

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
to
Form 10

GENERAL FORM FOR REGISTRATION OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

OIS Accommodations SpinCo Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

46-3831207
*(I.R.S. Employer
Identification No.)*

**Three Allen Center, 333 Clay Street, Suite 4620, Houston,
Texas**
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's telephone number, including area code:
(713) 652-0582

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered
Common stock, par value \$0.01 per share

**Name of Each Exchange on Which
Each Class is to be Registered**
The New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. (Check one):

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

(Do not check if a smaller reporting company)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10

The information required by the following Form 10 Registration Statement items is contained in the Information Statement sections that we identify below, each of which we incorporate in this report by reference:

Item 1. *Business*

The information required by this item is contained under the sections “Summary,” “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Business,” “Arrangements Between Oil States and Our Company” and “Other Related Party Transactions” of the Information Statement. Those sections are incorporated herein by reference.

Item 1A. *Risk Factors*

The information required by this item is contained under the section “Risk Factors” of the Information Statement. That section is incorporated herein by reference.

Item 2. *Financial Information*

The information required by this item is contained under the sections “Summary,” “Selected Historical Combined Financial Data,” “Unaudited Pro Forma Combined Financial Statements,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Description of Capital Stock” and “Index to Financial Statements, Supplementary Data and Schedules” of the Information Statement. Those sections are incorporated herein by reference.

Item 3. *Properties*

The information required by this item is contained under the section “Business” of the Information Statement. That section is incorporated herein by reference.

Item 4. *Security Ownership of Certain Beneficial Owners and Management*

The information required by this item is contained under the section “Security Ownership of Certain Beneficial Owners and Management” of the Information Statement. That section is incorporated herein by reference.

Item 5. *Directors and Executive Officers*

The information required by this item is contained under the section “Management” of the Information Statement. That section is incorporated herein by reference.

Item 6. *Executive Compensation*

The information required by this item is contained under the section “Executive Compensation” of the Information Statement. That section is incorporated herein by reference.

Item 7. *Certain Relationships and Related Transactions, and Director Independence*

The information required by this item is contained under the sections “Management,” “Executive Compensation,” “Arrangements Between Oil States and Our Company” and “Other Related Party Transactions” of the Information Statement. Those sections are incorporated herein by reference.

Item 8. *Legal Proceedings*

The information required by this item is contained under the section “Business—Legal Proceedings” of the Information Statement. That section is incorporated herein by reference.

Item 9. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters

The information required by this item is contained under the sections "Risk Factors," "The Spin-Off," "Dividend Policy," "Executive Compensation" and "Description of Capital Stock" of the Information Statement. Those sections are incorporated herein by reference.

Item 10. Recent Sales of Unregistered Securities

The information required by this item is contained under the sections "Description of Capital Stock." That section is incorporated herein by reference.

Item 11. Description of Registrant's Securities to be Registered

The information required by this item is contained under the section "Description of Capital Stock" of the Information Statement. That section is incorporated herein by reference.

Item 12. Indemnification of Directors and Officers

The information required by this item is contained under the section "Description of Capital Stock—Limitation of Liability and Indemnification Matters" of the Information Statement. That section is incorporated herein by reference.

Item 13. Financial Statements and Supplementary Data

The information required by this item is contained under the sections "Selected Historical Combined Financial Data," "Unaudited Pro Forma Combined Financial Statements," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Description of Capital Stock" and "Index to Financial Statements, Supplementary Data and Schedules" of the Information Statement. Those sections are incorporated herein by reference.

Item 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 15. Financial Statements and Exhibits

(a) Financial Statements

The information required by this item is contained under the section "Index to Financial Statements, Supplementary Data and Schedules" beginning on page F-1 of the Information Statement. That section is incorporated herein by reference.

(b) Exhibits

The following documents are filed as exhibits hereto:

Exhibit No.	Description
2.1*	Form of Separation and Distribution Agreement between Oil States International, Inc. and OIS Accommodations SpinCo Inc.
3.1	Form of OIS Accommodations SpinCo Inc. Amended and Restated Certificate of Incorporation
3.2	Form of OIS Accommodations SpinCo Inc. Amended and Restated By-laws
10.1*	Form of Transition Services Agreement between Oil States International, Inc. and OIS Accommodations SpinCo Inc.
10.2*	Form of Tax Sharing Agreement between Oil States International, Inc. and OIS Accommodations SpinCo Inc.
10.3*	Form of Employee Matters Agreement between Oil States International, Inc. and OIS Accommodations SpinCo Inc.
10.4*	Form of Indemnification and Release Agreement between Oil States International, Inc. and OIS Accommodations SpinCo Inc.
10.5*	Credit Agreement of OIS Accommodations SpinCo Inc.
10.6*	Form of OIS Accommodations SpinCo Inc. 2013 Incentive Plan
10.7*	Form of Grant Agreements
10.8*	Form of Employment Agreements
10.9*	Form of Indemnification Agreements
21.1*	List of Subsidiaries of OIS Accommodations SpinCo Inc.
99.1	Information Statement, preliminary and subject to completion, dated February 10, 2014

* To be filed by amendment.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

OIS Accommodations SpinCo Inc.

By: /s/ Bradley J. Dodson

Bradley J. Dodson

President and Chief Executive Officer

Date: February 10, 2014

**FORM OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
[●]**

The name of the corporation is “[●]” (the “Corporation”).

The original certificate of incorporation was filed with the Secretary of State of the State of Delaware on October 8, 2013, under the name “OIS Accommodations SpinCo Inc.”

This Amended and Restated Certificate of Incorporation (this “Certificate of Incorporation”) has been declared advisable by the board of directors of the Corporation (the “Board”), duly adopted by the stockholders of the Corporation and duly executed and acknowledged by the officers of the Corporation in accordance with Sections 103, 242 and 245 of the General Corporation Law of the State of Delaware (the “DGCL”).

The text of the certificate of incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is [●] (the “Corporation”).

**ARTICLE II
REGISTERED AGENT**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801 in the County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III
PURPOSE**

The purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV
CAPITAL STOCK**

Section 4.1 Authorized Capital Stock. The Corporation shall be authorized to issue [●] shares of capital stock, consisting of two classes: [●] shares of common stock, par value \$.01 per share (“Common Stock”), and [●] shares of preferred stock, par value \$.01 per share (“Preferred Stock”).

Section 4.2 Preferred Stock. The authorized shares of Preferred Stock may be issued in one or more series. Subject to any provision made in this Article Four fixing and determining the designations, rights and preferences of any series of Preferred Stock, the Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative powers, preferences and rights and qualifications, limitations or restrictions of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limiting the generality of the foregoing, the determination of any or all of the following:

- (a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- (b) the voting powers, if any, and whether such voting powers are full or limited, in such series;
- (c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
- (d) whether dividends, if any, shall be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;
- (e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (f) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation, and price or prices or the rates of exchange applicable thereto;
- (g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation;
- (h) the provisions, if any, of a sinking fund applicable to such series; and
- (i) any other relative, participating, optional or other special powers, preferences, rights, qualifications, limitations or restrictions thereof;

all as shall be determined from time to time by the Board of Directors and shall be stated in a resolution or resolutions providing for the issuance of such Preferred Stock (a "Preferred Stock Designation").

Except as required by law, holders of shares of Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

Section 4.3 Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. The holders of shares of Common Stock shall be entitled to one vote for each such share upon all proposals on which the holders of Common Stock are entitled to vote. Except as otherwise provided by law or by the resolution or resolutions adopted by the Board designating the rights, powers and preferences of any series of Preferred Stock, the holders of Common Stock shall have the exclusive right to vote for the members of the Board (the "Directors") and for all other purposes. [The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.] The Corporation shall be entitled to treat the Person in which name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

ARTICLE V THE BOARD

To the extent not provided for in this Certificate of Incorporation, the number, nominations, qualifications, tenure, vacancies and removal of the Directors shall be as set forth in the Bylaws.

Section 5.1 Number, Election and Terms of Directors. The number of Directors which shall constitute the entire Board shall be fixed from time to time by a majority of the Directors then in office and shall be divided into three classes, as nearly equal in number as is ratably possible: Class I, Class II and Class III. Each Director shall serve for a term ending on the third annual meeting following the annual meeting of stockholders at which such Director was elected; provided, however, that the Directors first elected to Class I shall serve for a term expiring at the annual meeting of stockholders next following the end of the calendar year 2014, the Directors first elected to Class II shall serve for a term expiring at the annual meeting of stockholders next following the end of the calendar year 2015, and the Directors first elected to Class III shall serve for a term expiring at the annual meeting of stockholders next following the end of the calendar year 2016. Each Director shall hold office until the annual meeting of stockholders at which such Director's term expires and, the foregoing notwithstanding, shall serve until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation or removal.

At such annual election, the Directors chosen to succeed those whose terms then expire shall be of the same class as the Directors they succeed, unless, by reason of any intervening changes in the authorized number of Directors, the Board shall have designated one or more Directorships whose terms then expires as Directorships of another class in order to more nearly achieve equality of number of Directors among the classes.

In the event of any changes in the authorized number of Directors, each Director then continuing to serve shall nevertheless continue as a Director of the class of which he is a member until the expiration of his or her current term, or his or her prior death, resignation or removal. The Board shall specify the class to which a newly created Directorship shall be allocated.

Election of Directors need not be by written ballot unless the Bylaws shall so provide.

Section 5.2 Removal Of Directors. No Director of the Corporation shall be removed from office as a Director by vote or other action of the stockholders or otherwise except for cause, and then only by the affirmative vote of the holders of a majority of the voting power of all outstanding shares of capital stock of the Corporation generally entitled to vote in the election of Directors, voting together as a single class.

Section 5.3 Vacancies. Subject to any requirements of law to the contrary, newly created Directorships resulting from any increase in the number of Directors and any vacancies on the Board resulting from death, resignation, removal or other cause shall be filled by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board. Any Director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of Directors in which the new Directorship was created or the vacancy occurred and until such Director's successor shall have been elected and qualified or until his or her earlier death, resignation or removal. No decrease in the number of Directors constituting the Board shall shorten the term of any incumbent Director.

**ARTICLE VI
BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board in accordance with the Bylaws.

**ARTICLE VII
AMENDMENT OF CERTIFICATE OF INCORPORATION**

Except as otherwise provided in this Certificate of Incorporation, the Bylaws or by applicable law, the Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and, except as set forth in Article XI, all rights, preferences and privileges of whatsoever nature conferred upon stockholders, Directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article Seventh. Notwithstanding any other provision of this Certificate of Incorporation or the bylaws of the Corporation (and in addition to any other vote that may be required by law, this Certificate of Incorporation or the bylaws of the Corporation), the affirmative vote of the holders of least 66 2/3% in voting power of the outstanding shares of stock of the Corporation entitled to vote thereon, voting together as a single class, shall be required to amend, alter or repeal any provision of this Certificate of Incorporation.

**ARTICLE VIII
STOCKHOLDER ACTION BY WRITTEN CONSENT**

Any action required or permitted to be taken by the stockholders of the Corporation must be taken at a duly held annual or special meeting of stockholders and may not be taken by any consent in writing of such stockholders.

**ARTICLE IX
DELAWARE ANTITAKEOVER STATUTE**

The provisions of Section 203 of the Delaware General Corporation Law shall not be applicable to the Corporation.

**ARTICLE X
ANTI-DILUTION**

No holder of shares of capital stock of the Corporation shall have any preemptive or other right to purchase or subscribe for or receive any shares of capital stock of the Corporation, whether now or hereafter authorized, or any warrants, options, bonds or debentures exchangeable for or carrying any right to purchase any shares of capital stock of the Corporation.

**ARTICLE XI
LIMITED LIABILITY OF DIRECTORS**

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as it now exists. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the preceding sentence, a director of the Corporation shall not be liable to the fullest extent permitted by any amendment to the DGCL hereafter enacted that further limits the liability of a director.

**ARTICLE XII
FORUM SELECTION**

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation arising pursuant to any provision of the DGCL, this Certificate of Incorporation or the Corporation's bylaws, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine, in each such case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article Twelfth.

IN WITNESS WHEREOF, [●] has caused this Amended and Restated Certificate of Incorporation to be signed by its President this [●] day of [●], 2014.

[●]
[●]

FORM OF

AMENDED AND RESTATED BYLAWS

OF

[•]

DATED AS OF [•], 2014

TABLE OF CONTENTS

Page

Article I OFFICES AND RECORDS

Article II STOCKHOLDERS

Section 2.1	Annual Meeting	1
Section 2.2	Special Meeting	1
Section 2.3	Place of Meetings	1
Section 2.4	Closing Of Transfer Books And Fixing Record Date	2
Section 2.5	Notice of Meeting	2
Section 2.6	Quorum and Adjournment; Voting	3
Section 2.7	Proxies	3
Section 2.8	List of Stockholders Entitled to Vote	3
Section 2.9	Notice of Stockholder Business and Nominations	3
Section 2.10	Procedure for Election of Directors; Required Vote	7
Section 2.11	Inspectors of Elections; Opening and Closing the Polls	7
Section 2.12	Conduct of Meetings	7
Section 2.13	Meetings by Remote Communication	8

Article III THE BOARD

Section 3.1	General Powers	8
Section 3.2	Number; Qualifications and Tenure	8
Section 3.3	Regular Meetings	8
Section 3.4	Special Meetings	8
Section 3.5	Notice of Meetings	9
Section 3.6	Action by Consent of Board	9
Section 3.7	Conference Telephone Meetings	9
Section 3.8	Quorum	9
Section 3.9	Vacancies; Increases in the Number of Directors	9
Section 3.10	Committees	10
Section 3.11	Removal	10
Section 3.12	Records	10

Article IV
OFFICERS

Section 4.1	Elected Officers	10
Section 4.2	Election and Term of Office	10
Section 4.3	Chairman of the Board	10
Section 4.4	Chief Executive Officer	11
Section 4.5	President	11
Section 4.6	Vice Presidents	11
Section 4.7	Treasurer	11
Section 4.8	Secretary	11
Section 4.9	Assistant Secretaries	11
Section 4.10	Removal	12
Section 4.11	Vacancies	12

Article V
STOCK CERTIFICATES AND TRANSFERS

Section 5.1	Stock Certificates	12
Section 5.2	Transfers of Stock	12
Section 5.3	Lost, Stolen or Destroyed Certificates	13

Article VI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.1	Right to Indemnification	13
Section 6.2	Right of Claimant to Bring Suit	14
Section 6.3	Non-Exclusivity of Rights	14
Section 6.4	Insurance	14
Section 6.5	Severability	14

Article VII
MISCELLANEOUS PROVISIONS

Section 7.1	Fiscal Year	15
Section 7.2	Dividends	15
Section 7.3	Seal	15
Section 7.4	Waiver of Notice	15
Section 7.5	Audits	15
Section 7.6	Resignations	15
Section 7.7	Electronic Transmissions	15

Article VIII
CONTRACTS, PROXIES, ETC.

Section 8.1	Contracts	16
Section 8.2	Proxies	16

Article IX
AMENDMENTS

**AMENDED AND RESTATED BYLAWS
OF**

These Amended and Restated Bylaws of [●] (formerly known as OIS Accommodations SpinCo Inc.) (the “Corporation”) were adopted by the Board of Directors of the Corporation (the “Board”) on [●], 2014 and duly executed and acknowledged by the officers of the Corporation in accordance with Section 109 of the General Corporation Law of the State of Delaware (“DGCL”).

**ARTICLE I
OFFICES AND RECORDS**

The Corporation shall maintain a registered office in Delaware and may maintain other offices and keep its books, documents and records at such places within or without Delaware as may, from time to time, be designated by the Board.

**ARTICLE II
STOCKHOLDERS**

Section 2.1 Annual Meeting. The annual meeting of the stockholders of the Corporation, for the election of directors to succeed those whose terms expire and for the transaction of other business as may properly come before the meeting, shall be held each year on a date and at a time as may be fixed by resolution of the Board and set forth in the notice of the meeting.

Section 2.2 Special Meeting. Except as otherwise required by law and subject to the rights of the holders of any class or series of stock having a preference over the Common Stock, as defined in the Amended and Restated Certificate of Incorporation of the Corporation (the “Certificate of Incorporation”), as to dividends or upon liquidation, special meetings of the stockholders of the Corporation for any purpose or purposes may be called only by:

- (a) the Board, pursuant to a resolution stating the purpose or purposes thereof approved by a majority of the Board, or
- (b) the Chairman of the Board.

No business other than that stated in the notice shall be transacted at any special meeting.

Section 2.3 Place of Meetings. The Board or the Chairman of the Board, as the case may be, may designate the place of meeting for any annual or special meeting of the stockholders. If no designation is made, the place of meeting shall be the principal office of the Corporation. In lieu of holding a meeting of stockholders at a designated place, the Board may, in its sole discretion, determine that any meeting of stockholders may be held solely by means of remote communication.

Section 2.4 Closing Of Transfer Books And Fixing Record Date. For the purpose of determining stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive a distribution by the Corporation (other than a distribution involving a purchase or redemption by the Corporation of any of its own shares) or a share dividend, or in order to make a determination of stockholders for any other proper purpose, the Board may provide that the stock transfer books shall be closed for a stated period in no case to exceed 60 days. If the stock transfer books are closed for the purpose of determining stockholders entitled to notice of or to vote at a meeting of stockholders, the books shall be closed for at least 10 days immediately preceding the meeting. In lieu of closing the stock transfer books, the Board may fix in advance a date as the record date for any such determination of stockholders, such date in no case to be more than 60 days nor, in the case of a meeting of stockholders, less than 10 days prior to the date on which the particular action requiring the determination of stockholders is to be taken. If the stock transfer books are not closed and no record date is fixed: (a) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if in accordance with these Bylaws notice is waived, at the close of business on the day next preceding the day on which the meeting is held; and (b) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto. When a determination of stockholders entitled to vote at any meeting of stockholders has been made, as provided in this Section, the determination shall apply to any adjournment thereof except where the determination has been made through the closing of stock transfer books and the stated period of closing has expired.

Section 2.5 Notice of Meeting. All notices of meetings of stockholders shall be sent or otherwise given by the Corporation not less than 10 calendar days nor more than 60 calendar days before the date of the meeting to each stockholder of record entitled to vote at the meeting. The notice shall specify the place, if any, date, hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Holders of Preferred Stock, as defined in the Certificate of Incorporation, are not entitled to receive notice of any meeting of stockholders at which they are not entitled to vote. Without limiting the manner by which notice may otherwise be given effectively to stockholders, any notice to stockholders may be given by electronic transmission in the manner provided in the DGCL. If mailed, notice to stockholders shall be deemed to be given when deposited in the United States mail with postage thereon prepaid, addressed to the stockholder at such person's address as it appears on the records of the Corporation. An affidavit of the Secretary or Assistant Secretary, proxy solicitor hired by the Corporation or of the transfer agent of the Corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. Only such business shall be conducted at a special meeting of stockholders as was included in the Corporation's notice of meeting. Meetings may be held without notice if all stockholders entitled to vote are present, or if notice is waived by those not present in accordance with Section 7.4 of these Bylaws. Any previously scheduled meeting of the stockholders may be postponed, and any special meeting of the stockholders may be canceled, by resolution of the Board upon public notice given prior to the date previously scheduled for the meeting of stockholders.

Section 2.6 Quorum and Adjournment; Voting. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the holders of a majority of the voting power of all outstanding shares of the Corporation entitled to vote generally in the election of Directors (as hereinafter defined) (the "Voting Stock"), represented in person or by proxy, shall constitute a quorum at a meeting of stockholders, except that when specified business is to be voted on by a class or series of stock voting as a class, the holders of a majority of the shares of that class or series shall constitute a quorum of the class or series for the transaction of business. The chairman of the meeting or a majority of the shares so represented may adjourn the meeting from time to time, whether or not there is a quorum. No notice of the time and place of adjourned meetings need be given except as required by law or these Bylaws. The stockholders present in person or by proxy at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 2.7 Proxies. At all meetings of stockholders, a stockholder may vote by proxy executed in writing (or in such other manner permitted by the DGCL, including electronic transmissions) by the stockholder or by the stockholder's duly authorized attorney-in-fact.

Section 2.8 List of Stockholders Entitled to Vote.

(a) A complete list of stockholders entitled to vote at any meeting of stockholders, arranged in alphabetical order for each class of stock and showing the address of each such stockholder and the number of shares registered in the name of such stockholder, shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least 10 days prior to the meeting, (1) on a reasonably accessible electronic network, provided that the information required to gain access to the list is furnished with the notice of the meeting or (2) during ordinary business hours, at the principal place of business of the Corporation.

(b) If the Corporation determines to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that the information is available only to stockholders. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the meeting and may be inspected by any stockholder who is present at that meeting. If the meeting is to be held solely by means of remote communication, then the list also shall be open to the examination of any stockholder during the meeting on a reasonably accessible electronic network, and the information required to access the list shall be provided with the notice of that meeting. Nothing contained in this Section 2.8 shall require the Corporation to include electronic mail addresses or other electronic contact information on the list.

Section 2.9 Notice of Stockholder Business and Nominations.

(a) Annual Meetings of Stockholders.

(i) Nominations of persons for election to the Board and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (A) pursuant to the Corporation's notice of meeting in accordance with Section 2.5 of these Bylaws, (B) by or at the direction of the Board, or (C) by any stockholder of the Corporation who was a stockholder of record at the time the notice was delivered, who is entitled to vote at the meeting and who complies with the notice procedures set forth below.

(ii) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (C) of Section 2.9(a)(i) hereof, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation in accordance with this Section 2.9 and, in the case of business other than nominations, such other business must otherwise be a proper matter for stockholder action under the DGCL. To be considered timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 120th calendar day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 calendar days before or more than 30 calendar days after the anniversary date, notice by the stockholder to be timely must be so delivered not later than the close of business on the later of (A) the 120th calendar day prior to the annual meeting or (B) the 10th calendar day following the calendar day on which public announcement of the date of the meeting is first made by the Corporation. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above.

(iii) A stockholder's notice shall set forth:

(A) to each person whom the stockholder proposes to nominate for election or re-election as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected;

(B) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and

(C) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the class or series and number of shares of stock of the Corporation held of record and beneficially by such stockholder and such beneficial owner, (iii) a description of any agreement, arrangement or understanding with respect to the nomination or proposal between or among such stockholder and such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder and such beneficial owners, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or such beneficial owner, with respect to shares of stock of the Corporation, (v) the name in which all such shares of stock are registered on the stock transfer books of the Corporation, (vi) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear at the meeting in person or by proxy to submit the business or nomination specified in such notice, (vii) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (b) otherwise to solicit proxies from stockholders in support of such proposal or nomination, and (viii) all other information relating to the proposed business or nomination which may be required to be disclosed under applicable law.

In addition, a stockholder seeking to submit such business or nomination at the meeting shall promptly provide any other information reasonably requested by the Corporation. The foregoing notice requirements of this _ shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the Corporation of his, her or its intention to present a proposal at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(iv) Notwithstanding anything in the second sentence of paragraph of this Bylaw to the contrary, in the event that the number of Directors to be elected to the Board is increased and there is no public announcement by the Corporation naming all of the nominees for Director or specifying the size of the increased Board at least 120 calendar days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 2.9 shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 10th calendar day following the day on which such public announcement is first made by the Corporation.

(b) Special Meetings of the Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting under Section 2.5 of these Bylaws. Nominations of persons for election to the Board may be made at a special meeting of stockholders at which Directors are to be elected pursuant to the Corporation's notice of meeting (i) by or at the direction of the Board, provided that the Board has determined that Directors shall be elected at such meeting, or (ii) by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this Section 2.9, who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 2.9. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more Directors to the Board, any stockholder may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting pursuant to clause (ii) if the stockholder's notice required by paragraphs and of Section 2.9 is delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the later of the 120th calendar day prior to such special meeting or the 10th calendar day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board to be elected at such meeting. In no event shall the public announcement of an adjournment of a special meeting commence a new time period for the giving of a stockholder's notice as described above.

(c) General.

(i) Only the persons who are nominated in accordance with the procedures set forth in this Bylaw are eligible to serve as Directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 2.9. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Bylaw and, if any proposed nomination or business is not in compliance with this Bylaw, to declare that the defective proposal or nomination will be disregarded.

(ii) For purposes of this Section 2.9, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission.

(iii) Notwithstanding the foregoing provisions, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this . Nothing in this Section 2.9 shall be deemed to affect any rights (A) of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (B) of the holders of any series of Preferred Stock to elect Directors under an applicable Preferred Stock Designation (as defined in the Certificate of Incorporation).

Section 2.10 Procedure for Election of Directors; Required Vote. Election of Directors at all meetings of the stockholders at which Directors are to be elected need not be by written ballot unless otherwise determined by the Board prior to such meeting, and, subject to the rights of the holders of any series of Preferred Stock to elect Directors under an applicable Preferred Stock Designation, a plurality of the votes cast thereat shall elect Directors. Except as otherwise provided by law, the Certificate of Incorporation, any Preferred Stock Designation or these Bylaws, in all matters other than the election of Directors, the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter shall be the act of the stockholders.

Section 2.11 Inspectors of Elections; Opening and Closing the Polls. The Board by resolution shall appoint, or shall authorize an officer of the Corporation to appoint, one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents or representatives, to act at the meetings of stockholders and make a written report thereof. One or more persons may be designated as alternate inspector(s) to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of the stockholders, the chairman of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging such person's duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of such person's ability. The inspector(s) shall have the duties prescribed by law. The chairman of the meeting shall fix and announce at the meeting the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting.

Section 2.12 Conduct of Meetings. The Board may to the extent not prohibited by law adopt such rules and regulations for the conduct of meetings of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board, the chairman of any meeting of stockholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chairman of the meeting, may to the extent not prohibited by law include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present; (c) limitations on attendance at or participation in the meeting to stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chairman of the meeting shall determine; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (e) limitations on the time allotted to questions or comments by participants. The date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the person presiding over the meeting. Unless and to the extent determined by the Board or the chairman of the meeting, meetings of stockholders are not required to be held in accordance with the rules of parliamentary procedure.

Section 2.13 Meetings by Remote Communication. If authorized by the Board, and subject to any guidelines and procedures that the Board may adopt, stockholders and proxy holders not physically present at a meeting of stockholders may, by means of remote communication, participate in the meeting and be deemed present in person and vote at the meeting, whether the meeting is to be held in a designated place or solely by means of remote communication, provided that (a) the Corporation implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxy holder; (b) the Corporation implements reasonable measures to provide stockholders and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including the opportunity to read or hear the proceedings in the meeting substantially concurrently with such proceedings; and (c) if the stockholder or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Corporation.

ARTICLE III THE BOARD

Section 3.1 General Powers. The business and affairs of the Corporation shall be managed under the direction of the Board. In addition to the powers and authorities expressly conferred upon the Board by these Bylaws, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, the Certificate of Incorporation or these Bylaws required to be exercised or done by the stockholders. Except as otherwise provided by law, these Bylaws or the Certificate of Incorporation, all decisions of the Board shall require the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 3.2 Number; Qualifications and Tenure. The number of the Directors constituting the entire Board shall be fixed from time to time by resolution of the Board. A Director need not be a stockholder of the Corporation. Any Director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which he or she has been elected expires and until the Director's successor is duly elected and qualified or until his or her earlier resignation or removal. No decrease in the number of authorized Directors shall shorten the term of any incumbent director.

Section 3.3 Regular Meetings. The Board shall hold regular meetings on such dates and at such times and places as are determined from time to time by resolution of the Board.

Section 3.4 Special Meetings. A special meeting of the Board may be called at any time at the request of (a) the Chairman of the Board or (b) any [four] Directors. The place of any special meeting shall be the corporate headquarters of the Corporation unless otherwise agreed by a majority of the Directors.

Section 3.5 Notice of Meetings. Notice of the time and place of regular and special meetings shall be delivered in person or by telephone to each director or sent by first-class mail, addressed to each director at that director's address as it is shown on the records of the Corporation, or electronic transmission. If the notice is mailed, it shall be deposited in the United States mail at least 7 days prior to any regular or special meeting. If the notice is delivered in person, by telephone or electronic transmission, it shall be delivered at least 3 days prior to any regular meeting and 24 hours prior to any special meeting. The notice for a special meeting need not specify the purpose or place of the meeting if the meeting is to be held at the corporate headquarters of the Corporation. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting, except for amendments to these Bylaws, as provided under Article IX. A meeting may be held at any time without notice if all the Directors are present or if those not present waive notice of the meeting in accordance with Section 7.4 of these Bylaws. As used in these Bylaws, the term "Business Day" shall mean any day on which banks are generally open to conduct business in the State of Texas.

Section 3.6 Action by Consent of Board. To the extent permitted by applicable law, the Board and any committee thereof may act without a meeting so long as all members of the Board or committee have executed a written consent with respect to any Board action taken in lieu of a meeting.

Section 3.7 Conference Telephone Meetings. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.8 Quorum. A majority of the entire Board present in person, participating in accordance with Section 3.7 or represented by proxy, shall constitute a quorum for the transaction of business, but if at any meeting of the Board there is less than a quorum present, a majority of the Directors present may adjourn the meeting from time to time without further notice. Subject to any provisions of any law, these Bylaws or the Certificate of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 3.9 Vacancies; Increases in the Number of Directors. Except as otherwise provided in the Certificate of Incorporation, vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, although less than a quorum, or a sole remaining Director; and any Director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which he or she has been elected expires and until the Director's successor is duly elected and qualified or until his or her earlier resignation or removal.

Section 3.10 Committees. The Board may establish one or more committees and may delegate certain of its responsibilities to such committees. Unless the Board otherwise provides, a majority of the members of any committee may fix the time and place of its meetings and may determine its action. Notice of committee meetings shall be given to each member of the committee in the manner provided for in Section 3.5 of these Bylaws. The Board shall have power at any time to fill vacancies in, to change the membership of, or to dissolve any such committee. Nothing herein shall be deemed to prevent the Board from appointing one or more committees consisting in whole or in part of persons who are not Directors; provided, however, that no such committee shall have or may exercise any authority of the Board.

Section 3.11 Removal. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, any Director or the entire Board may be removed, with or without cause, by the holders of a majority of the Voting Stock.

Section 3.12 Records. The Board shall cause to be kept a record containing the minutes of the proceedings of the meetings of the Board and of the stockholders, appropriate stock books and registers and such books of records and accounts as may be necessary for the proper conduct of the business of the Corporation.

ARTICLE IV OFFICERS

Section 4.1 Elected Officers. The executive officers of the Corporation shall be selected by, and serve at the pleasure of, the Board. Such officers shall have the authority and duties delegated to each of them, respectively, by the Board from time to time. The elected officers of the Corporation shall be a Chairman of the Board, a Chief Executive Officer, a President, a Secretary, a Treasurer, and such other officers (including, without limitation, Executive Vice Presidents, Senior Vice Presidents and Vice Presidents) as the Board from time to time may deem proper. The Chairman of the Board shall be chosen from among the Directors. All officers elected by the Board shall each have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of this . The Board or any committee thereof may from time to time elect, or the Chairman of the Board may appoint, such other officers (including one or more Vice Presidents, Controllers, Assistant Secretaries and Assistant Treasurers), as may be necessary or desirable for the conduct of the business of the Corporation. Such other officers and agents shall have such duties and shall hold their offices for such terms as shall be provided in these Bylaws or as may be prescribed by the Board or such committee or by the Chairman of the Board, as the case may be.

Section 4.2 Election and Term of Office. The elected officers of the Corporation shall be elected from time to time by the Board. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as convenient. Each officer shall hold office until such person's successor is duly elected and qualified or until such person's death or until he or she resigns or is removed pursuant to these Bylaws.

Section 4.3 Chairman of the Board. The Chairman of the Board shall preside at all meetings of the stockholders and of the Board. He shall make reports to the Board and the stockholders and shall see that all orders and resolutions of the Board and of any committee thereof are carried into effect. The Chairman of the Board may also serve as President or Chief Executive Officer, if so elected by the Board. The Directors also may elect a vice-chairman to act in the place of the Chairman upon his or her absence or inability to act.

Section 4.4 Chief Executive Officer. The Chief Executive Officer shall be responsible for the general management of the affairs of the Corporation and shall perform all duties incidental to such person's office which may be required by law and all such other duties as are properly required of him by the Board. Unless the Board has elected a vice-chairman and such vice-chairman is able to act in the place of the Chairman, the Chief Executive Officer, if he is also a Director, shall, in the absence of or because of the inability to act of the Chairman, perform all duties of the Chairman of the Board and preside at all meetings of stockholders and the Board.

Section 4.5 President. The President shall act in a general executive capacity and shall assist the Chief Executive Officer in the administration and operation of the Corporation's business and general supervision of its policies and affairs. The President shall have such other powers and shall perform such other duties as are assigned to him by the Board or the Chairman of the Board.

Section 4.6 Vice Presidents. Each Executive Vice President and Senior Vice President and any Vice President shall have such powers and perform such duties as are assigned to him by the Board or the Chairman of the Board.

Section 4.7 Treasurer. The Treasurer shall exercise general supervision over the receipt, custody and disbursement of corporate funds. The Treasurer shall cause the funds of the Corporation to be deposited in such banks as may be authorized by the Board, or in such banks as may be designated as depositories in the manner provided by resolution of the Board. The Treasurer shall, in general, perform all duties incident to the office of the Treasurer and shall have such further powers and duties and shall be subject to such directions as may be granted or imposed from time to time by the Board or the Chairman of the Board.

Section 4.8 Secretary. The Secretary shall keep or cause to be kept, in one or more books provided for that purpose, the minutes of all meetings of the Board, the committees of the Board and the stockholders. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and the seal of the Corporation and affix and attest the seal to all stock certificates of the Corporation (unless the seal of the Corporation on such certificates shall be a facsimile, as hereinafter provided) and affix and attest the seal to all other documents to be executed on behalf of the Corporation under its seal; and shall see that the books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and in general, shall perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board or the Chairman of the Board.

Section 4.9 Assistant Secretaries. Assistant Secretaries shall have such of the authority and perform such of the duties of the Secretary as may be provided in these Bylaws or assigned to them by the Board, the Chairman of the Board or the Secretary. Assistant Secretaries shall assist the Secretary in the performance of the duties assigned to the Secretary, and in assisting the Secretary, each Assistant Secretary shall for such purpose have the powers of the Secretary. During the Secretary's absence or inability, the Secretary's authority and duties shall be possessed by such Assistant Secretary or Assistant Secretaries as the Board or the Chairman of the Board may designate.

Section 4.10 Removal. Any officer elected, or agent appointed, by the Board may be removed by the affirmative vote of a majority of the Board or, except in the case of an officer chosen by the Board, by the Chairman of the Board or any other officer upon whom such power of removal may be conferred by the Board. No elected officer shall have any contractual rights against the Corporation for compensation by virtue of such election beyond the date of the election of such person's successor or such person's death, resignation or removal, whichever event shall first occur, except as otherwise provided in an employment contract or under an employee deferred compensation plan.

Section 4.11 Vacancies. A newly created elected office and a vacancy in any elected office because of death, resignation or removal may be filled by the Board, the Corporation's Chairman of the Board or any other officer upon whom such power may be conferred by the Board for the unexpired portion of the term.

ARTICLE V STOCK CERTIFICATES AND TRANSFERS

Section 5.1 Stock Certificates. The interest of each stockholder of the Corporation shall be evidenced by certificates for shares of stock in such form as the appropriate officers of the Corporation may from time to time prescribe. The certificates of stock shall be signed, countersigned and registered in such manner as the Board may by resolution prescribe, which resolution may permit all or any of the signatures on such certificates to be in facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue. Notwithstanding the foregoing provisions regarding share certificates, the proper officers of the Corporation may provide that some or all of any or all classes or series of the Corporation's common or any preferred shares may be uncertificated shares.

Section 5.2 Transfers of Stock. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the Corporation to issue a new certificate or evidence of the issuance of uncertificated shares to the person entitled thereto, cancel the old certificate, and record the transaction in the Corporation's books.

Upon the receipt of proper transfer instructions from the registered owner of uncertificated shares, the uncertificated shares shall be cancelled, issuance of new equivalent uncertificated shares or certificated shares shall be made to the stockholder entitled thereto and the transaction shall be recorded upon the books of the Corporation. If the Corporation has a transfer agent or registrar acting on its behalf, the signature of any officer or representative thereof may be in facsimile.

The Board may appoint a transfer agent and one or more co-transfer agents and registrar and one or more co-registrars and may make or authorize the agent to make all rules and regulations deemed expedient concerning the issue, transfer and registration of shares of stock.

Section 5.3 Lost, Stolen or Destroyed Certificates. No new certificate for shares of stock or uncertificated shares of stock of the Corporation shall be issued in place of any previously issued certificate alleged to have been lost, destroyed or stolen, except on production of evidence of such loss, destruction or theft and on delivery to the Corporation of a bond of indemnity in such amount, upon such terms and secured by such surety, as the Board or any financial officer may in its or such officer's discretion require.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.1 Right to Indemnification. Each person who was or is made a party to or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director, officer, employee or agent or in any other capacity while serving as a Director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, to the fullest extent permitted by law, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, amounts paid or to be paid in settlement and excise taxes or penalties arising under the Employment Retirement Income Security Act of 1974, as in effect from time to time) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators; provided, however, that, except as provided in Section 6.2, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this Section 6.1 shall be a contract right and shall include the right to have the Corporation pay the expenses incurred in defending any such proceeding in advance of its final disposition, any advance payments to be paid by the Corporation within 20 calendar days after the receipt by the Corporation of a statement or statements from the claimant requesting such advance or advances from time to time; provided, however, that, if and to the extent the DGCL requires, the payment of such expenses incurred by a Director or officer in such person's capacity as a Director or officer (and not in any other capacity in which service was or is rendered by such person while a Director or officer including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or officer is not entitled to be indemnified under this Section 6.1 or otherwise. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification, and rights to have the Corporation pay the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this _ with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

Section 6.2 Right of Claimant to Bring Suit. If a claim under _ of this _ is not paid in full by the Corporation within 60 calendar days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the DGCL for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board, independent legal counsel or its stockholders) to have made a determination prior to the circumstances that the claimant has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 6.3 Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this _ is not exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of stockholders or disinterested Directors or otherwise. No repeal or modification of this _ shall in any way diminish or adversely affect the rights of any Director, officer, employee or agent of the Corporation hereunder in respect of any occurrence or matter arising prior to any such repeal or modification.

Section 6.4 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Section 6.5 Severability. If any provision or provisions of this _ is held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Article VI (including, without limitation, each portion of any paragraph of this _ containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this _ (including, without limitation, each such portion of any paragraph of this Article VI containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision or provisions held invalid, illegal or unenforceable.

**ARTICLE VII
MISCELLANEOUS PROVISIONS**

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall begin and end on such dates as the Board at any time shall determine by resolution.

Section 7.2 Dividends. The Board may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the Certificate of Incorporation.

Section 7.3 Seal. The corporate seal, if any, shall have inscribed thereon the words “Corporate Seal,” the year of incorporation and the word “Delaware.”

Section 7.4 Waiver of Notice. Whenever any notice is required to be given to any stockholder or Director under the provisions of the DGCL or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the stockholders or the Board or committee thereof need be specified in any waiver of notice of such meeting.

Section 7.5 Audits. The accounts, books and records of the Corporation shall be audited upon the conclusion of each fiscal year by an independent certified public accountant selected by the Board or Board committee, and it shall be the duty of the Board or Board committee to cause such audit to be done annually.

Section 7.6 Resignations. Any Director or any officer, whether elected or appointed, may resign at any time by giving notice in writing or by electronic transmission of the resignation to the Corporation, and the resignation shall be deemed to be effective as of the close of business on the date the notice is received by the Corporation, or at such later time as is specified therein. No formal action is required by the Board or the stockholders to make the resignation effective, provided however that if such resignation is tendered by a Director to the Board or a committee of the Board solely to permit the Board or committee of the Board to consider the necessity of such resignation pursuant to any corporate governance guideline or policy of the Corporation, then such resignation will not be effective unless and until it is accepted by the Board or its designee.

Section 7.7 Electronic Transmissions. For purposes of these Bylaws, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient, and that may be directly reproduced in paper form by that recipient through an automated process.

**ARTICLE VIII
CONTRACTS, PROXIES, ETC.**

Section 8.1 Contracts. Except as otherwise required by law, the Certificate of Incorporation, a Preferred Stock Designation or these Bylaws, any contracts or other instruments may be executed and delivered in the name and on the behalf of the Corporation by an officer or officers of the Corporation as the Board may from time to time direct. Such authority may be general or confined to specific instances as the Board may determine. Unless provided otherwise by resolution of the Board, the Chairman of the Board, the Chief Executive Officer, the President or any Executive Vice President, Senior Vice President or Vice President may execute bonds, contracts, deeds, leases and other instruments to be made or executed for or on behalf of the Corporation. Subject to any restrictions imposed by the Board, the Chairman of the Board, the Chief Executive Officer, the President or any Executive Vice President, Senior Vice President or Vice President of the Corporation may delegate contractual powers to others under such person's jurisdiction, it being understood, however, that any such delegation of power shall not relieve the officer of responsibility with respect to the exercise of the delegated power.

Section 8.2 Proxies. Unless otherwise provided by resolution adopted by the Board, the Chief Executive Officer, the Chairman of the Board, the President or any Executive Vice President, Senior Vice President or Vice President may from time to time appoint an attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of the other corporation, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper.

**ARTICLE IX
AMENDMENTS**

These Bylaws, including this , may be altered, amended or repealed and new Bylaws may be adopted (a) at any annual or special meeting of stockholders by the affirmative vote of the holders of 66 2/3% of the voting power of the stock issued and outstanding and entitled to vote thereat or (b) by the affirmative vote of a majority of the Board; provided, however, that, in the case of any stockholder action at a special meeting of stockholders, notice of the proposed alteration, amendment, repeal or adoption of these Bylaws must be contained in the notice of the special meeting.

CERTIFICATE BY SECRETARY

The undersigned, being the Secretary of the Corporation, hereby certifies that the foregoing Amended and Restated Bylaws were duly approved and adopted by the Board effective on [●], 2014.

IN WITNESS WHEREOF, I have signed this certification on this [●] day of [●], 2014.

[●], Secretary

Signature Page to Amended and Restated Bylaws
of [●]

, 2014

Dear Oil States Stockholder:

I am pleased to inform you that on , 2014, the board of directors of Oil States International, Inc. approved the spin-off of our Accommodations business as a separate, publicly traded company, which we have named OIS Accommodations SpinCo Inc. ("SpinCo"). Upon completion of the spin-off, Oil States stockholders will own 100% of the outstanding shares of common stock of SpinCo. We believe that this separation of SpinCo to form a new, independent, publicly traded company is in the best interests of Oil States, its stockholders and SpinCo.

The spin-off will be completed by way of a pro rata distribution on , 2014, of SpinCo common stock to our stockholders of record as of the close of business on , 2014, the spin-off record date. Each Oil States stockholder will receive shares of SpinCo common stock for each share of Oil States common stock held by such stockholder on the record date. The distribution of these shares will be made in book-entry form, which means that no physical share certificates will be issued. Following the spin-off, stockholders may request that their shares of SpinCo common stock be transferred to a brokerage or other account at any time. No fractional shares of SpinCo common stock will be issued. If you would otherwise have been entitled to a fractional common share in the distribution, you will receive the net cash proceeds of the sale of such fractional share instead.

The spin-off is subject to certain customary conditions. Stockholder approval of the distribution is not required, nor are you required to take any action to receive your shares of SpinCo common stock.

Immediately following the spin-off, you will own common stock in Oil States and SpinCo. Oil States' common stock will continue to trade on the New York Stock Exchange under the symbol "OIS." SpinCo's common stock is expected to be traded on the New York Stock Exchange under the symbol "[●]."

Oil States is seeking a private letter ruling from the Internal Revenue Service to the effect that, among other things, the distribution of SpinCo's common stock to Oil States stockholders, together with certain related transactions, will qualify as a transaction that is generally tax-free for U.S. federal income tax purposes. However, any cash that you receive in lieu of fractional shares generally will be taxable to you. You should consult your own tax advisor as to the particular tax consequences of the distribution to you, including potential tax consequences under state, local and non-U.S. tax laws. The separation is also subject to other conditions, including necessary regulatory approvals.

The enclosed information statement, which is being mailed to all Oil States stockholders, describes the spin-off in detail and contains important information about SpinCo, including its consolidated financial statements. We urge you to read this information statement carefully.

I want to thank you for your continued support of Oil States. We look forward to your support of SpinCo in the future.

Yours sincerely,

Cindy B. Taylor
President and Chief Executive Officer
Oil States International, Inc.

, 2014

Dear OIS Accommodations SpinCo Inc. Stockholder:

It is our pleasure to welcome you as a stockholder of our company, OIS Accommodations SpinCo Inc. We are engaged in the business of providing remote site accommodations, logistics and facility management services to the global natural resource industry, with operations primarily focused in Canada, Australia and the United States.

SpinCo has a strong history of operational excellence spanning over twenty years in the Canadian oil sands region and over fifteen years in the Australian natural resources market. With our solid reputation for providing premium accommodations and services in our over 20,000 lodge and village rooms, we are well-positioned to continue to grow organically in our existing regions of operations as well as assess new geographies and end markets. As an independent, publicly traded company, we believe we can more effectively focus on and enhance our strategic growth plans and deliver long-term stockholder returns.

We expect to list SpinCo common stock on the New York Stock Exchange under the symbol “[●]” in connection with the distribution of SpinCo common stock by Oil States.

We invite you to learn more about SpinCo and our subsidiaries by reviewing the enclosed information statement. We look forward to our future as an independent, public company and to your support as a holder of SpinCo common stock.

Very truly yours,

Bradley J. Dodson
President and Chief Executive Officer
OIS Accommodations SpinCo Inc.

Information contained herein is subject to completion or amendment. A Registration Statement on Form 10 relating to these securities has been filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

SUBJECT TO COMPLETION, DATED February 10, 2014

INFORMATION STATEMENT

OIS Accommodations SpinCo Inc.

Common Stock

(par value \$0.01 per share)

This information statement is being sent to you in connection with the separation of OIS Accommodations SpinCo Inc. (“SpinCo”) from Oil States International, Inc. (“Oil States”), following which SpinCo will be an independent, publicly traded company. As part of the separation, Oil States will distribute all of the shares of SpinCo common stock on a pro rata basis to the holders of Oil States’ common stock. We refer to this pro rata distribution as the “distribution” and we refer to the separation, including the restructuring transactions (which will precede the separation) and the distribution, as the “spin-off.” We expect that the spin-off will be tax-free to Oil States stockholders for U.S. federal income tax purposes, except to the extent of cash received in lieu of fractional shares. Each Oil States stockholder will receive _____ shares of SpinCo common stock for each share of Oil States common stock held by such stockholder as of the close of business on _____, 2014, the record date for the distribution. The distribution of shares will be made in book-entry form. Oil States will not distribute any fractional shares of SpinCo common stock. Instead, the distribution agent will aggregate fractional shares into whole shares, sell the whole shares in the open market at prevailing market prices and distribute the aggregate net cash proceeds from the sales pro rata to each holder who would otherwise have been entitled to receive a fractional share in the spin-off. See “The Spin-Off—Treatment of Fractional Shares.” As discussed under “The Spin-Off—Trading Prior to the Distribution Date,” if you sell your common shares of Oil States in the “regular-way” market after the record date and before the distribution date, you also will be selling your right to receive shares of our common stock in connection with the separation. The distribution will be effective as of 11:59 p.m., Eastern Time, on _____, 2014. Immediately after the distribution becomes effective, SpinCo will be an independent, publicly traded company.

No vote or further action of Oil States stockholders is required in connection with the spin-off. We are not asking you for a proxy. Oil States stockholders will not be required to pay any consideration for the shares of SpinCo common stock they receive in the spin-off, and they will not be required to surrender or exchange shares of their Oil States common stock or take any other action in connection with the spin-off.

All of the outstanding shares of SpinCo common stock are currently owned by Oil States. Accordingly, there is no current trading market for SpinCo common stock. We expect, however, that a limited trading market for SpinCo common stock, commonly known as a “when-issued” trading market, will develop on or shortly before the record date for the distribution, and we expect “regular-way” trading of SpinCo common stock will begin the first trading day after the distribution date. We intend to list SpinCo common stock on the New York Stock Exchange under the ticker symbol “[●].”

In reviewing this information statement, you should carefully consider the matters described in “Risk Factors” beginning on page 18 of this information statement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this information statement is truthful or complete. Any representation to the contrary is a criminal offense.

This information statement is not an offer to sell, or a solicitation of an offer to buy, any securities.

The date of this information statement is _____, 2014.

This information statement was first mailed to Oil States stockholders on or about _____, 2014.

TABLE OF CONTENTS

	<u>Page</u>
SUMMARY	1
RISK FACTORS	18
FORWARD-LOOKING STATEMENTS	36
THE SPIN-OFF	37
TRADING MARKET	47
DIVIDEND POLICY	49
CAPITALIZATION	50
UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS	51
SELECTED HISTORICAL COMBINED FINANCIAL DATA	58
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	59
BUSINESS	72
MANAGEMENT	92
EXECUTIVE COMPENSATION	95
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	105
ARRANGEMENTS BETWEEN OIL STATES AND OUR COMPANY	106
OTHER RELATED PARTY TRANSACTIONS	109
DESCRIPTION OF MATERIAL INDEBTEDNESS	111
DESCRIPTION OF CAPITAL STOCK	112
WHERE YOU CAN FIND MORE INFORMATION	116
INDEX TO FINANCIAL STATEMENTS, SUPPLEMENTARY DATA AND SCHEDULES	F-1

This information statement is being furnished solely to provide information to Oil States stockholders who will receive shares of SpinCo common stock in connection with the spin-off. It is not provided as an inducement or encouragement to buy or sell any securities. You should not assume that the information contained in this information statement is accurate as of any date other than the date set forth on the cover. Changes to the information contained in this information statement may occur after that date, and we undertake no obligation to update the information contained in this information statement, unless we are required by applicable securities laws to do so.

SUMMARY

This summary highlights information contained in this information statement and provides an overview of our company, our separation from Oil States and the distribution of SpinCo common stock by Oil States to its stockholders. You should read this entire information statement carefully, including the risks discussed under “Risk Factors,” our audited and unaudited historical combined financial statements and the notes thereto and our unaudited pro forma combined financial statements included elsewhere in this information statement. Some of the statements in this summary constitute forward-looking statements. See “Forward-Looking Statements.”

Except where the context otherwise requires or where otherwise indicated, (1) all references to “Oil States” refer to Oil States International, Inc., our parent company, and its subsidiaries, other than us, and (2) all references to “SpinCo,” the “Company,” “we,” “us” and “our” refer to OIS Accommodations SpinCo Inc. and its subsidiaries. Except as otherwise indicated or unless the context otherwise requires, the information included in this information statement assumes the completion of the restructuring transactions.

Overview

We are currently a wholly owned subsidiary of Oil States. Following the spin-off, we will be one of the largest integrated providers of long-term and temporary remote site accommodations, logistics and facility management services to the natural resource industry. We operate in some of the world’s most active oil, coal, natural gas and iron ore producing regions, including Canada, Australia and the United States. We have established a leadership position in providing a fully integrated service offering to our customers, which include major and independent oil and natural gas companies, mining companies and oilfield and mining service companies. Our integrated Develop, Own and Operate model allows our customers to focus their efforts and resources on their core development and production businesses.



Our scalable modular facilities provide workforce accommodations where, in many cases, traditional infrastructure is not accessible, sufficient or cost effective. Our services allow for efficient development and production of resources found in locations far away from large communities. We believe that many of the more recently discovered mineral deposits and hydrocarbon reservoirs are in remote locations. We support these facilities by providing lodging, catering and food services, housekeeping, recreation facilities, laundry and facilities management, as well as water and wastewater treatment, power generation, communications and personnel logistics where required. Our premium accommodations services allow our customers to outsource their accommodations needs to a single supplier, while maintaining employee welfare and satisfaction and focus their investment on their core resource development efforts. Our primary focus is on providing premium accommodations to leading natural resource companies at our major properties, which we refer to as lodges in Canada and villages in Australia. We have seventeen lodges and villages in operation, with an aggregate of more than 20,000 rooms. Additionally, in the United States and Canada, we have eleven smaller open camp properties as well as a fleet of mobile accommodation assets. For the year ended December 31, 2012, we generated \$1.1 billion in revenue and \$352.9 million in operating income.

Demand for our accommodations services generally originates from our customers' projects which can be segmented into two phases, (1) the development or construction phase and (2) the operations and production phase. Initial demand for our services is primarily driven by our customers' capital spending programs related to the construction and development of oil sands projects, mines and other resource developments including associated resource delineation and infrastructure. Long term demand for our services is driven by the operations of the producing projects and mines including sustaining and maintenance capital spending, the drilling and completion of steam-assisted gravity drainage (SAGD) wells and long-term development of related infrastructure. Industry capital spending programs are generally based on the long-term outlook for commodity prices, economic growth and estimates of resource production. We concentrate our efforts on serving customer operations with long-duration production horizons that we think will generate strong returns on our deployed capital.

Our Competitive Strengths

Integrated Develop, Own, Operate model with solutions that span the lifecycle of the customers' projects

We employ a Develop, Own, Operate business model, offering an integrated solution to our customers' workforce accommodations needs. We identify and acquire sites through purchase or long-term lease and then arrange for necessary permits for development. We also engineer, design, construct, install and operate full service, scalable facilities. This comprehensive service offering enables our customers to focus on their core competency – the exploration and development of natural resources – and consequently allocate their operational resources and financial capital more efficiently. In return for outsourcing their accommodations needs, our customers benefit from efficient operations and consistent service delivery with greater cost and quality control. Housing personnel and contractors is not a significant project or operating expense for our customers, nor is it their expertise. However, accommodations availability and quality are material factors impacting our customers' project timing and success. The quality of accommodations is critical to the attraction, retention and productivity of our customers' workforce because skilled employees are generally in relatively limited supply in the regions where we operate. Our Develop, Own, Operate model provides accountability and a single-source counterparty that we believe is valued by our customers.

Using our Develop, Own, Operate business model, we provide accommodations solutions which span the lifecycle of customer projects from the initial exploration and resource delineation to long term production. Initially, as customers assess the resource potential and determine how they will develop it, they typically need accommodations for a limited number of employees for an uncertain duration of time. Our fleet of mobile accommodation assets is well-suited to support this initial exploratory stage as customers evaluate their development and construction plans. As development of the resource begins, we are able to serve their needs through either our open camp model or through our scalable lodge or village model. As projects grow and headcount needs increase, we are able to scale our facility size to meet our customers' growing needs. By providing infrastructure early in the project lifecycle, we are well positioned to continue to service our customers throughout the production phase, which typically lasts decades.

Reputation and experience

Without a track-record of relevant operating success in a region, customers are reluctant to award accommodations contracts to unproven counterparties. We believe that our reputation and proven ability to build and operate premium accommodations offer a competitive advantage in securing new contracts. Through a predecessor we initially entered the large scale, premium workforce accommodation market through a 2,100 bed facility that we built and sold to Syncrude in 1990 and operated and managed for them for nearly twenty years. Through our predecessor, our initial investment in large scale owned and operated accommodations in the oil sands in Canada and Australian mining regions came with the establishment of our PTI Lodge in 1998 and through our predecessor in Australia with our Moranbah Village in 1996. Since making those initial investments, our product and service offering has evolved as our customers' needs have changed. Accommodations are critical to our customers' projects; without timely availability and quality of accommodations, their projects may not start as expected or may not be able to attract and retain qualified and sufficient labor. We believe our track-record of meeting deadlines and delivering a high level of service aids in the establishment and operation of many projects and allow us to minimize risk for our customers. In Canada, we received Shell's Vendor of the Year award in 2010 as well as the Award of Distinction for Aboriginal Affairs from the Premier of Alberta in 2011. In 2013, our Australian operations received the prestigious Australian Business Award for Service Excellence.

High quality asset base in areas with long term visibility creates a more stable revenue base

We have built a network of high quality accommodations assets that are generally placed near long-lived resource assets – primarily metallurgical coal mines in the Bowen Basin of Australia, oil sands recovery projects in Alberta, Canada and oil and gas shale resources in the U.S. These reserves generally have long-term development horizons that we believe provide us with a long term opportunity for occupancy in our lodges and villages. Many of our guests are working on resource assets that have expected 30-40 year production lives, although production levels, and thus our occupancy, may fluctuate during these periods as commodity prices vary. Many of our accommodations are strategically located near concentrations of large resource projects, allowing multiple customers to access our sites and share accommodations costs that would otherwise be borne by each project individually.

We offer premium services with comfortable, high quality rooms complemented by comprehensive infrastructure and supporting services. Our services include laundry, power generation, water and wastewater treatment as well as a growing expertise in personnel logistics, allowing our customers to focus on resource development. These premium facilities and services are targeted towards the larger, more stable resource companies and their contractors. We are well positioned to serve multi-year resource developments, providing, for our industry, longer-term visibility and stability to our operations. We seek a customer base that typically contracts for accommodations services under two to five year, take-or-pay contracts, providing more stable revenues. In addition, the costs to many of our customers of switching providers are high due to the long lead times required to acquire land and subsequently develop supporting accommodations facilities. We believe this strategy helps reduce investment and customer concentration risks, enhancing revenue visibility and stability.

Land banking focus with a pipeline of approved developments

We believe that there are benefits created by investing early in land in order to gain the strategic, first-mover advantage in an emerging region or resource play. The initial component of our Develop, Own, Operate business model is site selection and permitting. Our business development team actively assesses regions of potential future customer demand and pursues land acquisition and permitting, a process we describe as "land banking." We believe that having the first available accommodations solution in a new market allows us to win contracts from customers and gives us an first-mover advantage as competitors may be less willing to speculatively build large-scale accommodation facilities without firm customer commitments.

We currently operate in a total of twenty-eight locations, which includes seven lodges, ten villages and eleven open camps, across Australia, Canada and the U.S., several of which have the capacity for further expansion if market and customer demands grow and we obtain appropriate permitting and other regulatory approvals. In some of these locations, we have already secured additional land to expand our operational footprint if needed. Our financial strength allows us to make these investments which we believe is a competitive advantage. We have a pipeline of six undeveloped sites that have received the necessary permitting and regulatory approvals. We believe this will allow us to respond promptly to future room demand in emerging regions.

Significant operational and financial scale

Natural resources projects in the Canadian oil sands region and Australian mining regions are typically large in scope and scale; oftentimes costing several billion dollars, and have significant requirements for equipment and labor. Service providers, particularly outsourced accommodations providers, in this sector must have significant operational and financial scale and resources to adequately serve these sizable developments. With cash flow from existing facilities coupled with our solid financial structure, we are capable and willing to invest further to support customer growth plans. As a result of our significant investments made over the last three years, we have more than doubled our accommodations revenues to \$1.1 billion in 2012. We are one of the largest global providers of accommodations services. We have spent \$1.1 billion for capital expenditures in North America since Oil States' IPO and \$362.4 million in Australia since Oil States' acquisition of The MAC in 2010. Our largest lodge, Wapasu Creek Lodge, has over 5,100 rooms which we believe is the second largest lodging property in North America, in terms of rooms, second only to a hotel in Las Vegas. With our proven operational track record, substantial installed base and strong balance sheet, we are able to clearly demonstrate to customers that we have the willingness to invest and have the scale to deliver premium services on their most substantial projects, reducing their project timing and counterparty risks.

