KEY ENERGY SERVICES INC
Form 10-Q
August 02, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)
ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended June 30, 2013
or
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission file number: 001-08038

KEY ENERGY SERVICES, INC.
(Exact name of registrant as specified in its charter)

Maryland	04-2648081
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1301 McKinney Street, Suite 1800, Houston, Texas	77010
(Address of principal executive offices)	(Zip Code)

(713) 651-4300
(Registrant’s telephone number, including area code)
None
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý 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 ý No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No ý
As of July 26, 2013, the number of outstanding shares of common stock of the registrant was 152,441,917.

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KEY ENERGY SERVICES, INC.
QUARTERLY REPORT ON FORM 10-Q
For the Quarter Ended June 30, 2013

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

In addition to statements of historical fact, this report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature or that relate to future events and conditions are, or may be deemed to be, forward-looking statements. These "forward-looking statements" are based on our current expectations, estimates and projections about Key Energy Services, Inc. and its wholly owned and controlled subsidiaries, our industry and management's beliefs and assumptions concerning future events and financial trends affecting our financial condition and results of operations. In some cases, you can identify these statements by terminology such as "may," "will," "should," "predicts," "expects," "believes," "anticipates," "projects," "potent "continue" or the negative of such terms and other comparable terminology. These statements are only predictions and are subject to substantial risks and uncertainties and not guarantees of performance. Future actions, events and conditions and future results of operations may differ materially from those expressed in these statements. In evaluating those statements, you should carefully consider the information above as well as the risks outlined in "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012.

We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date of this report except as required by law. All of our written and oral forward-looking statements are expressly qualified by these cautionary statements and any other cautionary statements that may accompany such forward-looking statements.

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PART I — FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
Key Energy Services, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(In thousands, except share amounts)

	June 30, 2013 (unaudited)	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$24,735	$45,949
Accounts receivable, net of allowance for doubtful accounts of $3,903 and $2,860, respectively	433,136	404,390
Inventories	39,860	38,622
Other current assets	122,136	100,833
Total current assets	619,867	589,794
Property and equipment	2,575,041	2,528,578
Accumulated depreciation	(1,180,448)	(1,091,904)
Property and equipment, net	1,394,593	1,436,674
Goodwill	624,858	626,481
Other intangible assets, net	50,516	60,905
Deferred financing costs, net	15,301	16,628
Deposits	8,131	7,339
Equity method investments	947	966
Other assets	18,224	22,801
TOTAL ASSETS	$2,732,437	$2,761,588
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$90,272	$104,073
Other current liabilities	174,732	200,630
Current portion of capital leases	13	393
Total current liabilities	265,017	305,096
Long-term debt	867,832	848,110
Workers' compensation, vehicular and health insurance liabilities	32,889	33,676
Deferred tax liabilities	269,025	259,453
Other non-current liabilities	28,022	27,921
Commitments and contingencies		
Equity:		
Common stock, $0.10 par value; 200,000,000 shares authorized, 152,443,492 and 151,069,609 shares issued and outstanding	15,244	15,108
Additional paid-in capital	952,186	925,132
Accumulated other comprehensive loss	(15,197)	(6,148)
Retained earnings	315,334	319,736
Total equity attributable to Key	1,267,567	1,253,828
Noncontrolling interest	2,085	33,504
Total equity	1,269,652	1,287,332
TOTAL LIABILITIES AND EQUITY	$2,732,437	$2,761,588

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

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Key Energy Services, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
REVENUES	$411,390	$515,997	$839,839	$1,002,748
COSTS AND EXPENSES:				
Direct operating expenses	287,102	343,996	586,284	655,493
Depreciation and amortization expense	58,208	52,452	112,401	103,641
General and administrative expenses	57,736	58,081	120,981	118,999
Operating income	8,344	61,468	20,173	124,615
Interest expense, net of amounts capitalized	13,984	13,730	27,788	25,612
Other (income) loss, net	430	(1,380)	(793)	(2,409)
Income (loss) from continuing operations before tax	(6,070)	49,118	(6,822)	101,412
Income tax benefit (expense)	2,298	(17,419)	2,864	(36,232)
Income (loss) from continuing operations	(3,772)	31,699	(3,958)	65,180
Loss from discontinued operations, net of tax benefit of $-, $1,501, $- and $17,855, respectively	—	(2,454)	—	(33,359)
Net income (loss)	(3,772)	29,245	(3,958)	31,821
Income (loss) attributable to noncontrolling interest	356	204	444	(410)
INCOME (LOSS) ATTRIBUTABLE TO KEY	$(4,128)	$29,041	$(4,402)	$32,231
Income (loss) from continuing operations attributable to Key:				
Income (loss) from continuing operations	$(3,772)	$31,699	$(3,958)	$65,180
Income (loss) attributable to noncontrolling interest	356	204	444	(410)
Income (loss) from continuing operations attributable to Key	$(4,128)	$31,495	$(4,402)	$65,590
Earnings (loss) per share from continuing operations attributable to Key:				
Basic and diluted	$(0.03)	$0.21	$(0.03)	$0.43
Loss per share from discontinued operations:				
Basic and diluted	$—	$(0.02)	$—	$(0.22)
Earnings (loss) per share attributable to Key:				
Basic and diluted	$(0.03)	$0.19	$(0.03)	$0.21
Weighted average shares outstanding:				
Basic	152,384	151,087	152,175	151,110
Diluted	152,384	151,100	152,175	151,168

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

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Key Energy Services, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(In thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
INCOME (LOSS) FROM CONTINUING OPERATIONS	$(3,772)	$31,699	$(3,958)	$65,180
Other comprehensive loss, net of tax:				
Foreign currency translation loss	(3,848)	(9,573)	(5,366)	(2,521)
Total other comprehensive loss, net of tax	(3,848)	(9,573)	(5,366)	(2,521)
COMPREHENSIVE INCOME (LOSS) FROM CONTINUING OPERATIONS, NET OF TAX	(7,620)	22,126	(9,324)	62,659
Comprehensive loss from discontinued operations	—	(2,454)	—	(33,359)
COMPREHENSIVE INCOME (LOSS)	(7,620)	19,672	(9,324)	29,300
Comprehensive (income) loss attributable to noncontrolling interest	(367)	3,952	223	1,538
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO KEY	$(7,987)	$23,624	$(9,101)	$30,838

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

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Key Energy Services, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Six Months Ended June 30, 2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$(3,958)	$31,821
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization expense	112,401	103,784
Asset retirements and impairments	—	41,457
Bad debt expense	901	549
Accretion of asset retirement obligations	305	297
Loss from equity method investments	242	412
Amortization of deferred financing costs and premium	1,358	1,309
Deferred income tax expense (benefit)	(3,085)	3,187
Capitalized interest	(292)	(674)
Loss on disposal of assets, net	848	506
Share-based compensation	9,393	8,444
Excess tax expense (benefit) from share-based compensation	1,501	(4,047)
Changes in working capital:		
Accounts receivable	(30,449)	(20,283)
Other current assets	4,611	(33,721)
Accounts payable, accrued interest and accrued expenses	(40,457)	28,316
Share-based compensation liability awards	493	1,443
Other assets and liabilities	(7,131)	29,052
Net cash provided by operating activities	46,681	191,852
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(72,577)	(309,328)
Proceeds from sale of fixed assets	3,881	9,225
Acquisition of the 50% noncontrolling interest in Geostream	(14,600)	—
Investment in Wilayat Key Energy, LLC	—	(676)
Net cash used in investing activities	(83,296)	(300,779)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from long-term debt	—	205,000
Repayments of capital lease obligations	(379)	(1,007)
Proceeds from borrowings on revolving credit facility	155,000	195,000
Repayments on revolving credit facility	(135,000)	(300,000)
Payment of deferred financing costs	(69)	(4,534)
Repurchases of common stock	(3,134)	(7,417)
Proceeds from exercise of stock options	—	812
Excess tax (expense) benefit from share-based compensation	(1,501)	4,047
Other financing activities	—	12,601
Net cash provided by financing activities	14,917	104,502
Effect of changes in exchange rates on cash	484	(2,738)
Net decrease in cash and cash equivalents	(21,214)	(7,163)
Cash and cash equivalents, beginning of period	45,949	35,443
Cash and cash equivalents, end of period	$24,735	$28,280

