SECURE ENERGY SERVICES INC.

Condensed Consolidated Interim Financial Statements (unaudited)

For the three and nine months ended September 30, 2012 and 2011

(Expressed in Canadian Dollars)

SECURE ENERGY SERVICES INC.
Condensed Consolidated Interim Statements of Financial Position

($000's) (unaudited)	Notes	September 30, 2012	December 31, 2011
Assets			
Current assets			
Cash and short term deposits		**9,271**	11,368
Accounts receivable and accrued receivables		**127,226**	145,481
Prepaid expenses and deposits		**4,106**	2,257
Inventories	4	**34,374**	34,476
Current income tax asset		**162**	-
		175,139	193,582
Assets under construction	5	**73,901**	37,796
Property, plant and equipment	6	**278,743**	221,524
Intangible assets	3	**82,099**	72,361
Goodwill	3	**90,100**	77,820
Total Assets		**699,982**	603,083
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		**93,499**	93,316
Asset retirement obligations	8	**-**	420
Current income tax liability		**-**	1,083
Finance lease liabilities	11	**3,798**	2,693
		97,297	97,512
Long term borrowings	7	**89,187**	119,070
Asset retirement obligations	8	**19,213**	14,585
Finance lease liabilities	11	**3,434**	2,229
Deferred income tax liability		**25,469**	20,650
Total Liabilities		**234,600**	254,046
Shareholders' Equity			
Issued capital	9	**414,858**	321,498
Reserves	10	**8,159**	5,558
Accumulated other comprehensive income (loss)		**(1,803)**	231
Retained earnings		**44,168**	21,750
Total Shareholders' Equity		**465,382**	349,037
Total Liabilities and Shareholders' Equity		**699,982**	603,083

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

SECURE ENERGY SERVICES INC.
Condensed Consolidated Interim Statements of Comprehensive Income

($000's except per share and share data) (unaudited)	Notes	For the three months ended September 30, 2012	2011	For the nine months ended September 30, 2012	2011
Revenue	**12**	**249,208**	158,196	**750,583**	319,938
Operating expenses	**6**	**224,435**	136,156	**678,506**	283,857
General and administrative	**10**	**11,847**	8,829	**33,370**	15,335
Business development		**558**	856	**1,466**	1,811
Interest, accretion and finance costs		**1,323**	418	**3,844**	813
Total Expenses		**238,163**	146,259	**717,186**	301,816
Profit for the period before income taxes		**11,045**	11,937	**33,397**	18,122
Current income tax expense		**2,022**	2,454	**5,047**	2,715
Deferred income tax expense		**2,669**	1,630	**5,932**	3,312
		4,691	4,084	**10,979**	6,027
Profit for the period		**6,354**	7,853	**22,418**	12,095
Other comprehensive income					
Foreign currency translation adjustment		**(1,815)**	425	**(2,034)**	427
Total comprehensive income for the period		**4,539**	8,278	**20,384**	12,522
Earnings per share					
Basic, profit for the period per common share		**0.06**	0.09	**0.24**	0.16
Diluted, profit for the period per common share		**0.06**	0.08	**0.23**	0.15
Weighted average shares oustanding - basic	**9**	**98,724,604**	89,242,506	**93,655,304**	74,853,149
Weighted average shares oustanding - diluted	**9**	**101,492,349**	93,949,868	**96,645,131**	79,314,465

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

SECURE ENERGY SERVICES INC.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

($000's) (unaudited)	Notes	Issued capital	Reserves	Accumulated other comprehensive income	Retained earnings (deficit)	Total Shareholders' Equity
Balance at December 31, 2011		**321,498**	**5,558**	**231**	**21,750**	**349,037**
Profit for the period		-	-	-	22,418	**22,418**
Foreign currency translation adjustment		-	-	(2,034)	-	**(2,034)**
Shares issued as consideration for business combination	**3**	5,753	-	-	-	**5,753**
Issue of share capital, net of tax		86,250	-	-	-	**86,250**
Exercise of options and warrants		4,980	(1,151)	-	-	**3,829**
Share issue costs, net of tax		(3,623)	-	-	-	**(3,623)**
Share-based payments	**10**	-	3,752	-	-	**3,752**
Balance at September 30, 2012		**414,858**	**8,159**	**(1,803)**	**44,168**	**465,382**
Balance at December 31, 2010		**152,983**	**2,999**	-	**(634)**	**155,348**
Profit for the period		-	-	-	12,095	**12,095**
Foreign currency translation adjustment		-	-	427	-	**427**
Shares issued as consideration for business combinations	**3**	83,763	-	-	-	**83,763**
Issue of share capital, net of tax		86,250	-	-	-	**86,250**
Exercise of options and warrants		761	(148)	-	-	**613**
Share issue costs, net of tax		(3,797)	-	-	-	**(3,797)**
Share-based payments	**10**	-	2,022	-	-	**2,022**
Balance at September 30, 2011		**319,960**	**4,873**	**427**	**11,461**	**336,721**

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

SECURE ENERGY SERVICES INC.
Consolidated Statements of Cash Flows

($000's) (unaudited)	Notes	For the three months ended September 30, 2012	2011	For the nine months ended September 30, 2012	2011
Cash flows from operating activities					
Profit for the period		**6,354**	7,853	**22,418**	12,095
Adjustments for non-cash items:					
Depreciation, depletion and amortization		**11,260**	7,324	**30,047**	16,314
Accretion	**8**	**85**	86	**261**	244
Deferred income tax expense		**2,669**	1,630	**5,932**	3,312
Amortization of financing fees	**7**	**107**	86	**321**	86
Unrealized foreign exchange loss (gain)		**117**	(222)	**56**	(220)
Share-based payments	**10**	**1,287**	1,035	**3,976**	2,022
		21,879	17,792	**63,011**	33,853
Change in accounts receivable and accrued receivables and prepaids and deposits		**(32,210)**	(60,343)	**14,296**	(45,721)
Change in inventories		**(348)**	(7,183)	**772**	(6,112)
Change in accounts payable, accrued liabilities and current income tax related to operating activities		**12,155**	42,181	**(26,239)**	38,569
Net cash flows from operating activities		**1,476**	(7,553)	**51,840**	20,589
Cash flows used in investing activities					
Purchase of property, plant and equipment		**(43,363)**	(30,806)	**(103,195)**	(68,279)
Business combinations, net of cash acquired	**3**	**(6,882)**	(3,985)	**(30,788)**	(86,445)
Deposit on asset acquisition		**-**	(18,000)	**-**	(18,000)
Change in non-cash working capital		**17,586**	4,765	**24,953**	2,620
Net cash flows used in investing activities		**(32,659)**	(48,026)	**(109,030)**	(170,104)
Cash flows from financing activities					
Shares issued		**82,525**	(197)	**85,254**	81,799
Draws (repayments) on revolving credit facility		**(46,000)**	57,353	**(30,000)**	50,874
Financing fees		**(29)**	-	**(204)**	-
Change in non-cash financing activities		**-**	(6)	**-**	(18)
Net cash flows from financing activities		**36,496**	57,150	**55,050**	132,655
Effect of exchange rate changes on cash		**45**	-	**43**	-
Increase (decrease) in cash and short term deposits		**5,358**	1,571	**(2,097)**	(16,860)
Cash and short term deposits, beginning of period		**3,913**	4,087	**11,368**	22,518
Cash and short term deposits, end of period		**9,271**	5,658	**9,271**	5,658
Taxes paid		**1,616**	-	**6,450**	-
Interest paid		**1,119**	523	**3,243**	546

