

NATURAL GAS SERVICES GROUP INC
Form 10-Q
November 08, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
 QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2013
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission File Number 1-31398

NATURAL GAS SERVICES GROUP, INC.
(Exact name of registrant as specified in its charter)
Colorado
(State or other jurisdiction of
incorporation or organization)
508 W. Wall St., Ste 550
Midland, Texas 79701
(Address of principal executive offices)
(432) 262-2700
(Registrant's telephone number, including area code)

75-2811855
(I.R.S. Employer
Identification No.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if 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

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at November 4, 2013
Common Stock, \$0.01 par value	12,404,803

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

NATURAL GAS SERVICES GROUP, INC.
 CONDENSED BALANCE SHEETS
 (in thousands, except per share amounts)
 (unaudited)

	September 30, 2013	December 31, 2012
ASSETS		
Current Assets:		
Cash and cash equivalents	\$27,727	\$28,086
Trade accounts receivable, net of allowance for doubtful accounts of \$401 and \$437, respectively	5,377	6,691
Inventory, net	27,545	26,509
Prepaid income taxes	2,271	275
Prepaid expenses and other	416	475
Total current assets	63,336	62,036
Rental equipment, net of accumulated depreciation of \$82,259 and \$70,266, respectively	167,247	151,015
Property and equipment, net of accumulated depreciation of \$9,250 and \$8,441 respectively	7,190	7,475
Goodwill	10,039	10,039
Intangibles, net of accumulated amortization of \$2,159 and \$2,060, respectively	2,059	2,157
Other assets	29	29
Total assets	\$249,900	\$232,751
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$1,599	\$3,420
Accrued liabilities	6,903	5,817
Current income tax liability	931	522
Deferred income	1,203	2,027
Total current liabilities	10,636	11,786
Line of credit, non-current portion	747	897
Deferred income tax liability	49,477	43,741
Other long-term liabilities	206	502
Total liabilities	61,066	56,926
Commitments and contingencies (Note 8)		
Stockholders' Equity:		
Preferred stock, 5,000 shares authorized, no shares issued or outstanding	—	—
Common stock, 30,000 shares authorized, par value \$0.01; 12,352 and 12,241 shares issued and outstanding, respectively	123	122
Additional paid-in capital	90,598	88,823
Retained earnings	98,113	86,880
Total stockholders' equity	188,834	175,825
Total liabilities and stockholders' equity	\$249,900	\$232,751

See accompanying notes to these unaudited condensed financial statements.

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NATURAL GAS SERVICES GROUP, INC.
 CONDENSED INCOME STATEMENTS
 (in thousands, except earnings per share)
 (unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Revenue:				
Sales, net	\$3,893	\$4,935	\$15,057	\$28,015
Rental income	17,805	14,120	50,533	41,529
Service and maintenance income	167	235	516	630
Total revenue	21,865	19,290	66,106	70,174
Operating costs and expenses:				
Cost of sales, exclusive of depreciation stated separately below	2,454	3,126	8,935	20,244
Cost of rentals, exclusive of depreciation stated separately below	7,449	5,896	20,519	17,279
Cost of service and maintenance, exclusive of depreciation stated separately below	80	88	233	279
Selling, general, and administrative expense	2,142	1,958	6,023	6,116
Depreciation and amortization	4,652	3,980	13,326	11,564
Total operating costs and expenses	16,777	15,048	49,036	55,482
Operating income	5,088	4,242	17,070	14,692
Other income (expense):				
Interest expense	(3	) (8	) (45	) (13
Other income (expense)	125	(37	) 393	62
Total other income (expense), net	122	(45	) 348	49
Income before provision for income taxes	5,210	4,197	17,418	14,741
Provision for income taxes	1,816	1,591	6,185	5,627
Net income	\$3,394	\$2,606	\$11,233	\$9,114
Earnings per share:				
Basic	\$0.28	\$0.21	\$0.91	\$0.75
Diluted	\$0.27	\$0.21	\$0.90	\$0.74
Weighted average shares outstanding:				
Basic	12,339	12,230	12,313	12,214
Diluted	12,600	12,331	12,504	12,312

See accompanying notes to these unaudited condensed financial statements.

