

OMNI ENERGY SERVICES CORP

Form 10-Q

November 13, 2009

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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 September 30, 2009

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 0-23383

**OMNI ENERGY SERVICES CORP.**

(Exact name of registrant as specified in its charter)

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**LOUISIANA**  
(State or other jurisdiction of  
incorporation or organization)

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

**4500 N.E. EVANGELINE THRUWAY**

**CARENCRO, LOUISIANA**  
(Address of principal executive offices)

**70520**  
(Zip Code)

**Registrant's telephone number, including area code: (337) 896-6664**

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

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

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

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

As of November 11, 2009, there were 20,980,202 shares of the Registrant's common stock, \$0.01 par value per share, outstanding.

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**OMNI ENERGY SERVICES CORP**

**FORM 10-Q**

**FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2009**

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**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****OMNI ENERGY SERVICES CORP.****CONSOLIDATED BALANCE SHEETS**

	December 31, 2008	September 30, 2009
	(Dollars in thousands, except share amounts)	
	(unaudited)	
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 2,043	\$ 2,237
Restricted cash	942	350
Trade receivables, net	33,848	19,158
Other receivables	682	611
Parts and supplies inventory	7,897	6,431
Prepaid expenses and other current assets	5,789	4,006
Deferred tax assets	384	
Due from related party	204	131
Assets held for sale	900	736
Total current assets	52,689	33,660
PROPERTY, PLANT AND EQUIPMENT, net	80,654	74,142
<b>OTHER ASSETS:</b>		
Goodwill	8,614	8,614
Customer intangible assets, net	2,726	2,370
Licenses, permits and other intangible assets, net	13,626	12,926
Loan closing costs, net	4,963	4,096
Other assets	250	406
Total other assets	30,179	28,412
<b>TOTAL ASSETS</b>	<b>\$ 163,522</b>	<b>\$ 136,214</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 12,005	\$ 7,580
Accrued expenses	7,599	5,473
Line of credit	9,801	80
Current maturities of long-term debt	17,564	19,435
Insurance notes payable	1,710	370
Total current liabilities	48,679	32,938
<b>LONG-TERM LIABILITIES:</b>		
Long-term debt, less current maturities	45,710	34,587
Other long-term liabilities	527	263
Deferred tax liabilities	17,597	15,870

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Total long-term liabilities	63,834	50,720
<b>Total liabilities</b>	<b>112,513</b>	<b>83,658</b>

COMMITMENTS AND CONTINGENCIES

STOCKHOLDERS EQUITY:

Convertible Preferred stock, no par value, 5,000,000 shares authorized; 29 shares of Series B issued and outstanding at December 31, 2008 and September 30, 2009 and 5,396 shares of Series C issued and outstanding at December 31, 2008 and September 30, 2009, respectively, liquidation preference of \$1,000 per share	1,074	1,074
Common stock, \$0.01 par value, 45,000,000 shares authorized; 20,647,496 and 20,980,202 issued and outstanding at December 31, 2008 and September 30, 2009, respectively	206	209
Preferred stock dividends declared	3	3
Additional paid-in capital	99,045	100,632
Accumulated deficit	(49,319)	(49,362)
<b>Total stockholders equity</b>	<b>51,009</b>	<b>52,556</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b>\$ 163,522</b>	<b>\$ 136,214</b>

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

**Table of Contents****OMNI ENERGY SERVICES CORP.****CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited)**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2008</b>	<b>2009</b>	<b>2008</b>	<b>2009</b>
	<b>(in thousands, except per share amounts)</b>			
Operating revenue				
Services	\$ 40,676	\$ 22,844	\$ 111,496	\$ 75,926
Rentals	12,608	5,515	31,669	19,938
Total operating revenue	53,284	28,359	143,165	95,864
Operating expenses:				
Direct costs (exclusive of depreciation and amortization shown separately below)				
Services	27,856	17,206	79,524	53,702
Rentals	6,392	2,883	15,945	10,459
Depreciation and amortization	3,620	3,365	9,776	10,145
General and administrative expenses	7,282	5,007	23,417	17,707
Total operating expenses	45,150	28,461	128,662	92,013
Impairment of fixed assets		164		237
Operating income (loss)	8,134	(266)	14,503	3,614
Interest expense	(1,518)	(691)	(5,231)	(2,414)
Other income (expense), net	65	18	(137)	16
Income (loss) before provision for income taxes	6,681	(939)	9,135	1,216
Provision for income tax (expense) benefit	(2,572)	94	(3,688)	(896)
Net income (loss)	4,109	(845)	5,447	320
Dividends on preferred stock	(123)	(122)	(367)	(363)
Net income (loss) available to common stockholders	\$ 3,986	\$ (967)	\$ 5,080	\$ (43)
Basic income (loss) per share:				
Net income (loss) available to common stockholders	\$ 0.20	\$ (0.05)	\$ 0.26	\$ (0.00)
Diluted income (loss) per share:				
Net income (loss) available to common stockholders	\$ 0.15	\$ (0.05)	\$ 0.21	\$ (0.00)
Weighted average common shares outstanding:				
Basic	19,919	20,931	19,460	20,747
Diluted	27,480	20,931	26,384	20,806

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

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## OMNI ENERGY SERVICES CORP.

## CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009

(unaudited)

	Preferred Stock		Common Stock	
	Shares	Amount (in thousands, except share amounts)	Shares	Amount
BALANCE, December 31, 2008	5,425	\$ 1,074	20,647,496	\$ 206
Stock based compensation				
Restricted stock awards, net of forfeitures			16,500	
Common stock issued in legal settlement			82,873	1
Common stock issued in debt extinguishment			233,333	2
Preferred stock dividends declared				
Net income				
BALANCE, September 30, 2009	5,425	\$ 1,074	20,980,202	\$ 209

	Preferred Stock	Additional	Accumulated	Total
	Dividends Declared	Paid-In Capital	Deficit	
(in thousands)				
BALANCE, December 31, 2008	\$ 3	\$ 99,045	\$ (49,319)	\$ 51,009
Stock based compensation		1,128		1,128
Restricted stock awards, net of forfeitures				
Common stock issued in legal settlement		111		112
Common stock issued in debt extinguishment		348		350
Preferred stock dividends declared			(363)	(363)
Net income			320	320
BALANCE, September 30, 2009	\$ 3	\$ 100,632	\$ (49,362)	\$ 52,556

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

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**OMNI ENERGY SERVICES CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(unaudited)**

	<b>Nine Months Ended September 30, 2008                      2009 (in thousands)</b>	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 5,447	\$ 320
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	9,776	10,145
Amortization of deferred loan issuance costs	860	867
Loss on fixed asset dispositions	311	222
Asset impairment charges		237
Provision for doubtful accounts	275	1,359
Stock based compensation expense	990	1,128
Stock issued in legal settlement		112
Accretion of discount on convertible notes and other	116	36
Deferred income taxes	2,637	2,128
Changes in operating assets and liabilities:		
Trade receivables	(3,711)	13,331
Other receivables	101	144
Parts and supplies inventory	(200)	1,466
Prepaid expenses and other current assets	4,753	198
Other assets	(132)	(211)
Accounts payable and accrued expenses	688	(8,061)
Other long term liabilities		(300)
<b>Net cash provided by operating activities</b>	<b>21,911</b>	<b>23,121</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property, plant and equipment	(9,686)	(1,849)
Proceeds from disposal of property, plant and equipment	424	391
Acquisitions, net of cash received	(20,836)	
Tax benefit associated with exercise of non-qualified stock options	857	
Investment in restricted cash	(1,130)	(350)
Return of restricted cash	489	942
<b>Net cash used in investing activities</b>	<b>(29,882)</b>	<b>(866)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from the issuance of long-term debt	19,232	
Proceeds from issuance of common stock for cash and exercise of stock options and warrants	2,648	
Preferred stock dividends paid in cash	(491)	(363)
Principal payments on long-term debt	(14,827)	(11,977)
Loan closing costs	(1,752)	
Principal payments on line of credit	(183,842)	(73,362)
Borrowings on line of credit	175,753	63,641



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Net cash used in financing activities	(3,279)	(22,061)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(11,250)</b>	<b>194</b>
Cash and cash equivalents, at beginning of period	13,431	2,043
<b>Cash and cash equivalents, at end of period</b>	<b>\$ 2,181</b>	<b>\$ 2,237</b>

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	<b>Nine Months Ended September 30, 2008      2009 (in thousands)</b>	
<b>SUPPLEMENTAL CASH FLOW DISCLOSURES:</b>		
Cash paid for interest	\$ 4,262	\$ 1,877
Cash paid for taxes	\$ 205	\$ 1,404
<b>NON-CASH TRANSACTIONS:</b>		
Application of restricted cash to capital lease payable and other	\$ 625	\$
Stock issued in satisfaction of note payable	\$	\$ 350
Conversion of preferred stock to common	\$ 88	\$
Premiums financed with insurance carrier	\$ 3,109	\$ 450
Notes payable issued to former owners of acquired entities	\$ 8,000	\$
Equipment financed through capital lease	\$	\$ 1,285
Equipment transferred in satisfaction of settlement of accrued liability	\$ 750	\$

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

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**OMNI ENERGY SERVICES CORP.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**BASIS OF PRESENTATION**

The financial statements included herein, which have not been audited pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ), reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of our financial position, results of operations and cash flows for the interim periods on a basis consistent with the annual audited statements. All such adjustments are of a normal recurring nature. The results of operations for interim periods are not necessarily indicative of the results that may be expected for any other interim period of a full year. Certain information, accounting policies and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) have been omitted pursuant to such rules and regulations, although we believe that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with our audited financial statements included in our Annual Report on Form 10-K, for the year ended December 31, 2008 filed with the SEC on March 13, 2009.