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

1. NATURE OF BUSINESS AND BASIS OF PRESENTATION

Nature of Business

Secure Energy Services Inc. ("Secure") is incorporated under the Business Corporations Act of Alberta. Secure operates through a number of wholly-owned subsidiaries (together referred to as the "Corporation") which are managed through two reportable segments. The processing, recovery and disposal services division ("PRD") is primarily engaged in providing services relating to clean oil terminalling, custom treating of crude oil, crude oil marketing, produced and waste water disposal, oilfield waste processing, landfill disposal and oil purchase/resale service. The drilling services division ("DS") is primarily engaged in providing services relating to drilling fluid systems, solids control and environmental services.

The following entities have been consolidated within Secure's condensed consolidated interim financial statements for the period ended September 30, 2012:

			% Interest	
Subsidiary	**Country**	**Segment**	**Sept 30, 2012**	**Dec 31, 2011**
Secure Energy Services Inc. (parent company)	Canada	PRD		
Marquis Alliance Energy Group Inc.	Canada	DS	100%	100%
Marquis Alliance Energy Group USA Inc.	USA	DS	100%	100%
Alliance Energy Services International Ltd.	Canada	DS	100%	100%
1658774 Alberta Inc.	Canada	DS	100%	0%

In Canada, the level of activity in the oilfield services industry is influenced by seasonal weather patterns. As warm weather returns in the spring, the winter's frost comes out of the ground (commonly referred to as "spring break-up"), rendering many secondary roads incapable of supporting heavy loads and as a result road bans are implemented prohibiting heavy loads from being transported in certain areas. As a result, the movement of the heavy equipment required for drilling and well servicing activities may be restricted, and the level of activity of the Corporation's customers may be consequently reduced. In the areas in which the Corporation operates, the second quarter has generally been the slowest quarter as a result of spring break-up. Historically, the Corporation's first, third and fourth quarters represent higher activity levels and operations. These seasonal trends typically lead to quarterly fluctuations in operating results and working capital requirements, which should be considered in any quarter over quarter analysis of performance.

Basis of Presentation

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, "*Interim Financial Reporting*" as issued by the International Accounting Standards board ("IASB"). The condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements and notes thereto in the Corporation's 2011 Annual Report available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

The condensed consolidated interim financial statements of the Corporation are stated in and recorded in Canadian dollars ($) which is the Corporation's presentation currency and have been prepared on a historical cost basis, except for cash and short term deposits, financial instruments and share-based payment transactions that have been measured at fair value.

Management is required to make estimates, judgments and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Management reviews these judgments, estimates and assumptions on an ongoing basis, including those related to depreciation, depletion and amortization, income tax, asset retirement obligations, recoverability of assets, contingent obligations and share-based payments. Actual results may differ from these estimates. By their nature, estimates are subject to measurement uncertainty and changes in such estimates in future years could require a material change in the condensed consolidated interim financial statements. These condensed consolidated interim financial statements were approved by the Board of Directors on November 8, 2012. The address of the Corporation's registered office is Suite 4500, 855 - 2nd Street S.W. Calgary, Alberta, T2P 4K7.

2. SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated interim financial statements have been prepared, for all periods presented, following the same accounting policies and methods of computation as described in Note 3 to the consolidated financial statements for the fiscal year ended December 31, 2011, except as below:

Presentation
Comparative period amounts have been reclassified where necessary to conform with current period presentation.

Share-based payments
Cash-settled transactions
The Corporation has implemented a deferred share unit ("DSU") plan for its non-employee directors. The DSU's vest immediately and the fair value of the liability and the corresponding expense is charged to profit or loss on the consolidated statements of comprehensive income at the grant date. Subsequently, at each reporting date between the grant date and settlement date, the fair value of the liability is revalued with any changes in the fair value recognized in profit or loss for the period on the consolidated statements of comprehensive income. When the awards are surrendered for cash, the cash settlement paid reduces the outstanding liability.

Future Accounting Pronouncement
In December 2011, the IASB issued amendments to IFRS 7, "*Financial Instruments: Disclosures*" and IAS 32, "*Financial Instruments: Presentation*" to clarify the current offsetting model and develop common disclosure requirements to enhance the understanding of the potential effects of offsetting arrangements. Amendments to IFRS 7 are effective for the Corporation on January 1, 2013 with required retrospective application and early adoption permitted. Amendments to IAS 32 are effective for the Corporation on January 1, 2014 with required retrospective application and early adoption permitted. The adoption of these amended standards is not expected to have a material impact on the Corporation's consolidated financial statements.

3. BUSINESS COMBINATIONS

a) On June 1, 2011, Secure, through a series of transactions, acquired all of the issued and outstanding shares of Marquis Alliance Energy Group Inc. ("Marquis Alliance") for a total cash and share consideration of $130.9 million. The acquisition of Marquis Alliance allows Secure to provide an integrated drilling fluid service and expanded products and services to its customers. The Corporation paid $64.1 million in cash and issued 10,015,291 common shares of the Corporation at a closing price per share of $8.62 for share consideration of $86.3 million, which was adjusted to fair value consideration for accounting purposes to $66.8 million. The fair value for accounting purposes was determined using a discounted cash flow analysis and was adjusted after considering such factors as the escrow period (shares to be released over a five year period) and liquidity of the Corporation's shares in the market place. Accordingly, the $66.8 million used in the purchase price allocation below is the difference between the $86.3 million at closing and the fair value adjustment of $19.5 million.