NATURAL GAS SERVICES GROUP, INC.
 CONDENSED STATEMENTS OF CASH FLOWS
 (in thousands)
 (unaudited)

	Nine months ended September 30,	
	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$11,233	\$9,114
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	13,326	11,564
Deferred income taxes	5,736	5,627
Stock based compensation	1,134	1,058
Gain on extinguishment of liability	(223) —
Changes in current assets and liabilities:		
Trade accounts receivables	1,314	1,948
Inventory	(1,036	) 312
Prepaid expenses	(1,937	) (178
Accounts payable and accrued liabilities	(735	) 3,460
Current income tax liability	409	—
Deferred income	(824	) (1,359
NET CASH PROVIDED BY OPERATING ACTIVITIES	28,397	31,546
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(29,175	) (17,074
NET CASH USED IN INVESTING ACTIVITIES	(29,175	) (17,074
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from other long-term liabilities, net	(73	) (16
Repayments of line of credit	(150	) (90
Proceeds from exercise of stock options	642	168
NET CASH PROVIDED BY FINANCING ACTIVITIES	419	62
NET CHANGE IN CASH AND CASH EQUIVALENTS	(359	) 14,534
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	28,086	16,390
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$27,727	\$30,924
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid	\$45	\$13
Income taxes paid	\$2,036	\$—
NON-CASH TRANSACTIONS		
Transfer of rental equipment to inventory	\$207	\$8,690

See accompanying notes to these unaudited condensed financial statements.

Natural Gas Services Group, Inc.
Notes to Condensed Financial Statements
(unaudited)

(1) Basis of Presentation and Summary of Significant Accounting Policies

These notes apply to the unaudited condensed financial statements of Natural Gas Services Group, Inc, a Colorado corporation. (the "Company", "NGSG", "Natural Gas Services Group", "we" or "our").

The accompanying unaudited condensed financial statements include all adjustments, consisting of only normal recurring adjustments, which are necessary to make our financial position at September 30, 2013 and the results of our operations for the three and nine months ended September 30, 2013 and 2012 not misleading. As permitted by the rules and regulations of the Securities and Exchange Commission (SEC), the accompanying condensed financial statements do not include all disclosures normally required by accounting principles generally accepted in the United States of America (GAAP). These financial statements should be read in conjunction with the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012 on file with the SEC. In our opinion, the condensed financial statements are a fair presentation of the financial position, results of operations and cash flows for the periods presented.

The results of operations for the three and nine months ended September 30, 2013 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2013.

Revenue Recognition

Revenue from the sales of custom and fabricated compressors, and flare systems is recognized upon shipment of the equipment to customers or when all conditions have been met and title is transferred to the customer. Exchange and rebuild compressor revenue is recognized when both the replacement compressor has been delivered and the rebuild assessment has been completed. Revenue from compressor services is recognized upon providing services to the customer. Maintenance agreement revenue is recognized as services are rendered. Rental revenue is recognized over the terms of the respective rental agreements based upon the classification of the rental agreement. Deferred income represents payments received before a product is shipped. Revenue from the sale of rental units is included in sales revenue when equipment is shipped or title is transferred to the customer.

Fair Value of Financial Instruments

Our financial instruments consist principally of cash and cash equivalents, accounts receivable, accounts payable and our line of credit. Pursuant to ASC 820 (Accounting Standards Codification), the fair value of our cash equivalents is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. We believe that the recorded values of all of our other financial instruments approximate their fair values because of their nature and relatively short maturity dates or durations.

Recently Issued Accounting Pronouncements

At this time, there are no recently issued pronouncements that affect the Company.

