

## NEWS RELEASE

### STRONG REVENUE AND EBITDA GROWTH DRIVES RECORD FIRST QUARTER RESULTS FOR SECURE ENERGY

**CALGARY, ALBERTA – MAY 10, 2012**

Secure Energy Services Inc. ("Secure" or the "Corporation") (TSX – SES) today announced financial and operational results for the three months ended March 31, 2012. The following should be read in conjunction with the management's discussion and analysis ("MD&A"), the condensed consolidated interim financial statements and notes of Secure which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### 2012 FINANCIAL AND OPERATIONAL HIGHLIGHTS

(\$000's except share and per share data) (unaudited) <sup>(1)</sup>	Three Months Ended March 31,		
	2012	2011	% Change
Revenue (excludes oil purchase and resale)	115,426	20,423	465
Oil purchase and resale	162,286	47,575	241
Total revenue	277,712	67,998	308
EBITDA <sup>(2)</sup>	32,559	10,702	204
Per share (\$), basic	0.36	0.17	112
Per share (\$), diluted	0.35	0.16	119
Profit for the period	14,977	4,230	254
Per share (\$), basic	0.17	0.07	143
Per share (\$), diluted	0.16	0.06	167
Capital Expenditures	35,833	16,635	115
Total assets	622,099	202,730	207
Long term borrowings	119,002	-	100
Common Shares - end of period	91,196,885	63,862,381	43
Weighted average common shares			
basic	90,658,046	63,829,714	42
diluted	94,179,644	67,855,436	39

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

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

The first quarter of 2012 proved to be Secure's strongest quarter on record, increasing revenue (excluding oil purchase/resale) by 465% over the first quarter of 2011 and increasing earnings before interest, taxes, depreciation and amortization ("EBITDA") by 204% compared to March 31, 2011. Activity levels remained solid throughout the first quarter with the exception of March where spring break up started two weeks earlier than anticipated. Although spring break up was earlier than last year, both divisions were able to deliver outstanding results. Overall, the operating and financial highlights for the first quarter March 31, 2012 can be summarized as follows:

- Increased EBITDA per share (diluted) by 119% to \$0.35 for the three months ended March 31, 2012 compared to \$0.16 for the three months ended March 31, 2011;
- Generated total profit for the period of \$15.0 million, which increased by 254% from \$4.2 million in the first quarter of 2011;

- Achieved record revenue (excluding oil purchase and resale) of \$115.4 million for the three months ended March 31, 2012 compared to \$20.4 million in the comparable period of 2011. The PRD division saw increased demand for services with processing and terminalling volumes increasing by 177% compared to the first quarter of 2011. The PRD division also benefited from higher throughput and increased demand from its new Drayton Valley FST and Silverdale FST's. The DS division (acquired June 1, 2011) also had a solid first quarter realizing a 28% market share in western Canada, which resulted in a total of 13,875 operating days in Canada and revenue per operating day of \$4,919;
- Reported oil purchase and resale revenue in the first three months of 2012 of \$162.3 million compared to \$47.6 million in the same period of 2011. The increase is a result of the Corporation becoming a single shipper at the Drayton Valley FST in January 2012 and single shipper at the La Glace FST in the fourth quarter of 2011, in addition to increasing throughput at all pipeline connected facilities;
- Achieved EBITDA of \$32.6 million for the three months ended March 31, 2012 compared to \$10.7 million in the same period of 2011. EBITDA has increased significantly as a result of the new DS division added in June of 2011 and the new facilities and the added expansion services in the PRD division added during the last half of 2011. The Corporation has also benefited from increased demand for services and continued strength in energy sector activity during the first quarter of the 2012 year;
- Completed the acquisition of the operating assets (excluding working capital) of New West Drilling Fluids Inc. ("New West") for an aggregate cash purchase price of \$3.4 million. New West specialized in providing drilling fluid systems and products for heavy oil drilling. New West is well known for its patented SAGD system, "BITUDRIL", the first bitumen encapsulating polymer based system on the market. Adding New West's assets, including BITUDRIL, to Marquis Alliance's existing patented and proprietary SAGD product line will increase Marquis Alliance's ability to provide the most cost effective drilling fluid solutions in the SAGD market;
- Incurred capital expenditures of \$35.8 million. This includes the \$3.4 million for the New West acquisition, \$0.5 million of sustaining capital and \$31.9 million on growth and expansion capital. Expansion capital of \$4.3 million was incurred to increase capacity at several FST's, which included adding waste processing services, additional risers, tanks, meters, and disposal wells. A total of \$27.6 million was incurred on growth capital expenditures on projects in various stages of development. The projects are as follows:
  - Wild River SWD (permanent facility);
  - Phase III (oil treating and terminalling) at Dawson FST;
  - Oil based mud ("OBM") blending plant at the Drayton Valley FST;
  - Judy Creek FST and Rocky Mountain House ("Rocky") FST;
  - Saddle Hills and Fox Creek landfills;
  - Rental equipment (centrifuges, tanks);
- Exercised the accordion feature on the Corporation's existing revolving credit facility. The revolving credit facility was increased from \$150.0 million to \$200.0 million. The Corporation's current available debt capacity and projected cash flow from operations provides sufficient funding to execute on the Corporation's 2012 capital budget of \$116.0 million;
- Maintained a strong balance sheet, exiting the first quarter 2012 with positive working capital of \$89.5 million and available borrowings of \$72.7 million;
- Continued to actively participate in environmental recycling process improvements and cost saving initiatives for customers. This includes performing test pilot programs on drilling fluids

