transactions with affiliates;
  - limit dividends or other payments by our restricted subsidiaries to us; and
- sell assets or consolidate or merge with or into other companies.

These and other covenants that are contained in the 2022 Notes Indenture are subject to important exceptions and qualifications. At March 31, 2014, we were in compliance with the restrictive covenants under the 2022 Notes Indenture.

We may, at our option, redeem all or part of the 2022 Notes, at any time on or after October 15, 2017, at a redemption price equal to 100% of the principal amount thereof, plus a premium declining ratably to par and accrued and unpaid interest to the date of redemption.

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At any time before October 15, 2015, we, at our option, may redeem up to 35% of the aggregate principal amount of the 2022 Notes with the net cash proceeds of one or more qualified equity offerings at a redemption price of 107.750% of the principal amount of the 2022 Notes to be redeemed, plus accrued and unpaid interest to the date of redemption, as long as:

- at least 65% of the aggregate principal amount of the 2022 Notes remains outstanding immediately after the occurrence of such redemption; and
- such redemption occurs within 90 days of the date of the closing of any such qualified equity offering.

In addition, at any time before October 15, 2017, we may redeem some or all of the 2022 Notes at a redemption price equal to 100% of the principal amount of the 2022 Notes, plus an applicable premium and accrued and unpaid interest to the date of redemption.

Following a change of control, as defined in the 2022 Notes Indenture, we will be required to make an offer to repurchase all or a portion of the 2022 Notes at 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.

### Revolving Credit Facility

On February 15, 2011, in connection with the initial offering of 2019 Notes, we terminated our previous \$ 30.0 million secured revolving credit facility with Capital One, National Association, and entered into a credit agreement (the "Credit Agreement") providing for a new \$ 165.0 million Revolving Credit Facility with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Capital One, National Association, as joint lead arrangers and joint book managers, the lenders party thereto and Bank of America, N.A., as administrative agent. The Credit Agreement includes an accordion feature whereby the total credit available to us can be increased by up to \$ 100.0 million under certain circumstances, subject to additional lender commitments. The obligations under the Credit Agreement are guaranteed on a joint and several basis by each of our current subsidiaries, other than three immaterial subsidiaries, and are secured by substantially all of our and our subsidiary guarantors' assets as collateral under a related Security Agreement (the "Security Agreement"). As of March 31, 2014, the non-guarantor subsidiaries held no assets and performed no operations. On July 15, 2011, we exercised the accordion feature and amended the Credit Agreement to increase our total credit available from \$ 165.0 million to \$ 225.0 million. On April 5, 2012, we amended the Credit Agreement to increase the aggregate amount of commitments thereunder to \$ 250.0 million. On October 1, 2012, we further amended the Credit Agreement to permit the transactions contemplated by the offering of 2022 Notes and the tender offer and redemption of 2016 Notes. On August 29, 2013, we further amended the Credit Agreement to amend the required leverage ratios.

Borrowings under the Credit Agreement mature on January 15, 2016, and we have the ability at any time to prepay the Credit Agreement without premium or penalty. At our option, advances under the Credit Agreement may be comprised of (i) alternate base rate loans, at a variable base interest rate plus a margin ranging from 1.50% to 2.50% based on our leverage ratio or (ii) Eurodollar loans, at a variable base interest rate plus a margin ranging from 2.50%



to 3.50% based on our leverage ratio. We will pay a commitment fee equal to 0.50% on the daily unused amount of the commitments under the Credit Agreement.

The Credit Agreement contains various covenants that, subject to agreed upon exceptions, limit our ability and the ability of certain of our subsidiaries to:

- incur indebtedness;
- grant liens;
- enter into sale and leaseback transactions;
- make loans, capital expenditures, acquisitions and investments;
- change the nature of business;
- acquire or sell assets or consolidate or merge with or into other companies;
- declare or pay dividends;
- enter into transactions with affiliates;
- enter into burdensome agreements;
- prepay, redeem or modify or terminate other indebtedness;

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- change accounting policies and reporting practices; and
- amend organizational documents.