The acquisition has been accounted for using the acquisition method of accounting with an effective date of June 1, 2011, whereby the assets acquired and the liabilities assumed are recorded at their fair values with any excess of the aggregate consideration over the fair value of the identifiable net assets allocated to goodwill.

3. BUSINESS COMBINATIONS (continued)

($000's)	
Common shares issued (10,015,291 shares)	66,789
Cash	64,083
Total consideration	**130,872**

Assets acquired ($000's)	
Cash and short term deposits	1,516
Accounts receivable and accrued receivables	39,973
Inventories	14,878
Prepaid expenses and deposits	683
Assets under construction	451
Property, plant and equipment	17,649
Intangible assets	50,906
Goodwill	61,437
Total assets	**187,493**

Liabilities acquired ($000's)	
Accounts payable and accrued liabilities	(18,049)
Bank indebtedness	(21,359)
Finance lease liabilities	(1,275)
Long term borrowings	(1,659)
Deferred income tax liability	(14,279)
Total liabilities	**(56,621)**
Net assets acquired	**130,872**

The fair value of the accounts receivable and accrued receivables acquired was $40.0 million. The gross amount of accounts receivable and accrued receivables is $40.1 million. A $0.1 million allowance for uncollectable receivables was included in the fair value of accounts receivable and accrued receivables.

Pursuant to the Marquis Alliance acquisition agreement (the “Agreement”), $7.0 million of the cash consideration was held under trust conditions to account for any potential material environmental liabilities, accounts receivable allowances and inventory obsolescence. $3.0 million was held under trust conditions to account for any potential working capital adjustments. The $3.0 million was released from trust as at December 31, 2011 in conjunction with the settlement of the working capital deficiency. On closing, Marquis Alliance was required to have an adjusted working capital surplus of $19.8 million, net of outstanding bank debt. Under the provisions of the Agreement, the working capital requirement was adjusted down by $0.6 million to $19.2 million, for deposits paid by Marquis Alliance on real property prior to the closing of the Agreement. Actual working capital received on closing was $18.3 million. The $0.9 million difference between the $19.2 million working capital requirement in the Agreement and the $18.3 million in actual working capital was settled in cash as at December 31, 2011, and was deducted from the $3.0 million held in trust prior to being released. The $0.9 million cash settlement resulted in a reduction of total consideration paid by $0.9 million and a corresponding reduction to accounts receivable and accrued receivables. The remaining amounts held in trust were released March 29, 2012, which resulted in a reduction of total consideration paid by $0.6 million and a corresponding reduction to accounts receivable and accrued receivables and inventories. The $0.6 million adjustment was a result of final agreements on the amounts of accounts receivable allowance and inventory obsolescence recorded at the acquisition date.

3. BUSINESS COMBINATIONS (continued)

The goodwill arises as a result of the assembled workforce, the synergies existing within the acquired business and also the synergies expected to be achieved as a result of combining Marquis Alliance with the rest of the Corporation. None of the goodwill recognized is expected to be deductible for income tax purposes. The Corporation incurred acquisition-related costs of $0.5 million relating to due diligence costs and legal fees which were expensed in the period of acquisition.

b) On January 25, 2012, the Corporation closed an asset purchase agreement with New West Drilling Fluids Inc. ("New West"), a wholly owned subsidiary of New West Energy Services Inc. to acquire the operating assets of New West (excluding working capital) for aggregate cash consideration of $3.4 million. New West specializes in providing drilling fluid systems and products for the oil sands industry, and is most well-known for a patented Steam Assisted Gravity Drainage system ("SAGD") called "BITUDRIL", the first bitumen encapsulating polymer based system on the market. The acquisition of New West allows the Corporation, through its subsidiary Marquis Alliance, to expand its existing patented and proprietary SAGD product line and to increase Marquis Alliance's ability to provide cost effective drilling fluid solutions in the SAGD market.

The acquisition has been accounted for using the acquisition method of accounting with an effective date of January 25, 2012, whereby the assets acquired and the liabilities assumed are recorded at their fair values.

($000's)	
Cash	3,405
Total consideration	**3,405**

Assets acquired ($000's)	
Inventories	105
Property, plant and equipment	21
Intangible assets	3,347
Total assets acquired	**3,473**
Liabilities acquired ($000's)	
Deferred income tax liability	(68)
Total liabilities	**(68)**
Net assets acquired	**3,405**

The amounts recorded on the New West acquisition above are based on preliminary information available to management as of the date of this report and the preparation of these condensed consolidated interim financial statements. The above amounts are subject to change upon final adjustments.

The Corporation incurred acquisition-related costs of $0.1 million relating to due diligence costs and legal fees. These costs have been expensed and included in business development costs on the condensed consolidated interim statements of comprehensive income.

3. BUSINESS COMBINATIONS (continued)

c) On July 2, 2012, the Corporation closed an asset purchase agreement with DRD Saltwater Disposal LLC ("DRD") to acquire the operating assets of DRD for total cash and share consideration of $26.3 million. The operating assets acquired include two recently constructed fully operational stand alone water disposal facilities serving the Bakken oil play. The Acquisition of DRD allows the Corporation to expand its geographical presence of its PRD division into the United States, and to continue to expand on the Corporation's growth strategy in underserviced markets. The Corporation paid $20.5 million in cash and issued 1,168,519 common shares of the Corporation at a closing price per share of $7.90 for consideration of $9.2 million, which was adjusted to fair value consideration for accounting purposes to $5.8 million. The fair value for accounting purposes was determined using a discounted cash flow analysis and was adjusted after considering such factors as the escrow period and liquidity of the Corporation's shares in the market place. Accordingly, the $5.8 million used in the purchase price allocation is the difference between the $9.2 million at closing and the fair value adjustment of $3.4 million.

The acquisition has been accounted for using the acquisition method of accounting with an effective date of July 2, 2012, whereby the assets acquired and the liabilities assumed are recorded at their fair values with any excess of the aggregate consideration over the fair value of the identifiable net assets allocated to goodwill.

($000's)	
Common shares issued (1,168,519 shares)	5,753
Cash	20,499
Total consideration	**26,252**

Assets acquired ($000's)	
Property, plant and equipment	8,801
Intangible assets	7,313
Goodwill	11,837
Total assets acquired	**27,951**
Liabilities acquired ($000's)	
Asset retirement obligation	(1,699)
Total liabilities	**(1,699)**
Net assets acquired	**26,252**

The amounts recorded on the DRD acquisition above are based upon preliminary information available to management as of the date of this report and the preparation of these condensed consolidated interim financial statements. The above amounts are subject to change upon final adjustments.

