

SEITEL INC  
Form 10-Q  
November 12, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 10-Q**

**T** QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2008

OR

**O** TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 333-144844

**SEITEL, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

76-0025431  
(I.R.S. Employer  
Identification No.)

10811 S. Westview Circle Drive  
Building C, Suite 100  
Houston, Texas  
(Address of principal executive offices)

77043  
(Zip Code)

Registrant's telephone number, including area code:

(713) 881-8900

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 **T** No **O**

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

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the Exchange Act. (Check one):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

As of November 11, 2008, there were 100 shares of the Company's common stock, par value \$.001 per share outstanding.

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**PART I - FINANCIAL INFORMATION**

**Item 1. FINANCIAL STATEMENTS****SEITEL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS***(In thousands, except share and per share amounts)*

	(Unaudited) September 30, 2008	December 31, 2007
<b>ASSETS</b>		
Cash and cash equivalents	\$ 36,828	\$ 43,333
Restricted cash	112	110
Receivables		
Trade, net of allowance for doubtful accounts of \$756 and \$688, respectively	51,386	51,915
Notes and other, net of allowance for doubtful accounts of \$225 and \$238, respectively	427	2,190
Net seismic data library, net of accumulated amortization of \$263,467 and \$140,742, respectively	297,469	349,039
Net property and equipment, net of accumulated depreciation and amortization of \$4,217 and \$2,335, respectively	9,478	10,996
Investment in marketable securities	1,798	4,224
Prepaid expenses, deferred charges and other	19,710	22,263
Intangible assets, net of accumulated amortization of \$9,835 and \$5,515, respectively	45,647	51,785
Goodwill	200,458	207,246
<b>TOTAL ASSETS</b>	<b>\$ 663,313</b>	<b>\$ 743,101</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
<b>LIABILITIES</b>		
Accounts payable and accrued liabilities	\$ 39,797	\$ 49,325
Income taxes payable	992	948
Debt		
Senior Notes	402,269	402,333
Notes payable	268	300
Obligations under capital leases	3,494	3,848
Deferred revenue	50,889	48,151
Deferred income taxes	10,787	17,238
<b>TOTAL LIABILITIES</b>	<b>508,496</b>	<b>522,143</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDER'S EQUITY</b>		
Common stock, par value \$.001 per share; 100 shares authorized, issued and outstanding at September 30, 2008 and December 31, 2007	-	-
Additional paid-in capital	269,777	264,805
Retained deficit	(133,140)	(77,113)
Accumulated other comprehensive income	18,180	33,266
<b>TOTAL STOCKHOLDER'S EQUITY</b>	<b>154,817</b>	<b>220,958</b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>\$ 663,313</b>	<b>\$ 743,101</b>

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

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**SEITEL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS** (Unaudited)  
(In thousands)

	Three Months Ended	
	September 30,	
	2008	2007
REVENUE	\$ 46,091	\$ 28,356
EXPENSES:		
Depreciation and amortization	43,592	36,005
Impairment of intangible asset	225	-
Cost of sales	72	72
Selling, general and administrative	9,850	9,902
Merger	-	807
	53,739	46,786
LOSS FROM OPERATIONS	(7,648)	(18,430)
Interest expense, net	(9,967)	(9,895)
Foreign currency exchange gains (losses)	(729)	1,360
Other income	-	39
Loss before income taxes	(18,344)	(26,926)
Benefit for income taxes	(1,152)	(3,701)
NET LOSS	\$ (17,192)	\$ (23,225)

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

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**SEITEL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS** (Unaudited)  
(In thousands)

	Nine Months Ended	SUCCESSOR	PREDECESSOR
		PERIOD	PERIOD
		February 14, 2007	January 1, 2007 -
	September 30,	-	February 13, 2007
	2008	September 30,	
		2007	
REVENUE	\$ 138,192	\$ 76,025	\$ 19,010
EXPENSES:			
Depreciation and amortization	132,706	96,008	11,485
Impairment of intangible asset	225	-	-
Cost of sales	351	113	8
Selling, general and administrative	30,098	23,825	3,577
Merger	357	2,087	17,457
	163,737	122,033	32,527
LOSS FROM OPERATIONS	(25,545)	(46,008)	(13,517)
Interest expense, net	(30,041)	(29,018)	(2,284)
Foreign currency exchange gains (losses)	(1,442)	3,017	(102)
Other income	39	39	12
Loss before income taxes	(56,989)	(71,970)	(15,891)
Provision (benefit) for income taxes	(962)	(9,668)	452
NET LOSS	\$ (56,027)	\$ (62,302)	\$ (16,343)

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

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**SEITEL, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS** (Unaudited)*(In thousands)*

	SUCCESSOR PERIOD		SUCCESSOR PERIOD		PREDECESSOR PERIOD
	Three Months Ended September 30, 2008	2007	Nine Months Ended September 30, 2008	February 14, 2007 - September 30, 2007	January 1, 2007 - February 13, 2007
Net loss	\$ (17,192)	\$ (23,225)	\$ (56,027)	\$ (62,302)	\$ (16,343)
Unrealized losses on securities held as available for sale, net of tax	(2,811)	-	(2,426)	-	-
Foreign currency translation adjustments	(6,809)	11,723	(12,660)	27,406	7
Comprehensive loss	\$ (26,812)	\$ (11,502)	\$ (71,113)	\$ (34,896)	\$ (16,336)

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

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**SEITEL, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDER'S EQUITY (Unaudited)**

(In thousands, except share amounts)

	Common Shares	Stock Amount	Additional Paid-In Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income
Balance, December 31, 2007	100	\$ -	\$ 264,805	\$ (77,113)	\$ 33,266
Issuance of restricted stock units	-	-	604	-	-
Amortization of stock-based compensation costs	-	-	4,332	-	-
Accrual for equity based incentive compensation	-	-	36	-	-
Net loss	-	-	-	(56,027)	-
Foreign currency translation adjustments	-	-	-	-	(12,660)
Unrealized loss on marketable securities, net of tax	-	-	-	-	(2,426)
Balance, September 30, 2008	100	\$ -	\$ 269,777	\$ (133,140)	\$ 18,180

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

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**SEITEL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**

(In thousands)

	Nine Months Ended September 30, 2008	SUCCESSOR PERIOD February 14, 2007 - September 30, 2007	PREDECESSOR PERIOD January 1, 2007 - February 13, 2007
Cash flows from operating activities:			
Reconciliation of net loss to net cash provided by operating activities:			
Net loss	\$ (56,027)	\$ (62,302)	\$ (16,343)
Depreciation and amortization	132,706	96,008	11,485
Impairment of intangible asset	225	-	-
Deferred income tax provision (benefit)	(2,702)	(10,119)	302
Amortization of deferred financing costs	1,208	4,952	148
Amortization of debt discount (premium)	(64)	(51)	70
Amortization of stock-based compensation	4,332	5,954	6,673
Amortization of favorable facility lease	210	166	-
Allowance for collection of trade receivables	96	391	-
Reversal of allowance for notes receivable	(54)	-	(274)
Non-cash compensation expense	640	-	32
Non-cash other income	(24)	-	-
Non-cash revenue	(14,441)	(1,881)	(88)
Decrease in receivables	372	7,124	9,074
Decrease (increase) in other assets	273	(927)	(521)
Increase (decrease) in deferred revenue	2,723	24,993	(7,767)
Increase (decrease) in accounts payable and other liabilities	(10,375)	(8,636)	2,819
Net cash provided by operating activities	59,098	55,672	5,610
Cash flows from investing activities:			
Cash invested in seismic data	(65,484)	(40,619)	(8,369)
Cash paid to acquire property and equipment	(910)	(409)	(60)
Advances to Seitel Holdings, Inc.	(135)	-	-
Increase in restricted cash	(2)	(3)	-
Net cash used in investing activities	(66,531)	(41,031)	(8,429)
Cash flows from financing activities:			
Issuance of 9.75% Senior Notes	-	400,000	-
Repayment of 11.75% Senior Notes	-	(233,352)	-
Contributed capital	-	153,473	-
Purchase of Seitel stock	-	(386,556)	-
Principal payments on notes payable	(32)	(27)	(3)
Principal payments on capital lease obligations	(98)	(62)	(6)
Borrowings on line of credit	286	103	119
Payments on line of credit	(286)	(103)	(119)
Cost of debt and equity transactions	-	(17,085)	-
Purchase of common stock subsequently retired	-	-	(400)
Payments on notes receivable	54	274	-
Net cash used in financing activities	\$ (76)	\$ (83,335)	\$ (409)

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

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**SEITEL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) - continued**

(In thousands)

	Nine Months Ended September 30, 2008	SUCCESSOR PERIOD	February 14, 2007 - September 30, 2007	PREDECESSOR PERIOD January 1, 2007 - February 13, 2007
Effect of exchange rate changes	\$ 1,004		\$ (2,320)	\$ 46
Net decrease in cash and equivalents	(6,505)		(71,014)	(3,182)
Cash and cash equivalents at beginning of period	43,333		104,208	107,390
Cash and cash equivalents at end of period	\$ 36,828		\$ 33,194	\$ 104,208
Supplemental disclosure of cash flow information:				
Cash paid during the period for:				
Interest	\$ 39,615		\$ 21,661	\$ 11,207
Income taxes	\$ 44		\$ 1,418	\$ 1
Supplemental schedule of non-cash investing activities:				
Additions to seismic data library	\$ 17,566		\$ 2,235	\$ (7)

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

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**SEITEL, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Unaudited)**  
**September 30, 2008**

**NOTE A-ORGANIZATION**

On February 14, 2007, Seitel Acquisition Corp. ("Acquisition Corp.") was merged with and into Seitel, Inc. (the "Company"), pursuant to a merger agreement between the Company, Acquisition Corp. and Seitel Holdings, Inc. ("Holdings") dated October 31, 2006 (the "Merger"). Pursuant to the merger agreement, the Company continued as the surviving corporation and became a privately owned corporation and wholly-owned subsidiary of Holdings. Holdings is an investment entity controlled by ValueAct Capital Master Fund, L.P. ("ValueAct Capital").

In connection with the Merger, Acquisition Corp. conducted a cash tender offer and consent solicitation for all of the \$189.0 million aggregate principal amount of the Company's 11.75% senior notes due 2011 (the "11.75% Senior Notes"). On February 14, 2007, the Company paid \$187.0 million aggregate principal amount for all of the notes tendered. In connection with the tender offer and



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consent solicitation, the Company entered into a supplemental indenture for the 11.75% Senior Notes. The supplemental indenture effected certain amendments to the original indenture, primarily to eliminate substantially all of the restrictive covenants and certain events of default triggered or implicated by the Merger. \$2.0 million aggregate principal amount of the 11.75% Senior Notes remains outstanding.

In addition, on February 14, 2007, the Company issued \$400.0 million aggregate principal amount of 9.75% senior notes due 2014 (the "9.75% Senior Notes") pursuant to an indenture by and among the Company, certain subsidiary guarantors and LaSalle Bank National Association, as trustee.

The Company also entered into an Amended and Restated Loan and Security Agreement with Wells Fargo Foothill, Inc. with a maximum credit amount of \$25.0 million, subject to certain borrowing base limitations. All obligations are unconditionally guaranteed by the Company's domestic subsidiaries that are not borrowers under the new facility, subject to customary exceptions, exclusions and release mechanisms. The new facility is secured by a lien on substantially all of the Company's domestic assets, including equity interests in the Company's U.S. subsidiaries.

Pursuant to the Merger, all of the Company's outstanding shares of common stock (other than shares owned by ValueAct Capital, which were contributed to Holdings, and certain shares owned by management investors, which were exchanged for ownership in Holdings) were exchanged for \$3.70 per share.

### **NOTE B-BASIS OF PRESENTATION**

The accompanying condensed consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions of Regulation S-X. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. In preparing the Company's financial statements, a number of estimates and assumptions are made by management that affect the accounting for and recognition of assets, liabilities, revenues and expenses. Operating results for the three and nine months ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008. The condensed consolidated balance sheet of the Company as of December 31, 2007 has been derived from the audited balance sheet of the Company as of that date. These financial statements should be read in conjunction with the financial statements and notes thereto for the year ended December 31, 2007 contained in the Company's Annual Report on Form 10-K.