Our Business Strategy

Pursue growth in existing markets through existing and undeveloped locations

We believe that we have considerable growth opportunities in our existing markets through our portfolio of permitted, undeveloped locations. We also have permitted expansion capability in some of our current operating lodges and villages. The permits associated with land banked undeveloped locations and existing locations allow for the development of up to approximately 16,000 additional lodge and village rooms over time, which represents a potential increase of more than 75% over the current 21,299 rooms in operation. For the three years ended December 31, 2012, we spent \$12.7 million on land banking and for the nine months ended September 30, 2013, we spent \$11.4 million on land banking. However, we are under no obligation to develop these sites and cannot provide any assurance that these locations will be developed. See "Risk Factors – Our land banking strategy may not be successful." With our integrated business model, this pipeline of permitted developments provides us with the ability to respond quickly to customer project approvals and be a first-mover in regions with emerging accommodation demand.

We will continue to be proactive in securing land access and permits for future locations, so that we are prepared to be the first mover in identified growth regions. When a market opportunity is identified, we secure an appropriate block of land, either through acquisitions or leases, with appropriate zoning, near high quality reserves and/or near prospective customer locations. This strategy requires us to carefully evaluate potential future demand opportunities, oftentimes several years in advance of the specific market opportunity, due to the lead time required for development approvals and land development. We believe that our scale and financial position provides us with advantages in pursuing this strategy. Our existing land holdings comprise assets that expand our capacity in some of our base markets as well as properties that extend the reach of our offering.

Capital discipline based on returns focused investment and flexible financial structure

We take a thoughtful, measured, disciplined and patient approach to our investments. Our land banking strategy creates a relatively inexpensive option to develop a property in the future. Our scalable facility design then allows us to match the pace of our investments to demand growth. For example, our Wapasu Creek Lodge opened in 2007 with 589 rooms. As activity in the area expanded, we were able to build further stages such that Wapasu now comprises 5,174 rooms with three central core facilities. We believe that we have an incumbency advantage to extend our contracts after the initial term due to our premium services and long lead times for site development and permitting.

Our substantial base of operations and cash flow coupled with our strong balance sheet will allow us to pursue and execute our strategic growth plan while maintaining a suitable leverage profile given the contract profile of our existing operations. We believe that our financial strength makes us a more attractive counterparty for the largest natural resource companies. Our capital base allows us to undertake large projects, often involving long lead times, and commit capital throughout industry cycles.

Selectively pursue acquisition opportunities

We actively pursue accretive acquisitions in market sectors where we believe such acquisitions can enhance and expand our business. We believe that we can expand existing services and broaden our geographic footprint through strategic acquisitions. These acquisitions also allow us to generate incremental revenues from existing and new customers and obtain greater market share.

We employ a buy and build strategy for acquisitions. We purchase cash flow producing assets in complementary markets and grow those assets organically. The acquisition of The MAC in December 2010 is an example of our buy and build strategy. We viewed the Australia accommodations market as an attractive market with a similar economic and political profile to our Canadian business. At the date of acquisition, The MAC had 5,210 rooms. We have since grown the room count by 76% through the addition of 3,980 rooms and four villages to that portfolio while improving the business' profitability.

Pursue growth into new segments and sectors

We believe that our knowledge of developing and operating premium, integrated accommodations services may translate to new sector opportunities, potentially including military and student housing, emergency lodging services and construction support, among others. We have historically focused on the natural resources end markets, but we believe that there continues to be strong, stable demand in certain non-energy markets, typically characterized by long-tenured projects, with some in remote locations.

Additionally, we have opportunities to provide additional personnel related services to our existing customer base. As a trusted partner on issues related to people and as an expert in remote workforce logistics, we are assessing the opportunity to move into different segments of our guests' journey from home to our properties to work and back home. We believe that the spin-off will enhance our ability to enter new sectors and expand our logistical services to the customer.

Other Information

SpinCo was incorporated under the laws of the State of Delaware in 2013. Our principal executive offices are located at Three Allen Center, 333 Clay Street, Suite 4620, Houston, Texas 77002. Our telephone number is (713) 652-0582. Our website address is [●]. Information contained on our website is not incorporated by reference into this information statement or the registration statement on Form 10 of which this information statement is a part, and you should not consider information on our website as part of this information statement or such registration statement on Form 10.

The Spin-Off

On July 30, 2013, Oil States announced that its board of directors had authorized management to pursue the spin-off of its accommodations business into a standalone, publicly traded company, following which we will be an independent, publicly owned company. As part of the spin-off, Oil States will contribute to our capital all intercompany debt associated with growing our business over the last several years, and will contribute and transfer to us the assets and liabilities associated with our business. We will amend and restate our certificate of incorporation and bylaws. These transactions are collectively referred to as our "restructuring transactions" throughout this information statement.

We currently depend on Oil States for a number of administrative functions. Prior to the completion of the spin-off, we will enter into agreements with Oil States related to the separation of our business operations from Oil States. These agreements will be in effect as of the completion of the spin-off and will govern various ongoing relationships between Oil States and us, including the extent, manner and timing of our dependence on Oil States for certain administrative services, primarily related to information technology resources, following the completion of the spin-off. Under the terms of these agreements, we are entitled to the ongoing assistance of Oil States only for a limited period of time following the spin-off. For more information regarding these agreements, see "Arrangements Between Oil States and Our Company" and the historical combined and pro forma financial statements and the notes thereto included elsewhere in this information statement. All of the agreements relating to our separation from Oil States will be made in the context of a parent-subsidiary relationship and will be entered into in the overall context of our separation from Oil States. The terms of these agreements may be more or less favorable to us than if they had been negotiated with unaffiliated third parties. See "Risk Factors—Risks Related to the Spin-Off."

The distribution of SpinCo common stock as described in this information statement is subject to the satisfaction or waiver of certain conditions. In addition, Oil States has the right not to complete the spin-off if, at any time prior to the distribution, the board of directors of Oil States determines, in its sole discretion, that the spin-off is not in the best interests of Oil States or its stockholders or that market conditions are such that it is not advisable to separate SpinCo from Oil States. See "The Spin-Off—Conditions to the Spin-Off."

Questions and Answers about the Spin-off

The following provides only a summary of the terms of the spin-off. For a more detailed description of the matters described below, see “The Spin-Off.”

Q: *What is the spin-off?*

A: The spin-off is the method by which SpinCo will separate from Oil States. To complete the spin-off, Oil States will distribute to its stockholders all of the shares of SpinCo common stock. Following the spin-off, SpinCo will be a separate company from Oil States, and Oil States will not retain any ownership interest in SpinCo. The number of shares of Oil States common stock you own will not change as a result of the spin-off.

Q: *What will I receive in the spin-off?*

A: As a holder of Oil States stock, you will retain your Oil States shares and will receive shares of SpinCo common stock for each share of Oil States common stock you hold as of the record date. Your proportionate interest in Oil States will not change as a result of the spin-off. For a more detailed description, see “The Spin-Off.”

Q: *What is SpinCo?*

A: SpinCo is currently a wholly-owned subsidiary of Oil States whose shares will be distributed to Oil States stockholders if the spin-off is completed. After the spin-off is completed, SpinCo will be a public company and will own and operate the accommodations business that was formerly a part of Oil States. That business is referred to as the “accommodations business” throughout this information statement.

Q: *When is the record date for the distribution, and when will the distribution occur?*

A: The record date will be the close of business of the New York Stock Exchange (the “NYSE”) on _____, 2014. The distribution date of the spin-off is _____, 2014.

Q: *What are the reasons for and benefits of separating SpinCo from Oil States?*

A: The separation of SpinCo from Oil States and the distribution of SpinCo common stock are intended to provide you with equity investments in two separate companies, each of which will be able to focus on their respective businesses. For a more detailed discussion of the reasons for and benefits of the spin-off, see “The Spin-Off—Reasons for the Spin-Off.”

Q: *Why is the separation of SpinCo structured as a spin-off as opposed to a sale?*

A: Oil States believes that a tax-free distribution of SpinCo common stock is an efficient way to separate SpinCo from Oil States in a manner that will improve flexibility, benefit both Oil States and the accommodations business and create long-term value for stockholders of both Oil States and SpinCo.

Q: *What is being distributed in the spin-off?*

A: Approximately _____ shares of SpinCo common stock will be distributed in the spin-off, based on the number of shares of Oil States common stock expected to be outstanding as of the record date. The actual number of shares of SpinCo common stock to be distributed will be calculated on _____, 2014, the record date. The shares of SpinCo common stock to be distributed by Oil States will constitute all of the issued and outstanding shares of SpinCo common stock immediately prior to the distribution. For more information on the shares being distributed in the spin-off, see “Description of Capital Stock—Common Stock.”

- Q: *How will options and other equity-based compensation awards held by Oil States employees be affected as a result of the spin-off?*
- A: The treatment of outstanding Oil States options and other equity-based compensation awards has not been finally determined, and we will include information regarding the treatment in an amendment to this information statement. For more information on the treatment of equity-based compensation awards in the spin-off, see “The Spin-Off—Treatment of Stock-Based Plans for Current and Former Employees.”
- Q: *What do I have to do to participate in the spin-off?*
- A: You are not required to take any action, although you are urged to read this entire document carefully. No stockholder approval of the distribution is required or sought. You are not being asked for a proxy. No action is required on your part to receive your shares of SpinCo common stock. You will neither be required to pay anything for the new shares nor to surrender any shares of Oil States common stock to participate in the spin-off.
- Q: *How will fractional shares be treated in the spin-off?*
- A: Fractional shares of SpinCo common stock will not be distributed. Fractional shares of SpinCo common stock to which Oil States stockholders of record would otherwise be entitled will be aggregated and sold in the public market by the distribution agent. The aggregate net cash proceeds of the sales will be distributed ratably to those stockholders who would otherwise have received fractional shares of SpinCo common stock. Proceeds from these sales will generally result in a taxable gain or loss to those stockholders. Each stockholder entitled to receive cash proceeds from these shares should consult his, her or its own tax advisor as to such stockholder’s particular circumstances. The tax consequences of the distribution are described in more detail under “The Spin-Off—U.S. Federal Income Tax Consequences of the Spin-Off.”
- Q: *What are the U.S. federal income tax consequences of the spin-off?*
- A: The distribution is conditioned on the receipt by Oil States of a private letter ruling from the Internal Revenue Service (the “IRS”) substantially to the effect that, for U.S. federal income tax purposes, (i) certain transactions to be effected in connection with the separation qualify as transactions under Sections 355 and/or 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”) and (ii) the distribution generally qualifies as a tax-free transaction under Section 355 and Section 368(a)(1)(D) of the Code. The distribution is further conditioned on Oil States’ tax counsel issuing an opinion in form and substance acceptable to Oil States, which will rely on the effectiveness of the private letter ruling, with respect to certain matters on which the IRS will not rule. See “The Spin-Off – Conditions to the Spin-Off.” Assuming that the contribution, distribution and related transactions will qualify as a tax-free transactions under Section 355 and/or Section 368(a)(1)(D) of the Code, for U.S. federal income tax purposes, except for gain realized on the receipt of cash paid in lieu of fractional shares, no gain or loss will generally be recognized by an Oil States shareholder, and no amount generally will be included in such Oil States shareholder’s taxable income, as a result of the spin-off. You should, however, consult your own tax advisor as to the particular consequences to you. The U.S. federal income tax consequences of the distribution are described in more detail under “The Spin-Off—U.S. Federal Income Tax Consequences of the Spin-Off.”

- Q: *Will the SpinCo common stock be listed on a stock exchange?*
- A: Yes. Although there is not currently a public market for SpinCo common stock, SpinCo has applied to list its common stock on the NYSE under the symbol “[●].” It is anticipated that trading of SpinCo common stock will commence on a “when-issued” basis on or shortly before the record date. When-issued trading refers to a sale or purchase made conditionally because the security has been authorized but not yet issued. When-issued trades generally settle within four trading days after the distribution date. On the first trading day following the distribution date, any when-issued trading with respect to SpinCo common stock will end and “regular-way” trading will begin. “Regular-way” trading refers to trading after a security has been issued and typically involves a transaction that settles on the third full trading day following the date of the transaction. See “Trading Market.”
- Q: *Will my shares of Oil States common stock continue to trade?*
- A: Yes. Oil States common stock will continue to be listed and traded on the NYSE under the symbol “OIS.”
- Q: *If I sell, on or before the distribution date, shares of Oil States common stock that I held on the record date, am I still entitled to receive shares of SpinCo common stock distributable with respect to the shares of Oil States common stock I sold?*
- A: Beginning on or shortly before the record date and continuing through the distribution date for the spin-off, Oil States’ common stock will begin to trade in two markets on the NYSE: a “regular-way” market and an “ex-distribution” market. If you are a holder of record of shares of Oil States common stock as of the record date for the distribution and choose to sell those shares in the regular-way market after the record date for the distribution and before the distribution date, you also will be selling the right to receive the shares of SpinCo common stock in connection with the spin-off. However, if you are a holder of record of shares of Oil States common stock as of the record date for the distribution and choose to sell those shares in the ex-distribution market after the record date for the distribution and before the distribution date, you will still receive the shares of SpinCo common stock in the spin-off.
- Q: *Will the spin-off affect the trading price of my Oil States stock?*
- A: Yes, the trading price of shares of Oil States common stock immediately following the distribution is expected to be lower than immediately prior to the distribution because of the shareholder dividend of SpinCo stock and the fact that its trading price will no longer reflect the value of the accommodations business. However, we cannot provide you with any assurance as to the price at which the Oil States shares will trade following the spin-off.
- Q: *What indebtedness will SpinCo have following the spin-off?*
- A: Upon the closing of the spin-off, we expect to enter into a \$[●] million, [●]-year credit facility. We have not obtained a financing commitment for the credit facility. Amounts outstanding under the credit facility are expected to bear interest at [●]%. We expect to pay customary fees with respect to the credit facility. See “Description of Material Indebtedness” for a more detailed description of these transactions.
- Q: *What will the relationship be between Oil States and SpinCo after the spin-off?*
- A: Following the spin-off, SpinCo will be an independent, publicly traded company and Oil States will have no continuing stock ownership interest in SpinCo. In connection with the spin-off, SpinCo will have entered into a separation and distribution agreement and several other agreements with Oil States for the purpose of allocating between SpinCo and Oil States various assets, liabilities and obligations. These agreements will also govern SpinCo’s relationship with Oil States following the spin-off and will provide arrangements for employee matters, tax matters and some other liabilities and obligations attributable to periods before and, in some cases, after the spin-off. These agreements will also include arrangements with respect to transition services.

Q: *What will SpinCo's dividend policy be after the spin-off?*

A: Following the spin-off, we intend to commence the payment of cash dividends on our common stock, subject to our compliance with applicable law, and depending on, among other things, our results of operations, financial condition, level of indebtedness, capital requirements, business prospects and other factors that our board of directors may deem relevant. Our ability to pay dividends on our common stock may be limited by the covenants of our revolving credit facility and may be further restricted by the terms of any future debt or preferred securities. See "Dividend Policy" and "Description of Material Indebtedness."

Q: *What are the anti-takeover effects of the spin-off?*

A: Some provisions of the restated certificate of incorporation of SpinCo, the restated bylaws of SpinCo and Delaware law may have the effect of making more difficult an acquisition of control of SpinCo in a transaction not approved by SpinCo's board of directors. For example, SpinCo's restated certificate of incorporation and bylaws will provide for a classified board, require advance notice for shareholder proposals and nominations, place limitations on convening shareholder meetings and authorize SpinCo's board of directors to issue one or more series of preferred stock. See "Description of Capital Stock—Anti-Takeover Effects of Provisions of our Amended and Restated Certificate of Incorporation, our Amended and Restated Bylaws and Delaware Law" for more information.

Q: *What are the risks associated with the spin-off?*

A: There are a number of risks associated with the spin-off and resultant ownership of SpinCo common stock. These risks are discussed under "Risk Factors" beginning on page 18.

Q: *Where can I get more information?*

A: If you have any questions relating to the mechanics of the distribution, you should contact the distribution agent at:

Computershare Trust Company, N.A.
100 Crescent Court, Suite 700
Dallas, Texas 75201
Phone: (214) 808-3264

Before the spin-off, if you have any questions relating to the spin-off, you should contact Oil States at:

Oil States International, Inc.
Attn: Investor Relations
Three Allen Center
333 Clay Street, Suite 4620
Houston, Texas 77002
Phone: (713) 652-0582
www.oilstatesintl.com

After the spin-off, if you have any questions relating to SpinCo, you should contact SpinCo at:

OIS Accommodations SpinCo Inc.
Attn: Investor Relations
Three Allen Center
333 Clay Street, Suite 4620
Houston, Texas 77002
Phone: (713) 652-0582

Summary of the Spin-Off

Distributing Company	Oil States International, Inc., a Delaware corporation. After the distribution, Oil States will not own any shares of SpinCo common stock.
Distributed Company	OIS Accommodations SpinCo Inc., a Delaware corporation and a wholly-owned subsidiary of Oil States. After the spin-off, SpinCo will be an independent, publicly owned company.
Distributed Securities	All of the shares of SpinCo common stock owned by Oil States, which will be 100% of SpinCo common stock issued and outstanding immediately prior to the distribution.
Record Date	The record date for the distribution is the close of business on _____, 2014.
Distribution Date	The distribution date is _____, 2014.
Restructuring Transactions	As part of the spin-off, Oil States will contribute and transfer to us the assets and liabilities associated with our business and will contribute to our capital all intercompany debt associated with growing our business over the last several years, and we will amend and restate our certificate of incorporation and bylaws.
Indebtedness	Upon the closing of the spin-off, we expect to enter into a \$[●] million, [●]-year credit facility. We have not obtained a financing commitment for the credit facility. Amounts outstanding under the credit facility are initially expected to bear variable-rate interest at [●]%. See “Description of Material Indebtedness” for a more detailed description of these transactions.
Distribution Ratio	Each Oil States stockholder will receive _____ shares of SpinCo common stock for each share of Oil States common stock held by such stockholder on _____, 2014.
Distribution Method	SpinCo common stock will be issued only by direct registration in book-entry form. Registration in book entry form is a method of recording stock ownership when no physical paper certificates are issued to stockholders, as is the case in this distribution.
Fractional Shares	The distribution agent will not distribute any fractional shares of SpinCo common stock to Oil States stockholders. Fractional shares of SpinCo common stock to which Oil States stockholders of record would otherwise be entitled will be aggregated and sold in the public market by the distribution agent. The aggregate net cash proceeds of the sales will be distributed ratably to those stockholders who would otherwise have received fractional shares of SpinCo common stock. Proceeds from these sales will generally result in a taxable gain or loss to those stockholders. Each stockholder entitled to receive cash proceeds from these shares should consult his, her or its own tax advisor as to such stockholder’s particular circumstances. The tax consequences of the distribution are described in more detail under “The Spin-Off—U.S. Federal Income Tax Consequences of the Spin-Off.”

The spin-off is subject to the satisfaction or waiver by Oil States of the following conditions, as well as other conditions described in this information statement in “The Spin-Off—Conditions to the Spin-Off”:

- the Securities and Exchange Commission (the “SEC”) will have declared effective our registration statement on Form 10, of which this information statement is a part, under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), no stop order suspending the effectiveness of the registration statement shall be in effect, and no proceedings for such purpose shall be pending before or threatened by the SEC;
- any required actions and filings with regard to state securities and blue sky laws of the United States (and any comparable laws under any foreign jurisdiction) will have been taken and, where applicable, have become effective or been accepted;
- the SpinCo common stock will have been authorized for listing on the NYSE or another national securities exchange approved by Oil States, subject to official notice of issuance;
- prior to the spin-off, this information statement will have been mailed to the holders of Oil States common stock as of the record date;
- Oil States shall have received a private letter ruling to the effect that, among other things, the spin-off will qualify as a transaction that is tax-free for U.S. federal income tax purposes under Sections 355 and 368(a)(1)(D) of the Code, and such private letter ruling shall not have been revoked or modified in any material respect;
- Oil States shall have received an opinion from tax counsel, in form and substance acceptable to Oil States and which shall remain in full force and effect, as to certain matters affecting the tax treatment of the spin-off on which the IRS will not rule;
- no order, injunction, decree or regulation issued by any court or agency of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the spin-off will be in effect;
- any government approvals and other material consents necessary to consummate the spin-off will have been obtained and be in full force and effect.

The fulfillment of the foregoing conditions does not create any obligations on Oil States’ part to effect the spin-off, and the Oil States board of directors has reserved the right, in its sole discretion, to abandon, modify or change the terms of the spin-off, including by accelerating or delaying the timing of the consummation of all or part of the spin-off, at any time prior to the distribution date.

Trading Market and Symbol

We have filed an application to list SpinCo common stock on the NYSE under the ticker symbol “[●]” We anticipate that, on or shortly before the record date, trading of shares of SpinCo common stock will begin on a “when-issued” basis and will continue up to and including the distribution date, and we expect “regular-way” trading of SpinCo common stock will begin the first trading day after the distribution date. We also anticipate that, on or shortly before the record date, there will be two markets in Oil States common stock: a regular-way market on which shares of Oil States common stock will trade with an entitlement to shares of SpinCo common stock to be distributed pursuant to the distribution, and an “ex-distribution” market on which shares of Oil States common stock will trade without an entitlement to shares of SpinCo common stock. For more information, see “Trading Market.”

Tax Consequences

The distribution is conditioned on the receipt by Oil States of a private letter ruling from the IRS substantially to the effect that, for U.S. federal income tax purposes, (i) certain transactions to be effected in connection with the separation qualify as transactions under Sections 355 and/or 368(a) of the Code and (ii) the distribution generally qualifies as a tax-free transaction under Section 355 and Section 368(a)(1)(D) of the Code. The distribution is further conditioned on Oil States’ tax counsel issuing an opinion in form and substance acceptable to Oil States, which will rely on the effectiveness of the private letter ruling, with respect to certain matters on which the IRS will not rule.

Assuming that the contribution, distribution and related transactions will qualify as a tax-free transactions under Section 355 and/or Section 368(a)(1)(D) of the Code, for U.S. federal income tax purposes, except for gain realized on the receipt of cash paid in lieu of fractional shares, no gain or loss will generally be recognized by an Oil States shareholder, and no amount generally will be included in such Oil States shareholder’s taxable income, as a result of the spin-off.

For a more detailed description of the U.S. federal income tax consequences of the spin-off, see “The Spin-Off—U.S. Federal Income Tax Consequences of the Spin-Off.”

Each stockholder is urged to consult his, her or its tax advisor as to the specific tax consequences of the spin-off to such stockholder, including the effect of any state, local or non-U.S. tax laws and of changes in applicable tax laws.

Relationship with Oil States after the Spin-Off

We will enter into a separation and distribution agreement and other ancillary agreements with Oil States related to the spin-off. These agreements will govern the relationship between us and Oil States after completion of the spin-off and provide for the allocation between us and Oil States of various assets, liabilities and obligations. We intend to enter into a transition services agreement with Oil States pursuant to which certain services will be provided on an interim basis following the distribution. We also intend to enter into an employee matters agreement that will set forth the agreements between Oil States and us concerning certain employee compensation and benefit matters. Further, we intend to enter into a tax sharing agreement with Oil States regarding the respective rights, responsibilities, and obligations of Oil States and us with respect to the payment of taxes, filing of tax returns, reimbursements of taxes, control of audits and other tax proceedings, liability for taxes that may be triggered as a result of the spin-off and other matters regarding taxes. We describe these arrangements in greater detail under “Arrangements Between Oil States and Our Company,” and describe some of the risks of these arrangements under “Risk Factors—Risks Related to the Spin-Off.”

Indemnities	<p>We will indemnify Oil States under the tax sharing agreement for taxes incurred as a result of the failure of the spin-off to qualify as tax-free under Section 355 and Section 368(a)(1)(D) of the Code, to the extent caused by our breach of any representations or covenants made in the tax sharing agreement, the separation and distribution agreement, or made in connection with the private letter ruling and the tax opinion or by any other action taken by us. See “Arrangements Between Oil States and Our Company—Tax Sharing Agreement.” In addition, under the separation and distribution agreement and indemnification and release agreement, we will also indemnify Oil States and its remaining subsidiaries against various claims and liabilities relating to the past operation of our business. In addition, we have agreed to pay 50% of any taxes arising from the spin-off to the extent that the tax is not attributable to the fault of either party. See “Arrangements Between Oil States and Our Company.”</p>
Dividend Policy	<p>Following the spin-off, we intend to commence the payment of cash dividends on our common stock, subject to our compliance with applicable law, and depending on, among other things, our results of operations, financial condition, level of indebtedness, capital requirements, business prospects and other factors that our board of directors may deem relevant. Our ability to pay dividends on our common stock may be limited by the covenants of our revolving credit facility and may be further restricted by the terms of any future debt or preferred securities. See “Dividend Policy” and “Description of Material Indebtedness.”</p>
Transfer Agent	<p>Computershare Trust Company, N.A.</p>
Risk Factors	<p>We face both general and specific risks and uncertainties relating to our business and our being an independent, publicly owned company. We also are subject to risks related to the spin-off. You should carefully read “Risk Factors” beginning on page 18 of this information statement.</p>

Summary Risk Factors

We face both general and specific risks and uncertainties relating to our business and our being an independent, publicly owned company. We also are subject to risks related to the spin-off. You should carefully read “Risk Factors” beginning on page 18 of this information statement. In particular:

Risks Related to our Business

- Decreased customer expenditure levels will adversely affect our results of operations.
- Due to the cyclical nature of the natural resources industry, our business may be adversely affected by extended periods of low oil, coal or natural gas prices or unsuccessful exploration results may decrease our customers’ spending and therefore our results.
- Exchange rate fluctuations could adversely affect our U.S. reported results of operations and financial position and could impact our ability to pay dividends.
- Our failure to retain our current customers, renew our existing customer contracts and obtain new customer contracts could adversely affect our business.
- We do business in Canada and Australia, whose political and regulatory environments and compliance regimes differ from those in the United States.
- All of our major Canadian lodges are located on land subject to leases; if we are unable to renew a lease, we could be materially and adversely affected.
- Due to the significant concentration of our business in the oil sands region of Alberta, Canada and in the Bowen Basin coal region of Queensland, Australia, adverse events in these areas could negatively impact our business.
- We will incur incremental U.S. income taxes if we elect to repatriate our foreign earnings.
- Development of permanent infrastructure in the Canadian oil sands region, regions of Australia or various U.S. locations where we locate our assets could negatively impact our business.

Risks Related to the Spin-Off

- We may not realize the potential benefits from our separation from Oil States.
- The combined value of Oil States and SpinCo shares after the spin-off may not equal or exceed the value of Oil States shares prior to the spin-off.
- A large number of our shares are or will be eligible for future sale, which may cause the market price for our common stock to decline.
- Because significant amounts of our common stock are held by oilfield services and other stock indices there is the possibility that our shareholder base will change following the spin-off. If significant amounts of our common stock are sold in the open market, any such shares sold may not meet with offsetting new demand.
- Our historical combined and pro forma financial information may not be representative of the results we would have achieved as a stand-alone public company and may not be a reliable indicator of our future results.
- Our costs will increase as a result of operating as a public company, and our management will be required to devote substantial time to complying with public company regulations.
- Following the spin-off, we will continue to depend on Oil States to provide us with certain services for our business; the services that Oil States will provide to us following the separation may not be sufficient to meet our needs, and we may have difficulty finding replacement services or be required to pay increased costs to replace these services after our agreements with Oil States expire.
- We potentially could have received better terms from unaffiliated third parties than the terms we receive in our agreements with Oil States.
- We may increase our debt or raise additional capital in the future, which could affect our financial condition, may decrease our profitability or could dilute our shareholders.
- Our tax sharing agreement with Oil States may limit our ability to take certain actions, including strategic transactions and may require us to indemnify Oil States for significant tax liabilities.

Risks Related to our Common Stock

- No market currently exists for our common stock. We cannot assure you that an active trading market will develop for our common stock.
- The market price and trading volume of our common stock may be volatile and you may not be able to resell your shares at or above the initial market price of our common stock following the spin-off.
- Future sales, or the perception of future sales, of our common stock may depress the price of our common stock.
- If securities or industry analysts do not publish research or reports about our business, if they adversely change their recommendations regarding our stock or if our operating results do not meet their expectations, our stock price could decline.
- We cannot assure you that we will pay dividends on our common stock, and our indebtedness could limit our ability to pay dividends on our common stock.
- Provisions contained in our certificate of incorporation and bylaws could discourage a takeover attempt, which may reduce or eliminate the likelihood of a change of control transaction and, therefore, the ability of our stockholders to sell their shares for a premium.

SUMMARY COMBINED HISTORICAL FINANCIAL DATA

The following tables present the summary combined financial information of the accommodations business. The term “accommodations business” refers to Oil States’ historical accommodations segment reflected in its historical combined financial statements discussed herein and included elsewhere in this information statement. The balance sheet data as of December 31, 2012 and 2011 and the statements of income and cash flows for each of the years ended December 31, 2012, 2011 and 2010 are derived from our audited combined financial statements included elsewhere in this information statement. The balance sheet data as of September 30, 2013 and the statements of income and cash flows for the nine months ended September 30, 2013 and September 30, 2012 are derived from our unaudited interim combined financial statements included elsewhere in this information statement.

The summary combined historical financial information presented below should be read in conjunction with our combined financial statements and accompanying notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this information statement. The financial information may not be indicative of our future performance and does not necessarily reflect that the financial position and results of operations would have been had we operated as a separate, stand-alone entity during the periods presented, including changes that will occur in our operations as a result of our spin-off from Oil States.

	Nine Months Ended September 30,		For the year ended December 31,		
	2013	2012	2012	2011	2010
(In thousands)					
Statement of Income Data:					
Revenues	\$ 782,627	\$ 836,101	\$ 1,108,875	\$ 864,701	\$ 537,690
Operating income	195,777	281,937	352,929	242,159	141,459
Net income attributable to					
Accommodations Business of Oil States					
International, Inc.	\$ 136,423	\$ 198,306	\$ 244,721	\$ 168,505	\$ 97,514
Other Financial Data:					
EBITDA ⁽¹⁾	\$ 321,854	\$ 380,991	\$ 494,193	\$ 354,341	\$ 186,062
Capital expenditures	234,794	208,171	314,047	348,504	107,347
Lodge/village revenue	608,672	615,567	823,893	609,729	294,755
Average available lodge/villages rooms	20,333	18,102	18,421	14,997	6,922
RevPAR ⁽²⁾	\$ 110	\$ 125	\$ 123	\$ 111	\$ 117

	As of September 30, 2013	As of December 31,	
		2012	2011
(In thousands)			
Balance Sheet Data:			
Total assets	\$ 2,097,280	\$ 2,132,925	\$ 1,799,894
Long-term debt to affiliates	346,614	358,316	350,530
Long-term debt to third-parties	—	123,497	126,972

- (1) The term EBITDA as defined consists of net income plus interest expense, net, income taxes, depreciation and amortization. EBITDA as defined is not a measure of financial performance under generally accepted accounting principles. You should not consider it in isolation from or as a substitute for net income or cash flow measures prepared in accordance with generally accepted accounting principles or as a measure of profitability or liquidity. Additionally, EBITDA as defined may not be comparable to other similarly titled measures of other companies. We have included EBITDA as defined as a supplemental disclosure because we believe that EBITDA as defined provides useful information regarding our ability to service debt and to fund capital expenditures and provides investors a helpful measure for comparing our operating performance with the performance of other companies that have different financing and capital structures or tax rates. We use EBITDA as defined to compare and to monitor the performance of our business segments to other comparable public companies and as one of the primary measures to benchmark for the award of incentive compensation under our annual incentive compensation plan.

The following table reconciles EBITDA as defined with our net income, as derived from our financial information (in thousands):

	Nine Months Ended		For the year ended		
	September 30,		December 31,		
	2013	2012	2012	2011	2010
	(Unaudited)				
Net income attributable to					
Accommodations Business of Oil States					
International, Inc.	\$ 136,423	\$ 198,306	\$ 244,721	\$ 168,505	\$ 97,514
Depreciation and amortization expense	124,510	97,805	139,047	110,708	45,691
Interest expense, net	17,571	18,906	26,159	20,018	1,194
Income tax provision	43,350	65,974	84,266	55,110	41,663
EBITDA, as defined	<u>\$ 321,854</u>	<u>\$ 380,991</u>	<u>\$ 494,193</u>	<u>\$ 354,341</u>	<u>\$ 186,062</u>

- (2) RevPAR is defined as lodge/village revenue divided by the product of (a) average available rooms and (b) days in the period. An available room is defined as a calendar day during which the room is available for occupancy.

RISK FACTORS

You should carefully consider the information included in this information statement, including the matters addressed under “Forward-Looking Statements,” and the following risks.

We are subject to certain risks and hazards due to the nature of the business activities we conduct. The risks discussed below, any of which could materially and adversely affect our business, financial condition, cash flows, and results of operations, are not the only risks we face. We may experience additional risks and uncertainties not currently known to us or, as a result of developments occurring in the future, conditions that we currently deem to be immaterial may also materially and adversely affect our business, financial condition, cash flows, and results of operations.

Risks Related to Our Business

Decreased customer expenditure levels will adversely affect our results of operations.

Demand for our services is sensitive to the level of exploration, development and production activity of, and the corresponding capital spending by, oil and gas and mining companies. If our customers' expenditures decline, our business will suffer. The oil and gas and mining industries' willingness to explore, develop and produce depends largely upon the availability of attractive resource prospects and the prevailing view of future commodity prices. Prices for oil, coal, natural gas, and other minerals are subject to large fluctuations in response to changes in the supply of and demand for these commodities, market uncertainty, and a variety of other factors that are beyond our control. Accordingly, a sudden or long-term decline in commodity pricing would have material adverse effects on our results of operations. Any prolonged reduction in commodity prices will depress levels of exploration, development, and production activity, often reflected as reductions in employees or coal production. Additionally, significant new regulatory requirements, including climate change legislation, could have an impact on the demand for and the cost of producing oil, coal and natural gas. Many factors affect the supply of and demand for oil, coal, natural gas and other minerals and, therefore, influence product prices, including:

- the level of activity and developments in the Canadian oil sands;
- the level of demand, particularly from China, for coal and other natural resources produced in Australia;
- the availability of attractive oil and natural gas field prospects, which may be affected by governmental actions or environmental activists which may restrict development;
- the availability of transportation infrastructure for oil, natural gas and coal, refining capacity and shifts in end-customer preferences toward fuel efficiency and the use of natural gas;
- global weather conditions and natural disasters;
- worldwide economic activity including growth in developing countries, such as China and India;
- national government political requirements, including the ability of the Organization of Petroleum Exporting Companies (OPEC) to set and maintain production levels and prices for oil and government policies which could nationalize or expropriate oil and natural gas exploration, production, refining or transportation assets;
- the level of oil and gas production by non-OPEC countries;
- rapid technological change and the timing and extent of energy resource development, including LNG or other alternative fuels;
- environmental regulation; and
- domestic and foreign tax policies.

Due to the cyclical nature of the natural resources industry, our business may be adversely affected by extended periods of low oil, coal or natural gas prices or unsuccessful exploration results may decrease our customers' spending and therefore our results.

Commodity prices have been and are expected to remain volatile. This volatility causes oil and gas and mining companies to change their strategies and expenditure levels. Prices of oil, coal and natural gas can be influenced by many factors, including reduced demand due to lower global economic growth, surplus inventory, improved technology such as the hydraulic fracturing of horizontally drilled wells in shale discoveries, access to potential productive regions and availability of required infrastructure to deliver production to the marketplace. In particular, global demand for both oil and metallurgical coal is, at least partially, dependent on the growth of the Chinese economy. With growth in the Chinese economy, its demand for oil and steel increases driving demand for oil and metallurgical coal. Should GDP growth in China slow further or contract, demand for these commodities and, correspondingly, our accommodations would fall which would negatively impact our financial results.

Our business typically supports projects that are capital intensive and require several years to generate first production. The economic analyses conducted by our customers in oil sands, Australian mining and LNG investment areas have historically assumed a relatively conservative longer-term price outlook for production from such projects to determine economic viability. Perceptions of lower longer-term commodity prices can cause our customers to reduce or defer major expenditures given the long-term nature of many large scale development projects, adversely affecting our revenues and profitability. In Canada, Western Canadian Select (WCS) crude is the benchmark price for our oil sands accommodations' customers. Historically, WCS has traded at a discount to WTI. Should the price of WTI decline or the WCS discount to WTI widen further, our oil sands customers may delay additional investments or reduce their spending in the oil sands region. Similarly, the volumes and prices of the mineral products of our customers, including coal and gold, have historically varied significantly and are difficult to predict. The demand for, and price of, these minerals and commodities is highly dependent on a variety of factors, including international supply and demand, the price and availability of alternative fuels, actions taken by governments and global economic and political developments. Mineral and commodity prices have fluctuated in recent years and may continue to fluctuate significantly in the future. We expect that a material decline in mineral and commodity prices could result in a decrease in the activity of our customers with the possibility that this would materially adversely affect us. No assurance can be given regarding future volumes and/or prices relating to the activities of our customers. We have experienced in the past, and expect to experience in the future, significant fluctuations in operating results based on these changes.

Exchange rate fluctuations could adversely affect our U.S. reported results of operations and financial position and could impact our ability to pay dividends.

Currency exchange rate fluctuations can create volatility in our consolidated financial position, results of operations and/or cash flows. Because our consolidated financial results are reported in U.S. dollars, if we generate net revenues or earnings in countries whose currency is not the U.S. dollar, the translation of such amounts into U.S. dollars can result in an increase or decrease in the amount of our net revenues and earnings depending upon exchange rate movements. With respect to our potential exposure to foreign currency fluctuations and devaluations, for the year ended December 31, 2012, approximately 90% of our revenues originated from subsidiaries outside of the U.S. and were denominated in the Canadian dollar and the Australian dollar. As a result, a material decrease in the value of these currencies relative to the U.S. dollar may have a negative impact on our reported revenues, net income and cash flows. Any currency controls implemented by local monetary authorities in countries where we currently operate could also adversely affect our business, financial condition and results of operations. In addition, we intend to pay our dividends in U.S. dollars. Weakness in the Canadian and Australian dollars could negatively impact our willingness to repatriate and exchange those foreign earnings and cash flows into U.S. dollars in order to pay our dividends.

Our failure to retain our current customers, renew our existing customer contracts and obtain new customer contracts could adversely affect our business.

Our success depends on our ability to retain our current customers, renew or replace our existing customer contracts and obtain new business. Our ability to do so generally depends on a variety of factors, including the quality, price and responsiveness of our services, as well as our ability to market these services effectively and differentiate ourselves from our competitors. We cannot assure you that we will be able to obtain new business, renew existing customer contracts at the same or higher levels of pricing or that our current customers will not turn to competitors, cease operations, elect to self-operate or terminate contracts with us. Additionally, several contracts have clauses that allow termination upon the payment of a termination fee. As a result, our customers may choose to terminate their contracts. Customer contract cancellations or the failure to renew a significant number of our existing contracts would have a material adverse effect on our business and results of operations and the failure to obtain new business could have an adverse impact on our growth.

We do business in Canada and Australia, whose political and regulatory environments and compliance regimes differ from those in the United States.

A significant portion of our revenue is attributable to operations in Canada and Australia. These activities accounted for 90% of our consolidated revenue in the year ended December 31, 2012 and 93% of our consolidated revenue in the nine months ended September 30, 2013. Risks associated with our operations in Canada and Australia include, but are not limited to:

- foreign currency fluctuations;
- foreign taxation;
- the inability to repatriate earnings or capital in a tax efficient manner;
- changing political conditions;
- changing foreign and domestic monetary policies;
- regional economic downturns;
- expropriation, confiscation or nationalization of assets; and
- foreign exchange limitations.

The regulatory regimes in these countries are substantially different than those in the United States, and are unfamiliar to U.S. investors. Violations of foreign laws could result in monetary and criminal penalties against us or our subsidiaries and could damage our reputation and, therefore, our ability to do business.

All of our major Canadian lodges are located on land subject to leases; if we are unable to renew a lease, we could be materially and adversely affected.

All of our major Canadian lodges are located on land subject to leases. Accordingly, while we own the accommodations assets, we only own a leasehold in those properties. If we are found to be in breach of a lease, we could lose the right to use the property. In addition, unless we can extend the terms of these leases before their expiration, as to which no assurance can be given, we will lose our right to operate our facilities located on these properties upon expiration of the leases. In that event, we would be required to remove our accommodations assets and remediate the site. Generally, our leases have an initial term of ten years and will expire between 2015 and 2026 unless extended. We can provide no assurances that we will be able to renew our leases upon expiration on similar terms, or at all. If we are unable to renew leases on similar terms, it may have an adverse effect on our business. In addition, if we were to lose the right to use a property due to non-renewal of the lease, we would be unable to derive income from such property, which could materially and adversely affect us.

Due to the significant concentration of our business in the oil sands region of Alberta, Canada and in the Bowen Basin coal region of Queensland, Australia, adverse events in these areas could negatively impact our business.

Because of the concentration of our accommodations business in the oil sands region of Alberta, Canada and in the coal producing region of Queensland, Australia, two relatively small geographic areas, we have increased exposure to political, regulatory, environmental, labor, climate or natural disaster events or developments that could disproportionately impact our operations and financial results. For example, in 2011 major flooding caused by seasonal rain and a cyclone impacted areas near our villages in Australia. Also in 2011, forest fires in northern Alberta impacted areas near our Canadian lodges. Due to our geographic concentration, any adverse events or developments in our operating areas may disproportionately affect our financial results.

We will incur incremental U.S. income taxes if we elect to repatriate our foreign earnings.

We currently assume for U.S. tax purposes that the earnings of our foreign subsidiaries are permanently reinvested abroad in the countries where such earnings are derived. However, if we were to determine in the future that repatriation of our foreign earnings is advisable, we would incur incremental U.S. federal and state income taxes based on the difference between U.S. federal and foreign statutory tax rates on such foreign earnings. Repatriation may be advisable in the future in order to fund dividends, allow for U.S. expansion or to repay debt.

Development of permanent infrastructure in the Canadian oil sands region, regions of Australia or various U.S. locations where we locate our assets could negatively impact our business.

We specialize in providing housing and personnel logistics for work forces in remote areas which often lack the infrastructure typically available in nearby towns and cities. If permanent towns, cities and municipal infrastructure develop or grow in the oil sands region of northern Alberta, Canada, or regions of Australia where we locate villages, then demand for our accommodations could decrease as customer employees move to the region and choose to utilize permanent housing and food services.

We depend on several significant customers, and the loss of one or more such customers or the inability of one or more such customers to meet their obligations to us could adversely affect our results of operations.

We depend on several significant customers. The majority of our customers operate in the energy or mining industry. For a more detailed explanation of our customers, see "Business." The loss of any one of our largest customers in any of our business segments or a sustained decrease in demand by any of such customers could result in a substantial loss of revenues and could have a material adverse effect on our results of operations. In addition, the concentration of customers in two industries may impact our overall exposure to credit risk, either positively or negatively, in that customers may be similarly affected by changes in economic and industry conditions. While we perform ongoing credit evaluations of our customers, we do not generally require collateral in support of our trade receivables.

As a result of our customer concentration, risks of nonpayment and nonperformance by our counterparties are a concern in our business. We are subject to risks of loss resulting from nonpayment or nonperformance by our customers. Many of our customers finance their activities through cash flow from operations, the incurrence of debt or the issuance of equity. In an economic downturn, commodity prices typically decline, and the credit markets and availability of credit could be constrained. Additionally, many of our customers' equity values could decline. The combination of lower cash flow due to commodity prices, a reduction in borrowing bases under reserve-based credit facilities and the lack of available debt or equity financing may result in a significant reduction in our customers' liquidity and ability to pay or otherwise perform on their obligations to us. Furthermore, some of our customers may be highly leveraged and subject to their own operating and regulatory risks, which increases the risk that they may default on their obligations to us. The inability or failure of our significant customers to meet their obligations to us or their insolvency or liquidation may adversely affect our financial results.

We are susceptible to seasonal earnings volatility due to adverse weather conditions in our regions of operations.

Our operations are directly affected by seasonal differences in weather in the areas in which we operate, most notably in Canada and Australia, and, to a lesser extent, the Rocky Mountain region and the Gulf of Mexico. A portion of our Canadian operations is conducted during the winter months when the winter freeze in remote regions is required for exploration and production activity to occur. The spring thaw in these frontier regions restricts operations in the spring months and, as a result, adversely affects our operations and our ability to provide services in the second and, to a lesser extent, third quarters. During the Australian rainy season, generally between the months of November and April, our operations in Queensland and the northern parts of Western Australia can be affected by cyclones, monsoons and resultant flooding. Severe winter weather conditions in the Rocky Mountain region of the United States can restrict access to work areas for our customers. Our operations in the Gulf of Mexico are also affected by weather patterns. Furthermore, the areas in which we operate are susceptible to forest fires, which could interrupt our operations and adversely impact our earnings.

Our customers are exposed to a number of unique operating risks and challenges which could also adversely affect us.

We could be materially adversely affected by disruptions to our clients' operations caused by any one of or all of the following singularly or in combination:

- domestic and international pricing and demand for the natural resource being produced at a given project (or proposed project);
- unexpected problems, higher costs and delays during the development, construction and project start-up which may delay the commencement of production;
- unforeseen and adverse geological, geotechnical, seismic and mining conditions;
- lack of availability of sufficient water or power to maintain their operations;
- water or food quality or safety issues;
- lack of availability or failure of the required infrastructure necessary to maintain or to expand their operations;
- the breakdown or shortage of equipment and labor necessary to maintain their operations;
- risks associated with the natural resources industry being subject to various regulatory approvals. Such risks may include a Government Agency failing to grant an approval or failing to renew an existing approval, or the approval or renewal not being provided by the Government Agency in a timely manner or the Government Agency granting or renewing an approval subject to materially onerous conditions;
- risks to land titles, mining titles and use thereof as a result of native title claims;
- claims by persons living in close proximity to mining projects, which may have an impact on the consents granted;
- interruptions to the operations of our customers caused by industrial accidents or disputes; and
- delays in or failure to commission new infrastructure in timeframes so as not to disrupt customer operations.

We may be adversely affected if customers reduce their accommodations outsourcing.

Our business and growth strategies depend in large part on the continuation of a current trend toward outsourcing services. Many oil and gas and mining companies in our core markets own their own accommodations facilities, while others outsource all or part of their accommodations requirements. Customers have largely built their accommodations in the past but will outsource if they perceive that outsourcing may provide quality services at a lower overall cost or allow them to accelerate the timing of their projects. We cannot be certain that this trend will continue or not be reversed or that customers that have outsourced accommodations will not decide to perform these functions themselves. In addition, labor unions representing customer employees and contractors have, in the past, opposed outsourcing accommodations to the extent that the unions believe that third-party accommodations negatively impact union membership and recruiting. The reversal or reduction in customer outsourcing of accommodations could negatively impact our financial results and growth prospects.

Increased operating costs and obstacles to cost recovery due to the pricing and cancellation terms of our accommodation services contracts may constrain our ability to make a profit.

Our profitability can be adversely affected to the extent we are faced with cost increases for food, wages and other labor related expenses, insurance, fuel and utilities, especially to the extent we are unable to recover such increased costs through increases in the prices for our services, due to one or more of general economic conditions, competitive conditions or contractual provisions in our customer contracts. Oil and natural gas prices have fluctuated significantly in the last several years. Substantial increases in the cost of fuel and utilities have historically resulted in cost increases in our lodges and villages. From time to time we have experienced increases in our food costs. While we believe a portion of these increases were attributable to fuel prices, we believe the increases also resulted from rising global food demand. In addition, food prices can fluctuate as a result of temporary changes in supply, including as a result of incidences of severe weather such as droughts, heavy rains and late freezes. While our long term contracts often provide for annual escalation in our room rates for food, labor and utility inflation, we may be unable to fully recover costs and such increases would negatively impact our profitability on contracts that do not contain such inflation protections.

A failure to maintain food safety or comply with government regulations related to food and beverages or serving alcoholic beverages may subject us to liability.

Claims of illness or injury relating to food quality or food handling are common in the food service industry, and a number of these claims may exist at any given time. Because food safety issues could be experienced at the source or by food suppliers or distributors, food safety could, in part, be out of our control. Regardless of the source or cause, any report of food-borne illness or other food safety issues such as food tampering or contamination at one of our locations could adversely impact our reputation, hindering our ability to renew contracts on favorable terms or to obtain new business, and have a negative impact on our sales. Future food product recalls and health concerns associated with food contamination may also increase our raw materials costs and, from time to time, disrupt our business.

A variety of regulations at various governmental levels relating to the handling, preparation and serving of food (including, in some cases, requirements relating to the temperature of food), and the cleanliness of food production facilities and the hygiene of food-handling personnel are enforced primarily at the local public health department level. We cannot assure you that we are in full compliance with all applicable laws and regulations at all times or that we will be able to comply with any future laws and regulations. Furthermore, legislation and regulatory attention to food safety is very high. Additional or amended regulations in this area may significantly increase the cost of compliance or expose us to liabilities.

We serve alcoholic beverages at some of our facilities, and must comply with applicable licensing laws, as well as local service laws. These laws generally prohibit serving alcoholic beverages to certain persons such as an individual who is intoxicated or a minor. If we violate these laws, we may be liable to the patron and/or third parties for the acts of the patron. We cannot guarantee that intoxicated or minor patrons will not be served or that liability for their acts will not be imposed on us. There can be no assurance that additional regulation in this area would not limit our activities in the future or significantly increase the cost of regulatory compliance. We must also obtain and comply with the terms of licenses in order to sell alcoholic beverages in the jurisdictions in which we serve alcoholic beverages. If we are unable to maintain food safety or comply with government regulations related to food, beverages or alcoholic beverages, the effect could be materially adverse to our business or results of operations.

Our land banking strategy may not be successful.

Our land banking strategy is focused on investing early in land in order to gain a strategic, first-mover advantage in an emerging region or resource play. However, we cannot assure you that all land that we purchase or lease will be in a region in which our customers require our services in the future. We also cannot assure you that the property acquired by us will be profitably developed. Our land banking strategy involves significant risks that could adversely affect our financial condition, results of operations, cash flow and ability to make distributions and payments to our security holders and the market price of our securities, which include the following risks:

- the regions in which we invest may not develop adequate customer demand;
- we may not be able to obtain financing for development projects on favorable terms or at all;
- we may not be able to obtain, or may experience delays in obtaining, all necessary zoning, land-use, building, occupancy and other governmental permits and authorizations;
- development opportunities that we explore may be abandoned and the related investment impaired;
- the properties may perform below anticipated levels, producing cash flow below budgeted amounts;
- construction costs, total investment amounts and our share of remaining funding may exceed our estimates and projects may not be completed, delivered or stabilized as planned;
- we may experience delays (temporary or permanent) if there is public, government or aboriginal opposition to our activities; and
- substantial renovation, new development and redevelopment activities, regardless of their ultimate success, typically require a significant amount of management's time and attention, diverting their attention from our day-to-day operations.

Our business is contract intensive and may lead to customer disputes or delays in receipt of payments.

Our business is contract intensive and we are party to many contracts with customers. We periodically review our compliance with contract terms and provisions. If customers were to dispute our contract determinations, the resolution of such disputes in a manner adverse to our interests could negatively affect sales and operating results. In the past, our customers have withheld payment due to contract or other disputes, which has delayed our receipt of payments. While we do not believe any reviews, audits, delayed payments or other such matters should result in material adjustments, if a large number of our customer arrangements were modified or payments withheld in response to any such matter, the effect could be materially adverse to our business or results of operations.

We are subject to extensive and costly environmental laws and regulations that may require us to take actions that will adversely affect our results of operations.

All of our operations are significantly affected by stringent and complex foreign, federal, provincial, state and local laws and regulations governing the discharge of substances into the environment or otherwise relating to environmental protection. We could be exposed to liabilities for cleanup costs, natural resource damages and other damages as a result of our conduct that was lawful at the time it occurred or the conduct of, or conditions caused by, prior operators or other third-parties. Environmental laws and regulations are subject to change in the future, possibly resulting in more stringent requirements. If existing regulatory requirements or enforcement policies change, we may be required to make significant unanticipated capital and operating expenditures.

Any failure by us to comply with applicable environmental laws and regulations may result in governmental authorities taking actions against our business that could adversely impact our operations and financial condition, including the:

- issuance of administrative, civil and criminal penalties;
- denial or revocation of permits or other authorizations;
- reduction or cessation of operations; and
- performance of site investigatory, remedial or other corrective actions.

Construction risks exist which may adversely affect our results of operations.

There are a number of general risks that might impinge on companies involved in the development, construction, manufacture and installation of facilities as a prerequisite to the management of those assets in an operational sense. We might be exposed to these risks from time to time by relying on these corporations and/or other third parties which could include any and/or all of the following:

- the construction activities of our accommodations are partially dependent on the supply of appropriate construction and development opportunities;
- development approvals, slow decision making by counterparties, complex construction specifications, changes to design briefs, legal issues and other documentation changes may give rise to delays in completion, loss of revenue and cost over-runs which may, in turn, result in termination of accommodation supply contracts;
- other time delays that may arise in relation to construction and development include supply of labor, scarcity of construction materials, lower than expected productivity levels, inclement weather conditions, land contamination, cultural heritage claims, difficult site access or industrial relations issues;
- objections aired by aboriginal or community interest, environment and/or neighborhood groups which may cause delays in the granting or approvals and/or the overall progress of a project;
- where we assume design responsibility, there is a risk that design problems or defects may result in rectification and/or costs or liabilities which we cannot readily recover; and
- there is a risk that we may fail to fulfill our statutory and contractual obligations in relation to the quality of our materials and workmanship, including warranties and defect liability obligations.

The cyclical nature of our business and a severe prolonged downturn could negatively affect the value of our goodwill.

As of December 31, 2012, goodwill represented approximately 14% of our total assets. We have recorded goodwill because we paid more for some of our businesses that we acquired than the fair market value of the tangible and separately measurable intangible net assets of those businesses. Current accounting standards require a periodic review of goodwill for each of our reporting units (Canada, Australia, and U.S.) for impairment in value and a non-cash charge against earnings with a corresponding decrease in stockholders' equity if circumstances, some of which are beyond our control, indicate that the carrying amount will not be recoverable. It is possible that we could recognize goodwill impairment losses in the future if, among other factors:

- global economic conditions deteriorate;
- the outlook for future profits and cash flow for any of our reporting units deteriorate as the result of many possible factors, including, but not limited to, increased or unanticipated competition, technology becoming obsolete, further reductions in customer capital spending plans, loss of key personnel, adverse legal or regulatory judgment(s), future operating losses at a reporting unit, downward forecast revisions, or restructuring plans;
- costs of equity or debt capital increase; or
- valuations for comparable public companies or comparable acquisition valuations deteriorate.

An accidental release of pollutants into the environment may cause us to incur significant costs and liabilities.

There is inherent risk of environmental costs and liabilities in our business as a result of our handling of petroleum hydrocarbons, because of air emissions and waste water discharges related to our operations, and due to historical industry operations and waste disposal practices. Certain environmental statutes impose joint and several, strict liability for these costs. For example, an accidental release by us in the performance of services at one of our or our customers' sites could subject us to substantial liabilities arising from environmental cleanup, restoration costs and natural resource damages, claims made by neighboring landowners and other third parties for personal injury and property damage and fines or penalties for related violations of environmental laws or regulations. We may not be able to recover some or any of these costs from insurance.

We may be exposed to certain regulatory and financial risks related to climate change.

Climate change is receiving increasing attention from scientists and legislators alike. The debate is ongoing as to the extent to which our climate is changing, the potential causes of any change and its potential impacts. Some attribute global warming to increased levels of greenhouse gases, including carbon dioxide, which has led to significant legislative and regulatory efforts to limit greenhouse gas emissions. Significant focus is being made on companies that are active producers of depleting natural resources.

There are a number of legislative and regulatory proposals to address greenhouse gas emissions, which are in various phases of discussion or implementation. The outcome of Canadian, Australian, U.S. federal, regional, provincial and state actions to address global climate change could result in a variety of regulatory programs including potential new regulations, additional charges to fund energy efficiency activities, or other regulatory actions. These actions could:

- result in increased costs associated with our operations and our customers' operations;
- increase other costs to our business;
- reduce the demand for carbon-based fuels; and
- reduce the demand for our services.

Any adoption of these or similar proposals by Canadian, Australian, U.S. federal, regional or state governments mandating a substantial reduction in greenhouse gas emissions could have far-reaching and significant impacts on the energy industry. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address greenhouse gas emissions would impact our business, any such future laws and regulations could result in increased compliance costs or additional operating restrictions, and could have a material adverse effect on our business or demand for our services. See "Business—Government Regulation" for a more detailed description of our climate-change related risks.

Our inability to control the inherent risks of identifying, acquiring and integrating businesses that we may acquire, including any related increases in debt or issuances of equity securities, could adversely affect our operations.

Acquisitions have been, and our management believes acquisitions will continue to be, a key element of our growth strategy. We may not be able to identify and acquire acceptable acquisition candidates on favorable terms in the future. We may be required to incur substantial indebtedness to finance future acquisitions and also may issue equity securities in connection with such acquisitions. Such additional debt service requirements could impose a significant burden on our results of operations and financial condition. The issuance of additional equity securities could result in significant dilution to stockholders.

We expect to gain certain business, financial and strategic advantages as a result of business combinations we undertake, including synergies and operating efficiencies. Our forward-looking statements assume that we will successfully integrate our business acquisitions and realize these intended benefits. An inability to realize expected strategic advantages as a result of the acquisition would negatively affect the anticipated benefits of the acquisition. Additional risks we could face in connection with acquisitions include:

- retaining key employees of acquired businesses;
- retaining and attracting new customers of acquired businesses;
- retaining supply and distribution relationships key to the supply chain;
- increased administrative burden;
- developing our sales and marketing capabilities;
- managing our growth effectively;
- potential impairment resulting from the overpayment for an acquisition;
- integrating operations;
- managing tax and foreign exchange exposure;
- potentially operating a new line of business;
- increased logistical problems common to large, expansive operations; and
- inability to pursue and protect patents covering acquired technology.

Additionally, an acquisition may bring us into businesses we have not previously conducted and expose us to additional business risks that are different from those we have previously experienced. If we fail to manage any of these risks successfully, our business could be harmed. Our capitalization and results of operations may change significantly following an acquisition, and shareholders of the Company may not have the opportunity to evaluate the economic, financial and other relevant information that we will consider in evaluating future acquisitions.

We may not have adequate insurance for potential liabilities and insurance may not cover certain liabilities, including litigation.