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

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Key Energy Services, Inc. and Subsidiaries

NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS

NOTE 1. GENERAL

Key Energy Services, Inc., its wholly owned subsidiaries and its controlled subsidiaries (collectively, “Key,” the “Company,” “we,” “us,” “its,” and “our”) provide a full range of well services to major oil companies, foreign national oil companies and independent oil and natural gas production companies. Our services include rig-based and coiled tubing-based well maintenance and workover services, well completion and recompletion services, fluid management services, fishing and rental services, and other ancillary oilfield services. Additionally, certain rigs are capable of specialty drilling applications. We operate in most major oil and natural gas producing regions of the continental United States and have operations in Mexico, Colombia, Ecuador, the Middle East and Russia. In addition, we have a technology development and control systems business based in Canada.

The accompanying unaudited condensed consolidated financial statements were prepared using generally accepted accounting principles in the United States of America (“GAAP”) for interim financial information and in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”). The condensed December 31, 2012 balance sheet was prepared from audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012 (the “2012 Form 10-K”). Certain information relating to our organization and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted in this Quarterly Report on Form 10-Q. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our 2012 Form 10-K.

The unaudited condensed consolidated financial statements contained in this report include all normal and recurring material adjustments that, 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 presented herein. The results of operations for the three months and six months ended June 30, 2013 are not necessarily indicative of the results expected for the full year or any other interim period, due to fluctuations in demand for our services, timing of maintenance and other expenditures, and other factors.

We have evaluated events occurring after the balance sheet date included in this Quarterly Report on Form 10-Q and through the date on which the unaudited condensed consolidated financial statements were issued, for possible disclosure of a subsequent event.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

The preparation of these unaudited condensed consolidated financial statements requires us to develop estimates and to make assumptions that affect our financial position, results of operations and cash flows. These estimates may also impact the nature and extent of our disclosure, if any, of our contingent liabilities. Among other things, we use estimates to (i) analyze assets for possible impairment, (ii) determine depreciable lives for our assets, (iii) assess future tax exposure and realization of deferred tax assets, (iv) determine amounts to accrue for contingencies, (v) value tangible and intangible assets, (vi) assess workers’ compensation, vehicular liability, self-insured risk accruals and other insurance reserves, (vii) provide allowances for our uncollectible accounts receivable, (viii) value our asset retirement obligations, and (ix) value our equity-based compensation. We review all significant estimates on a recurring basis and record the effect of any necessary adjustments prior to publication of our financial statements. Adjustments made with respect to the use of estimates relate to improved information not previously available. Because of the limitations inherent in this process, our actual results may differ materially from these estimates. We believe that the estimates used in the preparation of these interim financial statements are reasonable.

There have been no material changes or developments in our evaluation of accounting estimates and underlying assumptions or methodologies that we believe to be a “Critical Accounting Policy or Estimate” as disclosed in our 2012 Form 10-K.

Accounting Standards Adopted or Not Yet Adopted in this Report

There are no new accounting standards that have been adopted or not yet adopted in this report.

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NOTE 3. ACQUISITION OF NONCONTROLLING INTEREST IN GEOSTREAM

On October 31, 2008, we acquired a 26% interest in OOO Geostream Services Group ("Geostream"), a limited liability company incorporated in the Russian Federation that provides a wide range of drilling, workover and reservoir engineering services for $17.4 million. On September 1, 2009, we acquired an additional 24% interest for $16.4 million, which brought our total investment in Geostream to 50% and provided us a controlling interest with representation on Geostream's board of directors. We accounted for the second investment as a business combination achieved in stages. The results of Geostream have been included in our consolidated financial statements since the initial acquisition date, with the portion outside of our control forming a noncontrolling interest.

On April 9, 2013, we completed the acquisition of the 50% noncontrolling interest in Geostream for $14.6 million. Geostream is now our wholly owned subsidiary. This acquisition of the 50% noncontrolling interest in Geostream was accounted for as an equity transaction. Therefore, changes in our ownership interest of Geostream as a result of the acquisition in the second quarter of 2013 did not result in a gain or loss transaction.

The effects of changes in our ownership interest in Geostream were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(in thousands)			
Net Income (loss) attributable to Key	$(4,128)	$29,041	$(4,402)	$32,231
Transfers from the noncontrolling interest				
Increase in Key's paid-in capital for purchase of the 50% noncontrolling interest in Geostream	22,432	—	22,432	—
Net transfers from noncontrolling interest	22,432	—	22,432	—
Change from net income (loss) attributable to Key and transfers from noncontrolling interest	$18,304	$29,041	$18,030	$32,231

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NOTE 4. DISCONTINUED OPERATIONS

In September 2012, we completed the sale of our Argentina operations for approximately $12.5 million, net of transaction costs. In connection with the sale, we recognized a total loss of $85.8 million, which includes the noncash impairment charge of $41.5 million recorded in the first quarter of 2012, and a write-off of $51.9 million cumulative translation adjustment previously recorded in accumulated other comprehensive loss during the third quarter of 2012. The following table presents the results of operations for the Argentina business sold in this transaction for the three and six months ended June 30, 2012.

	Three Months Ended June 30, 2012	Six Months Ended June 30, 2012
	(in thousands)	
REVENUES	$30,150	$55,789
COSTS AND EXPENSES:		
Direct operating expenses	28,237	54,542
Depreciation and amortization expense	—	143
General and administrative expenses	4,366	8,476
Impairment and other charges	—	41,457
Operating loss	(2,453)	(48,829)
Interest expense, net of amounts capitalized	86	137
Other expense, net	1,416	2,248
Loss before tax	(3,955)	(51,214)
Income tax benefit	1,501	17,855
Loss from discontinued operations	$(2,454)	$(33,359)

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NOTE 5. EQUITY AND NONCONTROLLING INTEREST

A reconciliation of the total carrying amount of our equity accounts for the six months ended June 30, 2013 is as follows :

	COMMON STOCKHOLDERS						
	Common Stock						
	Number of Shares	Amount at Par	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Noncontrolling Interest	Total
	(in thousands)						
BALANCE AT DECEMBER 31, 2012	151,070	$ 15,108	$ 925,132	$ (6,148)	$ 319,736	$ 33,504	$ 1,287,332
Foreign currency translation	—	—	—	(4,699)	—	(667)	(5,366)
Common stock purchases	(410)	(42)	(3,092)	—		—	(3,134)
Share-based compensation	1,783	178	9,215	—	—	—	9,393
Tax benefits from share-based compensation	—	—	(1,501)	—	—	—	(1,501)
Acquisition of the 50% noncontrolling interest in Geostream (Note 3)	—	—	22,432	(4,350)	—	(31,196)	(13,114)
Net income (loss)	—	—	—	—	(4,402)	444	(3,958)
BALANCE AT JUNE 30, 2013	152,443	$ 15,244	$ 952,186	$ (15,197)	$ 315,334	$ 2,085	$ 1,269,652

