

BASIC ENERGY SERVICES INC

Form 10-Q

May 10, 2007

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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, 2007**

**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 no. 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.)*

**400 W. Illinois, Suite 800**

**Midland, Texas**

*(Address of principal executive offices)*

**79701**

*(Zip code)*

**Registrant's telephone number, including area code:**

**(432) 620-5500**

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Act). (Check one)

Large Accelerated Filer ☐

Accelerated Filer ☒

Non-Accelerated Filer ☐

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

40,861,417 shares of the registrant's Common Stock were outstanding as of May 8, 2007.

**BASIC ENERGY SERVICES, INC.**  
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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 other factors, most of which are beyond our control.

The words believe, may, estimate, continue, anticipate, intend, plan, expect and similar expressions 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 and gas prices, and any related changes in expenditures by our customers;

the effects of future acquisitions on our business;

changes in customer requirements in markets or industries we serve;

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, 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, industry publications and surveys. These sources include World Oil magazine, Baker Hughes Incorporated, the Association of Energy Service Companies, and the Energy Information Administration of the U.S. Department of Energy. Industry surveys, 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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**Basic Energy Services, Inc.**  
**Consolidated Balance Sheets**  
(in thousands, except share data)

	<b>March 31, 2007 (Unaudited)</b>	<b>December 31, 2006</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 43,154	\$ 51,365
Trade accounts receivable, net of allowance of \$4,186 and \$3,963, respectively	147,352	129,381
Accounts receivable related parties	111	94
Inventories	9,901	8,409
Prepaid expenses	8,363	8,873
Other current assets	4,565	3,210
Deferred tax assets	9,261	8,432
Total current assets	222,707	209,764
Property and equipment, net	549,134	475,431
Deferred debt costs, net of amortization	6,824	6,536
Goodwill	193,401	101,579
Other assets	3,663	2,950
	\$ 975,729	\$ 796,260

**LIABILITIES AND STOCKHOLDERS' EQUITY**

Current liabilities:		
Accounts payable	\$ 21,546	\$ 20,335
Accrued expenses	61,769	43,719
Income taxes payable	7,397	12,301
Current portion of long-term debt	12,990	12,001
Other current liabilities	1,189	1,430
Total current liabilities	104,891	89,786
Long-term debt	337,069	250,742
Deferred tax liabilities	82,474	73,413
Other long-term liabilities	5,979	3,069

Commitments and contingencies

Stockholders' equity:

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Preferred stock; \$.01 par value; 5,000,000 shares authorized; none designated at March 31, 2007 and December 31, 2006, respectively

Common stock; \$.01 par value; 80,000,000 shares authorized; 40,436,814 issued; 40,416,426 shares outstanding at March 31, 2007 and 38,297,605 issued; 38,297,605 shares outstanding at December 31, 2006, respectively

Additional paid-in capital

Retained earnings

Treasury stock, 20,388 shares at March 31, 2007, at cost

Total stockholders' equity

402	383
300,963	256,527
144,413	122,340
(462)	
445,316	379,250
\$ 975,729	\$ 796,260

*See accompanying notes to consolidated financial statements.*

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**Basic Energy Services, Inc.**  
**Consolidated Statements of Operations and Comprehensive Income**  
(in thousands, except per share amounts)

	<b>Three Months Ended March 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Unaudited)</b>	
Revenues:		
Well servicing	\$ 88,611	\$ 73,465
Fluid services	51,634	43,121
Drilling and completion services	46,137	27,455
Well site construction services	12,548	10,265
 Total revenues	 198,930	 154,306
 Expenses:		
Well servicing	52,908	41,610
Fluid services	31,809	26,305
Drilling and completion services	23,135	13,854
Well site construction services	8,293	7,643
General and administrative, including stock-based compensation of \$1,093 and \$758 in 2007 and 2006, respectively	22,649	18,005
Depreciation and amortization	19,225	12,837
(Gain) loss on disposal of assets	341	(200)
 Total expenses	 158,360	 120,054
 Operating income	 40,570	 34,252
Other income (expense):		
Interest expense	(5,594)	(3,138)
Interest income	470	359
Loss on early extinguishment of debt	(230)	
Other income (expense)	61	27
 Income from continuing operations before income taxes	 35,277	 31,500
Income tax expense	(13,204)	(11,819)
 Net Income	 22,073	 19,681
 Earnings per share of common stock:		
Basic	\$ 0.57	\$ 0.59
 Diluted	 \$ 0.56	 \$ 0.53

Comprehensive Income:			
Net income	\$	22,073	\$ 19,681
Unrealized loss on hedging activities			(154)
Comprehensive Income	\$	22,073	\$ 19,527

*See accompanying notes to consolidated financial statements.*

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**Basic Energy Services, Inc.**  
**Consolidated Statements of Stockholders' Equity**  
**(in thousands, except share data)**

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Treasury Stock	Retained Earnings	Total Stockholders' Equity
Balance December 31, 2006	38,297,605	\$ 383	\$ 256,527	\$	\$ 122,340	\$ 379,250
Issuance of restricted stock and stock options	217,100					
Amortization of deferred compensation			1,002			1,002
Stock issued as compensation to director	4,000		91			91
Stock issued in business combination	1,794,759	18	41,011			41,029
Purchase of treasury stock				(462)		(462)
Exercise of stock options	123,350	1	2,332			2,333
Net income					22,073	22,073
Balance March 31, 2007 (unaudited)	40,436,814	\$ 402	\$ 300,963	\$ (462)	\$ 144,413	\$ 445,316

*See accompanying notes to consolidated financial statements.*

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**Basic Energy Services, Inc.**  
**Consolidated Statements of Cash Flows**  
*(in thousands)*

	<b>Three Months Ended March</b>	
	<b>31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Unaudited)</b>	
Cash flows from operating activities:		
Net income	\$ 22,073	\$ 19,681
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	19,225	12,837
Accretion on asset retirement obligation	28	19
Change in allowance for doubtful accounts	223	209
Non-cash interest expense	229	310
Non-cash compensation	1,093	758
Loss on early extinguishment of debt	230	
(Gain) loss on disposal of assets	341	(200)
Deferred income taxes	2,342	(2,873)
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(9,056)	(10,708)
Inventories	129	(18)
Prepaid expenses and other current assets	638	(1,442)
Other assets	(343)	(319)
Accounts payable	(1,583)	(3,169)
Excess tax benefits from exercise of employee stock options	(1,674)	(2,790)
Income tax payable	(3,230)	7,449
Deferred income and other liabilities	(218)	342
Accrued expenses	7,290	5,829
Net cash provided by operating activities	37,737	25,915
Cash flows from investing activities:		
Purchase of property and equipment	(23,783)	(24,812)
Proceeds from sale of assets	1,079	1,141
Payments for other long-term assets	(1,828)	(393)
Payments for businesses, net of cash acquired	(104,354)	(87,520)
Net cash used in investing activities	(128,886)	(111,584)
Cash flows from financing activities:		
Proceeds from debt	85,000	80,000
Payments of debt	(3,185)	(6,544)
Purchase of treasury stock	(462)	(1,258)

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Offering costs related to initial public offering		(161)
Excess tax benefits from exercise of employee stock options	1,674	2,790
Exercise of employee stock options	659	(1,990)
Deferred loan costs and other financing activities	(748)	(60)
Net cash provided by financing activities	82,938	72,777
Net increase (decrease) in cash and equivalents	(8,211)	(12,892)
Cash and cash equivalents beginning of period	51,365	32,845
Cash and cash equivalents end of period	\$ 43,154	\$ 19,953

*See accompanying notes to consolidated financial statements.*

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**BASIC ENERGY SERVICES, INC.**  
**Notes to Consolidated Financial Statements**  
**March 31, 2007 (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 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 considered necessary for a fair presentation have been made in the accompanying unaudited financial statements.

***Nature of Operations***

Basic Energy Services, Inc. provides a range of well site services to oil and gas drilling and producing companies, including well servicing, fluid services, drilling and completion services and well site construction services. These services are primarily provided by 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 and Louisiana, and the Rocky Mountain states.

**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 interest in any other organization, entity, partnership, or contract that could require any evaluation under FASB Interpretation No. 46R or Accounting Research Bulletin No. 51. All intercompany transactions and balances have been eliminated.

***Revenue Recognition***

***Well Servicing*** Well servicing consists primarily of maintenance services, workover services, completion services and plugging and abandonment 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 well servicing by the hour of service performed.

***Fluid Services*** Fluid services consists primarily of the sale, transportation, storage and disposal of fluids used in drilling, production and maintenance of oil and natural gas wells. 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.

***Drilling and Completion 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 drilling and completion 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 values of the services.

***Well Site Construction 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 well site construction services by the hour, day, or project depending on the type of service performed.

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### ***Impairments***

In accordance with Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* ( SFAS No. 144 ), long-lived assets, such as property, plant, and equipment, and purchased intangibles subject to amortization, are reviewed for impairment at a minimum 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.

Goodwill and intangible assets not subject to amortization are tested annually for impairment, and are tested for impairment more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss is recognized to the extent that the carrying amount exceeds the asset's fair value.

Basic had no impairment expense in the three months ended March 31, 2007 and 2006.

### ***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 being amortized to interest expense using the effective interest method.

Deferred debt costs of approximately \$7.6 million at March 31, 2007 and \$7.1 million at December 31, 2006, respectively, represent debt issuance costs and are recorded net of accumulated amortization of \$726,000 and \$523,000 at March 31, 2007 and December 31, 2006, respectively. Amortization of deferred debt costs totaled approximately \$203,000 and \$311,000 for the three months ended March 31, 2007 and 2006, respectively.

### ***Goodwill***

Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* ( SFAS No. 142 ) eliminates the amortization of goodwill and other intangible assets with indefinite lives. Intangible assets with lives restricted by contractual, legal, or other means will continue to be amortized over their useful lives. Goodwill and other intangible assets not subject to amortization are tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. SFAS No. 142 requires a two-step process for testing impairment. First, the fair value of each reporting unit is compared to its carrying value to determine whether an indication of impairment exists. If impairment is indicated, then the fair value of the reporting unit's goodwill is determined by allocating the unit's fair value to its assets and liabilities (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination. The amount of impairment for goodwill is measured as the excess of its carrying value over its fair value. Basic completed its assessment of goodwill impairment as of the date of adoption and completed a subsequent annual impairment assessment as of December 31 each year thereafter. The assessments did not result in any indications of goodwill impairment.