**IMPAIRMENT OF LONG-LIVED ASSETS**

We review our long lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with Accounting Standards Codification ( ASC ) 360, *Property, Plant and Equipment* ( ASC 360 ). If the carrying amount of the asset, including any intangible assets associated with that asset, exceeds its estimated undiscounted net cash flow, before interest, we will recognize an impairment loss equal to the difference between its carrying amount and its estimated fair value. During the quarter ended September 30, 2009, we incurred additional impairment charges of \$0.2 million to adjust the aircraft currently classified as held for sale to estimated realizable value.

**CASH AND CASH EQUIVALENTS**

We consider highly liquid investments with an original maturity of 90 days or less to be cash equivalents. The \$0.9 million included in restricted cash at December 31, 2008 represents cash deposited into an irrevocable trust as part of a legal settlement which was paid to the trust beneficiary in January 2009.

During the quarter ended June 30, 2009, an additional \$0.4 million in cash was deposited into an irrevocable trust as partial security against the future payment of a shareholder note associated with the acquisition of Industrial Lift Truck and Equipment Co., Inc. in April 2008.

**STOCK BASED COMPENSATION**

We follow the provisions of ASC 718, *Compensation - Stock Compensation* ( ASC 718 ), which requires that compensation cost relating to share-based payment transactions be recognized in the financial statements. The cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity award).

**ACCOUNTING PRONOUNCEMENTS RECENTLY ADOPTED**

In June 2009, the FASB issued an update of ASC 105, *Generally Accepted Accounting Principles* ( ASC 105 ) which establishes the FASB Accounting Standards Codification<sup>TM</sup> (the Codification ), which supercedes all existing accounting standard documents and will become the single source of authoritative non-governmental GAAP. All other accounting literature not included in the Codification will be considered non-authoritative. The Codification did not change GAAP but reorganizes the literature. We have conformed our financial statements and related Notes to the new Codification as of September 30, 2009.

In May 2009, the Financial Accounting Standards Board ( FASB ) issued ASC 855, *Subsequent Events*, ( ASC 855 ). ASC 855 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. It requires disclosure of the date through which an entity has evaluated subsequent events. We adopted ASC 855 in the second quarter of 2009 and the adoption of ASC 855 did not materially impact our consolidated financial statements. We evaluated all events or

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transactions that occurred after September 30, 2009 up through November 13, 2009, the date we issued these financial statements. Subsequent to September 30, 2009, we entered into an amendment to our credit facility. See Note 9 for additional information.

**Table of Contents****ACCOUNTING PRONOUNCEMENTS NOT YET ADOPTED**

In June 2009, the FASB issued an update of ASC 105, changing the accounting for securitizations and special purpose entities. ASC 860-40 eliminates the concept of a qualifying special-purpose entity, creates more stringent conditions for reporting a transfer of a portion of a financial asset as a sale, clarifies other sale-accounting criteria, and changes the initial measurement of a transferor's interest in transferred financial assets. ASC 860-40 is effective for fiscal years beginning after November 15, 2009. We are currently assessing the potential impacts, if any, on our consolidated financial statements and do not anticipate any material impact on our financial statements.

In August 2009, the FASB further updated ASC 820, *Fair Value Measurements and Disclosures* (ASC 820) to clarify how an entity should measure liabilities at fair value. The update reaffirms that fair value is based on an orderly transaction between market participants, even though liabilities are infrequently transferred due to contractual or other legal restrictions. However, identical liabilities traded in the active market should be used when available. When quoted prices are not available, the quoted price of the identical liability traded as an asset, quoted prices for similar liabilities or similar liabilities traded as an asset, or another valuation approach should be used. This update also clarifies that restrictions preventing the transfer of a liability should not be considered as a separate input or adjustment in the measurement of fair value. We are currently assessing potential impacts, if any, of this update on our consolidated financial statements.

In September 2009, the FASB reached final consensus on an update to ASC 605, *Revenue Recognition*, which changes the accounting for certain revenue arrangements. The new requirements change the allocation methods used in determining how to account for multiple payment streams and will result in the ability to separately account for more deliverables, and potentially less revenue deferrals. Additionally, enhanced disclosures in financial statements will be required. This change is effective for revenue arrangements entered into or materially modified in fiscal years beginning after June 15, 2010 on a prospective basis, with early application permitted. We are currently assessing the potential impacts, if any, on our consolidated financial statements.

**RECLASSIFICATIONS**

We have reclassified our reporting of gains and losses from the disposal of fixed assets from other income and expense to income from operations for all periods presented. The reclassifications that have been made in prior period financial statements to conform to current period presentation have not resulted in any changes to previously reported net income for any periods.

**NOTE 2. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment, net, consists of the following at December 31, 2008 and September 30, 2009, respectively:

	December 31, 2008	September 30, 2009
	(In thousands)	
Land	\$ 493	\$ 493
Building and improvements	9,103	8,874
Drilling, field and support equipment	105,894	107,329
Shop equipment	721	742
Office equipment	2,387	2,389
Vehicles	4,991	4,615
Construction in progress	751	1,235
	124,340	125,677
Less: accumulated depreciation	(43,686)	(51,535)
Total property, plant and equipment, net	\$ 80,654	\$ 74,142

**Table of Contents****NOTE 3. LONG-TERM DEBT AND LINE OF CREDIT**

At December 31, 2008 and September 30, 2009, long-term debt consists of the following:

	December 31, 2008	September 30, 2009
	(In thousands)	
Notes payable to a bank with interest payable at prime plus 1.50% (6.50% at December 31, 2008 and 4.75 % at September 30, 2009) maturing July 31, 2023, secured by real estate	\$ 1,243	\$ 1,198
Promissory notes payable to certain former owners of acquired companies with interest at 5%, maturing at various dates through April 2011	6,000	5,850
Convertible promissory notes payable to certain former stockholders of acquired companies with interest at 5%, maturing at various dates through April 2011	11,500	7,317
Promissory notes payable to finance companies secured by vehicles and equipment	492	371
Capital leases payable to finance companies secured by equipment	39	1,286
Term Loan payable to a bank, variable interest rate at 30-day LIBOR plus 3.00% (3.71% at December 31, 2008 and 3.25% at September 30, 2009), secured by various equipment, maturing April 23, 2013	44,000	38,000
<b>Total</b>	<b>63,274</b>	<b>\$ 54,022</b>
Less: current maturities	(17,564)	(19,435)
<b>Long-term debt, less current maturities</b>	<b>\$ 45,710</b>	<b>\$ 34,587</b>

**SENIOR CREDIT FACILITY**

Effective April 24, 2008, we increased our credit facility to \$90.0 million ( Senior Credit Facility ), including a \$50.0 million term loan (the Term Loan ), a \$25.0 million working capital revolving line of credit (the Revolver ), and a \$15.0 million delayed draw term loan available to fund future acquisitions. The Revolver replaced our previous line of credit (the Line ). Availability under the Revolver is the lower of: (i) \$25.0 million or (ii) the sum of eligible accounts receivable and inventory, as defined under the agreement governing the Revolver. The Revolver accrues interest at the 30-day LIBOR plus 2.50% (3.22% at December 31, 2008) and at Prime plus 1.00 % (4.25% at September 30, 2009) and matures in April 2013. The Revolver is collateralized by accounts receivable and inventory. As of December 31, 2008 and September 30, 2009, we had \$9.8 million and \$0.1 million, respectively, outstanding under the Revolver, with approximately \$12.0 million and \$10.5 million, respectively, available for future borrowings. Due to the lock-box arrangement and the subjective acceleration clause in the agreement governing the Revolver, the debt under the Revolver has been classified as a current liability as of December 31, 2008 and September 30, 2009, as required by ASC 470 Debt.

On August 28, 2008, the Senior Credit Facility was amended to remove the \$15.0 million delayed draw term loan. As an accommodation to our lender, we agreed to remove the delayed draw portion of the Senior Credit Facility in order to make syndication of the Senior Credit Facility more manageable.

The funding limits under the Term Loan are limited to the lesser of \$50.0 million and 80% of the orderly liquidation value of our equipment. In addition, the Term Loan matures in April 2013 and will be repaid quarterly in equal payments of \$2.0 million, with interest paid monthly in arrears and accrues interest at the 30-day LIBOR plus 3.00% (3.71% at December 31, 2008 and 3.25% at September 30, 2009). The Term Loan contains customary financial covenants and limitations on capital expenditures. As of December 31, 2008 we were in compliance with these covenants. At September 30, 2009, we were not in compliance with the fixed charge ratio covenant of the Term Loan. See Note 9 for an explanation of the waiver and loan modifications entered into with the agent bank. With the proceeds from the Senior Credit Facility, we (i) repaid approximately \$28.7 million of outstanding principal balance under our previous term loan; (ii) repaid approximately \$2.1 million of outstanding principal balance under our previous capital expenditure loan; (iii) repaid the balance on the Line; and (iv) closed the acquisition of Industrial Lift Truck and Equipment Co., Inc. ( Industrial Lift ). The balance of the proceeds available under the Senior Credit Facility was used to pay fees and expenses of the aforementioned transaction and to provide additional working capital. As of December 31, 2008 and September 30, 2009, we had \$44.0 million and \$38.0 million, respectively, outstanding under the Term Loan.

**CAPITAL LEASES**

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In March 2007, we acquired equipment under a capital lease maturing February 2012. In the third quarter of 2009, we acquired equipment under several capital leases maturing August 2011 to July 2014.

Total cost and related accumulated depreciation of assets held under capital lease were nominal at December 31, 2008 and \$1.4 million and \$0.04 million at September 30, 2009, respectively.

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Depreciation expense for the three and nine months ended September 30, 2008 and 2009 was nominal for all assets held under capital lease.