A reconciliation of the total carrying amount of our equity accounts for the six months ended June 30, 2012 is as follows :

	COMMON STOCKHOLDERS						
	Common Stock						
	Number of Shares	Amount at Par	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Noncontrolling Interest	Total
	(in thousands)						
BALANCE AT DECEMBER 31, 2011	150,733	$ 15,073	$ 915,400	$ (58,231)	$ 312,114	$ 30,275	$ 1,214,631
Foreign currency translation	—	—	—	(1,393)	—	(1,128)	(2,521)
Common stock purchases	(468)	(47)	(7,370)	—	—	—	(7,417)
Exercise of stock options and warrants	89	9	803	—	—	—	812
Share-based compensation	855	86	8,358	—	—	—	8,444
Tax benefits from share-based compensation	—	—	4,047	—	—	—	4,047
Shares surrendered	(68)	(7)	(999)	—	—	—	(1,006)
Net income (loss)	—	—	—	—	32,231	(410)	31,821
BALANCE AT JUNE 30, 2012	151,141	$ 15,114	$ 920,239	$ (59,624)	$ 344,345	$ 28,737	$ 1,248,811

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NOTE 6. SEVERANCE, CONTRACT TERMINATION AND MOBILIZATION COSTS

In the second quarter of 2013, we implemented a significant restructuring of our Fluid Management Service business and our corporate cost structure to better align them with current market conditions. As a result of this restructuring implementation, we recognized approximately $6.3 million of severance expenses in the second quarter of 2013. The severance costs were based on obligations under our existing benefit plans. Furthermore, we recognized lease cancellation fees of $1.9 million primarily related to our Fluid Management Services business. Additionally, in our international business, due to customer spending reductions in Mexico, we began redeploying idle rigs from the North Region of Mexico to higher demand markets. This redeployment included seven rigs resulting in a total equipment mobilization cost of $2.3 million. These costs are reflected in our consolidated statements of operations and include $8.3 million of Direct operating expenses and $2.2 million of General and administrative expenses. On a segment basis, $2.6 million is associated with our U.S. operations, $7.2 million is associated with our international operations and the remaining $0.7 million is associated with our Functional Support segment. We expect the accrued severance of $0.3 million, the accrued lease cancellation fees of $1.6 million, and the accrued mobilization costs of $1.2 million as of June 30, 2013 to be paid in the second half of 2013. The restructuring activities were implemented in the second quarter of 2013 and are expected to be completed by the end of 2013.

Presented below are the schedules of the activities for the liabilities recorded in connection with our restructuring by segments and in consolidation:

	Severance	Lease Cancellation Fees	Mobilization Costs	Total
	(in thousands)			
U.S.				
Balance as of December 31, 2012	$—	$—	$—	$—
Expense	746	1,630	218	2,594
Payment	(724)	—	—	(724)
Balance as of June 30, 2013	$22	$1,630	$218	$1,870
International				
Balance as of December 31, 2012	$—	$—	$—	$—
Expense	4,843	307	2,077	7,227
Payment	(4,533)	(307)	$(1,054)	(5,894)
Balance as of June 30, 2013	$310	$—	$1,023	$1,333
Functional Support				
Balance as of December 31, 2012	$—	$—	$—	$—
Expense	732	—	—	732
Payment	(732)	—	—	(732)
Balance as of June 30, 2013	$—	$—	$—	$—
Consolidated				
Balance as of December 31, 2012	$—	$—	$—	$—
Expense	6,321	1,937	2,295	10,553
Payment	(5,989)	(307)	(1,054)	(7,350)
Balance as of June 30, 2013	$332	$1,630	$1,241	$3,203

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NOTE 7. OTHER BALANCE SHEET INFORMATION

The table below presents comparative detailed information about other current assets at June 30, 2013 and December 31, 2012:

	June 30, 2013 (in thousands)	December 31, 2012
Other current assets:		
Deferred tax assets	$27,444	$20,026
Prepaid current assets	25,673	27,736
Reinsurance receivable	9,660	10,217
VAT asset	36,506	32,762
Other	22,853	10,092
Total	$122,136	$100,833

The table below presents comparative detailed information about other current liabilities at June 30, 2013 and December 31, 2012:

	June 30, 2013 (in thousands)	December 31, 2012
Other current liabilities:		
Accrued payroll, taxes and employee benefits	$36,054	$31,708
Accrued operating expenditures	42,890	42,137
Income, sales, use and other taxes	40,152	62,709
Self-insurance reserve	34,539	35,742
Accrued interest	16,010	15,301
Insurance premium financing	2,999	8,021
Share-based compensation and other liabilities	2,088	5,012
Total	$174,732	$200,630

The table below presents comparative detailed information about other non-current liabilities at June 30, 2013 and December 31, 2012:

	June 30, 2013 (in thousands)	December 31, 2012
Other non-current liabilities:		
Asset retirement obligations	$11,866	$11,659
Environmental liabilities	6,530	4,539
Accrued rent	1,140	1,424
Accrued sales, use and other taxes	7,155	6,952
Other	1,331	3,347
Total	$28,022	$27,921

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NOTE 8. GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the carrying amount of goodwill for the six months ended June 30, 2013 are as follows:

	U.S.	International	Total
	(in thousands)		
December 31, 2012	$597,456	$29,025	$626,481
Impact of foreign currency translation	—	(1,623)	(1,623)
June 30, 2013	$597,456	$27,402	$624,858

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The components of our other intangible assets as of June 30, 2013 and December 31, 2012 are as follows:

	June 30, 2013	December 31, 2012
	(in thousands)	
Noncompete agreements:		
Gross carrying value	$7,134	$9,332
Accumulated amortization	(4,927)	(5,022)
Net carrying value	$2,207	$4,310
Patents, trademarks and tradename:		
Gross carrying value	$14,044	$14,689
Accumulated amortization	(473)	(410)
Net carrying value	$13,571	$14,279
Customer relationships and contracts:		
Gross carrying value	$100,256	$100,481
Accumulated amortization	(70,446)	(62,143)
Net carrying value	$29,810	$38,338
Developed technology:		
Gross carrying value	$9,780	$7,583
Accumulated amortization	(4,852)	(3,605)
Net carrying value	$4,928	$3,978
Customer Backlog:		
Gross carrying value	$776	$779
Accumulated amortization	(776)	(779)
Net carrying value	$—	$—

Of our intangible assets at June 30, 2013, $13.2 million is an indefinite-lived tradename and not subject to amortization. The weighted average remaining amortization periods and expected amortization expense for the next five years for our definite lived intangible assets are as follows:

	Weighted average remaining amortization period (years)	Expected Amortization Expense					
		Remainder of 2013	2014	2015	2016	2017	2018
		(in thousands)					
Noncompete agreements	1.3	$869	$1,338	$—	$—	$—	$—
Patents and trademarks	4.9	63	119	55	40	40	17
Customer relationships and contracts	6.6	8,477	7,952	5,090	3,439	2,368	1,120
Developed technology	17.5	282	553	505	428	288	221
Total expected intangible asset amortization expense		$9,691	$9,962	$5,650	$3,907	$2,696	$1,358

Certain of our goodwill and other intangible assets are denominated in currencies other than U.S. dollars and, as such, the values of these assets are subject to fluctuations associated with changes in exchange rates. Amortization expense for our intangible assets was $4.9 million and $5.8 million for the three months ended June 30, 2013 and 2012, respectively, and $9.7 million and $11.6 million for the six months ended June 30, 2013 and 2012, respectively.