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Basic has identified its reporting units to be well servicing, fluid services, drilling and completion services and well site construction services. The goodwill allocated to such reporting units as of March 31, 2007 is \$22.9 million, \$38.7 million, \$128.1 million and \$3.7 million, respectively. The change in the carrying amount of goodwill for the three months ended March 31, 2007 of \$91.8 million relates to goodwill from acquisitions and payments pursuant to contingent earn-out agreements, with approximately \$835,000, \$334,000 and \$90.6 million of goodwill additions relating to the well servicing, fluid services and drilling and completion units, respectively.

***Stock-Based Compensation***

On January 1, 2006, Basic adopted Statement of Financial Accounting Standards No. 123 (revised 2004)

*Share-Based Payment* ( SFAS No. 123R ). Prior to January 1, 2006, the Company accounted for share-based payments under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, *Accounting for Stock issued to Employees* ( APB No. 25 ) which was permitted by Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* ( SFAS No. 123 ).

Basic adopted SFAS No. 123R using both the modified prospective method and the prospective method as applicable to the specific awards granted. The modified prospective method was applied to awards granted subsequent to the Company becoming a public company. Awards granted prior to the Company becoming public and which were accounted for under APB No. 25 were adopted by using the prospective method. The results of prior periods have not been restated. Compensation expense cost of the unvested portion of awards granted as a private company and outstanding as of January 1, 2006 will continue to be based upon the intrinsic value method calculated under APB No. 25.

Under SFAS No. 123R, entities using the minimum value method and the prospective application are not permitted to provide the pro forma disclosures (as was required under SFAS No. 123) subsequent to adoption of SFAS No. 123R since they do not have the fair value information required by SFAS No. 123R. Therefore, in accordance with SFAS No. 123R, Basic will no longer include pro forma disclosures that were required by SFAS No. 123.

***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. It 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 which represented 10% or more of consolidated revenue during the first quarter 2007 or 2006.

***Asset Retirement Obligations***

As of January 1, 2003, Basic adopted Statement of Financial Accounting Standards No. 143, *Accounting for Asset Retirement Obligation* ( SFAS No. 143 ). SFAS No. 143 requires Basic to record 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 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 settlements of obligations.

Basic owns and operates salt water disposal sites, brine water wells, gravel pits and land farm sites, each of which is subject to rules and regulations regarding usage and eventual closure. The following table reflects the changes in the liability during the three months ended March 31, 2007 (in thousands):

Balance, December 31, 2006	\$ 1,336
Additional asset retirement obligations recognized	21
Accretion expense	28

Balance, March 31, 2007

\$ 1,385

***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, chemical 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

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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 and its past experience with similar claims in accordance with Statement of Financial Accounting Standard No. 5 Accounting for Contingencies. Basic maintains accruals in the consolidated balance sheets to cover self-insurance retentions (See note 6).

### ***Recent Accounting Pronouncements***

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108 (SAB 108), *Considering the Effects of Prior Year Misstatements when Quantifying Misstatement in Current Year Financial Statements*. The bulletin's interpretations address diversity in practice in quantifying financial statement misstatements and the potential under current practice for the build up of improper amounts on the balance sheet. Basic adopted the interpretation in the fourth quarter of 2006. The adoption of SAB 108 did not have a material impact on the Company's financial position, cash flows, or results of operations.

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes*, an interpretation of FASB Statement No. 109, *Accounting for Income Taxes*. The interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken, in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties accounting in interim periods, disclosure and transition. The interpretation is effective for fiscal years beginning after December 15, 2006. The adoption of FIN 48 did not have a material impact on the Company's financial position, cash flows, or results of operations.

In September 2006, the FASB issued *SFAS No. 157, Fair value Measurements (SFAS 157)*, which will become effective for the company on January 1, 2008. This standard defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements but would apply to assets and liabilities that are required to be recorded at fair value under other accounting standards. The impact, if any, to the company from the adoption of SFAS 157 in 2008 will depend on the company's assets and liabilities at that time that are required to be measured at fair value.

In February 2007, the FASB issued *SFAS 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS 159)*, which becomes effective for the company on January 1, 2008. This standard permits companies to choose to measure many financial instruments and certain other items at fair value and report unrealized gains and losses in earnings. Such accounting is optional and is generally to be applied instrument by instrument. The Company does not anticipate that election, if any, of this fair-value option will have a material effect on its results of operations or consolidated financial position.



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In 2007 and 2006, Basic acquired either substantially all of the assets or all of the outstanding capital stock of each of the following businesses, each of which were accounted for using the purchase method of accounting (in thousands):

	<b>Closing Date</b>	<b>Total Cash Paid (net of cash acquired)</b>
LeBus Oil Field Services Co.	January 31, 2006	\$ 24,618
G&L Tool, Ltd.	February 28, 2006	58,514
Arkla Cementing, Inc.	March 27, 2006	5,012
Globe Well Service, Inc.	May 30, 2006	11,674
Hydro-Static Tubing Testers, Inc.	July 6, 2006	1,143
Hennessey Rental Tools, Inc.	August 1, 2006	8,205
Stimulation Services, LLC	August 1, 2006	4,500
Chaparral Service, Inc.	August 15, 2006	17,605
Reddline Services, LLC	August 24, 2006	1,900
Rebel Testers, Ltd.	September 14, 2006	2,397
<b>Total 2006</b>		<b>\$ 135,568</b>

The operations of each of the acquisitions listed above are included in Basic's statement of operations as of each respective closing date. The acquisitions of G&L Tool, Ltd. in 2006 and JetStar Consolidated Holdings, Inc. in 2007 have been deemed significant and are discussed below in further detail.

***Contingent Earn-out Arrangements and Purchase Price Allocations***

Contingent earn-out arrangements are generally arrangements entered into on certain acquisitions to encourage the owner/manager to continue operating and building the business after the purchase transaction. The contingent earn-out arrangements of the related acquisitions are generally linked to certain financial measures and performance of the assets acquired in the various acquisitions. All amounts paid or reasonably accrued for related to the contingent earn-out payments are reflected as increases to the goodwill associated with the acquisition or compensation expense depending on the terms and conditions of the earn-out arrangement.

***G&L Tool, Ltd.***

On February 28, 2006, Basic acquired substantially all of the assets of G&L Tool, Ltd. (G&L) for \$58.5 million plus a contingent earn-out payment not to exceed \$21.0 million. The contingent earn-out payment will be equal to fifty percent of the amount by which the annual EBITDA (as defined in the purchase agreement) earned by the G&L assets exceeds an annual targeted EBITDA. There is no guarantee or assurance that the targeted EBITDA will be reached. This acquisition provided a platform to expand into the rental and fishing tool market. The cost of the G&L acquisition was allocated \$40.8 million to property and equipment, \$5.2 million to inventory, \$12.5 million to goodwill, all of which is expected to be deductible for tax purposes, and \$51,000 to non-compete agreements.

***JetStar Consolidated Holdings, Inc.***

On March 6, 2007, Basic acquired all of the capital stock of JetStar Consolidated Holdings, Inc. (JetStar). The results of JetStar's operations have been included in the financial statements since that date. The aggregate purchase price was approximately \$121.2 million, including \$80.2 million in cash which included the retirement of JetStar's outstanding debt. Basic issued 1,794,759 shares of common stock, at a price of \$22.86 a share for a total fair value of approximately \$41 million. The value of the 1,794,759 shares issued was determined based on the average market price of Basic's common shares over the 2-day period before and after close. This acquisition allowed us to enter into the Kansas market and increased our presence in North Texas. JetStar will operate in Basic's drilling and completion

segment. The purchase price will be adjusted and finalized when the Company receives an appraisal of fair

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value of property and equipment received and completes its analysis of identifiable intangible assets. The following table summarizes the preliminary estimated fair value of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

Current Assets	\$ 11,329
Property and Equipment	41,652
Goodwill #	84,639
 Total Assets Acquired	 137,620
 Current Liabilities	 (18,840)
Deferred Income Taxes	(5,890)
Current and Long Term Debt *	(37,563)
 Total Liabilities Assumed	 (62,293)

# Approximately \$24 million is expected to be deductible for tax purposes

\* Total balance was paid by Basic at close

Revisions to the fair values, which may be significant, will be recorded by the Company as further adjustments to the purchase price allocations.

The following unaudited pro-forma results of operations have been prepared as though the JetStar and G&L acquisitions had been completed on January 1, 2006. Pro forma amounts are based on the purchase price allocations of the significant acquisitions and are not necessarily indicative of the results that may be reported in the future (in thousands, except per share data).

	<b>Three Months Ended March 31,</b>	
	<b>2007</b>	<b>2006</b>
Revenues	\$ 211,818	\$ 170,335
Net income	\$ 25,037	\$ 22,551
Earnings per common share basic	\$ 0.65	\$ 0.68
Earnings per common share diluted	\$ 0.63	\$ 0.61

Basic does not believe the pro-forma effect of the remainder of the acquisitions completed in 2006 or 2007 are material, either individually or when aggregated, to the reported results of operations.



**Table of Contents****4. Property and Equipment**

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

	<b>March 31, 2007</b>	<b>December 31, 2006</b>
Land	\$ 3,529	\$ 2,913
Buildings and improvements	13,794	13,293
Well service units and equipment	316,935	283,084
Fluid services equipment	89,457	87,139
Brine and fresh water stations	8,701	8,710
Frac/test tanks	63,367	49,582
Pressure pumping equipment	100,034	67,540
Construction equipment	27,841	27,342
Disposal facilities	26,339	25,913
Vehicles	34,987	32,215
Rental equipment	33,384	32,548
Aircraft	4,119	4,119
Other	10,235	8,807
	732,722	643,205
Less accumulated depreciation and amortization	183,588	167,774
Property and equipment, net	\$ 549,134	\$ 475,431

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 consists of the following (in thousands):

	<b>March 31, 2007</b>	<b>December 31, 2006</b>
Light vehicles	\$ 25,308	\$ 23,843
Well service units and equipment	1,161	808
Fluid services equipment	29,897	26,460
Pressure pumping equipment	2,231	1,820
Construction equipment	3,559	3,559
	62,156	56,490
Less accumulated amortization	15,542	13,785
	\$ 46,614	\$ 42,705

Amortization of assets held under capital leases of approximately \$1.8 million and \$1.1 million for the three months ended March 31, 2007 and 2006 respectively, is included in depreciation and amortization expense in the consolidated statements of operations.



