

CORE LABORATORIES N V  
Form 10-K  
February 19, 2013

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

FORM 10-K  
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2012  
OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-14273

CORE LABORATORIES N.V.

(Exact name of registrant as specified in its charter)

The Netherlands

Not Applicable

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

Herengracht 424

1017 BZ Amsterdam

The Netherlands

Not Applicable

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (31-20) 420-3191

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

Title of each class

Name of each exchange on which registered

Common Shares, EUR 0.02 Par Value Per Share

New York Stock Exchange; NYSE Euronext Amsterdam

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

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

No "

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2012, the number of common shares outstanding was 47,366,753. At that date, the aggregate market value of common shares held by non-affiliates of the registrant was approximately \$5,362,838,340.

As of February 14, 2013, the number of common shares outstanding was 46,226,001.

#### DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III of this Report, to the extent not set forth herein, is incorporated herein by reference from the registrant's definitive proxy statement relating to the Annual Meeting of Shareholders to be held in 2013, which definitive proxy statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates.

This document (excluding exhibits) contains 70 pages.

The table of contents is set forth on the following page. The exhibit index begins on page 31.

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CORE LABORATORIES N.V.  
FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012  
TABLE OF CONTENTS

|  | Page      |
|--|-----------|
| PART I   |           |
| <u>Item 1.</u> <u>Business</u>   | <u>1</u>  |
| <u>Item 1A.</u> <u>Risk Factors</u>  | <u>6</u>  |
| <u>Item 1B.</u> <u>Unresolved Staff Comments</u>   | <u>11</u> |
| <u>Item 2.</u> <u>Properties</u>   | <u>11</u> |
| <u>Item 3.</u> <u>Legal Proceedings</u>  | <u>12</u> |
| <u>Item 4.</u> <u>Mine Safety Disclosures</u>  | <u>12</u> |
| PART II  |           |
| <u>Item 5.</u> <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u> | <u>13</u> |
| <u>Item 6.</u> <u>Selected Financial Data</u>  | <u>15</u> |
| <u>Item 7.</u> <u>Management's Discussion and Analysis of Financial Condition and Results of Operation</u>                         | <u>16</u> |
| <u>Item 7A.</u> <u>Quantitative and Qualitative Disclosures about Market Risk</u>  | <u>28</u> |
| <u>Item 8.</u> <u>Financial Statements and Supplementary Data</u>  | <u>29</u> |
| <u>Item 9.</u> <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>                         | <u>29</u> |
| <u>Item 9A.</u> <u>Controls and Procedures</u>   | <u>29</u> |
| <u>Item 9B.</u> <u>Other Information</u>   | <u>30</u> |
| PART III   |           |
| <u>Item 10.</u> <u>Directors, Executive Officers and Corporate Governance</u>  | <u>30</u> |
| <u>Item 11.</u> <u>Executive Compensation</u>  | <u>30</u> |
| <u>Item 12.</u> <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>              | <u>30</u> |
| <u>Item 13.</u> <u>Certain Relationships and Related Transactions and Director Independence</u>                                    | <u>30</u> |
| <u>Item 14.</u> <u>Principal Accountant Fees and Services</u>  | <u>30</u> |
| PART IV  |           |
| <u>Item 15.</u> <u>Exhibits, Financial Statement Schedules</u>   | <u>31</u> |



## PART I

### ITEM 1. BUSINESS

#### General

Core Laboratories N.V. is a Netherlands limited liability company. We were established in 1936 and are one of the world's leading providers of proprietary and patented reservoir description, production enhancement and reservoir management services to the oil and gas industry. These services and products are directed toward enabling our clients to improve reservoir performance and increase oil and gas recovery from their producing fields. We have over 70 offices in more than 50 countries and have approximately 5,000 employees.

References to "Core Lab", the "Company", "we", "our", and similar phrases are used throughout this Annual Report on Form 10-K (this "Form 10-K") and relate collectively to Core Laboratories N.V. and its consolidated affiliates.