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NOTE 9. LONG-TERM DEBT

As of June 30, 2013 and December 31, 2012, the components of our long-term debt were as follows:

	June 30, 2013	December 31, 2012
	(in thousands)	
6.75% Senior Notes due 2021	$675,000	$675,000
8.375% Senior Notes due 2014	3,573	3,573
Senior Secured Credit Facility revolving loans due 2016	185,000	165,000
Net unamortized premium on debt	4,259	4,537
Capital lease obligations	13	393
Total debt	867,845	848,503
Less current portion	(13)	(393)
Long-term debt and capital leases	$867,832	$848,110

8.375% Senior Notes due 2014

We have outstanding $3.6 million aggregate principal amount of 8.375% Senior Notes due 2014 (the “2014 Notes”). The 2014 Notes are general unsecured senior obligations and are subordinate to all of our existing and future secured indebtedness. The 2014 Notes are jointly and severally guaranteed on a senior unsecured basis by certain of our existing and future domestic subsidiaries. Interest on the 2014 Notes is payable on June 1 and December 1 of each year.

The indenture governing the 2014 Notes contains various covenants. These covenants are subject to certain exceptions and qualifications, and contain cross-default provisions tied to the covenants of our 2011 Credit Facility (defined below). We were in compliance with these covenants at June 30, 2013.

6.75% Senior Notes due 2021

We issued $475.0 million aggregate principal amount of 6.75% Senior Notes due 2021 (the “Initial 2021 Notes”) on March 4, 2011 and issued an additional $200.0 million aggregate principal amount of the 2021 Notes (the “Additional 2021 Notes” and together with the Initial 2021 Notes, the “2021 Notes”) in a private placement on March 8, 2012 under an indenture dated March 4, 2011 (the “Base Indenture”), as supplemented by a first supplemental indenture dated March 4, 2011 and amended by a further supplemental indenture dated March 8, 2012 (the “Supplemental Indenture” and, together with the Base Indenture, the “Indenture”). We used the net proceeds to repay senior secured indebtedness under our revolving bank credit facility. We capitalized $4.6 million of financing costs associated with the issuance of the 2021 Notes that will be amortized over the term of the notes.

On March 5, 2013, we completed an offer to exchange the $200.0 million in aggregate principal amount of unregistered Additional 2021 Notes for an equal principal amount of such notes registered under the Securities Act of 1933. All of the 2021 Notes are treated as a single class under the Indenture and as of the closing of the exchange offers bear the same CUSIP and ISIN numbers.

The 2021 Notes are general unsecured senior obligations and are effectively subordinated to all of our existing and future secured indebtedness. The 2021 Notes are or will be jointly and severally guaranteed on a senior unsecured basis by certain of our existing and future domestic subsidiaries. Interest on the 2021 Notes is payable on March 1 and September 1 of each year. The 2021 Notes mature on March 1, 2021.

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On or after March 1, 2016, the 2021 Notes will be subject to redemption at any time and from time to time at our option, in whole or in part, at the redemption prices below (expressed as percentages of the principal amount redeemed), plus accrued and unpaid interest to the applicable redemption date, if redeemed during the twelve-month period beginning on March 1 of the years indicated below:

Year	Percentage	
2016	103.375	%
2017	102.250	%
2018	101.125	%
2019 and thereafter	100.000	%

At any time and from time to time before March 1, 2014, we may on any one or more occasions redeem up to 35% of the aggregate principal amount of the outstanding 2021 Notes at a redemption price of 106.75% of the principal amount, plus accrued and unpaid interest to the redemption date, with the net cash proceeds from any one or more equity offerings provided that (i) at least 65% of the aggregate principal amount of the 2021 Notes remains outstanding immediately after each such redemption and (ii) each such redemption occurs within 180 days of the date of the closing of such equity offering.

In addition, at any time and from time to time prior to March 1, 2016, we may, at our option, redeem all or a portion of the 2021 Notes at a redemption price equal to 100% of the principal amount plus a premium with respect to the 2021 Notes plus accrued and unpaid interest to the redemption date. If we experience a change of control, subject to certain exceptions, we must give holders of the 2021 Notes the opportunity to sell to us their 2021 Notes, in whole or in part, at a purchase price equal to 101% of the aggregate principal amount, plus accrued and unpaid interest to the date of purchase.

We are subject to certain negative covenants under the Indenture. The Indenture limits our ability to, among other things:

- incur additional indebtedness and issue preferred equity interests;
- pay dividends or make other distributions or repurchase or redeem equity interests;
- make loans and investments;
- enter into sale and leaseback transactions;
- sell, transfer or otherwise convey assets;
- create liens;
- enter into transactions with affiliates;
- enter into agreements restricting subsidiaries' ability to pay dividends;
- designate future subsidiaries as unrestricted subsidiaries; and
- consolidate, merge or sell all or substantially all of the applicable entities' assets.

These covenants are subject to certain exceptions and qualifications, and contain cross-default provisions relating to the covenants of our 2011 Credit Facility discussed below. Substantially all of the covenants will terminate before the 2021 Notes mature if one of two specified ratings agencies assigns the 2021 Notes an investment grade rating in the future and no events of default exist under the Indenture. As of June 30, 2013, the 2021 Notes were below investment grade. Any covenants that cease to apply to us as a result of achieving an investment grade rating will not be restored, even if the credit rating assigned to the 2021 Notes later falls below investment grade. We were in compliance with these covenants as of June 30, 2013.

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Senior Secured Credit Facility

We are party to a $550.0 million senior secured revolving bank credit facility with JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A., as Syndication Agent, and Capital One, N.A., Wells Fargo Bank, N.A., Credit Agricole Corporate and Investment Bank and DnB NOR Bank ASA, as Co-Documentation Agent (as amended, the "2011 Credit Facility"), which is an important source of liquidity for us. The 2011 Credit Facility consists of a revolving credit facility, letter of credit sub-facility and swing line facility, all of which will mature no later than March 31, 2016.

The maximum amount that we may borrow under the facility may be subject to limitation due to the operation of the covenants contained in the facility. The 2011 Credit Facility allows us to request increases in the total commitments under the facility by up to $100.0 million in the aggregate in part or in full anytime during the term of the 2011 Credit Facility, with any such increases being subject to compliance with the restrictive covenants in the 2011 Credit Facility and in the Indenture governing our 2021 Senior Notes, as well as lender approval.

We capitalized $4.9 million of financing costs in connection with the execution of the 2011 Credit Facility and an additional $1.4 million related to a subsequent amendment that will be amortized over the term of the debt.