Although the Company continues as the same legal entity after the Merger, the consolidated financial statements for the first nine months of 2007 are presented for two periods: January 1, 2007 through February 13, 2007 (the "Predecessor Period" or "Predecessor," as context requires), which relates to the period preceding the Merger and February 14, 2007 through September 30, 2007, which relates to the period succeeding the Merger. All financial statements for the periods succeeding the Merger are referred to as Successor Period or Successor, as context requires. The consolidated financial statements for the Successor Periods reflect the acquisition of the Company under the purchase method of accounting in accordance with Statement of Financial Accounting Standards ("SFAS") No. 141, "Business Combinations." The results between these periods are not comparable to the Predecessor due to the difference in the basis of presentation of purchase accounting as compared to historical cost.

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### **NOTE C-REVENUE RECOGNITION**

### ***Revenue from Data Acquisition***

The Company generates revenue when it creates a new seismic survey that is initially licensed by one or more of its customers to use the resulting data. The initial licenses usually provide the customer with a limited exclusivity period, which will normally last for six months after final delivery of the processed data. The payments for the initial exclusive licenses are sometimes referred to as underwriting or prefunding. Customers make periodic payments throughout the creation period, which generally correspond to costs incurred and work performed. These payments are non-refundable.

Revenue from the creation of new seismic data is recognized throughout the creation period using the proportional performance method based upon costs incurred and work performed to date as a percentage of total estimated costs and work required. Management believes that this method is the most reliable and representative measure of progress for its data creation projects. The duration of most data creation projects is generally less than one year. Under these contracts, the Company creates new seismic data designed in conjunction with its customers and specifically suited to the geology of the area using the most appropriate technology available.

The Company outsources the substantial majority of the work required to complete data acquisition projects to third party contractors. The Company's payments to these third party contractors comprise the substantial majority of the total estimated costs of the project and are paid throughout the creation period. A typical survey includes specific activities required to complete the survey, each of which has value to the customers. Typical activities, that often occur concurrently, include:

- permitting for land access, mineral rights, and regulatory approval;
- surveying;
- drilling for the placement of energy sources;
- recording the data in the field; and
- processing the data.

The customers paying for the initial exclusive licenses receive legally enforceable rights to any resulting product of each activity described above. The customers also receive access to and use of the newly acquired, processed data.

The customers' access to and use of the results of the work performed and of the newly acquired, processed data is governed by a license agreement, which is a separate agreement from the acquisition contract. The Company's acquisition contracts require the customer either to have a license agreement in place or to execute one at the time the acquisition contract is signed. The Company maintains ownership of the newly acquired data, which is added to its library, and is free to license the data to other customers when the original customers' exclusivity period ends.

### ***Revenue from Non-Exclusive Data Licenses***

The Company recognizes a substantial portion of its revenue from data licenses sold after any exclusive license period. These are sometimes referred to as resale licensing revenue, post acquisition license sales or shelf sales.

These sales fall under the following four basic forms of non-exclusive license contracts.

- Specific license contract - The customer licenses and selects data from the data library at the time the contract is entered into and holds this license for a long-term period.
- Library card license contract - The customer initially receives only access to data. The customer may then select specific data, from the collection of data to which it has access, to hold long-term under its license agreement. The length of the selection periods under the library card contracts is limited in time and varies from customer to customer.

- Review and possession license contract - The customer obtains the right to review a certain quantity of data for a limited period of time. During the review period, the customer may select specific data from that available for review to hold long-term under its license agreement. Any data not selected for long-term licensing must be returned to the Company at the end of the review period.
  - Review only license contract - The customer obtains rights to review a certain quantity of data for a limited period of time, but does not obtain the right to select specific data to hold long-term.
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The Company's non-exclusive license contracts specify the following:

- that all customers must also execute a master license agreement that governs the use of all data received under our non-exclusive license contracts;
- the specific payment terms, generally ranging from 30 days to 12 months, and that such payments are non-cancelable and non-refundable;
- the actual data that is accessible to the customer; and
- that the data is licensed in its present form, where is and as is and the Company is under no obligation to make any enhancements, modifications or additions to the data unless specific terms to the contrary are included.

Revenue from the non-exclusive licensing of seismic data is recognized when the following criteria are met:

- the Company has an arrangement with the customer that is validated by a signed contract;
- the sales price is fixed and determinable;
- collection is reasonably assured;
- the customer has selected the specific data or the contract has expired without full selection; and
- the license term has begun.

Copies of the data are available to the customer immediately upon request.

For licenses that have been invoiced but have not met the aforementioned criteria, the revenue is deferred along with the related direct costs (primarily sales commissions). This normally occurs under the library card, review and possession or review only license contracts because the data selection may occur over time. Additionally, if the contract allows licensing of data that is not currently available or enhancements, modifications or additions to the data are required per the contract, revenue is deferred until such time that the data is available.

### ***Revenue from Non-Monetary Exchanges***

In certain cases, the Company will take ownership of a customer's seismic data or revenue interest (collectively referred to as "data") in exchange for a non-exclusive license to selected seismic data from the Company's library. In connection with specific data acquisition contracts, the Company may choose to receive both cash and ownership of seismic data from the customer as consideration for the underwriting of new data acquisition. In addition, the Company may receive advanced data processing services on selected existing data in exchange for a non-exclusive license to selected data from the Company's library. These exchanges are referred to as non-monetary exchanges. A non-monetary exchange for data always complies with the following criteria:

- the data license delivered is always distinct from the data received;
- the customer forfeits ownership of its data; and
- the Company retains ownership of its data.

In non-monetary exchange transactions, the Company records a data library asset for the seismic data received or processed at the time the contract is entered into or the data is completed, as applicable, and recognizes revenue on the transaction in equal value in accordance with its policy on revenue from data licenses, which is, when the data is selected by the customer, or revenue from data acquisition, as applicable. The data license to the customer is in the form of one of the four basic forms of non-exclusive

license contracts discussed above. These transactions are valued at the fair value of the data received or delivered, whichever is more readily determinable.

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Fair value of the data exchanged is determined using a multi-step process as follows.

- First, the Company considers the value of the data or services received from the customer. In determining the value of the data received, the Company considers the age, quality, current demand and future marketability of the data and, in the case of 3D seismic data, the cost that would be required to create the data. In addition, the Company applies a maximum limitation on the value it assigns per square mile for the data it receives based on relevant criteria. In determining the value of the services received, the Company considers the cost of such similar services that it could obtain from a third party provider.
- Second, the Company determines the value of the license granted to the customer. The range of cash transactions by the Company for licenses of similar data during the prior six months are evaluated to assist in this determination. In evaluating the range of cash transactions, the Company does not consider transactions that are disproportionately high or low.
- Third, the Company obtains concurrence from an independent third party on the portfolio of all non-monetary exchanges for data of \$500,000 or more in order to support the Company's valuation of the data received. The Company obtains this concurrence on an annual basis, usually in connection with the preparation of its annual financial statements.

Due to the Company's revenue recognition policies, revenue recognized on non-monetary exchange transactions may not occur at the same time the seismic data acquired is recorded as an asset. The activity related to non-monetary exchanges for the relevant periods was as follows (in thousands):

	SUCCESSOR PERIOD		SUCCESSOR		PREDECESSOR
	Three Months Ended		PERIOD		PERIOD
	September 30, 2008	2007	Nine Months Ended September 30, 2008	February 14, 2007 - September 30, 2007	January 1, 2007 - February 13, 2007
Seismic data library additions	\$ 3,825	\$ 73	\$ 17,566	\$ 2,235	(7)
Revenue recognized on specific data licenses and selections of data	2,029	126	4,766	1,208	71
Revenue recognized related to acquisition contracts	4,053	646	9,675	673	11
Revenue recognized related to data management services	-	-	-	-	6

### ***Revenue from Seitel Solutions***

Revenue from Seitel Solutions ("Solutions") is recognized as the services for reproduction and delivery of seismic data are provided to customers.

### **NOTE D-SEISMIC DATA LIBRARY**

The Company's seismic data library consists of seismic surveys that are offered for license to customers on a non-exclusive basis. Costs associated with creating, acquiring or purchasing the seismic data library are capitalized and amortized principally on the income forecast method subject to a straight-line amortization period of four years, applied on a quarterly basis at the individual

survey level.

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## Costs of Seismic Data Library

For purchased seismic data, the Company capitalizes the purchase price of the acquired data.

For data received through a non-monetary exchange, the Company capitalizes an amount equal to the fair value of the data received by the Company or the fair value of the license granted to the customer, whichever is more readily determinable. See Note C under "*Revenue from Non-Monetary Exchanges*" for a discussion of the process used to determine fair value.

For internally created data, the capitalized costs include costs paid to third parties for the acquisition of data and related permitting, surveying and other activities associated with the data creation activity. In addition, the Company capitalizes certain internal costs related to processing the created data. Such costs include salaries and benefits of the Company's processing personnel and certain other costs incurred for the benefit of the processing activity. The Company believes that the internal processing costs capitalized are not greater than, and generally are less than, those that would be incurred and capitalized if such activity were performed by a third party. Capitalized costs for internal data processing were \$484,000 and \$506,000 for the three months ended September 30, 2008 and 2007, respectively, and \$1,425,000, \$1,218,000 and \$265,000 for the nine months ended September 30, 2008 (Successor Period), for the period February 14, 2007 to September 30, 2007 (Successor Period), and for the period January 1, 2007 to February 13, 2007 (Predecessor Period), respectively.

## **Data Library Amortization**

The Company amortizes its seismic data library investment using the greater of the amortization that would result from the application of the income forecast method subject to a minimum amortization rate or a straight-line basis over the useful life of the data. With respect to each survey in the data library, the straight-line policy is applied from the time such survey is available for licensing to customers on a non-exclusive basis, since some data in the library may not be licensed until an exclusivity period (usually six months) has lapsed.

The Company applies the income forecast method by forecasting the ultimate revenue expected to be derived from a particular data library component over the estimated useful life of each survey comprising part of such component. This forecast is made by the Company annually and reviewed quarterly. If, during any such review, the Company determines that the ultimate revenue for a library component is expected to be significantly different than the original estimate of total revenue for such library component, the Company revises the amortization rate attributable to future revenue from each survey in such component. The lowest amortization rate the Company applies using the income forecast method is 70%. In addition, in connection with the forecast reviews and updates, the Company evaluates the recoverability of its seismic data library investment, and if required under SFAS No. 144, "Accounting for the Impairment and Disposal of Long-Lived Assets," records an impairment charge with respect to such investment. See discussion on "*Seismic Data Library Impairment*" below.

The actual aggregate rate of amortization depends on the specific seismic surveys licensed and selected by the Company's customers during the period and the amount of straight-line amortization recorded. The income forecast amortization rates can vary by component and, as of October 1, 2008, the amortization rate utilized under the income forecast method for all components is 70%. For those seismic surveys which have been fully amortized, no amortization expense is required on revenue recorded.

The greater of the income forecast or straight-line amortization policy is applied quarterly on a cumulative basis at the individual survey level. In connection with the Merger, this policy was also applied at February 13, 2007 for the Predecessor Period. Under this policy, the Company first records amortization using the income forecast method. The cumulative amortization recorded for each survey is then compared with the cumulative straight-line amortization. If the cumulative straight-line amortization is higher for any specific survey, additional amortization expense is recorded, resulting in accumulated amortization being equal to the cumulative straight-line amortization for such survey. This requirement is applied regardless of future-year revenue estimates for the library component of which the survey is a part and does not consider the existence of deferred revenue with respect to the library component or to any survey.

**Seismic Data Library Impairment**

The Company evaluates its seismic data library investment by grouping individual surveys into components based on its operations and geological and geographical trends, resulting in the following data library segments for purposes of evaluating impairments: (I) Gulf of Mexico offshore comprised of the following components: (a) multi-component data, (b) ocean bottom cable data, (c) shelf data, (d) deep water data, and (e) value-added products; (II) North America onshore comprised of the following components: (a) Texas Gulf Coast, (b) Northern, Eastern and Western Texas, (c) Southern Louisiana/Mississippi, (d) Northern Louisiana, (e) Rocky Mountains, (f) North Dakota, (g) other United States, (h) Canada and (i) value-added products; and (III) international data outside North America. The Company believes that these library components constitute the lowest levels of independently identifiable cash flows.