**PREHEAT NOTES**

In connection with the purchase of all of the issued and outstanding stock of Preheat, Inc. in February 2006, we issued \$4.0 million in 5% promissory notes payable to certain Preheat stockholders ( Preheat Notes ). The Preheat Notes consisted of three separate notes with \$2.7 million maturing in February 2008 and \$1.3 million maturing in February 2009. One of the Preheat Notes maturing in February 2009 in the amount of \$0.8 million ( Preheat Retention Note ) was tied to the retention of certain employees who joined the Company at the time of the acquisition of Preheat. Upon the maturity of the Preheat Retention Note, \$0.15 million was paid to employees who had completed three years of uninterrupted service with the Company in accordance with an agreement executed in connection with the Preheat Retention Note. At December 31, 2008 and September 30, 2009, the Preheat Notes had a balance of \$4.0 million and \$3.85 million, respectively. In February 2008, we terminated the employment of one of the Preheat stockholders for cause, and the other Preheat stockholder subsequently resigned. The terms of the Preheat Notes provide that a termination for cause or resignation of either of the Preheat stockholders employment results in the cancellation of the Preheat Notes, other than those payments due to certain employees under the Preheat Retention Note. The Preheat stockholders are contesting our assertion and have filed a lawsuit against the Company pursuant to which state law claims may still be brought (See Note 4). Consequently, the Preheat Notes remain recorded as a liability in the financial statements pending resolution of the matter.

**CHARLES HOLSTON NOTES**

In connection with the acquisition of BMJ Industrial Investments, L.L.C. and its wholly-owned subsidiary, Charles Holston, Inc. ( Holston ) in March 2007, we issued \$5.0 million in 5% promissory notes payable to certain Holston owners ( Holston Notes ). The Holston Notes consisted of three separate notes with \$1.0 million maturing in February 2008, \$2.0 million maturing in February 2009 and \$2.0 million maturing in February 2010. The Holston Notes maturing in 2009 and 2010 are convertible into shares of our common stock at a price of \$9.24 per share. Based upon the stock valuation at the time of issuance, no beneficial conversion feature existed. At December 31, 2008 and September 30, 2009, the Holston Notes had a balance of \$4.0 million and \$2.0 million, respectively.

**CYPRESS NOTES**

In connection with the acquisition of certain assets of Cypress Consulting Services, Inc. d/b/a Cypress energy Services ( Cypress ) in February 2007, we issued \$3.0 million in a 5% promissory note payable to a certain Cypress stockholder ( Cypress Note ). The Cypress Note is payable over three years with \$1.0 million maturing in February 2008, \$1.0 million maturing in February 2009 and \$1.0 million maturing in February 2010. In November 2008, as an accommodation to the holder of the note, we paid the \$1.0 million due in February 2009 in exchange for a discounted payment by \$0.1 million. This discount was reflected as a gain on early extinguishment of debt in the financial statements in 2008. At December 31, 2008 and September 30, 2009, the Cypress Note had a balance of \$1.0 million.

**BAILEY NOTE**

In connection with the acquisition of certain assets of Bailey Operating, Inc. ( BOI ) in June 2007, we issued \$0.5 million in a 5% promissory note payable to BOI ( Bailey Note ). The Bailey Note is payable on or before May 31, 2010. At December 31, 2008 and September 30, 2009, the Bailey Note had a balance of \$0.5 million.

**BEG NOTES**

In connection with the acquisition of certain assets of B.E.G. Liquid Mud Services, Inc. ( BEG ) in January 2008, we issued \$4.0 million in 5% promissory notes payable to certain shareholders of BEG ( BEG Notes ). The BEG Notes are payable over three years with \$1.3 million maturing in January 2009, \$1.3 million maturing in January 2010 and \$1.4 million maturing in January 2011 and are convertible into shares of our common stock at a price of \$3.70 per share under certain circumstances. Based upon the stock valuation at the time of the issuance, no beneficial conversion feature exists. At December 31, 2008 and September 30, 2009, the BEG Notes had a balance of \$4.0 million and \$2.7 million, respectively.

**ILT NOTES**

In connection with the acquisition of Industrial Lift in April 2008, we issued \$4.0 million in promissory notes payable to the shareholders of Industrial Lift ( ILT Notes ). \$3.5 million of the ILT Notes are payable over three years and interest at 5% per annum, payable in arrears with \$2.0 million maturing in April 2009, \$1.0 million maturing in April 2010 and \$0.5 million maturing in April 2011. This \$3.5 million of the ILT Notes are convertible into shares of our common stock at a price of \$10.50 per share under certain circumstances. Based upon the stock valuation at the



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time of the issuance, no beneficial conversion feature exists. The remaining \$0.5 million in ILT Notes are non-convertible, non-interest bearing and mature in April 2011. In April 2009, an agreement was reached with the former shareholder of Industrial Lift whereby \$0.5 million of the scheduled principal payment due in April 2009 was paid in cash and \$0.3 million of the obligation was satisfied through the issuance of 233,333 shares of our common stock valued at \$0.3

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million. Additionally, \$0.4 million was deposited into an irrevocable trust with a maturity date in April 2010. At December 31, 2008 and September 30, 2009, the ILT Notes had a balance of \$4.0 million and \$3.2 million, respectively.

### **INSURANCE NOTES PAYABLE**

A portion of our property and casualty insurance premiums are financed through certain short-term installment loan agreements. The insurance notes are payable in monthly installments through June 2010 and accrue interest at 5.16%.

### **NOTE 4. COMMITMENTS AND CONTINGENCIES**

#### **INSURANCE RESERVES**

We maintain reserves for workers' compensation and general liability on our balance sheet based on our judgment and best estimates based on claims incurred. Estimated workers' compensation and general liability claims are determined by an outside adjuster on a case-by-case basis. We maintain insurance policies for workers' compensation and general liability claims. These insurance policies carry retention limits or deductibles on a per occurrence basis. The retention limits or deductibles are accounted for in our process for all workers' compensation and general liability claims. As of December 31, 2008 and September 30, 2009, we have recorded \$0.05 million and \$0.8 million, respectively, of insurance reserves related to workers' compensation and general liability claims. We feel that the liabilities we have recorded are appropriate based on the known facts and circumstances and do not expect further losses materially in excess of the amounts already accrued for existing claims.

#### **EMPLOYMENT AGREEMENTS**

We have employment agreements with our executive officers and some former shareholders of companies we acquired. These agreements generally last two to four years and have renewal provisions at our option.

#### **OTHER CONTINGENCIES**

On May 1, 2008, the former owners of Preheat, which we acquired in February 2006, filed a lawsuit in federal court in the United States District Court for the Western District of Louisiana in Lafayette, Louisiana, against us, our directors, our current Chief Executive Officer, our current Senior Vice President/Chief Financial Officer, one of our investment advisors, and a principal of the investment advisor. The lawsuit sought, among other things, (i) a declaratory judgment that the Preheat purchase agreement executed in December 2005 is null because of alleged inducement to enter into the purchase agreement by criminal or fraudulent conduct, securities fraud and bad faith breach of the purchase agreement and that one of the former owner's ERISA rights be clarified, (ii) injunctive relief to halt alleged securities disclosure violations by us and to remove three board members, and (iii) damages resulting from the nullification of the Preheat purchase agreement. On June 23, 2009, a judgment in our favor was received which dismissed, with prejudice, all federal law claims alleging securities law violations against us and other named parties and dismissed, without prejudice, all state law claims. The possibility remains that some of the state law claims will be brought again in state court. At this point, we are unable to assess the ultimate impact of the state court litigation on our financial position, results of operations or cash flows. We believe the claims against us are without merit and we will continue to vigorously contest the legal action.

In the normal course of our business, we become involved in various litigation matters including, among other things, claims by third parties for alleged property damages, personal injuries and other matters. While we believe we have meritorious defenses against these claims, management has used estimates in determining our potential exposure and has recorded reserves in our financial statements related thereto where appropriate. It is possible that a change in our estimates of that exposure could occur, but we do not expect such changes in estimated costs will have a material effect on our financial position or results of operations.

### **NOTE 5. STOCKHOLDERS' EQUITY**

#### **PREFERRED STOCK**

At December 31, 2008 and September 30, 2009, 29 shares of Series B Preferred remain outstanding and are convertible into 7,733 shares of our common stock.

On May 17, 2005, we entered into a Securities Purchase Agreement with certain of our affiliates and executive officers to issue up to \$5.0 million of Series C 9% Convertible Preferred Stock (Series C Preferred) in conjunction with the completion of a senior credit facility. Our Series C Preferred is convertible into shares of our common stock at a conversion price of \$1.95 per share and includes detachable warrants to purchase

up to 6,550,000 additional shares of our common stock at exercise prices ranging between \$1.95 and

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\$3.50 per share. The conversion prices of our Series C Preferred and the warrant exercise prices were supported by a fairness opinion issued by a third party. The transactions contemplated by the Securities Purchase Agreement closed in two tranches. On May 17, 2005, we issued an aggregate of 3,500 shares of Series C Preferred and warrants to acquire 4,585,000 shares of our common stock, in exchange for \$3.3 million, net of offering costs of \$0.2 million. The proceeds of the issuance were allocated to the warrants and Series C Preferred based on the relative fair value of each instrument. The value attributed to the warrants was \$2.9 million (\$2.7 million net of offering costs) and was recorded as additional paid in capital while \$0.6 million was the remaining allocated value to the Series C Preferred. In addition, the conversion terms of the Series C Preferred result in a beneficial conversion feature valued at approximately \$0.7 million. As a result of the terms of conversion, we recorded a one time charge to retained earnings for this amount representing a deemed dividend to the Series C Preferred stockholders with the offset recorded in additional paid in capital.

On August 29, 2005, the remainder of the Series C Preferred and warrants were issued generating gross proceeds of \$1.5 million. The proceeds of the issuance of the second tranche were allocated to the warrants and Series C Preferred stock based on the relative fair value of each instrument. The entire value of \$1.5 million was attributed to the fair value of the warrants and was recorded as additional paid in capital. In addition, the conversion terms of the Series C Preferred issued in the second tranche resulted in no beneficial conversion feature.