**Table of Contents****5. Long-Term Debt**

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

	<b>March 31, 2007</b>	<b>December 31, 2006</b>
Credit Facilities:		
Term B Loan	\$	\$
Revolver	85,000	
7.125% Senior Notes	225,000	225,000
Capital leases and other notes	40,059	37,743
	350,059	262,743
Less current portion	12,990	12,001
	\$ 337,069	\$ 250,742

***Senior Notes***

On April 12, 2006, the Company issued \$225.0 million of 7.125% Senior Notes due April 2016 in a private placement. Proceeds from the sale of the Senior Notes were used to retire the outstanding balance on the \$90.0 million Term B Loan and to pay down approximately \$96.0 million under the revolving credit facility, which amounts may be reborrowed to fund future acquisitions or for general corporate purposes. Interest payments on the Senior Notes are due semi-annually, on April 15 and October 15, commencing on October 15, 2006. The Senior Notes are unsecured. Under the terms of the sale of the Senior Notes, the Company was required to take appropriate steps to offer to exchange other Senior Notes with the same terms that have been registered with the Securities and Exchange Commission for the private placement Senior Notes. The Company completed the exchange offer for all of the Senior Notes on October 16, 2006.

The Senior Notes are redeemable at the option of the Company on or after April 15, 2011 at the specified redemption price as described in the Indenture. Prior to April 15, 2011, the Company may redeem, in whole or in part, at a redemption price equal to 100% of the principal amount of the Senior Notes redeemed plus the Applicable Premium as defined in the Indenture. Prior to April 15, 2009, the Company may redeem up to 35% of the Senior Notes with the proceeds of certain equity offerings at a redemption price equal to 107.125% of the principal amount of the 7.125% Senior Notes, plus accrued and unpaid interest to the date of redemption. This redemption must occur less than 90 days after the date of the closing of any such equity offering.

Following a change of control, as defined in the Indenture, the Company will be required to make an offer to repurchase all or any portion of the 7.125% Senior Notes at a purchase price of 101% of the principal amount, plus accrued and unpaid interest to the date of repurchase.

Pursuant to the Indenture, the Company is subject to covenants that limit the ability of the Company and its restricted subsidiaries to, among other things: 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 restricted subsidiaries, and sell assets or consolidate or merge with or into other companies. These limitations are subject to a number of important qualifications and exceptions set forth in the Indenture. The Company was in compliance with the restrictive covenants at March 31, 2007.

As part of the issuance of the above-mentioned Senior Notes, the Company incurred debt issuance costs of approximately \$4.6 million, which are being amortized to interest expense using the effective interest method over the term of the Senior Notes.

The Senior Notes are jointly and severally guaranteed by the Company and all of its restricted subsidiaries. Basic Energy Services, Inc., the ultimate parent company, does not have any independent operating assets or operations.

Subsidiaries other than the restricted subsidiaries that are guarantors are minor.

**2007 Credit Facility**

On February 6, 2007, Basic entered into a \$225 million Fourth Amended and Restated Credit Agreement with a syndicate of lenders (the 2007 Credit Facility ), which refinanced all of the existing credit facilities. Under the 2007 Credit Facility, Basic Energy Services, Inc. is the sole borrower and each of our subsidiaries is a subsidiary guarantor. The 2007 Credit Facility provides for a \$225 million revolving line of credit ( Revolver ). The 2007 Credit Facility includes provisions allowing us to request an increase in commitments of up to \$100.0 million aggregate principal amount at any time. Additionally, the 2007 Credit Facility permits us to make greater expenditures for acquisitions, capital expenditures and capital leases and to incur greater purchase money obligations, acquisition indebtedness and general unsecured indebtedness. The commitment under the Revolver provides for (1) the borrowing of



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funds, (2) the issuance of up to \$30 million of letters of credit and (3) \$2.5 million of swing-line loans. All of the outstanding amounts under the Revolver are due and payable on December 15, 2010. The 2007 Credit Facility is secured by substantially all of our tangible and intangible assets. We incurred approximately \$0.7 million in debt issuance costs in connection with the 2007 Credit Facility.

At Basic's option, borrowings under the Revolver bears interest at either (1) the Alternative Base Rate (i.e., the higher of the bank's prime rate or the federal funds rate plus .50% per year) plus a margin ranging from 0.25% to 0.5% or (2) an Adjusted LIBOR Rate (equal to (a) the London Interbank Offered Rate (the LIBOR rate) as determined by the Administrative Agent in effect for such interest period divided by (b) one minus the Statutory Reserves, if any, for such borrowing for such interest period) plus a margin ranging from 1.25% to 1.5%. The margins vary depending on our leverage ratio. Fees on the letters of credit are due quarterly on the outstanding amount of the letters of credit at a rate ranging from 1.25% to 1.5% for participation fees and 0.125% for fronting fees. A commitment fee is due quarterly on the available borrowings under the Revolver at a rate of 0.375%.

At March 31, 2007, Basic, under its Revolver, had outstanding \$85.0 million of borrowings and \$11.6 million of letters of credit and no amounts outstanding in swing-line loans. At March 31, 2007, Basic had availability under its Revolver of \$128.4 million.

Pursuant to the 2007 Credit Facility, we must apply proceeds from certain specified events to reduce principal outstanding borrowings under the Revolver, from (a) assets sales greater than \$2.0 million individually or \$7.5 million in the aggregate on an annual basis, (b) 100% of the net cash proceeds from any debt issuance, including certain permitted unsecured senior or senior subordinated debt, but excluding certain other permitted debt issuances and (c) 50% of the net cash proceeds from any equity issuance (including equity issued upon the exercise of any warrant or option).

The 2007 Credit Facility contains various restrictive covenants and compliance requirements, which include (a) limitations on the incurrence of additional indebtedness, (b) restrictions on mergers, sales or transfer of assets without the lenders' consent (c) limitations on dividends and distributions and (d) various financial covenants, including (1) a maximum leverage ratio of 3.50 to 1.00, reducing to 3.25 to 1.00 on April 1, 2007, and (2) a minimum interest coverage ratio of 3.00 to 1.00. At March 31, 2007, Basic was in compliance with its covenants.

***2005 Credit Facility***

On December 15, 2005, Basic entered into a \$240 million Third Amended and Restated Credit Agreement with a syndicate of lenders (2005 Credit Facility), which refinanced all of its then existing credit facilities. The 2005 Credit Facility, as amended effective March 28, 2006, provides for a \$90 million Term B Loan (2005 Term B Loan) and a \$150 million revolving line of credit (Revolver). The commitment under the Revolver allows for (a) the borrowing of funds (b) issuance of up to \$30 million of letters of credit and (c) \$2.5 million of swing-line loans (next day borrowing). The amounts outstanding under the 2005 Term B Loan require quarterly amortization at various amounts during each quarter with all amounts outstanding on December 15, 2011 being due and payable in full. All the outstanding amounts under the Revolver are due and payable on December 15, 2010. The 2005 Credit Facility is secured by substantially all of Basic's tangible and intangible assets. Basic incurred approximately \$1.8 million in debt issuance costs in obtaining the 2005 Credit Facility.

At Basic's option, borrowings under the 2005 Term B Loan bear interest at either the (a) Alternative Base Rate (i.e. the higher of the bank's prime rate or the federal funds rate plus .5% per annum) plus 1% or (b) the LIBOR rate plus 2.0%. At December 31, 2006, Basic had paid outstanding borrowings under the Term B Loan in full; therefore, a Term B Loan weighted average interest rate was not calculated. However, at December 31, 2005, Basic's weighted average interest rate on its Term B Loan was 6.4%.

At Basic's option, borrowings under the 2005 Revolver bear interest at either the (a) Alternative Base Rate (i.e. the higher of the bank's prime rate or the federal funds rate plus .5% per annum) plus a margin ranging from .50% to 1.25% or (b) the LIBOR rate plus a margin ranging from 1.5% to 2.25%. The margins vary depending on Basic's leverage ratio. At December 31, 2006, Basic's margin on Alternative Base Rates and LIBOR tranches was .75% and 1.75%, respectively. Fees on the letters of credit are due quarterly on the outstanding amount of the letters of credit at a rate ranging from 1.5% to 2.25% for participation fees and .125% for fronting fees. A commitment fee is due quarterly on the available borrowings under the Revolver at rates ranging from .375% to .5%.

At December 31, 2006, Basic, under its Revolver, had no outstanding borrowings and \$10.6 million of letters of credit and no amounts outstanding in swing-line loans. At December 31, 2006 Basic had availability under its Revolver of \$139.4 million. On February 6, 2007, Basic amended and restated its 2005 Credit Facility by entering into its 2007 Credit Facility, as described above.

**Table of Contents*****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 material individually or in the aggregate.

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

	<b>Three Months Ended March 31,</b>	
	<b>2007</b>	<b>2006</b>
Cash payments for interest	\$ 309	\$ 1,942
Commitment and other fees paid	329	148
Amortization of debt issuance costs	231	311
Accrued interest on senior notes	4,008	
Other	717	737
	<b>\$ 5,594</b>	<b>\$ 3,138</b>

***Losses on Extinguishment of Debt***

In February of 2007, Basic recognized a loss on the early extinguishment of debt. Basic wrote off unamortized debt issuance costs of approximately \$230,000, which related to the 2007 Credit Facility.

**6. Commitments and Contingencies*****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 the disposition 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 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 and medical and dental coverage of \$150,000 and \$150,000, respectively. Basic has lower deductibles per occurrence for automobile liability and general liability. Basic maintains accruals in the accompanying consolidated balance sheets related to self-insurance retentions by using third-party data and claims history.

At March 31, 2007 and December 31, 2006, self-insured risk accruals totaled approximately \$12.5 million, net of a \$1.1 million receivable and \$12.6 million, net of a \$652,000 receivable for medical and dental coverage, respectively.



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### **7. Stockholders Equity**

#### ***Common Stock***

In February 2004, Basic granted certain officers and directors 837,500 restricted shares of common stock. The shares vest 25% per year for four years from the award date and are subject to other vesting and forfeiture provisions. The estimated fair value of the restricted shares was \$5.8 million at the date of the grant and was recorded as deferred compensation, a component of stockholders equity. This amount is being charged to expense over the respective vesting period and totaled approximately \$383,000 and \$379,000 for the first three months ended March 31, 2007 and 2006, respectively.

