#### **NEWS RELEASE**

# INCREASED DEMAND FOR SERVICES CONTRIBUTES TO SOLID SECOND QUARTER FINANCIAL RESULTS FOR SECURE ENERGY

#### CALGARY, ALBERTA – AUGUST 13, 2012

Secure Energy Services Inc. ("Secure" or the "Corporation") (TSX – SES) today announced financial and operational results for the three and six months ended June 30, 2012. The following should be read in conjunction with the management's discussion and analysis ("MD&A"), the condensed consolidated interim financial statements and notes of Secure which are available on SEDAR at www.sedar.com.

# SECOND QUARTER AND YEAR-TO-DATE 2012 HIGHLIGHTS

	Three Months Ended June 30,			Six Months Ended June 30,		
(\$000's except share and per share data) (unaudited) <sup>(1)</sup>	2012	2011	% Change	2012	2011	% Change
Revenue (excludes oil purchase and resale)	68,906	24,541	181	184,333	44,964	310
Oil purchase and resale	154,756	69,203	124	317,042	116,778	171
Total revenue	223,662	93,744	139	501,375	161,742	210
EBITDA (2)	13,789	5,824	137	46,348	16,560	180
Per share (\$), basic	0.15	0.08	88	0.51	0.25	104
Per share (\$), diluted	0.15	0.08	88	0.49	0.23	113
Profit for the period	1,087	10	-	16,064	4,240	279
Per share (\$), basic	0.01	0.00	100	0.18	0.07	157
Per share (\$), diluted	0.01	0.00	100	0.17	0.06	183
Capital Expenditures	48,631	84,823	(43)	84,464	101,458	(17)
Total assets	618,736	399,772	55	618,736	399,772	55
Long term borrowings	135,109	16,539	717	135,109	16,539	717
Common Shares - end of period	91,805,351	86,942,806	6	91,805,351	86,942,806	6
Weighted average common shares						
basic	91,527,556	71,207,964	29	91,092,801	67,539,221	35
diluted	94,210,135	75,851,337	24	94,194,889	71,875,475	31

<sup>(1)</sup> Certain amounts were reclassified to conform with current period presentation

- Increased earnings before interest, taxes, depreciation and amortization ("EBITDA") per share (diluted) significantly by 88% and 113% for the three and six months ended June 30, 2012 compared to the same periods of 2011. The Corporation achieved record EBITDA of \$13.8 million and \$46.3 million for the three and six months ended June 30, 2012 compared to \$5.8 million and \$16.6 million for the three and six months ended June 30, 2011. EBITDA increased significantly by 137% and 180% for the three and six months ended June 30 as a result of the establishment of the drilling services ("DS") division, increased demand, improved operating margins, the new facilities, acquisitions and the added expansion services in the processing, recovery and disposal ("PRD") division added during the last half of 2011;
- Increased total profit for the six months ended June 30, 2012 substantially by 279% to \$16.1 million compared to the six months ended June 30, 2011;
- Reported solid revenue (excluding oil purchase and resale) of \$68.9 million and \$184.3 million for the three and six months ended June 30, 2012 compared to \$24.5 million and \$45.0 million in the comparable periods of 2011. Revenue has increased significantly over the prior period as a result of increased demand and expansion of the Corporations offerings. The PRD division second quarter disposal volumes increased by 52% and processing and terminalling volumes increased by 157%, respectively, as compared to the second quarter of 2011. The PRD division also continued to benefit from higher throughput and increased demand from Drayton Valley FST, Silverdale FST and Dawson FST. The Wild River SWD also commenced operations in May adding to the division's processing and disposal volumes. The DS division (acquired June 1, 2011) had a strong second quarter performance with revenue per operating day of \$7,073 compared to \$4,919 in the first quarter of 2012. The DS division also realized a 27% market share in western Canada compared to 28% in the first quarter of 2012;

<sup>(2)</sup> Refer to "Non GAAP measures and operational definitions"