recycling. The Corporation is also engaged in research/development on new techniques that will ultimately provide customers with new opportunities to recycle, re-use and reduce oil and gas by-product waste; and

- Increased the Corporation's total employee count to over 600 employees in order to support current and continued growth. The Corporation is proud to be an employer of choice, investing in people that provide safe and innovative solutions.

## PRD DIVISION OPERATING HIGHLIGHTS

(\$000's) (unaudited) <sup>(1)</sup>	Three Months Ended March 31,		
	2012	2011	% Change
<b>Revenue</b>			
Processing, recovery and disposal services (a)	34,066	20,423	67
Oil purchase and resale service	162,286	47,575	241
<b>Total PRD division revenue</b>	<b>196,352</b>	67,998	189
<b>Operating Expenses</b>			
Processing, recovery and disposal services (b)	11,862	7,302	62
Oil purchase and resale service	162,286	47,575	241
Depreciation, depletion, and amortization	6,551	4,183	57
<b>Total operating expenses</b>	<b>180,699</b>	59,060	206
<b>General and administrative</b>	<b>3,064</b>	2,047	50
<b>Total PRD division expenses</b>	<b>183,763</b>	61,107	201
<b>Operating Margin</b> <sup>(2) (a-b)</sup>	<b>22,204</b>	13,121	69
<b>Operating Margin</b> <sup>(2)</sup> as a % of revenue (a)	<b>65%</b>	64%	2

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

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

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

### Highlights for the PRD division included:

- Revenue from processing, recovery and disposal in the first quarter of 2012 increased by 67% to \$34.1 million from \$20.4 million in the comparable period of 2011. Processing volumes in the first quarter of 2012 increased by 199% over the first quarter of 2011. Contributing factors for the significant increase relate to the Drayton Valley FST and Silverdale FST becoming operational in the fourth quarter of 2011, the completion of Obed and South GP waste expansion subsequent to the first quarter of 2011, increased demand for the Corporation's services and an overall increase in oil and gas activity. During the quarter, \$1.3 million in revenue and expenses in the comparative quarter of 2011 were reclassified to the oil purchase and resale service line. The reclassification relates to the impact of natural gas liquids purchased and sold to maximize differentials on various oil streams;