#### Business Strategy

Our business strategy is to provide advanced technologies that improve reservoir performance by (i) continuing the development of proprietary technologies through client-driven research and development, (ii) expanding the services and products offered throughout our global network of offices and (iii) acquiring complementary technologies that add key technologies or market presence and enhance existing services and products.

#### Development of New Technologies, Services and Products

We conduct research and development to meet the needs of our clients who are continually seeking new services and technologies to lower their costs of finding, developing and producing oil and gas. While the aggregate number of wells being drilled per year has fluctuated relative to market conditions, oil and gas producers have, on a proportional basis, increased expenditures on technology services to improve their understanding of the reservoir and increase production of oil and gas from their producing fields. We intend to continue concentrating our efforts on services and technologies that improve reservoir performance and increase oil and gas recovery.

#### International Expansion of Services and Products

Another component of our business strategy is to broaden the spectrum of services and products offered to our clients on a global basis. We intend to continue using our worldwide network of offices to offer many of our services and products that have been developed internally or obtained through acquisitions. This allows us to enhance our revenue through efficient utilization of our worldwide network.

#### Acquisitions

We continually review potential acquisitions to add key services and technologies, enhance market presence or complement existing businesses.

More information relating to our acquisitions is included in Note 3 of the Notes to Consolidated Financial Statements in this Form 10-K ("Notes to Consolidated Financial Statements").

#### Operations

We derive our revenue from services and product sales to clients primarily in the oil and gas industry.

Our reservoir optimization services and technologies are interrelated and are organized into three complementary segments. Disclosure relating to the operations and financial information of these business segments is included in Note 15 of the Notes to Consolidated Financial Statements.

Reservoir Description: Encompasses the characterization of petroleum reservoir rock, fluid and gas samples. We provide analytical and field services to characterize properties of crude oil and petroleum products to the oil and gas industry.

1

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- Production Enhancement: Includes products and services relating to reservoir well completions, perforations, stimulations and production. We provide integrated services to evaluate the effectiveness of well completions and to develop solutions aimed at increasing the effectiveness of enhanced oil recovery projects.
- Reservoir Management: Combines and integrates information from reservoir description and production enhancement services to increase production and improve recovery of oil and gas from our clients' reservoirs.

We offer our services worldwide through our global network of offices. Services accounted for approximately 71%, 69% and 72% of our revenue from operations for the years ended December 31, 2012, 2011 and 2010, respectively.

We manufacture products primarily in four facilities for distribution on a global basis. Product sales accounted for approximately 29%, 31% and 28% of our revenue from operations for the years ended December 31, 2012, 2011 and 2010, respectively.

Our product sales backlog at December 31, 2012 was approximately \$33.4 million compared to \$25.9 million at December 31, 2011. Sources of raw materials for our products are readily available and we expect that our current sales backlog at December 31, 2012 will be completed in 2013.

#### Reservoir Description

Commercial oil and gas fields consist of porous and permeable reservoir rocks that contain natural gas, crude oil and water. Due to the density differences of the fluids, natural gas typically caps the field and overlies an oil layer, which overlies the water. We provide services that characterize the porous reservoir rock and all three reservoir fluids. Services relating to these fluids include determining quality and measuring quantity of the fluids and their derived products. This includes determining the value of different crude oil and natural gases by analyzing the individual components of complex hydrocarbons. These data sets are used by oil companies to determine the most efficient method by which to recover, process and refine these hydrocarbons to produce the maximum value added to crude oil and natural gas.

We analyze samples of reservoir rocks for their porosity, which determines reservoir storage capacity, and for their permeability, which defines the ability of the fluids to flow through the rock. These measurements are used to determine how much oil and gas are present in a reservoir and the rates at which the oil and gas can be produced. We also use our proprietary services and technologies to correlate the reservoir description data to wireline logs and seismic data by determining the different acoustic velocities of reservoir rocks containing water, oil and natural gas. These measurements are used in conjunction with our reservoir management services to develop programs to produce more oil and gas from the reservoir.