As events or conditions require, the Company evaluates the recoverability of its seismic data library investment in accordance with SFAS No. 144. The Company evaluates its seismic data library investment for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The Company considers the level of sales performance in each component compared to projected sales, as well as industry conditions, among others, to be key factors in determining when its seismic data investment should be evaluated for impairment. In evaluating sales performance of each component, the Company generally considers five consecutive quarters of actual performance below forecasted sales to be an indicator of potential impairment.

In accordance with SFAS No. 144, the impairment evaluation is based first on a comparison of the undiscounted future cash flows over each component's remaining estimated useful life with the carrying value of each library component. If the undiscounted cash flows are equal to or greater than the carrying value of such component, no impairment is recorded. If undiscounted cash flows are less than the carrying value of any component, the forecast of future cash flows related to such component is discounted to fair value and compared with such component's carrying amount. The difference between the library component's carrying amount and the discounted future value of the expected revenue stream is recorded as an impairment charge.

For purposes of evaluating potential impairment losses, the Company estimates the future cash flows attributable to a library component by evaluating, among other factors, historical and recent revenue trends, oil and gas prospectivity in particular regions, general economic conditions affecting its customer base, expected changes in technology and other factors that the Company deems relevant. The cash flow estimates exclude expected future revenues attributable to non-monetary data exchanges and future data creation projects.

The estimation of future cash flows and fair value is highly subjective and inherently imprecise. Estimates can change materially from period to period based on many factors, including those described in the preceding paragraph. Accordingly, if conditions change in the future, the Company may record impairment losses relative to its seismic data library investment, which could be material to any particular reporting period.

The Company did not have any impairment charges during the nine months ended September 30, 2008 (Successor Period), for the period February 14, 2007 to September 30, 2007 (Successor Period) or for the period January 1, 2007 to February 13, 2007 (Predecessor Period).

**NOTE E-IMPAIRMENT OF INTANGIBLE ASSET**

During the three and nine months ended September 30, 2008, the Company recorded an impairment charge of \$225,000 related to the customer relationship intangible asset that resulted from the Company's October 2007 purchase of a small data fulfillment



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company in Canada. The impairment was necessary as a result of the loss of significant customer business and current-period and projected operating losses associated with the customer relationship intangible asset. The impairment was determined by comparing estimated future cash flows attributable to the customer relationship to the carrying value of the asset in accordance with SFAS No. 144. The resulting impairment reduced the customer relationship intangible asset to \$0.

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**NOTE F-DEBT**

The following is a summary of the Company's debt (in thousands):

	September 30, 2008		December 31, 2007
9.75% Senior Notes	\$ 400,000	\$	400,000
11.75% Senior Notes	2,000		2,000
Revolving Credit Facility	-		-
Subsidiary revolving line of credit	-		-
Note payable to former executive	268		300
	402,268		402,300
Plus: Premium on debt	269		333
	\$ 402,537	\$	402,633

**9.75% Senior Unsecured Notes:** On February 14, 2007, the Company issued in a private placement \$400.0 million aggregate principal amount of 9.75% Senior Notes. The proceeds from the 9.75% Senior Notes were used to partially fund the transactions in connection with the Merger. As required by their terms, the 9.75% Senior Notes were exchanged for senior notes of like amounts and terms in a registered exchange offer in August 2007. These notes mature on February 15, 2014. Interest is payable in cash, semi-annually in arrears on February 15 and August 15 of each year. The 9.75% Senior Notes are unsecured and are guaranteed by substantially all of the Company's domestic subsidiaries on a senior basis. The 9.75% Senior Notes contain restrictive covenants which limit the Company's ability to, among other things, incur additional indebtedness, pay dividends and complete certain mergers, acquisitions and sales of assets.

From time to time on or before February 15, 2010, the Company may redeem up to 35% of the aggregate principal amount of the 9.75% Senior Notes with the net proceeds of equity offerings at a redemption price equal to 109.75% of the principal amount, plus accrued and unpaid interest. Upon a change of control (as defined in the indenture), each holder of the 9.75% Senior Notes will have the right to require the Company to offer to purchase all of such holder's notes at a price equal to 101% of the principal amount, plus accrued and unpaid interest.

**11.75% Senior Unsecured Notes:** On July 2, 2004, the Company issued in a private placement \$193.0 million aggregate principal amount of 11.75% Senior Notes. As required by their terms, the 11.75% Senior Notes were exchanged for senior notes of like amounts and terms in a registered exchange offer in February 2005. In connection with the 2004 excess cash flow offer in March 2005, \$4.0 million aggregate principal amount of these notes was tendered and accepted. In connection with the Merger and related transactions, \$187.0 million aggregate principal amount of these notes was tendered and accepted on February 14, 2007. The fair value of these notes was higher than the face value on the date of the Merger and consequently, a premium has been reflected in the Successor financial statements related to these notes. Interest on the remaining notes is payable semi-annually in arrears on January 15 and July 15 of each year. The remaining \$2.0 million of notes mature on July 15, 2011. The 11.75% Senior Notes are unsecured and are guaranteed by substantially all of the Company's U.S. subsidiaries on a senior basis.

As a result of the tender and consent offer, effective February 14, 2007, the 11.75% Senior Notes no longer contain any restrictive

covenants, other than the requirement to make excess cash flow offers. Subject to certain conditions, if at the end of each fiscal year the Company has excess cash flow (as defined in the indenture) in excess of \$5.0 million, the Company is required to use 50% of the excess cash flow to fund an offer to repurchase the 11.75% Senior Notes on a pro rata basis at 100% of its principal amount, plus accrued and unpaid interest. If the Company has less than \$5.0 million in excess cash flow at the end of any fiscal year, such excess cash flow will be carried forward to succeeding years, and such repurchase offer is required to be made in the first year in which the cumulative excess cash flow for all years in which there has not been an offer is at least \$5.0 million. A repurchase offer is required only if there is no event of default under the Company's revolving credit facilities prior to and after giving effect to any repurchases. The Company was not required to make an excess cash flow offer for the year ended December 31, 2007. Upon a change of control (as defined in the indenture), each holder of the 11.75% Senior Notes will have the right to require the Company to offer to purchase all of such holder's notes at a price equal to 101% of the principal amount, plus accrued and unpaid interest.

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**Revolving Credit Facility:** On February 14, 2007, the Company entered into an amended and restated U.S. revolving credit facility with Wells Fargo Foothill, Inc., as lender, which provides for up to \$25.0 million, subject to borrowing base limitations. Interest is payable at an applicable margin above either LIBOR or the prime rate. The facility is secured by a first priority, perfected security interest on substantially all of the Company's U.S. assets and a pledge of all of the issued and outstanding capital stock of the Company's U.S. subsidiaries. The facility expires on February 14, 2010. The revolving credit facility contains covenants requiring the Company to achieve and maintain certain financial results and restricts, among other things, the amount of capital expenditures, the ability to incur additional indebtedness, pay dividends, and complete certain mergers, acquisitions and sales of assets. The revolving credit facility requires the payment of an unused line fee of .25% per annum payable in arrears.

**Subsidiary Revolving Line of Credit:** The Company's wholly-owned subsidiary, Olympic Seismic Ltd. ("Olympic") has a revolving credit facility, which allows it to borrow up to \$5.0 million (Canadian), subject to an availability formula, by way of prime-based loans or letters of credit. The interest rate applicable to borrowings is the bank's prime rate plus 0.35% per annum. Letter of credit fees are based on scheduled rates in effect at the time of issuance. The facility is secured by the assets of Olympic, but is not guaranteed by the Company or any of its other U.S. subsidiaries. Available borrowings under the facility are equivalent to a maximum of \$5.0 million (Canadian), subject to a requirement that the borrowings may not exceed 75% of good accounts receivable (as defined in the agreement) of Olympic, less prior-ranking claims, if any, relating to inventory or accounts. The facility is subject to repayment upon demand and is available from time to time at the bank's sole discretion.

**Note Payable to Former Executive:** In connection with the settlement of certain litigation, the Company entered into a note payable to a former executive with remaining payments of \$6,000 per month until May 2013. The note is non-interest bearing. The note is guaranteed by Olympic.

## NOTE G-INCOME TAXES

The following is the detail of income tax expense (benefit) recorded for the three and nine months ended September 30, 2008 (in thousands):

	Three Months Ended September 30, 2008		Nine Months Ended September 30, 2008
Tax expense (benefit) resulting from:			
Current operations	\$ (6,168)	\$	(15,996)
Change in valuation allowance	5,016		15,034
	\$ (1,152)	\$	(962)

For the three and nine months ended September 30, 2008, the Company continued to provide a full valuation allowance against the Federal tax benefit generated from its U.S. operations as it was more likely than not that such benefit would not be realized. For the same period, the Company has recognized the tax benefits generated from its Canadian operations. Offsetting the Canadian tax benefits in the first nine months of 2008 was an additional reserve, penalties and interest totaling \$2.7 million on uncertain tax positions. Additionally, in the third quarter of 2008, the Company recorded a tax benefit of \$0.8 million related to certain research and development tax credits received in Canada.

#### **NOTE H-STOCK BASED COMPENSATION**

In connection with the Merger and to appropriately account for the elimination of equity-based compensation under the Company's incentive plan that existed prior to the Merger, Holdings, the Company's parent, adopted a stock-based compensation plan (the "2007 Non-Qualified Stock Option Plan") in order to provide an equity component to management compensation following the Merger. The 2007 Non-Qualified Stock Option Plan became effective February 14, 2007. The board of directors of Holdings, which administers the 2007 Non-Qualified Stock Option Plan, may issue options to purchase up to 105,200 shares of Holdings' common stock to employees, directors and other service providers of Holdings and its subsidiaries, including the Company, under the 2007 Non-Qualified Stock Option Plan. In April 2008, Holdings adopted the 2008 Restricted Stock and Restricted Stock Unit Plan which is designed to provide incentives to present and future employees of the Company through the grant of restricted stock and restricted stock unit awards. The 2008 Restricted Stock and Restricted Stock Unit Plan authorizes the issuance of up to 25,000 shares of Holdings' common stock pursuant to such grants. The Company accounts for grants of its stock options, restricted stock and restricted stock units in accordance with SFAS 123(R), "Share Based Payment."

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During the nine months ended September 30, 2008, 2,341 restricted stock units with a fair value of \$604,000 and 14,145 stock options with a fair value of \$2.8 million were granted. The restricted stock units vested immediately, whereas the stock options contain continued employment requirements and vest ratably over a period of four years from date of grant and expire 10 years after the date of grant. In addition, a portion of incentive compensation for 2008 is expected to be paid in equity awards which resulted in a non-cash expense of \$36,000 for the nine months ended September 30, 2008. Total share-based compensation cost that has been recognized in the Company's Statements of Operations was \$1.6 million and \$2.4 million for the three months ended September 30, 2008 and 2007, respectively, and \$5.0 million, \$6.0 million and \$6.7 million for the nine months ended September 30, 2008 (Successor Period), for the period from February 14, 2007 to September 30, 2007 (Successor Period), and for the period from January 1, 2007 to February 13, 2007 (Predecessor Period), respectively. Included in the \$6.7 million share-based compensation cost for the Predecessor Period was \$6.3 million related to the accelerated vesting of all outstanding unvested restricted stock as a result of the Merger and change in control of the Company which was included in merger expenses in the Company's Statement of Operations. The Company has not recognized any tax benefits related to stock based compensation for the three and nine months ended September 30, 2008, the period from February 14, 2007 to September 30, 2007 (Successor Period), or for the period from January 1, 2007 to February 13, 2007 (Predecessor Period). As of September 30, 2008, the total future compensation cost related to non-vested options not yet recognized in the Company's Statement of Operations was \$7.9 million and will be recognized using graded vesting over a weighted average period of 2.6 years.

#### **NOTE I-FAIR VALUE MEASUREMENTS**

Effective January 1, 2008, the Company adopted SFAS No. 157, "Fair Value Measurements" for recurring financial assets and liabilities carried at fair value. The adoption of SFAS No. 157 had no impact on the Company's consolidated results of operations, cash flows or financial position.

SFAS No. 157 provides a framework for measuring fair value and establishes a fair value hierarchy that prioritizes the inputs used to measure fair value, giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

The Company uses valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. In measuring the fair value of the Company's assets and liabilities, market data or assumptions are used that the Company believes market participants would use in pricing an asset or liability, including assumptions about risk when appropriate. The Company's investment in marketable securities is the only balance that is measured at fair value on a recurring basis. As of September 30, 2008, the fair value was \$1.8 million, which was determined using significant other observable inputs (Level 2 inputs).