The prior term loan agreement and the senior credit facility restricted the payment of cash dividends. Consequently, the 9% dividend obligation related to the Series C Preferred had been satisfied through the issuance of payment-in-kind ( PIK ) dividends. The PIK dividends are paid through the issuance of additional shares of Series C Preferred. These additional shares of preferred stock do not have warrants attached to them. During the year ended December 31, 2007, 256 shares of Series C Preferred were issued as PIK dividends. In addition, the conversion terms of the Series C Preferred issued as PIK dividends resulted in a beneficial conversion feature resulting in a one time charge to retained earnings representing a dividend to the Series C Preferred stockholders with the offset recorded in additional paid in capital.

Effective April 29, 2007, the loan and security agreement governing our previous term loan was amended to remove the restriction on cash dividend payments on the preferred equity shares, provided we had sufficient availability under our Revolver and were in compliance with all other loan covenants. Consequently, the accrued dividends since April 2007 have been paid in cash, \$0.1 million and \$0.4 million, and \$0.0 million and \$0.4 million for the three and nine month periods ended September 30, 2008 and 2009, respectively.

During 2007, a total of 379 shares of our Series C Preferred were converted into 194,359 shares of our common stock. Additionally, a total of 618,000 warrants were exercised during 2007 resulting in proceeds to the Company of approximately \$1.4 million. During 2008, a total of 88 shares of our Series C Preferred were converted into 44,615 shares of our common stock. Additionally, a total of 1,050,000 warrants were exercised during 2008 resulting in proceeds to the Company of approximately \$2.6 million.

At December 31, 2008 and September 30, 2009, 5,396 shares of Series C Preferred remain outstanding and are convertible into 2,767,179 shares of our common stock at a conversion rate of \$1.95 per share.

## **STOCK BASED COMPENSATION**

We have two stock-based compensation plans available to grant nonqualified stock options, incentive stock options, stock appreciation rights, restricted units and restricted stock to key employees. The Eighth Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan ( Stock Plan ), provides for 5,750,000 shares of our common stock. The principal awards outstanding under our stock-based compensation plans include non-qualified stock options. In addition, we have the 1999 Stock Option Plan (the 1999 Plan ) which became effective on November 11, 1999 and was not approved by the stockholders. The 1999 Plan provides for 100,000 shares of our common stock.

The exercise price, term and other conditions applicable to each stock option granted under the stock plans are generally determined by the Compensation Committee of the Board of Directors. The exercise price of stock options is set on the grant date and may not be less than the fair market value per share of our stock on that date. The options generally become exercisable over a three-year period and expire after ten years.

There was \$0.4 million and \$1.0 million, and \$0.3 million and \$1.1 million of compensation cost related to non-qualified stock options recognized in operating results (included in general and administrative expenses) for the three and nine months ended September 30, 2008 and September 30, 2009, respectively.

The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model. Expected volatility is based on implied volatilities from historical trading of our stock. We used the simplified method to derive an expected term. The expected term represents an estimate of the time that options are expected to remain outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. treasury yield curve in effect at the time of grant. The following table sets forth the assumptions used to determine compensation cost for our non-qualified stock options consistent with the requirements of ASC 718.



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	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2009
Expected volatility	52.98%	78.53%
Expected annual dividend yield	0.00%	0.00%
Risk free rate of return	3.39%	3.30%
Expected option term (years)	6.50	6.50
The weighted average fair value at date of grant for options granted during the nine months ended September 30, 2008 and 2009 was \$2.68 and \$1.47 per option, respectively.		

On April 13, 2009, the Compensation Committee of our Board of Directors approved a resolution whereby the exercise price of options held by certain of our officers, directors and employees would be changed to a price equal to the closing price of our stock on May 29, 2009. The closing price on May 29, 2009 was \$2.28. This decision was approved by an advisory vote of our stockholders at the annual shareholder s meeting on May 27, 2009. The total number of options subject to the repricing was 1,487,477. The repriced options had original exercise prices ranging from \$2.32 to \$10.14, which prices reflected the then current market prices our stock on the dates of the original grant. The other terms of the options, including the vesting schedules, remained unchanged as a result of the repricing. As a result of the sharp reduction in our stock price, the Compensation Committee and Board of Directors believed that such options no longer would properly incentivize the option holders to work in our and our stockholders best interests. Moreover, the Board of Directors believed that if these options were repriced, such options would provide better incentives to such employees, officers and directors. Under terms of the repricing plan, the number of options outstanding was reduced to 1,190,573 in order to have no impact on compensation expense.

The following table summarizes information about stock option activity for the three and nine months ended September 30, 2009 (in thousands, except option amounts):

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 31, 2008	1,554,137	\$ 5.59		
Granted				
Exercised				
Lapsed or canceled	(27,707)	5.96		
Outstanding at March 31, 2009	1,526,430	\$ 5.59	8.0	\$
Granted	33,000	1.75		
Replaced during repricing	(1,487,477)	5.62		
Issued under the repricing	1,190,573	2.28		
Exercised				
Lapsed or canceled	(20,646)	6.01		
Outstanding at June 30, 2009	1,241,880	\$ 2.27	7.9	\$
Granted	457,841	2.08		
Exercised				
Lapsed or canceled	(26,493)	2.14		
Outstanding at September 30, 2009	1,673,228	\$ 2.22	8.1	\$
Exercisable at September 30, 2009	947,703	\$ 2.27	7.3	\$

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At September 30, 2009, \$1.1 million of total unrecognized compensation costs related to the unvested portion of the option awards is expected to be recognized over a weighted average period of 2.1 years.

**Table of Contents****WARRANTS**

A summary of our warrants as of September 30, 2009 and changes during the three and nine months then ended are presented below:

	WEIGHTED AVERAGE EXERCISE PRICE	WARRANTS
Balance at December 31, 2008	\$ 2.84	5,192,650
Granted		
Exercised		
Forfeited		
Balance at March 31, 2009	\$ 2.84	5,192,650
Granted		
Exercised		
Forfeited		
Balance at June 30, 2009	\$ 2.84	5,192,650
Granted		
Exercised		
Forfeited	8.33	(447,150)
Balance at September 30, 2009	\$ 2.32	4,745,500
Exercisable	\$ 2.32	4,745,500

**RESTRICTED STOCK**

The following table summarizes activity of unvested restricted stock awards for the three and nine months ended September 30, 2009:

	SHARES	WEIGHTED AVERAGE GRANT DATE FAIR VALUE	AGGREGATE INTRINSIC VALUE (in thousands)
Unvested at December 31, 2008	70,833	\$ 4.53	
Granted	16,500	\$ 1.16	
Vested	(24,477)	\$ 4.45	
Unvested at March 31, 2009	62,856	\$ 3.68	\$ 82
Granted		\$	
Vested	(13,979)	\$ 3.70	
Unvested at June 30, 2009	48,877	\$ 3.99	\$ 90
Granted		\$	
Vested	(5,729)	\$ 4.63	



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Unvested at September 30, 2009	43,148	\$	3.91	\$	67
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At September 30, 2009, \$0.2 million of total unrecognized compensation cost related to the unvested portion of the restricted stock awards is expected to be recognized over a remaining weighted average period of 1.5 years.

### EARNINGS PER SHARE

Basic earnings per share ( EPS ) is determined by dividing income available to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted EPS reflects the potential dilution that could occur if options and other contracts to issue shares of common stock were exercised or converted into common stock.

For the three and nine months ended September 30, 2008, we had 1,450,132 and 1,233,052 options and restricted shares, respectively, and 598,650 warrants that were excluded from the calculation of Diluted EPS as they were antidilutive. In addition, promissory notes that we issued in connection with our acquisition of Rig Tools, Inc. in November 2006 were convertible into 125,000 and 125,000 shares of common stock, Holston Notes convertible into 0 and 432,900 shares of common stock and ILT Notes convertible into 0 and 193,431 shares of common stock were excluded from the calculation for the three and nine months ended September 30, 2008, respectively.

For the three and nine months ended September 30, 2009, we had 1,516,418 and 1,489,629 options and restricted shares, respectively, and 4,928,404 and 5,103,600 warrants, respectively, that were excluded from the calculation of Diluted EPS as they were antidilutive. In addition, Holston Notes convertible into 216,450 and 263,229 shares of common stock, BEG Notes convertible into 720,721 and

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744,481 shares of common stock and ILT Notes convertible into 266,667 and 303,297 shares of common stock were excluded from the calculation for the three and nine months ended September 30, 2009, respectively. Also, preferred stock convertible into 2,774,913 shares of common stock were excluded from the calculation of Diluted EPS for the three months and nine months ended September 30, 2009, respectively, because they were antidilutive.

The following table reconciles net income available to common stockholders and common equivalent shares for the Basic EPS calculation to net income available to common stockholders and common equivalent shares for the Diluted EPS calculation for the three and nine months ended September 30, 2008 and 2009, respectively:

	Three Months Ended September 30, 2008		Three Months Ended September 30, 2009	
	Dollars	Weighted Average Shares (in thousands)	Dollars	Weighted Average Shares
Basic EPS net income (loss) available to common stockholders	\$ 3,986	19,919	\$ (967)	20,931
Add:				
Stock Options		96		
Warrants		2,707		
Contingently issuable shares		120		
Preferred stock	123	2,775		
Shareholder notes	88	1,863		
Total dilutive effect	211	7,561		
Diluted EPS net income (loss) available to common stockholders and common equivalent shares	\$ 4,197	27,480	\$ (967)	20,931

	Nine Months Ended September 30, 2008		Nine Months Ended September 30, 2009	
	Dollars	Weighted Average Shares (in thousands)	Dollars	Weighted Average Shares
Basic EPS net income (loss) available to common stockholders	\$ 5,080	19,460	\$ (43)	20,747
Add:				
Stock Options		101		
Warrants		2,907		
Contingently issuable shares		116		59
Preferred stock	367	2,790		
Shareholder notes	86	1,010		
Total dilutive effect	453	6,924		59
Diluted EPS net income (loss) available to common stockholders and common equivalent shares	\$ 5,533	26,384	\$ (43)	20,806

**NOTE 6. SEGMENT INFORMATION**

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ASC 280, *Segment Reporting*, requires that companies disclose segment data based on how management makes decisions about allocating resources to segments and measuring their performance. Currently, we conduct our operations principally in five segments – Seismic Services, Fluid and Transportation Services, Environmental Services, Equipment Leasing, and Other Services, all of which operate exclusively in North America. The Seismic Services segment is comprised of three divisions – Drilling, Survey and Permitting. All remaining assets, primarily our corporate offices, warehouses and underlying real estate, also are located in North America. The segment classified as corporate includes all other operating activities to support the executive offices, capital structure and costs of being a public registrant. These costs are not allocated to the business segments by management when determining segment profit or loss.