#### Production Enhancement

We produce data to describe a reservoir system that is used to enhance oil and natural gas production so that it may exceed the average oilfield recovery factor, which is approximately 40%. Two production enhancement methods commonly used are (i) hydraulic fracturing of the reservoir rock to improve flow and (ii) flooding a reservoir with water, carbon dioxide, nitrogen or hydrocarbon gases to force more oil and gas to the wellbore. Many oilfields today are hydraulically fractured and flooded to maximize oil and gas recovery. Although Core Laboratories is not a hydraulic fracturing company, we do provide chemicals that are used to analyze such processes for reservoir diagnostic purposes. Our services and technologies play a key role in the success of both methods.

The hydraulic fracturing of a producing formation is achieved by pumping a proppant material in a gel slurry into the reservoir zone at extremely high pressures. This forces fractures to open in the rock and "props" or holds the fractures open so that reservoir fluids can flow to the production wellbore. Our data on rock type and strength are critical for

determining the proper design of the hydraulic fracturing job. In addition, our testing indicates whether the gel slurry is compatible with the reservoir fluids so that damage does not occur to the porous rock network. Our proprietary and patented ZERO WASH<sup>®</sup> tracer technology is used to determine that the proppant material was properly placed in the fracture to ensure effective flow and increased recovery.

SPECTRACHEM<sup>®</sup> is another proprietary and patented technology developed for optimizing hydraulic fracture performance. SPECTRACHEM<sup>®</sup> is used to aid operators in determining the efficiency of the fracture fluids used. SPECTRACHEM<sup>®</sup> tracers allow operators to evaluate the quantity of fracture fluid that returns to the wellbore during the clean-up period after a hydraulic fracturing event. This technology also allows our clients to evaluate load recovery, gas breakthrough, fluid leak-off and breaker efficiency, all of which are important factors for optimizing oil and/or natural gas production after the formation is hydraulically fractured.



Core's patented and proprietary SPECTRACHEM<sup>®</sup> fracture diagnostic service continued to evolve with the introduction of the SpectraChem<sup>®</sup> Plus+ service in early 2009. The new SpectraChem<sup>®</sup> Plus+ service is effective in determining the effectiveness and efficiency of the hydraulic fracture stimulation of long multistage horizontal wells in oil- and gas-shale plays throughout North America. SpectraChem<sup>®</sup> Plus+ data sets are used to determine how each frac stage, which may number up to 30 per well, is flowing. Frac stages with ineffective flows may warrant further stimulation or remedial actions.

We conduct dynamic flow tests of the reservoir fluids through the reservoir rock, at actual reservoir pressure and temperature, to realistically simulate the actual flooding of a producing zone. We use patented technologies, such as our Saturation Monitoring by the Attenuation of X-rays (SMAX<sup>™</sup>), to help design the enhanced recovery project. After a field flood is initiated, we are often involved in monitoring the progress of the flood to ensure the maximum amount of incremental production is being achieved through the use of our SpectraFlood<sup>™</sup> technology, which we developed to optimize sweep efficiency during field floods.

Our unique completion monitoring system, Completion Profiler<sup>™</sup>, helps to determine flow rates from reservoir zones after they have been hydraulically fractured. This provides our clients with a baseline of early production information and can be compared to subsequent production logs later in the life of the well to see if and where hydrocarbon production varies.

Our PACKSCAN<sup>®</sup> patented technology is used as a tool to evaluate gravel pack effectiveness in an unconsolidated reservoir. PACKSCAN<sup>®</sup> measures the density changes in the area around the tool and is designed to observe the changes within the wellbore to verify the completeness of the gravel pack protection of the wellbore without any additional rig time.