(2) Stock-Based Compensation

Stock Options:

A summary of option activity under our 1998 Stock Option plan for the nine months ended September 30, 2013 is presented below.

	Number of Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2012	394,322	\$ 15.30		
Granted	47,000	18.75		
Exercised	(41,637)	15.38		
Canceled/Forfeited	(9,833)	17.68		
Expired	—	—		
Outstanding, September 30, 2013	389,852	\$ 15.65	5.49	\$4,355
Exercisable, September 30, 2013	326,770	\$ 15.22	4.82	\$3,790

The following table summarizes information about our stock options outstanding at September 30, 2013:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Shares	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
\$0.01-9.43	71,352	3.22	\$8.72	71,352	\$8.72
\$9.44-15.60	73,500	5.27	12.66	61,834	12.23
\$15.61-20.48	245,000	6.21	18.57	193,584	18.57
	389,852	5.49	\$15.65	326,770	\$15.22

The summary of the status of our unvested stock options as of December 31, 2012 and changes during the nine months ended September 30, 2013 is presented below.

	Shares	Weighted Average Grant Date Fair Value
Unvested stock options:		
Unvested at December 31, 2012	49,334	\$9.01
Granted	47,000	10.30
Vested	(26,335)	9.05
Canceled/Forfeited	(6,917)	9.79
Unvested at September 30, 2013	63,082	\$9.87

As of September 30, 2013, there was \$399,828 of unrecognized compensation cost related to unvested options. Such cost is expected to be recognized over a weighted-average period of 2.14 years. Total compensation expense for stock

options was \$122,702 and \$330,000 for the nine months ended September 30, 2013 and 2012, respectively.

Restricted Stock:

On March 21, 2013, the Compensation Committee awarded 20,000 shares of restricted common stock to two of our three named executive officers. The restricted shares issued to Messrs. Hazlett and Lawrence vest one year from the grant date. We also awarded and issued 10,000 shares of restricted stock to each member of our Board of Directors as partial payment for 2013 Directors' fees. The restricted stock vests in quarterly installments beginning March 31, 2014. In accordance with Mr. Taylor's employment agreement, the Compensation Committee reviewed his performance in determining the issuance of restricted common stock. Based on this review which included consideration of the Company's 2012 performance, Mr. Taylor, our Chief Executive Officer, was awarded 56,950 restricted shares on April 30, 2013, which vest one year from the date of grant. Total compensation expense related to restricted stock awards was \$1,011,727 and \$727,658 for the nine months ended September 30, 2013 and 2012, respectively. As of September 30, 2013, there was a total of \$1,188,685 of unrecognized compensation expenses related to these shares which is expected to be recognized in 0.9 years.

(3) Inventory

Our inventory, net of allowance for obsolescence of \$258,000 at September 30, 2013 and \$211,000 at December 31, 2012, consisted of the following amounts:

	September 30, 2013 (in thousands)	December 31, 2012
Raw materials	\$ 22,705	\$ 19,654
Work in process	4,840	6,855
	\$ 27,545	\$ 26,509

During the nine months ended September 30, 2013 and 2012 there were no write offs of obsolete inventory against the allowance for obsolescence.

(4) Credit Facility

We have a senior secured revolving credit agreement with JP Morgan Chase Bank, N.A (the "Amended Credit Agreement") aggregate commitment \$30 million, subject to collateral availability. We also have a right to request from the lender, on an uncommitted basis, an increase of up to \$20 million on the aggregate commitment (which could potentially increase the commitment amount to \$50 million).

Borrowing Base. At any time before the maturity of the Amended Credit Agreement, we may draw, repay and re-borrow amounts available under the borrowing base up to the maximum aggregate availability discussed above. Generally, the borrowing base equals the sum of (a) 80% of our eligible accounts receivable plus (b) 50% of the book value of our eligible general inventory (not to exceed 50% of the commitment amount at the time) plus (c) 75% of the book value of our eligible equipment inventory. JPMorgan Chase Bank (the "Lender") may adjust the borrowing base components if material deviations in the collateral are discovered in future audits of the collateral. We had \$28.9 million borrowing base availability at September 30, 2013 under the terms of our Amended Credit Agreement.