The goodwill arises as a result of the assembled workforce, the synergies existing within the acquired business and also the synergies expected to be achieved as a result of combining DRD with the rest of the Corporation. The goodwill is expected to be deducted straight-line over 15 years for US tax purposes.

The Corporation incurred acquisition-related costs of $0.1 million relating to due diligence costs and legal fees. These costs have been expensed and included in business development costs on the condensed consolidated interim statements of comprehensive income.

3. BUSINESS COMBINATIONS (continued)

d) On August 15, 2012, the Corporation closed an asset purchase agreement with Imperial Drilling Fluids Engineering Inc. ("IDF") to acquire the operating assets of IDF (excluding working capital) for aggregate cash consideration of $6.9 million. IDF specializes in drilling fluids in Colorado, predominately in the Niobrara and Cordell Shale plays. The acquisition of IDF allows the Corporation, through its subsidiary Marquis Alliance, to expand its geographical presence and take advantage of a growing market opportunity in the region.

The acquisition has been accounted for using the acquisition method of accounting with an effective date of August 15, 2012, whereby the assets acquired and the liabilities assumed are recorded at their fair values.

($000's)	
Cash	6,882
Total consideration	**6,882**

Assets acquired ($000's)	
Inventories	564
Property, plant and equipment	393
Intangible assets	5,482
Goodwill	443
Total assets acquired	**6,882**
Net assets acquired	**6,882**

The amounts recorded on the IDF acquisition above are based upon preliminary information available to management as of the date of this report and the preparation of these condensed consolidated interim financial statements. The above amounts are subject to change upon final adjustments.

The goodwill arises as a result of the assembled workforce, the synergies existing within the acquired business and also the synergies expected to be achieved as a result of combining IDF with the rest of the Corporation. The goodwill is expected to be deducted straight-line over 15 years for US tax purposes.

Pursuant to the IDF acquisition agreement (the "IDF agreement"), the Corporation is obligated to pay additional consideration consisting of a series of three annual earn out payments ("contingent payments") beginning in September 2013 to certain selling shareholders based on the achievement of a certain Gross Margin Percentage. The potential annual earn out payments range from US$883,333 to US$2,683,333 for total earn out payments over the three year period ranging from US$2.7 million to US$8.0 million. Since the obligation to pay the contingent payments is conditional upon the continued employment of those shareholders, the payments are considered compensation expense and, accordingly, will be included in general and administrative expense on the condensed consolidated interim statements of comprehensive income.

The Corporation incurred acquisition-related costs of $0.1 million relating to due diligence costs and legal fees. These costs have been expensed and included in business development costs on the condensed consolidated interim statements of comprehensive income.

New West, DRD and IDF were acquired and integrated with the Corporation's existing operations and therefore specific income information in respect of these acquisitions are not included in these condensed consolidated interim financial statements.

4. INVENTORIES

($000's)	Sept 30, 2012	Dec 31, 2011
Crude oil and natural gas liquids	**2,869**	2,505
Drilling fluids	**31,109**	31,665
Spare parts and supplies	**396**	306
Total inventories	**34,374**	**34,476**

Inventories are shown at the lower of cost and net realizable value. Crude oil, natural gas liquids and drilling fluids inventories recognized as operating expenses in the condensed consolidated interim statements of comprehensive income for the three and nine months ended September 30, 2012 were $186.6 million and $568.1 million, respectively (three and nine months ended September 30, 2011 – $108.1 million and $226.4 million, respectively). Inventories are included in the general security agreements held by the banks as security for the Corporation's revolving credit facility (Note 7).

5. ASSETS UNDER CONSTRUCTION

Assets under construction or refurbishment are not depreciated until they are complete and available for use. When this occurs, the asset is transferred to property, plant and equipment and classified by the nature of the asset.

($000's)	Sept 30, 2012	Dec 31, 2011
Projects under construction	**71,723**	32,682
Equipment (under refurbishment)	**2,178**	5,114
Total assets under construction	**73,901**	**37,796**

The amounts included in the categories above consist of assets associated with a variety of ongoing projects. $0.7 million and $1.3 million of capitalized salaries were added to assets under construction for the three and nine months ended September 30, 2012, respectively ($0.4 million and $0.6 million for the three and nine months ended September 30, 2011, respectively).

6. PROPERTY, PLANT AND EQUIPMENT

Included in operating expenses on the condensed consolidated interim statements of comprehensive income for the nine months ended September 30, 2012 is $30.0 million of depreciation, depletion and amortization expense (nine months ended September 30, 2011 - $16.3 million). Included in these amounts is $23.2 million of depreciation and depletion expense for the nine months ended September 30, 2012 (nine months ended September 30, 2011 - $13.9 million) for the Corporation's property, plant and equipment.

The Corporation's policy is to capitalize borrowing costs on projects with a substantial time to completion. Typically, borrowing costs are only capitalized on the construction of the Corporation's full-service terminals. The amount of borrowing costs capitalized during the three and nine months ended September 30, 2012 was $0.1 million and $0.3 million, respectively (three and nine months ended September 30, 2011 – nil and nil, respectively). During the three and nine months ended September 30, 2012, $9.5 million and $64.5 million, respectively, was transferred from assets under construction to property, plant and equipment for completed projects (three and nine months ended September 30, 2011 - $21.7 million and $48.2 million, respectively).

Included in property, plant, and equipment is equipment under finance lease arrangements with a net book value of $9.8 million at September 30, 2012 (December, 31 2011 - $6.7 million). The finance lease commitments over the next five years are disclosed in Note 11.