In addition to our many patented reservoir analysis technologies, we have established ourselves as a global leader in the manufacture and distribution of high-performance perforating products. Our unique understanding of complex reservoirs supports our ability to supply perforating systems engineered to maximize well productivity by reducing, eliminating and overcoming formation damage caused during the completion of oil and gas wells. Our "systems" approach to the perforating of an oil or gas well has resulted in numerous patented products. Our HERO<sup>®</sup> (High Efficiency Reservoir Optimization), SuperHERO<sup>™</sup> and recently introduced SuperHERO Plus+<sup>™</sup> perforating systems have quickly become industry leaders in enhancing reservoir performance. The SuperHERO<sup>™</sup> and SuperHERO Plus+<sup>™</sup> perforating systems complement our successful HERO<sup>®</sup> line and are designed to optimize wellbore completions and stimulation programs in oil- and gas-shale reservoirs. Evolved from our HERO<sup>®</sup> charges, the SuperHERO<sup>™</sup> and the SuperHERO Plus+<sup>™</sup> charges use a proprietary and patented design of powdered metal liners and explosives technology that results in a deeper and cleaner perforating tunnel into the oil- and gas-shale reservoir. This allows greater flow of hydrocarbons to the wellbore and helps to maximize hydrocarbon recovery from the reservoir. Moreover, the deeper, near debris-free perforations enable lower fracture initiation pressures, reducing the amount of pressure-pumping horsepower required and its associated cost. SuperHERO<sup>™</sup> and SuperHERO Plus+<sup>™</sup> charges can eliminate the ineffective perforations that would otherwise limit daily oil and natural gas production and hinder the optimal fracture stimulation programs needed for prolific production from the Bakken, Eagle Ford, Marcellus, Niobrara and similar oil- and gas-shale formations. Our manufacturing operations in the United States and Canada continue to meet the global demand for our perforating systems through facility expansion in addition to gains in efficiency and productivity.

Our Horizontal Time-Delayed Ballistics Actuated Sequential Transfer (HTD-Blast<sup>™</sup>) perforating system is a technology useful for the effective and efficient perforation of extended-reach horizontal completions in the Bakken, Eagle Ford, and other shale formations. The HTD-Blast<sup>™</sup> perforating system can be deployed via coiled tubing and it currently enables up to 10 perforating events, beginning at the farthest reaches, or toe regions, of extended-reach

horizontal wells or up to 27 perforating events in vertical wellbores. The toe region is the most difficult section of an extended-reach well to effectively perforate and fracture stimulate. The HTD-Blast™ system significantly improves the potential for production from those sections. A proprietary, time-delayed detonating sequence allows the operator to position and perforate each of the discrete zones being completed in the toe-end of the wellbore. This efficiency, coupled with Core's effective SuperHERO Plus+™ perforating charges, results in superior perforations at a greatly reduced operating cost. Superior perforations then allow effective fracture stimulation programs that can maximize production from extended horizontal wells.

We have experienced technical services personnel to support clients through our global network of offices for the everyday use of our perforating systems and the rapid introduction of new products. Our personnel are capable of providing client training and on-site services in the completion of oil and gas wells. Our patented X-SPAN™ and GTX-SPAN™ casing patches are supported by our technical services personnel. These systems are capable of performing in high pressure oil and gas environments and are used to seal non-productive reservoir zones from the producing wellbore.

Reservoir Management

3

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Reservoir description and production enhancement information, when applied across an entire oilfield, is used to maximize daily production and the ultimate total recovery from the reservoir. We are involved in numerous large-scale reservoir management projects, applying proprietary and state-of-the-art techniques from the earliest phases of a field development program until the last economic barrel of oil is recovered. These projects are of increasing importance to oil companies as the incremental barrel is often the lowest cost and most profitable barrel in the reservoir. Producing incremental barrels increases our clients' cash flows which we believe will result in additional capital expenditures by our clients, and ultimately further opportunities for us. We also develop and provide industry consortium studies to provide critical reservoir information to a broad spectrum of clients in a cost effective manner such as our multi-client regional reservoir optimization projects for both North America and international studies, especially studies pertaining to unconventional reservoirs such as our ongoing global shale study that examines the shale potential in Central and Southern Europe, North Africa, India, China and Australia among other regions and a joint industry project evaluating the petrophysical, geochemical and production characteristics of the Eagle Ford shale in South Texas. Additional studies being performed are our long running deep water Gulf of Mexico studies, a worldwide characterization of tight-gas sands, with special emphasis in the Middle East region, deepwater studies off the coasts of West Africa and Brazil and a study on the petroleum potential of offshore Vietnam and a global gas shale study.