Drilling revenue is derived primarily from drilling and loading of the source points for seismic analysis. Survey revenue is recorded after the customer has determined the placement of source and receiving points, and after survey crews are sent into the field to plot each source and receiving point prior to drilling. Permitting revenue is derived from services provided in conjunction with obtaining permits from landowners. Transportation revenues are billed by the hour, load or barrel. Environmental revenue is earned from tank,

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vessel and rig pit cleaning. Equipment leasing revenue is derived from the rental of various pieces of oilfield equipment to offshore and land-based oil production rigs. Other services revenue is comprised of metal stress relieving, wellhead installation and offshore painting and blasting services.

The following table shows segment information (net of intercompany transactions) for the three months and nine months ended September 30, 2009 and 2008 (in thousands):

Three Months Ended September 30, (in thousands)	Fluid and					Other Services	Corporate	Total
	Seismic Services	Transportation Services (1)	Environmental Services	Equipment Leasing	Other Services			
2009								
Operating revenues	\$ 8,731	\$ 6,325	\$ 6,736	\$ 5,515	\$ 1,052	\$	\$	\$ 28,359
Operating income (loss)	989	98	1,270	(557)	88	(2,154)		(266)
Interest expense	16	67	14	83		511		691
Depreciation and amortization	231	880	511	1,595	74	74		3,365
Identifiable assets	17,657	29,345	15,806	59,154	2,045	12,207		136,214
Goodwill	2,006		2,251	4,357				8,614
Capital expenditures	26	(122)	445	16	190	2		557
2008								
Operating revenues	\$ 19,592	\$ 11,470	\$ 6,654	\$ 12,608	\$ 2,960	\$	\$	\$ 53,284
Operating income (loss)	4,582	2,722	708	2,241	833	(2,952)		8,134
Interest expense	30	106	6	112		1,264		1,518
Depreciation and amortization	438	753	499	1,750	68	112		3,620
Identifiable assets	31,211	41,161	16,125	83,482	3,722	17,218		192,919
Goodwill	2,006	5,340	2,251	13,706				23,303
Capital expenditures	119	580	301	2,009		71		3,080

Nine Months Ended September 30, (in thousands)	Fluid and					Other Services	Corporate	Total
	Seismic Services	Transportation Services (1)	Environmental Services	Equipment Leasing (2)	Other Services			
2009								
Operating revenues	\$ 30,754	\$ 19,241	\$ 22,333	\$ 19,938	\$ 3,598	\$	\$	\$ 95,864
Operating income (loss)	4,751	729	4,753	(776)	160	(6,003)		3,614
Interest expense	50	217	24	265		1,858		2,414
Depreciation and amortization	697	2,599	1,612	4,801	210	226		10,145
Identifiable assets	17,657	29,345	15,806	59,154	2,045	12,207		136,214
Goodwill	2,006		2,251	4,357				8,614
Capital expenditures	258	162	600	553	262	14		1,849
2008								
Operating revenues	\$ 54,284	\$ 27,728	\$ 20,765	\$ 31,669	\$ 8,719	\$	\$	\$ 143,165
Operating income (loss)	10,522	4,397	2,734	3,308	2,017	(8,475)		14,503
Interest expense	101	311	20	1,076	5	3,718		5,231
Depreciation and amortization	1,465	2,337	1,434	3,944	266	330		9,776
Identifiable assets	31,211	41,161	16,125	83,482	3,722	17,218		192,919
Goodwill	2,006	5,340	2,251	13,706				23,303
Capital expenditures	266	2,021	1,311	5,724	247	117		9,686

- (1) The fluid services began with the acquisition of BEG in January 2008.
- (2) The Equipment Leasing segment includes the provision for the settlement of the Siemens litigation in the amount of \$2.4 million in the first quarter of 2008. Additionally, interest expense in that segment includes approximately \$0.7 million of judicial interest related to the Siemens litigation in the same period.



**Table of Contents****NOTE 7. INCOME TAXES**

We account for income taxes under the provisions of ASC 740, *Income Taxes* ( ASC 740 ), which requires recognition of future tax benefits (temporary differences), subject to a valuation allowance based on a more-likely-than-not criteria that such asset will be realized. In determining whether it is more-likely-than-not that we will realize such tax asset, ASC 740 requires that all negative and positive evidence be considered (with more weight given to evidence that is objective and verifiable ) in making the determination. We recorded income tax expense of \$3.7 million and \$0.9 million for the nine months ended September 30, 2008 and 2009, respectively.

On January 1, 2007, we adopted and implemented ASC 740 as it relates to uncertainties in income taxes. As a result of this implementation, management assessed its various income tax positions; this assessment resulted in no adjustment to the tax asset or liability. We will account for interest and penalties relating to uncertain tax positions in the current period income statement as part of the provision for income taxes, as necessary. The 2004, 2005, 2006, 2007 and 2008 tax years remain subject to examination by various federal, state and foreign tax jurisdictions.

**NOTE 8. RELATED PARTY TRANSACTIONS**

On May 17, 2005, we entered into a Securities Purchase Agreement with certain of our affiliates and executive officers to issue up to \$5.0 million of Series C Preferred in conjunction with the completion of a term loan. Our Series C Preferred is convertible into our common stock at a conversion price of \$1.95 per share and includes detachable warrants to purchase up to 6,550,000 additional shares of our common stock at exercise prices ranging between \$1.95 and \$3.50 per share. The transactions contemplated by the Securities Purchase Agreement closed in two tranches. On May 17, 2005, we issued an aggregate of 3,500 shares of Series C Preferred and warrants to acquire 4,585,000 shares of our common stock, in exchange for \$3.5 million. On August 29, 2005, the remainder of the Series C Preferred and warrants were issued generating proceeds of \$1.5 million and we granted the remaining 1,965,000 warrants.

The prior term loan agreement and senior credit facility restricted the payment of cash dividends. Consequently, a portion of the 9% dividend obligation related to the Series C Preferred was satisfied through the issuance of PIK dividends. The PIK dividends were paid through the issuance of additional shares of Series C Preferred. These additional shares of preferred stock did not have warrants attached to them. During the year ended December 31, 2007, 256 shares of Series C Preferred were issued as PIK dividends at par. Effective April 29, 2007, the loan and security agreement governing the term loan was amended to remove the restriction on cash dividend payments on the Series C Preferred, provided we had sufficient availability under our Revolver and were in compliance with all other covenants. Consequently, the accrued dividends since April 2007 have been paid in cash, \$0.1 million and \$0.4 million, and \$0.0 million and \$0.4 million for the three and nine month periods ended September 30, 2008 and 2009, respectively.

In connection with the purchase of Preheat in February 2006, we issued the Preheat Notes. The Preheat Notes consist of three separate notes with \$2.7 million maturing in February 2008 and \$1.3 million maturing in February 2009. The Preheat Retention Note was tied to the retention of certain employees who joined the Company at the time of the acquisition of Preheat. Upon the maturity of the Preheat Retention Note, \$0.15 million was paid to employees who had completed three years of uninterrupted service with the Company in accordance with an agreement executed in connection with the Preheat Retention Note. At December 31, 2008 and September 30, 2009, the Preheat Notes had a balance of \$4.0 million and \$3.85 million, respectively. In February 2008, we terminated the employment of one of the Preheat stockholders for cause, and the other Preheat stockholder subsequently resigned. The terms of the Preheat Notes provide that a termination for cause or resignation of either of the Preheat stockholders employment results in the cancellation of the promissory notes, other than those payments due to certain employees under the Preheat Retention Note. The Preheat stockholders have contested our assertion and filed a lawsuit against the Company. As mentioned in Note 4, we received a favorable judgment in Federal court on June 23, 2009 dismissing the federal law claims related to securities transactions. The possibility remains that some of the state law claims will be brought again in state court. Consequently, the Preheat Notes remain recorded as a liability in the financial statements pending resolution of the matter.

In connection with the acquisition of Holston in March 2007, we issued the Holston Notes. The Holston Notes consist of three separate notes with \$1.0 million maturing in February 2008, \$2.0 million maturing in February 2009 and \$2.0 million maturing in February 2010. The Holston Notes maturing in 2009 and 2010 are convertible into shares of our common stock at a price of \$9.24 per share. Based upon the stock valuation at the time of issuance, no beneficial conversion feature existed. At December 31, 2008 and September 30, 2009, the Holston Notes had a balance of \$4.0 million and \$2.0 million, respectively. In conjunction with the acquisition of Holston, we acquired a receivable from an entity owned by the former shareholders of Holston who are now our employees. This receivable had a balance at December 31, 2008 and September 30, 2009 in the amount of \$0.2 million and \$0.1 million, respectively.

In connection with the acquisition of certain assets of Cypress in February 2007, we issued the Cypress Note to the former owner who is now our employee. The Cypress Note is payable over three years with \$1.0 million maturing in February 2008, \$1.0 million maturing in February 2009 and \$1.0 million maturing in February 2010. In November 2008, as an accommodation to the holder of the note, we paid the \$1.0 million due in February 2009 in exchange for a discounted payment by \$0.1 million. This discount was



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reflected as a gain on early extinguishment of debt in the financial statements in 2008. At December 31, 2008 and September 30, 2009, the Cypress Note had a balance of \$1.0 million.