The interest rate per annum applicable to the 2011 Credit Facility is, at our option, (i) adjusted LIBOR plus the applicable margin or (ii) the higher of (x) JPMorgan's prime rate, (y) the Federal Funds rate plus 0.5% and (z) one-month adjusted LIBOR plus 1.0%, plus in each case the applicable margin for all other loans. The applicable margin for LIBOR loans ranges from 225 to 300 basis points, and the applicable margin for all other loans ranges from 125 to 200 basis points, depending upon our consolidated total leverage ratio as defined in the 2011 Credit Facility. Unused commitment fees on the facility equal 0.50%.

The 2011 Credit Facility contains certain financial covenants, which, among other things, limit our annual capital expenditures, restrict our ability to repurchase shares and require us to maintain certain financial ratios. The financial ratios require that:

- our ratio of consolidated funded indebtedness to total capitalization be no greater than 45%;
- our senior secured leverage ratio of senior secured funded debt to trailing four quarters of earnings before interest, taxes, depreciation and amortization (as calculated pursuant to the terms of the 2011 Credit Facility, "EBITDA") be no greater than 2.00 to 1.00;
- we maintain a collateral coverage ratio, the ratio of the aggregate book value of the collateral to the amount of the total commitments, as of the last day of any fiscal quarter of at least 2:00 to 1:00;
- we maintain a consolidated interest coverage ratio of trailing four quarters EBITDA to interest expense of at least 3.00 to 1.00; and
- we limit our capital expenditures and investments in foreign subsidiaries to $250.0 million per fiscal year, if the consolidated total leverage ratio exceeds 3.00 to 1.00.

In addition, the 2011 Credit Facility contains certain affirmative and negative covenants, including, without limitation, restrictions on (i) liens; (ii) debt, guarantees and other contingent obligations; (iii) mergers and consolidations; (iv) sales, transfers and other dispositions of property or assets; (v) loans, acquisitions, joint ventures and other investments (with acquisitions permitted so long as, after giving pro forma effect thereto, no default or event of default exists under the 2011 Credit Facility, the pro forma consolidated total leverage ratio does not exceed 4.00 to 1.00, we are in compliance with other financial covenants and we have at least $25.0 million of availability under the 2011 Credit Facility); (vi) dividends and other distributions to, and redemptions and repurchases from, equity holders; (vii) making investments, loans or advances; (viii) selling properties; (ix) prepaying, redeeming or repurchasing subordinated (contractually or structurally) debt; (x) engaging in transactions with affiliates; (xi) entering into hedging arrangements; (xii) entering into sale and leaseback transactions; (xiii) granting negative pledges other than to the lenders; (xiv) changes in the nature of business; (xv) amending organizational documents; and (xvi) changes in accounting policies or reporting practices; in each of the foregoing cases, with certain exceptions.

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We were in compliance with these covenants as of June 30, 2013. We may prepay the 2011 Credit Facility in whole or in part at any time without premium or penalty, subject to certain reimbursements to the lenders for breakage and redeployment costs. As of June 30, 2013, we had borrowings of $185.0 million outstanding under the revolving credit facility and $54.1 million of letters of credit outstanding, leaving $310.9 million of available borrowing capacity subject to compliance with the debt to capitalization limitation under the terms of the 2011 Credit Facility. The weighted average interest rate on the outstanding borrowings under the 2011 Credit Facility was 2.67% and 2.70% for the three-month periods ended June 30, 2013 and June 30, 2012, respectively, and the weighted average interest rate on the outstanding borrowing under the 2011 Credit Facility was 2.68% and 2.70% for six months ended June 30, 2013 and June 30, 2012, respectively.

NOTE 10. OTHER (INCOME) LOSS

The table below presents comparative detailed information about our other income and expense, shown on the condensed consolidated statements of operations as “Other (income) loss, net” for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(in thousands)			
Interest income	$(84)	$(7)	$(95)	$(14)
Foreign exchange (gain) loss	1,398	(766)	473	(1,705)
Other income, net	(884)	(607)	(1,171)	(690)
Total	$430	$(1,380)	$(793)	$(2,409)

NOTE 11. INCOME TAXES

We are subject to U.S. federal income tax as well as income taxes in multiple state and foreign jurisdictions. Our effective tax rates on continuing operations for the three months ended June 30, 2013 and 2012 were 37.9% and 35.5%, respectively, and 42.0% and 35.7% for the six months ended June 30, 2013 and 2012, respectively. Our effective tax rate varies due to the mix of pre-tax profit between the U.S. and international taxing jurisdictions with varying statutory rates, the impact of permanent differences, and discrete tax adjustments, such as tax expense or benefit recognized for uncertain tax positions. The variance between our effective rate and the U.S. statutory rate reflects international profit and losses subject to varying statutory rates, the impact of permanent items, mainly non-deductible expenses such as fines and penalties, and expenses subject to statutorily imposed limitations such as meals and entertainment expenses, plus the impact of state income taxes.

As of June 30, 2013 and December 31, 2012, we had $1.2 million of unrecognized tax benefits, net of federal tax benefit, which, if recognized, would impact our effective tax rate. We recognized tax expense of less than $0.1 million for each of the three-month periods ended June 30, 2013 and 2012 related to these items. We have substantially concluded all U.S. federal and state tax matters through the year ended December 31, 2009.

We record interest and penalties related to unrecognized tax benefits as income tax expense. We have accrued a liability of $0.3 million for the payment of interest and penalties as of June 30, 2013 and December 31, 2012, respectively. We believe that it is reasonably possible that $0.7 million of our currently remaining unrecognized tax positions, each of which is individually insignificant, may be recognized in the next twelve months as a result of a lapse of statute of limitations and settlement of ongoing audits. No release of our deferred tax asset valuation allowance was made during the three or six months ended June 30, 2013 and 2012.

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NOTE 12. COMMITMENTS AND CONTINGENCIES

Litigation

Various suits and claims arising in the ordinary course of business are pending against us. We conduct business throughout the continental United States and may be subject to jury verdicts or arbitrations that result in outcomes in favor of the plaintiffs. We are also exposed to various claims abroad. We continually assess our contingent liabilities, including potential litigation liabilities, as well as the adequacy of our accruals and our need for the disclosure of these items. We establish a provision for a contingent liability when it is probable that a liability has been incurred and the amount is reasonably approximated. We have $1.6 million of other liabilities related to litigation that is deemed probable and reasonably estimated as of June 30, 2013. We do not believe that the disposition of any of these matters will result in an additional loss materially in excess of amounts that have been recorded.

During the second quarter of 2013, two lawsuits with similar allegations of violations of California's wage and hour laws were filed in California. The lawsuits allege failure to pay overtime, failure to pay minimum wages, improper payroll deductions, failure to pay final wages in a timely manner, and violations of the California meal and break period laws, among other claims. We intend to vigorously investigate and defend these actions; however, because these cases are in the very early stages, we cannot predict the outcome of these lawsuits at this time and, accordingly, cannot estimate any possible loss or range of loss.

Self-Insurance Reserves

We maintain reserves for workers’ compensation and vehicle liability on our balance sheet based on our judgment and estimates using an actuarial method based on claims incurred. We estimate general liability claims on a case-by-case basis. We maintain insurance policies for workers’ compensation, vehicle liability and general liability claims. These insurance policies carry self-insured retention limits or deductibles on a per occurrence basis. The retention limits or deductibles are accounted for in our accrual process for all workers’ compensation, vehicular liability and general liability claims. As of June 30, 2013 and December 31, 2012, we have recorded $67.4 million and $69.4 million, respectively, of self-insurance reserves related to workers’ compensation, vehicular liabilities and general liability claims. Partially offsetting these liabilities, we had $19.6 million and $20.6 million of insurance receivables as of June 30, 2013 and December 31, 2012, respectively. We believe 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.