In December 2005, Basic issued 5,000,000 shares of common stock during the Company's initial public offering to a group of investors for \$100 million or \$20 per share. After deducting fees, this resulted in net proceeds to Basic totaling approximately \$91.5 million.

On October 5, 2006, all outstanding common stock warrants issued to a group of related investors in 2002 were exercised to purchase an aggregate of 4,350,000 shares of Basic's common stock. In connection with the exercise of the warrants, Basic received an aggregate of \$17.4 million from the warrant holders in satisfaction of the exercise price of the warrants (representing an exercise price of \$4.00 per share of Basic's common stock acquired).

During year ended 2006, Basic issued 293,350 shares of common stock from treasury stock for the exercise of stock options. Also, Basic issued 15,670 shares of newly-issued common stock for the exercise of stock options.

During the first three months of 2007, Basic issued 123,350 shares of newly-issued common stock for the exercise of stock options.

In March 2007, Basic issued 1,794,759 shares of common stock to acquire all the outstanding capital stock of JetStar Consolidated Holdings, Inc. (See Note 3)

In March 2007, Basic granted various employees 217,100 unvested shares of common stock. (see note 8). Also, in March 2007, Basic granted the Chairman of the Board 4,000 shares of common stock.

#### ***Preferred Stock***

At December 31, 2006 and 2005, Basic had 5,000,000 shares of \$.01 par value preferred stock authorized, of which none is designated.

### **8. Incentive Plan**

In May 2003, Basic's board of directors and stockholders approved the Basic 2003 Incentive Plan (as amended effective April 22, 2005) (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 successors that were awarded and remained outstanding prior to adoption of the Plan. The Plan provides for the issuance of 5,000,000 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.

On March 15, 2006, the board of directors granted various employees and directors options to purchase 418,000 shares of common stock of Basic at an exercise price of \$26.84 per share. All of the 418,000 options granted in 2006 vest over a five-year period and

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expire 10 years from the date they were granted. These option awards were granted with an exercise price equal to the market price of the Company's stock at the date of grant.

On March 15, 2007, the board of directors granted various employees options to purchase 92,000 shares of common stock of Basic at an exercise price of \$22.66 per share. All of the 92,000 options granted in 2007 vest over a five-year period and expire 10 years from the date they were granted. These option awards were granted with an exercise price equal to the market price of the Company's stock at the date of grant.

Also, on March 15, 2007, the board of directors granted various employees 217,100 shares of unvested common stock. All of the shares granted in 2007 vest over a five-year period.

The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton option-pricing model that uses the subjective assumptions noted in the following table. Since the Company has only been public since December 2005, expected volatility for options granted during 2006 is an implied volatility based upon a peer group. Expected volatility for options granted during 2007 is combination of the Company's historical data and implied volatility based upon a peer group. The expected term of options granted represents the period of time that options granted are expected to be outstanding. For options granted in 2007 and 2006, the Company used the simplified method to calculate the expected term. For options granted in 2007 and 2006, the risk-free rate for periods within the contractual life of the options is based on the U.S. Treasury yield curve in effect at the time of grant. The estimates involve inherent uncertainties and the application of management judgment. In addition, we are required to estimate the expected forfeiture rate and only recognize expense for those options expected to vest. During the three months ended March 31, 2007 and 2006 compensation expense related to share-based arrangements was approximately \$1.1 million and \$758,000, respectively. For compensation expense recognized during the three months ended March 31, 2007 and 2006, Basic recognized a tax benefit of approximately \$371,000 and \$284,000 respectively.

The fair value of each option award accounted for under SFAS No. 123R is estimated on the date of grant using the Black-Scholes-Merton option-pricing model that uses the assumptions noted in the following table:

	<b>Three Months Ended March 31, 2007</b>	<b>Three Months Ended March 31, 2006</b>
Risk-free interest rate	4.5%	4.7%
Expected term	6.65	6.65
Expected volatility	45.3%	47.0%
Expected dividend yield		

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.

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The following table reflects the summary of stock options outstanding at March 31, 2007 and the changes during the three months then ended:

	<b>Number of Options  Granted</b>	<b>Weighted Average Exercise  Price</b>	<b>Weighted Average Remaining Contractual Term (Years)</b>	<b>Aggregate Intrinsic Value  (000 s)</b>
Non-statutory stock options:				
Outstanding, beginning of period	2,457,780	\$ 9.05		
Options granted	92,000	\$ 22.66		
Options forfeited	(2,875)	\$ 13.89		
Options exercised	(123,350)	\$ 5.34		
Options expired		\$		
Outstanding, end of period	2,423,555	\$ 9.75	7.08	\$ 34,265
Exercisable, end of period	1,301,347	\$ 4.70	5.87	\$ 24,211
Vested or expected to vest, end of period	2,396,815	\$ 9.56	7.05	\$ 34,262

The weighted-average grant date fair value of share options granted during the three months ended March 31, 2007 and 2006 was \$11.85 and \$14.47, respectively. The total intrinsic value of share options exercised during the three months ended March 31, 2007 and 2006 was approximately \$2.1 million and \$3.4 million, respectively.

A summary of the status of the Company's non-vested share grants at March 31, 2007 and changes during the three months ended March 31, 2007 is presented in the following table:

<b>Nonvested Shares</b>	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value Per Share</b>
Nonvested at beginning of period	361,250	\$ 6.98
Granted during period	217,100	22.66
Vested during period	(180,625)	6.98
Forfeited during period		
Nonvested at end of period	397,725	\$ 15.54

As of March 31, 2007, there was approximately \$13.4 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 3.17 years. The total fair value of share-based awards vested during the three months ended March 31, 2007 and 2006 was approximately \$10.8 million and \$11.6 million, respectively.

Cash received from share option exercises under the incentive plan was approximately \$659,000 and \$0 for the three months ended March 31, 2007 and 2006, respectively. The actual tax benefit realized for the tax deductions from options exercised was \$1.7 million and \$2.8 million, respectively, for the three months ended March 31, 2007 and

2006, respectively.

The Company has a history of issuing Treasury and newly-issued shares to satisfy share option exercises.

**9. Related Party Transactions**

Basic had receivables from employees of approximately \$111,000 and \$94,000 as of March 31, 2007 and December 31, 2006, respectively. During 2006, Basic entered into a lease agreement with Darle Vuelta Cattle Co., LLC, an affiliate of the Chief Executive



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Officer, for approximately \$69,000. The term of the lease is five years and will continue on a year-to-year basis unless terminated by either party.

**10. Earnings Per Share**

Basic presents earnings per share information in accordance with the provisions of Statement of Financial Accounting Standards No. 128, *Earnings per Share* ( SFAS No. 128 ). Under SFAS No. 128, 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 year. 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 basic and diluted earnings per share:

	Three Months Ended March 31, 2007                      2006 (Unaudited)	
<i>Numerator (both basic and diluted):</i>		
Net Income	\$     22,073	\$     19,681
<i>Denominator:</i>		
Denominator for basic earnings per share	38,521,076	33,261,539
Stock options	905,192	1,093,089
Unvested restricted stock	234,810	256,238
Common stock warrants		2,291,362
Denominator for diluted earnings per share	39,661,078	36,902,228
Basic earnings per common share	\$     0.57	\$     0.59
Diluted earnings per common share	\$     0.56	\$     0.53

**11. Business Segment Information**

Basic's reportable business segments are well servicing, fluid services, drilling and completion services and well site construction services. The following is a description of the segments:

*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 gas. These services are performed to establish, maintain and improve production throughout the productive life of an oil and gas well and to plug and abandon a well at the end of its productive life. Basic well servicing equipment and capabilities are essential to facilitate most other services performed on a well.

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

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

*Well Site Construction Services:* This segment utilizes a fleet of power units, dozers, trenchers, motor graders, backhoes and other heavy equipment. Basic employs these assets to provide services for the construction and maintenance of oil and gas production

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infrastructure, such as preparing and maintaining access roads and well locations, installation of small diameter gathering lines and pipelines and construction of temporary foundations to support drilling rigs.

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.

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

	<b>Well Servicing</b>	<b>Fluid Services</b>	<b>Drilling and Completion Services</b>	<b>Well Site Construction Services</b>	<b>Corporate and Other</b>	<b>Total</b>
<b><i>Three Months Ended March 31, 2007</i></b>						
Operating revenues	\$ 88,611	\$ 51,634	\$ 46,137	\$ 12,548	\$	\$ 198,930
Direct operating costs	(52,908)	(31,809)	(23,135)	(8,293)		(116,145)
Segment profits	\$ 35,703	\$ 19,825	\$ 23,002	\$ 4,255	\$	\$ 82,785
Depreciation and amortization	\$ 8,728	\$ 4,487	\$ 4,368	\$ 1,003	\$ 639	\$ 19,225
Capital expenditures, (excluding acquisitions)	\$ 10,797	\$ 5,551	\$ 5,404	\$ 1,241	\$ 790	\$ 23,783
Identifiable assets	\$ 272,272	\$ 166,839	\$ 261,841	\$ 33,222	\$ 241,555	\$ 975,729
<b><i>Three Months Ended March 31, 2006</i></b>						
Operating revenues	\$ 73,465	\$ 43,121	\$ 27,455	\$ 10,265	\$	\$ 154,306
Direct operating costs	(41,610)	(26,305)	(13,854)	(7,643)		(89,412)
Segment profits	\$ 31,855	\$ 16,816	\$ 13,601	\$ 2,622	\$	\$ 64,894
Depreciation and amortization	\$ 5,694	\$ 3,520	\$ 2,321	\$ 830	\$ 472	\$ 12,837
Capital expenditures, (excluding acquisitions)	\$ 11,005	\$ 6,804	\$ 4,485	\$ 1,604	\$ 914	\$ 24,812
Identifiable assets	\$ 185,390	\$ 138,969	\$ 106,264	\$ 29,747	\$ 156,417	\$ 616,787

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,  
2007                      2006**

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Segment profits	\$ 82,785	\$ 64,894
General and administrative expenses	(22,649)	(18,005)
Depreciation and amortization	(19,225)	(12,837)
Gain (loss) on disposal of assets	(341)	200
Operating income	\$ 40,570	\$ 34,252

**Table of Contents****12. Supplemental Schedule of Cash Flow Information**

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

	<b>Three Months Ended March 31,</b>	
	<b>2007</b>	<b>2006</b>
	(In thousands)	
Capital leases issued for equipment	\$ 5,502	\$ 5,203
Value of shares that may be issued	\$ 2,194	\$
Contingent earnout accrual	\$ 3,161	\$
Reclassification of assets held for sale	\$ 1,067	\$
Asset retirement obligation additions	\$ 21	\$ 413
Stock issued in business combination	\$ 41,029	\$

Basic paid income taxes of approximately \$15.8 million and \$6.9 million during three months ended March 31, 2007 and 2006, respectively.