Our operations are subject to many hazards. In the ordinary course of business, we become the subject of various claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, products, employees and other matters, including occasional claims by individuals alleging exposure to hazardous materials as a result of our products or operations. Some of these claims relate to the activities of businesses that we have acquired, even though these activities may have occurred prior to our acquisition of such businesses. We maintain insurance to cover many of our potential losses, and we are subject to various self-retentions and deductibles under our insurance policies. It is possible, however, that a judgment could be rendered against us in cases in which we could be uninsured and beyond the amounts that we currently have reserved or anticipate incurring for such matters. Even a partially uninsured or underinsured claim, if successful and of significant size, could have a material adverse effect on our results of operations or consolidated financial position. We also face the following other risks related to our insurance coverage:

- we may not be able to continue to obtain insurance on commercially reasonable terms;
- the counterparties to our insurance contracts may pose credit risks; and
- we may incur losses from interruption of our business that exceed our insurance coverage.

Our operations may suffer due to increased industry-wide capacity of certain types of equipment or assets.

The demand for and pricing of rooms and accommodation service is subject to the overall availability of rooms in the marketplace. If demand for our assets were to decrease, or to the extent that we and our competitors increase our capacity in excess of current demand, we may encounter decreased pricing for or utilization of our assets and services, which could adversely impact our operations and profits.

In addition, we have significantly increased our capacity in the oil sands region over the past seven years and in Australia over the past three years based on our expectation for current and future customer demand for accommodations in these areas. Should our customers build their own facilities to meet their accommodations needs or our competitors likewise increase their available accommodations, or activity in the oil sands or natural resources regions declines significantly, demand and/or pricing for our accommodations could decrease, negatively impacting our profitability.

We have not yet obtained commitments under our new revolving credit facility.

Upon the closing of the spin-off, we expect to enter into a revolving credit facility. However, we have not obtained any financing commitments for the credit facility and may be unable to enter into a credit facility or other debt financing arrangement on terms acceptable to us, if at all. If we are unable to enter into a revolving credit facility or other debt financing arrangement, we will be forced to find other alternatives to meet our liquidity needs or reduce our capital expenditures, which could negatively impact our financial results and growth prospects.

Loss of key members of our management could adversely affect our business.

We depend on the continued employment and performance of key members of our management. If any of our key managers resign or become unable to continue in their present roles and are not adequately replaced, our business operations could be materially adversely affected. We do not maintain “key man” life insurance for any of our officers.

Employee and customer labor problems could adversely affect us.

As of December 31, 2012, we are party to collective bargaining agreements covering 1,692 employees in Canada and 574 employees in Australia. In addition, our facilities serving oil sands development work in Northern Alberta, Canada and mining operations in Australia house both union and non-union customer employees. We have not experienced strikes, work stoppages or other slowdowns in the past, but we cannot guarantee that we will not experience such events in the future. A prolonged strike, work stoppage or other slowdown by our employees or by the employees of our customers could cause us to experience a disruption of our operations, which could adversely affect our business, financial condition and results of operations.

Risks Related to the Spin-Off

We may not realize the potential benefits from our separation from Oil States.

We may not realize the benefits that we anticipate from our separation from Oil States. These benefits include the following:

- enhancing corporate growth and efficiency by enabling each management team to focus its attention on the development and execution of its respective business;
- improving access to capital to fund internal and external expansion;
- enhancing SpinCo’s market recognition with investors because of more focused operations;
- establishing an acquisition currency for SpinCo; and
- enhancing our ability to attract and retain key employees.

We may not achieve the anticipated benefits from our separation for a variety of reasons. For example, the process of separating our business from Oil States and operating as an independent public company may distract our management from focusing on our business and strategic priorities. In addition, although we expect improved access to the debt and equity capital markets following the separation, we may not be able to issue debt or equity on terms acceptable to us or at all. The availability of shares of our common stock for use as consideration for acquisitions also will not ensure that we will be able to successfully pursue acquisitions or that the acquisitions will be successful. Moreover, even with equity compensation tied to our business we may not be able to attract and retain employees as desired. We also may not fully realize the anticipated benefits from our separation if any of the matters identified as risks in this “Risk Factors” section were to occur. If we do not realize the anticipated benefits from our separation for any reason, our business may be materially adversely affected.

The combined value of Oil States and SpinCo shares after the spin-off may not equal or exceed the value of Oil States shares prior to the spin-off.

After the spin-off, Oil States’ common stock will continue to be listed and traded on the NYSE under the symbol “OIS.” We have applied to list our common stock authorized on the NYSE under the symbol “[●].” We cannot assure you that the combined trading prices of Oil States common stock and SpinCo common stock after the spin-off, as adjusted for any changes in the combined capitalization of these companies, will be equal to or greater than the trading price of Oil States common stock prior to the spin-off. Until the market has fully evaluated the business of Oil States without the accommodations business, the price at which Oil States common stock trades may fluctuate significantly. Similarly, until the market has fully evaluated our company, the price at which SpinCo common stock trades may fluctuate significantly.

A large number of our shares are or will be eligible for future sale, which may cause the market price for our common stock to decline.

Upon completion of the spin-off, we will have an aggregate of approximately [●] shares of our common stock outstanding. All of those shares (other than those held by our “affiliates”) will be freely tradable without restriction or registration under the Securities Act of 1933, as amended. Shares held by our affiliates, which include our directors and executive officers, can be sold subject to volume, manner of sale and notice provisions under Rule 144. We estimate that our directors and executive officers, who may be considered “affiliates” for purposes of Rule 144, will beneficially own approximately [●] shares of our common stock immediately following the distribution. We are unable to predict whether large amounts of our common stock will be sold in the open market following the spin-off. We are also unable to predict whether a sufficient number of buyers will be in the market at that time. As discussed in the immediately following risk factor, certain index funds will likely be required to sell shares of our common stock that they receive in the distribution. In addition, other Oil States stockholders may sell the shares of our common stock they receive in the distribution for various reasons. For example, such stockholders may not believe our business profile or level of market capitalization as an independent company fits their investment objectives. A change in the level of analyst coverage following the spin-off could also negatively impact demand for our shares. The sale of significant amounts of our common stock or the perception in the market that this will occur may lower the market price of our common stock.

Because significant amounts of our common stock are currently held by oilfield services and other stock indices there is the possibility that our shareholder base will change following the spin-off. If significant amounts of our common are sold in the open market, any such shares sold may not be met with offsetting new demand.

A portion of Oil States’ outstanding common stock is held by index funds tied to oilfield services companies or other stock indices. Because we do not expect our common stock to be included in such indices, index funds currently holding shares of Oil States common stock will likely be required to sell the shares of our common stock they receive in the distribution. There may not be sufficient new buying interest to offset sales by those index funds. Accordingly, our common stock could experience a high level of volatility immediately following the spin-off and, as a result, the price of our common stock could be adversely affected.

Our historical combined and pro forma financial information may not be representative of the results we would have achieved as a stand-alone public company and may not be a reliable indicator of our future results.

The historical combined and pro forma financial information that we have included in this information statement has been derived from Oil States' accounting records and may not necessarily reflect what our financial position, results of operations or cash flows would have been had we been an independent, stand-alone entity during the periods presented or those that we will achieve in the future. Oil States did not account for us, and we were not operated, as a separate, stand-alone company for the historical periods presented. The costs and expenses reflected in our historical financial information include an allocation for certain corporate functions historically provided by Oil States, including expense allocations for: (1) certain corporate functions historically provided by Oil States, including, but not limited to finance, legal, risk management, tax, treasury, information technology, human resources, and certain other shared services; (2) certain employee benefits and incentives; and (3) share-based compensation, that may be different from the comparable expenses that we would have incurred had we operated as a stand-alone company. These expenses have been allocated to us on the basis of direct usage when identifiable, with the remainder allocated based on estimated time spent by Oil States personnel, a pro-rata basis of revenues, headcount or other relevant measures of our business and Oil States and its subsidiaries. We have not adjusted our historical combined financial information to reflect changes that will occur in our cost structure and operations as a result of our transition to becoming a stand-alone public company, including increased costs associated with an independent board of directors, SEC reporting and the NYSE requirements. Therefore, our historical financial information may not necessarily be indicative of what our financial position, results of operations or cash flows will be in the future. We based the pro forma adjustments on available information and assumptions we believe are reasonable; however, our assumptions may prove not to be accurate. In addition, our unaudited pro forma combined financial statements may not give effect to various ongoing additional costs we may incur in connection with being an independent public company. Accordingly, our unaudited pro forma combined financial information does not reflect what our financial condition, results of operations or cash flows would have been as an independent public company and is not necessarily indicative of our future financial condition or future results of operations. For additional information, see "Selected Historical Combined Financial Data," "Unaudited Pro Forma Combined Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," and our financial statements and related notes included elsewhere in this information statement.

Our costs will increase as a result of operating as a public company, and our management will be required to devote substantial time to complying with public company regulations.

We have historically operated our business as a segment of a public company. As a stand-alone public company, we may incur additional legal, accounting, compliance and other expenses that we have not incurred historically. After the spin-off, we will become obligated to file with the SEC annual and quarterly information and other reports that are specified in Section 13 and other sections of the Exchange Act. We will also be required to ensure that we have the ability to prepare financial statements that are fully compliant with all SEC reporting requirements on a timely basis. In addition, we will also become subject to other reporting and corporate governance requirements, including certain requirements of the NYSE, and certain provisions of Sarbanes-Oxley and the regulations promulgated thereunder, which will impose significant compliance obligations upon us.

Sarbanes-Oxley, as well as new rules subsequently implemented by the SEC and the NYSE, have imposed increased regulation and disclosure and required enhanced corporate governance practices of public companies. We are committed to maintaining high standards of corporate governance and public disclosure, and our efforts to comply with evolving laws, regulations and standards in this regard are likely to result in increased administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. These changes will require a significant commitment of additional resources. We may not be successful in implementing these requirements and implementing them could materially adversely affect our business, results of operations and financial condition. In addition, if we fail to implement the requirements with respect to our internal accounting and audit functions, our ability to report our operating results on a timely and accurate basis could be impaired. If we do not implement such requirements in a timely manner or with adequate compliance, we might be subject to sanctions or investigation by regulatory authorities, such as the SEC or the NYSE. Any such action could harm our reputation and the confidence of investors and customers in our company and could materially adversely affect our business and cause our share price to fall.

Following the spin-off, we will continue to depend on Oil States to provide us with certain services for our business; the services that Oil States will provide to us following the separation may not be sufficient to meet our needs, and we may have difficulty finding replacement services or be required to pay increased costs to replace these services after our agreements with Oil States expire.

Certain administrative services required by us for the operation of our business are currently provided by Oil States and its subsidiaries, including, but not limited to finance, legal, risk management, tax, treasury, information technology, human resources, and certain other shared services. Prior to the completion of the spin-off, we will enter into agreements with Oil States related to the separation of our business operations from Oil States, including a transition services agreement. We believe it is necessary for Oil States to provide services for us under the transition services agreement to facilitate the efficient operation of our business as we transition to becoming a stand-alone public company. We will, as a result, initially depend on Oil States for services following the completion of the spin-off. While these services are being provided to us by Oil States, our operational flexibility to modify or implement changes with respect to such services or the amounts we pay for them will be limited. After the expiration or termination of the transition services agreement, we may not be able to replace these services or enter into appropriate third-party agreements on terms and conditions, including cost, comparable to those that we will receive from Oil States under the transition services agreement. Although we intend to replace portions of the services currently provided by Oil States, we may encounter difficulties replacing certain services or be unable to negotiate pricing or other terms as favorable as those we currently have in effect. See “Arrangements Between Oil States and Our Company—Transition Services Agreement.”

We potentially could have received better terms from unaffiliated third parties than the terms we receive in our agreements with Oil States.

The agreements we will enter into with Oil States in connection with the separation, including the Separation and Distribution Agreement, Tax Sharing Agreement, Employee Matters Agreement, Indemnification and Release Agreement and Transition Services Agreement, will have been negotiated in the context of the separation while we were still a wholly owned subsidiary of Oil States. Accordingly, during the period in which the terms of those agreements will have been negotiated, we will not have had an independent board of directors or a management team independent of Oil States. As a result, the terms of those agreements may not reflect terms that would have resulted from arm’s-length negotiations between unaffiliated third parties. The terms of the agreements to be negotiated in the context of the separation relate to, among other things, the allocation of assets, liabilities, rights and other obligations between Oil States and us. Arm’s-length negotiations between Oil States and an unaffiliated third party in another form of transaction, such as a buyer in a sale of a business transaction, may have resulted in more favorable terms to the unaffiliated third party. See “Arrangements Between Oil States and Our Company” for a description of these obligations and the allocation of liabilities between Oil States and us.

We may increase our debt or raise additional capital in the future, which could affect our financial condition, may decrease our profitability or could dilute our shareholders.

We may increase our debt or raise additional capital in the future, subject to restrictions in our debt agreements. If our cash flow from operations is less than we anticipate, or if our cash requirements are more than we expect, we may require more financing. However, debt or equity financing may not be available to us on terms acceptable to us, if at all. If we incur additional debt or raise equity through the issuance of our preferred stock, the terms of the debt or our preferred stock issued may give the holders rights, preferences and privileges senior to those of holders of our common stock, particularly in the event of liquidation. The terms of the debt may also impose additional and more stringent restrictions on our operations than we currently have. If we raise funds through the issuance of additional equity, your ownership in us would be diluted. If we are unable to raise additional capital when needed, it could affect our financial health, which could negatively affect your investment in us.

Our tax sharing agreement with Oil States may limit our ability to take certain actions, including strategic transactions, and may require us to indemnify Oil States for significant tax liabilities.

Under the tax sharing agreement, we will agree to take certain actions or refrain from taking certain actions to ensure that the spin-off qualifies for tax-free status under section 355 and section 368(a)(1)(D) of the Code. We will also make various other covenants in the tax sharing agreement intended to ensure the tax-free status of the spin-off. These covenants restrict our ability to sell assets outside the ordinary course of business, to issue or sell additional common stock or other securities (including securities convertible into our common stock), or to enter into certain other corporate transactions. For example, after the spin-off, we may not enter into any transaction that would cause us to undergo either a 50% or greater change in the ownership of our voting stock or a 50% or greater change in the ownership (measured by value) of all classes of our stock in transactions considered related to the spin-off. See “Arrangements Between Oil States and Our Company—Tax Sharing Agreement.”

Further, under the tax sharing agreement, we are required to indemnify Oil States against certain tax-related liabilities incurred by Oil States (including any of its subsidiaries) relating to the spin-off, to the extent caused by our breach of any representations or covenants made in the tax sharing agreement or the separation and distribution agreement, or made in connection with the private letter ruling or the tax opinion. These liabilities include the substantial tax-related liability (calculated without regard to any net operating loss or other tax attribute of Oil States) that would result if the spin-off of our stock to Oil States stockholders failed to qualify as a tax-free transaction. In addition, we have agreed to pay 50% of any taxes arising from the spin-off to the extent that the tax is not attributable to the fault of either party.

We could have significant tax liabilities for periods during which our subsidiaries and operations were those of Oil States.

For any tax periods (or portion thereof) in which Oil States owns at least 80% of the total voting power and value of our common stock, we and our U.S. subsidiaries will be included in Oil States' consolidated group for U.S. federal income tax purposes. In addition, we or one or more of our U.S. subsidiaries may be included in the combined, consolidated or unitary tax returns of Oil States or one or more of its subsidiaries for U.S. state or local income tax purposes. Under the tax sharing agreement, for each period in which we or any of our subsidiaries are consolidated or combined with Oil States for purposes of any tax return, and with respect to which such tax return has not yet been filed, Oil States will prepare a pro forma tax return for us as if we filed our own consolidated, combined or unitary return, except that such pro forma tax return will generally include current income, deductions, credits and losses from us (with certain exceptions), will not include any carryovers or carrybacks of losses or credits and will be calculated without regard to the federal Alternative Minimum Tax. We will reimburse Oil States for any taxes shown on the pro forma tax returns, and Oil States will reimburse us for any current losses or credits we recognize based on the pro forma tax returns. In addition, by virtue of Oil States' controlling ownership and the tax sharing agreement, Oil States will effectively control all of our U.S. tax decisions in connection with any consolidated, combined or unitary income tax returns in which we (or any of our subsidiaries) are included. The tax sharing agreement provides that Oil States will have sole authority to respond to and conduct all tax proceedings (including tax audits) relating to us, to prepare and file all consolidated, combined or unitary income tax returns in which we are included on our behalf (including the making of any tax elections), and to determine the reimbursement amounts in connection with any pro forma tax returns. This arrangement may result in conflicts of interest between Oil States and us. For example, under the tax sharing agreement, Oil States will be able to choose to contest, compromise or settle any adjustment or deficiency proposed by the relevant taxing authority in a manner that may be beneficial to Oil States and detrimental to us; provided, however, that Oil States may not make any settlement that would materially increase our tax liability without our consent. See "Arrangements Between Oil States and Our Company—Tax Sharing Agreement."

Moreover, notwithstanding the tax sharing agreement, U.S. federal law provides that each member of a consolidated group is liable for the group's entire tax obligation. Thus, to the extent Oil States or other members of Oil States' consolidated group fail to make any U.S. federal income tax payments required by law, we could be liable for the shortfall with respect to periods in which we were a member of Oil States' consolidated group. Similar principles may apply for foreign, state or local income tax purposes where we file combined, consolidated or unitary returns with Oil States or its subsidiaries for federal, foreign, state or local income tax purposes.

If, following the completion of the spin-off, there is a determination that the spin-off is taxable for U.S. federal income tax purposes because the facts, assumptions, representations, or undertakings underlying the tax opinion are incorrect or for any other reason, then Oil States and its stockholders could incur significant income tax liabilities, and we could incur significant liabilities.

The spin-off is conditioned on Oil States' receipt of an opinion of its outside tax advisor reasonably acceptable to the Oil States board of directors regarding certain aspects of the spin-off transaction on which the IRS will not rule, except for cash payments made to stockholders in lieu of fractional shares of SpinCo common stock that such stockholders would otherwise receive in the distribution.

Oil States expects to receive an opinion from its outside tax advisor to such effect. In addition, Oil States expects to receive a private letter ruling from the IRS regarding certain aspects of the spin-off transaction on which the IRS will not rule, except for cash payments made to stockholders in lieu of fractional shares of SpinCo Common Stock that such stockholders would otherwise receive in the distribution. The private letter ruling and opinion will rely on certain facts, assumptions, representations and undertakings from Oil States and us regarding the past and future conduct of the companies' respective businesses and other matters. If any of these facts, assumptions, representations, or undertakings are, or become, incorrect or not otherwise satisfied, Oil States and its stockholders may not be able to rely on the private letter ruling or the opinion of its tax advisor and could be subject to significant tax liabilities. In addition, an opinion of counsel is not binding upon the IRS, so, notwithstanding the opinion of Oil States' tax advisor, the IRS could conclude upon audit that the spin-off is taxable in full or in part if it disagrees with the conclusions in the opinion, or for other reasons, including as a result of certain significant changes in the stock ownership of Oil States or us after the spin-off. If the spin-off is determined to be taxable for U.S. federal income tax purposes for any reason, Oil States and/or its stockholders could incur significant income tax liabilities, and we could incur significant liabilities. For a discussion of the potential tax consequences to Oil States stockholders if the spin-off is determined to be taxable, see "The Spin-Off—U.S. Federal Income Tax Consequences of the Spin-Off." For a description of the sharing of such liabilities between Oil States and us, see "Arrangements Between Oil States and Our Company—Tax Sharing Agreement."

Third parties may seek to hold us responsible for liabilities of Oil States that we did not assume in our agreements.

Third parties may seek to hold us responsible for retained liabilities of Oil States. Under our agreements with Oil States, Oil States will agree to indemnify us for claims and losses relating to these retained liabilities. However, if those liabilities are significant and we are ultimately held liable for them, we cannot assure you that we will be able to recover the full amount of our losses from Oil States.

Our prior and continuing relationship with Oil States exposes us to risks attributable to businesses of Oil States.

Oil States is obligated to indemnify us for losses that a party may seek to impose upon us or our affiliates for liabilities relating to the business of Oil States that are incurred through a breach of the separation and distribution agreement or any ancillary agreement by Oil States or its affiliates other than us, or losses that are attributable to Oil States in connection with the spin-off or are not expressly assumed by us under our agreements with Oil States. Immediately following the spin-off, any claims made against us that are properly attributable to Oil States in accordance with these arrangements would require us to exercise our rights under our agreements with Oil States to obtain payment from Oil States. We are exposed to the risk that, in these circumstances, Oil States cannot, or will not, make the required payment.

Following the spin-off, we expect our board of directors to consider converting us to a REIT. If we qualify as a REIT, compliance with REIT requirements could have adverse consequences to us.

Following the spin-off, we expect our board of directors to consider converting us to a real estate investment trust ("REIT"). Compliance with REIT requirements may cause us to forego otherwise attractive opportunities which may hinder or delay our ability to meet our investment objectives and reduce your overall return. To qualify as a REIT, we are required at all times to satisfy certain tests relating to, among other things, the sources of our income, the nature and diversification of our assets, the ownership of our stock and amounts we distribute to our shareholders. Compliance with the REIT requirements may impair our ability to maximize profits. For example, we may be required to pay distributions to shareholders at disadvantageous times or when we do not have funds readily available for distribution.

In addition, to qualify as a REIT, at the end of each calendar quarter, at least 75% of our assets must consist of cash, cash items, government securities and qualified real estate assets. The remainder of our investments in securities other than qualified real estate assets and government securities generally cannot include more than 10% of the voting securities of any one issuer or more than 10% of the value of the outstanding securities of any one issuer. Additionally, no more than 5% of the value of our assets other than government securities and qualified real estate assets can consist of the securities of any one issuer, and no more than 25% of the value of our assets may be represented by securities of one or more taxable REIT subsidiaries. In order to satisfy these requirements, we may be forced to liquidate otherwise attractive investments.

We may not be able to qualify as a REIT.

Following the spin-off, we expect our board of directors to consider the viability of an election by SpinCo to qualify and be taxed as a REIT for U.S. federal income tax purposes. Our qualification as a REIT will depend upon our ability to meet, on an ongoing basis, requirements regarding our organization and ownership, distributions of our income, the nature and diversification of our income and assets and other tests imposed by the Code. We may fail to satisfy the REIT requirements in the future. If the IRS determines that we do not qualify as a REIT or if we qualify as a REIT and subsequently lose our REIT status, we will not receive the tax and other benefits associated with qualifying as a REIT.

The spin-off may expose us to potential liabilities arising out of state and federal fraudulent conveyance laws and legal dividend requirements.

The spin-off is subject to review under various state and federal fraudulent conveyance laws. Under these laws, if a court in a lawsuit by an unpaid creditor or an entity vested with the power of such creditor (including without limitation a trustee or debtor-in-possession in a bankruptcy by us or Oil States or any of our respective subsidiaries) were to determine that Oil States or any of its subsidiaries did not receive fair consideration or reasonably equivalent value for distributing our common stock or taking other action as part of the spin-off, or that we or any of our subsidiaries did not receive fair consideration or reasonably equivalent value for incurring indebtedness, including the new debt incurred by us in connection with the spin-off, transferring assets or taking other action as part of the spin-off and, at the time of such action, we, Oil States or any of our respective subsidiaries (i) was insolvent or would be rendered insolvent, (ii) had reasonably small capital with which to carry on its business and all business in which it intended to engage or (iii) intended to incur, or believed it would incur, debts beyond its ability to repay such debts as they would mature, then such court could void the spin-off as a constructive fraudulent transfer. If such court made this determination, the court could impose a number of different remedies, including without limitation, voiding our liens and claims against Oil States, or providing Oil States with a claim for money damages against us in an amount equal to the difference between the consideration received by Oil States and the fair market value of our company at the time of the spin-off.

The measure of insolvency for purposes of the fraudulent conveyance laws will vary depending on which jurisdiction's law is applied. Generally, however, an entity would be considered insolvent if the present fair saleable value of its assets is less than (i) the amount of its liabilities (including contingent liabilities) or (ii) the amount that will be required to pay its probable liabilities on its existing debts as they become absolute and mature. No assurance can be given as to what standard a court would apply to determine insolvency or that a court would determine that we, Oil States or any of our respective subsidiaries were solvent at the time of or after giving effect to the spin-off, including the distribution of our common stock.

Under the separation and distribution agreement, from and after the spin-off, each of Oil States and we will be responsible for the debts, liabilities and other obligations related to the business or businesses which it owns and operates following the consummation of the spin-off. Although we do not expect to be liable for any such obligations not expressly assumed by us pursuant to the separation and distribution agreement, it is possible that a court would disregard the allocation agreed to between the parties, and require that we assume responsibility for obligations allocated to Oil States, particularly if Oil States were to refuse or were unable to pay or perform the subject allocated obligations. See "Arrangements Between Oil States and Our Company—Separation and Distribution Agreement."

Risks Related to Our Common Stock

No market currently exists for our common stock. We cannot assure you that an active trading market will develop for our common stock.

Prior to the completion of the spin-off, there has been no public market for shares of our common stock. We cannot predict the extent to which investor interest in our company will lead to the development of a trading market on the NYSE or otherwise, or how liquid that market might become. If an active market does not develop, you may have difficulty selling any shares of our common stock that you receive in the spin-off.

The market price and trading volume of our common stock may be volatile and you may not be able to resell your shares at or above the initial market price of our common stock following the spin-off.

The market price of our stock may be influenced by many factors, some of which are beyond our control, including those described above in “—Risks Related to Our Business” and the following:

- the failure of securities analysts to cover our common stock after the spin-off or changes in financial estimates by analysts;
- the inability to meet the financial estimates of analysts who follow our common stock;
- strategic actions by us or our competitors;
- announcements by us or our competitors of significant contracts, acquisitions, joint marketing relationships, joint ventures or capital commitments;
- variations in our quarterly operating results and those of our competitors;
- general economic and stock market conditions;
- risks related to our business and our industry, including those discussed above;
- changes in conditions or trends in our industry, markets or customers;
- terrorist acts;
- future sales of our common stock or other securities; and
- investor perceptions of the investment opportunity associated with our common stock relative to other investment alternatives.

As a result of these factors, holders of our common stock may not be able to resell their shares at or above the initial market price following the spin-off or may not be able to resell them at all. These broad market and industry factors may materially reduce the market price of our common stock, regardless of our operating performance. In addition, price volatility may be greater if the public float and trading volume of our common stock is low.

Future sales, or the perception of future sales, of our common stock may depress the price of our common stock.

Upon completion of the spin-off, we will have approximately [●] million shares of common stock outstanding. The market price of our common stock could decline significantly as a result of sales of a large number of shares of our common stock in the market after the completion of the spin-off. The shares of our common stock that Oil States distributes to its stockholders generally may be sold immediately in the public market. Oil States stockholders could sell our common stock received in the distribution if we do not fit their investment objectives or, in the case of index funds, if we are not part of the index in which they invest. Sales of significant amounts of our common stock or a perception in the market that such sales will occur may reduce the market price of our common stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

Also, in the future, we may issue our securities in connection with investments or acquisitions. The amount of shares of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then outstanding shares of our common stock. Issuing additional stock could adversely dilute our shareholders.

If securities or industry analysts do not publish research or reports about our business, if they adversely change their recommendations regarding our stock or if our operating results do not meet their expectations, our stock price could decline.

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts publish about us or our business. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

We cannot assure you that we will pay dividends on our common stock, and our indebtedness could limit our ability to pay dividends on our common stock.

Following the spin-off, we intend to commence the payment of cash dividends on our common stock, subject to our compliance with applicable law, and depending on, among other things, our results of operations, financial condition, level of indebtedness, capital requirements, business prospects and other factors that our board of directors may deem relevant. We expect that our revolving credit facility will contain, and the terms of any future indebtedness we or our subsidiaries incur may contain, limitations on our ability to pay dividends. For more information, see “Dividend Policy.” There can be no assurance that we will pay a dividend in the future or continue to pay any dividend if we do commence paying dividends.

Provisions contained in our certificate of incorporation and bylaws could discourage a takeover attempt, which may reduce or eliminate the likelihood of a change of control transaction and, therefore, the ability of our stockholders to sell their shares for a premium.

Provisions contained in our certificate of incorporation and bylaws provide for a classified board of directors, limitations on the removal of directors, limitations on stockholder proposals at meetings of stockholders and limitations on stockholder action by written consent and the inability of stockholders to call special meetings, could make it more difficult for a third-party to acquire control of our company. Our certificate of incorporation also authorizes our board of directors to issue preferred stock without stockholder approval. If our board of directors elects to issue preferred stock, it could increase the difficulty for a third-party to acquire us, which may reduce or eliminate our stockholders’ ability to sell their shares of our common stock at a premium. See “Description of Capital Stock—Anti-Takeover Effects of Provisions of our Amended and Restated Certificate of Incorporation, our Amended and Restated Bylaws and Delaware Law.”

Our amended and restated certificate of incorporation will designate the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents.

Our amended and restated certificate of incorporation will provide that unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will, to the fullest extent permitted by applicable law, be the sole and exclusive forum for:

- any derivative action or proceeding brought on our behalf,
- any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, employees or agents to us or our stockholders,
- any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law (the “DGCL”), our amended and restated certificate of incorporation or our bylaws, or
- any action asserting a claim against us that is governed by the internal affairs doctrine, in each such case subject to such Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock will be deemed to have notice of, and consented to, the provisions of our amended and restated certificate of incorporation described in the preceding sentence. This choice of forum provision may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, employees or agents, which may discourage such lawsuits against us and such persons. Alternatively, if a court were to find these provisions of our amended and restated certificate of incorporation inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition or results of operations.

Our business could be negatively affected as a result of the actions of activist shareholders.

Publicly traded companies have increasingly become subject to campaigns by investors seeking to increase shareholder value by advocating corporate actions such as financial restructuring, increased borrowing, special dividends, stock repurchases or even sales of assets or the entire company. Upon completion of the spin-off, two of our shareholders, who, in the past, have been known for their shareholder activism, may own a material portion of our outstanding shares of common stock. Given our shareholder composition and other factors, it is possible such shareholders or future activist shareholders may attempt to effect such changes or acquire control over us. Responding to proxy contests and other actions by such activist shareholders or others in the future would be costly and time-consuming, disrupt our operations and divert the attention of our board of directors and senior management from the pursuit of business strategies, which could adversely affect our results of operations and financial condition. Additionally, perceived uncertainties as to our future direction as a result of shareholder activism or changes to the composition of the board of directors may lead to the perception of a change in the direction of the business, instability or lack of continuity which may be exploited by our competitors, cause concern to our current or potential customers, and make it more difficult to attract and retain qualified personnel. If customers choose to delay, defer or reduce transactions with us or transact with our competitors instead of us because of any such issues, then our, revenue, earnings and operating cash flows could be adversely affected.

FORWARD-LOOKING STATEMENTS

The information in this information statement includes “forward-looking statements.” The factors identified in this cautionary statement are important factors (but not necessarily all of the important factors) that could cause actual results to differ materially from those expressed in any forward-looking statement made by us, or on our behalf. You can typically identify “forward-looking statements” by the use of forward-looking words such as “may,” “will,” “could,” “project,” “believe,” “anticipate,” “expect,” “estimate,” “potential,” “plan,” “forecast,” “proposed,” “should,” “seek,” and other similar words. Such statements may include statements regarding our future financial position, budgets, capital expenditures, projected costs, plans and objectives of management for future operations and possible future strategic transactions. Where any such forward-looking statement includes a statement of the assumptions or bases underlying such forward-looking statement, we caution that, while we believe such assumptions or bases to be reasonable and make them in good faith, assumed facts or bases almost always vary from actual results. The differences between assumed facts or bases and actual results can be material, depending upon the circumstances. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described under the heading “Risk Factors” included in this information statement.

In any forward-looking statement where we, or our management, express an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. Taking this into account, the following are identified as important factors that could cause actual results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, our company:

- the level of supply and demand for oil, coal, natural gas and other minerals
- the level of activity and developments in the Canadian oil sands;
- the level of demand for coal and other natural resources from Australia;
- the availability of attractive oil and natural gas field prospects, which may be affected by governmental actions or environmental activists which may restrict drilling
- fluctuations in the current and future prices of oil, coal and natural gas;
- general global economic conditions and the pace of recovery from the recent recession;
- global weather conditions and natural disasters;
- the other factors identified under the caption “Risk Factors” beginning on page 18 of this information statement.

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no responsibility to publicly release the result of any revision of our forward-looking statements after the date they are made.

Should one or more of the risks or uncertainties described in this prospectus occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements.

All forward-looking statements, expressed or implied, included in this prospectus are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue.

THE SPIN-OFF

Background

Oil States' board of directors regularly reviewed the possibility and advisability of separating its oilfield services and accommodations businesses. On July 30, 2013, Oil States announced that its board of directors had authorized management to pursue the spin-off of its accommodations business into a standalone, publicly traded company. On [REDACTED], 2014, Oil States announced that its board of directors had unanimously approved the spin-off and the distribution of all of the stock of the new company to Oil States' shareholders as of the record date of [REDACTED], 2014. This authorization is subject to final approval by the Oil States board of directors, which approval is subject to, among other things, the conditions described below under "—Conditions to the Spin-Off."

Following our spin-off from Oil States, we will be an independent, publicly owned company. As part of the spin-off, Oil States has contributed to our capital all intercompany debt associated with our business and will contribute and transfer to us the assets and liabilities associated with our business, and we will amend and restate our certificate of incorporation and bylaws.

To complete the spin-off, Oil States will, following the restructuring transactions, distribute to its stockholders all of the shares of our common stock. The distribution will occur on the distribution date, which is [REDACTED], 2014. Each holder of Oil States common stock will receive [REDACTED] shares of our common stock for each share of Oil States common stock held by such stockholder at the close of business on [REDACTED], 2014, the record date. After completion of the spin-off, we will own and operate the accommodations business as an independent publicly traded company.

Each holder of Oil States common stock will continue to hold his, her or its shares in Oil States. No vote of Oil States stockholders is required or is being sought in connection with the spin-off, and Oil States stockholders will not have any appraisal rights in connection with the spin-off.

The distribution of our common stock as described in this information statement is subject to the satisfaction or waiver of certain conditions. In addition, Oil States has the right not to complete the spin-off if, at any time prior to the distribution, the board of directors of Oil States determines, in its sole discretion, that the spin-off is not in the best interests of Oil States or its stockholders or that market conditions are such that it is not advisable to separate us from Oil States. For a more detailed description, see "—Conditions to the Spin-Off."

Reasons for the Spin-Off

Oil States' board of directors has determined that the spin-off is in the best interests of Oil States and its stockholders because the spin-off will provide various benefits including: (1) enhancing corporate growth and efficiency by enabling each management team to focus its attention on the development and execution of its respective business; (2) improving access to capital to fund internal and external expansion; (3) enhancing SpinCo's market recognition with investors because of more focused operations; (4) establishing an acquisition currency for SpinCo and (5) enhancing our ability to attract and retain key employees.

Enhancing corporate growth and efficiency by enabling each management team to focus its attention on the development and execution of its respective business. Our accommodations business and the oilfield services business of Oil States have different financial and operating characteristics and as a result different operating strategies in order to maximize their long-term value. Our separation from Oil States will allow Oil States and us to enhance corporate growth and efficiency by providing management the ability to focus solely on our respective businesses and strategies and to better align management resources with the needs of our individual businesses. The dilution of attention involved in managing a combination of businesses with differing operating models and competing goals will thus be eliminated. Our separate management teams will also be able to better prioritize allocation of resources in support of differing priorities such as our desire to pursue our growth strategy through entry into other end markets that could benefit from the services provided by our business, including the military and student housing markets.

As separate public companies, Oil States and we will be able to provide incentive compensation including stock related compensation, to key management and employees that is directly linked to the specific performance of their respective company and the market performance of their stock. This should improve both our business and the Oil States' oilfield services business' ability to attract and retain the requisite talent to compete effectively. We also may be better able to attract management from the hospitality, real estate and business services sectors as a separate company. Furthermore, with critical bases of activities located in Canada and Australia, attracting key talent from these countries is important to our business, and we may be better able to accomplish this objective after the spin-off.

Improving access to capital to fund internal and external expansion. As a separate public company, we will no longer need to compete with Oil States' other businesses for capital resources. Both Oil States and we believe that direct and differentiated access to the capital markets will allow each of us to better optimize our capital structures to meet the specific needs of each of the respective businesses, aligning financial and operational characteristics with investor and market expectations. Specifically, the capitalization policies and ratings guidelines for accommodations companies differ significantly from those in the oilfield services industry. As a result, we expect, as a stand-alone business, to be able to lower our overall cost of capital by increasing our leverage levels over time in a manner that is consistent with industry norms. Many companies in the real estate space are able to support greater leverage while maintaining an investment grade rating; for example, lodging companies and multi-family housing companies routinely employ leverage of 4-6x Debt/EBITDA (earnings before interest, taxes, depreciation, and amortization). In contrast, few oilfield services companies have investment grade ratings and those that do generally are amongst the largest in the industry (much larger in size than Oil States) and typically carry leverage of less than 2x Debt/EBITDA.

Enhancing our market recognition with investors because of more focused operations. Oil States' management and financial advisors believe that the investment characteristics of the accommodations business and Oil States' other businesses may appeal to different types of investors. We believe our simpler corporate structure with a single business segment will allow us to attract investors interested in focusing on the market dynamics, returns and informational inputs associated with an accommodations company. The spin-off will improve the investment community's visibility into and understanding of Oil States' and SpinCo's operations, particularly as each company is able to develop its own separate identity by providing more focused and targeted communication to the market regarding its own business strategies, assets, operational performance, financial achievements and management teams. After the spin-off, investors should be better able to evaluate the financial performance of Oil States and us, as well as our respective strategies within the context of our respective market expectations and returns, thereby enhancing the likelihood that both entities will achieve appropriate market valuations.

Establishing an acquisition currency for SpinCo. As a standalone accommodations company, we will be better positioned to use our equity securities as capital in pursuing merger and acquisition activities as the owners of the businesses we could seek to acquire will generally have greater interest in receiving securities of a company in the same line of business they were in rather than receiving the securities of a diversified operator of multiple businesses. However, we will be subject to certain requirements. For example, after the spin-off, we must avoid a 50% or greater change in our ownership in transactions related to the spin-off. This limitation is necessary in order to maintain the tax-free treatment of our separation from Oil States.

Enhancing our ability to attract and retain key employees. We believe that separating the oilfield services business from the accommodations business should improve both businesses ability to attract key employees with specialized skill sets. As a result of the spin-off, Oil States and SpinCo will provide incentive compensation, including stock related compensation, to key management and employees that is directly linked to the specific performance of their company and the market performance of their stock. This should improve both businesses ability to attract and retain the requisite talent to compete effectively. In addition, we expect that SpinCo will be better able to attract management from the hospitality, real estate and business services sectors as a separate company.

Manner of Effecting the Spin-Off

The general terms and conditions relating to the spin-off will be set forth in a separation and distribution agreement between us and Oil States. Under the separation and distribution agreement, the distribution will be effective as of 11:59 p.m., Eastern Time, on _____, 2014, the distribution date. As a result of the spin-off, on the distribution date, each holder of Oil States common stock will receive _____ shares of our common stock for each share of Oil States common stock owned. In order to receive shares of our common stock in the spin-off, an Oil States stockholder must be stockholder at the close of business of the NYSE on _____, 2014, the record date.

On the distribution date, Oil States will release the shares of our common stock to our distribution agent to distribute to Oil States stockholders. For most of these Oil States stockholders, our distribution agent will credit their shares of our common stock to book-entry accounts established to hold their shares of our common stock. Our distribution agent will send these stockholders, including any Oil States stockholder that holds physical share certificates of Oil States common stock and is the registered holder of such shares of Oil States common stock represented by those certificates on the record date, a statement reflecting their ownership of our common stock. Book-entry refers to a method of recording stock ownership in records in which no physical certificates are used. For stockholders who own Oil States common stock through a broker or other nominee, their shares of our common stock will be credited to these stockholders' accounts by the broker or other nominee. It is expected that it will take the distribution agent one to two weeks to electronically issue shares of our common stock to Oil States stockholders or their bank or brokerage firm by way of direct registration in book-entry form. Trading of our stock will not be affected by this delay in issuance by the distribution agent. As further discussed below, we will not issue fractional shares of our common stock in the distribution. Following the spin-off, stockholders whose shares are held in book-entry form may request that their shares of our common stock be transferred to a brokerage or other account at any time.

Oil States stockholders will not be required to make any payment or surrender or exchange their shares of Oil States common stock or take any other action to receive their shares of our common stock. No vote of Oil States stockholders is required or sought in connection with the spin-off, including the restructuring transactions, and Oil States stockholders have no appraisal rights in connection with the spin-off.

Treatment of Fractional Shares

The distribution agent will not distribute any fractional shares of our common stock to Oil States stockholders. Instead, as soon as practicable on or after the distribution date, the distribution agent will aggregate fractional shares of our common stock held by holders of record into whole shares, sell them in the open market at the prevailing market prices and then distribute the aggregate net sale proceeds ratably to Oil States stockholders who would otherwise have been entitled to receive fractional shares of our common stock. The amount of this payment will depend on the prices at which the distribution agent sells the aggregated fractional shares of our common stock in the open market shortly after the distribution date. We will be responsible for any payment of brokerage fees. The amount of these brokerage fees is not expected to be material to us. The receipt of cash in lieu of fractional shares of our common stock will generally result in a taxable gain or loss to the recipient stockholder. Each stockholder entitled to receive cash proceeds from these shares should consult his, her or its own tax advisor as to the stockholder's particular circumstances. The tax consequences of the distribution are described in more detail under "— U.S. Federal Income Tax Consequences of the Spin-Off."

U.S. Federal Income Tax Consequences of the Spin-Off

The following is a summary of the material U.S. federal income tax considerations relating to holders of Oil States common stock as a result of the distribution. This summary is based on the Code, the Treasury Regulations promulgated thereunder and judicial and administrative interpretations thereof, in each case as in effect and available as of the date of this information statement and all of which are subject to differing interpretations that may change at any time, possibly with retroactive effect. Any such change could affect the tax consequences described below.

Except as specifically described below, this summary is limited to holders of Oil States common stock that are U.S. holders (as described below). For purposes of this summary, a U.S. holder is a beneficial owner of Oil States common stock that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust, if (1) a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all of the substantial decisions of such trust or (2) it has a valid election in effect under applicable Treasury regulations to be treated as a U.S. person for U.S. federal income tax purposes.

A non-U.S. holder is a beneficial owner (other than an entity treated as a partnership or other pass-through entity for U.S. federal income tax purposes) of shares of Oil States common stock who is not a U.S. holder.

This summary does not discuss all tax considerations that may be relevant to Oil States shareholders in light of their particular circumstances, nor does it address the consequences to Oil States shareholders subject to special treatment under the U.S. federal income tax laws, such as:

- dealers or traders in securities or currencies;
- banks, financial institutions, or insurance companies;
- regulated investment companies, real estate investment trusts, or grantor trusts;
- certain former citizens or long-term residents of the United States;
- tax-exempt entities;
- traders in securities that elect to use a mark-to-market method of accounting for their securities;
- holders who own shares of our common stock as part of a hedging, integrated, or conversion transaction or a straddle or holders deemed to sell shares of our common stock under the constructive sale provisions of the Code;
- holders who acquired our common stock pursuant to the exercise of employee stock options or otherwise as compensation;
- U.S. holders whose “functional currency” is not the U.S. dollar;
- holders who are subject to alternative minimum tax consequences; or
- partnerships or other pass-through entities and investors in such entities.

This summary does not address the U.S. federal income tax consequences to Oil States shareholders who do not hold Oil States common stock as capital assets. Moreover, this summary does not address any state, local or non-U.S. tax consequences or any estate, gift or other non-income tax consequences.

If a partnership (including an entity treated as a partnership for U.S. federal income tax purposes) holds shares of Oil States common stock, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding shares of Oil States common stock, you should consult your tax advisor.

HOLDERS OF OIL STATES COMMON STOCK SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE SPECIFIC U.S. FEDERAL, STATE AND LOCAL AND NON-U.S. TAX CONSEQUENCES OF THE DISTRIBUTION IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES AND THE EFFECT OF POSSIBLE CHANGES IN LAW THAT MIGHT AFFECT THE TAX CONSEQUENCES DESCRIBED HEREIN.

Tax-free Status of the Distribution

Oil States has requested (i) a private letter ruling substantially to the effect that, among other things, the distribution will qualify under Section 355 of the Code as a tax-free distribution and (ii) an opinion from its tax counsel regarding certain aspects of the spin-off transaction on which the IRS will not rule. Assuming that the distribution qualifies as a tax-free distribution,

- no gain or loss will be recognized by, and no amount will be included in the income of, Oil States stockholders upon their receipt of shares of our common stock in the distribution;
- the basis of an Oil States stockholder in Oil States common stock immediately before the distribution will be allocated between the Oil States common stock held by such holder and our common stock received by such holder in the distribution, in proportion to their relative fair market values at the time of the distribution;
- the holding period of our common stock received by each Oil States stockholder will include the period during which the stockholder held the Oil States common stock on which the distribution is made, provided that the Oil States common stock is held as a capital asset on the distribution date;
- an Oil States stockholder that receives cash in lieu of a fractional share of our common stock generally should recognize taxable gain or loss equal to the difference between the amount of cash received for such fractional share of our common stock and the tax basis allocable to such fractional share interests in our common stock (determined as described above) and such gain will be capital gain or loss if the Oil States common stock on which the distribution is made is held as a capital asset on the distribution date; and
- no gain or loss will be recognized by Oil States upon the distribution of our common stock.

The private letter ruling and tax opinion of counsel will rely on certain facts, assumptions, representations and undertakings from Oil States and us regarding the past and future conduct of the companies' respective businesses and other matters. If any of these facts, assumptions, representations, or undertakings are, or become, incorrect or not otherwise satisfied, Oil States and its stockholders may not be able to rely on the private letter ruling or the opinion of its tax advisor. In addition, an opinion of counsel is not binding on the IRS, so, notwithstanding the opinion of Oil States' tax advisor, the IRS could conclude upon audit that the distribution is taxable if it disagrees with the conclusions in the opinion or for other reasons. There can be no assurance that the IRS or the courts will not challenge the qualification of the distribution as a tax-free transaction under Section 355 of the Code or that such challenge would not prevail.

Even if the distribution otherwise qualifies as tax-free, Oil States or its affiliates may recognize taxable gain under Section 355(e) of the Code if there are one or more acquisitions (including issuances) of either our stock or the stock of Oil States, representing 50% or more, measured by vote or value, of the then-outstanding stock of either corporation, and the acquisition or acquisitions are deemed to be part of a plan or series of related transactions that include the distribution. Any such acquisition of our stock within two years before or after the distribution (with exceptions, including public trading by less-than-five percent stockholders and certain compensatory stock issuances) generally will be presumed to be part of such a plan unless Oil States can rebut that presumption. If Oil States recognizes gain under Section 355(e), it would result in a significant U.S. federal income tax liability to Oil States (although the distribution would generally be tax-free to Oil States stockholders), and, under some circumstances, the tax sharing agreement would require us to indemnify Oil States for such tax liability. See “—Indemnification” and “Arrangements Between Oil States and Our Company—Tax Sharing Agreement.”

Material U.S. Federal Income Tax Consequences of the Distribution to U.S. Holders

Distribution of SpinCo Stock

The discussion above under “—Tax-Free Status of the Distribution” applies to U.S. holders if the distribution qualifies as tax-free under Section 355 of the Code.

If the distribution of shares of our common stock does not qualify under Section 355, then each U.S. holder of Oil States receiving shares of our common stock in the distribution generally would be treated as receiving a distribution in an amount equal to the fair market value of such shares (including fractional shares in lieu of which such holder receives cash) of our common stock. This generally would result in the following consequences to the U.S. holder:

- first, a taxable dividend to the extent of such U.S. holder's pro rata share of Oil States' current and accumulated earnings and profits;
- second, any amount that exceeds Oil States' earnings and profits would be treated as a nontaxable return of capital to the extent of such U.S. holder's tax basis in its shares of Oil States' common stock; and
- third, any remaining amount would be taxed as capital gain.

In addition, Oil States would recognize a taxable gain equal to the excess of the fair market value of our common stock distributed over Oil States' adjusted tax basis in such stock, and, under certain circumstances, the tax sharing agreement would require us to indemnify Oil States for such tax liability. See "—Indemnification" and "Arrangements Between Oil States and Our Company—Tax Sharing Agreement."

Cash in Lieu of Fractional Shares

Assuming the distribution qualifies as a tax-free distribution for U.S. federal income tax purposes, a U.S. holder who receives cash in lieu of our common stock in connection with the distribution generally will recognize capital gain or loss measured by the difference between the cash received for such fractional share of our common stock and the holder's tax basis that would be allocated to such fractional share. Any such capital gain would be long term capital gain, assuming that the U.S. holder has held all of its Oil States common stock for more than one year. If the distribution does not qualify as a tax-free distribution, then the same rule will apply, but the U.S. holder's basis in the fractional share of our stock will be its fair market value at the time of the distribution.

Information Reporting and Backup Withholding

A U.S. holder that receives a taxable distribution of our common stock or payment of cash in lieu of a fractional share of our common stock made in connection with the distribution may be subject to information reporting and backup withholding. A U.S. holder may avoid backup withholding if such holder provides proof of an applicable exemption or a correct taxpayer identification number, and otherwise complies with the requirements of the backup withholding rules. Backup withholding does not constitute an additional tax, but is merely an advance payment that may be refunded or credited against a holder's U.S. federal income tax liability, provided the required information is timely supplied to the IRS.

Material U.S. Federal Income Tax Consequences of the Distribution to Non-U.S. Holders

Distribution of SpinCo Stock

Provided that the distribution qualifies as a tax-free distribution for U.S. federal income tax purposes, non-U.S. holders receiving stock in the distribution will not be subject to U.S. federal income tax on any gain realized on the receipt of our common stock so long as (1) Oil States' common stock is considered regularly traded on an established securities market and (2) such non-U.S. holder beneficially owns five percent or less of Oil States' common stock at all times during the shorter of the five-year period ending on the distribution date or the non-U.S. holder's holding period, taking into account both actual and constructive ownership under the applicable ownership attribution rules of the Code. Oil States believes that its common stock has been and is regularly traded on an established securities market for U.S. federal income tax purposes.

Any non-U.S. holder that beneficially owns more than five percent of Oil States common stock under the rules described above and receives our common stock will be subject to U.S. federal income tax on any gain realized with respect to its existing Oil States common stock as a result of the distribution if (1) Oil States is treated as a "United States real property holding corporation" ("USRPHC") for U.S. federal income tax purposes at any time during the shorter of the five year period ending on the distribution date or the period during which the non-U.S. holder held such Oil States common stock and (2) we are not a USRPHC immediately following the distribution. In general, either Oil States or we will be a USRPHC at any relevant time described above if 50 percent or more of the fair market value of the respective company's assets constitute "United States real property interests" within the meaning of the Code. We expect to be a USRPHC immediately after the distribution. However, because the determination of whether we are a USRPHC turns on the relative fair market value of our United States real property interests and our other assets, and because the USRPHC rules are complex, we can give no assurance that we will be a USRPHC after the distribution. Any non-U.S. holder that beneficially owns more than five percent of Oil States common stock under the rules described above and receives our common stock will not be subject to U.S. federal income tax on any gain realized with respect to its existing Oil States common stock as a result of the distribution if (a) both we and Oil States are USRPHCs and (b) such non-U.S. holders meet certain procedural and substantive requirements described in such Treasury regulations. Non-U.S. holders should consult their tax advisors to determine if they are more than five percent beneficial owners of Oil States' common stock, or may be more than five percent owners of our common stock under the applicable rules.

If the distribution does not qualify as a tax-free distribution for U.S. federal income tax purposes, then each non-U.S. holder receiving shares of our common stock in the distribution (including fractional shares in lieu of which such holder receives cash) would be subject to U.S. federal income tax at a rate of 30 percent of the gross amount of any such distribution that is treated as a dividend, unless:

- (1) such dividend was effectively connected with the conduct of a trade or business, or, if an income tax treaty applies, is attributable to a permanent establishment or fixed base maintained by the non-U.S. holder within the United States; or
- (2) the non-U.S. holder is entitled to a reduced tax rate with respect to dividends pursuant to an applicable income tax treaty.

Under the first exception, regular graduated federal income tax rates applicable to U.S. persons would apply to the dividend, and, in the case of a corporate non-U.S. holder, a branch profits tax may also apply, as described below. Unless one of these exceptions applies and the non-U.S. holder provides Oil States with an appropriate IRS Form (or Forms) W-8 to claim an exemption from or reduction in the rate of withholding under such exception, Oil States may be required to withhold 30 percent of any distribution of our common stock treated as a dividend to satisfy the non-U.S. holder's U.S. federal income tax liability.

A distribution of our common stock that is not tax-free for U.S. federal income tax purposes could also be treated as a nontaxable return of capital or could trigger capital gain for U.S. federal income tax purposes. A distribution of our common stock that is treated as a nontaxable return of capital is generally not subject to U.S. income tax. Furthermore, such distribution generally is not subject to U.S. withholding tax so long as the common stock of Oil States is regularly traded on an established securities market, which Oil States believes to be the case, and the non-U.S. holder does not beneficially own more than five percent of Oil States' common stock at any time during the shorter of the five year period ending on the distribution date or the period during which the non-U.S. Holder held such Oil States common stock, taking into account the attribution rules described above. A distribution of our common stock triggering capital gain is generally not subject to U.S. federal income taxation subject to the same exceptions described below under "—Cash In Lieu of Fractional Shares," and generally is not subject to U.S. withholding tax subject to the same exception described above for a nontaxable return of capital.

Cash In Lieu of Fractional Shares

Assuming the distribution qualifies as a tax-free distribution, non-U.S. holders generally will not be subject to regular U.S. federal income or withholding tax on gain realized on the receipt of cash in lieu of fractional shares of our common stock received in the distribution, unless:

- (1) the gain is effectively connected with a United States trade or business of the non-U.S. holder or, if an income tax treaty applies, attributable to a permanent establishment or fixed base maintained by the non-U.S. holder within the United States;
- (2) the non-U.S. holder is an individual who is present in the United States for a period or periods aggregating 183 days or more during the taxable year in which the distribution occurs and certain other conditions are met; or
- (3) we are treated as a USRPHC immediately after the distribution, and (i) our common stock is not regularly traded on an established securities market (which we do not believe to be the case), or (ii) if our common stock were regularly traded on an established securities market, the non-U.S. holder beneficially owned more than five percent of our common stock under the rules described above.

If one of the above clauses (1) through (3) applies, the non-U.S. holder generally will recognize capital gain or loss measured by the difference between the cash received for the fractional share of our common stock and the holder's tax basis that would be allocated to such fractional share. Gains realized by a non-U.S. holder described in clause (1) above that are effectively connected with the conduct of a trade or business, or, if an income tax treaty applies, are attributable to a permanent establishment or a fixed base maintained by the non-U.S. holder within the United States generally will be taxed on a net income basis at the graduated rates that are applicable to U.S. persons. In the case of a non-U.S. holder that is a corporation, such income may also be subject to the U.S. federal branch profits tax, which generally is imposed on a foreign corporation upon the deemed repatriation from the United States of effectively connected earnings and profits, currently at a 30 percent rate, unless the rate is reduced or eliminated by an applicable income tax treaty and the non-U.S. holder is a qualified resident of the treaty country. Gains realized by a non-U.S. holder described in clause (2) above generally will be subject to a 30 percent tax from the receipt of cash in lieu of fractional shares (or a lower treaty rate, if applicable), with such gains eligible to be offset by certain U.S.-source capital losses recognized in the same taxable year of the distribution. Non-U.S. holders that meet the circumstances in clause (3) should consult their tax advisors regarding the determination of the amount of gain (if any) that would be subject to U.S. federal income tax. If the distribution does not qualify as a tax-free distribution, then the same rule will apply, but the non-U.S. holder's basis in the fractional share of our stock will be its fair market value at the time of the distribution.

Information Reporting and Backup Withholding

Payments made to non-U.S. holders in the distribution may be subject to information reporting and backup withholding. Non-U.S. holders generally may avoid backup withholding by furnishing a properly executed IRS Form W-8BEN (or other applicable IRS Form W-8) certifying the non-U.S. holder's non-U.S. status or by otherwise establishing an exemption. Backup withholding is not an additional tax. Rather, non-U.S. holders may use amounts withheld as a credit against their U.S. federal income tax liability or may claim a refund of any excess amounts withheld by timely and duly filing a claim for refund with the IRS.

Information Reporting for Significant Stockholders

Current Treasury regulations require a "significant" stockholder (one who immediately before the distribution owns 5% or more (by vote or value) of the total outstanding Oil States common stock) who receives our common stock pursuant to the distribution to attach to such stockholder's U.S. federal income tax return for the year in which the distribution occurs a detailed statement setting forth such data as may be appropriate in order to show the applicability to the distribution of Section 355 of the Code.

Indemnification

Under the tax sharing agreement, we have agreed to indemnify Oil States from liability for any taxes arising from the spin-off to the extent attributable to a breach by us (or any of our subsidiaries) of any of our representations or covenants in the tax sharing agreement, the separation and distribution agreement, or made in connection with the private letter ruling or opinion of counsel. In addition, we have agreed to pay 50% of any taxes arising from the spin-off to the extent that the tax is not attributable to the fault of either party. See "Arrangements Between Oil States and Our Company—Tax Sharing Agreement."

Results of the Spin-Off

After the spin-off, we will be an independent, publicly owned company. Immediately following the spin-off, we expect to have approximately [●] holders of shares of our common stock and approximately [●] million shares of our common stock outstanding, based on the number of stockholders and outstanding shares of Oil States common stock expected as of the record date. The figures assume no exercise of outstanding options and exclude shares of Oil States common stock held directly or indirectly by Oil States, if any. The actual number of shares to be distributed will be determined on the record date and will reflect any exercise of Oil States options between the date the Oil States board of directors declares the dividend for the distribution and the record date for the distribution.

For information regarding options to purchase shares of our common stock that will be outstanding after the distribution, see "Capitalization," "Management" and "Arrangements Between Oil States and Our Company—Employee Matters Agreement."

Before the spin-off, we will enter into several agreements with Oil States to effect the spin-off and provide a framework for our relationship with Oil States after the spin-off. These agreements will govern the relationship between us and Oil States after completion of the spin-off and provide for the allocation between us and Oil States of Oil States' assets, liabilities and obligations. For a more detailed description of these agreements, see "Arrangements Between Oil States and Our Company."

Trading Prior to the Distribution Date

It is anticipated that, on or shortly before the record date and continuing up to and including the distribution date, there will be a "when-issued" market in our common stock. When-issued trading refers to a sale or purchase made conditionally because the security has been authorized but not yet issued. The when-issued trading market will be a market for shares of our common stock that will be distributed to Oil States stockholders on the distribution date. Any Oil States stockholder that owns shares of Oil States common stock at the close of business on the record date will be entitled to shares of our common stock distributed in the spin-off. Oil States stockholders may trade this entitlement to shares of our common stock, without the shares of Oil States common stock they own, on the when-issued market. On the first trading day following the distribution date, we expect when-issued trading with respect to our common stock will end and "regular-way" trading will begin. See "Trading Market."