Environmental Remediation Liabilities

For environmental reserve matters, including remediation efforts for current locations and those relating to previously disposed properties, we record liabilities when our remediation efforts are probable and the costs to conduct such remediation efforts can be reasonably estimated. While our litigation reserves reflect the application of our insurance coverage, our environmental reserves do not reflect management’s assessment of the insurance coverage that may apply to the matters at issue. As of June 30, 2013 and December 31, 2012, we have recorded $6.5 million and $4.5 million, respectively, for our environmental remediation liabilities. We believe 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.

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NOTE 13. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is determined by dividing net earnings attributable to Key by the weighted average number of common shares actually outstanding during the period. Diluted earnings (loss) per common share is based on the increased number of shares that would be outstanding assuming conversion of potentially dilutive outstanding securities using the treasury stock and "as if converted" methods.

The components of our earnings (loss) per share are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(in thousands, except per share amounts)			
Basic EPS Calculation:				
Numerator				
Income (loss) from continuing operations attributable to Key	$(4,128)	$31,495	$(4,402)	$65,590
Loss from discontinued operations, net of tax	—	(2,454)	—	(33,359)
Income (loss) attributable to Key	$(4,128)	$29,041	$(4,402)	$32,231
Denominator				
Weighted average shares outstanding	152,384	151,087	152,175	151,110
Basic earnings (loss) per share from continuing operations attributable to Key	$(0.03)	$0.21	$(0.03)	$0.43
Basic loss per share from discontinued operations	—	(0.02)	—	(0.22)
Basic earnings (loss) per share attributable to Key	$(0.03)	$0.19	$(0.03)	$0.21
Diluted EPS Calculation:				
Numerator				
Income (loss) from continuing operations attributable to Key	$(4,128)	$31,495	$(4,402)	$65,590
Loss from discontinued operations, net of tax	—	(2,454)	—	(33,359)
Income (loss) attributable to Key	$(4,128)	$29,041	$(4,402)	$32,231
Denominator				
Weighted average shares outstanding	152,384	151,087	152,175	151,110
Stock options	—	13	—	58
Total	152,384	151,100	152,175	151,168
Diluted earnings (loss) per share from continuing operations attributable to Key	$(0.03)	$0.21	$(0.03)	$0.43
Diluted loss per share from discontinued operations	—	(0.02)	—	(0.22)
Diluted earnings (loss) per share attributable to Key	$(0.03)	$0.19	$(0.03)	$0.21

Stock options, warrants and stock appreciation rights ("SARs") are included in the computation of diluted earnings per share using the treasury stock method. Restricted stock awards are legally considered issued and outstanding when granted and are included in basic weighted average shares outstanding. The diluted earnings per share calculations for the three and six months ended June 30, 2013 excluded the potential exercise of 1.7 million stock options and 0.3 million SARs, because of our net loss from continuing operations in the first and second quarters of 2013. The diluted earnings per share calculation for the three and six months ended June 30, 2012 excluded the potential exercise of 1.9 million and 1.5 million stock options, respectively, because their exercise prices exceeded the average price of our stock during those periods. For each of the three and six month periods ended June 30, 2012, 0.4 million of our SARs were anti-dilutive. No events occurred after June 30, 2013 that would materially affect the number of weighted average shares outstanding.

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NOTE 14. SHARE-BASED COMPENSATION

We recognized employee share-based compensation expense of $2.2 million during each of the three months ended June 30, 2013 and 2012, and the related income tax benefit recognized was $0.9 million and $0.8 million for the same periods. We recognized employee share-based compensation expense of $8.1 million and $8.3 million during the six months ended June 30, 2013 and 2012, respectively, and the related income tax benefit recognized was $3.1 million and $3.0 million, respectively, for the same period. We did not capitalize any share-based compensation during the three and six months ended June 30, 2013 and 2012.

The unrecognized compensation cost related to our unvested restricted stock as of June 30, 2013 is estimated to be $14.3 million and is expected to be recognized over a weighted- average period of 1.4 years. We do not have unrecognized cost related to our unvested stock options as of June 30, 2013. No phantom stock was outstanding as of June 30, 2013.

During May 2013, we issued 288,780 shares of common stock to our outside directors under the Key Energy Services, Inc. 2012 Equity and Cash Incentive Plan that was approved by our stockholders on May 18, 2013. These shares vested immediately and we recognized $1.8 million of expense related to these awards.

On January 21, 2013, the Compensation Committee of the Board of Directors adopted the Performance Unit Award Agreement (the "2012 PU Award Agreement") under the Key Energy Services, Inc. 2012 Equity and Cash Incentive Plan (the"2012 Plan") and the 2013 Performance Unit Plan (the "2013 PU Plan"). We believe that the 2013 PU Plan and 2012 PU Award Agreement will enable us to obtain and retain employees who will contribute to our long term success by aligning the interests of our executives with the interests of our stockholders by providing compensation that is linked directly to increases in share value.

In January 2013, we issued 0.4 million performance units to our executive officers under the 2012 Plan with such material terms as set forth in the 2012 PU Award Agreement. In February 2013, we issued 0.2 million performance units to certain other employees under the 2013 PU Plan. The performance units are measured based on two performance periods from January 1, 2013 to December 31, 2013 and from January 1, 2014 to December 31, 2014. One half of the performance units are measured based on the first performance period, and the other half are measured based on the second performance period. The number of performance units that may be earned by a participant is determined at the end of each performance period based on the relative placement of Key's total stockholder return for that period within the peer group, as follows:

Company Placement for the Performance Period	Percentile Ranking in Peer Group		Performance Units Earned as a Percentage of Target	
First	100	%	200	%
Second	91	%	180	%
Third	82	%	160	%
Fourth	73	%	140	%
Fifth	64	%	120	%
Sixth	55	%	100	%
Seventh	45	%	75	%
Eighth	36	%	50	%
Ninth	27	%	25	%
Tenth	18	%	0	%
Eleventh	9	%	0	%
Twelfth	0	%	0	%

If any performance units vest for a given performance period, the award holder will be paid a cash amount equal to the vested percentage of the performance units multiplied by the closing stock price of our common stock on the last trading day of the performance period. We account for the performance units as a liability-type award as they are settled in cash. As of June 30, 2013, the fair value of outstanding performance units was $2.4 million, and is being accreted to compensation expense over the vesting terms of the awards. As of June 30, 2013, the unrecognized compensation cost related to our unvested performance units is estimated to be $1.6 million and is expected to be recognized over a weighted-average period of 1.6 years.

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NOTE 15. TRANSACTIONS WITH RELATED PARTIES

Employee Loans and Advances

From time to time, we have made certain retention loans and relocation loans to employees other than executive officers. The retention loans are forgiven over various time periods, so long as the employees continue their employment with us. The relocation loans are repaid upon the employees selling their prior residence. As of June 30, 2013 and December 31, 2012, we did not have any employee loans or advances outstanding.

Board of Director Relationships

A member of our board of directors is the Senior Vice President, General Counsel and Chief Administrative Officer of Anadarko Petroleum Corporation (“Anadarko”), which is one of our customers. Sales to Anadarko were approximately $7.6 million and $12.4 million for the three-month periods ended June 30, 2013 and 2012, respectively, and $14.2 million and $23.8 million for the six months ended June 30, 2013 and 2012, respectively. Receivables outstanding from Anadarko were approximately $4.2 million and $3.5 million as of June 30, 2013 and December 31, 2012, respectively. Transactions with Anadarko for our services are made on terms consistent with other customers.