**13. Subsequent Events*****Acquisitions***

On April 2, 2007, Basic completed the acquisition of Sledge Drilling Holding Corp., a Texas corporation ( Sledge ), pursuant to the stock purchase agreement dated March 13, 2007 between Basic Energy Services, L.P., an indirect wholly owned subsidiary of Basic, and the shareholders and warrant holders (the Holders ) of Sledge. Sledge, based in Midland, Texas, operates six medium-depth drilling rigs in the Permian Basin of west Texas and eastern New Mexico. Pursuant to the acquisition, Basic issued approximately 430,000 shares of common stock, paid approximately \$27 million in cash consideration to the Holders and paid approximately \$19 million for the repayment of Sledge outstanding indebtedness. Sledge has become an indirect wholly owned subsidiary of Basic.

**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION****Management's Overview**

We provide a wide range of well site services to oil and gas drilling and producing companies, including well servicing, fluid services, drilling and completion services and well site construction services. Our results of operations since the beginning of 2002 reflect the impact of our acquisition strategy as a leading consolidator in the domestic land-based well services industry during this period. Our acquisitions have increased our breadth of service offerings at the well site and expanded our market presence. In implementing this strategy, we have purchased businesses and assets in 50 separate acquisitions from January 1, 2001 to March 31, 2007. Our weighted average number of well servicing rigs has increased from 126 in 2001 to 367 in the first quarter of 2007, and our weighted average number of fluid service trucks has increased from 156 to 652 in the same period.

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

<b>Revenues:</b>	<b>Three Months Ended March 31,</b>			
	<b>2007</b>		<b>2006</b>	
Well servicing	\$ 88.6	45%	\$ 73.5	47%
Fluid services	51.6	26%	43.1	28%
Drilling and completion services	46.1	23%	27.4	18%
Well site construction services	12.6	6%	10.3	7%
Total revenues	\$ 198.9	100%	\$ 154.3	100%

Our core businesses depend on our customers' willingness to make expenditures to produce, develop and explore for oil and gas in the United States. Industry conditions are influenced by numerous factors, such as the supply of and demand for oil and gas, domestic and worldwide economic conditions, political instability in oil producing countries and merger and divestiture activity among oil and gas producers. The volatility of the oil and gas industry, and the consequent impact on exploration and production activity, could adversely impact the level of drilling and workover activity by some of our customers. This volatility affects the demand for our services and the price of our services. In addition, the discovery rate of new oil and gas reserves in our market areas also may have an impact on our business, even in an environment of stronger oil and gas prices.

We derive a majority of our revenues from services supporting production from existing oil and gas operations. Demand for these production-related services, including well servicing and fluid services, tends to remain relatively stable, even in moderate oil and gas price environments, as ongoing maintenance spending is required to sustain production. As oil and gas prices reach higher levels, demand for all of our services generally increases as our customers engage in more well servicing activities relating to existing wells to maintain or increase oil and gas production from those wells. Because our services are required to support drilling and workover activities, we are also subject to changes in capital spending by our customers as oil and gas prices increase or decrease.

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

Well Servicing rig hours, rig utilization rate, revenue per rig hour and segment profits as a percent of revenues;

Fluid Services revenue per truck and segment profits as a percent of revenues;

Drilling and Completion Services segment profits as a percent of revenues; and

Well Site Construction Services segment profits as a percent of revenues.

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 below in Segment Overview.

We intend to continue growing our business through selective acquisitions, continuing a newbuild program and/or upgrading our existing assets. 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 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. As discussed below in Liquidity and Capital Resources, we also must meet certain financial covenants in order to borrow money under our existing credit agreement to fund future acquisitions

### ***Selected 2006 Acquisitions***

During 2006, we made several acquisitions that complemented our existing lines of business and increased our presence in the rental tool business. These included, among others:

#### ***LeBus Oil Field Service Co.***

On January 31, 2006, we acquired all of the outstanding capital stock of LeBus Oil Field Service Co. for an acquisition price of \$26 million, subject to adjustments. This acquisition significantly expanded our fluid services line of business in the Ark-La-Tex region. The cash used to acquire LeBus was primarily from borrowings under our senior credit facility.

#### ***G&L Tool, Ltd.***

On February 28, 2006, we acquired substantially all of the operating assets of G&L Tool, Ltd. for total cash consideration of \$58.5 million. This acquisition provided an entry into the rental and fishing tool market and operates within our drilling and completion line of business. The purchase agreement also contained an earn-out agreement based on annual EBITDA targets. The cash used to acquire G&L was primarily from borrowings under our senior credit facility.

#### ***Chaparral Service, Inc.***

On August 15, 2006, we acquired all of the outstanding capital stock and substantially all operating assets of the subsidiaries of Chaparral Service, Inc. for total cash consideration of \$19 million, subject to adjustments. This acquisition expanded our well servicing and fluid services capabilities in the eastern New Mexico portion of the Permian Basin. The cash used to acquire Chaparral was primarily from operating cash.

### ***Selected 2007 Acquisitions***

During the first quarter of 2007, we made several acquisitions that complemented our existing lines of business and increased our presence in the rental tool business. These included, among others:

**Table of Contents***Parker Drilling Offshore USA, LLC*

On January 3, 2007, we acquired two barge-mounted workover rigs and related equipment from Parker Drilling Offshore USA, LLC for total consideration of \$20.5 million cash. The acquired rigs will operate in the inland waters of Louisiana and Texas as a part of Basic Marine Services.

*JetStar Consolidated Holdings, Inc.*

On March 6, 2007 we acquired all of the outstanding capital stock of JetStar Consolidated Holdings, Inc. ( JetStar ) for a total acquisition price, net of estimated working capital of approximately \$121 million. The total acquisition price is comprised of approximately 1.8 million shares of Basic common stock, approximately \$43 million in cash to JetStar's shareholders, and approximately \$38 million for the repayment of JetStar outstanding debt. This acquisition will operate in Basic's drilling and completion line of business.

**Segment Overview****Well Servicing**

During the first three months of 2007, our well servicing segment represented 45% of our revenues. Revenue in our well servicing segment is derived from maintenance, workover, completion and plugging and abandonment services. We provide maintenance-related services as part of the normal, periodic upkeep of producing oil and 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 typically charge our 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 our activity levels by the total number of hours worked by all of the rigs in our fleet. We monitor our fleet utilization levels, with full utilization deemed to be 55 hours per week per rig. Our fleet has increased from a weighted average number of 327 rigs in the first quarter of 2006 to 367 in the first quarter of 2007 through a combination of new build purchases and the remainder through acquisitions and other individual equipment purchases.

The following is an analysis of our well servicing operations for each of the quarters ended December 31, 2006, and the quarter ended March 31, 2007 (dollars in thousands):

	Weighted Average Number of  Rigs	Rig  Hours	Rig  Utilization  Rate	Revenue  Per  Rig Hour	Segment Profits  Per Rig Hour	Segment Profits  %
<b>2006:</b>						
First Quarter	327	209,000	89.4%	\$ 352	\$ 152	43.4%
Second Quarter	341	221,800	91.0%	\$ 366	\$ 161	43.9%
Third Quarter	353	230,100	91.2%	\$ 383	\$ 173	45.1%
Fourth Quarter	362	218,900	84.6%	\$ 401	\$ 169	42.1%
Full Year	346	879,800	88.9%	\$ 376	\$ 164	43.6%
<b>2007:</b>						
First Quarter	367	215,000	81.9%	\$ 412	\$ 166	40.3%

We gauge activity levels in our well servicing segment based on rig utilization rate, revenue per rig hour and segment profits per rig hour.

Improving market conditions since 2004 have created increased demand for our services. Rig hours have increased due to a combination of the improved utilization of our well servicing rigs and the expansion of our well servicing fleet as a result of our newbuild rig program.



We have been able to increase our revenue per rig hour from \$352 in the first quarter of 2006 to \$412 in the first quarter of 2007 mainly as a result of the expansion of our well servicing fleet, which has contributed to our improved revenue.

**Table of Contents*****Fluid Services***

During the first three months of 2007, our fluid services segment represented 26% of our revenues. Revenues in our fluid services segment are earned from the sale, transportation, storage and disposal of fluids used in the drilling, production and maintenance of oil and gas wells. 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 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 contributions. 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. 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 ended December 31, 2006 and the quarter ended March 31, 2007 (dollars in thousands):

	<b>Weighted Average</b>		<b>Segment Profits Per</b>	
	<b>Number of Fluid Service</b>	<b>Revenue Per Fluid Service</b>	<b>Fluid Service</b>	<b>Segment Profits %</b>
	<b>Trucks</b>	<b>Truck</b>	<b>Truck</b>	
<b>2006:</b>				
First Quarter	529	\$ 82	\$ 32	39.0%
Second Quarter	568	\$ 86	\$ 34	39.9%
Third Quarter	614	\$ 83	\$ 32	38.5%
Fourth Quarter	640	\$ 81	\$ 32	39.3%
Full Year	588	\$ 332	\$ 130	39.2%
<b>2007:</b>				
First Quarter	652	\$ 79	\$ 30	38.4%

We gauge activity levels in our fluid services segment based on revenue and segment profits per fluid service truck.

Improved market conditions since 2004 have enabled us to further increase our fluid services truck fleet through internal expansion. During 2006, we also expanded this segment with the acquisition of LeBus.

The majority of the decrease in revenue per fluid service truck from \$82,000 in the first quarter of 2006 to \$79,000 in the first quarter of 2007 is due to an overall increase in the competition in the industry which resulted in an increase in the cost of labor without corresponding increases in pricing.

***Drilling and Completion Services***

During the first three months of 2007, our drilling and completion services segment represented 23% of our revenues. Revenues from our drilling and completion services segment are generally derived from a variety of services designed to stimulate oil and gas production or place cement slurry within the wellbores. Our drilling and completion services segment includes pressure pumping, cased-hole wireline services, underbalanced drilling and rental and fishing tool operations.