Following the distribution date, we expect shares of our common stock to be listed on the NYSE under the ticker symbol "[●]" We will announce the when-issued ticker symbol when and if it becomes available.

It is also anticipated that, on or shortly before the record date and continuing up to and including the distribution date, there will be two markets in Oil States common stock: a "regular-way" market and an "ex-distribution" market. Shares of Oil States common stock that trade on the regular-way market will trade with an entitlement to shares of our common stock distributed pursuant to the distribution. Shares that trade on the ex-distribution market will trade without an entitlement to shares of our common stock distributed pursuant to the distribution. Therefore, if shares of Oil States common stock are sold in the regular-way market up to and including the distribution date, the selling stockholder's right to receive shares of our common stock in the distribution will be sold as well. However, if Oil States stockholders own shares of Oil States common stock at the close of business on the record date and sell those shares on the ex-distribution market up to and including the distribution date, the selling stockholders will still receive the shares of our common stock that they would otherwise receive pursuant to the distribution. See "Trading Market."

Treatment of Stock-Based Plans for Current and Former Employees

The treatment of outstanding Oil States options and other equity-based compensation awards has not been finally determined, and we will include information regarding the treatment in an amendment to this information statement.

Incurrence of Debt

Upon the closing of the spin-off, we expect to enter into a \$[●] million, [●]-year credit facility. We have not obtained a financing commitment for the credit facility. Amounts outstanding under the credit facility are initially expected to bear variable-rate interest at [●]%. See "Description of Material Indebtedness."

Conditions to the Spin-Off

We expect that the spin-off will be effective as of 11:59 p.m., Eastern Time, on _____, 2014, the distribution date, provided that the following conditions shall have been satisfied or waived by Oil States:

- SEC will have declared effective our registration statement on Form 10, of which this information statement is a part, under the Exchange Act; no stop order suspending the effectiveness of the registration statement shall be in effect; and no proceedings for such purpose shall be pending before or threatened by the SEC;
- any required actions and filings with regard to state securities and blue sky laws of the U.S. (and any comparable laws under any foreign jurisdictions) will have been taken and, where applicable, have become effective or been accepted;
- the SpinCo common stock will have been authorized for listing on the NYSE, or another national securities exchange approved by SpinCo, subject to official notice of issuance;
- Oil States shall have received a private letter ruling to the effect that, among other things, the spin-off will qualify as a transaction that is tax-free for U.S. federal income tax purposes under Sections 355 and 368(a)(1)(D) of the Code, and such private letter ruling shall not have been revoked or modified in any material respect;
- Oil States shall have received an opinion of its tax counsel, in form and substance acceptable to Oil States and which shall remain in full force and effect, as to certain matters affecting the tax treatment of the Spin-off on which the IRS will not rule;
- no order, injunction, decree or regulation issued by any court or agency of competent jurisdiction or other legal restraint or prohibition preventing consummation of the distribution will be in effect;
- any government approvals and other material consents necessary to consummate the distribution will have been obtained and be in full force and effect.

The fulfillment of the foregoing conditions will not create any obligations on Oil States' part to effect the distribution, and the Oil States board of directors has reserved the right, in its sole discretion, to abandon, modify or change the terms of the distribution, including by accelerating or delaying the timing of the consummation of all or part of the distribution, at any time prior to the distribution date.

TRADING MARKET

Market for Our Common Stock

There has been no public market for our common stock. An active trading market may not develop or may not be sustained. We anticipate that trading of our common stock will commence on a “when-issued” basis on or shortly before the record date and continue through the distribution date. When-issued trading refers to a sale or purchase made conditionally because the security has been authorized but not yet issued. When-issued trades generally settle within four trading days after the distribution date. If you own shares of Oil States common stock at the close of business on the record date, you will be entitled to shares of our common stock distributed pursuant to the spin-off. You may trade this entitlement to shares of our common stock, without the shares of Oil States common stock you own, on the when-issued market. On the first trading day following the distribution date, any when-issued trading with respect to our common stock will end and “regular-way” trading will begin. We intend to list our common stock on the NYSE under the ticker symbol “[●]” We will announce our when-issued trading symbol when and if it becomes available.

It is also anticipated that, on or shortly before the record date and continuing up to and including the distribution date, there will be two markets in Oil States common stock: a “regular-way” market and an “ex-distribution” market. Shares of Oil States common stock that trade on the regular-way market will trade with an entitlement to shares of our common stock distributed pursuant to the distribution. Shares that trade on the ex-distribution market will trade without an entitlement to shares of our common stock distributed pursuant to the distribution. Therefore, if you sell shares of Oil States common stock in the regular-way market up to and including the distribution date, you will be selling your right to receive shares of our common stock in the distribution. However, if you own shares of Oil States common stock at the close of business on the record date and sell those shares on the ex-distribution market up to and including the distribution date, you will still receive the shares of our common stock that you would otherwise receive pursuant to the distribution.

We cannot predict the prices at which our common stock may trade before the spin-off on a “when-issued” basis or after the spin-off. Those prices will be determined by the marketplace. Prices at which trading in our common stock occurs may fluctuate significantly. Those prices may be influenced by many factors, including anticipated or actual fluctuations in our operating results or those of other companies in our industry, investor perception of our company and the accommodations industry, market fluctuations and general economic conditions. In addition, the stock market in general has experienced extreme price and volume fluctuations that have affected the performance of many stocks and that have often been unrelated or disproportionate to the operating performance of these companies. These are just some factors that may adversely affect the market price of our common stock. See “Risk Factors—Risks Related to Our Common Stock.”

Transferability of Shares of Our Common Stock

The shares of our common stock that you will receive in the distribution will be freely transferable, unless you are considered an “affiliate” of ours under Rule 144 under the Securities Act of 1933, as amended (the “Securities Act”). Persons who can be considered our affiliates after the spin-off generally include individuals or entities that directly, or indirectly through one or more intermediaries, control, are controlled by, or are under common control with, us, and may include certain of our officers and directors. In addition, individuals who are affiliates of Oil States on the distribution date may be deemed to be affiliates of ours. We estimate that our directors and executive officers, who may be considered “affiliates” for purposes of Rule 144, will beneficially own approximately [●] shares of our common stock immediately following the distribution. See “Security Ownership of Certain Beneficial Owners and Management” included elsewhere in this information statement for more information. Our affiliates may sell shares of our common stock received in the distribution only:

- under a registration statement that the SEC has declared effective under the Securities Act; or
- under an exemption from registration under the Securities Act, such as the exemption afforded by Rule 144.

In general, under Rule 144 as currently in effect, an affiliate will be entitled to sell, within any three-month period commencing 90 days after the date the registration statement, of which this information statement is a part, is declared effective, a number of shares of our common stock that does not exceed the greater of:

- 1.0% of our common stock then outstanding; or
- the average weekly trading volume of our common stock on the NYSE during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale.

Rule 144 also includes notice requirements and restrictions governing the manner of sale. Sales may not be made under Rule 144 unless certain information about us is publicly available.

In the future, we may adopt new stock option and other equity-based award plans and issue options to purchase shares of our common stock and other stock-based awards. We currently expect to file a registration statement under the Securities Act to register shares to be issued under these stock plans. Shares issued pursuant to awards after the effective date of the registration statement, other than shares issued to affiliates, generally will be freely tradable without further registration under the Securities Act.

Except for our common stock distributed in the distribution, none of our equity securities will be outstanding on or immediately after the spin-off and there are no registration rights agreements existing with respect to our common stock.

DIVIDEND POLICY

Following the spin-off, we intend to commence the payment of cash dividends on our common stock, subject to our compliance with applicable law, and depending on, among other things, our results of operations, financial condition, level of indebtedness, capital requirements, business prospects and other factors that our board of directors may deem relevant. In addition, our ability to pay dividends may be limited by covenants in our revolving credit facility. Future agreements may also limit our ability to pay dividends. See “Description of Material Indebtedness.”

CAPITALIZATION

The following table sets forth (i) our historical capitalization as of September 30, 2013, and (ii) our adjusted capitalization assuming the distribution, the incurrence of debt and other matters (as discussed in “The Spin-Off”) was effective as of September 30, 2013. The table should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the historical combined and pro forma combined financial statements and accompanying notes included elsewhere in this Information Statement.

	As of September 30,	
	2013 Actual	2013 As Adjusted
	(Unaudited)	
	(dollars in millions)	
Debt Outstanding		
Short-term debt	\$ —	\$ —
Long-term debt to affiliates	346.6	—
Long-term debt to third-parties	—	771.0
Total debt	346.6	771.0
Stockholders’ Equity		
Common stock		
Par value	—	[*]
Additional paid-in capital	—	1,136.8*
Oil States International, Inc. net investment	1,545.0	—
Accumulated other comprehensive loss	(3.1)	(3.1)
Noncontrolling interest	1.4	1.4
Total Net Investment/Stockholders’ Equity	1,543.3	1,135.1
Total Capitalization	\$ 1,889.9	\$ 1,906.1

* A portion of the distribution adjustment to additional paid-in capital will be allocated to common stock once the distribution ratio has been determined.

UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

The unaudited pro forma combined financial statements of the Accommodations Business of Oil States consist of the unaudited pro forma combined statements of income for the nine months ended September 30, 2013 and for the year ended December 31, 2012 and an unaudited pro forma combined balance sheet as of September 30, 2013. The unaudited pro forma combined financial statements should be read in conjunction with “Capitalization,” “Selected Historical Combined Financial Data,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Other Related Party Transactions” and our historical combined financial statements included elsewhere in this Information Statement.

The unaudited pro forma combined financial statements have been derived from our historical combined financial statements included in this Information Statement and are not intended to be a complete presentation of our financial position or results of operations had the transactions contemplated by the spin-off and related agreements occurred as of and for the periods indicated. In addition, they are provided for illustrative and informational purposes only and are not necessarily indicative of our future results of operations or financial condition as an independent, publicly traded company. The pro forma adjustments are based upon available information and assumptions that management believes are reasonable, that reflect the expected impacts of events directly attributable to the spin-off and related transaction agreements, and that are factually supportable, and for purposes of the statement of income, are expected to have a continuing impact on us. However, such adjustments are subject to change based on the finalization of the terms of the spin-off and related agreements.

The unaudited pro forma combined statements of income for the nine months ended September 30, 2013 and for the year ended December 31, 2012 reflects our results as if the spin-off and related transactions described below had occurred on January 1, 2012. The unaudited pro forma combined balance sheet as of September 30, 2013 reflects our results as if the spin-off and related transactions described below had occurred as of such date.

The unaudited pro forma combined financial statements give effect to the following:

- the contribution by Oil States to us, pursuant to the spin-off, of all the assets and liabilities that comprise our business;
- our anticipated post-spin-off capital structure, including (i) the issuance of up to approximately [●] million shares of our common stock to holders of Oil States common shares (this number of shares is based upon the number of Oil States common shares outstanding on September 30, 2013 and an assumed distribution ratio of [●] shares of OIS Accommodations SpinCo Inc. common stock for every one share of Oil States common stock held on the record date) and (ii) the incurrence of \$771.0 million of indebtedness to fund an estimated transfer to Oil States of \$750.0 million through a return of capital and/or a dividend. We anticipate that the cash distribution to Oil States will be within a range of \$650.0 million to \$850.0 million and have used the mid-point of that range for the purposes of the pro forma adjustment. The final distribution amount has not yet been determined; and
- the settlement of intercompany account balances between us and Oil States including the contribution to us of our existing long term debt to affiliates, which is currently held by Oil States.

The operating expenses reported in our historical combined statements of income include allocations of certain Oil States costs. These costs include allocation of Oil States corporate costs, shared services, and other operating and administration costs that benefit us. In connection with the spin-off, we expect to enter into a transition services agreement, tax sharing agreement and employee matters agreement with Oil States. See “Arrangements Between Oil States and Our Company.” We do not expect that the incremental costs associated with the agreements will be materially higher than the allocations described above, as such, no further pro forma adjustment have been made. However, the unaudited pro forma condensed combined financial statements do not reflect all of the costs of operating as a stand-alone public company which are estimated to be in the range of \$17.0 million to \$20.0 million, before-tax, annually.

We currently estimate that Oil States will incur \$15.0 million to \$20.0 million of transaction costs related to the spin-off, excluding refinancing costs. As of December 31, 2013, Oil States had already incurred approximately \$5.0 million of these transaction costs. We have not adjusted the accompanying unaudited pro forma combined statements of income for these estimated costs as the costs are not expected to be allocated to us or to have an ongoing impact on our operating results. We expect all of these costs to be paid for and expensed by Oil States.

We anticipate that SpinCo will also incur transition costs related to becoming a separate, public company within 18 months of the spin-off. These costs primarily relate to the following:

- accounting, tax, legal and other professional costs pertaining to the spin-off and establishing us as a stand-alone public company;
- compensation, such as modifications to certain bonus and equity awards, upon completion of the spin-off;
- relocation costs;
- recruiting and relocation costs associated with hiring key senior management personnel new to our company;
- costs related to establishing our new brand in the marketplace; and
- costs to separate information systems.

Due to the scope and complexity of these activities, the amount of these costs could increase or decrease materially and the timing of incurrence could change.

PRO FORMA COMBINED BALANCE SHEET
AS OF SEPTEMBER 30, 2013
(Unaudited)

	<u>Historical(a)</u>	<u>Financing Adjustments for Distribution</u>	<u>Distribution and Other Adjustments (in millions)</u>	<u>Pro Forma for the Financing and Distribution</u>
ASSETS				
Current assets:				
Cash	\$ 157.2	\$ 750.0 (b)	\$ (750.0) (e)	\$ 157.2
Accounts receivable, net	181.1			181.1
Inventories	23.8			23.8
Prepaid expenses and other current assets	8.3			8.3
Total current assets	<u>370.4</u>			<u>370.4</u>
Property, plant and equipment, net	1,353.4			1,353.4
Goodwill, net	271.1			271.1
Other intangible assets, net	81.3			81.3
Other noncurrent assets	21.1	16.2 (c)		37.3
Total assets	<u>\$ 2,097.3</u>			<u>\$ 2,113.5</u>
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$ 49.7			\$ 49.7
Accrued liabilities	39.4			39.4
Income taxes	2.1			2.1
Deferred revenue	22.8			22.8
Other current liabilities	0.2			0.2
Total current liabilities	<u>114.2</u>			<u>114.2</u>
Long-term debt to affiliates	346.6		(346.6) (f)	—
Long-term debt to third-parties	—	771.0 (b)		771.0
Deferred income taxes	84.9			84.9
Other noncurrent liabilities	8.3			8.3
Total liabilities	<u>554.0</u>			<u>978.4</u>
Equity:				
Common stock	—		[*] (g)	—
Additional paid-in capital	—		1,136.8* (g)	1,136.8
Parent company investment	1,545.0	(4.8) (c)	(1,540.2) (g)	—
Accumulated other comprehensive loss	(3.1)			(3.1)
Total Parent company equity	<u>1,541.9</u>			<u>1,133.7</u>
Total equity - noncontrolling interests	1.4			1.4
Total equity	<u>1,543.3</u>			<u>1,135.1</u>
Total liabilities and stockholders' equity	<u>\$ 2,097.3</u>			<u>\$ 2,113.5</u>

See accompanying Notes to the Unaudited Pro Forma Combined Financial Statements

* A portion of the distribution adjustment to additional paid-in capital will be allocated to common stock once the distribution ratio has been determined.

PRO FORMA COMBINED STATEMENT OF INCOME
NINE MONTHS ENDED SEPTEMBER 30, 2013
(Unaudited)

	<u>Historical(a)</u>	<u>Financing Adjustments for Distribution</u>	<u>Distribution and Other Adjustments(b)</u>	<u>Pro Forma for the Financing and Distribution</u>
		(in millions, except per share data)		
Revenue	\$ 782.6			\$ 782.6
Cost of goods and services	415.1			415.1
Operating expenses:				
Selling, general & administrative expenses	50.4			50.4
Depreciation and amortization expense	124.5			124.5
Other operating income	(3.2)			(3.2)
Total operating expenses	171.7			171.7
Operating income	195.8			195.8
Interest expense, net	(17.6)	(17.4) (d)	14.3 (f)	(20.7)
Loss on extinguishment of debt	(1.2)			(1.2)
Other income	3.8			3.8
Income before income taxes	180.8			177.7
Income tax provision	(43.3)	6.1 (h)		(37.2)
Net income	137.5			140.5
Less: Net income attributable to noncontrolling interests	1.1			1.1
Net income attributable to Accommodations Business of Oil States International, Inc.	<u>\$ 136.4</u>			<u>\$ 139.4</u>
Earnings Per Share:				
Basic				[●] (j)
Diluted				[●] (j)
Weighted-Average Shares Outstanding				
Basic				[●] (j)
Diluted				[●] (j)

See accompanying Notes to the Unaudited Pro Forma Combined Financial Statements

PRO FORMA COMBINED STATEMENT OF INCOME
FISCAL YEAR ENDED DECEMBER 31, 2012
(in millions, except per share data)

	<u>Historical(a)</u>	<u>Financing Adjustments for Distribution (unaudited)</u> (in millions, except per share data)	<u>Distribution and Other Adjustments(b)</u> (unaudited)	<u>Pro Forma for the Financing and Distribution (unaudited)</u>
Revenue	\$ 1,108.9			\$ 1,108.9
Cost of goods and services	552.4			552.4
Operating expenses:				
Selling, general & administrative expenses	64.2			64.2
Depreciation and amortization expense	139.0			139.0
Other operating expense	0.4			0.4
Total operating expenses	<u>203.6</u>			<u>203.6</u>
Operating income	352.9			352.9
Interest expense, net	(26.2)	(25.1) (d)	20.5 (f)	(30.8)
Other income	3.5			3.5
Income before income taxes	330.2			325.6
Income tax provision	(84.3)	8.8 (h)		(75.5)
Net income	245.9			250.1
Less: Net income attributable to noncontrolling interests	1.2			1.2
Net income attributable to Accommodations Business of Oil States International, Inc.	\$ 244.7			\$ 248.9
Earnings Per Share:				
Basic				[•] (j)
Diluted				[•] (j)
Weighted-Average Shares Outstanding				
Basic				[•] (j)
Diluted				[•] (j)

See accompanying Notes to the Unaudited Pro Forma Combined Financial Statements

NOTES TO THE UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

- (a) Our historical combined financial statements reflect the historical financial position and results of operations of the accommodations business of Oil States.
- (b) Reflects incurrence of \$771.0 million of indebtedness, which consists of borrowings under our anticipated revolving credit facility. The expected debt balance at the time of the distribution was determined by senior management based on a review of a number of factors including expected credit ratings, forecasted liquidity and capital requirements, expected operating results and general economic conditions.

Proceeds from new indebtedness at September 30, 2013	\$	771.0
Less: Cash payments for debt issuance costs (footnote c)		(21.0)
Net cash proceeds	\$	<u>750.0</u>

- (c) The adjustment assumes the capitalization of debt issuance costs of \$21.0 million which will be amortized on a straight-line basis over the term of the credit facility, which approximates the effective interest method. Included in the historical combined balance sheet are historical deferred debt issuance costs related to existing revolving credit facilities in Australia and Canada as of September 30, 2013 totaling \$4.8 million which are assumed to be expensed as we expect to replace these existing facilities in connection with the spin-off. The resulting net adjustment is \$16.2 million.
- (d) Represents the incremental interest expense related to the additional debt expected to be incurred upon the spin-off, assuming an annual interest rate of 3.0% on total indebtedness of \$771.0 million. The interest rates for pro forma purposes are based on assumptions of the rates to be effective on the completion of the spin-off. A one-eighth percent change in assumed interest rates for our additional debt would have a pro forma impact of \$1.0 million annually and a \$0.7 million impact on the nine month period. The following chart provides the detail for the pro forma adjustment to interest expense for the financing adjustments.

	Nine months ended September 30, 2013	Year ended December 31, 2012
Interest expense related to new debt (\$771.0 million of indebtedness at an assumed annual interest rate of 3.0%)	\$ (17.3)	\$ (23.1)
Non-cash interest expense related to amortization of pro forma deferred debt issuance costs (footnote c)	(3.2)	(4.2)
Eliminate non-cash interest expense related to pre spin-off deferred debt issuance costs	3.1	2.2
Total adjustment	<u>\$ (17.4)</u>	<u>\$ (25.1)</u>

- (e) Reflects the estimated cash distribution to Oil States of \$750.0 million. We anticipate that the cash distribution to Oil States will be within a range of \$650.0 million to \$850.0 million and have used the mid-point of that range for the purposes of the pro forma adjustment. The final distribution amount has not yet been determined.
- (f) Reflects the contribution of debt to affiliates in connection with the spin-off. The associated interest expense to affiliates of \$14.3 million for the nine month period ending September 30, 2013 and \$20.5 million for the year ended December 31, 2012 is eliminated in the pro forma combined statements of income as a distribution adjustment. The elimination of interest expense to affiliates does not have an impact on the pro forma consolidated tax provision.
- (g) Adjustment reflects the pro forma recapitalization of our equity. As of the Distribution Date, Oil States' net investment in our business will be exchanged to reflect the spin-off of our common stock to Oil States' shareholders and to reflect the par value of approximately [●] million outstanding shares of common stock having a par value of \$0.01 per share. We have assumed the number of outstanding shares of common stock based on the number of Oil States common shares outstanding at [●], which would result in approximately [●] million shares being distributed to holders of Oil States common shares, at an assumed distribution ratio of [●] shares of SpinCo common stock for every one share of Oil States common stock held on the record date.

Parent company investment at September 30, 2013	\$	1,545.0
Write off of historical debt issuance costs (footnote c)		(4.8)
Net adjustment to "Parent company investment" associated with the distribution		1,540.2
Contribution by Oil States of affiliated debt (footnote f)		346.6
Distribution to Oil States (footnote e)		(750.0)
Adjustment for par value of common stock		[*]
Adjustment to additional paid-in capital	\$	<u>1,136.8</u>

* A portion of the distribution adjustment to additional paid-in capital will be allocated to common stock once the distribution ratio has been determined

- (h) The provision for income taxes reflected in our historical combined financial statements was determined as if the accommodations business filed separate, stand-alone income tax returns in each relevant jurisdiction. Our effective tax rate reflects the historical assumption that we do not intend to repatriate non-United States earnings. The statutory rates in Canada and Australia are 25% and 30%, respectively. The pro forma adjustments were determined assuming U.S. borrowings and using the statutory rate for the U.S. of 35% in the respective tax periods presented.

- (i) Pro forma basic earnings per share and pro forma weighted-average basic shares outstanding are based on the weighted average number of Oil States common shares outstanding in the first nine months of 2013 and for the year ended December 31, 2012, adjusted for an assumed distribution ratio of [●] shares of SpinCo common stock for every one share of Oil States common stock held on the record date

- (j) Pro forma diluted earnings per share and pro forma weighted-average diluted shares outstanding reflect potential common shares from Oil States equity participation plan in which our employees participate based on the distribution ratio. While the actual future impact will depend on various factors, we believe the estimate yields a reasonable approximation of the future diluted impact of the accommodations business equity plans.

SELECTED HISTORICAL COMBINED FINANCIAL DATA

The following tables present the selected historical combined financial information of the accommodations business. The term “accommodations business” refers to Oil States’ historical accommodations segment reflected in its historical combined financial statements discussed herein and included elsewhere in this information statement. The balance sheet data as of December 31, 2012 and 2011 and the statement of income data for each of the years ended December 31, 2012, 2011 and 2010 are derived from our audited financial statements included elsewhere in this information statement. The balance sheet data as of September 30, 2013 and the statement of income data for the nine months ended September 30, 2013 and September 30, 2012 are derived from our unaudited interim financial statements included elsewhere in this information statement. The balance sheet data as of December 31, 2010, 2009 and 2008 and the statement of income data for each of the years ended December 31, 2009 and 2008 are derived from our accounting records.

The selected historical combined financial information presented below should be read in conjunction with our combined financial statements and accompanying notes, “Unaudited Pro Forma Combined Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this information statement. The financial information may not be indicative of our future performance and does not necessarily reflect that the financial position and results of operations would have been had we operated as a separate, stand-alone entity during the periods presented, including changes that will occur in our operations as a result of our spin-off from Oil States.

	Nine Months Ended September 30,		For the year ended December 31,				
	2013	2012	2012	2011	2010	2009	2008
Statement of Income Data:							
Revenues	\$ 782,627	\$ 836,101	\$ 1,108,875	\$ 864,701	\$ 537,690	\$ 481,402	\$ 427,130
Operating income	195,777	281,937	352,929	242,159	141,459	138,106	118,608
Net income attributable to Accommodations Business of Oil States International, Inc.	\$ 136,423	\$ 198,306	\$ 244,721	\$ 168,505	\$ 97,514	\$ 98,047	\$ 79,256

	As of September 30, 2013	2012	2011	2010	2009	2008
	Balance Sheet Data:					
Total assets	\$ 2,097,280	\$ 2,132,925	\$ 1,799,894	\$ 1,487,462	\$ 573,699	\$ 496,440
Long-term debt to affiliates	346,614	358,316	350,530	230,944	—	—
Long-term debt to third-parties	—	123,497	126,972	183,822	—	61,244

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis contains "forward-looking statements" that are based on management's current expectations, estimates and projections about our business operations. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements as a result of numerous factors, including the known material factors set forth in "Risk Factors." You should read the following discussion and analysis together with our Combined Financial Statements and the notes to those statements included elsewhere in this information statement.

The Separation and Spin-Off

On July 30, 2013, Oil States announced that its board of directors had authorized management to pursue the spin-off of its Accommodations business into a standalone, publicly traded company. The proposed spin-off is expected to be executed through a tax free distribution to Oil States shareholders. Oil States intends to distribute, on a pro rata basis, shares of SpinCo common stock to the Oil States shareholders as of the record date of the spin-off. Upon completion of the spin-off, Oil States and SpinCo will each be independent, publicly traded companies and will have separate public ownership, boards of directors and management. The completion of the spin-off will be subject to, among other things, final approval of the Oil States board of directors and the receipt of a private letter ruling from the IRS which affirms the tax free nature of the spin-off.

The combined financial statements included in this information statement have been prepared in connection with the spin-off and reflect the combined results of operations, financial position and cash flows of the Accommodations Business of Oil States as if it had operated on a stand-alone basis for all periods presented. All material intercompany transactions between SpinCo and Oil States and all material intercompany accounts within SpinCo have been eliminated. Historically, Oil States has provided services to and funded certain expenses for SpinCo. The combined statements of income reflect expense allocations for these functions, which include: (1) finance, legal, risk management, tax, treasury, information technology, human resources and certain other shared services; (2) certain employee benefits; and (3) share-based compensation. The combined statements do not include all of the actual expenses that would have been incurred had SpinCo been an independent, stand-alone company during the periods presented.

Macroeconomic Environment

We provide workforce accommodation to the natural resource industry in Canada, Australia and the U.S. Demand for our services can be attributed to two phases of our customers' projects: (1) the development or construction phase and (2) the operations or production phase. Initial demand for our services is driven by our customers' capital spending programs related to the construction and development of oil sands and coal mines and associated infrastructure as well as the exploration for oil and natural gas. Long term demand for our services is driven by continued development and expansion of natural resource production and operation of oil sands refining facilities. Industry capital spending programs are generally based on the long-term outlook for commodity prices, economic growth and estimates of resource production. As a result, demand for our products and services is largely sensitive to expected commodity prices, principally related to crude oil, met coal and, to a lesser extent, natural gas.

In Canada, Western Canadian Select (WCS) crude is the benchmark price for our oil sands accommodations' customers. Pricing for WCS is driven by several factors. A significant factor affecting WCS pricing is the underlying price for WTI. As WTI prices have improved over the past few years with the global economic recovery, WCS prices have also improved. Another significant factor affecting WCS pricing has been transportation. Historically, WCS has traded at a discount to WTI, or "WCS Basis Differential," due to transportation costs and limited capacity to move growing Canadian crude oil production to U.S. refineries. Depending on the extent of pipeline capacity availability, the WCS Basis Differential has varied. With the increase in global oil prices and increased transportation capacity from the oil sands region due to rail and barge alternatives, the absolute price of WCS has increased and the WCS Basis Differential has decreased. WCS prices in the third quarter of 2013 averaged \$83.10 per barrel compared to \$76.10 per barrel in the third quarter of 2012. However, the WCS Basis Differential widened substantially from below \$15 per barrel to \$26 per barrel as of February 7, 2014, as production increased and demand from U.S. refineries declined due to maintenance requirements. Should the price of WTI decline or the WCS Basis Differential widen further, our oil sands customers' may delay additional investments or reduce their spending in the oil sands region.

Given the historical volatility of WTI crude prices and the WCS Basis Differential, there remains a risk that prices in the oil sands could deteriorate going forward due to slowing growth rates in China, fiscal and financial uncertainty in the U.S. and various European countries, potentially negative effects on economic growth in the U.S. due to automatic government spending cuts and a prolonged level of relatively high unemployment in the U.S. and other advanced economies. However, if the global supply of oil and global inventory levels were to decrease due to government instability in a major oil-producing nation and energy demand continues to increase in countries such as China, India and the U.S., we could see continued and/or additional increases in WTI crude prices which coupled with an improvement in takeaway capacity from the oil sands could improve WCS pricing. This, in turn, could lead to our oil sands customers increasing their investments in oil sands production. Conversely, if WCS crude prices continue to experience a significant discount to WTI crude, our oil sands customers' may have an incentive to delay additional investments in their oil sands assets.

Natural gas prices and WTI crude oil pricing, discussed above, have an impact on the demand for our U.S. accommodations. Prices for natural gas in the United States improved during the first nine months of 2013, largely due to above average storage withdrawals in response to colder than normal weather, continued elevated demand for natural gas for electric power generation, lower net imports from Canada and higher industrial demand. However, natural gas prices continue to be weak relative to prices experienced in 2006 through 2008 due to the rise in production from unconventional natural gas resources in North America, specifically onshore shale production, resulting from the broad application of horizontal drilling and hydraulic fracturing techniques. Any increases in the supply of natural gas, whether the supply comes from conventional or unconventional production or associated gas production from oil wells, could constrain prices for natural gas for an extended period and result in fewer rigs drilling for gas in the near-term. Lower rig counts typically impact our mobile fleet in the United States. However, SAGD development utilizes natural gas and lower natural gas prices could have a positive impact on this activity in Canada. Natural gas prices traded at \$3.38 per Mcf as of February 7, 2014.

Our Australian villages in the Bowen Basin primarily serve coal mines in that region. Met coal pricing and growth in production in the region is influenced by levels of steel production. Because Chinese steel production has been growing at a slower pace than that experienced in 2010 and early 2011, Chinese demand for imported steel inputs such as met coal and iron ore decreased during the first nine months of 2013 compared to the first nine months of 2012. Met coal prices have decreased materially from over \$200/metric ton at the beginning of 2012 to approximately \$150/metric ton at September 30, 2013. Depressed met coal prices have led to the implementation of cost control measures by our customers, some coal mine closures and delays in the start-up of new coal mining projects in Australia. A continued depressed met coal price will impact our customers' future capital spending programs. However, steel consumption per capita in China is less than one-third of the amount installed in the US economy, suggesting a favorable outlook for Chinese steel production and met coal demand over a longer horizon.

Recent WTI crude, WCS crude, Queensland hard coking coal and natural gas pricing trends are as follows:

Quarter ended	Average Price ⁽¹⁾			
	WTI Crude (per bbl)	WCS Crude (per bbl)	Hard Coking Coal (per ton)	Henry Hub Natural Gas (per mcf)
9/30/2013	\$ 105.83	\$ 83.10	\$ 142.21	\$ 3.55
6/30/2013	94.05	77.48	149.94	4.02
3/31/2013	94.33	66.86	167.71	3.49
12/31/2012	88.01	61.34	156.79	3.40
9/30/2012	92.17	76.75	187.88	2.88
6/30/2012	93.38	73.53	216.49	2.29
3/31/2012	102.85	75.82	212.20	2.44
12/31/2011	94.03	81.56	236.69	3.32
9/30/2011	89.71	75.05	296.24	4.12
6/30/2011	102.51	84.72	315.74	4.37
3/31/2011	93.93	72.43	327.03	4.18

(1) Source: WTI crude and natural gas prices from U.S. Energy Information Administration (EIA), and WCS crude prices and Queensland hard coking coal index from Bloomberg.

Overview

Demand for our services is primarily tied to the long-term outlook for crude oil and met coal prices. Other factors that can affect our business and financial results include the general global economic environment and regulatory changes in the U.S., Canada, Australia and in other markets.

Generally, our customers are making multi-billion dollar investments to develop their prospects, which have estimated reserve lives of ten years to in excess of thirty years. Consequently, these investments are dependent on those customers' longer-term view of commodity demand and prices. Oil sands development and production activity has increased over the past several years and has had a positive impact on our Canadian business. Recent announcements of new and expanded oil sands projects can create the opportunity to extend existing accommodations contracts and incremental contracts for us in Canada. For example, in the third quarter of 2012, we were awarded a ten-year contract in support of future operations personnel working on the Kearl Project, one of the Canadian oil sands potentially largest mining operations. In addition, several major and national oil companies have announced acquisitions and joint ventures to develop oil sands leases or other acquisitions of oil sands exposure that should bode well for future oil sands investment and, as a result, demand for oil sands accommodations. However, given the WCS discount to WTI, several oil sands customers have announced the deferral of new oil sands projects, which could negatively affect our ability to expand our oil sands room count or our occupancy levels in the near term.

We expanded our Australian room capacity in 2012 and the first nine months of 2013 to meet increasing demand, notably in the Bowen Basin in Queensland and in the Gunnedah Basin in New South Wales to support coal production, and in Western Australia to support LNG and other energy-related projects. In early 2013, a confluence of low met coal pricing, additional carbon and mining taxes on our Australian customers and several years of cost inflation caused several of our customers to delay or reduce their growth plans. This has negatively affected our ability to expand our room count and to maintain or increase occupancy levels. It has also caused one of our customers to renegotiate contracts to reduce their forward room commitments beginning in March 2014 in return for termination compensation beginning in March 2014.

Exchange rates between the U.S. dollar and the Canadian dollar and between the U.S. dollar and the Australian dollar influence our U.S. reported financial results. Our business has historically derived a vast majority of its revenues and operating income in Canada and Australia. These revenues and profits are translated into U.S. dollars for U.S. GAAP financial reporting purposes. For the year ended December 31, 2012, average U.S. dollar and Canadian and Australian dollar exchange rates were comparable with a less than 1% change over average exchange rates in 2011. However during 2013, particularly at year end, we saw a strengthening U.S. dollar compared to both the Canadian and Australian dollars. During 2013, the Canadian and Australian dollars weakened 7% and 15%, respectively, relative to the U.S. dollar. A strong U.S. dollar is generally viewed positively for our Australian customers as they typically receive U.S. dollar denominated payment for their commodities with expenses denominated in Australian dollars.

While global demand for oil and natural gas are significant factors influencing our business generally, certain other factors also influence our business, such as the pace of worldwide economic growth.

We continue to monitor the global economy, the demand for crude oil, met coal and natural gas and the resultant impact on the capital spending plans and operations of our customers in order to plan our business. Our capital expenditures in 2012 totaled \$314 million compared to 2011 capital expenditures of \$349 million.

Consolidated Results of Operations (in millions)

	Nine Months Ended September 30,				Twelve Months Ended December 31,				Variance		
	2013	2012	Variance 2013 vs. 2012		2012	2011	Variance 2012 vs. 2011		2010	Variance 2011 vs. 2010	
			\$	%			\$	%		\$	%
Revenues											
Canada	\$ 535.8	\$ 535.7	\$ 0.1	<1%	\$ 717.2	\$ 579.9	\$ 137.3	24%	\$ 496.0	\$ 83.9	17%
Australia	191.5	205.5	(14.0)	(7%)	276.2	197.1	79.1	40%	0.0	197.1	0%
United States	55.3	94.9	(39.6)	(42%)	115.5	87.7	27.8	32%	41.7	46.0	110%
Total	\$ 782.6	\$ 836.1	\$ (53.5)	(6%)	\$ 1,108.9	\$ 864.7	\$ 244.2	28%	\$ 537.7	\$ 327.0	61%
Cost of sales											
Canada	\$ 301.8	\$ 283.9	\$ 17.9	6%	\$ 386.9	\$ 334.4	\$ 52.5	16%	\$ 298.5	\$ 35.9	12%
Australia	73.4	77.7	(4.3)	(6%)	104.6	74.0	30.6	41%	0.0	74.0	0%
United States	40.0	47.1	(7.1)	(15%)	60.9	48.0	12.9	27%	15.9	32.1	202%
Total	\$ 415.2	\$ 408.7	\$ 6.5	2%	\$ 552.4	\$ 456.4	\$ 96.0	21%	\$ 314.4	\$ 142.0	45%
Gross profit											
Canada	\$ 234.0	\$ 251.8	\$ (17.8)	(7%)	\$ 330.3	\$ 245.5	\$ 84.8	35%	\$ 210.0	\$ 35.5	17%
Australia	118.1	127.8	(9.7)	(8%)	171.6	123.1	48.5	39%	0.0	123.1	0%
United States	15.3	47.8	(32.5)	(68%)	54.6	39.7	14.9	38%	13.3	26.4	199%
Total	\$ 367.4	\$ 427.4	\$ (60.0)	(14%)	\$ 556.5	\$ 408.3	\$ 148.2	36%	\$ 223.3	\$ 185.0	83%
Operating income											
Canada	\$ 146.2	\$ 176.5	\$ (30.3)	(17%)	\$ 226.4	\$ 162.3	\$ 64.1	40%	\$ 143.4	\$ 18.9	13%
Australia	54.7	76.8	(22.1)	(29%)	99.2	63.2	36.0	57%	0.0	63.2	0%
United States	2.8	34.7	(31.9)	(92%)	31.4	19.6	11.8	60%	6.6	13.0	197%
Other	(7.9)	(6.1)	(1.8)	30%	(4.1)	(2.9)	(1.2)	41%	(8.5)	5.6	(66%)
Total	\$ 195.8	\$ 281.9	\$ (86.1)	(31%)	\$ 352.9	\$ 242.2	\$ 110.7	46%	\$ 141.5	\$ 100.7	71%

NINE MONTHS ENDED SEPTEMBER 30, 2013 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2012

We reported net income for the nine months ended September 30, 2013 of \$136.4 million. These results compare to net income of \$198.3 million reported for the nine months ended September 30, 2012, including a gain of \$17.9 million from a favorable contract settlement reported in our U.S. accommodations segment.

Revenues. Combined revenues decreased \$53.5 million, or 6%, in the first nine months of 2013 compared to the first nine months of 2012.

Our Canadian segment reported revenues in the first nine months of 2013 that were \$0.1 million above the first nine months of 2012. The increase in Canadian accommodations revenue primarily resulted from a 9% increase in the average number of available lodge rooms and was offset by a 2% weakening of the Canadian dollar relative to the U.S. over the time frame and a 7% reduction in Revenue per Available Rooms (RevPAR) in our lodges.

Our Australian segment reported revenues in the first nine months of 2013 that were \$14.0 million, or 7%, below the first nine months of 2012. Increased revenue at our Coppabella and Narrabri villages due to room additions as well as contributions from our new Karratha village were offset by lower utilization at our Middlemount and Calliope villages. Additionally, the exchange rate between the U.S. dollar and Australian dollar resulted in a 5% year over year reduction in revenue; and the Australian dollar has weakened 5% further since September 30, 2013. Within Australia, the average number of available rooms increased by 18%, but unfavorable exchange rate movements and reduced utilization of our rooms in Calliope, Kambalda and Middlemount contributed to a decrease in RevPAR of 19%.

Our U.S. segment reported revenues in the first nine months of 2013 that were \$39.6 million, or 42%, below the first nine months of 2012. The decrease in U.S. accommodations revenue primarily resulted from poor weather in the Bakken region, a weaker U.S. land drilling market, which is served by our mobile accommodations assets, as well as a surplus of available room capacity in the U.S. market. Additionally, 2012 results included \$18.3 million in revenue from a favorable contract settlement reported during the first quarter of 2012.

Cost of Sales and Service. Our combined cost of sales increased \$6.5 million, or 2%, in the first nine months of 2013 compared to the first nine months of 2012 primarily due to increased room capacity in Canada, partially offset by lower manufacturing costs. Our gross margin as a percentage of revenues decreased from 51% in the first nine months of 2012 to 47% in the first nine months of 2013 primarily due to the favorable contract settlement reported in our U.S. accommodations segment in the first nine months of 2012. Excluding the favorable contract settlement, our gross margin as a percentage of revenues would have been 50% in the first nine months of 2012. The decrease in gross margin as a percentage of revenues from the adjusted 50% in the first nine months of 2012 to 47% in the first nine months of 2013 was primarily due to lower contracted rates in Canada.

Our Canadian segment cost of sales increased \$17.9 million, or 6%, in the first nine months of 2013 compared to the first nine months of 2012 due primarily to increased room capacity at Henday and Conklin lodges as well as the start-up of Anzac Lodge. Our Canadian segment gross margin as a percentage of revenues fell from 47% in the first nine months of 2012 to 44% in the first nine months of 2013.

Our Australian segment cost of sales decreased \$4.3 million, or 6%, in the first nine months of 2013 compared to the first nine months of 2012 primarily due to a weaker Australian dollar and lower occupancy partially offset by an increased room capacity of 17%. Our Australian accommodations segment gross margin as a percentage of revenues was flat at 62% in the first nine months of 2013 compared to the first nine months of 2012.

Our U.S. segment cost of sales decreased \$7.1 million, or 15%, in the first nine months of 2013 compared to the first nine months of 2012 primarily due to lower revenues in the segment. Our U.S. accommodations segment gross margin as a percentage of revenues decreased from 50% in the first nine months of 2012, which was heavily influenced by \$17.9 million in gross profit due to a favorable contract settlement, to 28% in the first nine months of 2013. Excluding the settlement, gross margin for the first nine months in the U.S. would have been 39%. The year over year variance is primarily due to lower utilization of our rooms due to a reduced rig count and weather related issues in the Bakken as well as reduced pricing due to high levels of competition. U.S. accommodations are driven by shorter-term and spot contracts and, therefore, have more exposure to reduced activity due to commodity price changes.

Selling, General and Administrative Expenses. Selling, general and administrative (SG&A) expense increased \$3.0 million, or 6%, in the first nine months of 2013 compared to the first nine months of 2012 primarily due to increased bad debt expense, professional fees, rent, employee-related costs and advertising and trade show expenses, partially offset by the weakening of the Australian and Canadian dollars to U.S. dollar exchange rates in 2013 compared to 2012.

Depreciation and Amortization. Depreciation and amortization expense increased \$26.7 million, or 27%, in the first nine months of 2013 compared to the first nine months in 2012 primarily due to capital expenditures made in Canadian lodges and Australian villages during 2012 and 2013.

Operating Income. Consolidated operating income decreased \$86.1 million, or 31%, in the first nine months of 2013 compared to the first nine months of 2012 primarily due to the favorable contract settlement reported in our U.S. accommodations segment in 2012, the lower RevPAR in Canada, lower occupancy levels in Australia, increased depreciation expense on accommodations assets and lower utilization for our U.S. accommodations assets, partially offset by the increase in average available rooms in 2013 compared to 2012 and the gain of \$4.0 million from a reduction in the fair value of a liability associated with contingent acquisition consideration in our U.S. accommodations segment.

Interest Expense and Interest Income. Net interest expense, including interest expense and income to/from affiliates, decreased by \$1.3 million, or 7%, in the first nine months of 2013 compared to the first nine months of 2012 primarily due to decreased interest expense on the Canadian dollar-denominated long-term debt with affiliates as a result of the weakening of the Canadian dollar to U.S. dollar exchange rate in 2013 compared to 2012. Interest income increased as a result of increased cash balances in interest bearing accounts.

Loss on Extinguishment of Debt. During the second quarter of 2013, \$1.2 million of deferred financing costs, representing the remaining unamortized balance of deferred financing costs associated with our Canadian term loan, was expensed due to its repayment in full.

Income Tax Expense. Our income tax provision for the first nine months of 2013 totaled \$43.4 million, or 24% of pretax income, compared to income tax expense of \$65.9 million, or 25% of pretax income, for the same period in 2012. The effective tax rates for the nine months ended September 30, 2013 and 2012, respectively, are lower than U.S. statutory rates due to a lower proportion of U.S. income which is taxed at higher statutory rates. Statutory corporate, federal tax rates in Canada and Australia were 25% and 30%, respectively, in both 2013 and 2012.

YEAR ENDED DECEMBER 31, 2012 COMPARED TO YEAR ENDED DECEMBER 31, 2011

We reported net income for the year ended December 31, 2012 of \$244.7 million including a pre-tax gain of \$17.9 million from a favorable contract settlement reported in our U.S. accommodations segment. These results compare to net income for the year ended December 31, 2011 of \$168.5 million.

We reported revenues in 2012 that were \$244.2 million, or 28%, above 2011. The increase in revenue primarily resulted from expanded room capacity in Canada and Australia along with \$17.9 million in revenue from a favorable contract settlement reported in our U.S. accommodations segment during the first quarter of 2012. Revenues, average available rooms and RevPAR for our lodges and villages increased 35%, 23% and 10%, respectively, in 2012 compared to 2011.

Revenues. Combined revenues increased \$244.2 million, or 28%, in 2012 compared to 2011.

Our Canadian segment reported revenues in 2012 that were \$137.3 million, or 24%, above 2011. The increase in revenue primarily resulted from expanded room capacity at our Henday, Wapasu, Beaver River and Athabasca lodges. Average available rooms and RevPAR for our lodges increased 19% and 12%, respectively, in 2012 compared to 2011.

Our Australian segment reported revenues in 2012 that were \$79.1 million, or 40%, above 2011. The increase in revenue primarily resulted from expanded room capacity at our Calliope, Coppabella, Dysart and Moranbah villages. Average available rooms and RevPAR for our villages increased 29% and 8%, respectively, in 2012 compared to 2011.

Our U.S. segment reported revenues in 2012 that were \$27.8 million, or 32%, above 2011. The increase in accommodations revenue primarily resulted from stronger utilization of our mobile asset fleet along with \$18.3 million in revenue from a favorable contract settlement reported during the first quarter of 2012.

Cost of Sales and Service. Our combined cost of sales increased \$96.0 million, or 21%, in 2012 compared to 2011. This cost of sales increase was primarily related to the increase in available rooms. Our combined gross margin as a percentage of revenues increased from 47% in 2011 to 50% in 2012 primarily due to a 10% increase in RevPAR for lodges and villages in 2012 compared to 2011. The increase in the RevPAR in 2012 compared to 2011 was primarily due to increased occupancy levels.

Our Canadian segment cost of sales increased \$52.5 million, or 16%, in 2012 compared to 2011 primarily due to increased revenues and room capacity at our Heday, Wapasu, Beaver River and Athabasca lodges. Our Canadian segment gross margin as a percentage of revenues increased from 42% in 2011 to 46% in 2012 primarily due to a 12% increase in RevPAR for lodges in 2012 compared to 2011. The increase in the RevPAR in 2012 compared to 2011 was primarily due to increased occupancy levels.

Our Australian accommodations segment cost of sales increased \$30.6 million, or 41%, in 2012 compared to 2011 primarily due to increased revenues. Our Australian accommodations segment gross margin as a percentage of revenues stayed constant at 62% from 2011 to 2012 as an 8% increase in RevPAR was offset by cost inflation in 2012 compared to 2011.

Our U.S. accommodations segment cost of sales increased \$12.9 million, or 27%, in 2012 compared to 2011 primarily due to increased revenues and increased capacity in our open camp room count. Our U.S. accommodations segment gross margin as a percentage of revenues increased from 45% in 2011 to 47% in 2012 primarily due to a favorable contract settlement in 2012 compared to 2011.

Selling, General and Administrative Expenses. Selling, general and administrative (SG&A) expense increased \$9.8 million, or 18%, in 2012 compared to 2011 primarily due to increased employee-related costs related to higher total headcount.

Depreciation and Amortization. Depreciation and amortization expense increased \$28.3 million, or 26%, in 2012 compared to 2011 primarily due to capital expenditures made during 2011 and 2012 largely related to investments in our Canadian and Australian lodges and villages.

Operating Income. Consolidated operating income increased \$110.7 million, or 46%, in 2012 compared to 2011 primarily as a result of an increase in operating income from our Canadian operations of \$64.1 million, or 40%, due to expanded room capacity and higher Australian operating income of \$36.0 million, or 57%, along with the favorable contract settlement reported in our U.S. accommodations segment.

Interest Expense and Interest Income. Net interest expense, including interest expense and income to/from affiliates, increased \$6.1 million, or 31%, in 2012 compared to 2011 primarily due to increased outstanding debt levels with affiliates. Interest income decreased as a result of lower interest rates, partially offset by increased cash balances in interest bearing accounts.

Income Tax Expense. Our income tax provision for 2012 totaled \$84.3 million, or 26% of pretax income, compared to income tax expense of \$55.1 million, or 25% of pretax income, for 2011. The effective tax rates for the years ended December 31, 2012 and 2011, respectively, are comparable and are lower than U.S. statutory rates because of lower foreign tax rates. Statutory corporate, federal tax rates in Canada were 25% and 26%, respectively, in 2012 and 2011. The statutory corporate, federal tax rate in Australia was 30% in both 2012 and 2011.

YEAR ENDED DECEMBER 31, 2011 COMPARED TO YEAR ENDED DECEMBER 31, 2010

We reported net income for the year ended December 31, 2011 of \$168.5 million. These results compare to net income of \$97.5 million reported for the year ended December 31, 2010.

Revenues. Combined revenues increased \$327.0 million, or 61%, in 2011 compared to 2010. The increase in the combined revenues includes contributions from the acquisition of The MAC, completed in December 2010, totaling \$197.1 million. Excluding The MAC, revenue in 2011 increased \$129.9 million, or 24% from 2010.

Our Canadian segment reported revenues in 2011 that were \$83.9 million, or 17%, above 2010. The increase in accommodations revenue primarily resulted from increased revenues from expanded room capacity at our Wapasu Creek lodge. Average available rooms and RevPAR for our lodges increased 30% and 8%, respectively, in 2011 compared to 2010.

Our U.S. segment reported revenues in 2011 that were \$46.0 million, or 52%, above 2010. The increase in accommodations revenue primarily resulted from contributions from the acquisition of Mountain West, completed in December 2010.

Cost of Sales and Service. Our consolidated cost of sales increased \$142.0 million, or 45%, in 2011 compared to 2010. This cost of sales increase was directly related to the increase in revenue and related costs from the acquisition of The MAC and Mountain West. Our consolidated gross margin as a percentage of revenues increased from 42% in 2010 to 47% in 2011 primarily due to contributions from The MAC and an increase in RevPAR for lodges in 2011 compared to 2010. The increase in the RevPAR in 2011 compared to 2010 was primarily due to increased occupancy levels.

Our Canadian segment cost of sales increased \$35.9 million, or 12%, in 2011 compared to 2010 primarily due to increased revenues and room capacity our Wapasu Creek lodge. Our Canadian segment gross margin as a percentage of revenues increased from 41% in 2010 to 42% in 2011 primarily due to an 8% increase in RevPAR for lodges in 2011 compared to 2010.

Our U.S. accommodations segment cost of sales increased \$32.1 million, or 20%, in 2011 compared to 2010 primarily due to contributions from our acquisition of Mountain West completed in late 2010. Our U.S. accommodations segment gross margin as a percentage of revenues decreased slightly in 2011 to 45% from 46% in 2010.

Selling, General and Administrative Expenses. Selling, general and administrative (SG&A) expense increased \$24.9 million, or 85%, in 2011 compared to 2010 primarily due to increased contributions from the acquisition of The MAC and Mountain West. In addition, the increase was due to employee-related costs related to an increase in total headcount and office expenses.

Depreciation and Amortization. Depreciation and amortization expense increased \$65.0 million, or 142%, in 2011 compared to 2010 primarily due to capital expenditures made during 2011 and contributions related to the acquisitions of The MAC and Mountain West.

Operating Income. Consolidated operating income increased \$100.7 million, or 71%, in 2011 compared to 2010 primarily as a result of a \$63.2 million increase in operating income from our acquisition of The MAC. The remaining increase of \$37.5 million was due to expanded room capacity, contributions from the expansion of our Wapasu Creek site in Canada and contributions related to the acquisition of Mountain West.

Interest Expense and Interest Income. Net interest expense, including interest expense and income to/from affiliates, increased by \$18.8 million, or 1,577%, in 2011 compared to 2010 primarily due to increased outstanding debt levels with affiliates related to the acquisition of The MAC, along with increased interest expense on our Canadian and Australian revolvers and Canadian term loan. Interest income increased as a result of lower interest rates, partially offset by increased cash balances in interest bearing accounts.

Income Tax Expense. Our income tax provision for 2011 totaled \$55.1 million, or 25% of pretax income, compared to income tax expense of \$41.7 million, or 30% of pretax income, for 2010. The effective tax rates for the years ended December 31, 2011 and 2010, respectively, are comparable and are lower than U.S. statutory rates because of lower foreign tax rates. The effective tax rates in 2011 decreased from 2010 due to higher foreign-sourced income which is taxed at lower statutory rates. Statutory corporate, federal tax rates in Canada were 26% and 28%, respectively, in 2011 and 2010. The statutory corporate, federal tax rate in Australia was 30% in both 2011 and 2010.

Liquidity and Capital Resources

Our primary liquidity needs are to fund capital expenditures, which in the past have included expanding and improving our accommodations, developing new lodges and villages, purchasing or leasing land under our land banking strategy and for general working capital needs. In addition, capital has been used to repay debt, repay intercompany borrowings and fund strategic business acquisitions. Historically, our primary sources of funds have been cash flow from operations, credit facilities in Australia and Canada and liquidity provided by Oil States.

Cash totaling \$432.7 million was provided by operations during the year ended December 31, 2012 compared to cash totaling \$283.5 million provided by operations during the year ended December 31, 2011. The increase in operating cash flow in 2012 was primarily due to increases in average available rooms and higher occupancy levels in both Canada and Australia. During the year ended December 31, 2012, changes in working capital generated \$33.0 million of cash flow compared to \$15.1 million used to fund working capital for the year ended December 31, 2011. Cash totaling \$263.8 million was provided by operations during the nine month period ended September 30, 2013 compared to cash totaling \$299.8 million provided by operations during the nine months ended September 30, 2012. During the first nine months of 2013 and 2012, \$9.0 million and \$9.5 million, respectively, was used to fund working capital.

Cash was used in investing activities during the years ended December 31, 2012 and 2011 in the amounts of \$305.7 million and \$346.7 million, respectively. Capital expenditures totaled \$314.0 million and \$348.5 million during the years ended December 31, 2012 and 2011, respectively. Capital expenditures in both years consisted principally of construction and installation of assets for our lodges and villages primarily in support of Canadian oil sands projects and Australian mining production and development projects. Cash was used in investing activities during the nine months ended September 30, 2013 and September 30, 2012 in the amounts of \$228.4 million and \$204.6 million, respectively. Capital expenditures totaled \$234.8 million and \$208.2 million during the nine months ended September 30, 2013 and 2012, respectively. Capital expenditures in both years consisted principally of construction and installation of assets for our lodges and villages primarily in support of Canadian oil sands projects and Australian mining production and development.

The table below delineates historical capital expenditures split between development spending on our lodges and villages, land banking spending, mobile and open camp spending and other capital expenditures. We classify capital expenditures for rooms and central facilities at our lodges and villages as development capital expenditures. Land banking spending consists of land acquisition and initial permitting or zoning costs. Other capital expenditures in the table below relate to routine capital spending for support equipment, upgrades to infrastructure at our lodge and village properties and spending related to our manufacturing facilities among other items.

Based on management's judgment of asset classifications, we believe the following table represents the components of capital expenditures for the nine months ended September 30, 2013 and 2012 as well as the years ended December 31, 2012, 2011 and 2010 (in millions):

	Nine Months Ended September 30,		Year Ended December 31,		
	2013	2012	2012	2011	2010
Development	\$ 84.7	\$ 125.5	\$ 164.1	\$ 250.3	\$ 88.1
Land banking	11.4	5.6	7.9	4.8	0.0
Mobile/open camp	86.6	45.1	101.6	48.8	7.9
Other	52.1	32.0	40.4	44.6	11.3
Total capital expenditures	<u>\$ 234.8</u>	<u>\$ 208.2</u>	<u>\$ 314.0</u>	<u>\$ 348.5</u>	<u>\$ 107.3</u>

Development capital expenditures in 2012 were primarily related to the expansion of the Athabasca, Henday and Conklin lodges in Canada and the commencement of Anzac lodge, also in Canada. In Australia, we continued the expansion of the Coppabella, Dysart, Moranbah and Narrabri villages, completed construction of the initial stage of the Karratha village and commenced construction on the Boggabri village. Development capital expenditures in 2011 were primarily related to the expansion of Wapasu Creek Lodge and initial construction of the Henday Lodge, both located in Canada. Development spending in Australia, included expansion at the Coppabella, Dysart, Moranbah and Middlemount villages and commencement of the initial construction of the Karratha, Narrabri and Calliope villages. Development spending in 2013 was primarily related to the expansion of the Beaver River and Conklin lodges, and completion of the initial rooms at Anzac lodge in Canada. In 2013, we also completed the initial phase of construction at Boggabri village in Australia.

Capital spending on mobile camp units and open camps in 2012 was primarily related to additions to our well site and Canadian mobile camp assets as well as our open camp locations in Three Rivers, Texas; Estevan, Saskatchewan; and Red Earth, Alberta. Mobile and open camp spending in 2011 was primarily related to additions to our Canadian mobile camp assets. Open and mobile camp spending in 2013 was primarily related to additions to our Canadian mobile camp assets as well as spending on our Boundary open camp in Saskatchewan and open camp locations in Killdeer, ND and Pecos, TX.

We primarily utilize our internal manufacturing capabilities to construct our accommodations properties. We capitalize direct construction, engineering and installation costs and related overhead costs for these assets. In addition, we capitalize interest expense depending on the size and duration of a construction project. Interest expense on the combined statements of income is net of capitalized interest of \$3.5 million, \$5.1 million and less than \$0.1 million, respectively, for the years ended December 31, 2012, 2011 and 2010. Capitalized interest varies year-to-year due to the level of development spending and debt levels outstanding. Interest expense on the combined statements of income is net of capitalized interest of \$0.8 million and \$3.2 million, respectively, for the nine months ended September 30, 2013 and 2012. We currently expect to spend a total of approximately \$100 million to \$125 million for capital expenditures during the remainder of 2013 primarily to expand our Canadian lodges and Australian villages, to develop our lodges and villages and to purchase land for our land banking strategy. We expect to fund these capital expenditures with cash available, internally generated funds and borrowings under our credit facility. The foregoing capital expenditure forecast does not include any funds for strategic acquisitions, which we could pursue depending on the economic environment in our industry and the availability of transactions at prices deemed to be attractive to us. We currently expect to spend a total of approximately \$100 million to \$125 million for capital expenditures during the remainder of 2013 primarily to expand our Canadian and Australian lodges and villages, to develop our lodges and villages and to purchase land for our land banking strategy. We expect to fund these capital expenditures with cash available, internally generated funds and borrowings under U.S., Canadian and Australian credit facilities. The foregoing capital expenditure forecast does not include any funds for strategic acquisitions, which we could pursue depending on the economic environment in our industry and the availability of transactions at prices deemed to be attractive to us.