The Credit Agreement also contains covenants that, among other things, limit the amount of capital contributions we may make and require us to maintain specified ratios or conditions as follows:

- a minimum consolidated interest coverage ratio of not less than 2.50 to 1.00;
  - a maximum consolidated leverage ratio as follows:
    - o for the four fiscal quarters ending September 30, 2013 and December 31, 2013, a maximum consolidated leverage ratio not to exceed 4.50 to 1.00;
    - o for the four fiscal quarters ending March 31, 2014 and June 30, 2014, a maximum consolidated leverage ratio not to exceed 4.25 to 1.00; and
    - o for the four fiscal quarters ending September 30, 2014 and each fiscal quarter thereafter, a maximum consolidated leverage ratio not to exceed 4.00 to 1.00; and
- a maximum consolidated senior secured leverage ratio as follows:
  - o for the four fiscal quarters ending September 30, 2013 through June 30, 2014, a maximum consolidated senior secured leverage ratio not to exceed 1.75 to 1.00; and
  - o for the four fiscal quarters ending September 30, 2014 and each fiscal quarter thereafter, a maximum consolidated senior secured leverage ratio not to exceed 2.00 to 1.00.

If an event of default occurs under the Credit Agreement, then the lenders may (i) terminate their commitments under the Credit Agreement, (ii) declare any outstanding loans under the Credit Agreement to be immediately due and payable after applicable grace periods and (iii) foreclose on the collateral secured by the Security Agreement.

We had no borrowings and \$ 37.7 million of letters of credit outstanding under the Credit Agreement as of March 31, 2014, giving us \$ 212.3 million of available borrowing capacity. At March 31, 2014, we were in compliance with our covenants under the Credit Agreement.

### Other Debt

We have a variety of other capital leases and notes payable outstanding that is generally customary in our business. None of these debt instruments is material individually. Our capital leases with Banc of America Leasing & Capital, LLC require us to maintain a minimum debt service coverage ratio of 1.05 to 1.00. For the three-month period ended March 31, 2014, we were in compliance with our covenants under the agreement with Banc of America Leasing & Capital, LLC. As of March 31, 2014, we had total capital leases additions of approximately \$ 3.9 million.

### Preferred Stock

At March 31, 2014 and December 31, 2013, we had 5,000,000 shares of \$ 0.01 par value preferred stock authorized, of which none was designated, issued or outstanding.



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### Other Matters

#### Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

#### Net Operating Losses

As of March 31, 2014, we had approximately \$ 89.4 million of net operating loss carryforwards.

#### Recent Accounting Pronouncements

In July 2013, the FASB issued ASU No. 2013-11, "Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exist." ASU 2013-11 reduces diversity in practice by providing guidance on the presentation of unrecognized tax benefits and will better reflect the manner in which an entity would settle at the reporting date any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. ASU 2013-11 became effective for Basic on January 1, 2014 and it did not have a material impact on its consolidated financial statements.

In April 2014, the FASB issued ASU No. 2014-08, "Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." ASU 2014-08 raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. It is effective for annual periods beginning on or after December 15, 2014. Early adoption is permitted but only for disposals that have not been reported in financial statements previously issued. Basic does not believe this pronouncement will have a material impact on its consolidated financial statements.

#### Impact of Inflation on Operations

Management is of the opinion that inflation has not had a significant impact on our business.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As of March 31, 2014, we had no material changes to the disclosure on this matter made in our Annual Report on Form 10-K for the year ended December 31, 2013.

### ITEM 4. CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

Based on their evaluation as of the end of the period covered by this report, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are effective to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and effective to ensure that information required to be disclosed in such reports is accumulated and communicated to our management, including our principal executive officer and principal

financial officer, to allow timely decisions regarding required disclosure.

#### Changes in Internal Control Over Financial Reporting

During the most recent fiscal quarter, there have been no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II — OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

From time to time, we are a party to litigation or other legal proceedings that we consider to be a part of the ordinary course of business. We are not currently involved in any legal proceedings that we consider probable or reasonably possible, individually or in the aggregate, to result in a material adverse effect on our financial condition, results of operations or liquidity.

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## ITEM 1A. RISK FACTORS

For information regarding risks that may affect our business, see the risk factors included in our most recent annual report on Form 10-K under the heading “Risk Factors.”