We sell and maintain permanent real time reservoir monitoring equipment that is installed in the reservoir for our oil and gas company clients which eliminates the need for down-hole electronic components providing increased reliability and high temperature capability in extreme operating environments.

#### Marketing and Sales

We market and sell our services and products through a combination of sales representatives, technical seminars, trade shows and print advertising. Direct sales and marketing are carried out by our sales force, technical experts and operating managers, as well as by sales representatives and distributors in various markets where we do not have offices. Our Business Development group manages a Large Account Management Program to better serve our largest and most active clients by meeting with key personnel within their organizations to ensure the quality of our services and products are meeting their expectations and we are addressing any issues or needs in a timely manner.

#### Research and Development

The market for our services and products is characterized by changing technology and frequent product introduction. As a result, our success is dependent upon our ability to develop or acquire new services and products on a cost-effective basis and to introduce them into the marketplace in a timely manner. Many of our acquisitions have allowed us to obtain the benefits of the acquired company's research and development projects without the significant costs that would have been incurred if we had attempted to develop the services and products ourselves. We incur costs as part of internal research and development and these costs are charged to expense as incurred. We intend to continue committing financial resources and effort to the development and acquisition of new services and products. Over the years, we have made a number of technological advances, including the development of key technologies utilized in our operations. Substantially all of the new technologies have resulted from requests and guidance from our clients, particularly major oil companies.

#### Patents and Trademarks

We believe our patents, trademarks and other intellectual property rights are an important factor in maintaining our technological advantage, although no one patent is considered essential to our success. Typically, we will seek to protect our intellectual technology in all jurisdictions where we believe the cost of such protection is warranted. While

we have patented some of our key technologies, we do not patent all of our proprietary technology even where regarded as patentable. In addition to patents, in many instances we protect our trade secrets through confidentiality agreements with our employees and our clients.

#### International Operations

We operate facilities in more than 50 countries. Our non-U.S. operations accounted for approximately 49%, 49% and 50% of our revenue from operations during the years ended December 31, 2012, 2011 and 2010, respectively. Not included in the foregoing percentages are significant levels of our revenue recorded in the U.S. that are sourced from projects on foreign oilfields.

While we are subject to fluctuations and changes in currency exchange rates relating to our international operations, we attempt to limit our exposure to foreign currency fluctuations by limiting the amount in which our foreign contracts are

denominated in a currency other than the U.S. dollar to an amount generally equal to the expenses expected to be incurred in such foreign currency. However, the ultimate decision as to the proportion of the foreign currency component within a contract usually resides with our clients. Consequently, we are not always able to eliminate our foreign currency exposure. We have not historically engaged in and are not currently engaged in any significant hedging or currency trading transactions designed to compensate for adverse currency fluctuations. The following graphs summarize our reported revenue by geographic region (in contrast to the location of the reservoirs) for the years ended December 31, 2012, 2011 and 2010:

#### Geographic Breakdown of Revenue Environmental Regulation

We are subject to stringent governmental laws and regulations, both in the United States and other countries, pertaining to protection of the environment and the manner in which chemicals and gases used in our analytical and manufacturing processes are handled and generated wastes are disposed. Consistent with our quality assurance and control principles, we have established proactive environmental policies for the management of these chemicals and gases as well as the handling and recycling or disposal of wastes resulting from our operations. Compliance with these laws and regulations, whether at the federal, provincial, regional, state or local levels, may require the acquisition of permits to conduct regulated activities, capital expenditures to limit or prevent emissions and discharges, and stringent practices to handle and dispose of certain wastes. Failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal penalties, the imposition of remedial obligations, and even the issuance of injunctive relief. The trend in environmental regulation has been to place more restrictions and limitations on activities that may adversely affect the environment and thus any changes in environmental laws and regulations that result in more stringent and costly waste handling, storage, transport, disposal or cleanup requirements could have a material adverse effect on our operations and financial position. For instance, the adoption of laws or implementation of regulations that have the effect of lowering the demand for carbon-based fuels could have a material adverse effect on our business. These laws or regulations could be adopted to address concerns about emissions of so-called "greenhouse gases" such as carbon dioxide and methane that some feel may result in global climate change or perceived threats to drinking water from hydraulic fracturing activities. Moreover, we depend on the demand for our services and products primarily from oil and natural gas exploration and production companies. Thus, any changes in environmental laws and regulations that result in more stringent and costly well drilling, construction, completion, development or production activities could impose additional and significant costs on, or delay or decrease the operational activity of those operators who are our customers, which also could have a material adverse effect on our business. For example, in the aftermath of the April 30, 2010 fire and explosion aboard the Deepwater Horizon drilling rig and resulting oil spill from the Macondo well operated by a third party in ultra-deep water in the U.S. Gulf of Mexico, there have been a series of regulatory initiatives developed and implemented by the U.S. Department of the Interior or its administering bureaus relating to offshore operational safety, permitting and certification standards that have had and may continue to have a significant impact on the pace of exploration and production activities by our customers in the Gulf of Mexico and that, in turn, may adversely affect the demand for our products and services to those offshore operators.