Net cash of \$1.5 million was generated from financing activities during the year ended December 30, 2012, primarily as a result of \$15.3 million of contributions from Oil States, partially offset by \$14.1 million of term loan and other debt repayments. Net cash of \$69.4 million was generated from financing activities during the year ended December 30, 2012, primarily as a result of \$132.0 million of borrowings from Oil States, partially offset by \$38.1 million of repayments of revolving credit facilities and \$17.2 million of distributions to Oil States. Net cash of \$27.0 million was used in financing activities during the nine months ended September 30, 2013, primarily as a result of the repayment of all amounts outstanding under our Canadian term loan and repayments under our Australian credit facility, partially offset by contributions from Oil States. Net cash of \$9.0 million was used in financing activities during the nine months ended September 30, 2012, primarily as a result of repayments on our Canadian term loan and Australian credit facility, payment of financing costs related to the Australian credit facility and the repayment of the remaining outstanding balance of a note with the former owners of Mountain West, partially offset by contributions from Oil States.

To provide us with additional liquidity following the spin-off, we anticipate that we will enter into a credit facility with availability in Canada, Australia and the U.S, as further described below. Upon the closing of the spin-off, we expect to enter into a \$[●] million, [●]-year credit facility. Borrowings under our credit facility are expected to fund the anticipated cash distribution of \$750.0 million to Oil States at closing as well as for general corporate purposes. We believe that cash on hand, cash flow from operations and available borrowings under our new credit facility will be sufficient to meet our liquidity needs in the coming twelve months. If our plans or assumptions change, or are inaccurate, or if we make further acquisitions, we may need to raise additional capital. Acquisitions have been, and our management believes acquisitions will continue to be, a key element of our business strategy. The timing, size or success of any acquisition effort and the associated potential capital commitments are unpredictable and uncertain. We may seek to fund all or part of any such efforts with proceeds from debt and/or equity issuances. Our ability to obtain capital for additional projects to implement our growth strategy over the longer term will depend upon our future operating performance, financial condition and, more broadly, on the availability of equity and debt financing. Capital availability will be affected by prevailing conditions in our industry, the global economy, the global financial markets and other factors, many of which are beyond our control. In addition, such additional debt service requirements could be based on higher interest rates and shorter maturities and could impose a significant burden on our results of operations and financial condition, and the issuance of additional equity securities could result in significant dilution to stockholders.

Credit Facilities and Long Term Debt. We have historically relied on Oil States for financial support and cash management. Following the spin-off, our capital structure and sources of liquidity will change. Upon the closing of the spin-off, we expect to enter into a \$[●] million, [●]-year credit facility. We have not yet obtained a financing commitment for the credit facility. Amounts outstanding under the credit facility are initially expected to bear variable-rate interest at [●]%. We expect to pay certain customary fees with respect to the credit facility.

We expect that the credit facility will contain customary affirmative and negative covenants that, among other things, will limit or restrict (i) subsidiary indebtedness, liens and fundamental changes to be determined, (ii) asset sales, (iii) margin stock, (iv) specified acquisitions, (v) restrictive agreements, (vi) transactions with affiliates and (vii) investments and other restricted payments, including dividends and other distributions.

Dividends. Following the spin-off, we intend to commence the payment of cash dividends on our common stock, subject to our compliance with applicable law, and depending on, among other things, our results of operations, financial condition, level of indebtedness, capital requirements, business prospects and other factors that our board of directors may deem relevant. In addition, our ability to pay dividends may be limited by covenants in our revolving credit facility. Future agreements may also limit our ability to pay dividends, and we may incur incremental taxes in the United States if we repatriate foreign earnings to pay such dividends. Please see “— Tax Matters.”

Contractual Obligations. The following summarizes our contractual obligations at December 31, 2012, and the effect such obligations are expected to have on our liquidity and cash flow over the next five years (in thousands):

	Payments due by period				
	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Contractual cash obligations					
Total debt, including capital leases ⁽¹⁾	\$ 571,611	\$ 19,565	\$ 142,444	\$ 18,947	\$ 390,655
Purchase obligations	44,519	44,519	-	-	-
Non-cancelable operating lease obligations	52,407	6,535	11,957	9,973	23,942
Asset retirement obligations - expected cash payments	16,350	344	271	904	14,831
Other noncurrent liabilities	4,014	-	4,014	-	-
Total contractual cash obligations	<u>\$ 688,901</u>	<u>\$ 70,963</u>	<u>\$ 158,686</u>	<u>\$ 29,824</u>	<u>\$ 429,428</u>

- (1) Includes interest on fixed-rate debt, but excludes interest on variable-rate debt. Since, we cannot predict with any certainty the amount of interest due on our variable-rate debt due to the expected variability of interest rates and, in the case of our revolving credit facilities, principal amounts outstanding, we do not include this in our obligations. If we assume interest payment amounts are calculated using the outstanding principal balances, interest rates and foreign currency exchange rates as of December 31, 2012 and include applicable commitment fees, estimated interest payments on our variable-rate debt would be \$17.6 million “due in less than one year”, \$34.1 million “due in one to three years”, \$10.5 million “due in three to five years” and \$31.4 million “due in more than five years.” In the case of our outstanding term loans, applicable principal pay down amounts have been reflected in the interest payment calculations. See Note 8 to the Combined Financial Statements included in this information statement for additional information on our credit facilities.

Our debt obligations at December 31, 2012 are included in our combined balance sheet, which is a part of our Combined Financial Statements included in this Form 10. We have not entered into any material leases subsequent to December 31, 2012.

Due to the uncertainty with respect to the timing of future cash flows associated with our uncertain tax positions at December 31, 2012, we are unable to make reasonably reliable estimates of the period of cash settlement with the respective taxing authorities.

Effects of Inflation

Our revenues and results of operations have not been materially impacted by inflation in the past three fiscal years.

Off-Balance Sheet Arrangements

As of December 31, 2012, we had no off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

Tax Matters

Our primary deferred tax assets at December 31, 2012, are related to deductible goodwill and other intangibles, our asset retirement obligation and foreign tax credit carryforwards. The foreign tax credits will expire in varying amounts after 2019.

In the future, we may determine that it is advisable to repatriate foreign earnings from Canada and Australia. Should we do so, we will be subject to incremental taxes in the U.S., thereby increasing our overall effective tax rate.

There are a number of legislative proposals to change the United States tax laws related to multinational corporations. In Australia, proposed changes to tax laws could negatively impact the deductibility of the interest expense on our intercompany debt. Should these changes take effect, our effective tax rate in Australia would increase. These proposals are in various stages of discussion. It is not possible at this time to predict how these proposals would impact our business or whether they could result in increased tax costs.

Critical Accounting Policies

Our Combined Financial Statements included in this Form 10 have been prepared in accordance with accounting principles generally accepted in the United States (GAAP), which require that management make numerous estimates and assumptions. Actual results could differ from those estimates and assumptions, thus impacting our reported results of operations and financial position. The critical accounting policies and estimates described in this section are those that are most important to the depiction of our financial condition and results of operations and the application of which requires management’s most subjective judgments in making estimates about the effect of matters that are inherently uncertain. We describe our significant accounting policies more fully in Note 2 to Audited Combined Financial Statements included in this Form 10.

We have contingent liabilities and future claims for which we have made estimates of the amount of the eventual cost to liquidate these liabilities or claims. These liabilities and claims sometimes involve threatened or actual litigation where damages have been quantified and we have made an assessment of our exposure and recorded a provision in our accounts to cover an expected loss. Other claims or liabilities have been estimated based on their fair value or our experience in these matters and, when appropriate, the advice of outside counsel or other outside experts. Upon the ultimate resolution of these uncertainties, our future reported financial results will be impacted by the difference between our estimates and the actual amounts paid to settle a liability. Examples of areas where we have made important estimates of future liabilities include future consideration due sellers as a result of the terms of a business combination, litigation, taxes, interest, insurance claims, contract claims and obligations and asset retirement obligations.

Tangible and Intangible Assets, including Goodwill

Our goodwill totaled \$295.1 million, or 14%, of our total assets, as of December 31, 2012. Our other intangible assets totaled \$97.6 million, or 5%, of our total assets, as of December 31, 2012. The assessment of impairment of long-lived assets, including intangibles, is conducted whenever changes in the facts and circumstances indicate a loss in value has occurred. Indicators of impairment might include persistent negative economic trends affecting the markets we serve, recurring losses or lowered expectations of future cash flows expected to be generated by our assets. The determination of the amount of impairment would be based on quoted market prices, if available, or upon our judgments as to the future operating cash flows to be generated from these assets throughout their estimated useful lives. Our industry is cyclical and our estimates of the period over which future cash flows will be generated, as well as the predictability of these cash flows and our determination of whether a decline in value of our investment has occurred, can have a significant impact on the carrying value of these assets and, in periods of prolonged down cycles, may result in impairment losses.

We evaluate goodwill for impairment at the reporting unit level. Each segment of the Accommodations business represents a separate reporting unit, and all three of our reporting units have goodwill. We evaluate each reporting unit at least annually or on an interim basis, if an indicator of impairment was determined to occur, as defined in current accounting standards regarding goodwill to assess goodwill for potential impairment. As part of the goodwill impairment analysis, current accounting standards give us the option to first perform a qualitative assessment to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount, including goodwill. If it is determined that it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, then performing the currently prescribed two-step impairment test is unnecessary. In developing a qualitative assessment to meet the “more-likely-than-not” threshold, each reporting unit with goodwill on its balance sheet is assessed separately and different relevant events and circumstances are evaluated for each unit. If it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then the prescribed two-step impairment test is performed. Current accounting standards also give us the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. In 2012, we chose to bypass the qualitative assessment for all of its reporting units with goodwill remaining and perform the two-step impairment test. In performing the two-step impairment test, we estimate the implied fair value (“IFV”) of each reporting unit and compare the IFV to the carrying value of such unit. Because none of our reporting units has a publically quoted market price, we must determine the value that willing buyers and sellers would place on the reporting unit through a routine sale process (a Level 3 fair value measurement). In our analysis, we target an IFV that represents the value that would be placed on the reporting unit by market participants, and value the reporting unit based on historical and projected results throughout a cycle, not the value of the reporting unit based on trough or peak earnings. We utilize, depending on circumstances, trading multiples analyses, discounted projected cash flow calculations with estimated terminal values and acquisition comparables to estimate the IFV. The IFV of our reporting units is affected by future oil, coal and natural gas prices, anticipated spending by our customers, and the cost of capital. If the carrying amount of a reporting unit exceeds its IFV, goodwill is considered to be potentially impaired and additional analysis in accordance with current accounting standards is conducted to determine the amount of impairment, if any. In 2012, our quantitative assessment indicated that the fair value of each of our reporting units is greater than its carrying amount.

Revenue and Cost Recognition

Revenues are recognized based on a periodic (usually daily), or room rate or when the services are rendered. Revenues are recognized in the period in which services are provided pursuant to the terms of Accommodations' contractual relationships with its customers. In some contracts, revenue may vary over the contract term. In these cases, revenue may be deferred and recognized on a straight-line basis over the contract term. Revenue from the sale of products, not accounted for utilizing the percentage-of-completion method, is recognized when delivery to and acceptance by the customer has occurred, when title and all significant risks of ownership have passed to the customer, collectability is probable and pricing is fixed and determinable. Our product sales terms do not include significant post-delivery obligations. For significant projects, revenues are recognized under the percentage-of-completion method, measured by the percentage of costs incurred to date compared to estimated total costs for each contract (cost-to-cost method). Billings on such contracts in excess of costs incurred and estimated profits are classified as deferred revenue. Costs incurred and estimated profits in excess of billings on percentage-of-completion contracts are recognized as unbilled receivables. Management believes this method is the most appropriate measure of progress on large contracts. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Factors that may affect future project costs and margins include weather, production efficiencies, availability and costs of labor, materials and subcomponents. These factors can significantly impact the accuracy of Accommodations' estimates and materially impact Accommodations' future reported earnings. Revenues exclude taxes assessed based on revenues such as sales or value added taxes.

Cost of services includes labor, food, utilities, cleaning supplies and other costs associated with operating the accommodations facilities. Cost of goods sold includes all direct material and labor costs and those costs related to contract performance, such as indirect labor, supplies, tools and repairs. Selling, general, and administrative costs are charged to expense as incurred.

Valuation Allowances

Our valuation allowances, especially related to potential bad debts in accounts receivable involve reviews of underlying details of these assets and known trends in the marketplace. If market conditions are less favorable than those projected by management, or if our historical experience is materially different from future experience, additional allowances may be required.

Estimation of Useful Lives

The selection of the useful lives of many of our assets requires the judgments of our operating personnel as to the length of these useful lives. Our judgment in this area is influenced by our historical experience in operating our assets, technological developments and expectations of future demand for the assets. Should our estimates be too long or short, we might eventually report a disproportionate number of losses or gains upon disposition or retirement of our long-lived assets. We believe our estimates of useful lives are appropriate.

Stock-Based Compensation

Our historic stock-based compensation is based on participating in the Oil States 2001 Equity Participation Plan (Plan). Our disclosures reflect only our employees' participation in the Plan. Since the adoption of the accounting standards regarding share-based payments, we are required to estimate the fair value of stock compensation made pursuant to awards under the Plan. An initial estimate of the fair value of each stock option or restricted stock award determines the amount of stock compensation expense we will recognize in the future. To estimate the value of stock option awards under the Plan, we have selected a fair value calculation model. We have chosen the Black Scholes Merton "closed form" model to value stock options awarded under the Plan. We have chosen this model because our option awards have been made under straightforward vesting terms, option prices and option lives. Utilizing the Black Scholes Merton model requires us to estimate the length of time options will remain outstanding, a risk free interest rate for the estimated period options are assumed to be outstanding, forfeiture rates, future dividends and the volatility of our common stock. All of these assumptions affect the amount and timing of future stock compensation expense recognition. We will continually monitor our actual experience and change assumptions for future awards as we consider appropriate.

Income Taxes

We follow the liability method of accounting for income taxes in accordance with current accounting standards regarding the accounting for income taxes. Under this method, deferred income taxes are recorded based upon the differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws in effect at the time the underlying assets or liabilities are recovered or settled.

When our earnings from foreign subsidiaries are considered to be indefinitely reinvested, no provision for U.S. income taxes is made for these earnings. If any of the subsidiaries have a distribution of earnings in the form of dividends or otherwise, the Company would be subject to both U.S. income taxes (subject to an adjustment for foreign tax credits) and withholding taxes payable to the various foreign countries.

In accordance with current accounting standards, we record a valuation allowance in each reporting period when management believes that it is more likely than not that any deferred tax asset created will not be realized. Management will continue to evaluate the appropriateness of the valuation allowance in the future based upon our operating results.

In accounting for income taxes, we are required by the provisions of current accounting standards regarding the accounting for uncertainty in income taxes, to estimate a liability for future income taxes. The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. We recognize liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. If we ultimately determine that payment of these amounts is unnecessary, we reverse the liability and recognize a tax benefit during the period in which we determine that the liability is no longer necessary. We record an additional charge in our provision for taxes in the period in which we determine that the recorded tax liability is less than we expect the ultimate assessment to be.

Our results have been reported in the consolidated tax return of Oil States. We have determined our U.S. income taxes in the combined financial statements by assuming our results are excluded from the consolidated return and then comparing consolidated taxable income and taxes due with and then without our results. Canadian and Australian taxes are based on actual tax returns filed by our foreign subsidiaries.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (the FASB), which are adopted by the Company as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's consolidated financial statements upon adoption.

Our Company

We are currently a wholly owned subsidiary of Oil States. Following the spin-off, we will be an independent, publicly traded company without any retained ownership by Oil States. Our assets and operations consist of the existing accommodations business of Oil States in its financial statements.

We are one of the largest integrated providers of long-term and temporary remote site accommodations, logistics and facility management services to the natural resource industry. We operate in some of the world's most active oil, coal, natural gas and iron ore producing regions, including Canada, Australia and the United States. We have established a leadership position in providing a fully integrated service offering to our customers, which include major and independent oil and natural gas companies, mining companies and oilfield and mining service companies. Our integrated Develop, Own and Operate model allows our customers to focus their efforts and resources on their core development and production businesses.



Our scalable modular facilities provide workforce accommodations where, in many cases, traditional infrastructure is not accessible or cost effective. Our services allow for efficient development and production of resources found in locations far away from large communities. We believe that many of the more recently discovered mineral deposits and hydrocarbon reservoirs are in remote locations. We support these facilities by providing lodging, catering and food services, housekeeping, recreation facilities, laundry and facilities management, as well as water and wastewater treatment, power generation, communications and personnel logistics where required. Our premium accommodations services allow our customers to outsource their accommodations needs to a single supplier, while maintaining employee welfare and satisfaction and focus their investment on their core resource production efforts. Our primary focus is on providing premium accommodations to leading natural resource companies at our major properties, which we refer to as lodges in Canada and villages in Australia. We have seventeen lodges and villages in operation, with an aggregate of more than 20,000 rooms. Additionally, in the United States and Canada we have eleven smaller open camp properties as well as a fleet of mobile accommodation assets. In the year ended December 31, 2012, we generated \$1.1 billion in revenue and \$352.9 million in operating income.

We have long-standing relationships with many of our customers, many of whom are large investment grade energy and mining companies. This customer profile provides us with a stable and recurring revenue base.

Demand for our accommodations services generally originates from our customers' projects which can be segmented into two phases: (1) the development or construction phase and (2) the operations phase. Initial demand for our services is primarily driven by our customers' capital spending programs related to the construction and development of oil sands projects, mines and other resource developments including associated resource delineation and infrastructure. Long term demand for our services is driven by the operations of the producing mines, sustaining and maintenance capital spending on existing producing assets, including operational turnarounds, and continued development and expansion of natural resource production. This development and expansion includes the drilling and completion of steam-assisted gravity drainage (SAGD) wells and long-term development of related infrastructure. Industry capital spending programs are generally based on the long-term outlook for commodity prices, economic growth and estimates of resource production. We concentrate our efforts on serving regions that we believe are critical to our customers' operations with long-duration production horizons that we believe will generate strong returns on our deployed capital.

For the nine months ended September 30, 2013, we generated \$782.6 million in revenues and \$195.8 million in operating income. For the twelve months ended December 31, 2012, we generated \$1.1 billion in revenues and \$352.9 million in operating income. The majority of our operations, assets and income are derived from lodge and village facilities which are generally contracted by our customers on a take-or-pay basis over multi-year periods. These facilities are most similar in operation to multi-family real estate assets or lodging properties and generate approximately 75% of our revenue. Important performance metrics include average available rooms, revenue related to our major properties and RevPAR. "Other Revenue," shown below, consists of our revenue related to our open camp facilities and mobile fleet as well as third party sales related to our manufacturing division. The chart below summarizes these key statistics for the periods presented in this information statement.

	Nine Months Ended September 30,		Twelve Months Ended December 31,		
	2013	2012	2012	2011	2010
Lodge/Village Revenue (1)					
Canada	\$ 417.2	\$ 412.6	\$ 550.2	\$ 413.3	\$ 294.8
Australia	191.5	203.0	273.7	196.4	-
United States	-	-	-	-	-
Total Lodge/Village Revenue	\$ 608.7	\$ 615.6	\$ 823.9	\$ 609.7	\$ 294.8
Other Revenue					
Canada	\$ 118.6	\$ 123.1	\$ 167.0	\$ 166.5	\$ 201.2
Australia	-	2.5	2.5	0.8	-
United States	55.3	94.9	115.5	87.7	41.7
Total Other Revenue	\$ 173.9	\$ 220.5	\$ 285.0	\$ 255.0	\$ 242.9
Total Revenue	\$ 782.6	\$ 836.1	\$ 1,108.9	\$ 864.7	\$ 537.7
Average Available Lodge/Village Rooms					
Canada	11,515	10,551	10,660	8,985	6,922
Australia	8,818	7,551	7,761	6,012	-
United States	-	-	-	-	-
Total Lodge/Village Rooms	20,333	18,102	18,421	14,997	6,922
RevPAR					
Canada	\$ 133	\$ 143	\$ 141	\$ 126	\$ 117
Australia	80	98	97	90	-
United States	-	-	-	-	-
Total RevPAR	\$ 110	\$ 125	\$ 123	\$ 112	\$ 117
Average Exchange Rate					
Canadian dollar to US dollar	\$ 0.9773	\$ 0.9980	\$ 1.0006	\$ 1.0117	\$ 0.9713
Australian dollar to US dollar	0.9820	1.0350	1.0359	1.0324	0.9201

(1) Note: Includes revenue related to rooms as well as the fees associated with catering, laundry and other services including facilities management.

We have grown our average available room count by 194% since 2010 through our acquisition of The MAC as well as a disciplined capital expenditure program. Over the same period, we have more than doubled our revenue related to major villages and lodges.

Our Competitive Strengths

Integrated Develop, Own, Operate model with solutions that span the lifecycle of the customers' projects

We employ a Develop, Own, Operate business model, offering an integrated solution to our customers' workforce accommodations needs. We identify and acquire sites through purchase or long-term lease and then arrange for necessary permits for development. We also engineer, design, construct, install and operate full service, scalable facilities. This comprehensive service offering enables our customers to focus on their core competency – the exploration and development of natural resources – and consequently allocate their operational resources and financial capital more efficiently. In return for outsourcing their accommodations needs, our customers benefit from efficient operations and consistent service delivery with greater cost and quality control. Housing personnel and contractors is not a significant project or operating expense for our customers, nor is it their expertise. However, accommodations availability and quality are material factors impacting our customers' project timing and success. The quality of accommodations is critical to the attraction, retention and productivity of our customers' workforce because skilled employees are generally in relatively limited supply in the regions where we operate. Our Develop, Own, Operate model provides accountability and a single-source counterparty that we believe is valued by our customers.

Using our Develop, Own, Operate business model, we provide accommodations solutions which span the lifecycle of customer projects from the initial exploration and resource delineation to long term production. Initially, as customers assess the resource potential and determine how they will develop it, they typically need accommodations for a limited number of employees for an uncertain duration of time. Our fleet of mobile accommodation assets is well-suited to support this initial exploratory stage as customers evaluate their development and construction plans. As development of the resource begins, we are able to serve their needs through either our open camp model or through our scalable lodge or village model. As projects grow and headcount needs increase, we are able to scale our facility size to meet our customers' growing needs. By providing infrastructure early in the project lifecycle, we are well positioned to continue to service our customers throughout the production phase, which typically lasts decades.

Reputation and experience

Without a track-record of relevant operating success in a region, customers are reluctant to award accommodations contracts to unproven counterparties. We believe that our reputation and proven ability to build and operate premium accommodations offer a competitive advantage in securing new contracts. Through a predecessor, we initially entered the large scale, premium workforce accommodation market through a 2,100 bed facility that we built and sold to Syncrude in 1990 and operated and managed for them for nearly twenty years. Through our predecessor, our initial investment in large scale owned and operated accommodations in the oil sands in Canada and Australian mining regions came with the establishment of our PTI Lodge in 1998 and through our predecessor in Australia with our Moranbah Village in 1996. Since making those initial investments, our product and service offering has evolved as our customers' needs have changed. Accommodations are critical to our customers' projects; without timely availability and quality of accommodations, their projects may not start as expected or may not be able to attract and retain qualified and sufficient labor. We believe our track-record of meeting deadlines and delivering a high level of service aids in the establishment and operation of many projects and allow us to minimize risk for our customers. In Canada, we received Shell's Vendor of the Year award in 2010 as well as the Award of Distinction for Aboriginal Affairs from the Premier of Alberta in 2011. In 2013, our Australian operations received the prestigious Australian Business Award for Service Excellence.

High quality asset base in areas with long term visibility creates a more stable, recurring revenue base

We have built a network of high quality accommodations assets that are generally placed near long-lived resource assets – primarily metallurgical coal mines in the Bowen Basin of Australia, oil sands recovery projects in Alberta, Canada and oil and gas shale resources in the U.S. These reserves generally have long-term production horizons that we believe provide us with a long term opportunity for occupancy in our lodges and villages. Many of our guests are working on resource assets that have expected 30-40 year production lives, although production levels, and thus our occupancy, may fluctuate during these periods as commodity prices vary. Many of our accommodations are strategically located near concentrations of large resource projects, allowing multiple customers to access our sites and share accommodations costs that would otherwise be borne by each project individually.

We offer premium services with comfortable, high quality rooms complemented by comprehensive infrastructure and supporting services. Our services include laundry, power generation, water and wastewater treatment as well as a growing expertise in personnel logistics, allowing our customers to focus on resource production. These premium facilities and services are targeted towards the larger, more stable resource companies and their contractors. We are well positioned to serve multi-year resource production projects, providing, for our industry, longer-term visibility and stability to our operations. We seek a customer base typically contracts for accommodations services under two to five year, take-or-pay contracts, providing more stable revenues. In addition, the costs to many of our customers of switching providers are high due to the long lead times required to acquire land and subsequently develop supporting accommodations facilities. We believe this strategy helps reduce investment and customer concentration risks, providing good revenue visibility and stability.

Land banking focus with a strong pipeline of approved developments

We believe there are real cost benefits created by investing early in land in order to gain the strategic, first-mover advantage in an emerging region or resource play. The initial component of our Develop, Own, Operate business model is site selection and permitting. Our business development team actively assesses regions of potential future customer demand and pursues land acquisition and permitting, a process we describe as “land banking.” We believe that having the first available accommodations solution in a new market allows us to win contracts from customers and gives us an incumbency advantage as competitors are less willing to speculatively build large-scale accommodation facilities without firm customer commitments.

We currently operate in a total of twenty-eight locations, which includes seven lodges, ten villages and eleven open camps, across Australia, Canada and the U.S., several of which have the capacity for further expansion based on market and customer demands grow and we obtain appropriate permitting and other regulatory approvals. In some of these locations, we have already secured additional land to expand our operational footprint if needed. Our financial strength allows us to make these investments which we believe is a competitive advantage. We have a pipeline of six undeveloped sites that have received the necessary permitting and regulatory approvals. We believe this will allow us to respond promptly to future room demand in emerging regions.

Significant operational and financial scale

Natural resources projects in the Canadian oil sands region and Australian mining regions are typically large in scope and scale; oftentimes costing several billion dollars, and have significant requirements for equipment and labor. Service providers, particularly outsourced accommodations providers, in this sector must have significant operational and financial scale and resources to adequately serve these sizable developments. With cash flow from existing facilities coupled with our solid financial structure, we are capable and willing to invest further to support customer growth plans. As a result of our significant investments made over the last three years, we have more than doubled our accommodations revenues to \$1.1 billion in 2012. We are one of the largest global providers of accommodations services. We have spent \$1.1 billion for capital expenditures in North America since Oil States’ IPO and \$362.4 million in Australia since Oil States’ acquisition of The MAC in 2010. Our largest lodge, Wapasu Creek Lodge, has over 5,000 rooms which we believe is the second largest property in North America, in terms of rooms, second only to a hotel in Las Vegas. With our proven operational track record, substantial installed base and strong balance sheet, we are able to clearly demonstrate to customers that we have the willingness to invest and have the scale to deliver premium services on their most substantial projects, reducing their project timing and counterparty risks.

Our Business Strategy

Pursue growth in existing markets through existing and undeveloped locations

We believe that we have considerable growth opportunities in our existing markets through our portfolio of permitted, undeveloped locations. We also have permitted expansion capability in some of our current operating lodges and villages. The permits associated with land banked undeveloped locations and existing locations allow for the development of up to approximately 16,000 additional lodge and village rooms over time, which represents a potential increase of more than 75% over the current 21,299 rooms in operation. For the three years ended December 31, 2012, we spent \$12.7 million on land banking and for the nine months ended September 30, 2013, we spent \$11.4 million on land banking. However, we are under no obligation to develop these sites and cannot provide any assurance that these properties will be developed. See “Risk Factors – Our land banking strategy may not be successful.” With our integrated business model, this pipeline of permitted developments provides us with the ability to respond quickly to customer project approvals and be a first-mover in regions with emerging accommodation demand.

We will continue to be proactive in securing land access and permits for future locations, so that we are prepared to be the first mover in growth regions. When a market opportunity is identified, we secure an appropriate block of land, either through acquisitions or leases, with appropriate zoning, near high quality reserves and/or near prospective customer locations. This strategy requires us to carefully evaluate potential future demand opportunities, oftentimes several years in advance of the specific market opportunity due to the lead time required for development approvals and land development. We believe that our scale and financial position provides us with advantages in pursuing this strategy. Our existing land holdings comprise assets that expand our capacity in some of our base markets as well as properties that extend the reach of our offering.

Capital discipline based on returns focused investment and flexible financial structure

We take a thoughtful, measured, disciplined and patient approach to our investments. Our land banking strategy creates a relatively inexpensive option to develop a property in the future. Our scalable facility design then allows us to match the pace of our investments to demand growth. For example, our Wapasu Creek Lodge opened in 2007 with 589 rooms. As activity in the area expanded, we were able to build further stages such that Wapasu now comprises 5,174 rooms with three central core facilities. We believe that we have an incumbency advantage to extend our contracts after the initial term due to our premium services and long lead times for site development and permitting.

Our substantial base of operations and cash flow coupled with our strong balance sheet will allow us to pursue and execute our strategic growth plan while maintaining a suitable leverage profile given the contract profile of our existing operations. We believe that our financial strength makes us a more attractive counterparty for the largest natural resource companies. Our capital base allows us to undertake large projects, often involving long lead times, and commit capital throughout industry cycles.

Selectively pursue acquisition opportunities

We actively pursue accretive acquisitions in market sectors where we believe such acquisitions can enhance and expand our business. We believe that we can expand existing services and broaden our geographic footprint through strategic acquisitions. These acquisitions also allow us to generate incremental revenues from existing and new customers and obtain greater market share.

We employ a buy and build strategy for acquisitions. We purchase cash flow producing assets in complementary markets and grow those assets organically. The acquisition of The MAC in December 2010 is an example of our buy and build strategy. We viewed the Australia accommodations market as an attractive market with a similar economic and political profile to our Canadian business. At the date of acquisition, The MAC had 5,210 rooms. We have since grown the room count by 76% through the addition of 3,980 rooms and four villages to that portfolio while improving the business profitability.

Pursue growth into new segments and sectors

We believe that our knowledge of developing and operating premium, integrated accommodations services may translate to new sector opportunities, potentially including military and student housing, emergency lodging services and construction support, among others. We have historically focused on the natural resources end markets, but we believe that there continues to be strong, stable demand in certain non-energy markets, typically characterized by long-tenured projects, with some in remote locations.

Additionally, we have opportunities to provide additional personnel related services to our existing customer base. As a trusted partner on issues related to people and an expert in remote workforce logistics, we could have an opportunity to move into different segments of our guests' journey from home to our properties to work and back home. We believe that the spin-off will enhance our ability to enter new sectors and expand our logistical services to the customer.

Our History

Our Canadian operations, founded in 1977, began by providing modular rental housing to energy customers, primarily supporting drilling rig crews. Over the next decade, the business acquired a catering operation and a manufacturing facility, enabling it to provide a more integrated service offering. Through our experience in building and managing Syncrude's Mildred Lake Village beginning in 1990, we recognized a need for a premium, and more permanent, solution for workforce accommodations in the oil sands region. Pursuing this strategy, we opened PTI Lodge in 1998, one of the first independent lodging facilities in the region.

With an integrated business model, we are able to identify, solve and implement solutions and services that enhance the guests' accommodations experience and reduce the customer's total cost of remote housing. Through our experiences and integrated model, our accommodation services have evolved to include fitness centers, water and wastewater treatment, laundry service and many other advancements. As our experience in the region grew, we were the first to introduce to the Canadian oil sands market suite-style accommodations for middle and upper level management working in the oil sands region with our Beaver River Executive Lodge in 2005. Since then we have continued to innovate our service offering to meet our customers' growing and evolving needs. From that entrepreneurial beginning, we have developed into Canada's largest third-party provider of premium accommodations in the oil sands region.

Today, in addition to providing accommodations services, we endeavor to support customers' logistical efforts in managing the movement of large numbers of personnel efficiently. At our Wapasu Creek location, we have introduced services that improve the customer's efficiency in transporting personnel to the mine site on a daily basis as well as the efficiency in rotating personnel when crews change. These logistical services have generated material cost efficiencies for our customer.

Beginning with our acquisition of The MAC Services Group in December 2010, we support the Australian natural resources industry through ten villages located in Queensland, New South Wales and Western Australia. Like Canada, The MAC has a long-history of accommodating customers in remote regions beginning with its initial Moranbah Village in 1996, and has grown to become Australia's largest integrated, provider of accommodations services for people working in remote locations. The MAC was the first to introduce resort style accommodations to the mining sector, adding landscaping, outdoor kitchens, pools, fitness centers and, in some cases, taverns. In all our operating regions our business is built on a culture of continual service improvement to enhance the guest experience and reduce customer remote housing costs.

We take an active role in minimizing our environmental impact of our operations through a number of sustainable initiatives. Our off-site building manufacturing process allows us to minimize waste that arises from the construction process. We also have a focus on water conservation and utilize alternative water supply options such as recycling and rainwater collection and use. By building infrastructure such as waste-water treatment and water treatment facilities to recycle grey and black water on some of our sites, we are able to gain cost efficiencies as well as reduce the use of trucks related to water and wastewater hauling, which in turn, reduces our carbon footprint. In our Australian villages, we utilize passive solar design principles and smart switching systems to reduce the need for electricity related to heating and cooling.

Our Industry

We provide services for the oil and gas and mining industries. Our scalable modular facilities provide long-term and temporary work force accommodations where traditional infrastructure is often not accessible, sufficient or cost effective. Once facilities are deployed in the field, we also provide catering and food services, housekeeping, laundry, facility management, water and wastewater treatment, power generation, communications and personnel logistics. Demand for our services is cyclical and substantially dependent upon activity levels, particularly our customers' willingness to spend capital on the exploration for, development and production of oil, coal, natural gas and other resource reserves. Our customers' spending plans are generally based on their view of commodity supply and demand dynamics as well as the outlook for near-term and long-term commodity prices. As a result, the demand for our services is highly sensitive to current and expected commodity prices.

We serve multiple projects and multiple customers at most of our sites, which allows those customers to share the costs associated with their peak construction accommodations needs. As projects shift from construction-related activities and into production activities, project headcounts reduce and our facilities provide customers with cost efficiencies as they are able to share the costs of accommodations related infrastructure (power, water, sewer and IT) and central dining and recreation facilities with other customers operating projects in the same vicinity.

Our business is significantly influenced by the level of production of oil sands deposits in Alberta, Canada, activity levels in support of natural resources production in Australia and oil and gas production in Canada and the United States. Our two major drivers are activity related to oil sands production in Western Canada and metallurgical coal production in Australia's Bowen Basin; over 80% of our 2012 revenues were generated by activity in these two regions.

Historically, oil sands developers and Australian mining companies built, owned and in some cases operated the accommodations necessary to house their personnel in these remote regions because local labor and third-party owned rooms were not available. Over the past twenty years and increasingly over the past ten years, customers have moved away from the insourcing business model recognizing that accommodations are non-core investments for their business.

SpinCo is one of the few accommodations providers that service the entire value chain from site identification to long-term facility management. We believe that our existing industry divides accommodations into three primary types: lodges and villages, open camps and mobile assets. SpinCo is principally focused on lodges and villages. Lodges and villages typically contain a larger number of rooms and require more time and capital to develop. These facilities typically have dining areas, meeting rooms, recreational facilities, pubs and landscaped grounds where weather permits. Lodges and villages are generally built supported by multi-year, take-or-pay contracts. These facilities are designed to serve the long-term needs of customers in constructing and operating their resource developments. Open camps are usually smaller in number of rooms and typically serve customers on a spot or short-term basis. They are “open” for any customer who needs lodging services. Finally, mobile camps are designed to follow customers and can be deployed rapidly to scale. They are often used to support conventional and in-situ drilling crews as well as pipeline and seismic crews and are contracted on a well-by-well or short term basis. Oftentimes, customers will initially require mobile accommodations as they evaluate or initially develop a field or mine. Open camps may best serve smaller operations or the needs of customers as they expand in a region. These open camps can also serve as an initial, small foothold in a region until the demand for a full-scale lodge or village is required.

The accommodations market is segmented into competitors that serve components of the overall value chain, but has very few integrated providers. We estimate that customer-owned rooms represent over 50% of the market. Engineering firms such as Bechtel, Fluor and ColtAmec will design accommodations facilities. Many public and private firms, such as ATCO, Britco and Horizon North, will build the modular accommodations for sale. Horizon North, Black Diamond, ATCO and Algeco Scotsman will primarily own and lease the units to customers and in some cases provide facility management services, usually on a shorter-term basis with a more limited number of rooms, similar to our open camp and mobile fleet business. Facility service companies, such as Aramark, Sodexo or Compass Group, typically do not invest in and own the accommodations assets, but will manage third-party or customer-owned facilities. We believe the integrated model provides value to our customers by reducing project timing and counterparty risks. In addition with our holistic approach to accommodations, we are able to identify efficiency opportunities for the customers and execute them. With our focus on large-scale lodges and villages, our business model is most similar to a developer of multi-family properties, such as Camden or Post, or a developer of lodging properties who is also an owner operator, such as Hyatt or Starwood.

Canada

Overview

During the year ended December 31, 2012, we generated approximately 65% of our revenue and operating income from our Canadian operations. We are Canada’s largest integrated provider of accommodations services for people working in remote locations. We provide our accommodation services through lodges, open camps and mobile assets. Our accommodations support workforces in the Canadian oil sands and in a variety of oil and natural gas drilling, mining and related natural resource applications as well as disaster relief efforts.

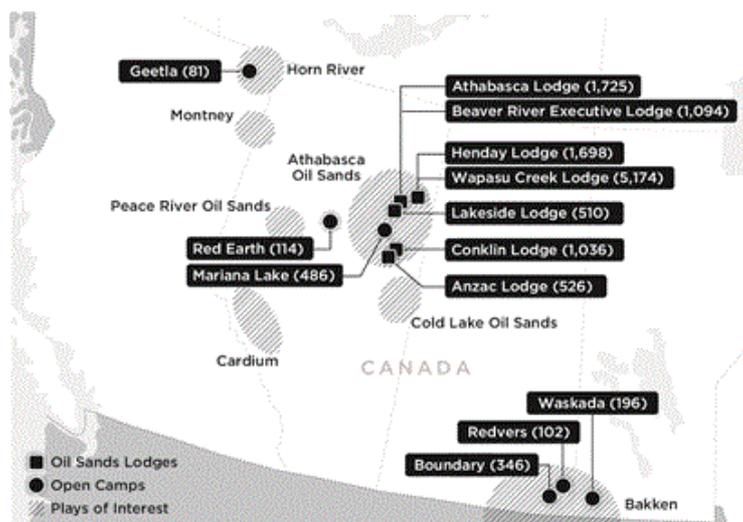
Canadian Market

Our accommodations business has grown in recent years in large part due to the increasing demand for accommodations to support workers in the oil sands region of Canada. Demand for oil sands accommodations is primarily influenced by the longer-term outlook for crude oil prices rather than current energy prices, given the multi-year production phase of oil sands projects and the costs associated with development of such large scale projects. Utilization of our existing Canadian capacity and our future expansions will largely depend on continued oil sands spending.

The Athabasca oil sands are located in northern Alberta, an area that is very remote with a limited local labor supply. Of Canada's 33.5 million residents, nearly half of the population lives in ten cities, less than 1% live within 100 km of the oil sands and only 10% of the population lives in Alberta. The local municipalities, of which Fort McMurray is the largest, have grown rapidly over the last decade stressing their infrastructure and are challenged to respond to large-scale changes in demand. As such, the workforce accommodations market provides a cost effective solution to the problem of staffing large oil sands projects by sourcing labor throughout Canada to work on a rotational basis.

Activity in the Athabasca oil sands region generated over three-fourths of our Canadian revenue in 2012. The oil sands region of northern Alberta continues to represent one of the world's largest, long term growth areas for oil production. Our Wapasu, Athabasca, Henday and Beaver River Lodges are focused on the northern region of the Athabasca oil sands, where customers primarily utilize surface mining to extract the bitumen, or oil sands. Oil sands mining operations are characterized by large capital requirements, large reserves, large personnel requirements, very low exploration or reserve risk and relatively lower cash operating costs per barrel of bitumen produced. Our Conklin and Anzac lodges as well as a portion of our mobile fleet of assets are focused in the southern portion of the region where we primarily serve *in situ* operations and pipeline expansion activity. Reserves requiring *in situ* techniques of extraction represent 80% of the established recoverable reserves in Alberta. *In situ* operations generally require less capital and personnel and produce lower volumes of bitumen per development, with higher ongoing operating expense per barrel of bitumen produced.

Canadian Services



Rooms in our Canadian Lodges

Lodges	Region	Extraction Technique	As of	As of December 31,		
			September 30, 2013	2012	2011	2010
Wapasu	N. Athabasca	mining	5,174	5,174	5,174	4,013
Athabasca	N. Athabasca	mining	1,725	1,877	1,776	1,537
Henday	N. Athabasca	mining/in situ	1,698	1,698	1,120	—
Beaver River	N. Athabasca	mining	1,094	876	732	732
Conklin	S. Athabasca	mining/in situ	1,036	948	584	608
Anzac	S. Athabasca	in situ	526	—	—	—
Lakeside	N. Athabasca	mining	510	510	510	510
Total Rooms			11,763	11,083	9,896	7,400

Our oil sands lodges support construction and operating personnel for maintenance and expansionary projects as well as ongoing operations associated with surface mining and in situ oil sands projects generally under medium-term contracts (two to three years). All of our lodge properties are located on land with leases obtained from the province of Alberta with initial terms of ten years. Our leases have expiration dates that range from 2015 to 2026. Currently, only 33% of our Canadian lodge rooms are on land with leases expiring prior to December 31, 2017. Thus far, we have successfully renewed or extended all expiring land leases and expect we will be able to in the future. We provide a full service hospitality function at our lodges including reservation management, check in and check out, catering, housekeeping and facilities management. Our lodge guests receive the amenity level of a full-service hotel plus three meals a day. Since mid-year 2006, we have installed over 11,000 rooms in our lodge properties supporting oil sands activities in northern Alberta. Our growth plan for this part of our business includes the expansion of these properties where we believe there is durable long-term demand. During 2012, we added 1,187 rooms (net of retirements) to our major oil sands lodges by expanding our Athabasca, Beaver River, Henday and Conklin Lodges. Our Wapasu Creek Lodge is equivalent in size to the largest hotels in North America.

Over 75% of our Canadian revenue in 2012 was generated by six major lodges. We provide our lodge services on a day rate or monthly rental basis and our customers typically commit for medium to long term contracts (from 6 months up to 10 years). Customers make a minimum nightly or monthly room commitment for the term of the contract, and the multi-year contracts provide for inflationary escalations in rates for increased food, labor and utilities costs.

Open Camps

In addition to our oil sands lodges, we have seven open camps in Alberta, British Columbia, Saskatchewan and Manitoba. The major differentiator between lodges and open camps is the size of the facility. Open camps are generally smaller facilities that provide a level of amenity similar to that of one of our larger lodges including quality accommodation and food services, satellite television, fitness facilities and on-site laundry. We own the land where all of our open camp assets are located except for Waskada and Redvers, which are on leased land. We are currently working to renew these leases, which expire in 2014. Open camps are typically utilized for exploratory, seasonal or short term projects. Therefore, customer commitments for open camps tend to be shorter in initial duration (six to eighteen months). Open camps may be operational for twelve months or several years or transition into lodges depending on customer demand. Over time, room counts may fluctuate up or down depending on demand in the region. If the demand in a region decreases, open camps can be relocated to areas of greater activity. We provide accommodation services at our open camps on a day rate basis. Open camp revenue comprises a portion of "Other Revenue" in our Canadian segment.

Our Alberta open camps service the Athabasca and Peace River oil sands as well as conventional and shale play oil and gas developments and infrastructure expansions. Mariana Lake Lodge provides seasonal accommodation to the pipeline construction industry as well as workforces related to in situ projects in the southern portion of the Athabasca oil sands. Our Redvers Lodge in Saskatchewan and Waskada Lodge in Manitoba service the Canadian area of the Bakken Shale, a prolific shale basin spanning the US and Canadian borders. Geetla Lodge services the Horn River Basin in British Columbia. Our newest open camp, Boundary Lodge, which opened in August 2013, serves customers in the Bakken Shale.

Rooms in our Canadian Open Camps

Open Camps	Province	As of	As of December 31,		
		September 30,	2012	2011	2010
		2013			
Mariana Lake	Alberta	486	478	478	247
Boundary	Saskatchewan	346	—	—	—
Waskada	Manitoba	196	196	196	196
Red Earth	Alberta	114	92	0	0
Redvers	Saskatchewan	102	102	77	77
Geetla	British Columbia	81	135	136	139
Christina Lake	Alberta	39	10	72	83
Total Rooms		1,364	1,013	959	742

Mobile Fleet

Our mobile fleet consists of modular, skid-mounted accommodations and central facilities that can be configured to quickly serve a multitude of short to medium term accommodation needs. The dormitory, kitchen and ancillary assets can be rapidly mobilized and demobilized and are scalable to support 200 to 800 people in a single location. In addition to the asset rental we provide catering, cleaning and housekeeping as well as camp management services, including fresh water and sewage hauling services. Our mobile fleet services the traditional oil and gas sector in Alberta and British Columbia and in situ oil sands drilling and development operations in Alberta as well as pipeline construction crews throughout Canada. The assets have also been used in the past in disaster relief efforts, the Vancouver Olympic Games and a variety of other non-energy related projects.

Our mobile fleet assets are rented on a per unit basis based on the number of days that a customer utilizes the asset. In cases where we provide catering or ancillary services, the contract can provide for per unit pricing or cost-plus pricing. Customers are also typically responsible for mobilization and demobilization costs. Mobile fleet revenue comprises a portion of “Other Revenue” in our Canadian segment.

Australia

Overview

During the year ended December 31, 2012, we generated 25% of our revenue and 28% of our operating income from our Australian operations. As of September 30, 2013, we had 9,190 rooms across ten villages of which 7,506 rooms service the Bowen Basin region of Queensland, one of the premier metallurgical coal basins in the world. We provide accommodation services on a day rate basis to mining and related service companies (including construction contractors) under medium-term contracts (three to five years) with minimum nightly room commitments. During 2012, we added 1,305 rooms (net of retirements) to our Australian accommodations segment by expanding existing villages and by constructing one new village, Karratha Village, our first village serving the northwest region of Australia. During the first nine months of 2013, we added 572 rooms. In the third quarter of 2013, we opened our new Boggabri Village to serve the Gunnedah Basin. The first phase of the village will consist of 508 rooms when fully operational.

Australian Market

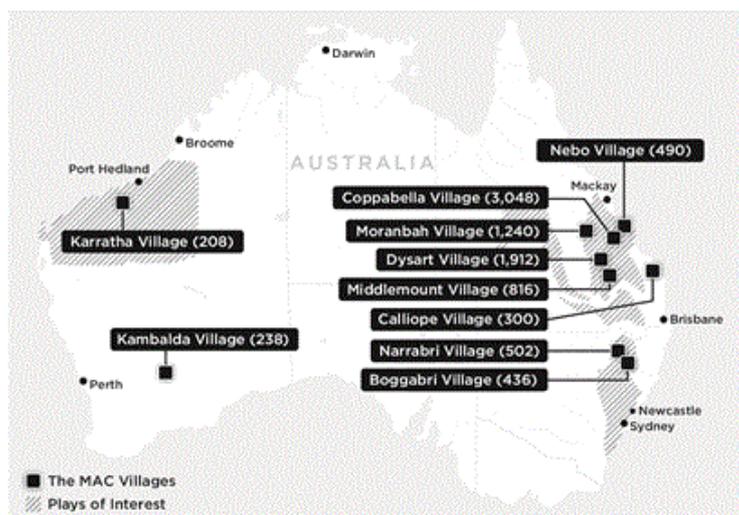
The Australian natural resources sector plays a vital role in the Australian economy. The Australian natural resources sector is Australia’s largest contributor to exports and a major contributor to the country’s gross domestic product, employment and government revenue. Australia has broad natural resources including metallurgical and thermal coal, conventional and coal seam gas, base metals, iron ore and precious metals such as gold. The growth of Australian natural resource commodity exports over the last decade has been largely driven by strong Asian demand for coal, iron ore and liquefied natural gas (LNG). Australia resources are primarily located in remote regions of the country that lack infrastructure and resident labor forces to develop these resources. Approximately 60% of the Australian population is located in five cities which are all located on the coast of Australia and over 90% of the population lives in the southern half of the country. Sufficient local labor is lacking near the major natural resources developments, which are primarily inland and in the central and northern parts of the country. As a result, much of the natural resources labor force works on a rotational basis; often requiring a commute from a major city or the coast and a living arrangement near the resource projects. Consequently, there is substantial need for workforce accommodations to support resource production in the country. Workforce accommodations have historically been built by the resource developer/owner, typical of an insourcing business model.

Since 1996, our Australian accommodations business, The MAC, has sought to change the insourcing business model through its integrated service offering, allowing customers to outsource their accommodations needs and focus their investment on their core resource production operations. Our Australian accommodations villages are strategically located in proximity to long-lived, low-cost mines operated by large mining companies. The current activities of our Australian accommodations segment are primarily related to supplying accommodations in support of metallurgical (met) coal mining in the Bowen Basin region of Queensland.

Our five villages in the Bowen Basin of central Queensland generated 83% of our Australian revenue in 2012. The Bowen Basin contains one of the largest coal deposits in Australia and is renowned for its premium metallurgical coal. Metallurgical coal is used in the steel making process and demand has largely been driven by growth in global demand for steel finished goods and steel construction materials. More recently, growth in construction demand for steel products in emerging economies, particularly China and India, has also increased demand for the commodity. The region has 47 operating mines that produced 116 million tons of saleable metallurgical coal in 2012, making Australia the largest exporter of met coal in the world in addition to being close to the largest growth markets. Our villages are focused on the mines in the central portion of the basin and are well positioned for the announced expansion projects in the region.

Beyond the Bowen Basin, we serve several emerging markets with our five additional villages. At the end of 2013, we had two villages with over 1,000 combined rooms in the Gunnedah Basin, an emerging thermal, met coal and coal seam gas region of New South Wales. We also service infrastructure projects related to the LNG facilities under construction on Curtis Island in Queensland through our Calliope Village. In Western Australia we serve workforces related to gold mining, iron ore port expansions and LNG facilities operations on the Northwest Shelf through our Kambalda and Karratha villages.

Australian Services



Rooms in our Australian Villages

Villages	Resource Basin	Commodity	As of	As of December 31,		
			September 30, 2013	2012	2011	2010
Coppabella	Bowen	met coal	3,048	2,912	2,556	1,654
Dysart	Bowen	met coal	1,912	1,912	1,491	1,249
Moranbah	Bowen	met coal	1,240	1,240	1,180	889
Middlemount	Bowen	met coal	816	816	816	690
Narrabri	Gunnedah	met/thermal coal	502	502	242	—
Nebo	Bowen	met coal	490	490	490	490
Boggabri	Gunnedah	met/thermal coal	436	—	—	—
Calliope	—	LNG	300	300	300	—
Kambalda	—	Gold	238	238	238	238
Karratha	Pilbara	LNG, iron ore	208	208	—	—
Total Rooms			9,190	8,618	7,313	5,210

Our Australian accommodations segment operated ten villages with 9,190 rooms as of September 30, 2013 and has a significant development portfolio in Australia. The MAC provides accommodation services to mining and related service companies under medium-term contracts. Our Australian accommodations villages are strategically located near long-lived, low-cost mines operated by large mining companies. Our growth plan for this part of our business continues to include the expansion of these properties where we believe there is durable long-term demand.

Our Coppabella, Dysart, Moranbah, Middlemount and Nebo villages are located in the Bowen Basin. Coppabella, at over 3,000 rooms, is our largest village and provides accommodation to a variety of customers. The village supports both operational workforce needs as well as contractor needs with resort style amenities, including swimming pools, gyms, a walking track and a tavern. Our Nebo, Dysart, Moranbah and Middlemount villages have a long history of providing premium service in the region.

In 2011, we opened the first village of its kind in New South Wales. Narrabri Village, servicing met coal mines and coal seam gas in the Gunnedah Basin, opened in 2012 and our newest village, Boggabri, opened in the third quarter of 2013. Boggabri Village, whose first stage opened in July 2013, will initially consist of 508 rooms, once completed, and will be servicing the construction and operating workforce of two customers with approved mines in the Gunnedah Basin. Our Calliope Village services the workforce for the three major LNG facilities under construction on Curtis Island in Queensland. Karratha, in Western Australia, services workforces related to iron ore port expansions and LNG facilities operations on the Northwest Shelf. Our Kambalda village services several gold mines in Western Australia.

United States

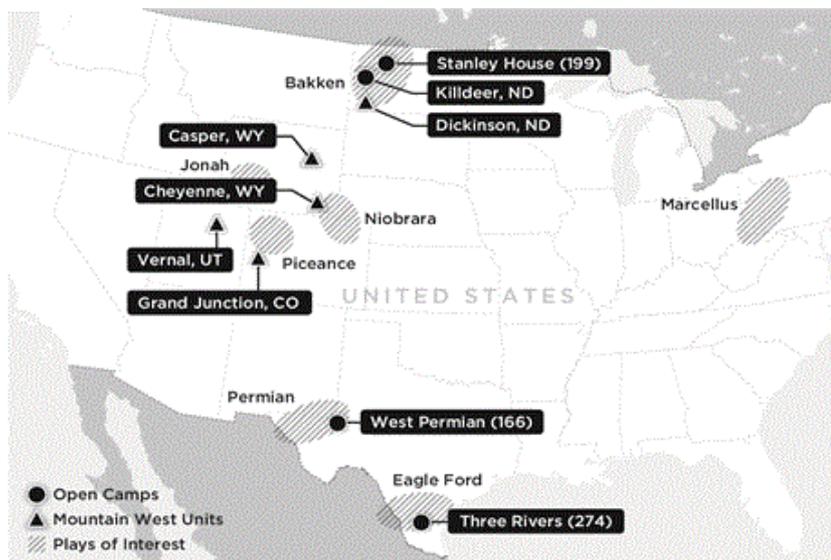
Overview

Our U.S. business is focused primarily on the Rocky Mountain corridor, the Bakken Shale region, the Eagle Ford Shale and Permian Basin regions of Texas and offshore locations in the Gulf of Mexico. Our U.S. business contributed 10% of our revenue and 9% of our operating income in 2012. The business provides open camp facilities and highly mobile smaller camps that follow drilling rigs and completion crews as well as accommodations, office and storage modules that are placed on offshore drilling rigs and production platforms.

United States Market

Onshore oil and natural gas development has historically been supported by local workforces traveling short to moderate distances to the worksites. With the development of substantial resources in regions such as the Bakken, Rockies, South Texas and Permian Basin, labor demand has exceeded the local labor supply and infrastructure to support the demand. Consequently, demand for remote, scalable accommodations has developed in the United States over the past five years. Demand for accommodations in the United States has historically been tied to the level of oil and natural gas exploration and production activity which is primary driven by oil and natural gas prices. Activity levels have been, and we expect will continue to be, highly correlated with hydrocarbon commodity prices.

United States Services



Mobile Fleet

Our business in the United States consists primarily of mobile fleet assets. We provide a variety of sizes and configurations to meet the needs of drilling contractors, completion companies, infrastructure construction projects and offshore drilling and completion activity. We provide quality catering and housekeeping services as well.

Our mobile fleet is rented on a per unit basis based on the number of days that a customer utilizes the asset. In cases where we provide catering or ancillary services, the contract can provide for per unit pricing or cost-plus pricing. Customers are also typically responsible for mobilization and demobilization costs.

Open Camps

United States Open Camp Rooms	State	As of	As of December 31,		
		September 30,	2012	2011	2010
		2013			
Three Rivers Lodge	TX	274	106	—	—
Stanley House	ND	199	199	199	147
West Permian Lodge	TX	166	—	—	—
Killdeer Lodge	ND	—	—	—	—
Total United States Open Camp Rooms		639	305	199	147

We have four open camps in the U.S. comprising of 639 rooms. Our Stanley House and Killdeer Lodge, which we opened in October 2013, provide accommodations support to the Bakken Shale region in North Dakota. Our Three Rivers Lodge supports the Eagle Ford Shale in South Texas, and our West Permian Lodge supports the Permian Basin in West Texas.

Manufacturing

As part of our integrated business model, we utilize a flexible manufacturing strategy that combines internal manufacturing capabilities and outsourced manufacturing partners to allow us to respond quickly to changing customer needs and timing. We own two accommodations manufacturing plants near Edmonton, Alberta, Canada and one facility in Johnstown, Colorado. Additionally, we lease manufacturing plants in Ormeau, Queensland and Belle Chase, Louisiana. Each of our facilities specializes in the design, engineering, production, transportation and installation of a variety of portable modular buildings, predominately for our own use. In Canada and Australia we have a staff of engineers and architects that have designed and delivered large and small projects. Our Australian operations are generally near small, regional towns and we have a long history of integrating our design with the community. We are capable of taking highly replicable and well-designed manufactured buildings and our expertise in site layout combined with site-built components including landscaping, recreational facilities and certain common facilities to create a comfortable community within a community. We manufacture accommodations facilities to suit the climate, terrain and population of a specific project site.

While we have traditionally focused our manufacturing efforts on our internal needs, we from time to time sell units to third parties. Revenues from the sale of accommodation units to third parties has been a small portion of our revenue and is included in "Other Revenue" in our Canadian and United States segments. We have not historically sold units to third-parties in Australia.

Community Relations

Partnering with regional communities and aboriginal groups is part of our long term strategy. In our Canadian operations, we have worked proactively with local aboriginal communities to develop sustainable recruitment partnerships. In 2004, our Canadian operations entered into two joint ventures, Buffalo Metis Catering and Metis Catering JV, with five Aboriginal communities in the Regional Municipality of Wood Buffalo to provide catering and housekeeping services at our lodges. Our efforts in this area were recognized in 2011 and 2012 through Alberta Chamber of Commerce industry awards of recognition for excellence in aboriginal relations business practices. This success is also recognized by our customers, community and government leaders and is an important component of the social license in which to do business.

In Australia, our community relations program also aims to build and maintain a social license to operate in regional host communities by delivering consultation and engagement from project inception, through development, construction and on into operations. This is a major advantage for our business model as it ensures consistent communication, gains trust and builds relationships to last throughout the resource lifecycle. There is an emphasis on developing partnerships that create a long-term sustainable outcome to address specific community needs. To that end, we partner with local municipalities to improve and expand municipal infrastructure. These improvements provide necessary infrastructure, allowing the local communities an opportunity to expand and improve.