**NOTE J-STATEMENT OF CASH FLOW INFORMATION**

The Company had restricted cash at September 30, 2008 and December 31, 2007 of \$112,000 and \$110,000, respectively, related to collateral on a seismic operations bond.

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The Company had non-cash additions to its seismic data library comprised of the following for the periods indicated (in thousands):

	NINE MONTHS ENDED September 30, 2008	SUCCESSOR PERIOD	February 14, 2007- September 30, 2007	PREDECESSOR PERIOD January 1, 2007- February 13, 2007
Non-monetary exchanges related to resale licensing revenue	\$ 8,682		\$ 2,873	\$ (7)
Non-monetary exchanges from underwriting of new data acquisition	9,681		-	-
Other non-monetary exchanges	24		-	-
Completion of data in progress from prior non-monetary exchanges	1,779		600	-
Less: Non-monetary exchanges for data in progress	(2,600)		(1,238)	-
Total non-cash additions to seismic data library	\$ 17,566		\$ 2,235	\$ (7)

Non-cash revenue consisted of the following for the periods indicated (in thousands):

	NINE MONTHS ENDED September 30, 2008	SUCCESSOR PERIOD	February 14, 2007- September 30,2007	PREDECESSOR PERIOD January 1, 2007- February 13, 2007
Acquisition revenue on underwriting from non-monetary exchange contracts	\$ 9,675		\$ 673	\$ 11
Licensing revenue from specific data licenses and selections on non-monetary exchange contracts	4,766		1,208	71
Data management revenue	-		-	6
Total non-cash revenue	\$ 14,441		\$ 1,881	\$ 88

**NOTE K-COMMITMENTS AND CONTINGENCIES**

***Litigation***

The Company is involved from time to time in ordinary, routine claims and lawsuits incidental to its business. In the opinion of management, losses, if any, resulting from the ultimate resolutions of these matters should not be material to the Company's financial position or results of operation. However, it is not possible to predict or determine the outcomes of the legal actions brought against it or by it, or to provide an estimate of all additional losses, if any, that may arise. At September 30, 2008, the

Company did not have any amounts accrued related to litigation and claims, as the Company believes it is not probable that any amounts will be paid relative to such litigation and claims.

#### **NOTE L-RECENT ACCOUNTING PRONOUNCEMENTS**

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles." This Statement identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. This Statement is effective 60 days following the Securities and Exchange Commission's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. The Company does not expect the adoption of SFAS No. 162 to have a material effect on its results of operations or financial condition.

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In February 2008, the Financial Accounting Standards Board ("FASB") issued Staff Position ("FSP") FAS 157-2, "Effective Date of FASB Statement No. 157," which delayed the effective date of SFAS No. 157 for all non-financial assets and non-financial liabilities, except those that are measured at fair value on a recurring basis. FSP FAS 157-2 establishes January 1, 2009 as the effective date of SFAS No. 157 with respect to these fair value measurements for the Company. The Company does not currently expect the application of the fair value framework established by SFAS No. 157 to non-financial assets and liabilities measured on a non-recurring basis to have a material impact on its consolidated financial statements. However, we will continue to assess the potential effects of SFAS No. 157 as additional guidance becomes available.

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations," which replaces SFAS No. 141. SFAS No. 141(R) establishes principles and requirements for how the acquirer in a business combination recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. In addition, SFAS No. 141(R) recognizes and measures the goodwill acquired in a business combination or a gain from a bargain purchase. SFAS No. 141(R) also establishes disclosure requirements to enable users to evaluate the nature and financial effects of a business combination. SFAS No. 141(R) is effective as of the beginning of an entity's fiscal year that begins after December 15, 2008, with early adoption prohibited. The Company will apply the standard prospectively to future business combinations with an acquisition date on or after January 1, 2009.

#### **NOTE M-SUPPLEMENTAL GUARANTORS CONSOLIDATING CONDENSED FINANCIAL INFORMATION**

On February 14, 2007, the Company completed a private placement of 9.75% Senior Notes in the aggregate principal amount of \$400.0 million. Seitel, Inc.'s (the "Parent") payment obligations under the 9.75% Senior Notes are jointly and severally guaranteed by certain of its domestic subsidiaries ("Guarantor Subsidiaries"). All subsidiaries of Seitel, Inc. that do not guaranty the 9.75% Senior Notes are referred to as Non-Guarantor Subsidiaries.

The consolidating condensed financial statements are presented below and should be read in connection with the Consolidated Financial Statements of the Company. Separate financial statements of the Guarantor Subsidiaries are not presented because (i) the Guarantor Subsidiaries are wholly-owned and have fully and unconditionally guaranteed the 9.75% Senior Notes on a joint and several basis, and (ii) the Company's management has determined such separate financial statements are not material to investors.

The following consolidating condensed financial information presents: the consolidating condensed balance sheets as of September 30, 2008 (Successor Period) and December 31, 2007 (Successor Period), and the consolidating condensed statements of operations and statements of cash flows for the nine months ended September 30, 2008 (Successor Period), the period

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February 14, 2007 to September 30, 2007 (Successor Period) and the period January 1, 2007 to February 13, 2007 (Predecessor Period) of (a) the Parent; (b) the Guarantor Subsidiaries; (c) the Non-Guarantor Subsidiaries; (d) elimination entries; and (e) the Parent, the Guarantor Subsidiaries and the Non-Guarantor Subsidiaries on a consolidated basis.

Investments in subsidiaries are accounted for on the equity method. The principal elimination entries eliminate investments in subsidiaries, intercompany balances, intercompany transactions and intercompany sales.

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**CONSOLIDATING CONDENSED BALANCE SHEET**

**SUCCESSOR PERIOD**

**As of September 30, 2008**

(In thousands)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
<b>ASSETS</b>					
Cash and cash equivalents	\$ -	\$ 26,296	\$ 10,532	\$ -	\$ 36,828
Restricted cash	-	112	-	-	112
Receivables					
Trade, net	-	37,397	13,989	-	51,386
Notes and other, net	-	164	263	-	427
Intercompany receivables (payables)	155,439	(141,878)	(13,561)	-	-
Investment in subsidiaries	376,615	449,498	1,144	(827,257)	-
Net seismic data library	-	214,517	82,952	-	297,469
Net property and equipment	-	3,584	5,894	-	9,478
Investment in marketable securities	-	1,798	-	-	1,798
Prepaid expenses, deferred charges and other	12,502	6,626	582	-	19,710
Intangible assets, net	900	26,902	17,845	-	45,647
Goodwill	-	107,108	93,350	-	200,458
<b>TOTAL ASSETS</b>	<b>\$ 545,456</b>	<b>\$ 732,124</b>	<b>\$ 212,990</b>	<b>\$ (827,257)</b>	<b>\$ 663,313</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>					
Accounts payable and accrued liabilities	\$ 5,525	\$ 14,260	\$ 20,012	\$ -	\$ 39,797
Income taxes payable	753	5	234	-	992
Senior Notes	402,269	-	-	-	402,269
Notes payable	268	-	-	-	268
Obligations under capital leases	-	-	3,494	-	3,494
Deferred revenue	-	41,475	9,414	-	50,889
Deferred income taxes	4	-	10,783	-	10,787
<b>TOTAL LIABILITIES</b>	<b>408,819</b>	<b>55,740</b>	<b>43,937</b>	<b>-</b>	<b>508,496</b>
<b>STOCKHOLDER'S EQUITY</b>					
Common stock	-	-	-	-	-
Additional paid-in capital	269,777	-	-	-	269,777
Parent investment	-	764,753	172,172	(936,925)	-
Retained deficit	(133,140)	(90,167)	(19,501)	109,668	(133,140)
Accumulated other comprehensive income	-	1,798	16,382	-	18,180



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TOTAL STOCKHOLDER'S EQUITY	136,637	676,384	169,053	(827,257)	154,817
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	\$ 545,456	\$ 732,124	\$ 212,990	\$ (827,257)	\$ 663,313

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**CONSOLIDATING CONDENSED BALANCE SHEET**

**SUCCESSOR PERIOD**

**As of December 31, 2007**

(In thousands)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
<b>ASSETS</b>					
Cash and equivalents	\$ -	\$ 36,847	\$ 6,486	\$ -	\$ 43,333
Restricted cash	-	110	-	-	110
Receivables					
Trade, net	-	36,183	15,732	-	51,915
Notes and other, net	-	1,335	855	-	2,190
Intercompany receivables (payables)	174,299	(159,894)	(14,405)	-	-
Investment in subsidiaries	418,152	457,966	775	(876,893)	-
Net seismic data library	-	243,957	105,082	-	349,039
Net property and equipment	-	4,291	6,705	-	10,996
Investment in marketable securities	-	4,224	-	-	4,224
Prepaid expenses, deferred charges and other	13,050	8,645	568	-	22,263
Intangible assets, net	923	29,310	21,552	-	51,785
Goodwill	-	107,108	100,138	-	207,246
<b>TOTAL ASSETS</b>	<b>\$ 606,424</b>	<b>\$ 770,082</b>	<b>\$ 243,488</b>	<b>\$ (876,893)</b>	<b>\$ 743,101</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>					
Accounts payable and accrued liabilities	\$ 15,374	\$ 18,792	\$ 15,159	\$ -	\$ 49,325
Income taxes payable	721	209	18	-	948
Senior Notes	402,333	-	-	-	402,333
Notes payable	300	-	-	-	300
Obligations under capital leases	-	-	3,848	-	3,848
Deferred revenue	-	34,823	13,328	-	48,151
Deferred income taxes	4	-	17,234	-	17,238
<b>TOTAL LIABILITIES</b>	<b>418,732</b>	<b>53,824</b>	<b>49,587</b>	<b>-</b>	<b>522,143</b>
<b>STOCKHOLDER'S EQUITY</b>					
Common stock	-	-	-	-	-
Additional paid-in capital	264,805	-	-	-	264,805
Parent investment	-	764,762	172,172	(936,934)	-
Retained deficit	(77,113)	(52,728)	(7,313)	60,041	(77,113)
Accumulated other comprehensive income	-	4,224	29,042	-	33,266
<b>TOTAL STOCKHOLDER'S EQUITY</b>	<b>187,692</b>	<b>716,258</b>	<b>193,901</b>	<b>(876,893)</b>	<b>220,958</b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>\$ 606,424</b>	<b>\$ 770,082</b>	<b>\$ 243,488</b>	<b>\$ (876,893)</b>	<b>\$ 743,101</b>

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**CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS****SUCCESSOR PERIOD****For the Nine Months Ended September 30, 2008**

(In thousands)

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non- Guarantor Subsidiaries</b>	<b>Consolidating Eliminations</b>	<b>Consolidated Total</b>
REVENUE	\$ -	\$ 92,950	\$ 49,128	\$ (3,886)	\$ 138,192
EXPENSES:					
Depreciation and amortization	23	86,214	46,469	-	132,706
Impairment of intangible asset	-	-	225	-	225
Cost of sales	-	312	39	-	351
Selling, general and administrative	4,947	15,321	13,716	(3,886)	30,098
Merger	-	357	-	-	357
	4,970	102,204	60,449	(3,886)	163,737
LOSS FROM OPERATIONS	(4,970)	(9,254)	(11,321)	-	(25,545)
Interest expense, net	(13,618)	(15,708)	(715)	-	(30,041)
Foreign currency exchange losses	-	(123)	(1,319)	-	(1,442)
Other income	-	15	24	-	39
Loss before income taxes and equity in loss of subsidiaries	(18,588)	(25,070)	(13,331)	-	(56,989)
Provision (benefit) for income taxes	-	181	(1,143)	-	(962)
Equity in loss of subsidiaries	(37,439)	(12,188)	-	49,627	-
NET LOSS	\$ (56,027)	\$ (37,439)	\$ (12,188)	\$ 49,627	\$ (56,027)

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**CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS****SUCCESSOR PERIOD****February 14, 2007 - September 30, 2007**

(In thousands)