Interest and Fees. Under the terms of the Amended Credit Agreement, we have the option of selecting the applicable variable rate for each revolving loan, or portion thereof, of either (a) LIBOR multiplied by the Statutory Reserve Rate (as defined in the Amended Credit Agreement), with respect to this rate, for Eurocurrency funding, plus the Applicable Margin ("LIBOR-based"), or (b) CB Floating Rate, which is the Lender's Prime Rate less the Applicable Margin; provided, however, that no more than three LIBOR-based borrowings under the agreement may be outstanding at any one time. For purposes of the LIBOR-based interest rate, the Applicable Margin is 1.50%. For

purposes of the CB Floating Rate, the Applicable Margin is 1.25%. For the nine month period ended September 30, 2013, our weighted average interest rate was 1.44%.

Accrued interest is payable monthly on outstanding principal amounts, provided that accrued interest on LIBOR-based loans is payable at the end of each interest period, but in no event less frequently than quarterly. In addition, fees and expenses are payable in connection with our requests for letters of credit (generally equal to the Applicable Margin for LIBOR-related borrowings multiplied by the face amount of the requested letter of credit) and administrative and legal costs.

Maturity . The maturity date of the Amended Credit Agreement is December 31, 2014, at which time all amounts borrowed under the agreement will be due and outstanding letters of credit must be cash collateralized. The agreement may be terminated early upon our request or the occurrence of an event of default.

Security. The obligations under the Amended Credit Agreement are secured by a first priority lien on all of our inventory and accounts and leases receivables, along with a first priority lien on a variable number of our leased compressor equipment the book value of which must be maintained at a minimum of 2.00 to 1.00 commitment coverage ratio (such ratio being equal to (i) the amount of the borrowing base as of such date to (ii) the amount of the commitment as of such date.)

Covenants. The Amended Credit Agreement contains customary representations and warranties, as well as covenants which, among other things, limit our ability to incur additional indebtedness and liens; enter into transactions with affiliates; make acquisitions in excess of certain amounts; pay dividends; redeem or repurchase capital stock or senior notes; make investments or loans; make negative pledges; consolidate, merge or effect asset sales; or change the nature of our business. In addition, we also have certain financial covenants that require us to maintain on a consolidated basis a leverage ratio less than or equal to 2.50 to 1.00 as of the last day of each fiscal quarter.

Events of Default and Acceleration. The Amended Credit Agreement contains customary events of default for credit facilities of this size and type, and includes, without limitation, payment defaults; defaults in performance of covenants or other agreements contained in the loan documents; inaccuracies in representations and warranties; certain defaults, termination events or similar events; certain defaults with respect to any other Company indebtedness in excess of \$50,000; certain bankruptcy or insolvency events; the rendering of certain judgments in excess of \$150,000; certain ERISA events; certain change in control events and the defectiveness of any liens under the secured revolving credit facility. Obligations under the Amended Credit Agreement may be accelerated upon the occurrence of an event of default.

As of September 30, 2013 we were in compliance with all covenants in our Amended Credit Agreement. A default under our Credit Agreement could trigger the acceleration of our bank debt so that it is immediately due and payable. Such default would likely limit our ability to access other credit. At September 30, 2013 and December 31, 2012 our outstanding balance on the line of credit was \$747,000 and \$897,000, respectively.

(5) Other Long-Term Liabilities

As of December 31, 2012, we had a long-term liability of \$275,000 to Midland Development Corporation. The liability was fully satisfied during the quarter ended March 31, 2013. As a result of our performance under the agreement, a payment to Midland Development Corporation of \$52,000 was made to settle the liability, resulting in a gain of \$223,000, which is included in our condensed income statement. In addition, we entered into a purchase agreement with a vendor on July 30, 2008 pursuant to which we agreed to purchase up to \$4.8 million of our paint and coating requirements exclusively from the vendor. In connection with the execution of the agreement, the vendor paid us a \$300,000 fee which is considered to be a discount toward future purchases from the vendor. The \$300,000 payment we received is recorded as a long-term liability and will decrease as the purchase commitment is fulfilled. The long-term liability remaining as of September 30, 2013 and December 31, 2012 was \$206,000 and \$227,000, respectively.