Customers and Competitors

Our customers primarily operate in oil sands mining and development, drilling, exploration and extraction of oil and natural gas and coal and other extractive industries. To a lesser extent, we also support other activities, including pipeline construction, forestry, humanitarian aid and disaster relief, and support for military operations. Our largest customers in 2012 were Imperial Oil Limited (a company controlled by ExxonMobil Corporation) and Fluor Canada Ltd and BM Alliance Coal Operations Pty Ltd (an alliance between BHP Billiton and Mitsubishi) in Australia.

Our primary competitors in Canada in the open and mobile camp accommodations include ATCO Structures & Logistics Ltd., Black Diamond Group Limited, Horizon North Logistics Inc. and Clean Harbors, Inc. Some of these competitors have one or two locations similar to our oil sands lodges; however, based on our estimates, these competitors do not have the breadth or scale of our lodge operations. In Canada, we also compete against Aramark Corporation and Compass Group for facility management services.

Our primary competitors in Australia to our village accommodations are Ausco Modular (a subsidiary of Algeco Scotsman) and Fleetwood Corporation. We also compete against Aramark Corporation, Sodexo and Compass Group PLC for facility management services.

In the United States, we primarily offer our open camp and mobile camps accommodations and compete against Stallion Oilfield Holdings, Inc., Target Logistics Management LLC (a subsidiary of Algeco Scotsman Global S.a.r.l.) and Black Diamond Group Limited.

Historically, many customers have invested in their own accommodations. Management estimates that our existing and potential customers own approximately 50% of the rooms available in the Canadian oil sands and 60% of the rooms in the Australian coal mining regions. This represents a growth opportunity for us as customers increasingly outsource accommodations to more efficiently deploy capital for core resource development operations.

Our Lodge and Village Contracts

Revenues from our lodges and villages represented over 75% of our consolidated revenues in the nine month period ended September 30, 2013. Our customers typically contract for accommodations services under take-or-pay contracts with terms that most often range from two to five years. Our contract terms generally provide for a rental rate for a reserved room and an occupied room rate that compensates us for services, including meals, utilities and maintenance for workers staying in the lodges and villages. In multi-year contracts, our rates typically have annual contractual escalation provisions to cover expected increases in labor and consumables costs over the contract term. Over the term of the contract, the customer commits to a minimum number of rooms over a determined period. In some contracts, customers have a contractual right to terminate rooms, for reasons other than a breach, in exchange for a termination fee.

Seasonality of Operations

Our operations are directly affected by seasonal weather. A portion of our Canadian operations is conducted during the winter months when the winter freeze in remote regions is required for exploration and production activity to occur. The spring thaw in these frontier regions restricts operations in the second quarter and adversely affects our operations and our ability to provide services. Our Canadian operations have also been impacted by forest fires and flooding in the past five years. During the Australian rainy season between November and April, our operations in Queensland and the northern parts of Western Australia can be affected by cyclones, monsoons and resultant flooding. In the United States, winter weather in the first quarter and the resulting spring break up in the second quarter have historically negatively impacted our Bakken and Rocky Mountain operations. Our U.S. offshore operations have historically impacted by the Gulf of Mexico hurricane season from July through November.

Employees

As of December 31, 2012, we had 3,795 full-time employees on a consolidated basis, 72% of whom are in Canada, 16% of whom are in Australia and 12% of whom are in the U.S. We were party to collective bargaining agreements covering 1,692 employees located in Canada and 574 employees located in Australia as of December 31, 2012.

Government Regulation

Our business is significantly affected by foreign and domestic laws and regulations at the federal, provincial, state and local levels relating to the oil, natural gas and mining industries, worker safety and environmental protection. Changes in these laws, including more stringent regulations and increased levels of enforcement of these laws and regulations, could significantly affect our business. Moreover, to the extent that these laws and regulations impose more stringent requirements or increased costs or delays upon our customers in the performance of their operations, the resulting demand for our products and services by those customers may be adversely affected, which impact could be significant and long-lasting. We cannot predict changes in the level of enforcement of existing laws and regulations or how these laws and regulations may be interpreted or the effect changes in these laws and regulations may have on us or our customers or on our future operations or earnings. We also are not able to predict the extent to which new laws and regulations will be adopted or whether such new laws and regulations may impose more stringent or costly restrictions on our customers or our operations.

Our operations and the operations of our customers upon whom we provide our products and services are subject to numerous stringent and comprehensive foreign, federal, provincial, state and local environmental laws and regulations governing the release or discharge of materials into the environment or otherwise relating to environmental protection. Numerous governmental agencies issue regulations to implement and enforce these laws, for which compliance is often costly yet critical. The violation of these laws and regulations may result in the denial or revocation of permits, issuance of corrective action orders, modification or cessation of operations, assessment of administrative and civil penalties, and even criminal prosecution. We believe that we are in substantial compliance with existing environmental laws and regulations and we do not anticipate that future compliance with existing environmental laws and regulations will have a material effect on our Consolidated Financial Statements. However, there can be no assurance that substantial costs for compliance or penalties for non-compliance with these existing requirements will not be incurred in the future by us or our customers with whom we conduct business. Moreover, it is possible that other developments, such as the adoption of stricter environmental laws, regulations and enforcement policies or more stringent enforcement of existing environmental laws and regulations, could result in additional costs or liabilities upon us or our customers that we cannot currently quantify.

For example, in Canada, the Federal Government in September 2010 appointed an Oil Sands Advisory Panel to review and comment upon existing scientific studies and literature regarding water monitoring in the Lower Athabasca region and provide recommendations for improving such monitoring. The Oil Sands Advisory Panel presented its final report to the Minister of the Environment in December 2010. In response to this report, Environment Canada, with input from the government of Alberta through Alberta Environment, developed an environmental monitoring plan specific to the oil sands with respect to water, air quality and biodiversity. Further, in January 2011, the Province of Alberta established a Provincial Environmental Monitoring Panel with a mandate to recommend a world class environmental evaluation, monitoring and reporting system, generally for the Province and specifically for the lower Athabasca Region where oil sands are produced. This panel issued its recommendations to the Alberta Minister of the Environment in July 2011. In February 2012, the governments of Canada and Alberta released the Joint Canada-Alberta Implementation Plan for Oil Sands Monitoring that will be phased in between 2012 and 2015. The costs of implementing this plan are to be funded by industry members, some of whom are our customers. As this new monitoring regime is implemented the increased levels of monitoring and enforcement may increase costs for us and our customers and could reduce activity and demand for our services.

Further, the Province of Alberta released its new Clean Air Strategy in October 2012 which it proposes to implement for, at a minimum, a 10-year period, beginning in 2013. The implementation of this strategy along with Alberta's continued implementation of its regulatory changes to oil and oil sands regulation may result in additional costs or liabilities for our customers' operations.

The Federal Water Pollution Control Act, as amended, and analogous state laws impose restrictions and strict controls regarding the discharge of pollutants into state waters or waters of the United States. The discharge of pollutants into jurisdictional waters is prohibited unless the discharge is permitted by the EPA or applicable state agencies. Many of our domestic properties and operations require permits for discharges of wastewater and/or storm water, and we have developed a system for securing and maintaining these permits. In addition, the Oil Pollution Act of 1990, as amended, or OPA, imposes a variety of requirements on responsible parties related to the prevention of oil spills and liability for damages, including natural resource damages, resulting from such spills in waters of the United States. A responsible party under OPA includes the owner or operator of an onshore facility or vessel, or the lessee or permittee of the area in which an offshore facility is located. The Federal Water Pollution Control Act and analogous state laws provide for administrative, civil and criminal penalties for unauthorized discharges and, together with the OPA, require the development and implementation of spill prevention and response plans and impose potential liability for the remedial costs and associated damages arising out of any unauthorized discharges.

Past scientific studies have suggested that emissions of certain gases, commonly referred to as greenhouse gases, or GHG, and including carbon dioxide and methane, may be contributing to warming of the Earth's atmosphere and other climatic changes. On January 29, 2010, Canada affirmed its desire to be associated with the Copenhagen Accord that was negotiated in December 2009 as part of the international meetings on climate change regulation in Copenhagen. The Copenhagen Accord, which is not legally binding, allows countries to commit to specific efforts to reduce GHG emissions, although how and when the commitments may be converted into binding emission reduction obligations is currently uncertain. Pursuant to the Copenhagen Accord process, Canada has indicated an economy-wide GHG emissions target that equates to a 17 per cent reduction from 2005 levels by 2020, and the Canadian federal government has also indicated an objective of reducing overall Canadian GHG emissions by 60% to 70% from 2006 levels by 2050. Additionally, in 2009, the Canadian federal government announced its commitment to work with the provincial governments to implement a North America-wide cap and trade system for GHG emissions, in cooperation with the United States. Under the system, Canada would have a cap-and-trade market for Canadian-specific industrial sectors that could be integrated into a North American market for carbon permits. It is uncertain whether either federal GHG regulations or an integrated North American cap-and-trade system will be implemented, or what obligations might be imposed under any such systems.

Additionally, GHG regulation can take place at the provincial and municipal level. For example, Alberta introduced the Climate Change and Emissions Management Act, which provides a framework for managing GHG emissions by reducing specified gas emissions, relative to gross domestic product, to an amount that is equal to or less than 50% of 1990 levels by December 31, 2020. The accompanying regulation, the Specified Gas Emitters Regulation, effective July 1, 2007, requires mandatory emissions reductions through the use of emissions intensity targets, and a company can meet the applicable emissions limits by making emissions intensity improvements at facilities, offsetting GHG emissions by purchasing offset credits or emission performance credits in the open market, or acquiring "fund credits" by making payments of \$15 per ton of GHG emissions to the Alberta Climate Change and Management Fund. The Specified Gas Reporting Regulation imposes GHG emissions reporting requirements if a company has GHG emissions of 100,000 tons or more of carbon dioxide equivalent from a facility in a calendar year. In addition, Alberta facilities must currently report emissions of industrial air pollutants and comply with obligations in permits and under other environmental regulations. The Canadian federal government currently proposes to enter into equivalency agreements with provinces to establish a consistent regulatory regime for GHGs, but the success of any such plan is uncertain, possibly leaving overlapping levels of regulation. The direct and indirect costs of these regulations may adversely affect our operations and financial results as well as those of our customers with whom we conduct business.

Our Australian accommodations segment is regulated by general statutory environmental controls at both the state and federal level which may result in land use approval and compliance risk. These controls include: land use and urban design controls; the regulation of hard and liquid waste, including the requirement for tradewaste and/or wastewater permits or licenses; the regulation of water, noise, heat, and atmospheric gases emissions; the regulation of the production, transport and storage of dangerous and hazardous materials (including asbestos); and the regulation of pollution and site contamination. Some specified activities, for example, sewage treatment works, may require regulation at a state level by way of environmental protection licenses which also impose monitoring and reporting obligations on the holder. There is an increasing emphasis from state and federal regulators on sustainability and energy efficiency in business operations. Federal requirements are now in place for the mandatory disclosure of energy performance under building rating schemes. These schemes require the tracking of specific environmental performance factors. Carbon reporting requirements currently exist for corporations which meet a reporting threshold for greenhouse gases or energy use or production for a reporting (financial) year under national legislation. In addition, the Australian Commonwealth Government's carbon pricing mechanism ("CPM") commenced on July 1, 2012. Under the CPM, entities that are responsible for facilities that meet specified emissions thresholds will be required to purchase and surrender permits representing their carbon emissions. The CPM is intended to operate as a carbon trading scheme, commencing with a three year fixed price period, followed by a flexible price cap-and-trade emissions trading scheme. Although our Australian accommodations facilities are currently below the emissions thresholds specified by the CPM and are, thus, not affected by the CPM, this could change in the future and the resultant change could have an adverse effect on our Australian operations and financial results.

The EPA determined in December 2009 that emissions of GHGs present an endangerment to public health and the environment and, based on those findings, adopted regulations to restrict emissions of greenhouse gases under existing provisions of the CAA, including one that requires a reduction in emissions of greenhouse gases from motor vehicles and another that regulates emissions of greenhouse gases from certain large stationary sources. The EPA has also adopted rules requiring the monitoring and reporting of greenhouse gas emissions from specified large greenhouse gas emission sources in the United States, including, among others, offshore and onshore oil and natural gas production facilities, on an annual basis.

While the U.S. Congress has from time to time considered legislation to reduce emissions of GHGs, there has not been significant activity in the form of adopted legislation to reduce GHG emissions at the federal level in recent years. In the absence of federal climate legislation in the U.S., a number of state and regional efforts have emerged that are aimed at tracking and/or reducing GHG emissions by means of cap and trade programs that typically require major sources of GHG emissions, such as electric power plants, to acquire and surrender emission allowances in return for emitting those GHGs. If Congress undertakes comprehensive tax reform in the coming year, it is possible that such reform may include a carbon tax, which could impose additional direct costs on operations and reduce demand for refined products. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address GHG emissions would impact our business, any such future laws and regulations could require us to incur increased operating costs, such as costs to purchase and operate emissions control systems, to acquire emission allowances or comply with new regulatory or reporting requirements including the imposition of a carbon tax. Any such legislation or regulatory programs could also increase the cost of consuming, and thereby reduce demand for oil and natural gas, which could reduce our customers' demand for our products and services. The adoption of legislation or regulatory programs to reduce emissions of greenhouse gases could require us or our customers to incur increased operating costs, such as costs to purchase and operate emissions control systems, to acquire emissions allowances or comply with new regulatory or reporting requirements. Any such legislation or regulatory programs could also increase the cost of consuming, and thereby reduce demand for, the oil and natural gas, which could reduce the demand for our products and services. Consequently, legislation and regulatory programs to reduce emissions of greenhouse gases could have an adverse effect on our business, financial condition and results of operations. Finally, it should be noted that some scientists have concluded that increasing concentrations of greenhouse gases in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, floods and other climatic events. If any such effects were to occur, they could have an adverse effect on our financial condition and results of operations.

Our operations as well as the operations of our customers are also subject to various laws and regulations addressing the management, disposal and releases of regulated substances. For example, in the United States, the federal Resource Conservation and Recovery Act, as amended ("RCRA") and comparable state statutes regulate the generation, storage, treatment, transportation, disposal and cleanup of hazardous and non-hazardous solid wastes. Under the auspices of the EPA, most states administer some or all of the provisions of RCRA, sometimes in conjunction with their own, more stringent requirements. Federal and state regulatory agencies can seek to impose administrative, civil and criminal penalties for alleged non-compliance with RCRA and analogous state requirements. In the course of our operations, we generate some amounts of ordinary industrial wastes, such as paint wastes, waste solvents and waste oils that may be regulated as hazardous wastes. Moreover, the federal Comprehensive Environmental Response, Compensation and Liability Act, as amended ("CERCLA"), also known as the Superfund law, and comparable state laws impose liability, without regard to fault or legality of conduct, on classes of persons considered to be responsible for the release of a "hazardous substance" into the environment. These persons include the current and past owner or operator of the site where the release occurred and anyone who disposed or arranged for the disposal of a hazardous substance released at the site. Under CERCLA, such persons may be subject to joint and several, strict liability for the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies. CERCLA also authorizes the EPA and, in some instances, third parties to act in response to threats to the public health or the environment and to seek to recover from the responsible classes of persons the costs they incur. In addition, neighboring landowners and other third-parties may file claims for personal injury and property damage allegedly caused by the hazardous substances released into the environment. We generate materials in the course of our operations that may be regulated as hazardous substances. In the event of mismanagement or release of regulated substances upon properties where we conduct operations, we could become subject to CERCLA, RCRA and analogous state laws. Under such laws, we could be required to undertake response or corrective measures, which could include removal of previously disposed substances and wastes, cleanup of contaminated property or performance of remedial operations to prevent future contamination.

The federal Endangered Species Act, as amended, or the ESA, restricts activities in the United States that may affect endangered or threatened species or their habitats. If endangered species are located in areas of the United States where our oil and natural gas exploration and production customers operate, such operations could be prohibited or delayed or expensive mitigation may be required. Moreover, as a result of a settlement approved by the U.S. District Court for the District of Columbia in 2011, the U.S. Fish and Wildlife Service is required to make a determination on listing of more than 250 species as endangered or threatened under the ESA before the end of the agency's 2017 fiscal year. The designation of previously unprotected species as threatened or endangered in areas of the United States where our customers' oil and natural gas exploration and production operations are conducted could cause them to incur increased costs arising from species protection measures or could result in limitations on their exploration and production activities, which could have an adverse impact on demand for our products and services.

Properties

The following table presents information about our principal properties and facilities. Except as indicated below, we own all of the properties or facilities listed below:

Location	Approximate Square Footage/Acreage	Description
United States:		
Houston, Texas (lease)	TBD	Principal executive offices
Johnstown, Colorado	153 acres	Accommodations manufacturing facility and yard
Pecos, Texas	35 acres	Accommodations facility
Dickinson, North Dakota (lease)	26 acres	Accommodations facility and yard
Vernal, Utah (lease)	21 acres	Accommodations facility and yard
Carrizo Springs, Texas (lease)	20 acres	Accommodations facility
Belle Chasse, Louisiana	10 acres	Accommodations manufacturing facility and yard
Three Rivers, Texas (lease)	9 acres	Accommodations facility
Big Piney, Wyoming (lease)	7 acres	Accommodations facility and yard
Stanley, North Dakota (lease)	7 acres	Accommodations facility
Englewood, Colorado (lease)	5,480	Accommodations office
Windsor, Colorado (lease)	4,933	Accommodations office
Canada:		
Fort McMurray, Alberta (Wapasu Creek and Henday Lodges) (leased land)	240 acres	Accommodations facility
Fort McMurray, Alberta (Pebble Beach) (leased land)	140 acres	Accommodations facility
Fort McMurray, Alberta (Conklin Lodge) (leased land)	135 acres	Accommodations facility
Fort McMurray, Alberta (Beaver River and Athabasca Lodges) (leased land)	128 acres	Accommodations facility
Fort McMurray, Alberta (Christina Lake Lodge)	45 acres	Accommodations facility
Edmonton, Alberta	33 acres	Accommodations manufacturing facility
Grimshaw, Alberta (lease)	20 acres	Accommodations equipment yard
Fort McMurray, Alberta (Anzac Lodge) (leased land)	18 acres	Accommodations facility
Nisku, Alberta	9 acres	Accommodations manufacturing facility
Edmonton, Alberta (lease)	86,376	Accommodations office and warehouse
Edmonton, Alberta (lease)	71,654	Accommodations manufacturing facility and yard
Edmonton, Alberta (lease)	28,253	Accommodations office
Edmonton, Alberta (lease)	16,130	Accommodations office
Australia:		
Coppabella, Queensland, Australia	198 acres	Accommodations facility
Calliope, Queensland, Australia	124 acres	Accommodations facility
Narrabri, New South Wales, Australia	82 acres	Accommodations facility
Boggabri, New South Wales, Australia	52 acres	Accommodations facility
Dysart, Queensland, Australia	50 acres	Accommodations facility
Middlemount, Queensland, Australia	37 acres	Accommodations facility
Karratha, Western Australia, Australia (own and lease)	34 acres	Accommodations facility
Kambalda, Western Australia, Australia	27 acres	Accommodations facility
Nebo, Queensland, Australia	26 acres	Accommodations facility
Moranbah, Queensland, Australia	17 acres	Accommodations facility
Ormeau, Queensland, Australia (lease)	3 acres	Accommodations manufacturing facility
Sydney, New South Wales, Australia (lease)	17,276	Accommodations office
Brisbane, Queensland, Australia (lease)	7,115	Accommodations office

We also have various offices supporting our business segments which are both owned and leased. We believe that our leases are at competitive or market rates and do not anticipate any difficulty in leasing additional suitable space upon expiration of our current lease terms.

Leased land for our lodge properties in Canada refers to land leased from the Alberta government. We also lease land for our Karratha village from the provincial government in Australia. Generally, our leases have an initial term of ten years and will expire between 2015 and 2026.

Legal Proceedings

We are a party to various pending or threatened claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, products, employees and other matters as a result of our products or operations. Although we can give no assurance about the outcome of pending legal and administrative proceedings and the effect such outcomes may have on us, we believe that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise provided for or covered by indemnity or insurance, will not have a material adverse effect on our combined financial position, results of operations or liquidity.

MANAGEMENT

Executive Officers

The following table sets forth information as of February 10, 2013, regarding the individual who is expected to serve as our president and chief executive officer following the spin-off. Additional executive officers will be appointed upon the spin-off and we will include information concerning those executive officers in an amendment to this information statement. After the spin-off, none of these individuals will continue to be employees of Oil States.

Name	Position(s)	Age
Bradley J. Dodson	President and Chief Executive Officer	40

Bradley J. Dodson is currently Executive Vice President, Accommodations of Oil States and President and Chief Executive Officer of SpinCo; positions held since December 2013. Mr. Dodson has held several executive positions with Oil States since joining in March 2001, including serving as Senior Vice President, Chief Financial Officer and Treasurer from April 2010 to December 2013, Vice President, Chief Financial Officer and Treasurer from May 2006 to April 2010, Vice President, Corporate Development from March 2003 to May 2006 and Director of Business Development from March 2001 to February 2003. From June 1998 to March 2001, Mr. Dodson served in several positions for L.E. Simmons & Associates, Incorporated, a private equity firm specializing in oilfield service investments. From July 1996 to June 1998, Mr. Dodson worked in the mergers and acquisitions group of Merrill Lynch & Co. He holds a M.B.A. degree from the University of Texas at Austin and a B.A. degree in economics from Duke University.

Board of Directors

We are in the process of finalizing the composition of our board of directors following the spin-off, and as such we will provide information regarding our directors in an amendment to this Information Statement.

Board Structure

We currently expect that, upon the completion of the separation, our board of directors will consist of [•] members, a majority of whom we expect to satisfy the independence standards established by the Sarbanes-Oxley Act of 2002 and the applicable rules of the SEC and the NYSE.

Board Committees

Our board of directors will establish several standing committees in connection with the discharge of its responsibilities. Upon completion of the spin-off, our board of directors will have the following committees:

Audit Committee

Upon completion of the spin-off, our board of directors will establish an audit committee, composed of at least one director and a majority of independent directors.

The Audit Committee will meet separately with representatives of our independent auditors, the Company's internal audit personnel and representatives of senior management in performing its functions. The Audit Committee will review the general scope of audit coverage, the fees charged by the independent auditors, matters relating to internal control systems and other matters related to accounting and reporting functions. The board of directors is expected to determine that all of the members of the Audit Committee are financially literate and have accounting or related financial management expertise, each as required by the applicable NYSE listing standards. The board of directors is also expected to determine that at least one member of the Audit Committee will qualify as audit committee financial experts under the applicable rules of the Exchange Act.

Compensation Committee

Upon completion of the spin-off, our board of directors will establish a compensation committee, composed of at least one director and a majority of independent directors.

The Compensation Committee will administer the [•] Plan, and in this capacity make a recommendation to the full board of directors concerning aggregate amount of all option grants or stock awards to employees as well as specific awards to executive officers under the [•] Plan. In addition, the Compensation Committee will be responsible for (i) making recommendations to the board of directors with respect to the compensation of our chief executive officer and other executive officers, (ii) overseeing and approving compensation and employee benefit policies and (iii) reviewing and discussing with our management the Compensation Discussion and Analysis and related disclosure included in our annual proxy statement.

Nominating and Governance Committee

Upon completion of the spin-off, our board of directors will establish a nominating and governance committee, composed of at least one director and a majority of independent directors.

The Nominating & Corporate Governance Committee will make proposals to the board of directors for candidates to be nominated by the board of directors to fill vacancies or for new directorship positions, if any, which may be created from time to time.

Director Independence

To qualify as “independent” under the NYSE listing standards, a director must meet objective criteria set forth in the NYSE listing standards, and the board of directors must affirmatively determine that the director has no material relationship with us (either directly or as a stockholder or officer of an organization that has a relationship with us) that would interfere with his or her exercise of independent judgment in carrying out his or her responsibilities as a director.

The board of directors will review all direct or indirect business relationships between each director (including his or her immediate family) and our Company, as well as each director’s relationships with charitable organizations, to assess director independence as defined in the listing standards of the NYSE. The NYSE listing standards include a series of objective tests, such as the director is not an employee of our Company and has not engaged in various types of business dealings with our Company. In addition, as further required by the NYSE, the board of directors will make a subjective determination as to each independent director that no material relationships exist which, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director. When assessing the materiality of a director’s relationship with us, the board of directors will consider the issue not merely from the standpoint of the director, but also from the standpoint of the persons or organizations with which the director has an affiliation.

Corporate Governance Guidelines

Upon completion of the spin-off, our board of directors will adopt Corporate Governance Guidelines to best ensure that the board of directors has the necessary authority and practices in place to make decisions that are independent from management, that the board of directors adequately performs its function as the overseer of management and to help ensure that the interests of the board of directors and management are aligned with the interests of the stockholders.

Corporate Code of Business Conduct & Ethics

Upon completion of the spin-off, we will adopt a Corporate Code of Business Conduct and Ethics, which will require that all directors, officers and employees of SpinCo act ethically at all times.

Substantially all of our employees will be required to complete online training on a regular basis which includes a review of the Corporate Business Conduct & Ethics Code policy and an acknowledgement that the employee has read and understands the policy.

Financial Code of Ethics for Senior Officers

Upon completion of the spin-off, we will adopt a Financial Code of Ethics for Senior Officers that will apply to the chief executive officer, chief financial officer, principal accounting officer and other senior officers (“Senior Officers”).

Senior Officers must also comply with the Company's Business Conduct and Ethics Code. Ethical principles set forth in this policy include, among other principals, matters such as:

- Acting ethically with honesty and integrity
- Avoiding conflicts of interest
- Complying with disclosure and reporting obligations with full, fair accurate, timely and understandable disclosures
- Complying with applicable laws, rules and regulations
- Acting in good faith, responsibly with due care, competence and diligence
- Promoting honest and ethical behavior by others
- Respecting confidentiality of information
- Responsibly using and maintain assets and resources

Director Resignation Policy

Upon completion of the spin-off, we will adopt a director resignation policy. The director resignation policy will provide that if (1) a director's principal occupation or business association changes substantially during his or her tenure as a director or (2) a director fails to receive a majority vote in an uncontested director election, that director is required by our Corporate Governance Guidelines to inform the Chairman of the Nominating & Corporate Governance Committee of the change or failure, as applicable, and tender his or her resignation to the Committee for consideration. Such resignation shall not be effective unless and until the board of directors chooses to accept the resignation in accordance with our Corporate Governance Guidelines. While not necessarily resulting in a resignation, the offer will provide the Nominating & Corporate Governance Committee the opportunity to consider the appropriateness of continued board of directors membership and make a recommendation to the board of directors as to the director's continuation. The Nominating & Corporate Governance Committee will recommend to the board of directors the action, if any, to be taken with respect to the resignation, and the board of directors will consider (1) whether the change in the director's professional responsibilities directly or indirectly impacts that person's ability to fulfill directorship obligations or (2) whether the director's abilities and qualifications are such that they negate the assumption that he or she is unsuitable, which could be inferred from the director's failure to receive a majority vote, as applicable.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The persons who we expect will be our named executive officers as of the distribution date will be included in a subsequent amendment. For purposes of the following Compensation Discussion and Analysis, we refer to them collectively as our “Named Executive Officers.” Our expectation is that, prior to the spin-off, each of our Named Executive Officers will have been employed by Oil States or its subsidiaries; therefore, the information provided for the years 2012, 2011 and 2010 will reflect compensation earned at Oil States or its subsidiaries and the design and objectives of the executive compensation programs in place prior to the spin-off.

Compensation decisions for our named executive officers prior to the spin-off will be made by Oil States. To the extent such persons are senior officers of Oil States, the decisions will be made by the Compensation Committee (the “Compensation Committee”) of the board of directors (the “Board”) of Oil States, which is composed entirely of independent directors. Executive compensation decisions following the spin-off will be made by the Compensation Committee of SpinCo (our “Compensation Committee”).

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis has three main parts:

- Oil States 2012 Executive Compensation—This section describes and analyzes the executive compensation programs at Oil States in 2012 (beginning on page 94).
- Effects of Spin-off on Outstanding Compensation Awards—This section discusses the effect of the spin-off on outstanding compensation awards for our Named Executive Officers (beginning on page 103).
- SpinCo Compensation Programs—This section discusses the anticipated executive compensation programs at SpinCo (beginning on page 103).

Oil States 2012 Executive Compensation

The Compensation Committee provides overall guidance to Oil States’ executive compensation program and administers incentive compensation plans.

The executive compensation program includes three primary elements which are generally performance oriented and, taken together, constitute a flexible and balanced method of establishing total compensation for Oil States’ executive officers. The three major elements consist of (a) base salary, (b) annual incentive compensation, and (c) long-term incentive awards. The design of this compensation program supports Oil States’ philosophy of executive total compensation.

Executive Total Compensation Philosophy

Oil States’ philosophy regarding the executive compensation program for its named executive officers and other senior managers has been to design a compensation package that provides competitive base salary levels and compensation incentives that (i) attract and retain individuals of outstanding ability in these key positions, (ii) recognize corporate performance relative to established goals and the performance of Oil States relative to the performance of other companies of comparable size, complexity and quality and against budget goals, and (iii) support both the short-term and long-term strategic goals of Oil States. The Compensation Committee believes this approach closely links the compensation of Oil States’ executives to the execution of Oil States’ strategy and the accomplishment of Oil States goals that coincide with stockholder objectives.

Compensation Program Objectives:

- Attract, motivate, reward and retain key employees and executive talent required to achieve corporate strategic plans;
- Reinforce the relationship between strong individual performance of executives and business results;
- Align the interests of executives with the long-term interests of stockholders; and
- Design a compensation program that neither promotes overly conservative actions or excessive risk taking.

The compensation program is designed to reward executives for long-term strategic management and the enhancement of stockholder value. Oil States believes that the compensation program design and policies contribute to achievement of Oil States' objectives.

Compensation Benchmarking Relative to Market

The Compensation Committee establishes executive compensation primarily based on a review of the executive's performance and compensation history and takes into account corporate performance. In the exercise of its duties, the Compensation Committee periodically benchmarks Oil States' executive compensation against that of comparable companies; however, the Compensation Committee does not set percentile goals against benchmark data for purposes of determining executive compensation levels. The Compensation Committee considers the market to consist of both the oilfield services industry and geographic markets in which Oil States competes for executive talent. Benchmark data is periodically obtained for a selected peer group approved by the Compensation Committee (the "peer group") as well as for industry companies of comparable size and business complexity. Oil States currently uses the following peer group companies:

- Carbo Ceramics, Inc.;
- Cameron International Corporation;
- Core Laboratories N.V.;
- Dresser—Rand Group, Inc.;
- Dril-Quip, Inc.;
- Exterran Holdings, Inc.;
- FMC Technologies, Inc.;
- Helix Energy Solutions Group, Inc.;
- Helmerich & Payne, Inc.;
- Key Energy Services, Inc.;
- McDermott International, Inc.;
- Oceaneering International, Inc.;
- RPC, Inc.;
- Superior Energy Services, Inc.; and
- Tidewater, Inc.

In selecting benchmark companies, the Compensation Committee considered each company's participation in the energy services sector as well as market capitalization, annual revenues, business complexity, profitability, returns on equity and assets, the number of divisions/segments, countries in which they operate and total number of employees. The benchmarked companies change from time to time to insure their continued appropriateness for comparative purposes. Oil States made two changes to its peer group companies in 2012. They deleted Complete Production Services, Inc. because it was acquired, and they added Cameron International Corporation because it is similar to Oil States' offshore products segment and because they compete for the same executive talent.

The Compensation Committee reviews the compensation programs for comparable positions at similar corporations with which Oil States competes for executive talent, and also considers relative internal equity within its executive pay structure. This approach allows the Compensation Committee to respond to changing business conditions, manage salaries and incentives more evenly over an individual's career as well as minimize the potential for the automatic ratcheting-up of salaries and incentives that could occur with an inflexible and more narrowly defined approach.

In evaluating the peer group and other comparison data for compensation purposes, the Compensation Committee neither bases its decisions on quantitative relative weights of various factors, nor follows mathematical formulas. Rather, the Compensation Committee exercises its discretion and makes its judgment after considering the factors it deems relevant.

Compensation Practices as They Relate to Risk Management

Oil States' compensation policies and practices are designed to provide rewards for short-term and long-term performance, both on an individual basis and at the entity level. In general, optimal financial and operational performance, particularly in a competitive business, requires some degree of risk-taking. Oil States' compensation strategies are designed to encourage growth and appropriate risk taking but not to encourage excessive risk taking. Oil States' Compensation Committee retains discretion with respect to the compensation packages of its named executive officers. Compensation strategies are designed so as not to encourage management to take actions that could have a material adverse effect on Oil States in the long-run to simply achieve a specific short-term goal. Oil States also attempts to design the compensation program for its larger general employee population so that it does not inappropriately incentivize Oil States' employees to take unnecessary risks in their day to day activities. Oil States recognizes, however, that there are trade-offs and that it can be difficult in specific situations to maintain the appropriate balance. As such, Oil States continues to evaluate its programs with a view to insuring they do not become materially imbalanced one way or the other.

Oil States' compensation arrangements contain certain design elements that are intended to minimize the incentive for taking unwarranted risk to achieve short-term, unsustainable results. Those elements include a maximum amount that can be earned under the annual incentive cash compensation and performance based equity award programs.

In combination with Oil States' risk-management practices, Oil States does not believe that risks arising from its compensation policies and practices for its employees, including its named executive officers, are reasonably likely to have a material adverse effect on Oil States.

Elements of Compensation:

- *Base Salary*—Base salary is the guaranteed element of an executive's direct compensation and is intended to provide a foundation for a competitive overall compensation opportunity for the executive. The Compensation Committee reviews each executive's base salary annually. Executive officer base salaries are determined after an evaluation that considers the executive's prior experience and breadth of knowledge and which also considers benchmark data from the peer group companies and other similarly sized companies in businesses comparable to Oil States', Oil States' and the executive's performance, and any significant changes in the executive's responsibilities. The Compensation Committee considers all these factors together plus overall industry conditions and retention risks and makes a subjective determination on base salary adjustments.

Mrs. Cindy B. Taylor, President and Chief Executive Officer of Oil States, provides the Compensation Committee with input regarding the performance of other Oil States executives and makes compensation recommendations with respect to these individuals. While considering her recommendations, the Committee makes an independent judgment with respect to compensation levels for each of Mrs. Taylor's direct reports.

- *Annual Cash Incentive Compensation*—Oil States’ Annual Incentive Compensation Plan (“AICP”) is performance based and provides executives with direct financial incentives in the form of annual cash bonuses based on total Oil States and business unit performance. Annual incentive awards are linked to the achievement of pre-determined Oil States-wide and business unit quantitative performance goals and are designed to place a significant portion of the executive’s total compensation at risk. The purpose of the AICP is to:
 - create stockholder value;
 - provide focus on the attainment of annual goals that lead to long-term success of Oil States;
 - provide annual performance-based cash incentive compensation;
 - motivate achievement of critical annual operating performance metrics; and
 - motivate employees to continually improve Oil States-wide and business unit performance.

The AICP is flexible and provides the Compensation Committee the discretion annually to set goals and objectives with input from management that it believes are consistent with creating stockholder value. The goals and objectives generally include growth objectives, operating objectives, safety goals and other measures that the Board believes will drive financial performance. Under the AICP, an incentive target percentage is established for each executive officer based upon, among other factors, the Compensation Committee’s review of publically available competitive compensation data for that position, level of responsibility and ability to impact Oil States’ success. The AICP recognizes market differences in incentive award opportunities between organizational levels. Achieving results which exceed a minimum, or threshold, level of performance triggers an AICP payout. Performance results at or below the threshold (i.e. achieving a percentage ranging from 75% to 85% of the related AICP performance objective or less) will result in no AICP award. Targeted performance is earned when an executive achieves 100% of their AICP performance objective(s). Overachievement (i.e. achieving a percentage ranging from 120% to 125% of the related AICP performance objective) is the performance level at which incentive compensation is maximized. If the performance results fall between the threshold level and the target level, 0-100% of the AICP target amount will be paid out proportionately to the distance such performance results fall between the two levels. If the performance results fall between the target level and the overachieve level, 100-200% of the AICP target amount will be paid out proportionately to the distance such performance results fall between the two levels.

At the beginning of each year, the Compensation Committee is responsible for establishing the AICP performance objectives based on recommendations by the Chief Executive Officer. The Compensation Committee sets performance goals that are measurable, achievable and quantifiable. At the end of each year, the Compensation Committee reviews the performance results of Oil States and the incentive awards to be paid to each executive officer and to all participants in the AICP, as a group. In its discretion, the Compensation Committee will interpret the AICP and has authority to make adjustments in individual, business unit or Oil States-wide results in its discretion.

Performance measures are selected and weighted by management and the Compensation Committee annually to give emphasis to performance criteria for which participants have influence. The Compensation Committee has established “earnings before interest, taxes, depreciation and amortization” (“EBITDA”) as the primary corporate financial performance objective for each executive officer. In addition, a portion of the incentive potential for certain participants was based on return on investment (“ROI”) and, for certain of the executives, none of whom were Named Executive Officers, other strategic goals as determined appropriate for the executives’ areas of responsibilities. Other strategic goals and objectives varied and included measures such as safety performance. Performance goals may be similar for all executives or may be different to reflect more appropriate measures of corporate and business unit performance. The EBITDA and ROI targets are generally set based on Oil States or business unit annual budgeted financial statements which are approved by the Board. The relative percentages of EBITDA and ROI used to evaluate Oil States’ executives are based upon the nature of each executive’s role in Oil States and how that role relates to overall goals and performance of Oil States. For example, for those divisions which have ROI criteria, executives responsible for the operation of those specific divisions or who have a significant impact over investment decisions with respect to such businesses have business-based or Oil States’ ROI as part of their performance measure if achievement of such measure is material to Oil States performance. Executives who have less control over segment-based or Oil States’ ROI, have performance measures more heavily weighted towards EBITDA. Oil States believes the use of tailored performance goals, which are closely aligned with drivers of Oil States’ success, furthers its compensation objective of reinforcing the relationship between strong individual performance of executives and overall business performance. Individual objectives are tailored to match areas of direct responsibility and impact on Oil States performance.

At the end of each year, the Compensation Committee reviews the performance results of Oil States and the total incentive awards to be paid to each executive officer based on such officer's success in achieving the AICP performance objectives.

Long-term Incentives—Oil States makes certain stock-based awards under the 2001 Equity Participation Plan, which has been approved by stockholders, to better align the interests of executive officers with those of stockholders and to provide retention incentives. Specifically, the plan's purposes are to:

- provide an additional incentive for executives to further the growth, development and financial success of Oil States by personally benefiting through ownership of Oil States' stock and/or rights; and
- enable Oil States to obtain and retain the services of executives considered essential to the long term success of Oil States by offering them an opportunity to own stock in Oil States and/or rights which will reflect the growth, development and financial success of Oil States.

The 2001 Equity Participation Plan provides for the grant of any combination of:

- stock options;
- restricted stock;
- performance awards;
- dividend equivalents;
- deferred stock; and
- stock payments or phantom stock awards.

Under the 2001 Equity Participation Plan, Oil States has historically granted nonqualified stock options and time-vested restricted stock awards. Oil States amended the 2001 Equity Participation Plan on March 31, 2009, to provide for minimum vesting periods of one year for performance based awards and three years for tenure based awards, except for a small percentage of the authorized shares available for awards under the 2001 Equity Participation Plan. As a result of this amendment, vesting may occur earlier than the minimum vesting periods with respect to no more than 10% of shares cumulatively authorized under the 2001 Equity Participation Plan. A total of 98% of the options granted by the Compensation Committee vest at a rate of 25% per year over four years. Option lives range from six to ten years. Options are awarded at the NYSE's closing price of Oil States' common stock on the date of the grant, or the last preceding trading day if the award date is a date when markets are closed ("NYSE Closing Price"). Restricted stock awards, which are valued at the NYSE Closing Price, generally vest over a four year period at a rate of 25% per year; however, in special situations the Compensation Committee has approved awards with shorter vesting periods. The Compensation Committee has never granted options with an exercise price that is less than the NYSE Closing Price on the grant date.

The Compensation Committee has never repriced outstanding options, and the 2001 Equity Participation Plan has been amended to prohibit repricing or replacing underwater stock options or canceling or effecting a cash buyout of stock options without the approval of Oil States' stockholders. Effective February 19, 2013, Oil States amended the 2001 Equity Participation Plan as follows:

- The maximum value of performance awards to any participant in a calendar year is limited to \$4,000,000;
- Options forfeited or cancelled are not available to be "recycled" and awarded again;
- An option agreement may not be cancelled or amended in exchange for cash or another equity award;
- Loans from Oil States to plan participants are not permitted;
- Dividend equivalents are not permitted to be credited to option awards and, for other awards, are not payable until the underlying deferred stock or performance award vests; and
- The Compensation Committee may delegate to the Chief Executive Officer the right to grant awards under the 2001 Equity Participation Plan to any person who is not subject to Section 16 of the Exchange Act subject to conditions and restrictions that the Compensation Committee determines.

Oil States believes these changes to the 2001 Equity Participation Plan are consistent with "best practices" for equity plans for publicly traded companies. In determining appropriate awards, the Compensation Committee annually reviews each executive's past performance and experience, his or her position and ability to contribute to the future success and growth of Oil States, time in the current job, base compensation and competitive market data. The Compensation Committee also takes into account the risk of losing the executive to other employment opportunities and the value and potential for appreciation in Oil States' stock. The Compensation Committee also takes into consideration that, unlike some benchmark companies, Oil States has no defined benefit retirement plan nor any supplemental executive retirement benefits or similar arrangements. The Compensation Committee believes that stock options, restricted stock grants and, beginning in 2012, performance based and phantom stock, along with significant vesting requirements, are an effective method of reinforcing the long-term nature of Oil States' business and creating retention incentives. In addition, grants of stock options, restricted stock and performance based and phantom stock awards reinforce alignment with stockholder interests. The Compensation Committee considers the foregoing factors and any other relevant factors and makes a subjective determination with respect to awarding equity based compensation to its executive officers.

Higher-level positions will generally have a greater percentage of their total compensation based on longer-term incentives which are performance based. The size of long-term incentive grants will vary from year to year and reflects a variety of factors including, among others, competitive market practices, retention priorities, total previous grants, current stock valuation, estimated future charges to earnings, and individual, business unit and company-wide performance. The Compensation Committee determines the award level for executives, if any, on an annual basis usually at its February meeting each year.

For 2012, Oil States incorporated a combination of nonqualified stock options, restricted stock awards, performance based awards and phantom stock awards as the primary executive long-term incentive and retention tool for the Named Executive Officers. Restricted stock awards offers the additional advantages of potentially reducing overall Oil States stock dilution relative to other awards, while improving Oil States' executive retention prospects in a very competitive labor market. Oil States recognizes that options alone may not have adequate retention value in an industry that has historically been cyclical in nature. Oil States believes the introduction of performance based and phantom stock equity awards will add an incentive for continued outstanding performance, enhance Oil States' ability to attract and retain talented executives in an increasingly competitive marketplace and benefit stockholder returns. The Compensation Committee weighs the cost of these grants with their potential benefit as an incentive, retention and compensation tool.

In administering the long-term incentive equity plan, the Compensation Committee is sensitive to the potential for dilution of future earnings per share. For this reason and because of other compensation design considerations, the Compensation Committee focuses the long-term incentive plan on employees who will have the greatest impact on the strategic direction and long-term results of Oil States by virtue of their senior roles and responsibilities.

Performance Based Awards. The performance based awards represent the right to receive shares of Oil States' common stock, subject to forfeiture conditions and achieving performance objectives. The performance based awards do not entitle their recipient to the right to vote, receive dividends or to any other privileges or rights of a stockholder of Oil States until such time as shares of Oil States' common stock are delivered to the recipient following vesting of the performance based awards.

The performance based awards will vest contingent upon the Named Executive Officer's continued employment with Oil States through the specified vesting date, and Oil States' achievement of specified performance objectives during the performance period commencing on January 1st of the three year performance period and ending December 31st of the third year in the three year performance period. Depending on the level of performance achieved, Named Executive Officers may earn between 0% and 200% of the target number of shares of Oil States stock covered by the award, and the number of earned shares will typically be paid to the Named Executive Officer within two and a half months following the end of the performance period. The performance based awards made in February 2012 and February 2013 have a performance criteria that will be measured based upon Oil States' achievement levels of average after-tax annual return on invested capital "ROIC" for the applicable three year performance period.

If the average annual after-tax ROIC over the three year performance period is less than or equal to 6% (the "Entry Level"), 100% of the performance awards will be forfeited. If the performance measure is equal to 9.5% (the "Target Level"), 100% of the performance awards will vest. If the performance measure is equal to or greater than 13%, (the "Over-Achieve Level"), 200% of the performance awards will vest. If the performance measure falls between the Entry Level and the Target Level, 0—100% of the performance awards will vest proportionately to the distance such performance measure falls between the two levels. If the performance measure falls between the Target Level and the Over-Achieve Level, 100—200% of the performance awards will vest proportionately to the distance such performance measure falls between the two levels. Upon certain events, such as a change in control or specified employment termination scenarios, the vesting of the performance awards may be accelerated.

Phantom Stock Awards. Oil States began awarding phantom stock awards in 2012 to certain executives in Canada because these awards were more tax efficient for Oil States and executive. Phantom stock awards made on February 16, 2012 totaled 53,950 shares and will vest 33.3% per year on the first, second and third anniversary of the award date. Each phantom stock award entitles the holder to the cash equivalent amount equal to a share of Oil States stock on the vesting date.

Restricted Stock and Option Awards. Restricted stock awards were made on February 16, 2012 at the then fair market value of \$84.63 per restricted share. Stock option awards were made on February 16, 2012 that had an exercise price of \$84.63 per share based on the NYSE Closing Price and that had a Black Scholes fair market value on the date of grant of \$37.43 per option award. These awards will vest in four equal installments on each annual anniversary of the grant date (so that the awards will be 100% vested on February 16, 2016), provided the named executive officer remains an employee continuously from the date of grant through the applicable vesting date. Vesting of the awards may be accelerated upon the occurrence of certain events. While a Named Executive Officer holds nonvested restricted shares, he or she is entitled to all the rights of ownership with respect to the shares, including the right to vote the shares and receive dividends thereon (except that any dividends or other distributions paid in any form other than cash shall be subject to forfeiture restrictions applicable to the underlying award).

Stock option grants, restricted stock awards and performance based and phantom stock awards are expensed to comply with Financial Accounting Standards Board, Accounting Standards Codification, Topic 718, Compensation—Stock Compensation ("FASB ASC Topic 718—Stock Compensation"). There is no program, plan or practice to time the grant of stock options and award restricted stock to executives in coordination with the release of material non-public information. Except in special circumstances, equity grants are made to employees annually at the time of the Board's February meeting. Executive officers and directors are prohibited from trading options or any derivative type of contract related to Oil States' stock.

Benefits

Employee benefits are designed to be broad based, competitive and to attract and retain employees. From time to time the Compensation Committee reviews plan updates and recommends that Oil States implement certain changes to existing plans or adopt new benefit plans.

Health and Welfare Benefits

Oil States offers a standard range of health and welfare benefits to all employees including executives. These benefits include: medical, prescription drug, vision and dental coverages, life insurance, accidental death and dismemberment, long-term disability insurance, flexible spending accounts, employee assistance, business travel accident insurance and 529 college savings plans. Executive officers make the same contributions for the same type of coverage and receive the same level of benefit as any other employee for each form of coverage /benefit.

Retirement Plans

Oil States does not offer a defined benefit retirement plan. Oil States does offer a defined contribution 401(k) retirement plan to substantially all of its U.S. employees. Participants may contribute from 1% to 75% of their base and cash incentive compensation (subject to IRS limitations), and Oil States makes matching contributions under this plan on the first 6% of the participant's compensation (100% match of the first 4% employee contribution and 50% match on the next 2% contribution). Oil States' matching contributions vest at a rate of 20% per year for each of the employee's first five years of service and then are immediately vested thereafter. A similar defined contribution retirement plan is in place and available to Oil States' Canadian employees. See "Canadian Retirement Savings Plan" below.

Deferred Compensation Plan

Oil States maintains a nonqualified deferred compensation plan (the "Deferred Compensation Plan") that permits eligible employees and directors to elect to defer all or a part of their cash compensation (base and/or incentives) from Oil States until the termination of their status as an employee or director. Employees that participate in the Deferred Compensation Plan do not receive any additional compensation other than the employer match on compensation deferred equivalent to what would have been matched in Oil States' 401(k) plan, absent certain IRS limitations. A deferral election may provide for deferring different forms or levels of compensation (base salary and/or incentive compensation) during the year. The Compensation Committee administers the Deferred Compensation Plan. Participating employees are eligible to receive from Oil States a matching deferral under the Deferred Compensation Plan that is intended to compensate them for contributions they could not receive from Oil States under the 401(k) plan due to the various limits imposed on 401(k) plans by U.S. federal income tax laws. Directors who elect to participate in the Deferred Compensation Plan do not receive any matching contributions.

Participants in the Deferred Compensation Plan are able to invest contributions made to the Deferred Compensation Plan in investment funds selected by a Retirement Plan Compensation Committee, which also mirror the 401(k) plan investment funds. Oil States' percentage match on employee contributions vests in the same manner as in Oil States' 401(k) plan. Employee contributions into the Deferred Compensation Plan are automatically vested and an employee can defer up to 75% of their salary and bonus compensation. Since the investment choices under the Deferred Compensation Plan are identical to the choices available under Oil States' 401(k) Plan, no above market or preferential earnings are provided under the Deferred Compensation Plan. As such, no earnings on Deferred Compensation Plan amounts are reported in the Summary Compensation table. The Retirement Plan Compensation Committee is composed of employees. The Compensation Committee has established a grantor trust to hold the amounts deferred under the Deferred Compensation Plan by Oil States' officers and directors. All amounts deferred under the Deferred Compensation Plan remain subject to the claims of Oil States' creditors.

Allocation of net income (or net loss) in each participant's account is divided into sub accounts to reflect each participant's deemed investment designation in a particular fund(s). As of each valuation date, the net income (or net loss) of each fund is allocated among the corresponding sub accounts of the participants. Each sub account is credited with (or debited for) that portion of such net income (or net loss) due to the change in the value of each corresponding sub account from the prior valuation date.

Generally, each participant in the Deferred Compensation Plan will receive (i) a lump sum distribution or installment payments (at the participant's election) upon termination of the participant's service with Oil States and its affiliates or (ii) a lump sum distribution upon a change of control (as defined in the 2001 Equity Participation Plan). For "Key Employees," as defined in IRS regulations, distributions of deferrals made after 2004 are delayed at least six months. Any other withdrawals by the participant will be made in compliance with limitations imposed under Section 409A of the Internal Revenue Code.

Canadian Retirement Savings Plan

Oil States offers a defined contribution retirement plan to its Canadian employees. In Canada, Oil States contributes, on a matched basis, an amount up to 5% of each Canadian based, salaried employee's earnings (base salary plus annual incentive compensation) to the legislated maximum for a Deferred Profit Sharing Plan (DPSP—Maximum for 2012—\$11,910). DPSP is a form of defined contribution retirement savings plan governed by Federal Tax legislation which provides for deferral of tax on deposit and investment return until removed from the plan to support retirement income. Employer contributions vest upon the completion two years of service. Employee contributions are required in order to be eligible for the DPSP employer matching. Maximum employer matching (5% noted above) is attained with (6%) employee contribution which would go into a Group Registered Retirement Savings Plan (GRRSP). The two plans work in tandem.

Participation in the plan is voluntary and matching contributions start after 90 days of employment. Funds are paid by the company to the third party plan administrator and the funds are invested by the administrator on behalf of the employee in accordance with the employee's investment direction from within a broad range of investment options. Apart from the annual contributions, any growth in the member's account is dependent upon the investment decisions made by that individual. Oil States makes no investment decisions on behalf of the employee and has no obligations under the Retirement Savings Plan other than to remit the defined contributions to the plan administrator for subsequent deposit into member accounts and to periodically assess the roles and execution of services by the plan administrator.

The matching contributions noted above (5% employer based upon 6% from employee) are first directed into the tax deferred or registered plans as described above up to Revenue Canada annual limits. For certain employees who by virtue of compensation level would exceed these limits, contributions are then allocated to employee and employer accounts in a Non Registered Savings Plan (NRSP). This plan functions in a manner similar to Oil States' Deferred Compensation Plan. The same basic principles of design and provision apply with the primary difference that the NRSP is annually taxable in regards to investment return.

Other Perquisites and Personal Benefits

Oil States generally does not offer any perquisites or other personal benefits to any executive with an aggregate value over \$10,000. Some executives do have Oil States paid club memberships, which are used for business purposes.

Compensation Consultant

In 2012, the Compensation Committee engaged Frederic W. Cook & Co., Inc. (the "Consultant") to provide independent advice on executive compensation matters. In 2012, the Consultant confirmed to the chair of the Compensation Committee certain industry compensation data provided by management and provided feedback regarding proposed compensation terms to the Committee. The Compensation Committee Chairman pre-approved the scope of the work to be performed by and the fee arrangement with the Consultant, which was based on agreed upon rates per hour. The Consultant's engagement was limited to executive compensation projects for the Compensation Committee, and no other services were provided to Oil States or management. Fees paid to the Consultant in 2012 did not exceed \$120,000.

Executive Compensation Policies

- *Repricing Stock Options*—Oil States' practice is to price awards at the market price on the date of award. Oil States' Equity Participation Plan prohibits any repricing of options without shareholders' approval.
- *Securities Trading Policy*—Oil States prohibits directors, officers and certain other managers from trading Oil States' securities on the basis of material, non-public information or "tipping" others who may so trade on such information. In addition, the policy prohibits trading in Oil States' securities without obtaining prior approval from Oil States' Compliance Officer. Executive officers are prohibited from trading options on any derivative type of contract related to Oil States' stock.
- *Tax Deductibility of Compensation*—Section 162(m) of the Internal Revenue Code, enacted in 1993, imposes a limit of \$1 million, unless compensation is performance based, on the amount that a publicly held corporation may deduct in any year for the compensation paid or accrued with respect to its Chief Executive Officer and each of its three other most highly compensated executive officers (other than the Chief Executive Officer and the Chief Financial Officer). While Oil States cannot predict with certainty how the compensation of Oil States' Named Executive Officers might be affected in the future by the Section 162(m), or applicable tax regulations issued hereunder, Oil States endeavors to preserve the tax deductibility of substantially all of executive compensation while maintaining the executive compensation program as described herein.
- *Clawback Policy*—To date, Oil States has not adopted a formal clawback policy to recoup incentive based compensation upon the occurrence of a financial restatement, misconduct or other specified events. However, the performance based awards granted to Oil States' named executive officers as part of its 2012 long-term incentive compensation program do include language providing that the award may be cancelled and the officer may be required to repay Oil States for any realized gains to the extent required by applicable law. The Compensation Committee is currently evaluating the practical, administrative, and other implications of implementing and enforcing a clawback policy, and intends to adopt a clawback policy in compliance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 once additional guidance is promulgated by the Securities and Exchange Commission.
- *Executive Stock Ownership Guidelines and Holding Period*—Effective February 16, 2007, Executive Stock Ownership Guidelines were adopted by the Compensation Committee to further align the interests of executives with the interests of stockholders and further promote Oil States' commitment to sound corporate governance.

The Executive Stock Ownership Guidelines are calculated based on a multiple of the executive's base salary, which is then converted to a fixed number of shares. Once the ownership guideline is established for an executive and communicated, the executive has four years to attain the targeted level of ownership. An executive's ownership guideline does not automatically change as a result of changes in his or her base salary or fluctuations in Oil States' common stock price. However, the Committee may, from time to time, reevaluate and revise participants' guidelines to incorporate these types of events. An executive's stock ownership guideline may also increase because of a change in title. The ownership guidelines for the senior executives are as follows:

Stock Ownership Level

Position	Multiple of Salary
Chief Executive Officer	5X
Executive Officers (Section 16)	2X
Corporate Administrative Vice Presidents	1X

Stock that counts toward satisfaction of the Executive Stock Ownership Guidelines includes:

- Oil States shares owned outright (i.e. open market purchases) by the executive or his or her immediate family members residing in the same household;
- Vested Oil States restricted stock awards that are issued as part of the executive's long-term compensation;
- Oil States shares acquired upon option exercise that the executive continues to hold;
- Oil States shares held in Oil States' Deferred Compensation Plan; and
- Oil States shares beneficially owned through a trust.

Covered executives are required to achieve their Stock Ownership Guideline within four years from inclusion in the program and continue to maintain and hold the level of stock ownership as long as they are executive officers of Oil States. All covered executives are in compliance with the Stock Ownership Guidelines except for certain Canadian employees for whom the deadline has been extended due to the tax inefficiencies of issuing restricted stock in Canada. Once achieved, ownership of the guideline amount must be maintained for a holding period as long as the individual is subject to Executive Stock Ownership Guidelines.

Effects of Spin-off on Outstanding Executive Compensation Awards

Information regarding the effect of the spin-off on outstanding executive compensation awards will be included in subsequent amendments.

SpinCo Compensation Programs

Information regarding the SpinCo compensation programs will be included in subsequent amendments.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

As of the date of this information statement, all outstanding shares of our common stock are owned beneficially and of record by Oil States. After the spin-off, Oil States will not own any of our common stock. The following table sets forth information with respect to the anticipated beneficial ownership of our common stock by:

- each shareholder who we believe (based on the assumptions described below) will beneficially own more than 5% of SpinCo's outstanding common stock;
- each person who is expected to serve as a director upon completion of the spin-off;
- each person who is expected to serve as an executive officer upon completion of the spin-off; and
- all persons who are expected to serve as directors or executive officers upon completion of the spin-off as a group.

Except as otherwise noted below, we based the share amounts shown on each person's beneficial ownership of Oil States common stock on , 2014, and a distribution ratio of shares of our common stock for each share of Oil States common stock held by such person.

To the extent persons who are directors or executive officers or who are expected to serve as directors or executive officers upon completion of the spin-off own Oil States common stock at the record date of the spin-off, they will participate in the distribution on the same terms as other holders of Oil States common stock.

Immediately following the spin-off, we expect to have approximately 24 stockholders of record, based on the number of registered stockholders of Oil States common stock on January 16, 2014, and approximately [●] million shares of SpinCo common stock outstanding. The actual number of shares of our common stock outstanding following the spin-off will be determined on , 2014, the record date. As of January 16, 2014, Oil States had approximately 24 stockholders of record and approximately [●] million shares of Oil States common stock outstanding.

To our knowledge, except as indicated in the footnotes to this table or as provided by applicable community property laws, the persons named in the table have sole voting and investment power with respect to the shares of common stock indicated.

Information regarding stock ownership will be included in subsequent amendments.