- Operating expenses from processing, recovery and disposal services for the three months ended March 31, 2012 increased to \$11.9 million from \$7.3 million in the comparative period of 2011. The increase in operating expenses relates to higher variable costs (trucking, utilities, etc.) associated with the 67% increase in revenue (excluding oil purchase/resale) for the first quarter of 2012 compared to the first quarter of 2011. In addition, operating expenses increased as a result of the addition of the Drayton Valley FST and Silverdale FST becoming operational in the fourth quarter of 2011, the completion of Obed and South GP waste expansion subsequent to the first quarter of 2011, and increased demand for the Corporation's services;
- Operating margin as a percentage of revenue from processing, recovery and disposal services for the first quarter 2012 was 65%, up from 64% in the first quarter of 2011. As discussed in the revenue analysis, \$1.3 million in revenue and expenses in the comparative quarter of 2011 were reclassified to the oil purchase and resale service line. If the natural gas liquids purchased and sold were not reclassified, the operating margin in the first quarter of 2012 would have been 61% compared to 60% in the same quarter of 2011. The operating margin is up 5% from the fourth quarter of 2011, primarily related to a reduction in trucking costs at the Drayton Valley FST as the pipeline connection was obtained in early January. Overall, operating expenses and operating margin are in line with management expectations.

## DS DIVISION OPERATING HIGHLIGHTS

(\$000's) (unaudited) <sup>(1)</sup>	Three Months Ended March 31,		
	2012	2011	% Change
<b>Revenue</b>			
Drilling services (a)	81,360	-	100
<b>Operating expenses</b>			
Drilling services (b)	60,663	-	100
Depreciation and amortization	2,785	-	100
<b>Total DS division operating expenses</b>	<b>63,448</b>	-	100
General and administrative	6,728	-	100
<b>Total DS division expenses</b>	<b>70,176</b>	-	100
<b>Operating Margin</b> <sup>(2) (a-b)</sup>	<b>20,697</b>	-	100
<b>Operating Margin %</b> <sup>(2)</sup>	<b>25%</b>	-	100

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

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

### Highlights for the DS division included:

- In the first quarter of 2012, revenue from the DS division was \$81.4 million compared to \$74.7 million for the fourth quarter of 2011 and nil for the comparative period of 2011 (acquisition date of June 1, 2011). This represents a 9% increase in revenue from the fourth quarter of 2011 to the first quarter of 2012. The quarter over quarter increase from 2011 into 2012 is the result of increased activity across all service lines during the active winter drilling season and the acquisition of New West completed on January 25, 2012;
- The drilling fluids service line estimated Canadian market share over the first quarter of 2012 was 28% compared to 25% in the fourth quarter of 2011. The market share percentage was based on

the Canadian Association of Oilwell Drilling Contractors (“CAODC”) average monthly rig count for Western Canada of 540 rigs for the same period, compared to 489 rigs through the three months ended December 31, 2011 (refer to “Non GAAP measures and Operational Definitions”). Average monthly rig count in the first quarter of 2012 increased by 10% from the fourth quarter of 2011, driven by the active winter drilling season. For the three months ending March 31, 2012, the DS division (from June 1, 2011) in Canada had a total of 13,875 operating days and total revenue per operating day of \$4,919. This slight decline from the prior two quarters is attributable to a combination of factors including an increase in drilling shallow vertical wells used for delineation purposes and a different service/product mix;

- For the three months ended March 31, 2012 operating margin was 25% compared to 24% in the fourth quarter of 2011. Operating margins are in line with management expectations as operating costs continue to be impacted as a result of a changing product mix as more oil and gas producers moved from water based drilling fluids to oil based drilling fluids in the first quarter. Increased horizontal drilling combined with increasingly technical drilling programs is driving demand for oil based drilling fluids. Oil base stock is an expensive, low margin and high volume commodity. Therefore, in periods of rising oil based stock prices or increased activity in oil based drilling fluids, revenue and product costs will increase accordingly, resulting in decreasing margins on a percentage basis.