6. PROPERTY, PLANT AND EQUIPMENT (continued)

($000's)	Land	Buildings	Plant, Infrastructure, Equipment, and Landfill Cells	Rental Equipment	Mobile Equipment	Disposal Wells	Furniture and Fixtures	Computer Equipment and Software	Total
Cost:									
December 31, 2011	3,114	21,622	178,140	15,073	3,519	41,268	1,673	2,941	**267,350**
Additions from business combination (Note 3b)	-	-	20	-	-	-	-	1	**21**
Additions from business combination (Note 3c)	-	479	4,632	-	-	3,666	12	12	**8,801**
Additions from business combination (Note 3d)	-	-	393	-	-	-	-	-	**393**
Additions	508	5,592	49,569	8,557	2,436	4,246	890	1,229	**73,027**
Transfers between divisions	-	-	(887)	-	-	-	-	-	**(887)**
Change in asset retirement cost	-	-	156	-	-	214	-	-	**370**
Disposals	-	-	(1,202)	-	(237)	-	-	-	**(1,439)**
Foreign exchange effect	(8)	(11)	(19)	(218)	(1)	-	(3)	(2)	**(262)**
September 30, 2012	**3,614**	**27,682**	**230,802**	**23,412**	**5,717**	**49,394**	**2,572**	**4,181**	**347,374**
Accumulated depreciation and depletion:									
December 31, 2011	-	(1,875)	(34,472)	(1,128)	(1,266)	(5,625)	(276)	(1,184)	**(45,826)**
Depreciation and depletion	-	(1,251)	(16,380)	(1,983)	(775)	(2,113)	(195)	(546)	**(23,243)**
Transfers between divisions	-	-	1	-	-	-	-	-	**1**
Disposals	-	-	321	-	100	-	-	-	**421**
Foreign exchange effect	-	1	(1)	16	-	-	-	-	**16**
September 30, 2012	**-**	**(3,125)**	**(50,531)**	**(3,095)**	**(1,941)**	**(7,738)**	**(471)**	**(1,730)**	**(68,631)**
Net book value:									
September 30, 2012	**3,614**	**24,557**	**180,271**	**20,317**	**3,776**	**41,656**	**2,101**	**2,451**	**278,743**
December 31, 2011	3,114	19,747	143,668	13,945	2,253	35,643	1,397	1,757	**221,524**

7. LONG TERM BORROWINGS

($000's)	Sept 30, 2012	Dec 31, 2011
Amount drawn on revolving credit facility	**90,000**	120,000
Unamortized transaction costs	**(813)**	(930)
Total long term borrowings	**89,187**	**119,070**

As at September 30, 2012, the Corporation has drawn $90.0 million on its revolving credit facility (December 31, 2011 - $120.0 million).

In the first quarter of 2012, Secure expanded its existing revolving credit facility ("revolving credit facility") of $150.0 million to $200.0 million through the exercise of the $50.0 million accordion feature. There were no changes to the terms of the underlying revolving credit facility. Under the revolving credit facility, the Corporation can borrow by way of Canadian dollar advances through Canadian Prime Rate Loans or Bankers Acceptances or United States dollar advances through US Base Rate Loans or Libor or letters of credit denominated in Canadian or U.S. dollars, and bears interest ranging from 1.0% to 2.0% above the prime rate or Bankers Acceptances ranging from 2.0% to 3.0% above the Bankers Acceptance depending on the Corporation's prevailing funded debt to EBITDA ratio, with any unused amounts subject to standby fees ranging from 0.50% to 0.75%. Funded debt includes all outstanding debt, including capital leases, and any outstanding letters of credit. As security for the revolving credit facility, the Corporation granted lenders a security interest over all of its present and after acquired property. A $1.0 billion debenture provides a first fixed charge over the Corporation's real properties and a floating charge over all present and after acquired property not subject to the fixed charge. The revolving credit facility is to be used for working capital, to refinance existing debt, for capital expenditures including permitted acquisitions, and for general corporate purposes.

Subsequent to September 30, 2012, the Corporation entered into an amended and restated extendible $300.0 million revolving credit facility (the new "credit facility"). The previous revolving credit facility was increased from $200.0 million to $300.0 million and includes an accordion feature which if exercised, would increase the credit facility by $50.0 million. The credit facility consists of a $290.0 million extendible revolving term credit facility and a $10.0 million revolving operating facility. The Corporation can borrow by way of Canadian dollar advances through Canadian Prime Rate Loans or Bankers Acceptances or United States dollar advances through US Base Rate Loans or Libor or letters of credit denominated in Canadian or U.S. dollars. The credit facility provides that the Corporation may borrow, repay, draw on and convert between types of borrowings at any time.

The credit facility bears interest ranging from 0.75% to 2.25% above the prime rate or Bankers Acceptances ranging from 1.75% to 3.25% above the Bankers Acceptance rate depending on the Corporation's prevailing funded debt to EBITDA ratio, with any unused amounts subject to standby fees ranging from 0.40% to 0.74%. Funded debt includes all outstanding debt, including finance leases, and any outstanding letters of credit. The credit facility is to be used for working capital, to refinance existing debt, for capital expenditures including permitted acquisitions, and for general corporate purposes.

7. LONG TERM BORROWINGS (continued)

The new revolving credit facility is due on July 31, 2015 (the " new maturity date"), and includes an option for the Corporation to extend the new maturity date (once per annum) to a maximum of three years from the extension request date, subject to the approval of the Corporation's lenders. Repayment of any amounts drawn on the facility would therefore be repayable on the maturity date if the revolving credit facility was not extended.

In conjunction with obtaining the credit facilities, the Corporation incurred transaction costs in the amount of $1.3 million, of which the unamortized amount will be offset against the outstanding principle balance of the debt. Any transaction costs relating to the previous revolving credit facility will be expensed in the fourth quarter of 2012. Amortization of the transaction costs recognized in interest, accretion and finance costs on the condensed consolidated interim statements of comprehensive income for the three and nine months ended September 30, 2012 is $0.1 million and $0.3 million, respectively (three and nine months ended September 30, 2011 – $0.1 million and $0.1 million, respectively).

At September 30, 2012, and December 31, 2011, Secure was in compliance with all covenants.

The following covenants apply to both the previous and new credit facilities:

- The Funded Debt to EBITDA Ratio shall not exceed 3:00:1; where EBITDA is adjusted for acquisitions on a pro-forma trailing twelve month basis;
- The ratio of Senior Debt to Senior Debt plus Equity shall not exceed 40%; and,
- The Fixed Charge Coverage Ratio shall not be less than 1:00:1.

As security for the new credit facility, the Corporation granted lenders a security interest over all of its present and after acquired property. A $1.0 billion debenture provides a first fixed charge over the Corporation's real properties and a floating charge over all present and after acquired property not subject to the fixed charge.

The available credit facilities are reduced by any outstanding letters of credit. As at September 30, 2012, the Corporation has $18.6 million in letters of credit issued by the Corporation's banker (December 31, 2011 - $6.3 million). The letters of credit are issued to various government authorities for potential reclamation obligations in accordance with applicable regulations (Note 8), and to certain crude oil producers in conjunction with the PRD division's crude oil marketing.

($000's)	Sept 30, 2012	Dec 31, 2011
Revolving credit facility	**200,000**	150,000
Amount drawn on revolving credit facility	**(90,000)**	(120,000)
Letters of credit issued	**(18,648)**	(6,316)
Available amount	**91,352**	**23,684**

In August of 2012, the Corporation closed a bought deal with a syndicate of underwriters for gross proceeds of $86.3 million. The net proceeds from the offering were used to pay down the amount drawn on the Corporation's credit facility (Note 9).