Our pressure pumping operations concentrate on providing single truck, lower-horsepower cementing, acidizing and fracturing services in selected markets. We entered the market for pressure pumping in East Texas during late 2002, and we expanded our presence with the acquisition of New Force in January 2003. We entered this market in

the Rocky Mountain states with the acquisition of FESCO, which had a small cementing business based in Gillette, Wyoming. In December 2003, we acquired the assets of Graham Acidizing and integrated these assets into our North Texas and East Texas operations. On March 6, 2007 we acquired all of the outstanding capital stock of JetStar Consolidated Holdings, Inc. This acquisition allowed us to enter into the Kansas market and increased our presence in North Texas.

We entered the wireline business in 2004 as part of our acquisition of AWS Wireline, a regional firm based in North Texas. We entered the underbalanced drilling services business in 2004 through our acquisition of Energy Air Drilling Services, a business

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operating in northwest New Mexico and the western slope of Colorado markets.

We entered the rental and fishing tool business through our acquisition of G&L in the first quarter of 2006. This acquisition added 16 stores in the North Texas, West Texas, and Oklahoma markets.

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 drilling and completion services segment for each of the quarters December 31, 2006 and the quarter ended March 31, 2007 (dollars in thousands):

	<b>Revenues</b>	<b>Segment Profits %</b>
<b>2006:</b>		
First Quarter	\$ 27,455	49.5%
Second Quarter	\$ 40,939	53.1%
Third Quarter	\$ 42,109	51.3%
Fourth Quarter	\$ 43,909	51.2%
Full Year	\$ 154,412	51.5%
<b>2007:</b>		
First Quarter	\$ 46,137	49.9%

We gauge the performance of our drilling and completion services segment based on the segment's operating revenues and segment profits. Improved market conditions since 2004 have enabled us to increase our pricing for these services, contributing to the improved segment profits as a percentage of segment revenues.

***Well Site Construction Services***

During the first three months of 2007, our well site construction services segment represented 6% of our revenues. Revenues from our well site construction services segment are derived primarily from preparing and maintaining access roads and well locations, installing small diameter gathering lines and pipelines, constructing foundations to support drilling rigs and providing maintenance services for oil and gas facilities. These services are independent of our other services and, while offered to some customers utilizing other services, are not offered on a bundled basis. We entered the well site construction services segment during the fourth quarter of 2003 in the Gulf Coast through the acquisition of PWI and in the Rocky Mountain states through our acquisition of FESCO.

Within this segment, we generally charge established hourly rates or competitive bid for projects depending on customer specifications and equipment and personnel requirements. This segment allows us to perform services to customers outside the oil and gas industry, since substantially all of our power units are general purpose construction equipment. However, the majority of our current business in this segment is with customers in the oil and gas industry. If our customer base has the demand for certain types of power units that we do not currently own, we generally purchase or lease them without significant delay.

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The following is an analysis of our well site construction services segment for each of the quarters ended December 31, 2006 and the quarter ended March 31, 2007 (dollars in thousands):

	Revenues	Segment Profits %
<b>2006:</b>		
First Quarter	\$ 10,265	25.5%
Second Quarter	\$ 12,879	31.5%
Third Quarter	\$ 13,483	30.2%
Fourth Quarter	\$ 13,748	33.1%
Full Year	\$ 50,375	30.5%
<b>2007:</b>		
First Quarter	\$ 12,548	33.9%

We gauge the performance of our well site construction services segment based on the segment's operating revenues and segment profits. While we monitor our levels of idle equipment, we do not focus on revenues per piece of equipment.

**Operating Cost Overview**

Our operating costs are comprised primarily of labor, including workers' compensation and health insurance, repair and maintenance, fuel and insurance. A majority of our employees are paid on an hourly basis. With a reduced pool of workers in the industry, it is possible that we will have to raise wage rates to attract workers from other fields and retain or expand our current work force. We believe we will be able to increase service rates to our customers to compensate for wage rate increases. 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 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 these policies is included in note 2 of the notes to our historical consolidated financial statements. The following is a discussion of our critical accounting policies and estimates.

**Critical Accounting Policies**

We have identified below accounting policies that are of particular importance in the presentation of our financial position, results of operations and cash flows and which 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 expense as incurred. We also review the capitalization of refurbishment of workover rigs as described in note 2 of the notes to our historical consolidated financial statements.

*Impairments.* We review our assets for impairment at a minimum 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 assets' 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 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 manufactured rigs. We have deductibles per occurrence for workers' compensation and medical and dental coverage of \$150,000 and \$150,000

respectively. We have lower deductibles per occurrence for automobile liability and general liability. We maintain accruals in our consolidated balance sheets related to self-insurance retentions by using third-party actuarial data and historical 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.

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*Income Taxes.* We account for income taxes based upon Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes* ( SFAS No. 109 ). Under SFAS No. 109, 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.

### ***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 industry or changes in regulations governing the industry.

*Impairment of Property and Equipment.* Our 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 industry or changes in regulations governing the industry.

*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 significant customers and (2) a decline in commodity prices that could affect the entire customer base.

*Litigation and Self-Insured Risk Reserves.* We estimate our reserves related to litigation and self-insure 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 litigated and 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 using third-party 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 industry or changes in regulations governing the 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. Our adoption of SFAS No. 142 on January 1, 2002 requires us to test annually for impairment 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 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.* On January 1, 2006, we adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123R, *Share-Based Payment* ( SFAS No. 123R ). Prior to January 1, 2006, we accounted for share-based payments under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, *Accounting for stock Issued to Employees* ( APB No. 25 ) which was permitted by Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* ( SFAS No. 123 ).



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We adopted SFAS No. 123R using both the modified prospective method and the prospective method as applicable to the specific awards granted. The modified prospective method was applied to awards granted subsequent to the Company becoming a public company. Awards granted prior to the Company becoming public and which were accounted for under APB No. 25 were adopted by using the prospective method. The results of prior periods have not been restated. Compensation expense of the unvested portion of awards granted as a private company and outstanding as of January 1, 2006 will continue to be based upon the intrinsic value method calculated under APB No. 25.

The fair value of common stock for options granted from July 1, 2004 through September 30, 2005 was estimated by management using an internal valuation methodology. We did not obtain contemporaneous valuations by an unrelated valuation specialist because we were focused on internal growth and acquisitions and because we had consistently used our internal valuation methodology for previous stock awards.

*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.* SFAS No. 143 requires us to record 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 to 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 results of operations between periods may not be comparable, primarily due to the significant number of acquisitions made and their relative timing in the year acquired. See note 3 of the notes to our historical consolidated financial statements for more detail.

### ***Three Months Ended March 31, 2007 Compared to Three Months Ended March 31, 2006***

*Revenues.* Revenues increased by 29% to \$198.9 million in the first three months in 2007 from \$154.3 million during the same period in 2006. This increase was primarily due to the internal expansion of our business segments, particularly well servicing and fluid services, and in part due to acquisitions. The pricing of our services, and thus related revenues, improved due to the increase in well maintenance and drilling activity caused by continued relatively high oil and gas prices.

Well servicing revenues increased by 21% to \$88.6 million during the first quarter of 2007 compared to \$73.5 million in first quarter of 2006. The increase was due mainly to our internal growth of this segment as well as an increase in our revenue per rig hour of approximately 17%, from \$352 per hour to \$412 per hour. Our weighted average number of rigs increased to 367 in the first quarter of 2007 compared to 327 in the same period in 2006, an increase of approximately 12%. Rig utilization averaged 82% during the first quarter of 2007 compared to 89% in same period in 2006. Icy and snowy conditions in our operating areas in the first quarter of 2007 was the primary factor for the decrease in utilization. Additionally, the first quarter of 2007 was impacted by the moderation of oil and gas prices during the period and a return to more typical first quarter seasonal activity.

Fluid services revenues increased by 20% to \$51.6 million during the first quarter of 2007 compared to \$43.1 million in the same period of 2006. This increase was primarily due to our internal growth and acquisitions. Our weighted average number of fluid service trucks increased to 652 in the first quarter of 2007 compared to 529 in same period in 2006, an increase of approximately 23%. The increase in weighted average number of fluid service trucks is primarily due to internal expansion.

Drilling and completion services revenues increased by 68% to \$46.1 million during the first quarter of 2007 as compared to \$27.5 million in the same period in 2006. The increase in revenue between these periods was primarily the result of internal expansion, the acquisition of G&L during February 2006, the acquisition of JetStar in March of 2007, and the improved pricing and utilization of our services.

Well site construction services revenues increased 22% to \$12.5 million during the first quarter in 2007 as compared to \$10.3 million in the same period in 2006.

*Direct Operating Expenses.* Direct operating expenses, which primarily consist of labor, including workers compensation and health insurance, and maintenance and repair costs, increased by 30% to \$116.1 million in first three months in 2007 from \$89.4 million in the same period in 2006 as a result of additional rigs and trucks, and an increase in personnel related costs.

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Direct operating expenses for the well servicing segment increased by 27% to \$52.9 million during the first quarter of 2007 as compared to \$41.6 million for the same period in 2006 due primarily due to the internal growth of this segment. Segment profits decreased to 40.3% of revenues during the first quarter of 2007 compared to 43.4% for the same period in 2006, due to decreased rig utilization, higher personnel related costs and higher repair and maintenance costs.

Direct operating expenses for the fluid services segment increased by 21% to \$31.8 million during the first quarter of 2007 as compared to \$26.3 million for the same period in 2006 due primarily to increased activity and expansion of our fluid services fleet. Segment profits decreased to 38.4% of revenues during the first quarter of 2007 compared to 39.0% for the same period in 2006.

Direct operating expenses for the drilling and completion services segment increased by 67% to \$23.1 million during the first quarter of 2007 as compared to \$13.9 million for the same period in 2006 due primarily to increased activity and expansion of our services and equipment, including the JetStar acquisition. Our segment profits increased to 49.9% of revenues during the first quarter of 2007 from 49.5% for the same period in 2006.

Direct operating expenses for the well-site construction services segment increased by 9% to \$8.3 million during the first quarter of 2007 as compared to \$7.6 million for the same period in 2006. Segment profits for this segment increased to 33.9% of revenues during the first quarter of 2007 as compared to 25.5% for the same period in 2006.

*General and Administrative Expenses.* General and administrative expenses increased by 26% to \$22.6 million during the first quarter of 2007 from \$18.0 million for the same period in 2006, which included \$1.0 million and \$758,000 of stock-based compensation expense in 2007 and 2006, respectively. The increase primarily reflects higher salary and office expenses related to the expansion of our business as well as additional staffing and other costs to enhance internal controls as a public company.