In connection with the acquisition of certain assets of BOI in June 2007, we issued the Bailey Note to the former owner who is now our employee. The Bailey Note is payable on or before May 31, 2010. At December 31, 2008 and September 30, 2009, the Bailey Note had a balance of \$0.5 million.

In connection with the acquisition of certain assets of BEG in January 2008, we issued the BEG Notes to certain shareholders of BEG, two of whom are now our employees. The BEG Notes are payable over three years with \$1.3 million maturing in January 2009, \$1.3 million maturing in January 2010 and \$1.4 million maturing in January 2011 and are convertible into shares of our common stock at a price of \$3.70 per share under certain circumstances. Based upon the stock valuation at the time of the issuance, no beneficial conversion feature exists. At December 31, 2008 and September 30, 2009, the BEG Notes had a balance of \$4.0 million and \$2.7 million, respectively.

In connection with the acquisition of Industrial Lift in April 2008, we issued the ILT Notes to a shareholder of Industrial Lift who is now our employee. The ILT Notes are payable over three years with \$2.0 million maturing in April 2009, \$1.0 million maturing in April 2010 and \$0.5 million maturing in April 2011. The ILT Notes bear interest at a rate of 5% per annum payable in arrears and are convertible into shares of our common stock at a price of \$10.50 per share under certain circumstances. Based upon the stock valuation at the time of the issuance, no beneficial conversion feature exists. An additional note in the amount of \$0.5 million, which is non-convertible and non-interest bearing, matures in April 2011. An agreement was reached with the former shareholder of Industrial Lift whereby \$0.5 million of the scheduled principal payment due in April 2009 was paid in cash and \$0.3 million of the obligation was satisfied through the issuance of 233,333 shares of our common stock valued at \$0.3 million. Additionally, \$0.4 million was deposited into an irrevocable trust with a maturity date in April 2010. At December 31, 2008 and September 30, 2009, the ILT Notes had a balance of \$4.0 million and \$3.2 million, respectively.

**NOTE 9. SUBSEQUENT EVENT**

On November 13, 2009, we entered into the Fourth Amendment and Waiver to Loan Agreement (the Amendment) to the Senior Credit Facility. The Amendment grants a waiver of the fixed charge coverage ratio covenant violation at September 30, 2009 and each and every Event of Default (as defined in the Senior Credit Facility) arising solely from the violation. In addition, the Amendment includes the following additional modifications to the Senior Credit Facility: (i) the interest rate was adjusted to a rate equal to the greater of the applicable one month LIBOR rate or 1.0% to be set at the beginning of each calendar month plus an additional margin of 4.50% with respect to the Term Loan and an additional margin of 4.00% with respect to the Revolver; (ii) the total commitment under the Senior Credit Facility was adjusted to \$56.0 million, reflecting principal payments made since the Term Loan's inception and reducing the limit on the Revolver to \$20.0 million; (iii) the fixed charge coverage ratio on the Senior Credit Facility was modified to reflect a requirement of .90 to 1.00 for the twelve month period ending December 31, 2009 and June 30, 2010, 1.00 to 1.00 for the twelve month periods ending March 31, 2010, September 30, 2010, and December 31, 2010, and 1.10 to 1.00 for the twelve month periods ending March 31, 2011, June 30, 2011, September 30, 2011, and December 31, 2011; and (iv) the leverage ratio was modified to reflect a requirement of 3.00 to 1.00 for the twelve month periods ending December 31, 2009, March 31, 2010, June 30, 2010 and September 30, 2010 and 2.50 to 1.00 for each twelve month period ending on March 31st, June 30th, September 30th or December 31st thereafter.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations contains certain forward looking statements within the meaning of Section 27A of the Securities Act of 1933 (the Securities Act) and Section 21E of the Securities Exchange Act of 1934 (the

Exchange Act), which reflect management's best judgment based on factors currently known. Actual results could differ materially from those anticipated in these forward looking statements as a result of a number of factors, including but not limited to those discussed under the heading Forward-Looking Statements. Forward looking statements provided by us pursuant to the safe harbor established by the federal securities laws should be evaluated in the context of these factors.

This discussion should be read in conjunction with the financial statements and the accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K, for the year ended December 31, 2008 filed with the Securities and Exchange Commission on March 13, 2009.

**RECENT DEVELOPMENTS**



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On November 13, 2009, we entered into the Fourth Amendment and Waiver to Loan Agreement (the "Amendment") to the Senior Credit Facility. The Amendment grants a waiver of the fixed charge coverage ratio covenant violation at September 30, 2009 and each and every Event of Default (as defined in the Senior Credit Facility) arising solely from the violation. In addition, the Amendment includes the following additional modifications to the Senior Credit Facility: (i) the interest rate was adjusted to a rate equal to the greater of the applicable one month LIBOR rate or 1.0% to be set at the beginning of each calendar month plus an additional margin of 4.50% with respect to the Term Loan and an additional margin of 4.00% with respect to the Revolver; (ii) the total commitment under the Senior Credit Facility was adjusted to \$56.0 million, reflecting principal payments made since the Term Loan's inception and reducing the limit on the Revolver to \$20.0 million; (iii) the fixed charge coverage ratio on the Senior Credit Facility was modified to reflect a requirement of .90 to 1.00 for the twelve month period ending December 31, 2009 and June 30, 2010, 1.00 to 1.00 for the twelve month periods ending March 31, 2010, September 30, 2010, and December 31, 2010, and 1.10 to 1.00 for the twelve month periods ending March 31, 2011, June 30, 2011, September 30, 2011, and December 31, 2011; and (iv) the leverage ratio was modified to reflect a requirement of 3.00 to 1.00 for the twelve month periods ending December 31, 2009, March 31, 2010, June 30, 2010 and September 30, 2010 and 2.50 to 1.00 for each twelve month periods ending on March 31st, June 30th, September 30th or December 31st thereafter.

### **FORWARD-LOOKING STATEMENTS**

Certain of the statements contained in all parts of this document (including the portion, if any, to which this Form 10-Q is attached), including, but not limited to, those relating to our acquisition plans, the effect of changes in strategy and business discipline, future tax matters, future general and administrative expenses, future growth and expansion, expansion of our operations, review of acquisitions, expansion and improvement of our capabilities, integration of new technology into operations, credit facilities, redetermination of our borrowing base, attraction of new members to the management team, future compensation programs, new alliances, future capital expenditures (or funding thereof) and working capital, sufficiency of future working capital, borrowings and capital resources and liquidity, projected rates of return, timely conversion of backlog into revenue, retained earnings and dividend policies, projected cash flows from operations, future, outcome, effects or timing of any legal proceedings or contingencies, the impact of any change in

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accounting policies on our financial statements, realization of post-closing price adjustments with respect to the recent acquisitions, management's assessment of internal control over financial reporting, the identification of material weaknesses in internal control over financial reporting and any other statements regarding future operations, financial results, opportunities, growth, business plans and strategy and other statements that are not historical facts are forward looking statements. These forward-looking statements reflect our current view of future events and financial performance. When used in this document, the words budgeted, anticipate, estimate, expect, may, project, believe, intend, potential, forecast, might, predict, should and similar expressions are intended to be among the statements that identify forward-looking statements. These forward-looking statements speak only as of their dates and should not be unduly relied upon. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise. Such statements involve risks and uncertainties, including, but not limited to, those set forth under ITEM 1A. RISK FACTORS and other factors detailed in our Form 10-K for the year ended December 31, 2008 filed on March 13, 2009 and our other filings with the SEC. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual outcomes may vary materially from those indicated. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties.

## **GENERAL**

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

We are an integrated oilfield service company specializing in a range of (i) onshore seismic drilling, operational support, permitting, and survey services, (ii) dockside and offshore hazardous and non-hazardous oilfield waste management and environmental cleaning services, including tank and vessel cleaning and safe vessel entry for oil and gas companies operating primarily in the Gulf of Mexico, (iii) drilling fluid transportation and disposal services, (iv) a large fleet of oilfield equipment rental oil and gas companies operating in the Gulf of Mexico, the Rocky Mountain region and the prolific shale regions in the South Central United States, and (v) other specialized services such as metal stress relieving, offshore cleaning, and wellhead reheating and installation. We operate in five business segments: Seismic Services (which includes seismic drilling, permitting and survey services), Environmental Services, Equipment Leasing, Fluid and Transportation Services and Other Services (which includes metal stress relieving, offshore cleaning and blasting and wellhead installations). For information about the revenues, operating income (loss) and other financial information relating to the segments, see Note 6 to our Consolidated Financial Statements.

## **EXECUTIVE OVERVIEW**

Our business is driven by the supply and demand of hydrocarbon commodities in the United States and, to a certain extent, the international markets. Virtually all of our customers are involved in the exploration and/or production of oil and natural gas in the continental United States and the coastal waters of the Gulf of Mexico. Not surprisingly, a higher demand for oil and gas results in a higher demand for our equipment and services. With the exception of Environmental Services, our business segments experienced continued compression in business activity in the third quarter. We continue to see flat exploration activity in the market areas in which we operate.

In the immediate past, we have been very active in acquiring companies which we believe are well aligned with our Company philosophy. The companies acquired have been complementary to our core business segments. We plan to diversify into other service lines and other service areas through additional acquisitions as opportunities arise that we believe fit into our overall business strategy. Additionally, we have begun an organic growth initiative to expand into other energy production areas such as geothermal energy as well as geographic migration into the Marcellus Shale region of the northeastern United States.

We continue to maintain a large and visible presence along the coast of Louisiana to service our customers in the offshore exploration and production markets. While the offshore rig counts in the Gulf of Mexico have fallen, we feel that there is still adequate activity in the area to allow us to remain profitable in that region.