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(6) Earnings per Share

The following table reconciles the numerators and denominators of the basic and diluted earnings per share computation(in thousands, except per share data).

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Numerator:				
Net income	\$3,394	\$2,606	\$11,233	\$9,114
Denominator for basic net income per common share:				
Weighted average common shares outstanding	12,339	12,230	12,313	12,214
Denominator for diluted net income per share:				
Weighted average common shares outstanding	12,339	12,230	12,313	12,214
Dilutive effect of stock options and restricted stock	261	101	191	98
Diluted weighted average shares	12,600	12,331	12,504	12,312
Earnings per common share:				
Basic	\$0.28	\$0.21	\$0.91	\$0.75
Diluted	\$0.27	\$0.21	\$0.90	\$0.74

(7) Segment Information

ASC 280-10-50, "Operating Segments", defines the characteristics of an operating segment as a) being engaged in business activity from which it may earn revenue and incur expenses, b) being reviewed by the company's chief operating decision maker (CODM) for decisions about resources to be allocated and to assess its performance and c) having discrete financial information. Although we indeed look at our product to analyze the nature of our revenue, other financial information, such as certain costs and expenses, net income and EBITDA are not captured or analyzed by these categories. Therefore discrete financial information is not available by product line and our CODM does not make resource allocation decisions or assess the performance of the business based on these categories, but rather in the aggregate. Based on this, Management believes that it operates in one business segment.

In their analysis of product lines as potential operating segments, Management also considered ASC 280-10-50-11, "Aggregation Criteria", which allows for the aggregation of operating segments if the segments have similar economic characteristics and if the segments are similar in each of the following areas:

- The nature of the products and services;
- The nature of the production processes;
- The type or class of customer for their products and services;
- The methods used to distribute their products or provide their services; and
- The nature of the regulatory environment, if applicable.

We are engaged in the business of designing and manufacturing compressors and flares. Our compressors and flares are sold and rented to our customers. In addition, we provide service and maintenance on compressors in our fleet and to third parties. These business activities are similar in all geographic areas. Our manufacturing process is essentially the same for the entire Company and is performed in-house at our facilities in Midland, Texas and Tulsa, Oklahoma. Our customers primarily consist of entities in the business of producing natural gas and crude oil. The maintenance and service of our products is consistent across the entire Company and is performed via an internal fleet of vehicles. The regulatory environment is similar in every jurisdiction in that the most impacting regulations and practices are the result of federal energy policy. In addition, the economic characteristics of each customer arrangement are similar in that we maintain policies at the corporate level.

For the three months ended September 30, 2013 (in thousands):

	Sales	Rental	Service & Maintenance	Corporate	Total
Revenue	\$3,893	\$17,805	\$167	\$—	\$21,865
Operating costs and expenses	2,454	7,449	80	6,794	16,777
Other income (expense)	—	—	—	122	122
Income before provision for income taxes	\$1,439	\$10,356	\$87	\$(6,672)	\$5,210

For the three months ended September 30, 2012 (in thousands):

	Sales	Rental	Service & Maintenance	Corporate	Total
Revenue	\$4,935	\$14,120	\$235	\$—	\$19,290
Operating costs and expenses	3,126	5,896	88	5,938	15,048

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Other income (expense)	—	—	—	(45) (45)
Income before provision for income taxes	\$1,809	\$8,224	\$147	\$(5,983) \$4,197)

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For the nine months ended September 30, 2013 (in thousands):