*Depreciation and Amortization Expenses.* Depreciation and amortization expenses were \$19.2 million during the first quarter of 2007 as compared to \$12.8 million for the same period in 2006, reflecting the increase in the size of and investment in our asset base. We invested \$104.4 million for acquisitions during the first quarter of 2007 and an additional \$29.3 million for capital expenditures during the first quarter of 2007 (including capital leases).

*Interest Expense.* Interest expense increased by 78% to \$5.6 million during the first quarter of 2007 from \$3.1 million for the same period in 2006. The increase was due primarily to an increase in the amount of long-term debt during the period and \$400,000 of interest expense related to the underpayment of 2006 estimated federal income taxes. In April 2006, Basic issued \$225.0 million in senior notes and in March 2007, Basic increased the amount outstanding under the revolver to \$85.0 million.

*Income Tax Expense.* Income tax expense was \$13.2 million during the first quarter of 2007 as compared to \$11.8 million for the same period in 2006. Our effective tax rate during the first quarter of 2007 and for the same period in 2006 was approximately 37% and 38%, respectively.

*Loss on Early Extinguishment of Debt.* In February 2007, Basic entered into a \$225 million Fourth Amended and Restated Credit Agreement with a syndicate of lenders which refinanced all of the existing credit facilities. We recognized a loss on the early extinguishment of debt of approximately \$230,000.

*Net Income.* Our net income increased to \$22.1 million during the first quarter of 2007 from \$19.7 million for the same period in 2006. This improvement was due primarily to the factors described above, including our increased asset base and related revenues.

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### **Liquidity and Capital Resources**

Currently, our primary capital resources are net cash flows from our operations, utilization of capital leases as allowed under our 2007 Credit Facility and availability under our 2007 Credit Facility, of which approximately \$128.4 million was available at March 31, 2007. As of March 31, 2007, we had cash and cash equivalents of \$43.2 million compared to \$51.4 million as of December 31, 2006. We have utilized, and expect to utilize in the future, bank and capital lease financing and sales of equity to obtain capital resources. 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 flow from operating activities was \$37.7 million for the three months ended March 31, 2007 as compared to \$25.9 million during the same period in 2006. The increase in operating cash flows for the first three months in 2007 compared to the same period in 2006 was primarily due to expansion of our fleet and improvements in the segment profits and utilization of our equipment.

#### ***Capital Expenditures***

Capital expenditures are the main component of our investing activities. Cash capital expenditures (including for acquisitions) during the first three months of 2007 were \$128.1 million as compared to \$112.3 million in the same period of 2006.

For 2007, we currently have planned approximately \$130 million in cash capital expenditures and \$30 million through capital leases, none of which is planned for acquisitions. We do not budget acquisitions in the normal course of business, but we believe that we may spend a significant amount for acquisitions in 2007. The \$160 million of capital expenditures planned for property and equipment is primarily for (1) purchase of additional equipment to expand our services, (2) continued refurbishment of our well servicing rigs and (3) replacement of existing equipment. We regularly engage in discussions related to potential acquisitions related to the well services industry. As of March 31, 2007, we had executed 4 letters of intent for acquisitions providing for an aggregate purchase price, including potential future payments, of approximately \$63.6 million.

#### ***Capital Resources and Financing***

Our current primary capital resources are cash flow from our operations, the ability to enter into capital leases of up to an additional \$77.3 million at March 31, 2007, the availability under our credit facility of \$128.4 million at March 31, 2007 and a cash balance of \$43.2 million at March 31, 2007. In the first quarter of 2007, we financed activities in excess of cash flow from operations primarily through the use of bank debt and capital leases.

At March 31, 2007, of the \$225.0 million in financial commitments under the revolving line of credit under our senior credit facility, there was only \$128.4 million of available capacity due to the outstanding balance of \$85 million and the \$11.6 million of outstanding standby letters of credit. The 2007 Credit Facility includes provisions allowing us to request an increase in commitments of up to \$100.0 million aggregate principal amount at any time. Additionally, the 2007 Credit Facility permits us to make greater expenditures for acquisitions, capital expenditures and capital leases and to incur greater purchase money obligations, acquisition indebtedness and general unsecured indebtedness.

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.

#### ***Senior Notes***

In April 2006, we completed a private offering for \$225,000,000 aggregate principal amount of 7.125% Senior Notes due April 15, 2016. The Senior Notes are jointly and severally guaranteed by each of our subsidiaries. The net proceeds from the offering were used to retire the outstanding Term B Loan balance and to pay down the outstanding balance under the revolving credit facility. Remaining proceeds were used for general corporate purposes, including acquisitions.

We issued the Senior Notes pursuant to an indenture, dated as of April 12, 2006, by and among us, the guarantor parties thereto and The Bank of New York Trust Company, N.A., as trustee.

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Interest on the Senior Notes accrues from and including April 12, 2006 at a rate of 7.125% per year. Interest on the Senior Notes is payable in cash semi-annually in arrears on April 15 and October 15 of each year, commencing on October 15, 2006. The Senior Notes mature on April 15, 2016. The Senior Notes and the guarantees are unsecured and rank equally with all of our and the guarantors' existing and future unsecured and unsubordinated obligations. The Senior Notes and the guarantees rank senior in right of payment to any of our and the guarantors' existing and future obligations that are, by their terms, expressly subordinated in right of payment to the Senior Notes and the guarantees. The Senior Notes and the guarantees are effectively subordinated to our and the guarantors' secured obligations, including our senior secured credit facilities, to the extent of the value of the assets securing such obligations.

The indenture contains covenants that limit the ability of us and 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 restricted subsidiaries; and

sell assets or consolidate or merge with or into other companies.

These limitations are subject to a number of important qualifications and exceptions.

Upon an Event of Default (as defined in the indenture), the trustee or the holders of at least 25% in aggregate principal amount of the Senior Notes then outstanding may declare all of the amounts outstanding under the Senior Notes to be due and payable immediately.

We may, at our option, redeem all or part of the Senior Notes, at any time on or after April 15, 2011 at a redemption price equal to 100% of the principal amount thereof, plus a premium declining ratably to par and accrued and unpaid interest, if any, to the date of redemption.

At any time or from time to time prior to April 15, 2009, we, at our option, may redeem up to 35% of the outstanding Senior Notes with money that we raise in one or more equity offerings at a redemption price of 107.125% of the principal amount of the Senior Notes redeemed, plus accrued and unpaid interest, as long as:

at least 65% of the aggregate principal amount of Senior Notes issued under the indenture remains outstanding immediately after giving effect to any such redemption; and

we redeem the Senior Notes not more than 90 days after the closing date of any such equity offering.

If we experience certain kinds of changes of control, holders of the Senior Notes will be entitled to require us to purchase all or a portion of the Senior Notes at 101% of their principal amount, plus accrued and unpaid interest.

### ***Credit Facilities***

#### ***2007 Credit Facility***

On February 6, 2007, we amended and restated our existing credit agreement by entering into a Fourth Amended and Restated Credit Agreement with a syndicate of lenders (the "2007 Credit Facility"). The amendments contained in the 2007 Credit Facility included:

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eliminating the \$90 million class of Term B Loans;

creating a new class of Revolving Loans, which increased the lender's total revolving commitments from \$150 million to \$225 million

increasing the Incremental Revolving Commitments under the 2007 Credit Facility from \$75.0 million to an aggregate principal amount of \$100 million;

changing the applicable margins for Alternative Base Rate or Eurodollar revolving loans;

amending our negative covenants relating to our ability to incur indebtedness and liens, to add tests based on a percentage of our consolidated tangible assets in addition to fixed dollar amounts, or to increase applicable dollar limits on baskets or other tests for permitted indebtedness or liens;

amending our negative covenants relating to our ability to pay dividends, or repurchase or redeem our capital stock, in order to conform more closely with permitted payments under our senior notes; and

Eliminating certain restrictions on our ability to create or incur certain lease obligations.

Under the 2007 Credit Facility, Basic Energy Services, Inc. is the sole borrower and each of our subsidiaries is a subsidiary guarantor. The 2007 Credit Facility provides for a \$225 million revolving line of credit ( " Revolver "). The 2007 Credit Facility includes provisions allowing us to request an increase in commitments of up to \$100.0 million aggregate principal amount at any time. Additionally, the 2007 Credit Facility permits us to make greater expenditures for acquisitions, capital expenditures and capital leases and to incur greater purchase money obligations, acquisition indebtedness and general unsecured indebtedness. The commitment under the Revolver provides for (1) the borrowing of funds, (2) the issuance of up to \$30 million of letters of credit and (3) \$2.5 million of swing-line loans. All of the outstanding amounts under the Revolver are due and payable on December 15, 2010. The 2007 Credit Facility is secured by substantially all of our tangible and intangible assets. We incurred approximately \$0.7 million in debt issuance costs in connection with the 2007 Credit Facility.

At our option, borrowings under the Revolver bears interest at either (1) the Alternative Base Rate (i.e., the higher of the bank's prime rate or the federal funds rate plus .50% per year) plus a margin ranging from 0.25% to 0.5% or (2) an Adjusted LIBOR Rate (equal to (a) the London Interbank Offered Rate (the LIBOR rate ) as determined by the Administrative Agent in effect for such interest period divided by (b) one minus the Statutory Reserves, if any, for such borrowing for such interest period) plus a margin ranging from 1.25% to 1.5%. The margins vary depending on our leverage ratio. Fees on the letters of credit are due quarterly on the outstanding amount of the letters of credit at a rate ranging from 1.25% to 1.5% for participation fees and 0.125% for fronting fees. A commitment fee is due quarterly on the available borrowings under the Revolver at a rate of 0.375%.

Pursuant to the 2007 Credit Facility, we must apply proceeds from certain specified events to reduce principal outstanding borrowings under the Revolver, including:

assets sales greater than \$2.0 million individually or \$7.5 million in the aggregate on an annual basis;

100% of the net cash proceeds from any debt issuance, including certain permitted unsecured senior or senior subordinated debt, but excluding certain other permitted debt issuances; and

50% of the net cash proceeds from any equity issuance (including equity issued upon the exercise of any warrant or option).

The 2007 Credit Facility contains various restrictive covenants and compliance requirements, including the following:

limitations on the incurrence of additional indebtedness;

restrictions on mergers, sales or transfer of assets without the lenders' consent;

limitations on dividends and distributions; and

various financial covenants, including:

a maximum leverage ratio of 3.50 to 1.00, reducing to 3.25 to 1.00 on April 1, 2007, and

a minimum interest coverage ratio of 3.00 to 1.00.