8. ASSET RETIREMENT OBLIGATIONS

($000's)	
Current December 31, 2011	420
Non-current December 31, 2011	14,585
December 31, 2011	**15,005**
Arising during the year through development activities	1,878
Arising during the year through acquisitions (Note 3c)	1,699
Accretion	261
Change in discount rate	370
September 30, 2012	**19,213**

The Corporation's asset retirement obligations were estimated by management based on the Corporation's estimated costs to remediate, reclaim and abandon the Corporation's facilities and estimated timing of the costs to be incurred in future periods. The Corporation has estimated the net present value of its asset retirement obligations at September 30, 2012 to be $19.2 million (December 31, 2011 - $15.0 million) based on a total future liability of $25.0 million as at September 30, 2012 (December 31, 2011 - $20.1 million). These costs are expected to be incurred over the next one to 25 years. The Corporation used its risk-free interest rates of 1.06% to 2.32% (December 31, 2011 – 0.95% to 2.49%) and an inflation rate of 3.00% (December 31, 2011 - 3.00%) to calculate the net present value of its asset retirement obligations at September 30, 2012. The Corporation has letters of credit issued by the Corporation's banker in relation to the Corporation's asset retirement obligations (Note 7).

9. SHAREHOLDERS' EQUITY

Authorized

Unlimited number of common voting shares of no par value
Unlimited number of preferred shares of no par value

	Number of Shares	Amount ($000's)
December 31, 2011	90,156,688	321,498
Options exercised	1,551,919	2,890
Warrants exercised	628,497	939
Transfer from reserves in equity	-	1,151
Bought-deal equity financing	10,987,262	86,250
Shares issued as consideration for business combination (Note 3c)	1,168,519	5,753
Share issue costs	-	(4,826)
Deferred tax effect of share issue costs	-	1,203
September 30, 2012	**104,492,885**	**414,858**

As at September 30, 2012, there were 10,674,197 (December 31, 2011 – 12,313,176) common shares of the Corporation held in escrow in conjunction with the Corporation's business combinations.

On July 2, 2012, The Corporation closed an asset purchase agreement to acquire the operating assets of DRD for total cash and share consideration of $26.3 million. The purchase price consisted of $20.5 million in cash consideration and $5.8 million consideration by way of issuance of 1,168,519 common shares of the Corporation (Note 3c).

On July 24, 2012, the Corporation entered into an agreement on a bought deal basis (the "Offering") with a syndicate of underwriters, pursuant to which the underwriters agreed to purchase for resale to the public 10,987,262 subscription receipts (include overallotment) of the Corporation at a price of $7.85 per subscription receipt for gross proceeds of $86.3 million. In connection with the offering, the Corporation incurred approximately $4.8 million in transaction costs which included $4.3 million in agent fees. These costs, net of tax, were applied against the proceeds in share capital during the period ended September 30, 2012.

The basic and diluted number of common shares used to calculate earnings per share amounts are as follows:

	For the three months ended		For the nine months ended	
	Sept 30, 2012	**Sept 30, 2011**	**Sept 30, 2012**	**Sept 30, 2011**
Weighted average number of shares for basic earnings per share	**98,724,604**	89,242,506	**93,655,304**	74,853,149
Effect of dilution:				
Options and warrants	**2,767,745**	4,707,362	**2,989,827**	4,461,316
Weighted average number of shares for diluted earnings per share	**101,492,349**	**93,949,868**	**96,645,131**	**79,314,465**

10. SHARE-BASED PAYMENT PLAN

The Corporation has a share-based payment plan (the "Plan") under which the Corporation may grant share options to its employees and consultants for up to 10% of the issued and outstanding common shares of the Corporation calculated on a non-diluted basis at the time of grant. As of April 2012, the non-employee directors of the Corporation are no longer granted share options as part of the Corporation's share-based payment plan. In lieu of share options, the Corporation has implemented a DSU plan to non-employee directors of the Corporation. The exercise price of options granted under the Plan is calculated as the five-day weighted average trading price of the common shares for the five trading days immediately preceding the date the options are granted. Options issued under the Plan have a term of five years to expiry and vest over a three year period starting one year from the date of the grant. On April 4, 2012 the Corporation granted 1,112,675 share options to its employees as a part of its annual grant of share options. A summary of the status of the Corporation's share-based payment plan is as follows:

	Sept 30, 2012		Dec 31, 2011	
	Outstanding options	Weighted average exercise price ($)	Outstanding options	Weighted average exercise price ($)
Balance - beginning of period	6,788,685	4.25	5,627,450	2.50
Granted	2,159,699	8.05	2,095,975	8.49
Exercised	(1,551,919)	1.86	(679,267)	1.72
Forfeited	(335,889)	7.70	(255,473)	7.09
Balance - end of period	**7,060,576**	**5.78**	**6,788,685**	**4.25**
Exercisable - end of period	**2,942,756**	**3.71**	**3,045,255**	**2.26**

The following table summarizes information about share options outstanding as at September 30, 2012:

	Options outstanding			Options exercisable	
Exercise price ($)	Outstanding options	Weighted average exercise price ($)	Weighted average remaining term (years)	Outstanding options	Weighted average exercise price ($)
1.50 - 2.00	69,500	1.50	0.30	69,500	1.50
2.01 - 3.00	2,824,293	2.79	1.93	2,229,980	2.74
3.01 - 4.00	218,800	3.72	2.68	132,233	3.71
4.01 - 5.00	68,850	4.57	3.12	22,850	4.57
5.01 - 6.00	116,900	5.32	3.18	37,367	5.32
6.01 - 7.00	112,415	6.11	3.44	37,022	6.10
7.01 - 8.00	1,663,034	7.75	4.42	13,000	7.88
8.01 - 9.00	1,951,759	8.79	4.08	389,129	8.93
9.01 - 10.00	35,025	9.35	3.74	11,675	9.35
	7,060,576	**5.78**	**3.18**	**2,942,756**	**3.71**

10. SHARE-BASED PAYMENT PLAN (continued)

The fair value of options granted to employees, directors and consultants was estimated at the date of grant using the Black-Scholes Option Pricing Model, including the following assumptions:

	Sept 30, 2012	Dec 31, 2011
Volatility factor of expected market price (%)	**42.87**	45.89
Weighted average risk-free interest rate (%)	**1.48**	1.82
Weighted average expected life in years	**4.2**	4.1
Weighted average expected annual dividends per share	**Nil**	Nil
Weighted average fair value per option ($)	**2.87**	3.23
Weighted average forfeiture rate (%)	**3.35**	1.29

The Corporation's stock has two and a half years of trading history, therefore the Corporation has used a weighted average volatility consisting of its own limited historical volatility and the historical volatilities of certain members of its peer group for input into the Black-Scholes Option Pricing Model. The Corporation determines a forfeiture rate by using actual historical forfeiture rates.