	Sales	Rental	Service & Maintenance	Corporate	Total
Revenue	\$ 15,057	\$ 50,533	\$ 516	\$—	\$ 66,106
Operating costs and expenses	8,935	20,519	233	19,349	49,036
Other income (expense)	—	—	—	348	348
Income before provision for income taxes	\$ 6,122	\$ 30,014	\$ 283	\$(19,001)	\$ 17,418

For the nine months ended September 30, 2012 (in thousands):

	Sales	Rental	Service & Maintenance	Corporate	Total
Revenue	\$ 28,015	\$ 41,529	\$ 630	\$—	\$ 70,174
Operating costs and expenses	20,244	17,279	279	17,680	55,482
Other income (expense)	—	—	—	49	49
Income before provision for income taxes	\$ 7,771	\$ 24,250	\$ 351	\$(17,631)	\$ 14,741

(8) Commitments and Contingencies

From time to time, we are a party to various legal proceedings in the ordinary course of our business. While management is unable to predict the ultimate outcome of these actions, it believes that any ultimate liability arising from these actions will not have a material adverse effect on our financial position, results of operations or cash flow. We are not currently a party to any material legal proceedings, and we are not aware of any other threatened material litigation.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion and analysis of our financial condition and results of operations are based on, and should be read in conjunction with, our condensed financial statements and the related notes included elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC.

Overview

We fabricate, manufacture, rent and sell natural gas compressors and related equipment. Our primary focus is on the rental of natural gas compressors. Our rental contracts generally provide for initial terms of six to 24 months. After the initial term of our rental contracts, most of our customers have continued to rent our compressors on a month-to-month basis. Rental amounts are billed monthly in advance and include maintenance of the rented compressors. As of September 30, 2013, we had 1,986 natural gas compressors totaling 277,073 horsepower rented to 101 third parties compared to 1,680 natural gas compressors totaling 233,241 horsepower rented to 99 third parties at September 30, 2012.

We also fabricate natural gas compressors for sale to our customers, designing compressors to meet unique specifications dictated by well pressures, production characteristics and particular applications for which compression is sought. Fabrication of compressors involves our purchase of engines, compressors, coolers and other components, and our assembling of these components on skids for delivery to customer locations. The major components of our compressors are acquired through periodic purchase orders placed with third-party suppliers on an "as needed" basis, which presently requires a two to three month lead time with delivery dates scheduled to coincide with our estimated production schedules. Although we do not have formal continuing supply contracts with any major supplier, we believe we have adequate alternative sources available. In the past, we have not experienced any sudden and dramatic

increases in the prices of the major components for our compressors. However, the occurrence of such an event could have a material adverse effect on the results of our operations and financial condition, particularly if we were unable to increase our rental rates and sales prices proportionate to any such component price increases.

We also manufacture a proprietary line of compressor frames, cylinders and parts, known as our CiP (Cylinder-in-Plane) product line. We use finished CiP component products in the fabrication of compressor units for sale or rental by us or sell the finished component products to other compressor fabricators. We also design, fabricate, sell, install and service flare stacks and related ignition and control devices for onshore and offshore incineration of gas compounds such as hydrogen sulfide, carbon dioxide, natural gas and liquefied petroleum gases. To provide customer support for our compressor and flare sales businesses,

we stock varying levels of replacement parts at our Midland, Texas facility and at field service locations. We also provide an exchange and rebuild program for screw compressors and maintain an inventory of new and used compressors to facilitate this business.

We provide service and maintenance to our customers under written maintenance contracts or on an as-required basis in the absence of a service contract. Maintenance agreements typically have terms of six months to one year and require payment of a monthly fee.

The oil and natural gas equipment rental and services industry is cyclical in nature. The most critical factor in assessing the outlook for the industry is the worldwide supply and demand for natural gas and crude oil and the corresponding changes in commodity prices. As demand and prices increase, oil and natural gas producers increase their capital expenditures for drilling, development and production activities. Generally, the increased capital expenditures ultimately result in greater revenues and profits for services and equipment companies.