- Recorded oil purchase and resale revenue of \$154.8 million and \$317.0 million for the three and six months ended June 30, 2012 versus \$69.2 million and \$116.8 million in the comparable periods of 2011. The substantial increase is a result of Secure becoming a single shipper at the Drayton Valley FST in January 2012, single shipper at the La Glace FST in the fourth quarter of 2011, single shipper at the Dawson FST in June 2012, and due to increased throughput at all pipeline connected facilities;
- Invested capital for the three and six months ended June 30, 2012 of \$48.6 million and \$84.5 million, respectively. Capital expenditures for the first six months of 2012 are summarized as follows:
  - o Wild River SWD (permanent facility);
  - Phase III (oil treating and terminalling) at Dawson FST;
  - Oil based mud ("OBM") blending plant at the Drayton Valley FST;
  - Judy Creek FST and Rocky Mountain House ("Rocky") FST;
  - Obed and Dawson FST expansions;
  - Saddle Hills and Fox Creek landfills;
  - o Rental equipment & long lead equipment (centrifuges, tanks, treaters);
  - New West Drilling Fluids Inc. ("New West") acquisition;
- Subsequent to the second quarter:
  - The Corporation entered into a joint venture agreement (the "JV agreement") with Pembina Midstream Limited Partnership ("Pembina") for 50% of the treating, terminalling and crude oil marketing operations of the Judy Creek FST. The Corporation will be the operator of the facility. In addition, the assets associated with waste processing at the Judy Creek FST are excluded from the JV agreement;
  - On July 2, 2012, the Corporation closed an asset purchase agreement (the "acquisition") with DRD Saltwater Disposal LLC ("DRD") to acquire the operating assets of DRD for total cash and share consideration of US\$29.9 million. The operating assets acquired include two recently constructed fully operational SWD facilities serving the Bakken oil play. The acquisition of DRD allows the Corporation to expand its geographical presence of its PRD division into North Dakota, and to continue to expand on the Corporation's growth strategy in underserviced markets. The Corporation paid US\$20.9 million in cash and issued 1,168,519 common shares of the Corporation at a closing price per share of \$7.90 for consideration of US\$9.0 million. Prior to June 30, 2012, the Corporation made a deposit of \$21.2 million for the acquisition. The deposit was drawn from the Corporation revolving credit facility;
  - The Corporation increased the 2012 capital budget by \$50.0 million expanding it from approximately \$116.0 million to approximately \$166.0 million. The \$50.0 million addition to the 2012 capital budget will be allocated to the PRD Division; \$30.0 million will be used for additional growth capital and \$20.0 million for expansion capital. The growth capital will be used to purchase existing facilities, long lead items required for facilities to be constructed in 2013 and the construction of additional SWD facilities in 2012. The expansion capital relates to Obed and Dawson FST expansions and for the construction of an additional cell at the Pembina Area Landfill. The expansion projects at Obed and Dawson FST commenced prior to June 30, 2012 and are anticipated to be completed in the third quarter. The expanded capital budget excludes the DRD acquisition.
  - On July 24, 2012, the Corporation announced a bought deal financing (the "Offering") issuing 9,554,141 shares at \$7.85 for total proceeds of \$75.0 million. In addition, the Corporation will grant the underwriters an over-allotment option, exercisable for a period of 30 days following closing of the Offering, to purchase up to 1,433,121 additional common shares at the offering price which if exercised in full would result in additional gross proceeds of approximately \$11.2 million. The underwriters have given notice that the over-allotment will be exercised in full after the closing of the Offering. The proceeds of the Offering will initially be used to repay the Corporation's revolving credit facility, however it is management's intention to redraw on the revolving credit facility to fund a portion of the increased 2012 capital expenditure program, and for working capital and general corporate purposes;

On August 13, 2012, the board of directors approved an asset purchase agreement to acquire the operating assets of a private drilling fluids company (the "Company") for US\$7.0 million and a series of earn out payments that, in aggregate, range from US\$2.7 million to US\$8.0 million for total maximum consideration of US\$15.0 million. The Company operates in Greeley, Colorado, and specializes in drilling fluids in Colorado, predominately in the Niobrara and Cordell Shale plays.