## **OUTLOOK**

In April 2012, the Petroleum Services Association of Canada (“PSAC”) revised the 2012 drilling forecast from 13,350 total wells expected to be drilled to 13,150 wells. It is uncertain what impact a decline in dry gas drilling may have on activity, as any such reduction may be offset by increases in oil and liquids rich natural gas drilling that remains strong at current pricing levels. In addition, Secure maintains the view that operating days and meters drilled are a better indicator of activity levels for the oil and gas sector and the Corporation than the number of wells drilled. The CAODC recently reported that in the first quarter of 2012, total meters drilled increased by seven percent over the first quarter of 2011. Therefore, offsetting the marginal decrease in wells drilled is the increase in meters drilled. The increase in meters drilled continues to be a result of more complex drilling, a move to horizontal wells and greater lengths/depths being pursued by operators. The Corporation anticipates the increase in the number of operating days and meters drilled in 2012, combined with high levels of drilling liquids, will result in sustained actively levels, which will maintain demand for services at the Corporation’s waste processing and disposal facilities and in the DS division’s business. Moreover, while Secure’s business is affected in part by drilling and drilling related activities, the Corporation’s PRD operating activities are more heavily weighted to the production cycle, specifically processing, treating, terminalling and marketing of crude oil.

The Corporation continues to explore a number of opportunities to expand Secure through additional service lines, organic growth, and/or through strategic acquisitions in key market areas in both Canada and the United States. The revitalization of mature oil pools continues to drive demand for more infrastructure. In 2012, capital expenditures are expected to be approximately \$116.0 million, of which \$35.8 million was incurred in the first quarter. In the second quarter, Secure’s PRD division commenced construction on the new Rocky FST and the new Judy Creek FST. Secure expects these new FST’s to commence operations in early 2013. During the second quarter, Secure also expects to complete and commission the Wild River SWD and start construction of a landfill in Fox Creek and a landfill in Saddle Hills. The PRD division will also start construction in the second quarter of an OBM blending facility at its existing Drayton Valley FST to reduce costs associated with logistics, to develop recycling opportunities and to support the ongoing activities in the DS division.

The Corporation's 2012 capital budget includes \$14.0 million for the DS division for growth capital allocated evenly between Canada and the United States. The majority of the capital is comprised of on-site closed loop solid's control equipment which continues to achieve high utilization rates. The majority of the on-site closed loop systems in the United States are located in North Dakota, where activity levels are at an all time high and continue to increase.

Based on Secure's available debt capacity and cash flow from operations, the Corporation is well positioned to execute on its 2012 capital program and take advantage of opportunities in the current market place. For the remainder of 2012, the Corporation will continue to focus on strengthening market position across all service lines and executing on its business strategy.

## **INTERIM FINANCIAL STATEMENTS AND MD&A**

The condensed consolidated interim financial statements and MD&A of Secure for the three months ended March 31, 2012 are available immediately on Secure's website at [www.secure-energy.ca](http://www.secure-energy.ca). The condensed consolidated interim financial statements and MD&A will be available tomorrow on SEDAR at [www.sedar.com](http://www.sedar.com).

## **FORWARD-LOOKING STATEMENTS**

Certain statements contained in this document constitute "forward-looking statements" and/or "forward-looking information" within the meaning of applicable securities laws (collectively referred to as forward-looking statements). When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect", and similar expressions, as they relate to Secure, or its management, are intended to identify forward-looking statements. Such statements reflect the current views of Secure with respect to future events and operating performance and speak only as of the date of this document. In particular, this document contains forward-looking statements pertaining to: general market conditions; the oil and natural gas industry; activity levels in the oil and gas sector, including drilling levels; commodity prices for oil, NGLs and natural gas; the increase in 2012 operating days; demand for the Corporation's services; expansion strategy; the amounts of the PRD and DS divisions' 2012 capital budgets and the intended use thereof; debt service; capital expenditures; completion of facilities; future capital needs; access to capital; acquisition strategy; the Corporation's capital spending on the new Rocky Mountain House and Judy Creek, Alberta full service terminals; oil purchase and resale revenue; completion of the permanent facility construction at Wild River and the construction of landfills at Saddle Hills and Fox Creek, Alberta.

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

demand for the Corporation's services and its subsidiary's services. Forward-looking statements concerning the nature and timing of growth are based on past factors affecting the growth of the Corporation, past sources of growth and expectations relating to future economic and operating conditions. Forward-looking statements in respect of the costs anticipated to be associated with the acquisition and maintenance of equipment and property are based upon assumptions that future acquisition and maintenance costs will not significantly increase from past acquisition and maintenance costs.

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

#### ***Non GAAP Measures and Operational Definitions***

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

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