A member of our board of directors serves on the United States Advisory Board of the Alexander Proudfoot practice of Management Consulting Group PLC (“Proudfoot”), which provided consulting services to us related to our general and administrative cost restructuring initiative. There were no payments made to Proudfoot during the three or six months ended June 30, 2013. Payments to Proudfoot were zero and $1.9 million for the three and six months ended June 30, 2012, respectively.

NOTE 16. ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS

The following is a summary of the carrying amounts and estimated fair values of our financial instruments as of June 30, 2013 and December 31, 2012.

Cash, cash equivalents, accounts receivable, accounts payable and accrued liabilities. These carrying amounts approximate fair value because of the short maturity of the instruments or because the carrying value is equal to the fair value of those instruments on the balance sheet date.

	June 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(in thousands)			
Financial assets:				
Notes receivable - Argentina operations sale	12,955	12,955	12,955	12,955
Financial liabilities:				
6.75% Senior Notes	$675,000	$663,188	$675,000	$680,510
8.375% Senior Notes	3,573	3,637	3,573	3,656
Credit Facility revolving loans	185,000	185,000	165,000	165,000

Notes receivable — Argentina operations sale. The fair value of these notes receivable is based upon the quoted market Treasury rates as of the twelve, eighteen and twenty-four month maturity dates indicated. The carrying values of these items approximate their fair values due to the maturity dates rapidly approaching, thus giving way to discount rates that are similar.

6.75% Senior Notes due 2021. The fair value of these notes are based upon the quoted market prices for those securities as of the dates indicated. The carrying value of these notes as of June 30, 2013 was $675.0 million, and the fair value was $663.2 million (98.3% of carrying value).

8.375% Senior Notes due 2014. The fair value of our 2014 Notes is based upon the quoted market prices for those securities as of the dates indicated. The carrying value of these notes as of June 30, 2013 was $3.6 million, and the fair value was $3.6 million (101.8% of carrying value).

Credit Facility Revolving Loans. Because of their variable interest rates, the fair values of the revolving loans borrowed under our 2012 Credit Facility approximate their carrying values. The carrying and fair values of these loans as of June 30, 2013 were $185.0 million.

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NOTE 17. SEGMENT INFORMATION

Our operating segments are U.S. and International. We also have a “Functional Support” segment associated with managing each of our reportable operating segments. Our domestic rig services, fluid management services, fishing and rental services, and coiled tubing services are aggregated within our U.S. reportable segment. Our international rig services business and our Canadian technology development group are aggregated within our International reportable segment. We evaluate the performance of our operating segments based on revenue and income measures. All inter-segment sales pricing is based on current market conditions. The following is a description of the segments:

U.S. Segment

Rig-Based Services

Our rig-based services include the completion of newly drilled wells, workover and recompletion of existing oil and natural gas wells, well maintenance, and the plugging and abandonment of wells at the end of their useful lives. We also provide specialty drilling services to oil and natural gas producers with certain of our larger rigs that are capable of providing conventional and horizontal drilling services. Our rigs encompass various sizes and capabilities, allowing us to service all types of wells with depths up to 20,000 feet. Many of our rigs are outfitted with our proprietary KeyView® technology, which captures and reports well site operating data and provides safety control systems. We believe that this technology allows our customers and our crews to better monitor well site operations, improves efficiency and safety, and adds value to the services that we offer.

The completion and recompletion services provided by our rigs prepare wells for production, whether newly drilled, or recently extended through a workover operation. The completion process may involve selectively perforating the well casing to access production zones, stimulating and testing these zones, and installing tubular and downhole equipment. We typically provide a well service rig and may also provide other equipment to assist in the completion process. Completion services vary by well and our work may take a few days to several weeks to perform, depending on the nature of the completion.

The workover services that we provide are designed to enhance the production of existing wells and generally are more complex and time consuming than normal maintenance services. Workover services can include deepening or extending wellbores into new formations by drilling horizontal or lateral wellbores, sealing off depleted production zones and accessing previously bypassed production zones, converting former production wells into injection wells for enhanced recovery operations and conducting major subsurface repairs due to equipment failures. Workover services may last from a few days to several weeks, depending on the complexity of the workover.

Maintenance services provided with our rig fleet are generally required throughout the life cycle of an oil or natural gas well. Examples of these maintenance services include routine mechanical repairs to the pumps, tubing and other equipment, removing debris and formation material from wellbores, and pulling rods and other downhole equipment from wellbores to identify and resolve production problems. Maintenance services are generally less complicated than completion and workover related services and require less time to perform.

Our rig fleet is also used in the process of permanently shutting-in oil or natural gas wells that are at the end of their productive lives. These plugging and abandonment services generally require auxiliary equipment in addition to a well servicing rig. The demand for plugging and abandonment services is not significantly impacted by the demand for oil and natural gas because well operators are required by state regulations to plug wells that are no longer productive.

Fluid Management Services

We provide transportation and well-site storage services for various fluids utilized in connection with drilling, completions, workover and maintenance activities. We also provide disposal services for fluids produced subsequent to well completion. These fluids are removed from the well site and transported for disposal in saltwater disposal wells owned by us or a third party. In addition, we operate a fleet of hot oilers capable of pumping heated fluids used to clear soluble restrictions in a wellbore. Demand and pricing for these services generally correspond to demand for our well service rigs.

Coiled Tubing Services

Coiled tubing services involve the use of a continuous metal pipe spooled onto a large reel which is then deployed into oil and natural gas wells to perform various applications, such as wellbore clean-outs, nitrogen jet lifts, through-tubing fishing, and formation stimulations utilizing acid and chemical treatments. Coiled tubing is also used for a number of horizontal well applications such as milling temporary isolation plugs that separate frac zones, and various other pre- and post- hydraulic fracturing well preparation services.

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Fishing and Rental Services

We offer a full line of services and rental equipment designed for use in providing both onshore and offshore drilling and workover services. Fishing services involve recovering lost or stuck equipment in the wellbore utilizing a broad array of “fishing tools.” Our rental tool inventory consists of drill pipe, tubulars, handling tools (including our patented Hydra-Walk® pipe-handling units and services), pressure-control equipment, pumps, power swivels, reversing units, foam air units, frac stack equipment used to support hydraulic fracturing operations and the associated flowback of frac fluids, proppants, oil and natural gas. We also provide well testing services.

Demand for our fishing and rental services is also closely related to capital spending by oil and natural gas producers, which is generally a function of oil and natural gas prices.

International Segment

Our International segment includes operations in Mexico, Colombia, Ecuador, the Middle East and Russia. In addition, we have a technology development and control systems business based in Canada. Also, we operated in Argentina prior to the sale of that business in the third quarter of 2012. We are reporting the results of our former Argentina business as discontinued operations for all periods presented. We provide rig-based services such as the maintenance, workover, recompletion of existing oil wells, completion of newly-drilled wells, and plugging and abandonment of wells at the end of their useful lives in each of our international markets.

In addition, in Mexico we provide drilling, coiled tubing, wireline, project management and consulting services. Our work in Mexico also requires us to provide third party services that vary in scope by project.