## PRD DIVISION OPERATING HIGHLIGHTS

	Three Months Ended June 30,			Six Months Ended June 30,		
(\$000's) (unaudited) <sup>(1)</sup>	2012	2011	% Change	2012	2011	% Change
Revenue						
Processing, recovery and disposal services (a)	25,015	15,035	66	59,082	35,458	67
Oil purchase and resale service	154,756	69,203	124	317,042	116,778	171
Total PRD division revenue	179,771	84,238	113	376,124	152,236	147
Operating Expenses						
Processing, recovery and disposal services (b)	11,268	8,037	40	23,128	15,339	51
Oil purchase and resale service	154,756	69,203	124	317,042	116,778	171
Depreciation, depletion, and amortization	6,340	3,826	66	12,891	8,009	61
Total operating expenses	172,364	81,066	113	353,061	140,126	152
General and administrative	2,776	1,985	40	5,842	4,032	45
Total PRD division expenses	175,140	83,051	111	358,903	144,158	149
Operating Margin <sup>(2) (a-b)</sup>	13,747	6,998	96	35,954	20,119	79
Operating Margin (2) as a % of revenue (a)	55%	47%	17	61%	57%	7

<sup>(1)</sup> Certain amounts were reclassified to conform with current period presentation (see note below)

**Note:** In the prior year, the Corporation completed the acquisition of Marquis Alliance Energy Group Inc. and its wholly owned subsidiaries ("Marquis Alliance") and XL Fluids Systems Inc. ("XL Fluids"), creating the DS division. In 2012, Secure has reclassified certain costs previously included in the PRD division, including segregating out costs associated with Corporate overhead. Accordingly, any reclassifications in 2012 were adjusted in the prior year to conform to current period presentation.

## **Highlights for the PRD division included:**

- For the three and six months ended June 30, 2012, revenue from processing, recovery and disposal increased to \$25.0 million and \$59.1 million from \$15.0 million and \$35.5 million in the comparable periods of 2011. Processing volumes increased 157% and 178% for the three and six months ended June 30, 2012 compared to the same periods of 2011. Increased demand and the added facilities and expansions completed in 2011 and 2012 are the primary reasons for the revenue growth. Added facilities and expansions include Drayton Valley FST and Silverdale FST facilities becoming operational in the fourth quarter of 2011, the completion of the Obed and South GP waste expansions subsequent to the first quarter of 2011 and the addition of crude oil treating to the Dawson FST in June of 2012. Secure's disposal volumes increased by 52% and 39% for the three and six months ended June 30, 2012 compared to the same periods of 2011;
- Operating expenses from processing, recovery and disposal services for the three and six months ended June 30, 2012 increased to \$11.3 million and \$23.1 million from \$8.0 million and \$15.3 million in the comparative periods of 2011. Operating expenses have increased as a result of higher variable costs (trucking, utilities, etc.) associated with higher demand and the 66% and 67% increase in revenue (excluding oil purchase/resale) for both three and six months ended June 30 2012, respectively, compared to the three and six months of June 30, 2011. Operating expenses are also higher as a result of the added facilities and expansions completed in 2011 and 2012 as mentioned above; and

<sup>(2)</sup> Refer to "Non GAAP measures and operational definitions"

• Operating margin as a percentage of revenue from processing, recovery and disposal services for the three and six months ended June 30, 2012 was 55% and 61%, respectively, up from 47% and 57% in the same periods of 2011. Operating margins increased by 8% for the second quarter of 2012. Road maintenance, site, and leachate disposal costs were down \$0.6 million and repairs and maintenance costs were down \$0.2 million from last year. In the prior year, extremely heavy rainfall experienced during the second quarter of 2011 significantly impacted operating costs and the operating margin. The strong operating margin in the second quarter of 2012 has also positively impacted the operating margin year to date. Operating margins are in line with management expectations.