In general, we expect our overall business activity and revenues to track the level of activity in the natural gas industry, with changes in domestic natural gas production and consumption levels and prices more significantly affecting our business than changes in crude oil and condensate production and consumption levels and prices. However, we have increased our rental and sales in the non-conventional shale plays which are more dependent on crude oil prices. We also believe that demand for compression services and products is driven by declining reservoir pressure in maturing natural gas producing fields and, more recently, by increased focus by producers on non-conventional natural gas production, such as coalbed methane, gas shales and tight gas, which typically requires more compression than production from conventional natural gas reservoirs.

Demand for our products and services have been historically strong, but in 2009 and early 2010 the demand declined due to lower natural gas prices, decreased demand for natural gas and the economic recession. This began to show signs of easing during the latter part of 2010 and through 2013. However, natural gas prices have had only slight movements up followed by downward movements. Meanwhile, opportunities have developed in non-conventional shale plays. While shale plays continued to offer opportunities, natural gas prices have not surged, leaving demand for compression in conventional areas uncertain.

Natural gas prices continue at levels that do not encourage energy companies to invest capital in natural gas projects. In addition, the domestic economy has not fully recovered. Notwithstanding the continuing weak economy and financial uncertainty, we believe the long-term trend in our market is favorable. We believe this outlook is supported by the growth in our revenue in 2012 and our continued strong results in the first nine months of 2013.

Results of Operations

Three months ended September 30, 2013, compared to the three months ended September 30, 2012.

The table below shows our revenues and percentage of total revenues of each of our product lines for the three months ended September 30, 2013 and 2012.

	Revenue					
	Three months ended September 30, (dollars in thousands)					
	2013			2012		
Sales	\$3,893	18	%	\$4,935	26	%
Rental	17,805	81	%	14,120	73	%
Service and Maintenance	167	1	%	235	1	%
Total	\$21,865			\$19,290		

Total revenue increased to \$21.9 million from \$19.3 million, or 13%, for the three months ended September 30, 2013, compared to the same period ended September 30, 2012. The \$2.6 million increase in revenue was due to a increase in rental revenue of \$3.7 million, offset by an decrease in sales revenue of \$1.0 million. Comparing the three months ended September 30, 2013 to the same period in 2012, sales revenue decreased 21% and rental revenue increased 26%.

Sales revenue decreased to \$3.9 million from \$4.9 million for the three months ended September 30, 2013, compared to the same period ended September 30, 2012. This decrease is the result of timing of industry activity related to capital projects. We believe this timing is reflective of the typical sales cycle, resulting in inconsistent compressor units sales to third parties from our Tulsa and Midland operations. There was a slight increase in demand for flares during this comparative period.

Rental revenue increased to \$17.8 million from \$14.1 million for the three months ended September 30, 2013, compared to the same period ended September 30, 2012. This increase is the result of higher oil and natural gas industry drilling and demand for low to mid horsepower compression. We ended the quarter with 2,466 compressor packages in our rental fleet, up from 2,236 units at September 30, 2012. The rental fleet had a utilization of 80.5% as of September 30, 2013 compared to 75.1% utilization as of September 30, 2012. This utilization increase is mainly the result of more compressor rental units in our inventory being matched to customer requirements and being returned to service as well as fewer units being returned from operation. In the event that natural gas prices increase, we should be able to see additional utilization of our fleet.

Our overall operating income margin percentage increased to 23% from 22% for the three months ended September 30, 2013 compared to the same period ended September 30, 2012. The margin increase is mainly the result of our ability to hold the line on costs related to compressor sales, and a shift in revenues toward rentals, which typically has a higher margin, from sales.

Selling, general, and administrative expense increased slightly to \$2.1 million from \$2.0 million, for the three months ended September 30, 2013, as compared to the same period ended September 30, 2012.