ARRANGEMENTS BETWEEN OIL STATES AND OUR COMPANY

This section provides a summary description of agreements between Oil States and us relating to our restructuring transactions and our relationship with Oil States after the spin-off. This description of the agreements between Oil States and us is a summary and, with respect to each such agreement, is qualified by reference to the terms of the agreement, each of which will be filed as an exhibit to the registration statement of which this information statement is a part. We encourage you to read the full text of these agreements. We will enter into these agreements with Oil States prior to the completion of the spin-off; accordingly, we will enter into these agreements with Oil States in the context of our relationship as a wholly-owned subsidiary of Oil States. The terms of these agreements may be more or less favorable to us than if they had been negotiated with unaffiliated third parties.

The terms of the agreements described below have not yet been finalized. Changes, some of which may be material, may be made prior to our separation from Oil States. No changes may be made after the Spin-Off without our consent.

Separation and Distribution Agreement

The Separation and Distribution Agreement will govern the terms of the separation of the accommodations business from Oil States' other businesses. Generally, the Separation and Distribution Agreement will include Oil States' and our agreements relating to the restructuring steps to be taken to complete the separation, including the assets and rights to be transferred, liabilities to be assumed, contracts to be assigned and related matters. Subject to the receipt of required governmental and other consents and approvals, in order to accomplish the separation, the Separation and Distribution Agreement will provide for Oil States and us to transfer specified assets and liabilities between the companies that will operate the accommodations business after the distribution, on the one hand, and Oil States' remaining businesses, on the other hand. As a result of this transfer, we will own all assets and liabilities primary related to the accommodations business. Oil States will retain all other assets and liabilities, including assets and liabilities related to discontinued businesses. The Separation and Distribution Agreement will require Oil States and us to endeavor to obtain consents, approvals and amendments required to novate or assign the assets and liabilities that are to be transferred pursuant to the Separation and Distribution Agreement as soon as reasonably practicable.

Unless otherwise provided in the Separation and Distribution Agreement or any of the related ancillary agreements, all assets will be transferred on an "as is, where is" basis. Generally, if the transfer of any assets or liabilities requires a consent that will not be obtained before the distribution, or if any assets or liabilities are transferred to the other party and should not have been so transferred, each party will agree to hold the assets or liabilities for the intended party's use and benefit (and at its expense) until they can be transferred to such intended party.

The Separation and Distribution Agreement will specify those conditions that must be satisfied or waived by Oil States prior to the distribution. In addition, Oil States will have the right to determine the date and terms of the distribution, and will have the right, at any time until completion of the distribution, to determine to abandon or modify the distribution and to terminate the Separation and Distribution Agreement.

Transition Services Agreement

The Transition Services Agreement will set forth the terms on which Oil States will provide to us, and we will provide to Oil States, on a temporary basis, certain services or functions that the companies historically have shared. Transition services may include administrative, payroll, human resources, data processing, environmental health and safety, financial audit support, financial transaction support, and other support services, information technology systems and various other corporate services. We expect the agreement will provide for the provision of specified transition services, generally for a period of up to 12 months, with a possible extension of 6 months (an aggregate of 18 months), on a cost or a cost-plus basis.

Tax Sharing Agreement

The Tax Sharing Agreement will govern the respective rights, responsibilities, and obligations of Oil States and us with respect to tax liabilities and benefits, tax attributes, the preparation and filing of tax returns, the control of audits and other tax proceedings, and other matters regarding taxes. The Tax Sharing Agreement will remain in effect until the parties agree in writing to its termination; however, notwithstanding such termination, the Tax Sharing Agreement will remain in effect with respect to any payments or indemnification due for all taxable periods prior to such termination during which the agreement was in effect.

In general, pursuant to the Tax Sharing Agreement:

- SpinCo and Oil States will agree to cooperate in the preparation of tax returns and with regard to any audits related to SpinCo's or Oil States' tax returns;
- the Tax Sharing Agreement will assign responsibilities for administrative matters, such as the filing of tax returns, payment of taxes due, retention of records and conduct of audits, examinations, or similar proceedings;
- with respect to any periods (or portions thereof) ending prior to the distribution, Oil States will pay any U.S. federal income taxes of the affiliated group of which Oil States is the common parent and, if SpinCo (including any of its subsidiaries) is included in that affiliated group, SpinCo will pay Oil States an amount equal to the amount of U.S. federal income tax SpinCo would have paid had SpinCo filed a separate consolidated U.S. federal income tax return, subject to certain adjustments. With respect to any periods (or portions thereof) beginning after the distribution, SpinCo will be responsible for any U.S. federal income taxes of SpinCo and its subsidiaries;
- with respect to any periods (or portions thereof) ending prior to the distribution, Oil States will pay any U.S. state or local income taxes that are determined on a consolidated, combined, or unitary basis and, if SpinCo (including any of its subsidiaries) is included in such determination, SpinCo will pay Oil States an amount equal to the amount of tax SpinCo would have paid had SpinCo filed a separate return for such income, subject to certain adjustments;
- with respect to any periods (or portions thereof) beginning after the distribution, SpinCo will be responsible for any U.S. federal income taxes of SpinCo and its subsidiaries;
- Oil States will be responsible for any U.S. federal, state, local, or foreign taxes due with respect to tax returns that include only Oil States and/or its subsidiaries (excluding SpinCo and its subsidiaries), and SpinCo will be responsible for any U.S. federal, state, local or foreign taxes due with respect to tax returns that include only SpinCo and/or its subsidiaries;
- to the extent that any gain or income is recognized by Oil States (including its subsidiaries) in connection with the failure of the spin-off to qualify for tax-free treatment under Sections 355 and 368(a)(1)(D) of the Code, SpinCo will indemnify Oil States for any taxes on such gain or income to the extent such failure is attributable to:
 - any inaccurate written covenant, representation, or warranty by SpinCo made in connection with the Tax Sharing Agreement or any tax ruling requested or received from the IRS or opinions of Oil States' outside tax advisors;
 - any breach by SpinCo of applicable representations, warranties, or covenants in the Tax Sharing Agreement; or
 - any other action taken by SpinCo; and
 - SpinCo will bear 50% of the amount of any gain or income that is recognized by Oil States (including its subsidiaries) in connection with the failure of the spin-off to qualify for tax-free treatment under Sections 355 and 368(a)(1)(D) of the Code, to the extent such failure is not attributable to the fault of either party.

Oil States has requested a private letter ruling substantially to the effect that, for U.S. federal income tax purposes, (i) certain transactions to be effected in connection with the separation qualify as transactions under Sections 355 and/or 368(a) of the Code, and (ii) the distribution generally qualifies as a tax-free transaction under Sections 355 and 368(a)(1)(D) of the Code. In addition, the spin-off is conditioned on Oil States' receipt of an opinion from its tax counsel, in form and substance acceptable to Oil States, regarding certain matters upon which the IRS will not rule. The opinion will rely on the private letter ruling as to matters covered by the private letter ruling.

SpinCo will agree to certain restrictions that are intended to preserve the tax-free status of the contribution, distribution, and related transactions. During the two-year period following the spin-off, these covenants will restrict SpinCo's ability to sell assets outside the ordinary course of business, to issue or sell its common stock or other securities (including securities convertible into its common stock), or to enter into any other corporate transaction that would cause SpinCo to undergo either a 50% or greater change in the ownership of its voting stock or a 50% or greater change in the ownership (measured by value) of all classes of its stock. SpinCo may take certain actions otherwise subject to these restrictions only if Oil States consents to the taking of such action or if SpinCo obtains, and provides to Oil States, a private letter ruling from the IRS and/or an opinion from an independent law firm or accounting firm, in either case, acceptable to Oil States in its sole discretion, to the effect that such action would not jeopardize the tax-free status of the contribution, distribution, or related transactions.

The foregoing description is qualified in its entirety by reference to the full text of the Tax Sharing Agreement, which is attached as Exhibit 10.2 to this Form 10 and is incorporated by reference.

Employee Matters Agreement

The Employee Matters Agreement will govern Oil States' and our compensation and employee benefit obligations with respect to the current and former employees of each company, and generally will allocate liabilities and responsibilities relating to employee compensation and benefit plans and programs. The Employee Matters Agreement will provide for the treatment of outstanding Oil States equity awards. The Employee Matters Agreement is also expected to set forth the general principles relating to employee matters, including with respect to the assignment of employees and the transfer of employees from Oil States to us, the assumption and retention of liabilities and related assets, expense reimbursements, workers' compensation, leaves of absence, the provision of comparable benefits, employee service credits, the sharing of employee information and the duplication or acceleration of benefits.

Indemnification and Release Agreement

The Indemnification and Release Agreement will govern the treatment of all aspects relating to indemnification, insurance, litigation responsibility and management, and litigation document sharing and cooperation. Generally, the Indemnification and Release Agreement will provide for cross-indemnities principally designed to place financial responsibility for the obligations and liabilities of our business with us and financial responsibility for the obligations and liabilities of Oil States' business with Oil States. The Indemnification and Release Agreement will also establish procedures for handling claims subject to indemnification and related matters.

OTHER RELATED PARTY TRANSACTIONS

In addition to the related party transactions described in “Arrangements Between Oil States and Our Company” above, this section discusses other transactions and relationships with related persons during the past three fiscal years. As a current subsidiary of Oil States, we engage in related party transactions with Oil States. Those transactions are described in more detail in Note 16 in the accompanying combined financial statements.

Policies and Procedures with Respect to Related Party Transactions and Conflicts of Interest

Prior to the spin-off, our board of directors will adopt procedures for approving related party transactions. We will review all relationships and transactions in which we and our directors and executive officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. Our Corporate Secretary’s office will be primarily responsible for the development and implementation of processes and controls to obtain information from the directors and executive officers with respect to related person transactions and for then determining, based on the facts and circumstances, whether we or a related person has a direct or indirect material interest in the transaction. As required under the rules of the SEC, transactions that are determined to be directly or indirectly material to us or a related person will be filed with the SEC when required, and disclosed in our proxy statement.

Our Business Conduct & Ethics Code will prohibit conflicts of interest. Any waivers of these guidelines must be approved by the Nominating & Corporate Governance Committee of the Board. Under the Business Conduct & Ethics Code, conflicts of interest occur when private or family interests interfere in any way, or even appear to interfere, with the interests of our Company. Our prohibition on conflicts of interest under the Business Conduct & Ethics Code will include related person transactions.

We will have multiple processes for reporting conflicts of interests, including related party transactions. Under the Business Conduct & Ethics Code, all directors and employees will be required to report any actual or apparent conflict of interest, or potential conflict of interest, to their supervisors. Any transaction involving related persons must be reported in writing by our division executives as part of their quarterly representation letter. This information will then reviewed by disinterested members of our Nominating & Corporate Governance Committee, our board of directors or our independent registered public accounting firm, as deemed appropriate, and discussed with management. As part of this review, the following factors will generally be considered:

- the nature of the related person’s interest in the transaction;
- the material terms of the transaction, including, without limitation, the amount and type of the transaction
- the importance of the transaction to the related person;
- the importance of the transaction to us;
- whether the transaction would impair the judgment of a director or executive officer to act in the best interest of our Company;
- the level of offshore oil and natural gas developmental activities;
- whether the transaction might affect the status of a director as independent under the independence standards of the NYSE; and
- any other matters deemed appropriate with respect to the particular transaction.

Ultimately, all material related party transactions must be approved or ratified by the Nominating & Corporate Governance Committee of our board of directors. Any member of the Nominating & Corporate Governance Committee who is a related person with respect to a transaction will be recused from the review of the transaction.

In addition, we will annually distribute a questionnaire to our executive officers and members of our board of directors requesting certain information regarding, among other things, their immediate family members, employment and beneficial ownership interests. This information will then be reviewed for any conflicts of interest under the Business Conduct & Ethics Code.

We also will have other policies and procedures to prevent conflicts of interest, including related person transactions. For example, the charter of our Nominating & Governance Committee will require that the members of such committee assess the independence of the non-management directors at least annually, including a requirement that it determine whether or not any such directors have a material relationship with us, either directly or indirectly, as defined therein and as further described above under “Management—Director Independence.”

To establish restrictions with regard to corporate participation in the political system as imposed by law, the following guidelines will be contained in our Business Conduct and Ethics Code:

- No funds, assets, or services of the Company will be used for political contributions, directly or indirectly, unless allowed by applicable foreign and U.S. law and approved in advance by the board of directors.
- Company contributions to support or oppose public referenda or similar ballot issues are only permitted with advance approval of the board of directors.
- Employees, if eligible under applicable foreign and U.S. law, may make political contributions through legally established Company sponsored and approved political action committees. Any such personal contribution is not a deductible expense for federal or other applicable income tax purposes and is not eligible for reimbursement by the Company as a business expense. To the extent permitted by law, the Company’s resources may be used to establish and administer a political action committee or separate segregated fund. All proposed activities shall be submitted for the review of, and approval by, the board of directors prior to their implementation.

DESCRIPTION OF MATERIAL INDEBTEDNESS

Upon the closing of the spin-off, we expect to enter into a \$[●] million, [●]-year credit facility. We have not obtained a financing commitment for the credit facility. Amounts outstanding under the credit facility are initially expected to bear variable-rate interest at [●]%. We expect to pay certain customary fees with respect to the indebtedness.

We expect that the credit facility will contain customary affirmative and negative covenants that, among other things, limit or restrict (i) subsidiary indebtedness, liens and fundamental changes to be determined, (ii) asset sales, (iii) margin stock, (iv) specified acquisitions, (v) restrictive agreements, (vi) transactions with affiliates and (vii) investments and other restricted payments, including dividends and other distributions.

DESCRIPTION OF CAPITAL STOCK

The following is a description of the material terms of our capital stock as to be provided in our amended and restated certificate of incorporation and amended and restated bylaws, as each is anticipated to be in effect upon the completion of the spin-off. We also refer you to our amended and restated certificate of incorporation and amended and restated bylaws, copies of which will be filed as exhibits to the registration statement of which this information statement forms a part.

Authorized Capitalization

Following completion of the spin-off, our authorized capital stock will consist of (i) _____ shares of common stock, par value \$0.01 per share, of which _____ shares will be issued and outstanding and (ii) _____ shares of preferred stock, par value \$ _____ per share, of which no shares will be issued and outstanding.

Common Stock

Except as provided by law or in a preferred stock designation, holders of common stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders, will have the exclusive right to vote for the election of directors and do not have cumulative voting rights. Except as otherwise required by law, holders of common stock are not entitled to vote on any amendment to the amended and restated certificate of incorporation (including any certificate of designations relating to any series of preferred stock) that relates solely to the terms of any outstanding series of preferred stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the amended and restated certificate of incorporation (including any certificate of designations relating to any series of preferred stock) or pursuant to the DGCL. Subject to prior rights and preferences that may be applicable to any outstanding shares or series of preferred stock, holders of common stock are entitled to receive ratably in proportion to the shares of common stock held by them such dividends (payable in cash, stock or otherwise), if any, as may be declared from time to time by our board of directors out of funds legally available for dividend payments. All outstanding shares of common stock are fully paid and non-assessable, and the shares of common stock to be issued upon completion of the-spin off will be fully paid and non-assessable. The holders of common stock have no preferences or rights of conversion, exchange, pre-emption or other subscription rights. There are no redemption or sinking fund provisions applicable to the common stock. In the event of any voluntary or involuntary liquidation, dissolution or winding-up of our affairs, holders of common stock will be entitled to share ratably in our assets in proportion to the shares of common stock held by them that are remaining after payment or provision for payment of all of our debts and obligations and after distribution in full of preferential amounts to be distributed to holders of outstanding shares of preferred stock, if any.

Preferred Stock

Our amended and restated certificate of incorporation authorizes our board of directors, subject to any limitations prescribed by law, without further stockholder approval, to establish and to issue from time to time one or more classes or series of preferred stock, par value \$ _____ per share, covering up to an aggregate of _____ shares of preferred stock. Each class or series of preferred stock will cover the number of shares and will have the powers, preferences, rights, qualifications, limitations and restrictions determined by the board of directors, which may include, among others, dividend rights, liquidation preferences, voting rights, conversion rights, preemptive rights and redemption rights. Except as provided by law or in a preferred stock designation, the holders of preferred stock will not be entitled to vote at or receive notice of any meeting of stockholders.

Anti-Takeover Effects of Provisions of Our Amended and Restated Certificate of Incorporation, our Amended and Restated Bylaws and Delaware Law

Some provisions of Delaware law, our amended and restated certificate of incorporation and our amended and restated bylaws will contain provisions that could make the following transactions more difficult: acquisitions of us by means of a tender offer, a proxy contest or otherwise; or removal of our incumbent officers and directors. These provisions may also have the effect of preventing changes in our management. It is possible that these provisions could make it more difficult to accomplish or could deter transactions that stockholders may otherwise consider to be in their best interest or in our best interests, including transactions that might result in a premium over the market price for our shares.

These provisions are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with us. We believe that the benefits of increased protection and our potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging these proposals because, among other things, negotiation of these proposals could result in an improvement of their terms.

Delaware Law

We will be subject to Section 203 of the DGCL, which prohibits a Delaware corporation, including those whose securities are listed for trading on the NYSE, from engaging in any business combination with any interested stockholder for a period of three years following the date that the stockholder became an interested stockholder, unless:

- the transaction is approved by the board of directors before the date the interested stockholder attained that status;
- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced; or
- on or after such time the business combination is approved by the board of directors and authorized at a meeting of stockholders by at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder.

We may elect to not be subject to the provisions of Section 203 of the DGCL.

Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws

Provisions of our amended and restated certificate of incorporation and amended and restated bylaws, which will become effective following the spinoff, may delay or discourage transactions involving an actual or potential change in control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. Therefore, these provisions could adversely affect the price of our common stock.

Among other things, upon the completion of the spin-off, our amended and restated certificate of incorporation and amended and restated bylaws will:

- establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures provide that notice of stockholder proposals must be timely given in writing to our corporate secretary prior to the meeting at which the action is to be taken. Generally, to be timely, notice must be received at our principal executive offices not later than 120 days prior to the first anniversary date of the annual meeting for the preceding year. Our amended and restated bylaws specify the requirements as to form and content of all stockholders' notices. These requirements may preclude stockholders from bringing matters before the stockholders at an annual or special meeting;
- provide our board of directors the ability to authorize undesignated preferred stock. This ability makes it possible for our board of directors to issue, without stockholder approval, preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of us. These and other provisions may have the effect of deferring hostile takeovers or delaying changes in control or management of our company;
- provide that the authorized number of directors may be changed only by resolution of the board of directors;

- provide that all vacancies, including newly created directorships, may, except as otherwise required by law or, if applicable, the rights of holders of a series of preferred stock, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum;
- provide that any action required or permitted to be taken by the stockholders must be effected at a duly called annual or special meeting of stockholders and may not be effected by any consent in writing in lieu of a meeting of such stockholders, subject to the rights of the holders of any series of preferred stock with respect to such series;
- provide our certificate of incorporation and bylaws may be amended by the affirmative vote of the holders of at least two-thirds of our then outstanding common stock; and
- provide that special meetings of our stockholders may only be called by the board of directors or the chairman of the board;
- provide that our bylaws can be amended or repealed at any regular or special meeting of stockholders or by the board of directors, including the requirement that any amendment by the stockholders at a meeting be upon the affirmative vote of at least 66 2/3% of the shares of common stock generally entitled to vote in the election of directors.

Forum Selection

Our amended and restated certificate of incorporation will provide that unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will, to the fullest extent permitted by applicable law, be the sole and exclusive forum for:

- Any derivative action or proceeding brought on our behalf;
- any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, employees or agents to us or our stockholders;
- any action asserting a claim against us arising pursuant to any provision of the DGCL, our amended and restated certificate of incorporation or our bylaws; or
- any action asserting a claim against us that is governed by the internal affairs doctrine, in each such case subject to such Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

Our amended and restated certificate of incorporation will also provide that any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock will be deemed to have notice of and to have consented to this forum selection provision. However, it is possible that a court could find our forum selection provision to be inapplicable or unenforceable.

Limitation of Liability and Indemnification Matters

Our amended and restated certificate of incorporation limits the liability of our directors for monetary damages for breach of their fiduciary duty as directors, except for liability that cannot be eliminated under the DGCL. Delaware law provides that directors of a company will not be personally liable for monetary damages for breach of their fiduciary duty as directors, except for liabilities:

- for any breach of their duty of loyalty to us or our stockholders;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- for unlawful payment of dividend or unlawful stock repurchase or redemption, as provided under Section 174 of the DGCL; or
- for any transaction from which the director derived an improper personal benefit.

Any amendment, repeal or modification of these provisions will be prospective only and would not affect any limitation on liability of a director for acts or omissions that occurred prior to any such amendment, repeal or modification.

Our amended and restated certificate of incorporation and amended and restated bylaws also provide that we will indemnify our directors and officers to the fullest extent permitted by Delaware law. Our amended and restated certificate of incorporation and amended and restated bylaws also permit us to purchase insurance on behalf of any officer, director, employee or other agent for any liability arising out of that person's actions as our officer, director, employee or agent, regardless of whether Delaware law would permit indemnification. We intend to enter into indemnification agreements with each of our current and future directors and officers. These agreements will require us to indemnify these individuals to the fullest extent permitted under Delaware law against liability that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. We believe that the limitation of liability provision in our amended and restated certificate of incorporation and the indemnification agreements will facilitate our ability to continue to attract and retain qualified individuals to serve as directors and officers.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Computershare Trust Company, N.A.

Listing

Our common stock is expected to trade on the NYSE under the symbol “[●]”.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a Registration Statement on Form 10 for the shares of common stock that Oil States stockholders will receive in the distribution. This information statement does not contain all of the information contained in the Form 10 and the exhibits to the Form 10. We have omitted some items in accordance with the rules and regulations of the SEC. For additional information relating to us and the spin-off, we refer you to the Form 10 and its exhibits, which are on file at the offices of the SEC. Statements contained in this information statement about the contents of any contract or other document referred to may not be complete, and in each instance, if we have filed the contract or document as an exhibit to the Form 10, we refer you to the copy of the contract or other documents so filed. We qualify each statement in all respects by the relevant reference.

You may inspect and copy the Form 10 and exhibits that we have filed with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at (800) SEC-0330 for further information on the Public Reference Room. In addition, the SEC maintains an Internet site at www.sec.gov, from which you can electronically access the Form 10, including its exhibits.

We maintain an Internet site at [●]. We do not incorporate our Internet site, or the information contained on that site or connected to that site, into the information statement or our Registration Statement on Form 10.

As a result of the distribution, we will be required to comply with the full informational requirements of the Exchange Act. We will fulfill those obligations with respect to these requirements by filing periodic reports and other information with the SEC.

We plan to make available free of charge on our website, at [●], all materials that we file electronically with the SEC, including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Section 16 reports and amendments to these reports as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC. You also can obtain information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

You should rely only on the information contained in this information statement or to which we have referred you. We have not authorized any person to provide you with different information or to make any representation not contained in this information statement.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

INDEX TO FINANCIAL STATEMENTS, SUPPLEMENTARY DATA AND SCHEDULES

	Page
Audited Combined Financial Statements	
Report of Independent Registered Public Accounting Firm on Combined Financial Statements	F-2
Combined Statements of Income for the Years Ended December 31, 2012, 2011, and 2010	F-3
Combined Statements of Comprehensive Income for the Years Ended December 31, 2012, 2011, and 2010	F-4
Combined Balance Sheets at December 31, 2012 and 2011	F-5
Combined Statement of Changes in Net Investment for the Years Ended December 31, 2012, 2011, and 2010	F-6
Combined Statements of Cash Flows for the Years Ended December 31, 2012, 2011, and 2010	F-7
Notes to Combined Financial Statements	F-8 – F-29
Unaudited Interim Combined Financial Statements	
Combined Statements of Income for the Nine Month Periods Ended September 30, 2013 and 2012	F-30
Combined Statements of Comprehensive Income for the Nine Month Periods Ended September 30, 2013 and 2012	F-31
Combined Balance Sheets at September 30, 2013 and December 31, 2012	F-32
Combined Statements of Cash Flows for the Nine Month Periods Ended September 30, 2013 and 2012	F-33
Notes to Combined Financial Statements	F-34 – F-40
Audited Balance Sheet of OIS Accommodations SpinCo Inc.	
Report of Independent Registered Public Accounting Firm on Balance Sheet	F-41
Balance Sheet as of October 8, 2013	F-42
Notes to Balance Sheet	F-43

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Oil States International, Inc.:

We have audited the accompanying combined balance sheets of the Accommodations Business of Oil States International, Inc. (the "Accommodations Business") as of December 31, 2012 and 2011, and the related combined statements of income, comprehensive income, changes in net investment, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of Oil States International, Inc.'s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Accommodations Business's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the combined financial position of the Accommodations Business of Oil States International, Inc. at December 31, 2012 and 2011, and the combined results of its operations and its cash flows for each of the three years in the period ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

Houston, Texas
December 12, 2013

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

COMBINED STATEMENTS OF INCOME

(In thousands)

	Year Ended December 31,		
	2012	2011	2010
Revenues:			
Service and other	\$ 1,069,439	\$ 848,786	\$ 518,223
Product	39,436	15,915	19,467
	<u>1,108,875</u>	<u>864,701</u>	<u>537,690</u>
Costs and expenses:			
Service and other costs	517,746	444,138	299,319
Product costs	34,612	12,222	15,095
Selling, general and administrative expenses	64,206	54,374	29,427
Depreciation and amortization expense	139,047	110,708	45,691
Other operating expense	335	1,100	6,699
	<u>755,946</u>	<u>622,542</u>	<u>396,231</u>
Operating income	352,929	242,159	141,459
Interest expense to affiliates	(20,456)	(15,251)	(471)
Interest expense to third-parties, net of capitalized interest	(7,415)	(6,491)	(1,320)
Interest income from third-parties	1,178	1,394	435
Interest income from affiliates	534	330	162
Other income (expense)	3,438	2,400	(512)
Income before income taxes	330,208	224,541	139,753
Income tax provision	(84,266)	(55,110)	(41,663)
Net income	\$ 245,942	\$ 169,431	\$ 98,090
Less: Net income attributable to noncontrolling interests	1,221	926	576
Net income attributable to Accommodations Business of Oil States International, Inc.	<u>\$ 244,721</u>	<u>\$ 168,505</u>	<u>\$ 97,514</u>

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

COMBINED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	Year Ended December 31,		
	2012	2011	2010
Net income	\$ 245,942	\$ 169,431	\$ 98,090
Other comprehensive income:			
Foreign currency translation adjustment	16,919	3,216	36,390
Total other comprehensive income	16,919	3,216	36,390
Comprehensive income	262,861	172,647	134,480
Comprehensive income attributable to noncontrolling interest	(1,238)	(905)	(601)
Comprehensive income attributable to Accommodations Business of Oil States International, Inc.	\$ 261,623	\$ 171,742	\$ 133,879

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

COMBINED BALANCE SHEETS

(In thousands)

	December 31,	
	2012	2011
ASSETS		
Current assets:		
Cash	\$ 161,396	\$ 32,074
Accounts receivable, net	208,581	192,404
Inventories	19,654	30,314
Prepaid expenses and other current assets	7,336	6,728
Total current assets	396,967	261,520
Property, plant and equipment, net	1,317,532	1,117,399
Goodwill, net	295,132	291,322
Other intangible assets, net	97,569	107,131
Other noncurrent assets	25,725	22,522
Total assets	\$ 2,132,925	\$ 1,799,894
LIABILITIES AND NET INVESTMENT		
Current liabilities:		
Accounts payable	\$ 56,697	\$ 41,864
Accrued liabilities	52,704	40,299
Income taxes	21,190	2,215
Current portion of long-term debt and capitalized leases	10,092	13,946
Deferred revenue	10,919	34,985
Other current liabilities	287	283
Total current liabilities	151,889	133,592
Long-term debt to affiliates	358,316	350,530
Long-term debt to third-parties	123,497	126,972
Deferred income taxes	75,044	54,442
Other noncurrent liabilities	12,534	11,262
Total liabilities	721,280	676,798
Net investment:		
Oil States International, Inc. net investment	1,302,664	1,031,375
Accumulated other comprehensive income	107,733	90,814
Total Oil States International, Inc.net investment	1,410,397	1,122,189
Noncontrolling interest	1,248	907
Total net investment	1,411,645	1,123,096
Total liabilities and net investment	\$ 2,132,925	\$ 1,799,894

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

COMBINED STATEMENT OF CHANGES IN NET INVESTMENT

(In thousands)

	<u>Oil States Net Investment</u>	<u>Accumulated Other Comprehensive Income</u>	<u>Total Oil States Net Investment</u>	<u>Noncontrolling Interest</u>	<u>Total Net Investment</u>
Balance, December 31, 2009	\$ 437,036	\$ 51,208	\$ 488,244	\$ 1,062	\$ 489,306
Net income	97,514		97,514	576	98,090
Currency translation adjustment		36,390	36,390	25	36,415
Dividends paid				(803)	(803)
Net transfers from Oil States International, Inc.	337,675		337,675		337,675
Balance, December 31, 2010	\$ 872,225	\$ 87,598	\$ 959,823	\$ 860	\$ 960,683
Net income	168,505		168,505	926	169,431
Currency translation adjustment		3,216	3,216	(20)	3,196
Dividends paid				(859)	(859)
Distributions to Oil States International, Inc.	(9,355)		(9,355)		(9,355)
Balance, December 31, 2011	\$ 1,031,375	\$ 90,814	\$ 1,122,189	\$ 907	\$ 1,123,096
Net income	244,721		244,721	1,221	245,942
Currency translation adjustment		16,919	16,919	17	16,936
Dividends paid				(897)	(897)
Net transfers from Oil States International, Inc.	26,568		26,568		26,568
Balance, December 31, 2012	\$ <u>1,302,664</u>	\$ <u>107,733</u>	\$ <u>1,410,397</u>	\$ <u>1,248</u>	\$ <u>1,411,645</u>

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

COMBINED STATEMENTS OF CASH FLOWS

(In thousand)

	Year Ended December 31,		
	2012	2011	2010
Cash flows from operating activities:			
Net income	\$ 245,942	\$ 169,431	\$ 98,090
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	139,047	110,708	45,691
Deferred income tax provision	13,812	18,371	4,699
Non-cash compensation charge	3,258	2,322	1,592
Gains on disposals of assets	(3,315)	(2,428)	(146)
Provision for losses on accounts receivable	129	1,492	391
Fair value adjustment of contingent consideration	1,260	(409)	—
Other, net	(500)	(919)	(690)
Changes in operating assets and liabilities, net of effect from acquired businesses:			
Accounts receivable	(12,096)	(65,309)	(11,800)
Inventories	10,963	(14,679)	(3,083)
Accounts payable and accrued liabilities	27,188	33,465	7,445
Taxes payable	28,316	(253)	(10,652)
Other current assets and liabilities, net	(21,341)	31,671	4,420
Net cash flows provided by operating activities	432,663	283,463	135,957
Cash flows from investing activities:			
Capital expenditures, including capitalized interest	(314,047)	(348,504)	(107,347)
Acquisitions of businesses, net of cash acquired	—	(2,200)	(680,927)
Proceeds from disposition of property, plant and equipment	8,346	3,996	1,053
Net cash flows used in investing activities	(305,701)	(346,708)	(787,221)
Cash flows from financing activities:			
Revolving credit borrowings and (repayments), net	3,814	(38,060)	387
Term loan (repayments) borrowings	(10,047)	(4,972)	100,955
Borrowings of long-term debt from Oil States	—	131,957	227,719
Contributions from (distributions to) Oil States	15,267	(17,246)	324,528
Debt and capital lease repayments	(4,075)	(1,984)	—
Payment of financing costs	(3,442)	(259)	—
Net cash flows provided by financing activities	1,517	69,436	653,589
Effect of exchange rate changes on cash	843	(11,469)	17,118
Net increase (decrease) in cash	129,322	(5,278)	19,443
Cash, beginning of year	32,074	37,352	17,909
Cash, end of year	\$ 161,396	\$ 32,074	\$ 37,352

NOTES TO COMBINED FINANCIAL STATEMENTS

1. Spin-off, Description of Business and Basis of Presentation

Spin-off

On July 30, 2013, Oil States International, Inc. (“Oil States”) announced that its board of directors had unanimously approved pursuing a plan to separate its Accommodations Segment (“Accommodations”) into a standalone, publicly traded company, SpinCo (“SpinCo”), generally through a spin-off that is expected to be completed in accordance with a separation and distribution agreement between Oil States and SpinCo (the “Spin-Off”). The Spin-Off will be tax free to the stockholders, Oil States and SpinCo. Oil States intends to distribute, on a pro rata basis, shares of SpinCo common stock to the Oil States stockholders as of the record date for the Spin-Off. Upon completion of the Spin-Off, Oil States and SpinCo will each be independent and have separate public ownership, boards of directors and management. The Spin-Off is subject to final approval by Oil States’ board of directors, which approval is subject to, among other things, receipt of a private letter ruling from the Internal Revenue Service and an opinion of tax counsel, in each case with respect to the tax-free nature of the Spin-Off. SpinCo was incorporated in Delaware as a wholly owned subsidiary of Oil States on October 8, 2013.

Unless otherwise stated or the context otherwise indicates, all references in these combined financial statements to “us,” “our” or “we” mean the Accommodations Segment. All subsidiaries and equity method investments not contributed by Oil States to SpinCo will remain with Oil States and, together with Oil States, are referred to as “Oil States”.

Description of the Business

We are one of North America’s and Australia’s largest integrated providers of accommodations services for people working in remote locations. Our scalable modular facilities provide temporary and long-term work force accommodations where traditional infrastructure is not accessible or cost effective. Once facilities are deployed in the field, we also provide catering and food services, housekeeping, laundry, facility management, water and wastewater treatment, power generation, communications and redeployment logistics. Our accommodations support workforces in the Canadian oil sands and in a variety of oil and natural gas drilling, mining and related natural resource applications as well as disaster relief efforts, primarily in Canada, Australia and the United States. Accommodations operates in three principal reportable business segments – Canadian, Australian and U.S.

Basis of Presentation

These combined financial statements have been prepared on a stand-alone basis and are derived from the consolidated financial statements and accounting records of Oil States. The combined financial statements reflect our financial position, results of operations and cash flows as we were historically managed, in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The combined financial statements include certain assets and liabilities that have historically been held at the Oil States corporate level but are specifically identifiable or otherwise attributable to us.

All intercompany transactions between the combined operations have been eliminated. All affiliate transactions between Accommodations and Oil States have been included in these combined financial statements. The total net effect of the settlement of these affiliate transactions is reflected in the combined balance sheets as “Net Investment of Oil States International, Inc.”

Our combined financial statements include expense allocations for: (1) certain corporate functions historically provided by Oil States, including, but not limited to finance, legal, risk management, tax, treasury, information technology, human resources, and certain other shared services; (2) certain employee benefits and incentives; and (3) share-based compensation. These expenses have been allocated to us on the basis of direct usage when identifiable, with the remainder allocated based on estimated time spent by Oil States personnel, a pro-rata basis of revenues, headcount or other relevant measures of Accommodations and Oil States and its subsidiaries. Both Accommodations and Oil States consider the basis on which the expenses have been allocated to be a reasonable reflection of the utilization of services provided to or the benefit received by us during the periods presented. The allocations may not, however, reflect the expense we would have incurred as an independent, publicly traded company for the periods presented. Actual costs that may have been incurred if we had been a stand-alone company would depend on a number of factors, including the chosen organizational structure, which functions were outsourced or performed by employees and strategic decisions made in areas such as information technology and infrastructure. Following the Spin-Off, Accommodations will perform these functions using its own resources or purchased services. For an interim period, however, some of these functions will continue to be provided by Oil States under a Transition Services Agreement, which are planned to extend for a period of 6 to 12 months.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

We record noncontrolling interest in our combined financial statements to recognize the minority ownership interest in our combined subsidiaries. Noncontrolling interest in the earnings and losses of subsidiaries represent the share of net income or loss allocated to our entities.

2. Summary of Significant Accounting Policies

Cash

Accommodations considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Fair Value of Financial Instruments

Accommodations' financial instruments consist of cash, investments, receivables, payables, and debt instruments. Accommodations believes that the carrying values of these instruments, other than our long-term debt to affiliates, on the combined balance sheets approximate their fair values.

The fair values of our long-term debt with affiliates are estimated based on analysis of similar instruments (Level 2 fair value measurements). The carrying values and fair values of this debt are as follows for the periods indicated (in thousands):

	December 31, 2012		December 31, 2011	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term debt to affiliates	\$ 358,316	\$ 380,296	\$ 350,530	\$ 356,260

Inventories

Inventories consist of work in process, raw materials and supplies and materials for the construction and operation of remote accommodation facilities. Inventories also include food, raw materials, labor, subcontractor charges, manufacturing overhead and catering and other supplies needed for operation of our facilities. Inventories are carried at the lower of cost or market. The cost of inventories is determined on a standard cost, average cost or specific-identification method.

Property, Plant, and Equipment

Property, plant, and equipment are stated at cost or at estimated fair market value at acquisition date if acquired in a business combination, and depreciation is computed, for assets owned or recorded under capital lease, using the straight-line method, after allowing for salvage value where applicable, over the estimated useful lives of the assets. Leasehold improvements are capitalized and amortized over the lesser of the life of the lease or the estimated useful life of the asset.

Expenditures for repairs and maintenance are charged to expense when incurred. Expenditures for major renewals and betterments, which extend the useful lives of existing equipment, are capitalized and depreciated. Upon retirement or disposition of property and equipment, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the combined statements of income.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Asset Retirement Obligations

We recognize initial estimated asset retirement obligations (ARO) related to properties as liabilities, with an associated increase in property and equipment for the asset's estimated retirement cost. Accretion expense is recognized over the estimated productive life of the related assets. If the fair value of the estimated ARO changes, an adjustment is recorded to both the ARO and the capitalized asset retirement cost. Revisions in estimated liabilities can result from changes in estimated inflation rates, changes in service and equipment costs and changes in the estimated timing of settling the ARO. Accommodations relieves ARO liabilities when the related obligations are settled. At December 31, 2012 and 2011, \$5.5 million and \$4.6 million, respectively, of ARO was included in the Balance Sheet in "Other noncurrent liabilities." The ARO liability reflects the estimated present value of the amount of asset removal and site reclamation costs related to the retirement of Accommodations' assets. Total accretion expense related to the ARO was \$0.3 million in 2012. There was no accretion expense related to the ARO in 2011. Accommodations utilizes current retirement costs to estimate the expected cash outflows for retirement obligations. Accommodations estimates the ultimate productive life of the properties and a risk-adjusted discount rate in order to determine the current present value of the obligation.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price paid for acquired businesses over the allocated fair value of the related net assets after impairments, if applicable.

We evaluate goodwill for impairment annually and when an event occurs or circumstances change to suggest that the carrying amount may not be recoverable. All three of our reporting units have goodwill. In accordance with current accounting standards, we are given the option to test for impairment of our goodwill by first performing a qualitative assessment to determine whether it is more likely than not (that is, likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount, including goodwill. If it is determined that it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, then performing the currently prescribed two-step impairment test is unnecessary. In developing a qualitative assessment to meet the "more-likely-than-not" threshold, we assessed separately and different relevant events and circumstances. If it is determined that it is more likely than not that the fair value of the accommodations reporting unit is less than its carrying amount, then the prescribed two-step impairment test is performed. Current accounting standards also give us the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. In 2012, Accommodations chose to bypass the qualitative assessment and perform the two-step impairment test. In performing the two-step impairment test, we compare reporting unit's carrying amount, including goodwill, to the implied fair value (IFV) of the reporting unit. The IFV of the reporting unit is estimated using an analysis of trading multiples of comparable companies to ours. We also utilize discounted projected cash flows and acquisition multiples analyses in certain circumstances. We discount our projected cash flows using a long-term weighted average cost of capital based on our estimate of investment returns that would be required by a market participant. If the carrying amount of exceeds its fair value, goodwill is considered impaired, and a second step is performed to determine the amount of impairment, if any. We conduct our annual impairment test as of December of each year. In 2010, 2011 and 2012, our goodwill impairment tests indicated that the fair value of each of our reporting units is greater than its carrying amount.

For intangible assets that we amortize, we review the useful life of the intangible asset and evaluate each reporting period whether events and circumstances warrant a revision to the remaining useful life. We evaluate the remaining useful life of an intangible asset that is not being amortized each reporting period to determine whether events and circumstances continue to support an indefinite useful life. We are required to evaluate our indefinite-lived intangible assets for impairment annually and when an event occurs or circumstances change to suggest the carrying amount may not be recoverable. In performing the impairment test, we compare the fair value of the indefinite-lived intangible asset with its carrying amount with the measurement of the impairment based on the excess of the carrying value over its fair value.

See Note 7 – Goodwill and Other Intangible Assets.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Impairment of Long-Lived Assets

In compliance with current accounting standards regarding the accounting for the impairment or disposal of long-lived assets at the asset group level, the recoverability of the carrying values of long-lived assets, including finite-lived intangible assets, is assessed at a minimum annually, or whenever, in management's judgment, events or changes in circumstances indicate that the carrying value of such asset groups may not be recoverable based on estimated future cash flows. If this assessment indicates that the carrying values will not be recoverable, as determined based on undiscounted cash flows over the remaining useful lives, an impairment loss is recognized. The impairment loss equals the excess of the carrying value over the fair value of the asset group. The fair value of the asset group is based on prices of similar assets, if available, or discounted cash flows. Based on Accommodations' review, the carrying values of its asset groups are recoverable, and no impairment losses have been recorded for the periods presented.

Foreign Currency and Other Comprehensive Income

Gains and losses resulting from combined balance sheet translation of foreign operations where a foreign currency is the functional currency are included as a separate component of accumulated other comprehensive income within the net investment account representing substantially all of the balances within accumulated other comprehensive income. Remeasurements of intercompany loans denominated in a different currency than the functional currency of the entity that are of a long-term investment nature are recognized as other comprehensive income within the net investment account. Gains and losses resulting from combined balance sheet remeasurements of assets and liabilities denominated in a different currency than the functional currency, other than intercompany loans that are of a long-term investment nature, are included in the combined statements of income as incurred.

Foreign Exchange Risk

A significant portion of revenues, earnings and net investments in foreign affiliates are exposed to changes in foreign currency exchange rates. We seek to manage our foreign exchange risk in part through operational means, including managing expected local currency revenues in relation to local currency costs and local currency assets in relation to local currency liabilities. We have not entered into any foreign currency forward contracts.

Interest Capitalization

Interest costs for the construction of certain long-term assets are capitalized and amortized over the related assets' estimated useful lives. For the years ended December 31, 2012, 2011, and 2010, \$3.5 million, \$5.1 million and less than \$0.1 million were capitalized, respectively.

Revenue and Cost Recognition

Accommodations derives the majority of its revenue from lodging and related ancillary services. In each of Accommodations' operating segments, revenue is recognized in the period in which services are provided pursuant to the terms of Accommodations' contractual relationships with its customers. In some contracts, revenue may vary over the contract term. In these cases, revenue may be deferred and recognized on a straight-line basis over the contract term. Revenue from the sale of products, not accounted for utilizing the percentage-of-completion method, is recognized when delivery to and acceptance by the customer has occurred, when title and all significant risks of ownership have passed to the customer, collectability is probable and pricing is fixed and determinable. Our product sales terms do not include significant post-delivery obligations. For significant projects, revenues are recognized under the percentage-of-completion method, measured by the percentage of costs incurred to date compared to estimated total costs for each contract (cost-to-cost method). Billings on such contracts in excess of costs incurred and estimated profits are classified as deferred revenue. Costs incurred and estimated profits in excess of billings on percentage-of-completion contracts are recognized as unbilled receivables. Management believes this method is the most appropriate measure of progress on large contracts. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Factors that may affect future project costs and margins include weather, production efficiencies, availability and costs of labor, materials and subcomponents. These factors can significantly impact the accuracy of Accommodations' estimates and materially impact Accommodations' future reported earnings. Revenues exclude taxes assessed based on revenues such as sales or value added taxes.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Cost of services includes labor, food, utility costs, cleaning supplies, and other costs of operating the accommodations facilities of Accommodations. Cost of goods sold includes all direct material and labor costs and those costs related to contract performance, such as indirect labor, supplies, tools and repairs. Selling, general, and administrative costs are charged to expense as incurred.

Income Taxes

Accommodations' operations are subject to United States federal, state and local, and foreign income taxes. In the U.S., Accommodations' operations have historically been included in Oil States' income tax returns. In preparing its combined financial statements, Accommodations has determined its tax provision on a separate return, stand-alone basis.

Because portions of Accommodations' operations are included in Oil States' tax returns, payments to certain tax authorities are made by Oil States, and not by Accommodations. With the exception of certain dedicated foreign entities, we do not maintain taxes payable to/from our Parent and we are deemed to settle the annual current tax balances immediately with the legal tax-paying entities in the respective jurisdictions. These settlements are reflected as changes in the Oil States International, Inc. net investment account.

We determine the provision for income taxes using the asset and liability approach. Under this approach, deferred income taxes represent the expected future tax consequences of temporary differences between the carrying amounts and tax bases of assets and liabilities.

Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. In assessing the need for a valuation allowance, we look to the future reversal of existing taxable temporary differences, taxable income in carryback years, the feasibility of tax planning strategies and estimated future taxable income. The valuation allowance can be affected by changes to tax laws, changes to statutory tax rates and changes to future taxable income estimates.

We recognize tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the combined financial statements from such positions are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Receivables and Concentration of Credit Risk

Based on the nature of its customer base, Accommodations does not believe that it has any significant concentrations of credit risk other than its concentration in the worldwide oil and gas and Australian mining industries. Accommodations evaluates the credit-worthiness of its significant, new and existing customers' financial condition and, generally, Accommodations does not require significant collateral from its customers.

Allowances for Doubtful Accounts

Accommodations maintains allowances for doubtful accounts for estimated losses resulting from the inability of Accommodations' customers to make required payments. If a trade receivable is deemed to be uncollectible, such receivable is charged-off against the allowance for doubtful accounts. Accommodations considers the following factors when determining if collection of revenue is reasonably assured: customer credit-worthiness, past transaction history with the customer, current economic industry trends, customer solvency and changes in customer payment terms. If Accommodations has no previous experience with the customer, Accommodations typically obtains reports from various credit organizations to ensure that the customer has a history of paying its creditors. Accommodations may also request financial information, including combined financial statements or other documents to ensure that the customer has the means of making payment. If these factors do not indicate collection is reasonably assured, Accommodations would require a prepayment or other arrangement to support revenue recognition and recording of a trade receivable. If the financial condition of Accommodations' customers were to deteriorate, adversely affecting their ability to make payments, additional allowances would be required.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Stock-Based Compensation

Oil States sponsors the equity participation plan in which certain employees of Accommodations participate. Current accounting standards regarding share-based payments require companies to measure the cost of employee services received in exchange for an award of equity instruments (typically stock options) based on the grant-date fair value of the award. The fair value is estimated using option-pricing models. The resulting cost is recognized over the period during which an employee is required to provide service in exchange for the awards, usually the vesting period. During 2012, Oil States also granted phantom shares under the newly created Canadian Long-Term Incentive Plan, which provides for the granting of units of phantom shares to key Canadian employees of Accommodations. These awards vest in equal annual installments and are accounted for as a liability based on the fair value of Oil States' stock price. Participants granted units of phantom shares are entitled to a lump sum cash payment equal to the fair market value of a share of Oil States' common stock on the vesting date.

Canadian Retirement Savings Plan

Accommodations offers a defined contribution retirement plan to its Canadian employees. In Canada, Accommodations contributes, on a matched basis, an amount up to 5% of each Canadian based, salaried employee's earnings (base salary plus annual incentive compensation) to the legislated maximum for a Deferred Profit Sharing Plan (DPSP – Maximum for 2012 - \$11,910). DPSP is a form of defined contribution retirement savings plan governed by Canadian Federal Tax legislation which provides for deferral of tax on deposit and investment return until removed from the plan to support retirement income. Employer contributions vest upon the completion of two years of service. Employee contributions are required in order to be eligible for the DPSP employer matching. Maximum employer matching (5% noted above) is attained with (6%) employee contribution which would go into a Group Registered Retirement Savings Plan (GRRSP). The two plans work in tandem.

Contributions to the "Retirement Savings Plan" for Canadian employees are subject to the annual maximum total registered savings limit of \$22,970 in 2012 as set out in the Canadian Tax Act.

Participation in the plan is voluntary and matching contributions start after 90 days of employment. Funds are paid by Accommodations to the third party plan administrator and the funds are invested by the administrator on behalf of the employee in accordance with the employee's investment direction from within a broad range of investment options. Apart from the annual contributions, any growth in the member's account is dependent upon the investment decisions made by that individual. Accommodations makes no investment decisions on behalf of the employee and has no obligations under the Retirement Savings Plan other than to remit the defined contributions to the plan administrator for subsequent deposit into member accounts and to periodically assess the roles and execution of services by the plan administrator.

The matching contributions noted above (5% employer based upon 6% from employee) are first directed into the tax deferred or registered plans as described above up to Revenue Canada annual limits. For certain employees who by virtue of compensation level would exceed these limits, contributions are then allocated to employee and employer accounts in a Non Registered Savings Plan (NRSP). This plan functions in a manner similar to Oil States' Deferred Compensation Plan. The same basic principles of design and provision apply with the primary difference that the NRSP is annually taxable in regards to investment return.

Australian Retirement Savings Plan

Our Australian affiliate contributes to various defined contribution plans for its employee's in accordance with legislation governing the calculation of the Superannuation Guarantee Surcharge ("SGC"). SGC is contributed by the employer at a rate of 9% of the base salary of an employee, capped at the legislated maximum contribution base which is indexed annually.

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Our Australian affiliate makes no investment decisions on behalf of the employee and has no obligations other than to remit the defined contributions to the plan selected by each individual employee.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

U.S. Retirement Savings Plan

Oil States offers a defined contribution 401(k) retirement plan to substantially all of the U.S. employees of Accommodations. Participants may contribute from 1% to 75% of their base and cash incentive compensation (subject to Internal Revenue Service limitations), and Oil States makes matching contributions under this plan on the first 6% of the participant's compensation (100% match of the first 4% employee contribution and 50% match on the next 2% contribution). Oil States matching contributions vest at a rate of 20% per year for each of the employee's first five years of service and then are immediately vested thereafter.

Guarantees

Substantially all of Accommodations' Canadian and U.S. subsidiaries are guarantors under the Oil States Credit facility. All of Accommodations' Australian subsidiaries are guarantors under Accommodations' Australian credit facility. See Note 8.

Some of our products are sold with a warranty, generally 12 months. Parts and labor are covered under the terms of the warranty agreement. Warranty provisions are estimated based upon historical experience by product, configuration and geographic region. Our total liability related to warranties was less than \$0.1 million at December 31, 2012 and 2011.

During the ordinary course of business, Accommodations also provides standby letters of credit or other guarantee instruments to certain parties as required for certain transactions initiated by either Accommodations or its subsidiaries. As of December 31, 2012, the maximum potential amount of future payments that Accommodations could be required to make under these guarantee agreements (letters of credit) was approximately \$4.7 million. Accommodations has not recorded any liability in connection with these guarantee arrangements. Accommodations does not believe, based on historical experience and information currently available, that it is likely that any amounts will be required to be paid under these guarantee arrangements.

Use of Estimates

The preparation of combined financial statements in conformity with accounting principles generally accepted in the United States requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the combined financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of a few such estimates include potential future adjustments as a result of contingent consideration arrangements pursuant to business combinations and other contractual agreements, revenue and income recognized on the percentage-of-completion method, estimates of the amount and timing of costs to be incurred for asset retirement obligations, any valuation allowance recorded on net deferred tax assets, warranty and allowance for doubtful accounts. Actual results could materially differ from those estimates.

Accounting for Contingencies

We have contingent liabilities and future claims for which we have made estimates of the amount of the eventual cost to liquidate these liabilities or claims. These liabilities and claims sometimes involve threatened or actual litigation where damages have been quantified and we have made an assessment of our exposure and recorded a provision in our accounts to cover an expected loss. Other claims or liabilities have been estimated based on their fair value or our experience in these matters and, when appropriate, the advice of outside counsel or other outside experts. Upon the ultimate resolution of these uncertainties, our future reported financial results will be impacted by the difference between our estimates and the actual amounts paid to settle a liability. Examples of areas where we have made important estimates of future liabilities include future consideration due sellers as a result of the terms of a business combination, litigation, taxes, interest, insurance claims, warranty claims and contract claims and obligations.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Subsequent Events

In accordance with authoritative guidance, Accommodations evaluates all events and transactions that occur after the combined balance sheet date, but before combined financial statements are issued for possible recognition or disclosure. In connection with preparation of the combined financial statements, the Company evaluated subsequent events after the balance sheet date of December 31, 2012 through December 12, 2013, the date these combined financial statements were issued.

3. Details of Selected Combined Balance Sheet Accounts

Additional information regarding selected combined balance sheet accounts at December 31, 2012 and 2011 is presented below (in thousands):

		<u>2012</u>	<u>2011</u>
Accounts receivable, net:			
Trade		\$ 144,425	\$ 145,080
Unbilled revenue		61,584	46,917
Other		3,690	2,011
Total accounts receivable		<u>209,699</u>	<u>194,008</u>
Allowance for doubtful accounts		<u>(1,118)</u>	<u>(1,604)</u>
		<u>\$ 208,581</u>	<u>\$ 192,404</u>
		<u>2012</u>	<u>2011</u>
Inventories:			
Finished goods and purchased products		\$ 4,558	\$ 5,055
Work in process		7,150	24,702
Raw materials		7,946	557
Total inventories		<u>\$ 19,654</u>	<u>\$ 30,314</u>
	Estimated Useful Life	<u>2012</u>	<u>2011</u>
Property, plant and equipment, net:			
Land		\$ 41,450	\$ 34,679
Accommodations assets	3-15 years	1,481,830	1,156,174
Buildings and leasehold improvements	3-20 years	44,849	32,171
Machinery and equipment	4-15 years	10,316	6,967
Office furniture and equipment	3-7 years	23,311	24,960
Vehicles	3-5 years	17,395	17,764
Construction in progress		111,952	136,414
Total property, plant and equipment		<u>1,731,103</u>	<u>1,409,129</u>
Accumulated depreciation		<u>(413,571)</u>	<u>(291,730)</u>
		<u>\$ 1,317,532</u>	<u>\$ 1,117,399</u>
		<u>2012</u>	<u>2011</u>
Accrued liabilities:			
Accrued compensation		\$ 26,891	\$ 21,404
Accrued taxes, other than income taxes		2,103	2,047
Accrued interest		22,436	16,005
Other		1,274	843
		<u>\$ 52,704</u>	<u>\$ 40,299</u>

Depreciation expense was \$128.2 million, \$99.9 million and \$45.6 million for the years ended December 31, 2012, 2011 and 2010, respectively.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

4. Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (the FASB), which are adopted by Accommodations as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on Accommodations' combined financial statements upon adoption.

5. Acquisitions and Supplemental Combined Cash Flow Information

Components of cash used for acquisitions as reflected in the combined statements of cash flows for the years ended December 31, 2012, 2011 and 2010 are summarized as follows (in thousands):

	Year Ended December 31,		
	2012	2011	2010
Fair value of assets acquired including intangibles and goodwill	\$ —	\$ 2,200	\$ 814,282
Liabilities assumed	—	—	(113,110)
Noncash consideration	—	—	(7,966)
Cash acquired	—	—	(12,279)
Cash used in acquisition of businesses	<u>\$ —</u>	<u>\$ 2,200</u>	<u>\$ 680,927</u>

2011

On November 1, 2011, we purchased an open camp accommodations facility located in Carrizo Springs, Texas for total consideration of \$2.2 million. This facility provides accommodations support to customers working in the Eagle Ford Shale oil and gas basin in Texas. The operations of the Carrizo Springs facility have been included in our U.S. segment since the acquisition date.

2010

On December 30, 2010, Oil States and Accommodations acquired all of the ordinary shares of The MAC Services Group Limited (The MAC), through a Scheme of Arrangement (the Scheme) under the Corporations Act of Australia. The MAC is headquartered in Sydney, Australia and supplies accommodations services to the Australian natural resources market. Under the terms of the Scheme, each shareholder of The MAC received \$3.95 (A\$3.90) per share in cash. The total purchase price was \$638 million, net of cash acquired plus debt assumed of \$87 million. The MAC's operations have been included in our Australian segment beginning in 2011. The MAC acquisition was reflected as of December 31, 2010 in the combined balance sheets.

The following unaudited pro forma supplemental financial information presents the combined results of operations of Accommodations and The MAC as if the acquisition of The MAC had occurred on January 1, 2010. Accommodations has adjusted historical financial information to give effect to pro forma items that are directly attributable to the acquisition and expected to have a continuing impact on the combined results. These items include adjustments to record the incremental amortization and depreciation expense related to the increase in fair values of the acquired assets, interest expense related to borrowings under Accommodations' senior credit facilities to fund the acquisition and to reclassify certain items to conform to Accommodations' financial reporting presentation.

The unaudited pro forma does not purport to be indicative of the results of operations had the transaction occurred on the date indicated or of future results for the combined entities (in thousands):

	Year Ended December 31, 2010 (Unaudited)
Revenues	\$ 652,383
Net income attributable to Accommodations	96,488

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Included in the pro forma results above for the year ended December 31, 2010 are (1) depreciation of the increased fair value of property, plant and equipment acquired as part of The MAC, totaling \$8.6 million, net of tax, (2) amortization expense for intangibles acquired as part of the purchase of The MAC, totaling \$6.0 million, net of tax and, (3) interest expense of \$7.3 million, net of tax. The year ended December 31, 2010 pro forma results also include The MAC acquisition costs of approximately \$12.6 million, net of tax.

On December 20, 2010, we also acquired all of the operating assets of Mountain West Oilfield Service and Supplies, Inc. and Ufford Leasing LLC (Mountain West) for total consideration of \$47.1 million including estimated contingent consideration of \$4.0 million. Headquartered in Vernal, Utah, with operations in the Rockies and the Bakken Shale region, Mountain West provides remote site workforce accommodations to the oil and gas industry. Mountain West has been included in the U.S. segment since the acquisition date.

Accommodations funded all of its acquisitions with cash on hand and/or draws under the Oil States' senior credit facility. See Note 8 – Long Term Debt for additional information on senior secured credit facilities.

Supplemental Combined Cash Flow Information

Cash paid during the years ended December 31, 2012, 2011 and 2010 for interest and income taxes was as follows (in thousands):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Interest (net of amounts capitalized)	\$ 23,239	\$ 8,590	\$ 910
Income taxes, net of refunds	42,138	37,011	47,515
Non-cash investing activities:			
Assets acquired through lease incentives	\$ —	\$ 1,897	\$ —
Non-cash financing activities:			
Borrowings and contingent consideration for business and asset acquisition and related intangibles	\$ —	\$ —	\$ 7,966

6. Mountain West Contingent Consideration

In December 2010, Accommodations recorded a \$4.0 million liability representing the estimated fair value of the contingent consideration expected to be payable to the sellers of Mountain West on the third anniversary of the acquisition date. The contingent consideration was based on achieving a level of earnings as defined in the acquisition agreement. Defined earnings were to be adjusted prospectively for the amount of capital expenditures made in the former Mountain West business. Accommodations periodically reviewed the estimated liability for contingent consideration based on historical and forecasted earnings and capital spending based on the three-year earnout period. The total liability for this contingent consideration as of December 31, 2012 and 2011 was \$4.0 million and \$3.6 million, respectively. During the first quarter of 2013, the liability for the estimated contingent consideration recorded in connection with this transaction was adjusted to its estimated fair value of zero considering deteriorating market conditions for accommodations in the U.S.