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non- Guarantor Subsidiaries</b>	<b>Consolidating Eliminations</b>	<b>Consolidated Total</b>
REVENUE	\$ -	\$ 59,194	\$ 18,143	\$ (1,312)	\$ 76,025
EXPENSES:					
Depreciation and amortization	113	71,455	24,440	-	96,008
Cost of sales	-	86	27	-	113
Selling, general and administrative	6,570	10,463	8,104	(1,312)	23,825
Merger	-	2,053	34	-	2,087
	6,683	84,057	32,605	(1,312)	122,033
LOSS FROM OPERATIONS	(6,683)	(24,863)	(14,462)	-	(46,008)
Interest expense, net	(11,318)	(16,996)	(704)	-	(29,018)
Foreign currency exchange gains	-	-	3,017	-	3,017
Other income	-	39	-	-	39
Loss before income taxes and equity in loss of subsidiaries	(18,001)	(41,820)	(12,149)	-	(71,970)
Benefit for income taxes	-	(3,975)	(5,693)	-	(9,668)
Equity in loss of subsidiaries	(44,301)	(1,965)	-	46,266	-
NET LOSS	\$ (62,302)	\$ (39,810)	\$ (6,456)	\$ 46,266	\$ (62,302)

*(Index)***CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS****PREDECESSOR PERIOD****January 1, 2007 - February 13, 2007**

(In thousands)

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	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
REVENUE	\$ -	\$ 13,346	\$ 6,055	\$ (391)	\$ 19,010
EXPENSES:					
Depreciation and amortization	-	6,989	4,669	(173)	11,485
Cost of sales	-	7	1	-	8
Selling, general and administrative	240	1,871	1,857	(391)	3,577
Merger	1,054	15,823	580	-	17,457
	1,294	24,690	7,107	(564)	32,527
LOSS FROM OPERATIONS	(1,294)	(11,344)	(1,052)	173	(13,517)
Interest expense, net	(236)	(1,878)	(170)	-	(2,284)
Foreign currency exchange losses	-	-	(102)	-	(102)
Other income	12	-	-	-	12
Loss before income taxes and equity					
in loss of subsidiaries	(1,518)	(13,222)	(1,324)	173	(15,891)
Provision for income taxes	-	99	353	-	452
Equity in loss of subsidiaries	(14,825)	(1,677)	-	16,502	-
NET LOSS	\$ (16,343)	\$ (14,998)	\$ (1,677)	\$ 16,675	\$ (16,343)

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**CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS**

**SUCCESSOR PERIOD**

**For the Nine Months Ended September 30, 2008**

(In thousands)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
Cash flows from operating activities:					
Net cash provided by (used in)					
operating activities	\$ (40,194)	\$ 66,289	\$ 33,003	\$ -	\$ 59,098
Cash flows from investing activities:					
Cash invested in seismic data	-	(41,077)	(24,407)	-	(65,484)
Cash paid to acquire property	-	(419)	(491)	-	(910)
and equipment	-	(135)	-	-	(135)
Advances to Seitel Holdings, Inc.	-	(2)	-	-	(2)
Increase in restricted cash	-	(41,633)	(24,898)	-	(66,531)
Net cash used in investing activities	-	(41,633)	(24,898)	-	(66,531)
Cash flows from financing activities:					

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Principal payments on notes payable	(32)	-	-	-	(32)
Principal payments on capital lease obligations	-	-	(98)	-	(98)
Borrowings on line of credit	-	-	286	-	286
Payments on line of credit	-	-	(286)	-	(286)
Payments on notes receivable	-	54	-	-	54
Intercompany transfers	40,226	(35,261)	(4,965)	-	-
Net cash provided by (used in) financing activities	40,194	(35,207)	(5,063)	-	(76)
Effect of exchange rate changes	-	-	1,004	-	1,004
Net decrease in cash and cash equivalents	-	(10,551)	4,046	-	(6,505)
Cash and cash equivalents at beginning of period	-	36,847	6,486	-	43,333
Cash and cash equivalents at end of period	\$ -	\$ 26,296	\$ 10,532	\$ -	\$ 36,828

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**CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS**

**SUCCESSOR PERIOD**

**February 14, 2007 - September 30, 2007**

(In thousands)

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Consolidating Eliminations</b>	<b>Consolidated Total</b>
Cash flows from operating activities:					
Net cash provided by (used in) operating activities	\$ (21,929)	\$ 55,523	\$ 22,078	\$ -	\$ 55,672
Cash flows from investing activities:					
Cash invested in seismic data	-	(23,711)	(16,908)	-	(40,619)
Cash paid to acquire property and equipment	-	(361)	(48)	-	(409)
Increase in restricted cash	-	(3)	-	-	(3)
Net cash used in investing activities	-	(24,075)	(16,956)	-	(41,031)
Cash flows from financing activities:					
Issuance of 9.75% Senior Notes	400,000	-	-	-	400,000
Repayment of 11.75% Senior Notes	(233,352)	-	-	-	(233,352)
Contributed capital	153,473	-	-	-	153,473

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Purchase of Seitel stock	(386,556)	-	-	-	(386,556)
Principal payments on notes payable	(27)	-	-	-	(27)
Principal payments on capital lease obligations	-	-	(62)	-	(62)
Borrowings on line of credit	-	-	103	-	103
Payments on line of credit	-	-	(103)	-	(103)
Cost of debt and equity transactions	(17,085)	-	-	-	(17,085)
Payments on notes receivable	-	274	-	-	274
Intercompany transfers	105,476	(105,476)	-	-	-
Net cash provided by (used in) financing activities	21,929	(105,202)	(62)	-	(83,335)
Effect of exchange rate changes	-	-	(2,320)	-	(2,320)
Net increase (decrease) in cash and cash equivalents	-	(73,754)	2,740	-	(71,014)
Cash and cash equivalents at beginning of period	-	102,788	1,420	-	104,208
Cash and cash equivalents at end of period	\$ -	\$ 29,034	\$ 4,160	\$ -	\$ 33,194

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**CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS****PREDECESSOR PERIOD****January 1, 2007 - February 13, 2007**

(In thousands)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
Cash flows from operating activities:					
Net cash provided by (used in) operating activities	\$ (11,821)	\$ 19,894	\$ (2,463)	\$ -	\$ 5,610
Cash flows from investing activities:					
Cash invested in seismic data	-	(7,500)	(869)	-	(8,369)
Cash paid to acquire property and equipment	-	(27)	(33)	-	(60)
Net cash used in investing activities	-	(7,527)	(902)	-	(8,429)
Cash flows from financing activities:					
Principal payments on notes payable	(3)	-	-	-	(3)
Principal payments on capital lease obligations	-	-	(6)	-	(6)
Borrowings on line of credit	-	-	119	-	119
Payments on line of credit	-	-	(119)	-	(119)
Purchase of common stock subsequently retired	(400)	-	-	-	(400)
Intercompany transfers	12,224	(10,622)	(1,602)	-	-
Net cash provided by (used in) financing activities	11,821	(10,622)	(1,608)	-	(409)
Effect of exchange rate changes	-	-	46	-	46
Net increase (decrease) in cash and cash equivalents	-	1,745	(4,927)	-	(3,182)
Cash and cash equivalents at beginning of period	-	101,043	6,347	-	107,390
Cash and cash equivalents at end of period	\$ -	\$ 102,788	\$ 1,420	\$ -	\$ 104,208

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

*The following discussion should be read in conjunction with our consolidated financial statements and the related notes to the financial statements included elsewhere in this document.*

**CAUTIONARY STATEMENTS CONCERNING FORWARD-LOOKING INFORMATION**

This Quarterly Report on Form 10-Q (this "Quarterly Report") contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Statements contained in this report about our future outlook, prospects, strategies and plans, and about industry conditions, demand for seismic services and the future economic life of our seismic data are forward-looking. All statements that express belief, expectation, estimates or intentions, as well as those that are not statements of historical fact, are forward looking. The words "proposed," "anticipates," "anticipated," "will," "would," "should," "estimates" and similar expressions are intended to identify forward-looking statements. Forward-looking statements represent our present belief and are based on our current expectations and assumptions with respect to future events. While we believe our expectations and assumptions are reasonable, they involve risks and uncertainties beyond our control that could cause the actual results or outcome to differ materially from the expected results or outcome reflected in our forward-looking statements. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this Quarterly Report may not occur. Such risks and uncertainties include, without limitation, our ability to comply with the terms of our final judgment of permanent injunction by the Securities and Exchange Commission ("SEC"), the impact on our results of operations of our significant amount of debt, our significant amount of debt service and interest expense, our ability to obtain and maintain normal terms with our vendors and service providers, our ability to maintain contracts that are critical to our operations, changes in the oil and gas industry or the economy generally, changes in the exploration budgets of our customers, actual customer demand for our seismic data and related services, the timing and extent of changes in commodity prices for natural gas, crude oil and condensate and natural gas liquids, conditions in the capital markets during the periods covered by the forward-looking statements and our ability to obtain financing on satisfactory terms if internally generated funds are insufficient to fund our capital needs. The foregoing and other risk factors are identified in our Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2007.

The forward-looking statements contained in this report speak only as of the date hereof. Except as required by federal and state securities laws, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or any other reason. All forward-looking statements attributable to Seitel, Inc. or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in our Annual Report filed on Form 10-K and in our future periodic reports filed with the SEC.

**Overview**

**General**

Our products and services are used by oil and gas companies to assist in the exploration for, and development and management of, oil and gas reserves. We have ownership in an extensive library of onshore and offshore seismic data that we offer for license to oil and gas companies. Oil and gas companies use seismic data in oil and gas exploration and development efforts to increase the probability of drilling success. We believe that our library of onshore seismic data is one of the largest libraries available for licensing in the United States and Canada. We primarily generate revenue by licensing data from our data library and from new data creation products, which are substantially underwritten or paid for by our clients. By participating in underwritten, nonexclusive surveys or purchasing licenses to existing data, oil and gas companies can obtain access to surveys at reduced costs as compared to acquiring seismic data on a proprietary basis.

Our primary areas of focus are onshore United States and Canada and, to a lesser extent, offshore U.S. Gulf of Mexico. These markets continue to experience major changes. Having spent several years increasing their focus on international exploration opportunities, several major oil companies have become more active in the U.S. market than in the past few years. Independent oil and gas companies continue to be responsible for a significant portion of current U.S. drilling activity. The energy industry remains

challenged to develop adequate oil and gas supplies to offset current production declines in mature fields of North America. We expect demand for natural gas to continue to increase exploration activity over the next two to three years in the United States and Canada.

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Our clients continue to seek our services to create data in the United States and Canada. Our clients' commitment for underwriting on new data creation projects was \$32.1 million as of September 30, 2008. Licensing data "off the shelf" does not require the longer planning and lead times like new data creation and thus is more likely to fluctuate quarter to quarter.

The current financial crisis has limited the credit markets which, in turn, may effect the level of capital spending by oil and gas companies. As a result, we may experience volatility in the level of our cash resales and in commitments by our clients for new data acquisition. However, we believe we can respond quickly to changes in demand to ensure we operate within our cash flows.

### ***The Merger***

On February 14, 2007, Seitel Acquisition Corp. ("Acquisition Corp.") was merged with and into Seitel, Inc. ("Seitel"), pursuant to a merger agreement between Seitel, Acquisition Corp. and Seitel Holdings, Inc. ("Holdings") dated October 31, 2006 (the "Merger"). Pursuant to the merger agreement, Seitel continued as the surviving corporation and became a privately owned corporation and wholly-owned subsidiary of Holdings.

Although we continue as the same legal entity after the Merger, the consolidated financial statements for the first nine months of 2007 are presented for two periods: January 1, 2007 through February 13, 2007 (the "Predecessor Period" or "Predecessor," as context requires), which relates to the period preceding the Merger and February 14, 2007 through September 30, 2007, which relates to the period succeeding the Merger. All financial statements for the periods succeeding the Merger are referred to as Successor Period or Successor, as context requires. The combined results for the nine months ended September 30, 2007 represent the addition of Predecessor and 2007 Successor Periods ("Combined"). This combination does not comply with U.S. GAAP or with the rules for pro forma presentation but is presented because we believe it provides a meaningful comparison of our results. The consolidated financial statements for the Successor Periods reflect the acquisition of Seitel under the purchase method of accounting in accordance with Statement of Financial Accounting Standards ("SFAS") No. 141, "Business Combinations." The results between these periods are not comparable to the Predecessor due to the difference in the basis of presentation of purchase accounting as compared to historical cost.

### ***Principal Factors Affecting Our Business***

Our business is dependent upon a variety of factors, many of which are beyond our control. The following are those that we consider to be principal factors affecting our business.