Performance warrants

The Corporation has a performance warrant plan, under which the Corporation may grant performance warrants to its employees, officers, directors and consultants to a one-time maximum amount of 1,075,994. As at September 30, 2012, all warrants have vested and been exercised.

	Sept 30, 2012		Dec 31, 2011	
	Outstanding warrants	Weighted average exercise price ($)	Outstanding warrants	Weighted average exercise price ($)
Balance - beginning of period	628,497	1.50	1,068,494	1.50
Granted	-	-	-	-
Exercised	(628,497)	1.50	(439,997)	1.50
Balance - end of period	**-**	**-**	**628,497**	**1.50**
Exercisable - end of period	**-**	**-**	**628,497**	**1.50**

Deferred Share Unit Plan

In April 2012, the Board of Directors of the Corporation approved a DSU plan. Under the terms of the plan, DSU's awarded will vest immediately and will be settled in cash in the amount equal to the previous five day's weighted average price of the Corporation's common shares on the date the members of the Board of Directors specify upon the non-employee director tendering their resignation from the Board of Directors. The specified date must be after the date in which the notice of redemption is filed with the Corporation and within the period from the non-employee director's termination date and December 31 of the first calendar year commencing after the non-employee's termination date. As of September 30, 2012, there were 28,864 DSU's outstanding (December 31, 2011 – nil)

10. SHARE-BASED PAYMENT PLAN (continued)

The following table shows the amounts recognized as share-based payment expense for share options, warrants, and DSU's granted. The amounts are included in general and administrative expenses on the condensed consolidated interim statements of comprehensive income.

	For the three months ended		For the nine months ended	
($000's)	Sept 30, 2012	Sept 30, 2011	Sept 30, 2012	Sept 30, 2011
Expense arising from share options and warrants	**1,287**	1,035	**3,752**	2,022
Expense arising from DSU's	**-**	-	**224**	-
Total expense related to share-based payments	**1,287**	**1,035**	**3,976**	**2,022**

Share-based payment expense for DSU's is credited to accounts payable and accrued liabilities on the condensed consolidated interim statements of financial position. As at September 30, 2012, $0.2 million (December 31, 2011 – nil) was included in accounts payable and accrued liabilities for outstanding DSU's. Share-based payment expense for share options and warrants is credited to reserves as shown in the following table:

Reserves

($000's)	Sept 30, 2012	Dec 31, 2011
Balance - beginning of period	**5,558**	2,999
Share-based payment expense arising from share options and warrants	**3,752**	3,029
Transfer to issued capital	**(1,151)**	(470)
Balance - end of period	**8,159**	**5,558**

11. COMMITMENTS, CONTINGENCIES AND GUARANTEES

The Corporation has commitments for operating and finance leases, inventory purchases from suppliers for use in the Corporation's DS division, and capital purchases for use in the Corporation's current and future capital projects as follows:

($000's)	Sept 30, 2012	Dec 31, 2011
Within one year	**62,709**	23,628
After one year but not more than five years	**15,010**	23,147
More than five years	**1,135**	1,462
	78,854	**48,237**

Litigation

On December 21, 2007, Tervita Corporation (formerly known as CCS Inc.) ("Tervita") filed a statement of claim commencing Action No. 0701-13328 (the "Tervita Action") in the Judicial District of Calgary of the Court of Queen's Bench of Alberta (the "Court") against the Corporation, certain of the Corporation's employees who were previously employed by Tervita (collectively, the "Secure Defendants") and others in which Tervita alleges that the defendants misappropriated business opportunities, misused confidential information, breached fiduciary duties owed to Tervita, and conspired with one another. Tervita seeks damages in the amount of $110.0 million, an accounting and disgorgement of all profits earned by the Corporation since its incorporation and other associated relief.

A statement of defence was filed by the Secure Defendants on November 10, 2008, after the Court ordered Tervita to provide further particulars of its claim. The Secure Defendants then filed an Amended Statement of Defence (the "Defence"), and the Corporation filed an Amended Counterclaim (the "Counterclaim"), on October 9, 2009. In their Defence, the Secure Defendants deny all of the allegations made against them. In its Counterclaim, the Corporation claims damages in the amount of $37.9 million against Tervita, alleging that Tervita has engaged in conduct constituting a breach of the *Competition Act* (Canada) and unlawful interference with the economic relations of the Corporation with the intent of causing injury to the Corporation. The Corporation is currently seeking permission to amend the amount of the Counterclaim to $97.8 million. The matters raised in the lawsuit are considered by the Corporation to be unfounded and unproven allegations that will be vigorously defended, although no assurances can be given with respect to the outcome of such proceedings. The Corporation believes it has valid defences to this claim and accordingly has not recorded any related liability.

The Corporation is a defendant and plaintiff in legal actions that arise in the normal course of business. The Corporation believes that any liabilities that might arise pertaining to such matters would not have a material effect on its consolidated financial position.

Guarantees

The Corporation indemnifies its directors and officers against claims reasonably incurred and resulting from the performance of their services to the Corporation, and maintains liability insurance for its directors and officers. The Corporation may also provide indemnifications in the normal course of business that are often standard contractual terms to counterparties in certain transactions.

Letters of Credit

As at September 30, 2012, the Corporation has approximately $18.6 million in letters of credit issued by the Corporation's banker (December 31, 2011 - $6.3 million). All letters of credit are not cash secured and have been deducted from the Corporation's available long term borrowings (Note 7). The letters of credit are issued to various government authorities for potential reclamation obligations in accordance with applicable regulations (Note 8), and to certain crude oil producers in conjunction with the PRD division's crude oil marketing.

12. OPERATING SEGMENTS

For management purposes, the Corporation is organized into divisions based on their products and services provided. Management monitors the operating results of each division separately for the purpose of making decisions about resource allocation and performance assessment.