7. Goodwill and Other Intangible Assets

Accommodations does not amortize goodwill but tests for impairment using a fair value approach, at the “reporting unit” level. A reporting unit is the operating segment, or a business one level below that operating segment (the “component” level) if discrete financial information is prepared and regularly reviewed by management at the component level. Accommodations has three reporting units with goodwill as of December 31, 2012 and 2011. Accommodations recognizes an impairment loss for any amount by which the carrying amount of a reporting unit’s goodwill exceeds the reporting unit’s IFV of goodwill. If our initial qualitative assessment of potential goodwill impairment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill, Accommodations uses, as appropriate in the current circumstance, comparative market multiples, discounted cash flow calculations and acquisition comparables to establish the reporting unit’s fair value (a Level 3 fair value measurement).

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Accommodations amortizes the cost of other intangibles over their estimated useful lives unless such lives are deemed indefinite. Amortizable intangible assets are reviewed for impairment if there are indicators of impairment based on undiscounted cash flows and, if impaired, written down to fair value based on either discounted cash flows or appraised values. Intangible assets with indefinite lives are tested for impairment annually by comparing the fair value of the indefinite-lived intangible asset to its carrying value with the measurement of the impairment based on the excess of the carrying value over its fair value. As of December 31, 2012, no provision for impairment of other intangible assets was required.

Changes in the carrying amount of goodwill for the years ended December 31, 2012 and 2011 are as follows (in thousands):

	Canadian	Australian	U.S.	Total
Balance as of December 31, 2010	\$ 51,604	\$ 221,010	\$ 16,409	\$ 289,023
Goodwill acquired and purchase price adjustments	--	--	223	223
Foreign currency translation and other changes	(719)	2,795	--	2,076
Balance as of December 31, 2011	50,885	223,805	16,632	291,322
Foreign currency translation and other changes	709	3,101	--	3,810
Balance as of December 31, 2012	<u>\$ 51,594</u>	<u>\$ 226,906</u>	<u>\$ 16,632</u>	<u>\$ 295,132</u>

The following table presents the total amount of intangibles assigned and the total accumulated amortization for major intangible asset classes as of December 31, 2012 and 2011 (in thousands):

	As of December 31,			
	2012		2011	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Other Intangible Assets				
<u>Amortizable intangible assets:</u>				
Customer relationships	\$ 57,494	\$ 11,191	\$ 56,862	\$ 5,486
Contracts/Agreements	51,025	10,205	50,327	5,033
Noncompete agreements	824	397	821	242
Total amortizable intangible assets	<u>\$ 109,343</u>	<u>\$ 21,793</u>	<u>\$ 108,010</u>	<u>\$ 10,761</u>
<u>Indefinite-lived intangible assets not subject to amortization:</u>				
Brand names	9,976	—	9,840	—
Licenses	43	—	42	—
Total indefinite-lived intangible assets	10,019	—	9,882	—
Total other intangible assets	<u>\$ 119,362</u>	<u>\$ 21,793</u>	<u>\$ 117,892</u>	<u>\$ 10,761</u>

The weighted average remaining amortization period for all intangible assets, other than goodwill and indefinite-lived intangibles, was 7.3 years as of December 31, 2012 and 8.3 years as of December 31, 2011. Total amortization expense is expected to be \$10.9 million in each of 2013, 2014 and 2015, \$10.7 million in 2016 and \$10.6 million in 2017. Amortization expense was \$10.9 million, \$10.8 million and less than \$0.1 million in the years ended December 31, 2012, 2011 and 2010, respectively.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

8. Long-term Debt

As of December 31, 2012 and 2011, long-term debt consisted of the following (in thousands):

	<u>2012</u>	<u>2011</u>
Canadian revolving credit facility, which matures on December 10, 2015, with available commitments up to \$250 million; secured by substantially all of Oil States' and our U.S. and Canadian assets; commitment fee on unused portion was 0.375% per annum in 2012 and ranged from 0.375% per annum to 0.500% in 2011; variable interest rate payable monthly based on the Canadian prime rate or Bankers Acceptance discount rate plus applicable percentage; weighted average rate was 4.3% for 2012 and 3.9% for 2011	\$ —	\$ —
Canadian term loan, which matures December 10, 2015, original principal of \$100 million; 2.5% of aggregate principal repayable per quarter in 2012 and thereafter; secured by substantially all of Oil States' and our U.S. and Canadian assets; variable interest rate payable monthly based on prime or LIBOR plus applicable percentage; weighted average rate was 3.4% for 2012 and 3.6% for 2011	85,786	93,795
Australian revolving credit facility, which was replaced September 18, 2012, with available commitments up to AUD\$150 million; secured by substantially all of our Australian assets; commitment fee on unused portion was 1.050% per annum in 2012 and 2011; variable interest rate payable monthly based on the Australian prime rate plus applicable percentage; weighted average rate was 6.2% for 2012 and 6.9% for 2011	—	43,050
Australian revolving credit facility, which matures December 10, 2015, with available commitments up to AUD\$300 million; secured by substantially all of our Australian assets; commitment fee on unused portion was 0.375% per annum in 2012; variable interest rate payable monthly based on the Australian prime rate plus applicable percentage; weighted average rate was 5.4% for 2012	47,803	—
Affiliate debt with Oil States	358,316	350,530
Subordinated unsecured notes payable to sellers of businesses, fixed interest rate of 6%, matured in December 2012	—	4,000
Capital lease obligations and other debt	—	73
Total debt	491,905	491,448
Less: Current portion	10,092	13,946
Total long-term debt	<u>\$ 481,813</u>	<u>\$ 477,502</u>

Scheduled maturities of combined long-term debt as of December 31, 2012, are as follows (in thousands):

2013	\$ 10,092
2014	10,092
2015	113,405
2016	—
2017	—
Thereafter	358,316
	<u>\$ 491,905</u>

Credit Facilities

Accommodations is a party to a credit facility agreement together with Oil States that has separate Canadian borrowing limits that serve as debt financing for the Canadian operations of Accommodations ("Oil States Credit Facility") as described below. Additionally, Accommodations has a separate Australian credit facility ("The MAC Group Credit Facility") also described below that is used exclusively to support our Australian operations. It is expected that Accommodations will replace some or all of these facilities in connection with the consummation of any Spin-off transaction.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

On December 10, 2010, Oil States replaced its existing \$500 million bank credit facility with \$1.05 billion in senior credit facilities governed by the Amended and Restated Credit Agreement. The new Oil States credit facilities totaled \$1.05 billion of available commitments consisting of revolving borrowings, up to \$750 million, and term borrowings, of \$300 million. Oil States and Accommodations borrowed all of the term commitment (\$200 million by Oil States and \$100 million by Accommodations) in connection with the acquisition of The MAC. Under these senior secured revolving credit facilities with a group of banks, up to \$350 million is available in the form of loans denominated in Canadian dollars and may be made to the Oil States' principal Canadian operating subsidiaries, i.e. Accommodations. The facilities mature on December 10, 2015. The December 31, 2012 principal balance of the term loans is repayable at a rate of 2.5% per quarter of the aggregate principal amount until maturity on December 10, 2015 when the remaining principal is due. Amounts borrowed under these facilities bear interest, at Accommodations' election, at either:

- a variable rate equal to LIBOR (or, in the case of Canadian dollar denominated loans, the Bankers' Acceptance discount rate) plus a margin ranging from 2.0% to 3.0%; or
- an alternate base rate equal to the higher of the bank's prime rate and the federal funds effective rate (or, in the case of Canadian dollar denominated loans, the Canadian Prime Rate).

Commitment fees ranging from 0.375% to 0.50% per year are paid on the undrawn portion of the facilities, depending upon our leverage ratio.

The Canadian portion of the credit facilities are guaranteed by all of Oil States' active foreign subsidiaries. The credit facilities are secured by a first priority lien on all Oil States' inventory, accounts receivable and other material tangible and intangible assets, as well as those of Oil States' active subsidiaries, including Accommodations'. However, no more than 65% of the voting stock of any foreign subsidiary is required to be pledged if the pledge of any greater percentage would result in adverse tax consequences.

The Oil States Credit Agreement contains customary financial covenants and restrictions applicable to Oil States. As of December 31, 2012, Oil States was in compliance with all debt covenants. The credit facilities also contain negative covenants that limit Oil States' or Accommodations' ability to borrow additional funds, encumber assets, sell assets and enter into other significant transactions.

Under Oil States' credit facilities, the occurrence of specified change of control events involving their shareholders would constitute an event of default that would permit the banks to, among other things, accelerate the maturity of the facilities and cause them to become immediately due and payable in full.

As of December 31, 2012, we had \$85.8 million outstanding under these facilities and an additional \$0.3 million of outstanding letters of credit, leaving \$249.7 million available to be drawn under the facilities by Accommodations.

On September 18, 2012, Accommodations' Australian accommodations subsidiary, The MAC Services Group Pty Limited (The MAC), entered into a AUD\$300 million revolving loan facility governed by a Syndicated Facility Agreement ("The MAC Group Facility Agreement"), between The MAC, J.P. Morgan Australia Limited, as Australian agent and security trustee, JPMorgan Chase Bank, N.A., as U.S. agent, and the lenders party thereto, which is guaranteed by Oil States and The MAC's subsidiaries. The maturity date of The MAC Group Facility Agreement is December 10, 2015. Under the terms of the MAC Group Facility Agreement, loans bear interest for a particular interest period at a rate per annum equal to the sum of the average interest rate paid by banks for loans of the equivalent period and an applicable percentage ranging from 2.00% to 3.00% based upon the Australian Borrower's leverage ratio. The MAC Group Facility Agreement contains representations, warranties and covenants that are customary for similar credit arrangements, including, among other things, covenants relating to financial reporting and notification, payment of obligations, and notification of certain events. The MAC Group Facility Agreement has customary financial covenants and restrictions. As of December 31, 2012, we were in compliance with our Australian debt covenants. The MAC Group Facility Agreement replaced The MAC's previous AUD\$150 million revolving loan facility. As of December 31, 2012, we had AUD\$46 million outstanding under the Australian credit facility leaving AUD\$254 million available to be drawn under this facility.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Interest expense on the combined statements of income is net of capitalized interest of \$3.5 million, \$5.1 million and less than \$0.1 million, respectively, for the years ended December 31, 2012, 2011 and 2010.

Affiliate Debt with Oil States

On December 9, 2010 Accommodations entered into an affiliate term loan agreement with Oil States with a principal amount of C\$227 million. The loan matures on December 31, 2020 and bears interest equal to LIBOR plus 3.75%, which is payable annually. The outstanding principal amount can be prepaid at any time without penalty. Upon completion of the spin off transaction this affiliate term loan is expected to be a contribution to the equity of Accommodations by Oil States.

On June 27, 2011 Accommodations entered into an affiliate term loan agreement with Oil States with a principal amount of C\$130 million. The loan matures on June 1, 2021 and bears interest at a fixed rate of 7.25%. The outstanding principal amount can be prepaid at any time without penalty. Upon completion of the spin off transaction this affiliate term loan is expected to be a contribution to the equity of Accommodations by Oil States.

9. Retirement Plans

Accommodations sponsors defined contribution plans. Participation in these plans is available to substantially all employees. Accommodations recognized expense of \$17.0 million, \$11.5 million and \$6.9 million, respectively, related to matching contributions under its various defined contribution plans during the years ended December 31, 2012, 2011 and 2010, respectively.

10. Income Taxes

Pre-tax income (loss) for the years ended December 31, 2012, 2011 and 2010 consisted of the following (in thousands):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
US operations	\$ 29,894	\$ 17,570	\$ 4,350
Foreign operations	300,314	206,971	135,403
Total	<u>\$ 330,208</u>	<u>\$ 224,541</u>	<u>\$ 139,753</u>

The components of the income tax provision for the years ended December 31, 2012, 2011 and 2010 consisted of the following (in thousands):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Current:			
Federal	\$ 8,495	\$ 2,750	\$ 3,325
State	698	435	253
Foreign	61,261	33,554	33,386
	<u>\$ 70,454</u>	<u>\$ 36,739</u>	<u>\$ 36,964</u>
Deferred:			
Federal	\$ 4,262	\$ 3,952	\$ 543
State	-	-	-
Foreign	9,550	14,419	4,156
	<u>13,812</u>	<u>18,371</u>	<u>4,699</u>
Total Provision	<u>\$ 84,266</u>	<u>\$ 55,110</u>	<u>\$ 41,663</u>

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

The provision for taxes differs from an amount computed at U.S. statutory rates as follows for the years ended December 31, 2012, 2011 and 2010 consisted (in thousands):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Federal tax expense at statutory rates	\$ 115,571	\$ 78,589	\$ 48,913
Effect of foreign income tax, net	(31,200)	(26,403)	(10,251)
Other nondeductible expenses	(492)	3,045	3,241
State tax expense, net of federal benefits	698	435	253
Domestic manufacturing deduction	(80)	(20)	(106)
Uncertain tax positions adjustments, net	17	(888)	(470)
Other, net	(248)	352	83
Net income tax provision	<u>\$ 84,266</u>	<u>\$ 55,110</u>	<u>\$ 41,663</u>

The significant items giving rise to the deferred tax assets and liabilities as of December 31, 2012 and 2011 are as follows (in thousands):

	<u>2012</u>	<u>2011</u>
Deferred tax assets:		
Allowance for doubtful accounts	\$ 557	\$ 556
Employee benefits	644	561
Deductible goodwill and other intangibles	7,775	6,395
Other reserves	3,342	3,019
Deferred revenue	1,152	-
Depreciation	683	683
Other	837	865
Gross deferred tax asset	<u>14,990</u>	<u>12,079</u>
Less: valuation allowance	-	-
Net deferred tax asset	<u>14,990</u>	<u>12,079</u>
Deferred tax liabilities:		
Depreciation	(67,558)	(48,265)
Intangibles	(6,686)	(5,176)
Accrued liabilities	(2,899)	(1,982)
Other	(1,988)	(1,429)
Deferred tax liability	<u>(79,131)</u>	<u>(56,852)</u>
Net deferred tax liability	<u>\$ (64,141)</u>	<u>\$ (44,773)</u>

Reclassifications of Accommodations' deferred tax balance based on net current items and net noncurrent items as of December 31, 2012 and 2011 are as follows (in thousands):

	<u>2012</u>	<u>2011</u>
Current deferred tax liability	\$ 345	\$ 234
Long-term deferred tax liability	(64,486)	(45,007)
Net deferred tax liability	<u>\$ (64,141)</u>	<u>\$ (44,773)</u>

Our primary deferred tax assets at December 31, 2012, were related to deductible goodwill and other intangibles.

Our income tax provision for the year ended December 31, 2012 totaled \$84.3 million, or 25.5% of pretax income, compared to \$55.1 million, or 24.5% of pretax income, for the year ended December 31, 2011.

Appropriate U.S. and foreign income taxes have been provided for earnings of foreign subsidiary companies that are expected to be remitted in the near future. The cumulative amount of undistributed earnings of foreign subsidiaries that the Company intends to indefinitely reinvest, and upon which foreign taxes have been accrued or paid but no deferred US income taxes have been provided is \$883.6 million at December 31, 2012, which has been generated in Canada and Australia. Upon distribution of these earnings in the form of dividends or otherwise, the Company may be subject to U.S. income taxes (subject to adjustment for foreign tax credits) and foreign withholding taxes. It is not practical, however, to estimate the amount of taxes that may be payable on the eventual remittance of these earnings after consideration of available foreign tax credits.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

The Company files tax returns in the jurisdictions in which they are required. All of these returns are subject to examination or audit and possible adjustment as a result of assessments by taxing authorities. The Company believes that it has recorded sufficient tax liabilities and does not expect the resolution of any examination or audit of its tax returns would have a material adverse effect on its operating results, financial condition or liquidity.

Our Canadian federal tax returns subsequent to 2008 are subject to audit by the Canada Revenue Agency. Our Australian subsidiary's federal tax returns subsequent to 2007 are subject to audit by the Australian Taxation Office.

We account for uncertain tax positions using a recognition threshold and a measurement attribute for the combined financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement.

The total amount of unrecognized tax benefits as of December 31, 2012 was \$0.7 million. The unrecognized tax benefits, if recognized, would affect the effective tax rate. The Company accrues interest and penalties related to unrecognized tax benefits as a component of the Company's provision for income taxes. As of December 31, 2012 and 2011, the Company had accrued \$0.3 million and \$0.3 million, respectively, of interest expense and penalties.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	2012	2011	2010
Balance as of January 1 st	\$ 679	\$ 1,078	\$ 1,587
Reductions for tax positions of prior years	-	(399)	(509)
Balance as of December 31 st	<u>\$ 679</u>	<u>\$ 679</u>	<u>\$ 1,078</u>

It is reasonably possible that the amount of unrecognized tax benefits will change during the next twelve months due to the closing of the statute of limitations and that change, if it were to occur, could have a favorable or unfavorable impact on our results of operation.

11. Commitments and Contingencies

Accommodations leases a portion of its equipment, office space, computer equipment, automobiles and trucks under leases which expire at various dates.

Minimum future operating lease obligations in effect at December 31, 2012, were as follows (in thousands):

	Operating Leases
2013	\$ 6,535
2014	6,112
2015	5,845
2016	5,014
2017	4,959
Thereafter	23,942
Total	<u>\$ 52,407</u>

Rental expense under operating leases was \$5.3 million, \$5.1 million and \$1.2 million for the years ended December 31, 2012, 2011 and 2010, respectively.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Accommodations is a party to various pending or threatened claims, lawsuits and administrative proceedings seeking damages or other remedies concerning its commercial operations, products, employees and other matters, including warranty and product liability claims as a result of its products or operations. In certain cases, Accommodations is entitled to indemnification from the sellers of businesses. Although Accommodations can give no assurance about the outcome of pending legal and administrative proceedings and the effect such outcomes may have on it, management believes that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise provided for or covered by insurance, will not have a material adverse effect on its combined financial position, results of operations or liquidity.

12. Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income increased from \$90.8 million at December 31, 2011 to \$107.7 million at December 31, 2012, a net change of \$16.9 million, as a result of increases in the Canadian and Australian dollar exchange rates compared to the U.S. dollar. The Canadian dollar was valued at an exchange rate of U.S. \$1.01 at December 31, 2012 compared to U.S. \$0.98 at December 31, 2011, an increase of 3%. The Australian dollar was valued at an exchange rate of U.S. \$1.04 at December 31, 2012 compared to U.S. \$1.03 at December 31, 2011, an increase of 1%. Excluding intercompany balances, our Canadian dollar and Australian dollar functional currency net assets total approximately C\$364 million and A\$869 million, respectively, at December 31, 2012.

13. Stock-Based Compensation

Certain employees of Accommodations participate in Oil States' Equity Participation Plan. The expense associated with these employees of Accommodations is reflected in the historical combined income statements of Accommodations. The expense associated with the allocation of stock compensation expense for Accommodations' employees is included as a component of the Oil States International, Inc. net investment account.

Current accounting standards require companies to measure the cost of employee services received in exchange for an award of equity instruments (typically stock options) based on the grant-date fair value of the award. The fair value is estimated using option-pricing models. The resulting cost is recognized over the period during which an employee is required to provide service in exchange for the awards, usually the vesting period.

Stock-based compensation pre-tax expense recognized by Accommodations in the years ended December 31, 2012, 2011 and 2010 totaled \$3.3 million, \$2.3 million and \$1.6 million, respectively.

Stock Options

The fair value of each option grant is estimated on the date of grant using a Black-Scholes option pricing model that uses the assumptions noted in the following table. The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the option at the time of grant. The dividend yield on Oil States' common stock is assumed to be zero since they do not pay dividends and have no current plans to do so in the future. The expected market price volatility of Oil States' common stock is based on an estimate made by them that considers the historical and implied volatility of its common stock as well as a peer group of companies over a time period equal to the expected term of the option. The expected life of the options awarded in 2012, 2011 and 2010 was based on a formula considering the vesting period, term of the options awarded and past experience.

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Risk-free weighted interest rate	0.6%	1.7%	2.1%
Expected life (in years)	4.1	4.1	4.3
Expected volatility	57%	55%	55%

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

The following table presents the changes in stock options outstanding and related information for Accommodations' employees for each of the three years ended December 31, 2012, 2011 and 2010:

	Options	Weighted Average Exercise Price Per Share	Weighted Average Contractual Life (Years)	Aggregate Intrinsic Value (thousands)
Outstanding Options at December 31, 2009	420,000	\$ 26.99	3.6	\$ 5,165
Granted	139,500	37.67		
Exercised	(127,500)	29.09		
Forfeited/Expired	(10,750)	27.81		
Outstanding Options at December 31, 2010	421,250	29.87	3.4	14,414
Granted	80,250	75.41		
Exercised	(70,625)	30.29		
Forfeited	(29,125)	48.16		
Outstanding Options at December 31, 2011	401,750	37.57	3.5	15,588
Granted	5,000	84.63		
Exercised	(127,000)	31.81		
Forfeited	(1,750)	80.68		
Outstanding Options at December 31, 2012	278,000	40.78	3.0	8,839
Exercisable Options at December 31, 2010	91,250	29.87	2.6	3,123
Exercisable Options at December 31, 2011	153,750	29.45	2.2	7,215
Exercisable Options at December 31, 2012	132,938	33.40	2.1	5,110

The weighted average fair values of options granted to Accommodations' employees during 2012, 2011 and 2010 were \$37.43, \$33.27, and \$17.13 per share, respectively. All options awarded in 2012 had a term of ten years and were granted with exercise prices at the grant date closing market price. The total intrinsic value of options exercised by Accommodations' employees during 2012, 2011 and 2010 were \$6.2 million, \$3.2 million and \$3.2 million, respectively. Oil States received all cash from option exercises during 2012, 2011 and 2010. The tax benefit realized for the tax deduction from stock options exercised during 2012, 2011 and 2010 totaled \$0.2 million in each of the three years.

The following table summarizes information for outstanding stock options of Accommodations' employees at December 31, 2012:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding as of 12/31/2012	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable as of 12/31/2012	Weighted Average Exercise Price
\$ 16.65 - \$36.53	121,625	1.65	\$ 24.42	90,250	\$ 27.12
\$ 37.67 - \$37.67	91,750	2.74	\$ 37.67	32,500	\$ 37.67
\$ 75.41 - \$84.63	64,625	6.04	\$ 75.98	10,188	\$ 75.41
\$ 16.65 - \$84.63	<u>278,000</u>	3.03	\$ 40.78	<u>132,938</u>	\$ 33.40

Restricted Stock Awards

The following table presents the changes of restricted stock awards and related information for Accommodations' employees for 2012:

	Number of Awards	Weighted Average Grant Date Fair Value Per Share
Nonvested shares at January 1, 2012	31,979	\$ 67.28
Granted	19,800	81.35
Vested	(9,499)	61.36
Forfeited	(1,635)	77.86
Nonvested shares at December 31, 2012	<u>40,645</u>	\$ 75.09

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

During 2012, Oil States granted restricted stock awards to Accommodations' employees totaling 19,800 shares valued at a total of \$1.6 million. All of the restricted stock awards granted to Accommodations' employees vest in four equal annual installments beginning in February 2013. During 2012, Oil States also granted 53,950 units of phantom shares under the newly created Canadian Long-Term Incentive Plan, which provides for the granting of units of phantom shares to key Canadian employees of Accommodations. These awards vest in three equal annual installments beginning in February 2013 and are accounted for as a liability based on the market price of Oil States shares. Participants granted units of phantom shares are entitled to a lump sum cash payment equal to the fair market value of a share of Oil States' common stock on the vesting date. At December 31, 2012, the balance of the liability for the phantom shares was \$1.1 million. A total of 26,104 and 6,000 shares of restricted stock were awarded to Accommodations' employees in 2011 and 2010, respectively, with aggregate values of \$2.0 million and \$0.2 million, respectively.

The weighted average grant date fair value per share for restricted stock awards granted in 2012, 2011 and 2010 was \$81.35, \$74.81 and \$37.67, respectively. The total fair value of restricted stock awards vested in 2012, 2011 and 2010 was \$0.8 million, \$0.4 million and \$0.3 million, respectively. As of December 31, 2012, there was \$2.1 million of total compensation cost related to nonvested stock awards not yet recognized, which is expected to be recognized over a weighted average period of 2.6 years.

14. Segment and Related Information

In accordance with current accounting standards regarding disclosures about segments of an enterprise and related information, Accommodations has identified the following reportable segments: Canadian, Australian and U.S., which represent our strategic focus on work force accommodations.

Financial information for our segment for each of the three years ended December 31, 2012, 2011 and 2010, is summarized in the following table in thousands. The accounting policies of the segment are the same as those described in the summary of significant accounting policies.

	Revenues from unaffiliated customers	Depreciation and amortization	Operating income (loss)	Capital expenditures	Total assets
2012					
Canadian	\$ 717,160	\$ 71,203	\$ 226,403	\$ 106,835	\$ 954,295
Australian	276,214	55,443	99,213	145,766	992,665
U.S.	115,501	12,402	31,358	63,184	178,229
Stand-alone adjustments and eliminations	-	(1)	(4,045)	(1,738)	3,706
Accommodations Business of Oil States International, Inc.	<u>\$ 1,108,875</u>	<u>\$ 139,047</u>	<u>\$ 352,929</u>	<u>\$ 314,047</u>	<u>\$ 2,132,925</u>
2011					
Canadian	\$ 579,857	\$ 54,281	\$ 162,323	\$ 173,194	\$ 765,842
Australian	197,095	43,913	63,211	154,080	881,155
U.S.	87,749	12,511	19,554	21,230	143,101
Stand-alone adjustments and eliminations	-	3	(2,929)	-	9,796
Accommodations Business of Oil States International, Inc.	<u>\$ 864,701</u>	<u>\$ 110,708</u>	<u>\$ 242,159</u>	<u>\$ 348,504</u>	<u>\$ 1,799,894</u>
2010					
Canadian	\$ 495,997	\$ 42,586	\$ 143,404	\$ 100,961	\$ 602,601
Australian	-	-	-	-	781,698
U.S.	41,693	3,108	6,602	12,411	108,041
Stand-alone adjustments and eliminations	-	(3)	(8,547)	(6,025)	(4,878)
Accommodations Business of Oil States International, Inc.	<u>\$ 537,690</u>	<u>\$ 45,691</u>	<u>\$ 141,459</u>	<u>\$ 107,347</u>	<u>\$ 1,487,462</u>

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Financial information by geographic segment for each of the three years ended December 31, 2012, 2011 and 2010, is summarized below in thousands. Revenues in the United States include export sales. Revenues are attributable to countries based on the location of the entity selling the products or performing the services. Long-lived assets are attributable to countries based on the physical location of the entity and its operating assets and do not include intercompany balances.

	<u>Canada</u>	<u>Australia</u>	<u>United States</u>	<u>Other Non-U.S.</u>	<u>Total</u>
2012					
Revenues from unaffiliated customers	\$ 717,160	\$ 276,214	\$ 114,029	\$ 1,472	\$ 1,108,875
Long-lived assets	634,616	932,155	155,214	3,515	1,725,500
2011					
Revenues from unaffiliated customers	\$ 579,550	\$ 197,095	\$ 87,325	\$ 731	\$ 864,701
Long-lived assets	592,003	827,271	107,061	2,616	1,528,951
2010					
Revenues from unaffiliated customers	\$ 495,997	\$ —	\$ 41,411	\$ 282	\$ 537,690
Long-lived assets	484,477	708,163	93,978	1,860	1,288,478

Imperial Oil accounted for more than 10% of Accommodations' revenues in the years ended December 31, 2012, 2011 and 2010. Suncor Energy Oil Sands LP accounted for more than 10% of Accommodations' revenues in the years ended December 31, 2011 and 2010. BHP Billiton Mitsubishi Alliance accounted for more than 10% of Accommodations' revenues in the year ended December 31, 2011. Royal Dutch Shell plc accounted for more than 10% of Accommodations' revenues in the year ended December 31, 2010. Equity in net income of unconsolidated affiliates is not included in operating income.

15. Asset Retirement Obligations and Accrued Environmental Costs

Asset retirement obligations and accrued environmental costs at December 31 were (in thousands):

	<u>2012</u>	<u>2011</u>
Asset retirement obligations	\$ 5,518	\$ 4,615
Accrued environmental costs	—	276
Total asset retirement obligations and accrued environmental costs	5,518	4,891
Asset retirement obligations and accrued environmental costs due within one year*	—	(276)
Long-term asset retirement obligations and accrued environmental costs	<u>\$ 5,518</u>	<u>\$ 4,615</u>

* Classified as a current liability on the combined balance sheets, under the caption "Other accruals."

Asset Retirement Obligations

We record the fair value of a liability for an asset retirement obligation when it is incurred (typically when the asset is installed). When the liability is initially recorded, we capitalize the associated asset retirement cost by increasing the carrying amount of the related properties, plants and equipment. Over time, the liability increases for the change in its present value, while the capitalized cost depreciates over the useful life of the related asset.

We have asset removal obligations that we are required to perform under law or contract once an asset is permanently taken out of service. Most of these obligations are not expected to be paid until several years in the future and will be funded from general company resources at the time of removal.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

During 2012 and 2011, our overall asset retirement obligation changed as follows (in thousands):

	2012	2011
Balance at January 1	\$ 4,615	\$ —
Accretion of discount	305	—
New obligations	—	4,615
Changes in estimates of existing obligations	491	—
Foreign currency translation	107	—
Balance at December 31	\$ 5,518	\$ 4,615

Accrued Environmental Costs

Total accrued environmental costs at December 31, 2012 and 2011 were \$0.5 million and \$0.7 million, respectively related to contractual restoration obligations related to our temporary camp sites.

16. Parent Company Investment

The combined financial statements have been prepared on a stand-alone basis and are derived from the consolidated financial statements and accounting records of Oil States

All intercompany transactions between the combined operations have been eliminated. All affiliate transactions between Accommodations and Oil States have been included in these combined financial statements. The total net effect of the settlement of these affiliate transactions is reflected in the combined balance sheets as "Net Investment of Oil States International, Inc."

Parent Company Services Provided and Corporate Allocations

Historically, Oil States has provided services to and funded certain expenditures of Accommodations. The most significant of these services and expenditures were: (1) funding expenditures to settle domestic accounts payable; (2) funding and processing of domestic payroll; (3) share-based compensation; and (4) certain transaction-related expenditures. The combined financial statements of Accommodations reflect these expenditures. During the years ended December 31, 2012, 2011 and 2010, \$88.9 million, \$41.0 million and \$26.5 million, respectively, of expenditures for services received from Oil States or funding for expenditures provided by Oil States were included in the combined financial statements.

The combined statements of income also include general corporate expense allocations, which include costs incurred by Oil States for certain corporate functions such as executive management, finance, information technology, tax, internal audit, risk management, legal, human resources and treasury. During the years ended December 31, 2012, 2011 and 2010, we were allocated \$5.0 million, \$3.9 million and \$1.9 million, respectively, in respect of these corporate expenses which are included within selling, general and administrative expenses in the combined statements of income. These expenses have been allocated to us on the basis of direct usage when identifiable, with the remainder allocated based on estimated time spent by Oil States personnel, a pro rata basis of revenues, headcount or other relevant measures of Accommodations and Oil States and its other subsidiaries.

The service charges and corporate expense allocations have been determined on a basis that we consider to be a reasonable reflection of the utilization of services provided or the benefit received by us during the periods presented. The allocations may not, however, reflect the expense we would have incurred as an independent, publicly traded company for the periods presented. Actual costs that may have been incurred if we had been a stand-alone company would depend on a number of factors, including the chosen organizational structure, what functions were outsourced or performed by employees and strategic decisions made in areas such as information technology and infrastructure.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Oil States Net Investment

Net transfers to Oil States are included within Oil States net investment on the combined statements of net investment. The components of the change in Oil States net investment for the year ended December 31, 2012, 2011 and 2010 are as follows (in thousands):

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Cash transfers and general financing activities	\$ (75,457)	\$ (58,768)	\$ (29,656)
Services received or funding for expenditures	88,877	40,993	26,477
Corporate allocations, including income tax provision ⁽¹⁾	13,148	8,420	13,952
Cash transfers for acquisitions	-	-	326,902
Net Increase (decrease) in Oil States net investment	<u>\$ 26,568</u>	<u>\$ (9,355)</u>	<u>\$ 337,675</u>

(1) Corporate allocations includes the general corporate expense allocations of \$5.0 million, \$3.9 million and \$1.9 million for the years ended December 31, 2012, 2011 and 2010, respectively, the impact of the income tax provision, the allocation of corporate insurance premiums, and the attribution of certain assets and liabilities that have historically been held at the Oil States corporate level, but which are specifically identifiable or otherwise allocable to us. The attributed assets and liabilities are included in Accommodations' combined balance sheets.

Cash in the presented combined balance sheets primarily represents cash held locally by entities included in Accommodations' combined financial statements. Transfers of cash to and from Oil States' are reflected as a component of Oil States net investment on the combined balance sheets. All significant intercompany transactions between Accommodations and Oil States have been included in these combined financial statements. The total net effect of the settlement of these intercompany transactions is reflected in the combined statements of cash flow as a financing activity and in the combined balance sheets as Oil States net investment.

17. Valuation Allowances

Activity in the valuation accounts was as follows (in thousands):

	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions (net of recoveries)	Translation and Other, Net	Balance at End of Period
Year Ended December 31, 2012:					
Allowance for doubtful accounts receivable	\$ 1,604	\$ 174	\$ (665)	\$ 5	\$ 1,118
Year Ended December 31, 2011:					
Allowance for doubtful accounts receivable	\$ 1,793	\$ 1,492	\$ (1,630)	\$ (51)	\$ 1,604
Year Ended December 31, 2010:					
Allowance for doubtful accounts receivable	\$ 1,374	\$ 391	\$ (160)	\$ 188	\$ 1,793

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

UNAUDITED COMBINED STATEMENTS OF INCOME

(In thousands)

	Nine Months Ended September 30,	
	2013	2012
Revenues:		
Service and other	\$ 765,602	\$ 806,065
Product	17,025	30,036
	<u>782,627</u>	<u>836,101</u>
Costs and expenses:		
Service and other costs	401,668	380,166
Product costs	13,500	28,551
Selling, general and administrative expenses	50,377	47,404
Depreciation and amortization expense	124,510	97,805
Other operating (income) expense, net	(3,205)	238
	<u>586,850</u>	<u>554,164</u>
Operating income	195,777	281,937
Interest expense to affiliates	(14,308)	(15,272)
Interest expense to third-parties, net of capitalized interest	(4,962)	(4,736)
Interest income from third-parties	1,248	704
Interest income from affiliates	451	398
Loss on extinguishment of debt	(1,207)	—
Other income	3,838	2,208
Income before income taxes	180,837	265,239
Income tax provision	(43,350)	(65,974)
Net income	\$ 137,487	\$ 199,265
Less: Net income attributable to noncontrolling interests	1,064	959
Net income attributable to Accommodations Business of Oil States International, Inc.	<u>\$ 136,423</u>	<u>\$ 198,306</u>

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

UNAUDITED COMBINED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	Nine Months Ended September 30,	
	2013	2012
Net income	\$ 137,487	\$ 199,265
Other comprehensive (loss) income:		
Foreign currency translation adjustment	(110,853)	20,325
Total other comprehensive (loss) income	(110,853)	20,325
Comprehensive income	26,634	219,590
Comprehensive income attributable to noncontrolling interest	(1,023)	(988)
Comprehensive income attributable to Accommodations Business of Oil States International, Inc.	\$ 25,611	\$ 218,602

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

COMBINED BALANCE SHEETS

(In thousands)

	September 30, 2013	December 31, 2012
	(Unaudited)	
ASSETS		
Current assets:		
Cash	\$ 157,161	\$ 161,396
Accounts receivable, net	181,153	208,581
Inventories	23,786	19,654
Prepaid expenses and other current assets	8,313	7,336
Total current assets	<u>370,413</u>	<u>396,967</u>
Property, plant and equipment, net	1,353,439	1,317,532
Goodwill, net	271,117	295,132
Other intangible assets, net	81,256	97,569
Other noncurrent assets	21,055	25,725
Total assets	<u>\$ 2,097,280</u>	<u>\$ 2,132,925</u>
LIABILITIES AND NET INVESTMENT		
Current liabilities:		
Accounts payable	\$ 49,717	\$ 56,697
Accrued liabilities	39,364	52,704
Income taxes	2,122	21,190
Current portion of long-term debt	—	10,092
Deferred revenue	22,758	10,919
Other current liabilities	258	287
Total current liabilities	<u>114,219</u>	<u>151,889</u>
Long-term debt to affiliates	346,614	358,316
Long-term debt to third-parties	—	123,497
Deferred income taxes	84,834	75,044
Other noncurrent liabilities	8,285	12,534
Total liabilities	<u>553,952</u>	<u>721,280</u>
Net investment:		
Oil States International, Inc. net investment	1,545,058	1,302,664
Accumulated other comprehensive income	(3,120)	107,733
Total Oil States International, Inc. net investment	<u>1,541,938</u>	<u>1,410,397</u>
Noncontrolling interest	1,390	1,248
Total net investment	<u>1,543,328</u>	<u>1,411,645</u>
Total liabilities and net investment	<u>\$ 2,097,280</u>	<u>\$ 2,132,925</u>

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

UNAUDITED COMBINED STATEMENTS OF CASH FLOWS

(In thousands)

	Nine Months Ended September 30,	
	2013	2012
Cash flows from operating activities:		
Net income	\$ 137,487	\$ 199,265
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	124,510	97,805
Deferred income tax provision	11,388	12,481
Non-cash compensation charge	4,857	2,322
Gains on disposals of assets	(2,574)	(2,052)
Provision for losses on accounts receivable	1,081	29
Fair value adjustment of contingent consideration	(4,014)	392
Other, net	112	(882)
Changes in operating assets and liabilities, net of effect from acquired businesses:		
Accounts receivable	17,459	(27,219)
Inventories	(5,036)	419
Accounts payable and accrued liabilities	(14,609)	12,262
Taxes payable	(20,583)	30,211
Other current assets and liabilities, net	13,767	(25,185)
Net cash flows provided by operating activities	<u>263,845</u>	<u>299,848</u>
Cash flows from investing activities:		
Capital expenditures, including capitalized interest	(234,794)	(208,171)
Proceeds from disposition of property, plant and equipment	6,413	3,615
Net cash flows used in investing activities	<u>(228,381)</u>	<u>(204,556)</u>
Cash flows from financing activities:		
Revolving credit borrowings and (repayments), net	(47,901)	(6,417)
Term loan repayments	(82,762)	(7,510)
Contributions from Oil States	103,628	10,273
Debt and capital lease repayments	-	(2,074)
Payment of financing costs	-	(3,241)
Net cash flows used in financing activities	<u>(27,035)</u>	<u>(8,969)</u>
Effect of exchange rate changes on cash	(12,664)	4,616
Net (decrease) increase in cash	<u>(4,235)</u>	<u>90,939</u>
Cash, beginning of year	<u>161,396</u>	<u>32,074</u>
Cash, end of year	<u>\$ 157,161</u>	<u>\$ 123,013</u>

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS

1. Spin-off, Description of Business and Basis of Presentation

Spin-off

On July 30, 2013, Oil States (“Oil States”) announced that its board of directors had unanimously approved pursuing a plan to separate its Accommodations Segment (“Accommodations”) into a standalone, publicly traded company, SpinCo (“SpinCo”), generally through a spin-off that is expected to be completed in accordance with a separation and distribution agreement between Oil States and SpinCo (the “Spin-Off”). The Spin-Off will be tax free to the stockholders, Oil States and SpinCo. Oil States intends to distribute, on a pro rata basis, shares of SpinCo common stock to the Oil States stockholders as of the record date for the Spin-Off. Upon completion of the Spin-Off, Oil States and SpinCo will each be independent and have separate public ownership, boards of directors and management. The Spin-Off is subject to final approval by Oil States’ board of directors, which approval is subject to, among other things, receipt of a private letter ruling from the Internal Revenue Service and an opinion of tax counsel, in each case with respect to the tax-free nature of the Spin-Off. SpinCo was incorporated in Delaware as a wholly owned subsidiary of Oil States on October 8, 2013.

Unless otherwise stated or the context otherwise indicates, all references in these combined financial statements to “us,” “our” or “we” mean the Accommodations Segment. All subsidiaries and equity method investments not contributed by Oil States to SpinCo will remain with Oil States and, together with Oil States, are referred to as the “Oil States”.

Description of the Business

We are one of North America’s and Australia’s largest integrated providers of accommodations services for people working in remote locations. Our scalable modular facilities provide temporary and long-term work force accommodations where traditional infrastructure is not accessible or cost effective. Once facilities are deployed in the field, we also provide catering and food services, housekeeping, laundry, facility management, water and wastewater treatment, power generation, communications and redeployment logistics. Our accommodations support workforces in the Canadian oil sands and in a variety of oil and natural gas drilling, mining and related natural resource applications as well as disaster relief efforts, primarily in Canada, Australia and the United States. Accommodations operates in three principal reportable business segments – Canadian, Australian and U.S.

Basis of Presentation

These combined financial statements have been prepared on a stand-alone basis and are derived from the consolidated financial statements and accounting records of Oil States. The combined financial statements reflect our financial position, results of operations and cash flows as we were historically managed, in conformity with accounting principles generally accepted in the United States (“U.S. GAAP”). The combined financial statements include certain assets and liabilities that have historically been held at the Oil States corporate level but are specifically identifiable or otherwise attributable to us.

All intercompany transactions between the combined operations have been eliminated. All affiliate transactions between Accommodations and Oil States have been included in these combined financial statements. The total net effect of the settlement of these affiliate transactions is reflected in the combined balance sheets as “Net Investment of Oil States International, Inc.”

Our combined financial statements include expense allocations for: (1) certain corporate functions historically provided by Oil States, including, but not limited to finance, legal, risk management, tax, treasury, information technology, human resources, and certain other shared services; (2) certain employee benefits and incentives; and (3) share-based compensation. These expenses have been allocated to us on the basis of direct usage when identifiable, with the remainder allocated based on estimated time spent by Oil States personnel, a pro-rata basis of revenues, headcount or other relevant measures of Accommodations and Oil States and its subsidiaries. Both Accommodations and Oil States consider the basis on which the expenses have been allocated to be a reasonable reflection of the utilization of services provided to or the benefit received by us during the periods presented. The allocations may not, however, reflect the expense we would have incurred as an independent, publicly traded company for the periods presented. Actual costs that may have been incurred if we had been a stand-alone company would depend on a number of factors, including the chosen organizational structure, which functions were outsourced or performed by employees and strategic decisions made in areas such as information technology and infrastructure. Following the Spin-Off, Accommodations will perform these functions using its own resources or purchased services. For an interim period, however, some of these functions will continue to be provided by Oil States under a Transition Services Agreement, which is expected to extend for a period of 6 to 12 months in most circumstances.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

All significant intracompany transactions and balances between and among Accommodations have been eliminated in combination.

We record noncontrolling interest in our combined financial statements to recognize the minority ownership interest in our combined subsidiaries. Noncontrolling interest in the earnings and losses of subsidiaries represent the share of net income or loss allocated to our entities.

2. Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (the FASB), which are adopted by Accommodations as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on Accommodations' combined financial statements upon adoption.

3. Details of Selected Combined Balance Sheet Accounts

Additional information regarding selected combined balance sheet accounts at September 30, 2013 and December 31, 2012 is presented below (in thousands):

	<u>September 30, 2013</u>	<u>December 31, 2012</u>
Accounts receivable, net:		
Trade	\$ 130,255	\$ 144,425
Unbilled revenue	50,930	61,584
Other	2,137	3,690
Total accounts receivable	183,322	209,699
Allowance for doubtful accounts	(2,169)	(1,118)
	<u>\$ 181,153</u>	<u>\$ 208,581</u>

	<u>September 30, 2013</u>	<u>December 31, 2012</u>
Inventories, net:		
Finished goods and purchased products	\$ 3,483	\$ 4,558
Work in process	11,999	7,150
Raw materials	8,304	7,946
Total inventories	<u>\$ 23,786</u>	<u>\$ 19,654</u>

	<u>Estimated Useful Life</u>	<u>September 30, 2013</u>	<u>December 31, 2012</u>
Property, plant and equipment, net:			
Land		\$ 49,538	\$ 41,450
Accommodations assets	3-15 years	1,563,125	1,481,830
Buildings and leasehold improvements	3-20 years	42,969	44,849
Machinery and equipment	4-15 years	11,495	10,316
Office furniture and equipment	3-7 years	26,850	23,311
Vehicles	3-5 years	19,507	17,395
Construction in progress		141,423	111,952
Total property, plant and equipment		1,854,907	1,731,103
Accumulated depreciation		(501,468)	(413,571)
		<u>\$ 1,353,439</u>	<u>\$ 1,317,532</u>

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

	September 30, 2013	December 31, 2012
Accrued liabilities:		
Accrued compensation	\$ 21,643	\$ 26,891
Accrued taxes, other than income taxes	1,891	2,103
Accrued interest	14,259	22,436
Other	1,571	1,274
	\$ 39,364	\$ 52,704

4. Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income decreased from \$107.7 million at December 31, 2012 to an accumulated other comprehensive loss of \$3.1 million at September 30, 2013, a net change of \$110.9 million, as a result of decreases in the Canadian and Australian dollar exchange rates compared to the U.S. dollar. The Canadian dollar was valued at an exchange rate of U.S. \$0.97 at September 30, 2013 compared to U.S. \$1.01 at December 31, 2012, a decrease of 4%. The Australian dollar was valued at an exchange rate of U.S. \$0.93 at September 30, 2013 compared to U.S. \$1.04 at December 31, 2012, a decrease of 11%. Excluding intercompany balances, our Canadian dollar and Australian dollar functional currency net assets total approximately C\$505 million and A\$941 million, respectively, at September 30, 2013.

5. Business Acquisitions and Goodwill

In December 2010, we acquired all of the operating assets of Mountain West Oilfield Service and Supplies, Inc. and Ufford Leasing LLC (Mountain West) for total consideration of \$47.1 million including estimated contingent consideration of \$4.0 million. During the first quarter of 2013, the liability for the estimated contingent consideration recorded in connection with this transaction was adjusted to its estimated fair value of zero resulting in the recording of other operating income of \$4.0 million. Contingent consideration for the Mountain West acquisition was estimated based upon the amount of earnings before interest, depreciation, amortization and taxes expected to be earned by the acquired business during the three-year period ended December 31, 2013, subject to adjustment for capital spending levels.

Changes in the carrying amount of goodwill for the nine month period ended September 30, 2013 are as follows (in thousands):

	Canadian	Australian	U.S.	Total
Balance as of December 31, 2011	\$ 50,885	\$ 223,805	\$ 16,632	\$ 291,322
Foreign currency translation and other changes	709	3,101	—	3,810
Balance as of December 31, 2012	51,594	226,906	16,632	295,132
Foreign currency translation and other changes	(1,067)	(22,948)	—	(24,015)
Balance as of September 30, 2013	\$ 50,527	\$ 203,958	\$ 16,632	\$ 271,117

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

6. Debt

As of September 30, 2013 and December 31, 2012, long-term debt consisted of the following (in thousands):

	<u>September 30, 2013</u>	<u>December 31, 2012</u>
Canadian revolving credit facility, which matures on December 10, 2015, with available commitments up to \$250 million; no borrowings outstanding during the nine month period ended September 30, 2013	\$ —	\$ —
Canadian term loan, which matures December 10, 2015, original principal of \$100 million; 2.5% of aggregate principal repayable per quarter; weighted average interest rate of 3.3% for the nine month period ended September 30, 2013	—	85,786
Australian revolving credit facility, which matures December 10, 2015, with available commitments up to AUD\$300 million and with a weighted average rate was 5.1% for the nine month period ended September 30, 2013	—	47,803
Affiliate debt with Oil States	346,614	358,316
Total debt	346,614	491,905
Less: Current portion	—	10,092
Total long-term debt	<u>\$ 346,614</u>	<u>\$ 481,813</u>

Affiliate Debt with Oil States

On December 9, 2010 Accommodations entered into an affiliate term loan agreement with Oil States with a principal amount of C\$227 million. The loan matures on December 31, 2020 and bears interest equal to LIBOR plus 3.75%, which is paid annually. The outstanding principal amount can be prepaid at any time without penalty. Upon completion of the spin off transaction this affiliate term loan is expected to be a contribution to the equity of Accommodations by Oil States.

On June 27, 2011 Accommodations entered into an affiliate term loan agreement with Oil States with a principal amount of C\$130 million. The loan matures on June 1, 2021 and bears interest at a fixed rate of 7.25%. The outstanding principal amount can be prepaid at any time without penalty. Upon completion of the spin off transaction this affiliate term loan is expected to be a contribution to the equity of Accommodations by Oil States.

As of September 30, 2013, Accommodations had approximately \$157.2 million of cash and \$249.7 million of Accommodations' Canadian credit facility available for future financing needs. Accommodations also had availability totaling AUD\$300 million under its Australian credit facility. As of September 30, 2013, Accommodations had \$0.3 million of outstanding letters of credit which reduced amounts available under its credit facilities.

Interest expense on the condensed consolidated statements of income is net of capitalized interest of \$0.8 million and \$3.2 million for the nine month periods ended September 30, 2013 and 2012, respectively.

7. Fair Value Measurements

Accommodations' financial instruments consist of cash, investments, receivables, payables, and debt instruments. Accommodations believes that the carrying values of these instruments, other than our long-term debt to affiliates, on the combined balance sheets approximate their fair values.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

The fair values of our long-term debt with affiliates are estimated based on analysis of similar instruments (Level 2 fair value measurements). The carrying values and fair values of this debt are as follows for the periods indicated (in thousands):

	September 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term debt to affiliates	\$ 346,614	\$ 368,110	\$ 358,316	\$ 380,296

8. Stock-Based Compensation

During the first nine months of 2013, Oil States granted restricted stock awards to Accommodations' employees totaling 26,200 shares valued at a total of \$2.1 million. All of the restricted stock awards granted to Accommodations' employees vest in four equal annual installments beginning in February 2014. During the first nine months of 2013, Oil States also granted 71,500 units of phantom shares under the Canadian Long-Term Incentive Plan, which provides for the granting of units of phantom shares to key Canadian employees of Accommodations. These awards vest in three equal annual installments beginning in February 2014 and are accounted for as a liability based on the market price of Oil States shares. Participants granted units of phantom shares are entitled to a lump sum cash payment equal to the fair market value of a share of Oil States' common stock on the vesting date. At September 30, 2013, the balance of the liability for the phantom shares was \$2.5 million. A total of 7,500 stock options with a ten-year term were awarded in the nine months ended September 30, 2013 with an average exercise price of \$80.25, a fair value of \$0.6 million and that will vest in four equal annual installments starting in February 2014.

Stock-based compensation pre-tax expense recognized by Accommodations in the nine month periods ended September 30, 2013 and 2012 totaled \$4.9 million and \$2.3 million, respectively. As of September 30, 2013, there was \$3.1 million of total compensation cost related to nonvested stock awards not yet recognized, which is expected to be recognized over a weighted average period of 2.6 years.

9. Income Taxes

Income tax expense for interim periods is based on estimates of the effective tax rate for the entire fiscal year. Our income tax provision for the nine months ended September 30, 2013 totaled \$43.3 million, or 24.0% of pretax income, compared to \$65.9 million, or 24.9% of pretax income, for the nine months ended September 30, 2012.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

10. Segment and Related Information

In accordance with current accounting standards regarding disclosures about segments of an enterprise and related information, Accommodations has identified the following reportable segments: Canadian, Australian and U.S., which represents our strategic focus on work force accommodations.

Financial information by business segment for each of the nine months ended September 30, 2013 and 2012 is summarized in the following table (in thousands):

	Revenues from unaffiliated customers	Depreciation and amortization	Operating income (loss)	Capital expenditures	Total assets
Nine months ended September 30, 2013					
Canadian	\$ 535,810	\$ 62,775	\$ 146,157	\$ 126,473	\$ 963,496
Australian	191,510	49,435	54,684	62,508	919,315
U.S.	55,307	12,408	2,765	47,501	212,961
Stand-alone adjustments and eliminations	-	(108)	(7,829)	(1,688)	1,508
Accommodations Business of Oil States International, Inc.	<u>\$ 782,627</u>	<u>\$ 124,510</u>	<u>\$ 195,777</u>	<u>\$ 234,794</u>	<u>\$ 2,097,280</u>
Nine months ended September 30, 2012					
Canadian	\$ 535,659	\$ 50,205	\$ 176,517	\$ 57,316	\$ 925,636
Australian	205,502	39,024	76,845	111,023	967,332
U.S.	94,940	8,576	34,726	39,832	163,951
Stand-alone adjustments and eliminations	-	-	(6,151)	-	5,708
Accommodations Business of Oil States International, Inc.	<u>\$ 836,101</u>	<u>\$ 97,805</u>	<u>\$ 281,937</u>	<u>\$ 208,171</u>	<u>\$ 2,062,627</u>

11. Commitments and Contingencies

Accommodations is a party to various pending or threatened claims, lawsuits and administrative proceedings seeking damages or other remedies concerning its commercial operations, products, employees and other matters, including warranty and product liability claims as a result of its products or operations. In certain cases, Accommodations is entitled to indemnification from the sellers of businesses. Although Accommodations can give no assurance about the outcome of pending legal and administrative proceedings and the effect such outcomes may have on it, management believes that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise provided for or covered by insurance, will not have a material adverse effect on its combined financial position, results of operations or liquidity.

12. Parent Company Investment

The combined financial statements have been prepared on a stand-alone basis and are derived from the consolidated financial statements and accounting records of Oil States

Parent Company Services Provided and Corporate Allocations

Historically, Oil States has provided services to and funded certain expenditures of Accommodations. The most significant of these services and expenditures were: (1) funding of expenditures to settle domestic accounts payable; (2) funding and processing of domestic payroll; and (3) share-based compensation. The combined financial statements of Accommodations reflect these expenditures. During the nine months ended September 30, 2013 and 2012, \$98.1 million and \$66.6 million, respectively, of expenditures for services received from Oil States or funding for expenditures provided by Oil States were included in the combined financial statements.

The combined statements of income also include general corporate expense allocations, which include costs incurred by Oil States for certain corporate functions such as executive management, finance, information technology, tax, internal audit, risk management, legal, human resources and treasury. During the nine months ended September 30, 2013 and 2012, we were allocated \$4.3 million and \$3.8 million, respectively, in respect of these corporate expenses which are included within selling, general and administrative expenses in the combined statements of income. These expenses have been allocated to us on the basis of direct usage when identifiable, with the remainder allocated based on estimated time spent by Oil States personnel, a pro rata basis of revenues, headcount or other relevant measures of Accommodations and Oil States and its other subsidiaries.

The service charges and corporate expense allocations have been determined on a basis that we consider to be a reasonable reflection of the utilization of services provided or the benefit received by us during the periods presented. The allocations may not, however, reflect the expense we would have incurred as an independent, publicly traded company for the periods presented. Actual costs that may have been incurred if we had been a stand-alone company would depend on a number of factors, including the chosen organizational structure, what functions were outsourced or performed by employees and strategic decisions made in areas such as information technology and infrastructure.

ACCOMMODATIONS BUSINESS OF OIL STATES INTERNATIONAL, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
(Continued)

Oil States Net Investment

The components of the change in Oil States net investment for the nine month periods ended September 30, 2013 and 2012 are as follows (in thousands):

	Nine Months	
	Ended September 30,	
	2013	2012
Cash transfers and general financing activities	\$ 4,568	\$ (58,401)
Services received or funding for expenditures	98,079	66,631
Corporate allocations, including income tax provision ⁽¹⁾	3,325	15,155
Net Increase (decrease) in Oil States net investment	<u>\$ 105,972</u>	<u>\$ 23,385</u>

(1) Corporate allocations includes the general corporate expense allocations of \$4.3 million and \$3.8 million for the nine months ended September 30, 2013 and 2012, respectively, the impact of the income tax provision, the allocation of corporate insurance premiums, and the attribution of certain assets and liabilities that have historically been held at the Oil States corporate level, but which are specifically identifiable or otherwise allocable to us. The attributed assets and liabilities are included in Accommodations' combined balance sheets.

Cash in the presented combined balance sheets primarily represents cash held locally by entities included in Accommodations' combined financial statements. Transfers of cash to and from Oil States' are reflected as a component of Oil States net investment on the combined balance sheets. All significant intercompany transactions between Accommodations and Oil States have been included in these combined financial statements. The total net effect of the settlement of these intercompany transactions is reflected in the combined statements of cash flow as a financing activity and in the combined balance sheets as Oil States net investment.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Oil States International, Inc.:

We have audited the accompanying balance sheet of OIS Accommodations SpinCo Inc. ("SpinCo") as of October 8, 2013. This balance sheet is the responsibility of SpinCo's management. Our responsibility is to express an opinion on this balance sheet based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of SpinCo's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of SpinCo's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the balance sheet referred to above presents fairly, in all material respects, the financial position of OIS Accommodations SpinCo Inc. at October 8, 2013, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

Houston, Texas
December 12, 2013

OIS ACCOMMODATIONS SPINCO INC.
BALANCE SHEET
OCTOBER 8, 2013

ASSETS

Current assets:	
Note receivable due from Parent	\$ 10
Total assets	<u>\$ 10</u>

STOCKHOLDER'S EQUITY

Common stock, par value \$.01, 1,000 shares authorized, issued and outstanding	\$ 10
Total stockholder's equity	<u>\$ 10</u>

See accompanying notes to balance sheet.

OIS ACCOMMODATIONS SPINCO INC.
NOTES TO BALANCE SHEET
OCTOBER 8, 2013

1. Organization and Operations

OIS Accommodations SpinCo Inc. (SpinCo) is a Delaware corporation formed on October 8, 2013 to provide remote site accommodations, logistics and facility management services to the global natural resource industry, with operations primarily focused in Canada, Australia and the United States. In connection with its formation, SpinCo issued 1,000 shares of its common stock, representing a 100% interest, to Oil States International, Inc. ("Oil States") for total consideration of \$10 in the form of a promissory note. See Note 2.

The accompanying balance sheet reflects the financial position of SpinCo immediately subsequent to its initial capitalization. Other than the settlement of the note receivable from Oil States described below, there have been no other transactions involving SpinCo as of December 12, 2013.

2. Note Receivable from Parent

On October 8, 2013, in connection with the initial capitalization of SpinCo, Oil States International, Inc. issued SpinCo a promissory note for the principal sum of \$10 in exchange for 1,000 shares of SpinCo common stock. The promissory note is accounted for at cost, which approximates its fair value, had an annual interest rate of 2.75% and was due on demand. This note was paid in full by Oil States on October 14, 2013.