## DS DIVISION OPERATING HIGHLIGHTS

	Three Months Ended June 30,			Six Months Ended June 30,		
(\$000's) (unaudited) <sup>(1)</sup>	2012	2011	% Change	2012	2011	% Change
Revenue						
Drilling services (a)	43,891	9,506	362	125,251	9,506	1,218
Operating expenses						
Drilling services (b)	34,449	6,593	423	95,113	6,593	1,343
Depreciation and amortization	2,924	850	244	5,708	850	572
Total DS division operating expenses	37,373	7,443	402	100,821	7,443	1,255
General and administrative	6,110	1,143	435	12,838	1,143	1,023
Total DS division expenses	43,483	8,586	406	113,659	8,586	1,224
Operating Margin <sup>(2) (a-b)</sup>	9,442	2,913	224	30,138	2,913	935
Operating Margin % (2)	22%	31%	(29)	24%	31%	(23)

<sup>(1)</sup> Includes DS division from its acquisition on June 1, 2011.

# **Highlights for the DS division included:**

- Revenue from the DS division for the three and six months ended June 30, 2012 was \$43.9 million and \$125.3 million compared to \$9.5 million in the comparative periods of 2011. The 2011 results for the three and six months ended June 30, 2011 are not comparative as the DS division was acquired on June 1, 2011 and only represents activity for a one month period. The DS division revenue in the first quarter of 2012 was \$81.4 million; therefore the \$43.9 million in the second quarter of 2012 represents a 46% decrease. The quarter over quarter decrease is a direct result of reduced activity across all service lines due to spring breakup;
- The drilling fluids service line estimated Canadian market share over the second quarter of 2012 was 27% compared to 28% in the first quarter of 2012. The market share percentage was based on the CAODC's average monthly rig count for Western Canada of 178 rigs for the second quarter of 2012, compared to 540 rigs through the first quarter (refer to "Non-GAAP measures and Operational Definitions"). Average monthly rig count in the second quarter of 2012 decreased by 67% from the first quarter of 2012, driven by the slowdown in industry activity associated with spring breakup;
- Second quarter operating days for the Canadian drilling fluids service line were 4,396 operating days compared to 13,875 operating days in the first quarter of 2012. The 68% decrease in operating days is a result of the slowdown in drilling activity associated with spring breakup as road bans go into effect limiting access to lease sites. The number of operating days is higher in the first quarter due to additional drilling rigs operating during the active winter drilling season as certain drilling activities are dependent on cold weather to freeze access roads and lease sites. Revenue per operating day for the second quarter of 2012 was \$7,073 compared to \$4,919 in the first quarter of 2012. The substantial increase in revenue per operating day to \$7,073 was a result of a small number of wells drilled in the second quarter where lost circulation occurred, requiring more drilling fluid. Accordingly, revenue per operating day was higher because of the additional drilling fluid sold and due to the lower number of rigs operating in the second quarter; and

<sup>(2)</sup> Refer to "Non GAAP measures and operational definitions"

• For the three months ended June 30, 2012 operating margins were \$9.4 million or 22% of revenue compared to \$20.7 million or 25% of revenue for the first three months of 2012. The second quarter 2011 operating margin of 31% is not comparable as it only represents one month of activity and does not include the impact on the operating margin during April and May. The decrease in the operating margin percentage of 3% from the first quarter of 2012 to the second quarter of 2012 relates to more oil based drilling and a change in the products used that have lower margins. Oil based stock is an expensive, low margin and high volume commodity. Therefore, in periods of rising oil based stock prices or increased activity in oil based drilling fluids, revenue and product costs will increase accordingly, resulting in decreased margins on a percentage basis.