The Corporation has two reportable operating segments as follows:

- PRD division provides services relating to clean oil terminalling, custom treating of crude oil, crude oil marketing, produced and waste water disposal, oilfield waste processing, landfill disposal and oil purchase/resale service;

- DS division provides services relating to drilling fluid systems, solids control, equipment rental service, drilling waste management and environmental sciences;

- The Corporate division does not represent an operating segment and is included for informational purposes only. Corporate division expenses consist of public company costs, as well as salaries, share-based compensation, interest and finance costs and office and administrative costs relating to corporate employees. Comparative period amounts have been reclassified to conform with current period presentation.

($000's)	PRD division	DS division	Corporate	Total
	Three months ended September 30, 2012			
Revenue	183,957	65,251	-	249,208
Operating expenses	(170,324)	(53,968)	(143)	(224,435)
General and administrative	(3,955)	(6,830)	(1,062)	(11,847)
Business development	-	-	(558)	(558)
Depreciation, depletion and amortization	(7,408)	(3,709)	(143)	(11,260)
Interest, accretion and finance costs	(85)	-	(1,238)	(1,323)
Total profit (loss) before income taxes	9,593	4,453	(3,001)	11,045
	As at September 30, 2012			
Current assets	63,203	111,936	-	175,139
Total assets	387,901	309,709	2,372	699,982
Goodwill	11,837	78,263	-	90,100
Intangible assets	11,001	71,098	-	82,099
Property, plant and equipment and assets under construction	308,744	41,528	2,372	352,644
Current liabilities	67,447	29,850	-	97,297
Total liabilities	99,390	46,023	89,187	234,600

12. OPERATING SEGMENTS (continued)

($000's)	PRD division	DS division	Corporate	Total
	Three months ended September 30, 2011			
Revenue	94,670	63,526	-	158,196
Operating expenses	(87,543)	(48,524)	(89)	(136,156)
General and administrative	(2,704)	(5,273)	(852)	(8,829)
Business development	-	-	(856)	(856)
Depreciation, depletion and amortization	(4,951)	(2,284)	(89)	(7,324)
Interest, accretion and finance costs	(86)	-	(332)	(418)
Total profit (loss) before income taxes	4,337	9,729	(2,129)	11,937
	As at December 31, 2011			
Current assets	54,920	138,662	-	193,582
Total assets	288,503	313,118	1,462	603,083
Goodwill	-	77,820	-	77,820
Intangible assets	4,611	67,750	-	72,361
Property, plant and equipment and assets under construction	228,973	28,885	1,462	259,320
Current liabilities	50,908	46,604	-	97,512
Total liabilities	71,986	62,990	119,070	254,046

($000's)	PRD division	DS division	Corporate	Total
	Nine Months Ended Sept 30, 2012			
Revenue	560,081	190,502	-	750,583
Operating expenses	(523,387)	(154,788)	(331)	(678,506)
General and administrative	(9,798)	(19,668)	(3,904)	(33,370)
Business development	-	-	(1,466)	(1,466)
Depreciation, depletion and amortization	(20,299)	(9,417)	(331)	(30,047)
Interest, accretion and finance costs	(261)	-	(3,583)	(3,844)
Total profit before income taxes	26,635	16,046	(9,284)	33,397
	As at September 30, 2012			
Current assets	63,203	111,936	-	175,139
Total assets	387,901	309,709	2,372	699,982
Goodwill	11,837	78,263	-	90,100
Intangible assets	11,001	71,098	-	82,099
Property, plant and equipment and assets under construction	308,744	41,528	2,372	352,644
Current liabilities	67,447	29,850	-	97,297
Total liabilities	99,390	46,023	89,187	234,600

12. OPERATING SEGMENTS (continued)

($000's)	PRD division	DS division	Corporate	Total
	Nine Months ended September 30, 2011			
Revenue	246,907	73,031	-	319,938
Operating expenses	(227,671)	(55,966)	(220)	(283,857)
General and administrative	(6,736)	(6,416)	(2,183)	(15,335)
Business development	-	-	(1,811)	(1,811)
Depreciation, depletion and amortization	(12,960)	(3,134)	(220)	(16,314)
Interest, accretion and finance costs	(244)	-	(569)	(813)
Total profit before income taxes	12,256	10,649	(4,783)	18,122
	As at December 31, 2011			
Current assets	54,920	138,662	-	193,582
Total assets	288,503	313,118	1,462	603,083
Goodwill	-	77,820	-	77,820
Intangible assets	4,611	67,750	-	72,361
Property, plant and equipment and assets under construction	228,973	28,885	1,462	259,320
Current liabilities	50,908	46,604	-	97,512
Total liabilities	71,986	62,990	119,070	254,046

Geographical Financial Information

	Canada		International		Total	
($000's)	**2012**	2011	**2012**	2011	**2012**	**2011**
Three months ended Sept 30						
Revenue	**234,868**	154,976	**14,340**	3,220	**249,208**	158,196
Nine Months ended Sept 30						
Revenue	**720,456**	316,061	**30,127**	3,877	**750,583**	319,938
As at Sept 30, 2012 and Dec 31, 2011						
Total non-current assets	**468,152**	397,800	**56,691**	11,701	**524,843**	409,501

13. SUBSEQUENT EVENTS

Subsequent to September 30, 2012, the Corporation entered into an amended and restated extendible $300.0 million credit facility with a $50.0 million accordion feature. The credit facility consists of a $290.0 million extendible revolving term credit facility and a $10.0 million revolving operating facility is provided to the Corporation and all of its subsidiaries (Note 7).

Corporate Information

DIRECTORS
Rene Amirault
George Wadsworth
Murray Cobbe [(1) (2)]
David Johnson [(2) (3)]
Kevin Nugent [(1) (3)]
Brad Munro [(1) (2) (3)]

OFFICERS
Rene Amirault
President and Chief Executive Officer

George Wadsworth
President, Marquis Alliance Energy Group Inc.

Nick Wieler
Chief Financial Officer

Allen Gransch
Vice President, Finance

Gary Perras
Vice President, Engineering and Construction

Dan Steinke
Vice President, Business Development/Operations

Karen Myrheim
Vice President, Sales and Marketing

Brian McGurk
Vice President, Human Resources

STOCK EXCHANGE
Toronto Stock Exchange
Symbol: SES

AUDITORS
MNP LLP
Calgary, Alberta

LEGAL COUNSEL
Bennett Jones LLP
Calgary, Alberta

BANKERS
Alberta Treasury Branches

TRANSFER AGENT AND REGISTRAR
Olympia Trust Company
Calgary, Alberta

[1] Audit Committee
[2] Compensation Committee
[3] Corporate Governance Committee