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

## Purchase of Equity Securities by the Issuer and Affiliated Purchasers

The following table summarizes stock repurchase for the three months ended March 31, 2014:

Period	Issuer Purchases of Equity Securities			
	Total Number of Shares reacquired	Average Price Paid Per Share	Total Number of Announced Program (1)	Approximate Dollar Value of Shares that May Yet be Purchased Under the Program (1)
January 1 — January 31 (2)	—	\$ —	—	\$
February 1 — February 28 (2)	—	\$ —	—	\$
March 1 — March 31 (2)	250,461	\$ 24.93	—	\$
Total	250,461	\$ 24.93	—	\$ 20,326

(1) On May 24, 2012, we announced that our Board of Directors had reauthorized the repurchase of up to approximately \$ 35.2 million of shares of our common stock from time to time in open market or private transactions, at our discretion, as a continuation of our prior \$ 50.0 million stock repurchase program announced in 2008 (of which \$ 14.8 million was purchased prior to such reauthorization). The stock repurchase program may be suspended or discontinued at any time.

(2) The shares were repurchased from various employees to provide such employees the cash amounts necessary to pay certain tax liabilities associated with the vesting of restricted shares owned by them. The shares were repurchased on various dates based on the closing price per share on the date of repurchase.



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ITEM 6. EXHIBITS

Exhibit

No. Description

- 3.1\* Amended and Restated Certificate of Incorporation of the Company, dated September 22, 2005. (Incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-1 (SEC File No. 333-127517), filed on September 28, 2005)
- 3.2\* Amended and Restated Bylaws of the Company, effective as of March 9, 2010. (Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on March 15, 2010)
- 4.1\* Specimen Stock Certificate representing common stock of the Company. (Incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-1 (SEC File No. 333-127517), filed on November 4, 2005)
- 4.2\* Indenture dated as of February 15, 2011, among Basic Energy Services, Inc. as Issuer, the Subsidiary Guarantors named therein and Wells Fargo Bank, N.A., as trustee. (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on February 18, 2011)
- 4.3\* Form of 7.75% Senior Note due 2019. (Included as Exhibit A to Exhibit 4.2 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on February 18, 2011)
- 4.4\* First Supplemental Indenture dated as of August 5, 2011 to Indenture dated as of February 15, 2011 among Basic Energy Services, Inc. as Issuer, the Subsidiary Guarantors named therein and Wells Fargo Bank, N.A., as trustee. (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on August 10, 2011)
- 4.5\* Indenture dated as of October 16, 2012, among Basic Energy Services, Inc. as Issuer, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K/A (SEC File No. 001-32693), filed on October 26, 2012)
- 4.6\* Form of 7.75% Senior Note due 2022. (Included as Exhibit A to Exhibit 4.1 of the Company's Current Report on Form 8-K/A (SEC File No. 001-32693), filed on October 26, 2012)
- 10.1\*



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Form of Performance-Based Award Agreement (Executive and Senior Management, effective March 2014) (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on March 31, 2014)

- 31.1# Certification by Chief Executive Officer required by Rule 13a-14(a) and 15d-14(a) under the Exchange Act
- 31.2# Certification by Chief Financial Officer required by Rule 13a-14(a) and 15d-14(a) under the Exchange Act
- 32.1# Certification of Chief Executive Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2# Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.CAL# XBRL Calculation Linkbase Document
- 101.DEF# XBRL Definition Linkbase Document
- 101.INS# XBRL Instance Document
- 101.LAB# XBRL Labels Linkbase Document
- 101.PRE# XBRL Presentation Linkbase Document
- 101.SCH# XBRL Schema Document

\*Incorporated by reference

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BASIC ENERGY SERVICES, INC.

By: /s/ Thomas M. Patterson  
Name: Thomas M. Patterson  
Title: President, Chief Executive Officer and  
Director (Principal Executive Officer)

By: /s/ Alan Krenek  
Name: Alan Krenek  
Title: Senior Vice President, Chief Financial Officer, Treasurer  
and Secretary (Principal Financial Officer)

By: /s/ John Cody Bissett  
Name: John Cody Bissett  
Title: Vice President, Controller and Chief Accounting Officer  
(Principal Accounting Officer)

Date: April 28, 2014

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Exhibit Index

Exhibit

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