#### **OUTLOOK**

The seasonality created by spring break up, combined with wet weather in May and June, resulted in lower industry activity levels throughout western Canada. Secure is not immune to the impact of these conditions but due to the base of production related revenue, the Corporation performed well during the second quarter. Continuous rain and cool temperatures combined to suppress the typical rebound in activity levels after spring breakup causing a delay in some drilling programs which will likely be pushed into the third quarter. The Corporation closely monitors changes to capital budgets and cash flows of customers and despite the announcement of some reductions in capital budgets of the Corporation's customers, Secure expects demand to remain relatively strong during the second half of 2012. Driving this demand is an increase in meters drilled as a result of more complex drilling, a move to horizontal wells and greater lengths/depths being pursued by operators. This move to horizontal wells positively impacts drilling and drilling related activities for both of the Corporation's divisions. The level of drilling activity has a greater impact on the DS division than the PRD division, as the operating activities of the PRD division are more heavily weighted to the production cycle, specifically processing, treating, terminalling and marketing of crude oil.

The Corporation is exploring a number of opportunities to expand Secure through additional service lines, organic growth, and/or through strategic acquisitions in key market areas in both Canada and the United States. On July 2, 2012 Secure expanded its PRD business into North Dakota through the acquisition from DRD Saltwater Disposal, LLC of two recently constructed operating SWD facilities serving the Bakken oil play. The acquisition provides the foundation upon which Secure will look to expand its PRD services at the existing locations and potential future locations. Following this acquisition, Secure announced on July 24, 2012 it was expanding its 2012 organic capital expenditures by \$50.0 million to approximately \$166.0 million. The expanded capital budget allows Secure to take advantage of additional growth opportunities, including opportunities in North Dakota, some of which are already underway.

In the PRD division, construction continued on the new Rocky FST and the Judy Creek FST. Secure expects these new FSTs to commence operations in early 2013. Secure has commenced construction of a landfill in Fox Creek and is expecting construction to start in late third quarter on a landfill in Saddle Hills, AB to service the Montney production area. During the third quarter, the PRD division will commission an OBM blending facility at its existing Drayton Valley FST to reduce costs associated with logistics, to develop recycling opportunities and to support the ongoing activities in the DS division.

The DS division continues to perform well in Western Canada and is now beginning to gain momentum in the U.S., primarily through its field operations in Williston, North Dakota and marketing office in Denver, Colorado. Complementing this organic growth is the proposed asset acquisition of IDF. The acquisition of IDF, located in Greeley, Colorado, represents Marquis Alliance's first exposure to the developing Niobrara oil shale market of Northern Colorado.

The accomplishments in the first six months are a direct result of the hard work and dedication of the Secure's employees, consultants and industry partners. The Corporation continues to add employees that have a strong entrepreneurial attitude and the desire to work as a team in assisting the Corporation's customers.

Based on Secure's available debt capacity, the announced equity financing and cash flow from operations, the Corporation is well positioned to execute on its newly expanded 2012 capital program and take advantage of additional future growth opportunities.

#### INTERIM FINANCIAL STATEMENTS AND MD&A

The condensed consolidated interim financial statements and MD&A of Secure for the three and six months ended June 30, 2012 are available immediately on Secure's website at <a href="https://www.secure-energy.ca">www.secure-energy.ca</a>. The condensed consolidated interim financial statements and MD&A will be available tomorrow on SEDAR at <a href="https://www.secure-energy.ca">www.secure-energy.ca</a>.