Depreciation and amortization expense increased to \$4.7 million for the three months ended September 30, 2013, compared to \$4.0 million for the period ended September 30, 2012. This was the result of new gas compressor rental units being added to the rental fleet from September 30, 2012 to September 30, 2013. We added a net of 230

compressors to our rental fleet during the twelve month period ending September 30, 2013.

Provision for income tax was \$1.8 million and \$1.6 million for the three months ended September 30, 2013 and September 30, 2012, respectively. The provision is the result of an increase in taxable income for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 offset by a slightly lower effective tax rate.

Nine months ended September 30, 2013, compared to the nine months ended September 30, 2012.

The table below shows our revenues and percentage of total revenues of each of our product lines for the nine months ended September 30, 2013 and 2012.

	Revenue					
	Nine months ended September 30, (dollars in thousands)					
	2013			2012		
Sales	\$15,057	23	%	\$28,015	40	%
Rental	50,533	76	%	41,529	59	%
Service and Maintenance	516	1	%	630	1	%
Total	\$66,106			\$70,174		

Total revenue decreased to \$66.1 million from \$70.2 million, or 5.8%, for the nine months ended September 30, 2013, compared to the same period ended September 30, 2012. The \$4.1 million decrease in revenue was due to a decrease in sales revenue to \$15.1 million, offset by an increase in rental revenue to \$50.5 million. Comparing the nine months ended September 30, 2013 to the same period in 2012, sales revenue decreased 46.3% and rental revenue increased 21.7%.

Sales revenue decreased to \$15.1 million from \$28.0 million for the nine months ended September 30, 2013, compared to the same period ended September 30, 2012. This decrease is the result of timing of industry activity related to capital projects and a large one-time sale to a single customer from our fleet in the nine months ended September 30, 2012. We believe this timing is reflective of the typical sales cycle, resulting in inconsistent compressor units sales to third parties from our Tulsa and Midland operations. There was a slight increase in demand for flares during this comparative period.

Rental revenue increased to \$50.5 million from \$41.5 million for the nine months ended September 30, 2013, compared to the same period ended September 30, 2012. This increase is the result of higher oil and natural gas industry drilling and demand for low to mid horsepower compression. We ended the quarter with 2,466 compressor packages in our rental fleet, up from 2,236 units at September 30, 2012. The rental fleet had a utilization of 80.5% as of September 30, 2013 compared to 75.1% utilization as of September 30, 2012. This utilization increase is mainly the result of more compressor rental units in our inventory being matched to customer requirements and being returned to service as well as fewer units being returned from operation. In the event that natural gas prices increase, we should be able to see incremental utilization of our fleet.

Our overall operating income margin percentage increased to 26% from 21% for the nine months ended September 30, 2013 compared to the same period ended September 30, 2012. The margin increase is mainly the result of our ability to hold the line on costs related to compressor sales, and a shift in revenues toward rentals, which typically has a higher margin, from sales.

Selling, general, and administrative expense decreased slightly to \$6.0 million from \$6.1 million, for the nine months ended September 30, 2013, as compared to the same period ended September 30, 2012.

Depreciation and amortization expense increased to \$13.3 million for the nine months ended September 30, 2013, compared to \$11.6 million for the period ended September 30, 2012. This was the result of new gas compressor rental units being added to the rental fleet from September 30, 2012 to September 30, 2013. We added a net of 230 compressors to our rental fleet during the twelve month period ending September 30, 2013.

Provision for income tax increased to \$6.2 million from \$5.6 million, or 10.7%, and is the result of the increase in taxable income and a change in effective tax rate between the two periods. We had an effective tax rate of 35.5% in the nine months ended September 30, 2013 and 38% in the nine months ended September 30, 2012.

Liquidity and Capital Resources

Our working capital positions as of September 30, 2013 and December 31, 2012 are set forth below:

	September 30, 2013 (in thousands)	December 31, 2012
Current Assets:		
Cash and cash equivalents	\$27,727	\$28,086
Trade accounts receivable, net	5,377	