Our analytical and manufacturing processes involve the handling and use of numerous chemicals and gases as well as the generation of wastes. Spills or releases of these chemicals, gases, and wastes at our facilities or, whether by us or prior owners or operators, at offsite locations where we transport them for recycling or disposal could subject us to environmental liability, which may be strict, joint and several, as is applicable in the United States under such laws as the federal Comprehensive Environmental Response, Compensation and Liability Act and the federal Resource Conservation and Recovery Act, for the costs of cleaning up chemicals and wastes released into the environment and for damages to natural resources, and it is not uncommon for neighboring landowners and other third parties to file claims against industry participants for personal injury and property damage allegedly caused by such spills or releases. As a result of such actions, we could be required to remove previously disposed wastes (including wastes

disposed of or released by prior owners or operators), remediate environmental contamination (including contaminated groundwater), and undertake measures to prevent future contamination. We may not be able to recover some or any of these remedial or corrective costs from insurance. While we believe that we are in substantial

5

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compliance with current applicable environmental laws and regulations and that continued compliance with existing requirements will not have a material adverse impact on us, we cannot give any assurance as to the amount or timing of future expenditures for environmental compliance or remediation, and actual future expenditures may be different from the amounts we currently anticipate.

Our operations are also subject to stringent governmental laws and regulations, including the federal Occupational Safety and Health Act, as amended ("OSHA"), and comparable state laws in the United States, whose purpose is to protect the health and safety of workers. In the United States, the OSHA hazard communication standard and applicable community right-to-know regulations require that information is maintained concerning hazardous materials used or produced in our operations and that this information is provided to employees, state and local government authorities, and citizens. We believe that we are in substantial compliance with all applicable laws and regulations relating to worker health and safety.

### Competition

The businesses in which we engage are competitive. Some of our competitors are divisions or subsidiaries of companies that are larger and have greater financial and other resources than we have. While no one company competes with us in all of our product and service lines, we face competition in these lines, primarily from independent regional companies and internal divisions of major integrated oil and gas companies. We compete in different product and service lines to various degrees on the basis of price, technical performance, availability, quality and technical support. Our ability to compete successfully depends on elements both within and outside of our control, including successful and timely development of new services and products, performance and quality, client service, pricing, industry trends and general economic trends.

### Reliance on the Oil and Gas Industry

Our business and operations are substantially dependent upon the condition of the global oil and gas industry. Future downturns in the oil and gas industry, or in the oilfield services business, may have a material adverse effect on our financial position, results of operations or cash flows.

The oil and gas industry is highly cyclical and has been subject to significant economic downturns at various times as a result of numerous factors affecting the supply of and demand for oil and natural gas, including the level of capital expenditures of the oil and gas industry; the level of drilling activity; the level of production activity; market prices of oil and gas; economic conditions existing in the world; interest rates and the cost of capital; environmental regulations; tax policies; political requirements of national governments; coordination by the Organization of Petroleum Exporting Countries ("OPEC"); cost of producing oil and natural gas; and technological advances.