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### *2005 Credit Facility*

Under our Third Amended and Restated Credit Agreement with a syndicate of lenders (the 2005 Credit Facility), as amended effective March 28, 2006, Basic Energy Services, Inc. was the sole borrower and each of our subsidiaries was a subsidiary guarantor. The 2005 Credit Facility provided for a \$90 million Term B Loan (Term B Loan), which outstanding balance was repaid in April 2006, and provided for a \$150 million revolving line of credit (Revolver). The 2005 Credit Facility included provisions allowing us to request an increase in commitments of up to \$75 million at any time. The commitment under the Revolver provides for (1) the borrowing of funds, (2) the issuance of up to \$30 million of letters of credit and (3) \$2.5 million of swing-line loans. The amounts outstanding under the Term B Loan required quarterly amortization at various amounts during each quarter with all amounts outstanding being due and payable in full on December 15, 2011. All the outstanding amounts under the Revolver were due and payable on December 15, 2010. The 2005 Credit Facility was secured by substantially all of our tangible and intangible assets.

The 2005 Credit Facility contained customary events of default, which are subject to customary grace periods and materiality standards, including, among others, events of default upon the occurrence of: (1) non-payment of any amounts payable under the 2005 Credit Facility when due; (2) any representation or warranty made in connection with the 2005 Credit Facility being incorrect in any material respect when made or deemed made; (3) default in the observance or performance of any covenant, condition or agreement contained in the 2005 Credit Facility or related loan documents and such default shall continue unremedied or shall not be waived for 30 days; (4) failure to make payments on other indebtedness involving in excess of \$1.0 million; (5) voluntary or involuntary bankruptcy, insolvency or reorganization of us or any of our subsidiaries; (6) entry of fines or judgments against us for payment of an amount in excess of \$2.5 million; (7) an ERISA event which could reasonably be expected to cause a material adverse effect or the imposition of a lien on any of our assets; (8) any security agreement or document under the 2005 Credit Facility ceases to create a lien on any assets securing the 2005 Credit Facility; (9) any guarantee ceases to be in full force and effect; (10) any material provision of the 2005 Credit Facility ceases to be valid and binding or enforceable; (11) a change of control as defined in the 2005 Credit Agreement; of (12) any determination, ruling, decision, decree or order of any governmental authority, which prohibits or restrains Basic and its subsidiaries from conducting business and that could reasonably be expected to cause a material adverse effect.

### *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 are material individually or in the aggregate. As of March 31, 2007, we had total capital leases of approximately \$40.1 million.

### *Credit Rating Agencies*

In April 2006, we received credit ratings of Baa3 from Moody's and B+ from Standard & Poor's for our 2005 Credit Facility. Also, we received ratings of B1 from Moody's and B from Standard & Poor's for our Senior Notes. None of our debt or other instruments is dependent upon our credit ratings. However, the credit ratings may affect our ability to obtain financing in the future. On February 6, 2007, we received credit ratings of Ba1 from Moody's and BB from Standard & Poor's for our 2007 Credit Facility.

### *Preferred Stock*

At March 31, 2007 and December 31, 2006, Basic had 5,000,000 shares of \$.01 par value preferred stock authorized, of which none was designated.

### **Other Matters**

#### *Net Operating Losses*

We used all of our then-available net operating losses for federal income tax purposes when we completed a recapitalization in December 2000, which included a significant amount of debt forgiveness. In 2002, our profitability suffered and, when combined with a significant level of capital expenditures, we ended 2002 with a net operating loss, or NOL, of \$30.4 million. In 2003, we returned to profitability, but we again made significant investments in existing equipment, additional equipment and acquisitions. Due to these events, we again reported a tax loss in 2003 and ended the year with a \$50.7 million NOL, including \$7.0 million that was included in



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the purchase of FESCO. As of December 31, 2006, we had approximately \$4.0 million of NOL carryforwards related to the pre-acquisition period of FESCO, which is subject to an annual limitation of approximately \$900,000. The carryforwards begin to expire in 2017.

### ***Recent Accounting Pronouncements***

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108 (SAB 108), *Considering the Effects of Prior Year Misstatements when Quantifying Misstatement in Current Year Financial Statements*. The bulletin's interpretations address diversity in practice in quantifying financial statement misstatements and the potential under current practice for the build up of improper amounts on the balance sheet. Basic adopted the interpretation in the fourth quarter of 2006. The adoption of SAB 108 did not have a material impact on the Company's financial position, cash flows, or results of operations.

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes*, an interpretation of FASB Statement No. 109, *Accounting for Income Taxes*. The interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken, in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties accounting in interim periods, disclosure and transition. The interpretation is effective for fiscal years beginning after December 15, 2006. The adoption of FIN 48 did not have a material impact on the Company's financial position, cash flows, or results of operations.

In September 2006, the FASB issued *SFAS No. 157, Fair Value Measurements (SFAS 157)*, which will become effective for the company on January 1, 2008. This standard defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements but would apply to assets and liabilities that are required to be recorded at fair value under other accounting standards. The impact, if any, to the company from the adoption of SFAS 157 in 2008 will depend on the company's assets and liabilities at that time that are required to be measured at fair value.

In February 2007, the FASB issued *SFAS 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS 159)*, which becomes effective for the company on January 1, 2008. This standard permits companies to choose to measure many financial instruments and certain other items at fair value and report unrealized gains and losses in earnings. Such accounting is optional and is generally to be applied instrument by instrument. The company does not anticipate that election, if any, of this fair-value option will have a material effect on its results of operations or consolidated financial position.

### ***Impact of Inflation on Operations***

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

**Table of Contents****ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As of March 31, 2007, we had \$85.0 million outstanding under the revolving portion of our credit facility subject to variable interest rate risk. The impact of a 1% increase in interest rates on this amount of debt would result in increased interest expense of approximately \$850,000 annually or a decrease in net income of approximately \$532,000.

**ITEM 4. CONTROLS AND PROCEDURES****Disclosure Controls and Procedures**

Based on their evaluation as of the end of the three months ended March 31, 2007, 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 are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

**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, 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.

**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****Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

The following table summarizes stock repurchase activity for the three months ended March 31, 2007:

Issuer Purchases of Equity Securities				
Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plan	Maximum number of shares that may yet be purchased under the plan
January 1 – January 31				
February 1 – February 28				
March 1 – March 31 <sup>(1)</sup>	20,388	\$ 22.66		
Total	20,388	\$ 22.66		

(1) These shares were repurchased from certain of our officers to

provide such  
officers the cash  
amounts  
necessary to pay  
certain tax  
liabilities  
associated with  
the vesting of  
restricted shares  
owned by them.  
The shares were  
repurchased  
effective  
March 15, 2007,  
based on the  
closing price per  
share on  
March 15, 2007,  
the first date for  
an open trading  
window after  
the vesting date  
of such shares.

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**ITEM 6. EXHIBITS**

**Exhibit**

<b>No.</b>	<b>Description</b>
2.1*	Agreement and Plan of Merger, dated as of January 8, 2007, by and among Basic Energy Services, Inc. (the Company), JS Acquisition LLC and JetStar Consolidated Holdings, Inc. (Incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on March 8, 2007)
2.2*	Amendment to Merger Agreement, dated as of March 5, 2007, by and among Basic Energy Services, Inc., JS Acquisition LLC and JetStar Consolidated Holdings, Inc. (Incorporated by reference to Exhibit 2.2 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on March 8, 2007)
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, dated December 14, 2005. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on December 14, 2005)
4.1*	Specimen Stock Certificate representing common stock of the Company. (Incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-1 (SEC File No. 333-127517), filed on November 4, 2005)
4.2*	Indenture dated April 12, 2006, among Basic Energy Services, Inc., the guarantors party thereto, and The Bank of New York Trust Company, N.A., as trustee. (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on April 13, 2006)
4.3*	Form of 7.125% Senior Note due 2016. (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on April 13, 2006)
4.4*	First Supplemental Indenture dated as of July 14, 2006 to Indenture dated as of April 12, 2006 among the Company, as Issuer, the Subsidiary Guarantors named therein and The Bank of New York Trust Company, N.A., as trustee. (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on July 20, 2006)
4.5*	Second Supplemental Indenture dated as of April 26, 2007 and effective as of March 7, 2007 to Indenture dated as of April 12, 2006 among the Company as Issuer, the Subsidiary Guarantors named therein and the Bank of New York Trust Company, N.A., as trustee. (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on form 8-K (SEC File No 001-32693), filed on May 1, 2007)
4.6*	Third Supplemental Indenture dated as of April 26, 2007 to Indenture dated as of April 12, 2006 among the Company as Issuer, the Subsidiary Guarantors named therein and the Bank of New York Trust Company, 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 May 1, 2007)



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**Description**

10.1*	Fourth Amended and Restated Credit Agreement dated as of October 3, 2003, amended and restated as of February 6, 2007, among Basic Energy Services, Inc., the subsidiary guarantors party thereto, Bank of America, N.A., as syndication agent, Capital One, National Association, as documentation agent, BNP Paribas, as documentation agent, UBS AG, Stamford Branch, as issuing bank, administrative agent and collateral agent, and the lenders party thereto. (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on February 12, 2007)
10.2*	First Amendment to Employment Agreement of Kenneth V. Huseman, effective as of January 23, 2007. (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (SEC File No. 001-32693), filed on January 29, 2007)
10.3*	Registration Rights Agreement, dated as of March 6, 2007, by and among the Company and the JetStar Stockholders' Representative. (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 8, 2007)
10.4*	Registration Rights Agreement, dated as of April 2, 2007, by and among the Company and the Holders named therein. (Incorporated by reference to Exhibit 10.1 of the Company's current Report on Form 8-K (SEC File No. 001-32693), filed on April 5, 2007)
10.5	Form of Restricted Stock Grant Agreement (Officers and Employees - Post-March 1, 2007)
10.6	Form of Restricted Stock Grant Agreement (Non-Employee Directors - Post-March 1, 2007)
10.7	Form of Non-Qualified Stock Option Grant Agreement (Post-March 1, 2007)
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 by 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

\* Incorporated by  
reference

Management  
contract or  
compensatory  
plan or  
arrangement



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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/ Kenneth V. Huseman

Name: Kenneth V. Huseman

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 and  
Principal  
Accounting Officer)*

Date: May 10, 2007



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