# FORWARD-LOOKING STATEMENTS

Certain statements contained in this document constitute "forward-looking statements" and/or "forward-looking information" within the meaning of applicable securities laws (collectively referred to as forward-looking statements). When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect", and similar expressions, as they relate to Secure, or its management, are intended to identify forward-looking statements. Such statements reflect the current views of Secure with respect to future events and operating performance and speak only as of the date of this document. In particular, this document contains forwardlooking statements pertaining to: general market conditions; the oil and natural gas industry; activity levels in the oil and gas sector, including drilling levels; demand for the Corporation's services and the factors contributing thereto; expansion strategy; the expanded 2012 capital budget, the allocation between the PRD and DS divisions and the intended use thereof; debt service; capital expenditures; completion of facilities; future capital needs; access to capital; acquisition strategy; the Corporation's capital spending on the new Rocky Mountain House and Judy Creek, Alberta full service terminals and the timing of completion thereof; oil purchase and resale revenue; the construction of landfills at Saddle Hills and Fox Creek, Alberta and the timing for completion thereof; the timing for completion of expansion at the Obed and Dawson FSTs; the timing for completion of the Drayton Valley blending plant; the timing of closing of the \$75 million bought deal offering and the use of proceeds therefrom; the amount of the Corporation's asset retirement obligations and the timing thereof; and the closing of the acquisition of Imperial Drilling Fluids Engineering Inc.

Forward-looking statements concerning expected operating and economic conditions are based upon prior year results as well as the assumption that increases in market activity and growth will be consistent with industry activity in Canada, United States, and internationally and growth levels in similar phases of previous economic cycles. Forward-looking statements concerning the availability of funding for future operations are based upon the assumption that the sources of funding which the Corporation has relied upon in the past will continue to be available to the Corporation on terms favorable to the Corporation and that future economic and operating conditions will not limit the Corporation's access to debt and equity markets. Forward-looking statements concerning the relative future competitive position of the Corporation are based upon the assumption that economic and operating conditions, including commodity prices, crude oil and natural gas storage levels, interest rates, the regulatory framework regarding oil and natural gas royalties, environmental regulatory matters, the ability of the Corporation and its subsidiary to successfully market their services and drilling and production activity in North America will lead to sufficient demand for the Corporation's services and its subsidiary's services including demand for oilfield services for drilling and completion of oil and natural gas wells, that the current business environment will remain substantially unchanged, and that present and anticipated programs and expansion plans of other organizations operating in the energy service industry will result in increased demand for the Corporation's services and its subsidiary's services. Forward-looking statements concerning the nature and timing of growth are based on past factors affecting the growth of the Corporation, past sources of growth and expectations relating to future economic and operating conditions. Forward-looking statements in respect of the costs anticipated to be associated with the acquisition and maintenance of equipment and property are based upon assumptions that future acquisition and maintenance costs will not significantly increase from past acquisition and maintenance costs.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether such results will be achieved. Readers are cautioned not to place undue reliance on these statements as a number of factors could cause actual results to differ materially from the results discussed in these forward-looking statements, including but not limited to those factors referred to and under the heading "Business Risks" and under the heading "Risk Factors" in the Corporation's annual information form ("AIF") for the year ended December 31, 2011. Although forward-looking statements contained in this document are based upon what the Corporation believes are reasonable assumptions, the Corporation cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements in this document are expressly qualified by this cautionary statement. Unless otherwise required by law, Secure does not intend, or assume any obligation, to update these forward-looking statements.

## Non GAAP Measures and Operational Definitions

(2) The Corporation uses accounting principles that are generally accepted in Canada (the issuer's "GAAP"), which includes, International Financial Reporting Standards ("IFRS"). These financial measures are Non-GAAP financial measures and do not have any standardized meaning prescribed by IFRS. These non-GAAP measures used by the Corporation may not be comparable to a similar measures presented by other reporting issuers. See the management's discussion and analysis available at <a href="www.sedar.com">www.sedar.com</a> for a reconciliation of the Non-GAAP financial measures and operational definitions. These non-GAAP financial measures and operational definitions are included because management uses the information to analyze operating performance, leverage and liquidity. Therefore, these non-GAAP financial measures and operational definitions should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

For more information please contact:

# Secure Energy Services Inc.

#### **Rene Amirault**

Chairman, President and Chief Executive Officer

Phone: (403) 984-6100 Fax: (403) 984-6101

#### **Nick Wieler**

Chief Financial Officer Phone: (403) 984-6100 Fax: (403) 984-6101

Website: <u>www.secure-energy.ca</u>

TSX Symbol: SES