**Demand for Seismic Data:** Demand for our products and services is cyclical due to the nature of the oil and gas industry. In particular, demand for our seismic data services depends upon exploration, production, development and field management spending by oil and gas companies and, in the case of new data creation, the willingness of those companies to forgo ownership in the seismic data. Capital expenditures by oil and gas companies depend upon several factors, including actual and forecasted oil and natural gas commodity prices, prospect availability and the companies' own short-term and strategic plans. These capital expenditures may also be affected by worldwide economic or industry-wide conditions. Demand for our seismic data is more likely to be influenced by natural gas prices rather than crude oil prices due to the geographic location of our seismic data.

**Availability of Capital for Our Customers:** Many of our customers consist of independent oil and gas companies and private

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prospect-generating companies that rely primarily on private capital markets to fund their exploration, production, development and field management activities. The recent changes in the availability of capital could have a material impact on the ability of these companies to obtain funding necessary to purchase our seismic data.

**Merger and Acquisition Activity:** In recent years, there has been an increase in the level of merger and acquisition activity within our client base. This activity could have a negative impact on seismic companies that operate in markets with a limited number of participating clients. However, we believe that, over time, this activity could have a positive impact on our business, as it should generate re-licensing fees, result in increased vitality in the trading of mineral interests and result in the creation of new independent customers through the rationalization of staff within those companies affected by this activity.

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**Natural Gas Reserve Replacement:** Gas reserve replacement in the United States and Canada has lagged. As a result, we believe there is an increasing need in the oil and gas industry to replace these reserves, which we anticipate will increase the demand for our seismic data.

**Government Regulation:** Our operations are subject to a variety of federal, provincial, state, foreign and local laws and regulations, including environmental and health and safety laws. We invest financial and managerial resources to comply with these laws and related permit requirements. Modification of existing laws or regulations and the adoption of new laws or regulations limiting or increasing exploration or production activities by oil and gas companies may have a material effect on our business operations.

### Non-GAAP Key Performance Measures

Management considers certain performance measures in evaluating and managing our financial condition and operating performance at various times and from time to time. Some of these performance measures are non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with United States generally accepted accounting principles, or GAAP. These non-GAAP measures are not in accordance with, nor are they a substitute for, GAAP measures. These non-GAAP measures are intended to supplement our presentation of our financial results that are prepared in accordance with GAAP.

The following are the key performance measures considered by management.

**Cash Resales:** Cash resales represent new contracts for data licenses from our library, payable in cash. We believe this measure is important in gauging new business activity. We expect cash resales to generally follow a consistent trend over several quarters, while considering our normal seasonality. Volatility in this trend over several consecutive quarters could indicate changing market conditions. The following is a reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measure, total revenue (in thousands):

SUCCESSOR		COMBINED (1)	SUCCESSOR		PREDECESSOR
PERIOD			PERIOD	PERIOD	
Three Months	Nine Months	Nine Months	February 14,	January 1,	
Ended	Ended	Ended	2007 -	2007 -	
September 30,	September 30,	September 30,	September 30,	February 13,	

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	2008	2007	2008	2007	2007	2007
Cash resales	\$ 37,297	\$ 29,162	\$ 89,802	\$ 78,668	\$ 72,683	\$ 5,985
Other revenue						
components:						
Acquisition revenue	11,598	8,511	42,547	29,805	23,707	6,098
Non-monetary exchanges	2,202	135	6,659	2,866	2,873	(7)
Revenue deferred Recognition of revenue	(16,612)	(15,984)	(41,675)	(39,938)	(37,302)	(2,636)
previously deferred	10,114	5,327	35,723	19,786	10,840	8,946
Solutions and other	1,492	1,205	5,136	3,848	3,224	624
Total revenue, as reported	\$ 46,091	\$ 28,356	\$ 138,192	\$ 95,035	\$ 76,025	\$ 19,010

- (1) Our combined results for the nine months ended September 30, 2007 represent the addition of the Predecessor Period from January 1, 2007 to February 13, 2007 and the Successor Period from February 14, 2007 to September 30, 2007. This combination does not comply with U.S. GAAP or with the rules for pro forma presentation, but is presented because we believe it provides a meaningful comparison of our results.

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Cash EBITDA:

Cash EBITDA (which we have previously referred to as cash margin) includes cash resales plus all other cash revenues other than from data acquisitions, less cash selling, general and administrative expenses (excluding Merger expenses and merger and acquisition transaction costs) and cost of goods sold. We believe this measure is helpful in determining the level of cash from operations we have available for debt service and funding of capital expenditures (net of the portion funded or underwritten by our customers). The following is a quantitative reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measure, operating loss (in thousands):

	SUCCESSOR PERIOD			COMBINED <sup>(1)</sup> Nine Months Ended September 30, 2007	SUCCESSOR PERIOD	PREDECESSOR PERIOD
	Three Months Ended September 30, 2008	Three Months Ended September 30, 2007	Nine Months Ended September 30, 2008		February 14, 2007 - September 30, 2007	January 1, 2007 - February 13, 2007
Cash EBITDA	\$ 30,529	\$ 23,816	\$ 69,632	\$ 62,466	\$ 59,036	\$ 3,430
Add (subtract) other revenue components not included in cash EBITDA:						
Acquisition revenue	11,598	8,511	42,547	29,805	23,707	6,098
Non-monetary exchanges	2,202	135	6,659	2,866	2,873	(7)
Revenue deferred	(16,612)	(15,984)	(41,675)	(39,938)	(37,302)	(2,636)
Recognition of revenue previously deferred	10,114	5,327	35,723	19,786	10,840	8,946
Recognition of Solutions revenue previously deferred	-	-	44	6	-	6
Less:						
Depreciation and amortization	(43,592)	(36,005)	(132,706)	(107,493)	(96,008)	(11,485)
Impairment of intangible asset	(225)	-	(225)	-	-	-
Merger expenses	-	(807)	(357)	(19,544)	(2,087)	(17,457)
Merger and acquisition transaction costs	-	(948)	(5)	(948)	(948)	-
Non-cash operating expenses	(1,662)	(2,475)	(5,182)	(6,531)	(6,119)	(412)
Operating loss,						

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as reported                    \$ (7,648)   \$ (18,430)   \$ (25,545)   \$ (59,525)   \$ (46,008)   \$ (13,517)

(1) Our combined results for the nine months ended September 30, 2007 represent the addition of the Predecessor Period from January 1, 2007 to February 13, 2007 and the Successor Period from February 14, 2007 to September 30, 2007. This combination does not comply with U.S. GAAP or with the rules for pro forma presentation, but is presented because we believe it provides a meaningful comparison of our results.

**Growth of Our Seismic Data Library:** We regularly add to our seismic data library through four different methods: (1) recording new data; (2) buying ownership of existing data for cash; (3) obtaining ownership of existing data sets through non-monetary exchanges; and (4) creating new value-added products from existing data within our library. For the period from January 1, 2008 to September 30, 2008, we completed the addition of approximately 1,600 square miles of seismic data to our library. As of September 30, 2008, we had approximately 1,100 square miles of seismic data in progress.

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Critical Accounting Policies

We operate in one business segment, which is made up of seismic data acquisition, seismic data licensing, seismic data processing and seismic reproduction services. There have not been any changes in our critical accounting policies since December 31, 2007.

Results of Operations

**Revenue**

The following table summarizes the components of our revenue for the periods indicated (in thousands):

	SUCCESSOR PERIOD		COMBINED (1)		SUCCESSOR PERIOD	PREDECESSOR PERIOD
	Three Months Ended September 30, 2008	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007		February 14, 2007 - September 30, 2007	January 1, 2007 - September 13, 2007
Acquisition revenue:						
Cash underwriting	\$ 7,545	\$ 7,865	\$ 32,872	\$ 29,121	\$ 23,034	\$ 6,087
Underwriting from non-monetary exchanges	4,053	646	9,675	684	673	11
Total acquisition revenue	11,598	8,511	42,547	29,805	23,707	6,098

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Licensing revenue:

Cash resales	37,297	29,162	89,802	78,668	72,683	5,985
Non-monetary exchanges	2,202	135	6,659	2,866	2,873	(7)
Revenue deferred	(16,612)	(15,984)	(41,675)	(39,938)	(37,302)	(2,636)
Recognition of revenue previously deferred	10,114	5,327	35,723	19,786	10,840	8,946
Total resale revenue	33,001	18,640	90,509	61,382	49,094	12,288
Total seismic revenue	44,599	27,151	133,056	91,187	72,801	18,386
Solutions and other	1,492	1,205	5,136	3,848	3,224	624
Total revenue	\$ 46,091	\$ 28,356	\$ 138,192	\$ 95,035	\$ 76,025	\$ 19,010

- (1) Our combined results for the nine months ended September 30, 2007 represent the addition of the Predecessor Period from January 1, 2007 to February 13, 2007 and the Successor Period from February 14, 2007 to September 30, 2007. This combination does not comply with U.S. GAAP or with the rules for pro forma presentation, but is presented because we believe it provides a meaningful comparison of our results.

Total revenue increased \$17.7 million, or 62.5% to \$46.1 million in the third quarter of 2008 from \$28.4 million in the third quarter of 2007. Acquisition revenue increased 36.3% to \$11.6 million in the third quarter of 2008 primarily from increased data creation activity in Canada. Total resale revenue increased 77.0% from \$18.6 million in the third quarter of 2007 to \$33.0 million in the third quarter of 2008 and was the result of various changes in the components of resale revenue. Cash resales for the 2008 third quarter were \$37.3 million compared to \$29.2 million in the 2007 third quarter. The 27.9% growth in cash resales reflected 33.2% higher core resales (U.S. 3D and Canada 2D and 3D), with Canada and the U.S. delivering 93.2% and 8.6% increases, respectively. Non-core cash resales (U.S. 2D and offshore) decreased by \$0.3 million between the periods. Revenue recognized from previously deferred contracts, or selections, increased \$4.8 million, or 89.9% between quarters. This increase was primarily due to several large selections on open library cards and the growth in the inventory of open library cards from which clients selected subsequent to the Merger. Solutions and other revenue increased 23.8% between quarters primarily due to the increase in total seismic revenue and the types of products delivered.

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Total revenue for the first nine months of 2008 increased \$43.2 million, or 45.4% compared to the 2007 nine month period. Acquisition revenue increased 42.8% from \$29.8 million to \$42.5 million representing strong data creation activity in both the U.S. and Canada. Total resale revenue increased 47.5% between the nine month periods primarily due to higher cash and non-cash resales and increased selections. Cash resales increased 14.2% from \$78.7 million in the first nine months of 2007 to \$89.8 million in the first nine months of 2008. This increase reflected a 15.5% growth in our core resales and 4.3% increase in our non-core resales. Revenue recognized from previously deferred contracts, or selections, increased \$15.9 million, or 80.5%, primarily due to several large selections on open library cards and the growth in the inventory of open library cards from which clients selected subsequent to the Merger. Solutions and other revenue increased by 33.5% during the nine month periods primarily resulting from the higher level of seismic revenue and the types of products delivered.

At September 30, 2008, we had a deferred revenue balance of \$50.9 million, compared to the December 31, 2007 balance of \$48.2 million. The majority of the deferred revenue will be recognized when selection of the data is made by the customer or upon expiration of the selection period, whichever occurs first.

**Depreciation and Amortization**

Depreciation and amortization was comprised of the following (in thousands):

	SUCCESSOR PERIOD		COMBINED (1)		SUCCESSOR PERIOD	PREDECESSOR PERIOD
	Three Months Ended September 30, 2008	Nine Months Ended September 30, 2007	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007	February 14, 2007 - September 30, 2007	January 1, 2007 - February 13, 2007
Amortization of seismic data:						
Income forecast	\$ 28,068	\$ 17,435	\$ 82,824	\$ 55,489	\$ 48,578	\$ 6,911
Straight-line	13,502	16,592	43,740	46,638	42,342	4,296
Total amortization of seismic data	41,570	34,027	126,564	102,127	90,920	11,207
Depreciation of property and equipment	592	498	1,776	1,724	1,446	278
Amortization of acquired intangibles	1,430	1,480	4,366	3,642	3,642	-
Total	\$ 43,592	\$ 36,005	\$ 132,706	\$ 107,493	\$ 96,008	\$ 11,485

- (1) Our combined results for the nine months ended September 30, 2007 represent the addition of the Predecessor Period from January 1, 2007 to February 13, 2007 and the Successor Period from February 14, 2007 to September 30, 2007. This combination does not comply with U.S. GAAP or with the rules for pro forma presentation, but is presented because we believe it provides a meaningful comparison of our results.