We anticipate that the Rocky Mountain region will continue to be an active area in terms of natural gas exploration. During 2006, we opened an equipment leasing location in Rock Springs, Wyoming to allow us to establish a presence in the Rocky Mountain region. In conjunction with the acquisition of Holston, we were able to expand our visibility in the Rocky Mountains with the addition of an additional equipment leasing location in Vernal, Utah. While the rig count has declined during the past two quarters, we are still active in the region and consider the geographical area to be a good long-term marketing opportunity for our company.

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The Haynesville Shale region in East Texas and Northern Louisiana also appears to be an active area in terms of oil and gas exploration and production. Our acquisition of Rig Tools in November 2006 and Industrial Lift in April 2008 allowed us to position ourselves in some of the more prolific shale regions to take advantage of the anticipated growth in those geographical areas. It is our intention to continue to expand into areas that we feel are beneficial to the growth and well-being of the Company.

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The Marcellus Shale region in the northeastern United States is perhaps the most significant active shale play in the country and we estimate that less than 5% of the terrain has had 3D seismic data acquired creating a significant potential demand for our Seismic Services segment. During the quarter, we were awarded our first seismic job in the region and anticipate additional opportunities to grow in that segment as well as our other service segments.

### *Seismic Services.*

The principal market of our Seismic Services segment is the marsh, swamp, shallow water and contiguous dry land areas along the Gulf of Mexico (the Transition Zone), primarily in Louisiana and Texas, where we believe we are the leading provider of seismic drilling support services. In addition, we have seismic services operations in the mountainous regions of the Western United States.

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

### *Environmental Services.*

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

In March 2007, we completed the acquisition of Holston. This acquisition provided us with additional opportunities to expand our Environmental Services segment with corrosion proofing and offshore cleaning capabilities. Additionally, we provide NORM surveys, cleaning and waste disposal; tank degassing and demolition; rig pit cleaning; oilfield waste disposal; hydro blasting; dockside and offshore cleaning; and offshore sandblasting and painting.

### *Equipment Leasing.*

Through our subsidiaries Preheat, Rig Tools and Holston, we provide rental equipment for various oilfield and commercial applications including pressure washers, steam cleaners, water, mud and disposal pumps; mud, fuel and frac tanks; air compressors; wireline units; generators; high pressure washers; light towers; tubing; and handling tools.

The April 2008 acquisition of Industrial Lift allowed us to further expand the line of products that we provide for lease into specialized lifting units such as industrial forklifts and manlifts. Industrial Lift has operating facilities in Broussard, Louisiana and Lincoln, Texas.

### *Fluid and Transportation Services.*

Through Holston, we offer transportation of non-hazardous byproducts, such as saltwater and spent drilling fluids. Holston also operates three saltwater disposal wells for the disposal of non-hazardous byproducts.

In June 2007, we acquired certain assets of Bailey Operating, Inc., which geographically extended our core businesses into the Barnett Shale region in North Texas. These assets included an additional saltwater disposal well for the disposal of non-hazardous byproducts. Not only did we acquire an exceptional facility for the disposal of non-hazardous oilfield waste by-products, the acquisition also established a platform for further geographic expansion of our core businesses. We have expanded our fluid and transportation services and equipment leasing operations into the Barnett Shale region. We have also expanded our operations into the Haynesville Shale and Fayetteville Shale areas.

In January 2008, we acquired the assets of B.E.G. Liquid Mud Services Corp., which was an extension of our fluid and transportation services and our land-based equipment leasing operations. It allows us to better serve our customers by offering a drilling support package including the supply of drilling fluids, chemicals, storage, mixing and fluid pumping services as well as fluid trucking, recycling, tank cleaning and disposal services. Through Holston, we currently handle the transportation of oilfield drilling and production fluids in Louisiana. Our land-based equipment leasing operation through Rig Tools has been primarily focused on drilling equipment rental in Louisiana and Central Texas. The acquisition of BEG strategically positions us for further geographic expansion of these services and also extends our transportation and

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land-based equipment leasing operations into the southern regions of the Barnett Shale and into East Texas. Additionally, we believe we will be able to capitalize on our existing customer relationships to geographically expand BEG's fluid service distribution facilities into other prolific onshore regions of the United States.

**Table of Contents***Other Services.*

The acquisition of Preheat allowed us to offer additional services to our customers including wellhead installation, metal stress relieving services and environmental pit cleaning.

All of our operations are subject to seasonal variations in weather conditions and available daylight hours. Since our drilling and environmental activities take place outdoors, on average we experience lower production in winter months than in summer months, due to an increase in rain, fog, and cold conditions and a decrease in daylight hours. These winter conditions also generally result in fewer hours worked per day and fewer holes drilled or surveyed per day during that season.

**Critical Accounting Policies and Estimates**

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

For a description of our critical accounting policies and estimates as well as certain sensitivity disclosures related to those estimates, see our Annual Report on Form 10-K for the year ended December 31, 2008. Our critical accounting policies and estimates have not changed materially during the nine months ended September 30, 2009.

**RESULTS OF OPERATIONS**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2008</b>	<b>2009</b>	<b>2008</b>	<b>2009</b>
	<b>(in thousands, except per share amounts)</b>			
Operating revenue				
Services	\$ 40,676	\$ 22,844	\$ 111,496	\$ 75,926
Rentals	12,608	5,515	31,669	19,938
Total operating revenue	53,284	28,359	143,165	95,864
Operating expenses:				
Direct costs (exclusive of depreciation and amortization shown separately below)				
Services	27,856	17,206	79,524	53,702
Rentals	6,392	2,883	15,945	10,459
Depreciation and amortization	3,620	3,365	9,776	10,145
General and administrative expenses	7,282	5,007	23,417	17,707
Total operating expenses	45,150	28,461	128,662	92,013
Impairment of fixed assets		164		237
Operating income (loss)	8,134	(266)	14,503	3,614
Interest expense	(1,518)	(691)	(5,231)	(2,414)
Other expense, net	65	18	(137)	16
Income (loss) before income tax expense	6,681	(939)	9,135	1,216
Provision for income tax (expense) benefit	(2,572)	94	(3,688)	(896)

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Net income (loss)	4,109	(845)	5,447	320
Dividends on preferred stock	(123)	(122)	(367)	(363)
Net income (loss) available to common stockholders	\$ 3,986	\$ (967)	\$ 5,080	\$ (43)

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**Table of Contents****THREE MONTHS ENDED SEPTEMBER 30, 2009 COMPARED TO THREE MONTHS ENDED SEPTEMBER 30, 2008**

Operating revenues decreased \$24.9 million, from \$53.3 million for the three months ended September 30, 2008 to \$28.4 million for the three months ended September 30, 2009. Operating revenues related to services decreased \$17.8 million. Our seismic services segment, other services segment, and fluid and transportation services segment accounted for \$10.9 million, \$1.9 million and \$5.1 million of the decrease, respectively. The decrease in revenues was due to the erosion of production and drilling activity of our customers in the regions in which we operate. Seismic services are driven by the front-end activity in exploration for hydrocarbons. The other services and fluid and transportation services are directly impacted by the number of rigs operating in the United States and the Gulf of Mexico. The rig counts were off sharply compared to the number of rigs operating during the same period of 2008. These decreases were offset, in part, by increases in our environmental services segment of \$0.1 million. The increase in environmental services was principally attributable to specialized cleaning projects on client facilities in the Gulf of Mexico. Operating revenues related to our equipment leasing segment, including the Industrial Lift acquisition effective April 2008, decreased by \$7.1 million. This reduction in equipment leasing activity is attributable to the reduction in rigs operated by our customers in the areas we serve.

Direct costs related to services decreased \$10.7 million, from \$27.9 million for the three months ended September 30, 2008 to \$17.2 million for the three months ended September 30, 2009. Direct costs for our seismic services segment, environmental services segment, other services segment, and fluid and transportation services segment enhanced by the BEG acquisition accounted for \$6.6 million, \$0.4 million, \$1.2 million and \$2.5 million of the decrease, respectively. The decreases were in response to lower activity levels as described above. Direct costs related to rentals decreased \$3.5 million, from \$6.4 million for the three months ended September 30, 2008 to \$2.9 million for the three months ended September 30, 2009. Of the total decrease in direct costs, \$4.7 million relates to repairs and maintenance and cost of parts sold, \$2.4 million relates to explosives and down-hole supplies, \$2.9 million relates to payroll costs, \$1.2 million relates to fuel and oil, \$1.4 million relates to third-party contract services, \$0.6 million relates to insurance and \$0.4 million relates to property damages.

Depreciation and amortization costs decreased \$0.2 million from \$3.6 million for the three month period ended September 30, 2008 to \$3.4 million for the three month period ended September 30, 2009. Depreciation expense increased \$0.1 million due to the reallocation of the purchase price of Preheat and Rig Tools in 2008. Amortization expense decreased \$0.3 million due to the impairment of intangibles recorded at December 31, 2008.

General and administrative costs decreased \$2.3 million, from \$7.3 million during the three month period ended September 30, 2008 to \$5.0 million during the same three month period of 2009. Payroll and related costs decreased \$1.3 million, professional services and related costs decreased \$0.3 million, fuel and oil decreased \$0.2 million as did business promotions.

Interest expense decreased approximately \$0.8 million from \$1.5 million for the three month period ended September 30, 2008, to \$0.7 million for the three month period ended September 30, 2009. The decrease in interest expense was attributable to decreased interest rates on variable interest debt between the periods along with a lower level of debt between the periods. Also, we reduced interest expense by approximately \$0.2 million through the reduction of a previous accrual related to a sales tax assessment. Interest expense includes \$0.4 million and \$0.3 million for the three month periods ended September 30, 2008 and 2009, respectively, related to amortization of deferred loan costs.

Income tax expense decreased by approximately \$2.7 million from \$2.6 million for the period ended September 30, 2008, to (\$0.1) million for the three month period ended September 30, 2009. The decrease is attributable to reduced income before taxes for the current quarter compared to the same period in 2008. The effective tax rate for the 2009 quarter is 10.0%. The rate is different than the statutory federal rate because of the addition of state income taxes and permanent differences encountered in the course of the Company's day-to-day operations.