### Employees

As of December 31, 2012, we had approximately 5,000 employees. We do not have any material collective bargaining agreements and consider relations with our employees to be good.

### Web Site Access to Our Periodic SEC Reports

Our primary internet address is <http://www.corelab.com>. We file or furnish Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K, Current Reports on Form 8-K, and any amendments to those reports with the U.S. Securities and Exchange Commission ("SEC"). These reports are available free of charge through our web site as soon as reasonably practicable after they are filed or furnished electronically with the SEC. We may from time to time provide important disclosures to investors by posting them in the investor relations section of our web site, as allowed by SEC

rules.

Materials we file with the SEC may be read and copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet website at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding our company that we file electronically with the SEC.

#### ITEM 1A. RISK FACTORS

6

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Our forward-looking statements are based on assumptions that we believe to be reasonable but that may not prove to be accurate. All of our forward-looking information is, therefore, subject to risks and uncertainties that could cause actual results to differ materially from the results expected. All known, material risks and uncertainties are discussed below.

Future downturns in the oil and gas industry, or in the oilfield services business, may have a material adverse effect on our financial condition or results of operations.

The oil and gas industry is highly cyclical and demand for the majority of our oilfield services and products is substantially dependent on the level of expenditures by the oil and gas industry for the exploration, development and production of crude oil and natural gas reserves, which are sensitive to oil and natural gas prices and generally dependent on the industry's view of future oil and gas prices. There are numerous factors affecting the supply of and demand for our services and products, which are summarized as:

- general and economic business conditions;
- market prices of oil and gas and expectations about future prices;
- cost of producing and the ability to deliver oil and natural gas;
- the level of drilling and production activity;
- mergers, consolidations and downsizing among our clients;
- coordination by OPEC;
- the impact of commodity prices on the expenditure levels of our clients;
- financial condition of our client base and their ability to fund capital expenditures;
- the physical effects of adverse weather;
- the adoption of legal requirements or taxation that lowers the demand for petroleum-based fuels;
- civil unrest or political uncertainty in oil producing or consuming countries;
- level of consumption of oil, gas and petrochemicals by consumers;
- changes in existing laws, regulations, or other governmental actions;
- the business opportunities (or lack thereof) that may be presented to and pursued by us;
- availability of services and materials for our clients to grow their capital expenditures; and
- availability of materials and equipment from key suppliers.

The oil and gas industry has historically experienced periodic downturns, which have been characterized by diminished demand for our oilfield services and products and downward pressure on the prices we charge. A significant downturn in the oil and gas industry could result in a reduction in demand for oilfield services and could adversely affect our operating results.

We depend on the results of our international operations, which expose us to risks inherent in doing business abroad.

We conduct our business in over 50 countries; business outside of the United States accounted for approximately 49%, 49% and 50% of our revenue during the years ended December 31, 2012, 2011, and 2010, respectively. Not included in the foregoing percentages are significant levels of our revenues recorded in the U.S. that are sourced from projects on foreign oilfields. Our operations, and those of our clients, are subject to the various laws and regulations of those respective countries as well as various risks peculiar to each country, which may include, but are not limited to:

- global economic conditions;
- political actions and requirements of national governments including trade restrictions, embargoes, seizure, detention, nationalization and expropriations of assets;
- interpretation of tax statutes and requirements of taxing authorities worldwide, routine examination by taxing authorities and assessment of additional taxes, penalties and/or interest;
- civil unrest;
- acts of terrorism;



fluctuations and changes in currency exchange rates (see section below);  
the impact of inflation;  
    difficulty in repatriating foreign currency received in excess of the local currency requirements;  
    and  
current conditions in oil producing countries such as Venezuela, Nigeria, Libya, Iran and Iraq considering their potential impact on the world markets.

Historically, economic downturn and political events have resulted in lower demand for our services and products in certain markets. The continuing instability in the Middle East and North Africa and the potential for activity from terrorist groups that the U.S. government has cautioned against have further heightened our exposure to international risks. The global economy is highly influenced by public confidence in the geopolitical environment and the situation in the Middle East and North Africa continues to be highly fluid; therefore, we expect to experience heightened international risks.