Total seismic data library amortization amounted to \$41.6 million in the third quarter of 2008 compared to \$34.0 million in the third quarter of 2007 and \$126.6 million for the first nine months of 2008 compared to \$102.1 million for the first nine months of 2007. The amount of seismic data library amortization fluctuates based on the level and location of specific seismic surveys licensed (including licensing resulting from new data acquisition) and selected by our customers during any period as well as the amount of straight-line amortization required under our accounting policy. The Successor Period reflects the higher level of amortization as a result of the step-up to fair value of our seismic data library in connection with the Merger.

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Seismic data amortization as of percentage of total seismic revenue is summarized as follows:

Components of Amortization	SUCCESSOR PERIOD			COMBINED <sup>(1)</sup> Nine Months Ended September 30, 2007	SUCCESSOR PERIOD	PREDECESSOR PERIOD
	Three Months Ended		Nine Months Ended		February 14, 2007 -	January 1, 2007 -
	September 30, 2008	2007	September 30, 2008		September 30, 2007	February 13, 2007
Income forecast	62.9 %	64.2 %	62.2 %	60.9%	66.7 %	37.6%
Straight-line	30.3 %	61.1 %	32.9 %	51.1%	58.2 %	23.4%
Total	93.2 %	125.3 %	95.1 %	112.0%	124.9 %	61.0%

- (1) Our combined results for the nine months ended September 30, 2007 represent the addition of the Predecessor Period from January 1, 2007 to February 13, 2007 and the Successor Period from February 14, 2007 to September 30, 2007. This combination does not comply with U.S. GAAP or with the rules for pro forma presentation, but is presented because we believe it provides a meaningful comparison of our results.

The percentage of income forecast amortization to total seismic revenue decreased in the third quarter of 2008 as compared to the third quarter of 2007 as a result of the level of revenue recognized on fully amortized data. In the third quarter of 2008, 14% of resale revenue recognized was from data whose costs were fully amortized compared to 11% in the third quarter of 2007. In the first nine months of 2008, 17% of resale revenue recognized was from fully amortized data. For the period from February 14, 2007 to September 30, 2007, substantially all resale revenue required income forecast amortization.

The amount of straight-line amortization decreased from the 2007 third quarter to the 2008 third quarter and from the first nine months of 2007 to the first nine months of 2008. Straight-line amortization represents the expense required under our accounting policy to ensure our data value is fully amortized within four years of when the data becomes available for sale. The decrease was due to some seismic surveys becoming fully amortized, thus not requiring any straight-line amortization, as well as to the distribution of revenue among the various seismic surveys, resulting in less straight-line amortization.

In connection with the Merger, we recorded acquired intangible assets of \$53.4 million, of which \$52.5 million are amortizable over their useful lives ranging from 1 to 10 years. The increase in amortization of acquired intangibles between years was due to 2008 including amortization from January 1, 2008 through September 30, 2008, whereas 2007 only included amortization from the Merger date (February 14, 2007).

### ***Impairment of Intangible Asset***

During the three and nine months ended September 30, 2008, we recorded an impairment charge of \$225,000 related to the customer relationship intangible asset that resulted from our October 2007 purchase of a small data fulfillment company in Canada. The impairment was necessary as a result of the loss of significant customer business and current-period and projected operating losses associated with the customer relationship intangible asset. The impairment was determined by comparing estimated future cash flows attributable to the customer relationship to the carrying value of the asset in accordance with SFAS No. 144. The resulting impairment reduced the customer relationship intangible asset to \$0.

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## Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses were \$9.9 million in both the third quarter of 2008 and the third quarter of 2007 and \$30.1 million in the first nine months of 2008 compared to \$27.4 million in the first nine months of 2007. SG&A expense is made up of the following cash and non-cash expenses (in thousands):

	SUCCESSOR PERIOD		COMBINED <sup>(1)</sup> Nine Months Ended September 30, 2007	SUCCESSOR PERIOD	PREDECESSOR PERIOD
	Three Months Ended September 30, 2008	Nine Months Ended September 30, 2008		February 14, 2007 - September 30, 2007	January 1, 2007 - February 13, 2007
Cash SG&A expenses	\$ 8,188	\$ 7,427	\$ 20,871	\$ 17,706	\$ 3,165
Non-cash compensation expense	1,594	2,407	6,366	5,954	412
Non-cash rent expense	68	68	165	165	-
Total	\$ 9,850	\$ 9,902	\$ 27,402	\$ 23,825	\$ 3,577

- (1) Our combined results for the nine months ended September 30, 2007 represent the addition of the Predecessor Period from January 1, 2007 to February 13, 2007 and the Successor Period from February 14, 2007 to September 30, 2007. This combination does not comply with U.S. GAAP or with the rules for pro forma presentation, but is presented because we believe it provides a meaningful comparison of our results.

The increase in cash SG&A expenses of \$0.8 million from the third quarter of 2007 to the third quarter of 2008 was partly due to additional variable compensation of \$1.1 million, mainly sales commissions on the higher level of revenue recognized between the periods and higher accruals for employee incentive bonuses. This increase was partially offset by a reduction of \$0.7 million in professional fees primarily as a result of the 2007 period including professional fees related to strategic merger and acquisition activities.

The increase in cash SG&A expenses of \$4.0 million from the first nine months of 2007 to the first nine months of 2008 was primarily due to (1) the 2007 period including a \$0.9 million reduction in SG&A resulting from a cash settlement of litigation and collection of a previously reserved receivable and (2) an increase of \$2.3 million in variable compensation, mainly sales commissions on the higher level of revenue recognized in the 2008 period and higher accruals for employee incentive bonuses. In addition, the stronger Canadian dollar added approximately \$0.7 million to our operating expenses. These increases were partially offset by a reduction of \$0.5 million in professional fees primarily as a result of the 2007 period including professional fees related to strategic merger and acquisition activities.

The decrease in non-cash compensation expense between the 2008 and 2007 periods was primarily due to a reduction in the expense related to stock options granted to certain employees and non-employee directors since the Merger due to the expense being recognized using graded vesting. This reduction was partially offset by a charge of \$0.6 million in the first nine months of 2008 due to the issuance of fully vested restricted stock units to certain key employees.

The non-cash rent expense in the Successor Periods related to amortization of a favorable facility lease that was recorded as an intangible asset in connection with the Merger and is being amortized over the remaining lease term at the date of the Merger of 6.25 years.

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## Merger Expenses

Merger expenses included the following fees and expenses incurred in connection with the merger transaction for the periods indicated (in thousands):

	SUCCESSOR PERIOD			COMBINED <sup>(1)</sup> Nine Months Ended September 30, 2007	SUCCESSOR PERIOD	PREDECESSOR PERIOD
	Three Months Ended September 30, 2008	Nine Months Ended September 30, 2008	February 14, 2007 - September 30, 2007		January 1, 2007 - February 13, 2007	
Investment banking fees	\$ -	\$ -	\$ -	7,789	\$ -	7,789
Legal and advisory fees	-	190	-	1,174	545	629
Change in control payments	-	617	357	4,287	1,542	2,745
Early vesting of restricted stock (non-cash)	-	-	-	6,294	-	6,294
	\$ -	\$ 807	357	19,544	2,087	\$ 17,457

- (1) Our combined results for the nine months ended September 30, 2007 represent the addition of the Predecessor Period from January 1, 2007 to February 13, 2007 and the Successor Period from February 14, 2007 to September 30, 2007. This combination does not comply with U.S. GAAP or with the rules for pro forma presentation, but is presented because we believe it provides a meaningful comparison of our results.

**Other Income (Expense)**

Interest expense, net, was \$10.0 million in the third quarter of 2008 compared to \$9.9 million in the third quarter of 2007 and was \$30.0 million and \$31.3 million for the nine months ended September 30, 2008 and 2007, respectively. The decrease in the first nine months of 2008 compared to 2007 is primarily due to the 2007 period including \$4.0 million related to fees from the non-utilized acquisition financing bridge facility. Additionally, interest expense in the Predecessor Period was lower as a result of our lower debt level.

**Income Taxes**

Tax benefit was \$1.2 million and \$3.7 million in the third quarters of 2008 and 2007, respectively. The 2008 third quarter benefit was comprised of (i) a benefit of \$0.9 million related to our Canadian operations, (ii) a benefit of \$0.8 million related to certain research and development tax credits received in Canada, (iii) an expense of \$0.3 million related to interest on uncertain tax positions and (iv) \$0.2 million of state tax expense in the U.S. The Federal tax benefit of \$5.0 million resulting from our U.S. operations in the 2008 third quarter was offset by a valuation allowance because it was more likely than not that the deferred tax asset would not be realized. The 2007 third quarter benefit was comprised of (i) a benefit of \$3.4 million related to our Canadian operations, (ii) a benefit of \$0.1 million related to our U.S. operations, (iii) \$0.2 million of state tax expense in the U.S., (iv) a benefit of \$0.4 million related to Canadian withholding tax and (v) a benefit of \$0.1 million related to penalties and interest on uncertain tax positions. In the 2007 third quarter, an adjustment was made to increase our U.S. deferred tax liability resulting from the Merger, allowing us to recognize a partial benefit on our U.S. operating results. The remainder of the benefit of \$8.5 million from the U.S. book loss in this period was offset by a valuation allowance because it was more likely than not that the deferred tax asset would not be realized.

Tax benefit was \$1.0 million and \$9.2 million for the nine months ended September 30, 2008 and 2007, respectively. The benefit for the first nine months of 2008 was comprised of (i) a benefit of \$3.7 million related to our Canadian operations, (ii) a benefit of \$0.8 million related to certain research and development tax credits received in Canada, (iii) an expense of \$2.7 million related to an additional reserve, penalties and interest on uncertain tax positions, (iv) \$0.7 million of state tax expense in the U.S. and (v) \$0.2 million of Canadian withholding taxes. The Federal tax benefit of \$15.0 million resulting from our U.S. operations in the 2008 period was offset by a valuation allowance because it was more likely than not that the deferred tax asset would not be realized. Tax benefit was \$9.2 million for the first nine months of 2007 and related to both our U.S. and Canadian operations. In the U.S., a deferred tax liability of \$4.4 million was recorded in connection with the Merger due to the step-up in asset value related to the Merger. In the period from February 14, 2007 to September 30, 2007, a U.S. Federal tax benefit was recorded equivalent to the amount of deferred tax liability with the remainder of the benefit from our U.S. book loss being offset by a valuation allowance because it was more likely than not that the deferred tax asset would not be realized. In Canada, a tax benefit of \$5.6 million was recognized on our Canadian operations in the period from February 14, 2007 to September 30, 2007. Additionally, we recorded other tax expense primarily related to state income tax and FIN 48 totaling approximately \$0.2 million in the period from February 14, 2007 to September 30, 2007. Tax expense in the period from January 1, 2007 to February 13, 2007 primarily related to taxes on our Canadian operations and FIN 48. The Federal income tax expense recorded on our U.S. operations was offset by a reduction in our deferred tax asset valuation allowance resulting in no Federal tax expense in the U.S. for the period from January 1, 2007 to February 13, 2007.

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### Liquidity and Capital Resources

As of September 30, 2008, we had \$36.8 million in consolidated cash, cash equivalents and short-term investments. Other sources of liquidity include our credit facilities described below.

**U.S. Credit Facility:** On February 14, 2007, we entered into an amended and restated U.S. revolving credit facility which provides for up to \$25.0 million, subject to borrowing base limitations. The borrowing base is determined from time to time based on the lesser of:

- \$25.0 million,
- 75% of our trailing twelve months' U.S. cash margin (defined as cash resales and Solutions revenue, plus gain on sale of seismic data, less cash cost of sales and cash SG&A expenses, before depreciation and amortization expense), or
- the sum of (1) 85% of eligible U.S. short term accounts (defined as accounts that are not long term accounts and within 90 days of invoice date), plus (2) the lesser of (a) 50% of eligible U.S. long term accounts (defined as accounts with contracts for periods of performance from one month to 18 months, where the account debtor makes payments over the term of the contract) and (b) \$7.5 million, plus (3) \$15.0 million.

At September 30, 2008, there was no outstanding balance under the facility and there was \$25.0 million of availability.