In the Middle East, we operate in the Kingdom of Bahrain and Oman. Our business in Bahrain is currently conducted through a joint venture in which we have a controlling interest.

Our Russian operations provide drilling, workover, and reservoir engineering services. On April 9, 2013, we completed the acquisition of the 50% noncontrolling interest in Geostream, a limited liability company incorporated in the Russian Federation, for $14.6 million. Key now owns 100% of Geostream . See “Note 3. Acquisition of Noncontrolling Interest in Geostream” for further discussion.

Our technology development and control systems business based in Canada is focused on the development of hardware and software related to oilfield service equipment controls, data acquisition and digital information flow.

Functional Support Segment

Our Functional Support segment includes unallocated overhead costs associated with administrative support for our U.S. and International reporting segments.

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The following tables set forth our unaudited segment information as of and for the three and six months ended June 30, 2013 and 2012. (in thousands):

As of and for the three months ended June 30, 2013

	U.S.	International	Functional Support[2]	Reconciling Eliminations	Total
Revenues from external customers	$361,698	$49,692	$—	$—	$411,390
Intersegment revenues	(139)	2,676	23	(2,560)	—
Depreciation and amortization	47,484	7,463	3,261	—	58,208
Other operating expenses	259,121	53,235	32,482	—	344,838
Operating income (loss)	55,093	(11,006)	(35,743)	—	8,344
Interest expense, net of amounts capitalized	—	15	13,969	—	13,984
Income (loss) from continuing operations before tax	55,210	(11,762)	(49,518)	—	(6,070)
Long-lived assets[1]	1,671,666	333,096	292,818	(185,010)	2,112,570
Total assets	2,654,754	556,325	23,035	(501,677)	2,732,437
Capital expenditures, excluding acquisitions	26,659	2,196	6,578	—	35,433

As of and for the three months ended June 30, 2012

	U.S.	International	Functional Support[2]	Reconciling Eliminations	Total
Revenues from external customers	$431,646	$84,351	$—	$—	$515,997
Intersegment revenues	—	1,195	—	(1,195)	—
Depreciation and amortization	44,838	4,526	3,088	—	52,452
Other operating expenses	304,311	63,709	34,057	—	402,077
Operating income (loss)	82,497	16,116	(37,145)	—	61,468
Interest expense, net of amounts capitalized	4	1	13,725	—	13,730
Income (loss) from continuing operations before tax	82,530	17,073	(50,485)	—	49,118
Long-lived assets[1]	1,907,653	308,497	301,454	(344,309)	2,173,295
Total assets	2,591,329	502,735	408,233	(711,977)	2,790,320
Capital expenditures, excluding acquisitions	85,406	39,321	15,163	—	139,890

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As of and for the six months ended June 30, 2013

	U.S.	International	Functional Support[2]	Reconciling Eliminations	Total
Revenues from external customers	$707,770	$132,069	$—	$—	$839,839
Intersegment revenues	8,462	4,195	147	(12,804)	—
Depreciation and amortization	92,274	13,963	6,164	—	112,401
Other operating expenses	522,128	117,238	67,899	—	707,265
Operating income (loss)	93,368	868	(74,063)	—	20,173
Interest expense, net of amounts capitalized	1	64	27,723	—	27,788
Income (loss) from continuing operations before tax	93,419	1,294	(101,535)	—	(6,822)
Long-lived assets[1]	1,671,666	333,096	292,818	(185,010)	2,112,570
Total assets	2,654,754	556,325	23,035	(501,677)	2,732,437
Capital expenditures, excluding acquisitions	49,969	13,163	9,445	—	72,577

As of and for the six months ended June 30, 2012

	U.S.	International	Functional Support[2]	Reconciling Eliminations	Total
Revenues from external customers	$856,619	$146,129	$—	$—	$1,002,748
Intersegment revenues	—	2,152	15	(2,167)	—
Depreciation and amortization	89,189	8,473	5,979	—	103,641
Other operating expenses	593,475	111,172	69,845	—	774,492
Operating income (loss)	173,955	26,484	(75,824)	—	124,615
Interest expense, net of amounts capitalized	12	14	25,586	—	25,612
Income (loss) from continuing operations before tax	174,082	28,300	(100,970)	—	101,412
Long-lived assets[1]	1,907,653	308,497	301,454	(344,309)	2,173,295
Total assets	2,591,329	502,735	408,233	(711,977)	2,790,320
Capital expenditures, excluding acquisitions	164,816	124,777	19,735	—	309,328

(1) Long lived assets include: fixed assets, goodwill, intangibles and other assets.

(2) Functional Support is geographically located in the United States.

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NOTE 18. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

Our 2021 Notes are guaranteed by our domestic subsidiaries, all of which are wholly owned. The guarantees are joint and several, full, complete and unconditional. There are no restrictions on the ability of subsidiary guarantors to transfer funds to the parent company.

As a result of these guarantee arrangements, we are required to present the following condensed consolidating financial information pursuant to SEC Regulation S-X Rule 3-10, “Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered.”

CONDENSED CONSOLIDATING BALANCE SHEETS

	June 30, 2013				
	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands) (unaudited)				
Assets:					
Current assets	$51,099	$510,280	$ 58,488	$—	$619,867
Property and equipment, net	—	1,288,438	106,155	—	1,394,593
Goodwill	—	597,458	27,400	—	624,858
Deferred financing costs, net	15,301	—	—	—	15,301
Intercompany notes and accounts receivable and investment in subsidiaries	3,463,047	1,203,469	(4,502)	(4,662,014)	—
Other assets	4,082	31,664	42,072	—	77,818
TOTAL ASSETS	$3,533,529	$3,631,309	$ 229,613	$(4,662,014)	$2,732,437
Liabilities and equity:					
Current liabilities	$23,013	$215,451	$ 26,553	$—	$265,017
Long-term debt and capital leases, less current portion	867,832	—	—	—	867,832
Intercompany notes and accounts payable	1,108,780	2,640,108	52,601	(3,801,489)	—
Deferred tax liabilities	262,722	6,781	(478)	—	269,025
Other long-term liabilities	1,548	59,216	147	—	60,911
Equity	1,269,634	709,753	150,790	(860,525)	1,269,652
TOTAL LIABILITIES AND EQUITY	$3,533,529	$3,631,309	$ 229,613	$(4,662,014)	$2,732,437

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CONDENSED CONSOLIDATING BALANCE SHEETS

	December 31, 2012				
	Parent Company (in thousands)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Assets:					
Current assets	$66,435	$469,049	$ 54,310	$—	$589,794
Property and equipment, net	—	1,329,379	107,295	—	1,436,674
Goodwill	—	597,458	29,023	—	626,481
Deferred financing costs, net	16,628	—	—	—	16,628
Intercompany notes and accounts receivable and investment in subsidiaries	3,298,679	1,108,231	(20,371)	(4,386,539)	—
Other assets	8,068	39,696	44,247	—	92,011
TOTAL ASSETS	$3,389,810	—$3,543,813	$ 214,504	$(4,386,539)	$2,761,588
Liabilities and equity:					
Current liabilities	$46,632	$226,773	$ 31,691	$—	$305,096
Long-term debt and capital leases, less current portion	848,110	—	—	—	848,110
Intercompany notes and accounts payable	947,700	2,590,398	14,138	(3,552,236)	—
Deferred tax liabilities	258,528	6,781	(746)	(5,110)	259,453
Other long-term liabilities	1,528	60,068	1	—	