**NINE MONTHS ENDED SEPTEMBER 30, 2009 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2008**

Operating revenues decreased \$47.3 million, from \$143.2 million for the nine months ended September 30, 2008 to \$95.9 million for the nine months ended September 30, 2009. Operating revenues related to services decreased \$35.5 million. Our seismic services segment, other services segment, and fluid and transportation services segment accounted for \$23.5 million, \$5.1 million and \$8.5 million of the decrease, respectively. The decrease in revenues was due to the erosion of production and drilling activity of our customers in the regions in which we operate. Seismic services are driven by the front-end activity in exploration for hydrocarbons. The other services and fluid and transportation services are directly impacted by the number of rigs operating in the United States and the Gulf of Mexico. The rig counts were off sharply compared to the number of rigs operating during the first nine months of 2008. These decreases were offset by increases in our environmental services segment of \$1.6 million. The increase in environmental services was principally attributable to specialized cleaning projects on client facilities in the Gulf of Mexico. Operating revenues related to our equipment leasing segment, after taking into account the Industrial Lift acquisition effective April 2008, decreased by \$11.8 million. This reduction in equipment leasing activity is attributable to the reduction in rigs operated by our customers in the areas we serve.





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Direct costs related to services decreased \$25.8 million, from \$79.5 million for the nine months ended September 30, 2008 to \$53.7 million for the nine months ended September 30, 2009. Direct costs for our seismic services segment, other services segment, fluid and transportation services segment enhanced by the BEG acquisition, and environmental services segment accounted for \$17.4 million, \$3.2 million, \$4.8 million and \$0.4 million of the decrease, respectively. The decreases were in response to lower activity levels as described above. Direct costs related to rentals decreased \$5.4 million, from \$15.9 million for the nine months ended September 30, 2008 to \$10.5 million for the nine months ended September 30, 2009. Of the total decrease in direct costs, \$8.9 million relates to repairs and maintenance and cost of parts sold, \$4.9 million relates to third-party contract services, \$5.8 million relates to explosives and down-hole supplies, \$6.1 million relates to payroll costs, \$3.0 million relates to fuel and oil and \$1.4 million relates to insurance.

Depreciation and amortization costs increased \$0.3 million from \$9.8 million for the nine month period ended September 30, 2008 to \$10.1 million for the nine month period ended September 30, 2009. Depreciation expense increased \$2.2 million due partially to the increase in revenue-producing assets from the acquisitions of BEG in January 2008 and Industrial Lift in April 2008 and partially to the reallocation of the purchase price of Preheat and Rig Tools. Amortization expense decreased \$1.8 million due to the impairment of intangibles recorded at December 31, 2008.

General and administrative costs decreased \$5.7 million, from \$23.4 million during the nine month period ended September 30, 2008 to \$17.7 million during the same nine month period of 2009. \$2.4 million of the decrease relates to the Siemens litigation settlement recorded in the first quarter of 2008, \$1.7 million relates to professional services and related costs and \$1.3 million relates to payroll and related costs.

Interest expense decreased approximately \$2.8 million from \$5.2 million for the nine month period ended September 30, 2008, to \$2.4 million for the nine month period ended September 30, 2009. The decrease in interest expense was attributable to decreased interest rates on variable interest debt between the periods along with a lower level of debt between the periods. Also, we reduced interest expense by approximately \$0.5 million through the reduction of a previous accrual related to a sales tax assessment. Interest expense includes \$1.1 million and \$0.9 million, for the nine month periods ended September 30, 2008 and 2009, respectively, related to amortization of deferred loan costs.

Income tax expense decreased by approximately \$2.8 million from \$3.7 million for the period ended September 30, 2008, to \$0.9 million for the nine month period ended September 30, 2009. The decrease is attributable to a reduction of income before income taxes for the first nine months of 2009 compared to the same period in 2008. The effective tax rate for the 2009 quarter is 73.7%. The rate is higher than the statutory federal rate because of the addition of state income taxes and permanent differences encountered in the course of the Company's day-to-day operations.

**LIQUIDITY AND CAPITAL RESOURCES**

Effective as of April 24, 2008, we completed a modified \$90.0 million credit facility ( Senior Credit Facility ), including a \$50.0 million term loan, a \$25.0 million working capital revolving line of credit, and a \$15.0 million delayed draw term loan available to fund future acquisitions. With the proceeds from the Senior Credit Facility, we (i) repaid approximately \$28.7 million of outstanding principal balance under our previous term loan; (ii) repaid approximately \$2.1 million of outstanding principal balance under our previous capital expenditure loan; (iii) repaid the balance on the previous line of credit; and (iv) closed the acquisition of Industrial Lift. The balance of the proceeds available under the Senior Credit Facility was used to pay fees and expenses of the aforementioned transaction and to provide additional working capital.

On August 28, 2008, the Senior Credit Facility was amended to remove the \$15.0 million delayed draw term loan. As an accommodation to our lender, we agreed to remove the delayed draw portion of the facility in order to make syndication of the Senior Credit Facility more manageable. As disclosed in Recent Developments above, effective November 13, 2009, we further amended our Senior Credit Facility.

At September 30, 2009, we had approximately \$2.6 million in cash and restricted cash compared to \$3.0 million in cash and restricted cash at December 31, 2008, and working capital of \$0.7 million at September 30, 2009, compared to \$4.0 million at December 31, 2008. The decrease in working capital from December 31, 2008 to September 30, 2009 is primarily due to a reduction in trade accounts receivable and a reduction of supply inventory levels. Cash provided by operating activities was \$23.1 million for the nine months ended September 30, 2009 compared to \$21.9 million for the same period in 2008 due, in part, to an increase in non-cash charges related to reserves for uncollectible accounts, a reduction in accounts receivable and accounts payable and accrued expenses and non-cash adjustments to deferred income taxes. Cash used in investing activities was \$0.9 million for the nine months ended September 30, 2009 compared to \$30.0 million during the same period in 2008. The difference is due to a \$7.8 million reduction in capital expenditures in 2009 and the fact that 2008 included \$7.1 million applied to the acquisition of BEG and \$13.8 million to the acquisition of Industrial Lift. Cash used in financing activities was \$22.1 million for the nine months ended September 30, 2009 compared to \$3.3 million for the same period in 2008 due primarily to an increase in payments reducing the revolving line of credit and long-term debt.



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Historically, our capital requirements have primarily related to the purchase or fabrication of new drilling equipment and related support equipment, expansion of our rental and transportation fleets and new business acquisitions. Thus far in 2009, we have expended approximately \$1.8 million on equipment and other fixed assets. For the remainder of 2009, we expect to explore strategic business opportunities and closely monitor our operational needs for capital expenditures.

We believe that our internally generated cash flow from operations is sufficient to finance our cash requirements for current and future operations, budgeted capital expenditures and debt service. As we have historically done, we may, from time to time, access available funds under our Senior Credit Facility to supplement our liquidity to meet our cash requirements for day to day operations and times of peak needs throughout the year. Our planned capital expenditures as well as any acquisitions we choose to pursue, are expected to be financed through a combination of cash on hand, cash flow from operations and borrowings under our Senior Credit Facility.

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

There have been no significant changes in our market risks since the year ended December 31, 2008. For more information, please read the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2008 filed with the SEC on March 13, 2009.

### **ITEM 4. CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit to the SEC under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate, to allow timely decisions regarding required disclosure.

In accordance with Exchange Act Rules 13a-15 and 15d-15, we carried out an evaluation, under the supervision and with the participation of management, including our CEO and CFO, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Based upon that evaluation, our CEO and CFO have concluded that our disclosure controls and procedures were effective as of September 30, 2009.

There have not been any changes in the Company's internal control over financial reporting during the third quarter of 2009 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

On May 1, 2008, the former owners of Preheat, Inc., which we acquired in February 2006, filed a lawsuit in federal court in the United States District Court for the Western District of Louisiana in Lafayette, Louisiana, against us, our directors, our current Chief Executive Officer, our current Senior Vice President/Chief Financial Officer, one of our investment advisors, and a principal of the investment advisor. The lawsuit sought, among other things, (i) a declaratory judgment that the Preheat purchase agreement executed in December 2005 is null because of alleged inducement to enter into the purchase agreement by criminal or fraudulent conduct, securities fraud and bad faith breach of the purchase agreement and that one of the former owner's ERISA rights be clarified, (ii) injunctive relief to halt alleged securities disclosure violations by us and to remove three board members, and (iii) damages resulting from the nullification of the Preheat purchase agreement. On June 23, 2009, a judgment in our favor was received which dismissed, with prejudice, all federal law claims alleging securities law violations against us and other named parties and dismissed, without prejudice, all state law claims. The possibility remains that some of the state law claims will be brought again in state court. At this point, we are unable to assess the ultimate impact of the state court litigation on our financial position, results of operations or cash flows. We believe the claims against us are without merit and we will continue to vigorously contest the legal action.



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**ITEM 1A. RISK FACTORS**

There have been no material changes from our risk factors set forth under Part I, Item 1A. Risk Factors in our 2008 Form 10-K. In addition to the other information set forth in this report, you should carefully consider these risk factors which could materially affect our business, financial condition or future results. The risks described in our 2008 Form 10-K and our subsequent filings with the Securities and Exchange Commission are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

**ITEM 2. UNREGISTERED SALES OF SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibits</b>
31.1	Section 302 Certification of Chief Executive Officer
31.2	Section 302 Certification of Chief Financial Officer
32.1	Section 906 Certification of Chief Executive Officer
32.2	Section 906 Certification of Chief Financial Officer

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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 our behalf by the undersigned thereunto duly authorized.

**OMNI ENERGY SERVICES CORP.**

Dated: November 13, 2009

/s/ Brian J. Recatto  
Brian J. Recatto  
President and Chief Executive Officer  
(Principal Executive Officer)

Dated: November 13, 2009

/s/ Ronald D. Mogel  
Ronald D. Mogel  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)