**Canadian Credit Facility:** Our wholly owned subsidiary, Olympic Seismic Ltd. ("Olympic"), has a revolving credit facility which allows it to borrow up to \$5.0 million (Canadian), subject to an availability formula, by way of prime-based loans or letters of credit. Available borrowings under the facility are equivalent to a maximum of \$5.0 million (Canadian), subject to a requirement that such borrowings may not exceed 75% of good accounts receivable (as defined in the agreement) of Olympic, less prior-ranking claims, if any, relating to inventory or accounts. As of September 30, 2008, no amounts were outstanding on this revolving line of credit and \$5.0 million (Canadian) was available on the line of credit.

**9.75% Senior Unsecured Notes:** On February 14, 2007, we issued in a private placement \$400.0 million aggregate principal amount of our 9.75% Senior Notes. The proceeds from the notes were used to partially fund the transactions in connection with the Merger. Interest on these senior notes is payable in cash, semi-annually in arrears on February 15 and August 15.

**11.75% Senior Unsecured Notes:** On July 2, 2004, we issued in a private placement \$193.0 million aggregate principal amount of our 11.75% Senior Notes. As of September 30, 2008, \$2.0 million of the 11.75% Senior Notes remain outstanding. Interest on these senior notes is payable in cash, semi-annually in arrears on January 15 and July 15.

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### Contractual Obligations:

As of September 30, 2008, we had outstanding debt and lease obligations, with aggregate contractual cash obligations summarized as follows (in thousands):

Contractual cash obligations	Total	Payments due by period			
		Remainder of 2008	2009-2011	2012-2013	2014 and thereafter
Debt obligations <sup>(1)(2)</sup>	\$ 617,541	\$ 18	\$ 119,921	\$ 78,102	\$ 419,500
Capital lease obligations <sup>(2)</sup>	5,320	87	1,050	761	3,422
Operating lease obligations	4,854	289	3,547	1,018	-
<b>Total contractual cash obligations</b>	<b>\$ 627,715</b>	<b>\$ 394</b>	<b>\$ 124,518</b>	<b>\$ 79,881</b>	<b>\$ 422,922</b>

- (1) Debt obligations include the face amount of our 9.75% Senior Notes totaling \$400.0 million and the 11.75% Senior Notes totaling \$2.0 million.
- (2) Amounts include interest related to debt and capital lease obligations.

**Cash Flows from Operating Activities:** Cash flows provided by operating activities were \$59.1 million, \$55.7 million and \$5.6 million for the nine months ended September 30, 2008 (Successor Period), for the period from February 14, 2007 to September 30, 2007 (Successor Period), and for the period from January 1, 2007 to February 13, 2007 (Predecessor Period), respectively. Operating cash flows for the first nine months of 2008 decreased \$2.2 million from the first nine months of 2007 primarily due to an increase in interest expense paid in the first nine months of 2008 of \$6.7 million and an increase in payment of operating expenses principally due to the higher level of revenue activity resulting in an increase in personnel costs and variable compensation. These increases were partially offset by the 2007 period including the payment of fees and expenses totaling \$13.1 million related to the Merger.

**Cash Flows from Investing Activities:** Cash flows used in investing activities were \$66.5 million, \$41.0 million and \$8.4 million for the nine months ended September 30, 2008 (Successor Period), for the period from February 14, 2007 to September 30, 2007 (Successor Period), and for the period from January 1, 2007 to February 13, 2007 (Predecessor Period), respectively. Cash expenditures for seismic data were \$65.5 million, \$40.6 million and \$8.4 million for the nine months ended September 30, 2008 (Successor Period), for the period from February 14, 2007 to September 30, 2007 (Successor Period), and for the period from January 1, 2007 to February 13, 2007 (Predecessor Period), respectively. The increase in cash invested in seismic data for the first nine months of 2008 compared to the first nine months of 2007 was primarily due to an increase in cash paid for new data acquisition projects.

**Cash Flows from Financing Activities:** Cash flows used in financing activities were \$0.1 million, \$83.3 million and \$0.4 million for the nine months ended September 30, 2008 (Successor Period), for the period from February 14, 2007 to September 30, 2007 (Successor Period), and for the period from January 1, 2007 to February 13, 2007 (Predecessor Period), respectively. The period from February 14, 2007 to September 30, 2007 included (i) the issuance of \$400.0 million of our 9.75% Senior Notes, (ii) a cash capital contribution of \$153.5 million by ValueAct Capital in connection with the Merger, (iii) acquisition of all of our outstanding shares of common stock (other than shares owned by ValueAct Capital and certain shares owned by management investors) in connection with the Merger for a total of \$386.6 million, (iv) payment of \$233.4 million of principal and tender and consent fees on our 11.75% Senior Notes and (v) payment of \$17.1 million of financing fees in connection with the Merger.

**Anticipated Liquidity:** Our ability to make required payments of principal and interest on our 9.75% and 11.75% Senior Notes and on borrowings under our revolving credit facilities, incur additional indebtedness, and comply with our various debt covenants, will depend primarily on our ability to generate substantial operating cash flows. Over the next 12 months, we expect to obtain the funds necessary to pay our operating, capital and other expenses and principal and interest on our senior notes, borrowings under our revolving credit facilities and our other indebtedness, from our operating cash flows, cash and cash equivalents on hand and, if

required, from additional borrowings (to the extent available under our revolving credit facilities and otherwise subject to the borrowing base). Our ability to satisfy our payment obligations depends substantially on our future operating and financial performance, which necessarily will be affected by, and subject to, industry, market, economic and other factors. If necessary, we could reduce our spending on capital projects and operating expenses to ensure we operate within the cash flow generated from our operations. We will not be able to predict or control many of these factors, such as economic conditions in the markets where we operate and competitive pressures.

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### **Deferred Taxes**

As of September 30, 2008, we had a net deferred tax liability of \$10.8 million attributable to our Canadian operations and \$4,000 attributable to U.S. state deferred taxes. In the U.S., we had a deferred tax asset of \$47.7 million, all of which was fully offset by a valuation allowance. The recognition of the U.S. deferred tax asset will not occur until such time that it is more likely than not that some portion or all of the deferred tax asset will be realized. As of September 30, 2008, it was more likely than not that all of the U.S. deferred tax asset will not be realized.

Section 382 of the Internal Revenue Code places a limit on certain tax attributes which were in existence prior to a greater than 50% change in ownership. The rules use a rolling three-year period for determination of such change. At February 14, 2007, we had a greater than 50% change in ownership. However, any limitations resulting from the application of the Section 382 rules are not expected to have a significant effect on us.

### **Off-Balance Sheet Transactions**

Other than operating leases, we do not maintain any off-balance sheet transactions, arrangements, obligations or other relationships with unconsolidated entities or others that are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenue or expense, results of operations, liquidity, capital expenditures or capital resources.

### **Capital Expenditures**

During the nine months ended September 30, 2008, capital expenditures for seismic data and other property and equipment amounted to \$82.6 million. Our capital expenditures for the full year of 2008 are presently estimated to be \$107.5 million. The actual capital expenditures for the nine months ended September 30, 2008 and total 2008 estimated capital expenditures are comprised of the following (in thousands):

	Nine Months Ended September 30, 2008	Full Year Estimate for 2008
New data acquisition	\$ 61,218	\$ 78,400
Cash purchases of seismic data and other	2,879	4,000
Non-monetary exchanges	17,566	23,500
Other property and equipment	910	1,600
Total capital expenditures	82,573	107,500
Less: Non-monetary exchanges	(17,566)	(23,500)
Changes in working capital	1,387	1,387

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Cash investment per statement of cash flows	\$	66,394	\$	85,387
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The capital expenditures discussed above are within the capital expenditure limitations imposed by our U.S. revolving credit facility.

Capital expenditures funded from operating cash flow are as follows (in thousands):

	Nine Months Ended September 30, 2008	Total Estimate for 2008
Total capital expenditures	\$ 82,573	\$ 107,500
Less: Non-cash additions	(17,566)	(23,500)
Cash underwriting	(32,872)	(40,000)
Capital expenditures funded from operating cash flow	\$ 32,135	\$ 44,000

As of September 30, 2008, we had capital expenditure commitments related to data acquisition projects of approximately \$49.8 million, of which we have obtained approximately \$28.2 million of cash underwriting and \$3.9 million of underwriting for non-monetary exchanges.

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### Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk, including adverse changes in interest rates and foreign currency exchange rates.

#### **Interest Rate Risk**

We may enter into various financial instruments, such as interest rate swaps or interest rate lock agreements, to manage the impact of changes in interest rates. As of September 30, 2008, we did not have any open interest rate swap or interest rate lock agreements. Therefore, our exposure to changes in interest rates primarily results from our short-term and long-term debt with both fixed and floating interest rates.

#### **Foreign Currency Exchange Rate Risk**

Our Canadian subsidiaries conduct business in the Canadian dollar and are therefore subject to foreign currency exchange rate risk on cash flows related to sales, expenses, financing and investing transactions in currencies other than the U.S. dollar. Currently, we do not have any open forward exchange contracts.

We have not had any significant changes in our market risk exposures during the quarter ended September 30, 2008.

### Item 4T. CONTROLS AND PROCEDURES

#### **(a) Evaluation of Disclosure Controls and Procedures**



As of the end of the period covered by this report, our management carried out an evaluation, under the supervision and with the participation of our President and Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, our President and Chief Executive Officer along with our Chief Financial Officer concluded that the Company's disclosure controls and procedures as of September 30, 2008 are effective in ensuring that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

**(b) Changes in Internal Control Over Financial Reporting**

There have been no changes in our internal controls over financial reporting during the quarter ended September 30, 2008 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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PART II - OTHER INFORMATION

**Item 1A. RISK FACTORS**

Part I, Item 1A, "Risk Factors," of our Annual Report on Form 10-K for the year ended December 31, 2007 includes a detailed discussion of our risk factors. The information presented below updates, and should be read in conjunction with, the risk factors and information disclosed in our 2007 Form 10-K.

*The recent financial crisis and falling commodity prices could adversely affect demand for our seismic data and related services and may increase our credit risk of customer non-payment.*

Our customers generally rely on equity and debt financing from public and private capital sources and cash flow from operations to finance their drilling activities. We believe that the recent U.S. and global financial crisis has made it more difficult for our customers to obtain equity capital and credit. As a consequence, demand for our seismic data and related services could be adversely affected by these financial market conditions and, as such, we are unable to predict the severity or duration of any such decrease in demand. We also believe that fears of a prolonged recession and possibly reduced energy demand have contributed to recent substantial declines in prices for oil and gas. These falling commodity prices could also dampen demand for our seismic data and related services as our customers' operating cash flow decreases and the borrowing bases under their oil and gas reserve-based credit facilities are reduced as a consequence of lower commodity prices. We may also face increased credit risk from customers as the ability of some of our customers to pay amounts owed to us may be impaired because of the financial crisis and falling commodity prices.

**Item 1., 2., 3., 4. and 5.** Not applicable.

**Item 6. EXHIBITS**

- |        |   |
|--------|---|
| 3.1    | Certificate of Incorporation of the Company (incorporated by reference from Exhibit 3.1 to the Registration Statement on Form S-4, No. 333-144844, as filed with the SEC on July 25, 2007). |
| 3.2    | Bylaws of Seitel, Inc. (incorporated by reference from Exhibit 3.2 to the Registration Statement on Form S-4, No. 333-144844, as filed with the SEC on July 25, 2007).                      |
| 31.1*  | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                                       |
| 31.2*  | Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                                       |
| 32.1** | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002                                       |
| 32.2** | Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002                                       |

\* Filed herewith.

\*\* Furnished, not filed, pursuant to 601(b)(32) of Regulation S-K.

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**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: November	12,	2008	<b>SEITEL, INC.</b>	<i>/s/</i>	<i>Robert D. Monson</i>
					Robert D. Monson
					Chief Executive Officer and President
Dated: November	12,	2008		<i>/s/</i>	<i>William J. Restrepo</i>
					William J. Restrepo
					Chief Financial Officer

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EXHIBIT

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Exhibit	Title
3.1	Certificate of Incorporation of the Company (incorporated by reference from Exhibit 3.1 to the Registration Statement on Form S-4, No. 333-144844, as filed with the SEC on July 25, 2007).
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31.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes–Oxley Act of 2002
32.2**	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes–Oxley Act of 2002

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\* Filed herewith.

\*\* Furnished, not filed, pursuant to Item 601(b)(32) of Regulation S-K.