Our results of operations may be significantly affected by foreign currency exchange rate risk.

We are exposed to risks due to fluctuations in currency exchange rates. By the nature of our business, we derive a substantial amount of our revenue from our international operations, subjecting us to risks relating to fluctuations in currency exchange rates.

Our results of operations may be adversely affected because our efforts to comply with U.S. laws such as the Foreign Corrupt Practices Act (the "FCPA") could restrict our ability to do business in foreign markets relative to our competitors who are not subject to U.S. law.

We operate in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. We may be subject to competitive disadvantages to the extent that our competitors are able to secure business, licenses or other preferential treatment by making payments to government officials and others in positions of influence or through other methods that U.S. law and regulations prohibit us from using.

Because we are registered with the U.S. Securities and Exchange Commission, we are subject to the regulations imposed by the FCPA, which generally prohibits us and our intermediaries from making improper payments to foreign officials for the purpose of obtaining or keeping business. In particular, we may be held liable for actions taken by our strategic or local partners even though our partners are not subject to the FCPA. Any such violations could result in substantial civil and/or criminal penalties and might adversely affect our business, results of operations or financial condition. In addition, our ability to continue to work in these parts of the world discussed above could be adversely affected if we were found to have violated certain U.S. laws, including the FCPA.

If we are not able to develop or acquire new products or our products become technologically obsolete, our results of operations may be adversely affected.

The market for our services and products is characterized by changing technology and product introduction. As a result, our success is dependent upon our ability to develop or acquire new services and products on a cost-effective basis and to introduce them into the marketplace in a timely manner. While we intend to continue committing substantial financial resources and effort to the development of new services and products, we may not be able to successfully differentiate our services and products from those of our competitors. Our clients may not consider our proposed services and products to be of value to them; or if the proposed services and products are of a competitive nature, our clients may not view them as superior to our competitors' services and products. In addition, we may not be able to adapt to evolving markets and technologies, develop new products, or achieve and maintain technological

advantages.

If we are unable to continue developing competitive products in a timely manner in response to changes in technology, our businesses and operating results may be materially and adversely affected. In addition, continuing development of new products inherently carries the risk of inventory obsolescence with respect to our older products.

If we are unable to obtain patents, licenses and other intellectual property rights covering our services and products, our operating results may be adversely affected.

Our success depends, in part, on our ability to obtain patents, licenses and other intellectual property rights covering our services and products. To that end, we have obtained certain patents and intend to continue to seek patents on some of our

8

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inventions, services and products. While we have patented some of our key technologies, we do not patent all of our proprietary technology, even when regarded as patentable. The process of seeking patent protection can be long and expensive. There can be no assurance that patents will be issued from currently pending or future applications or that, if patents are issued, they will be of sufficient scope or strength to provide meaningful protection or any commercial advantage to us. In addition, effective copyright and trade secret protection may be unavailable or limited in certain countries. Litigation, which could demand significant financial and management resources, may be necessary to enforce our patents or other intellectual property rights. Also, there can be no assurance that we can obtain licenses or other rights to necessary intellectual property on acceptable terms.

There are risks relating to our acquisition strategy. If we are unable to successfully integrate and manage businesses that we have acquired and any businesses acquired in the future, our results of operations and financial condition could be adversely affected.

One of our key business strategies is to acquire technologies, operations and assets that are complementary to our existing businesses. There are financial, operational and legal risks inherent in any acquisition strategy, including: increased financial leverage; ability to obtain additional financing; increased interest expense; and difficulties involved in combining disparate company cultures and facilities.

The success of any completed acquisition will depend on our ability to integrate effectively the acquired business into our existing operations. The process of integrating acquired businesses may involve unforeseen difficulties and may require a disproportionate amount of our managerial and financial resources. In addition, possible future acquisitions may be larger and for purchase prices significantly higher than those paid for earlier acquisitions. No assurance can be given that we will be able to continue to identify additional suitable acquisition opportunities, negotiate acceptable terms, obtain financing for acquisitions on acceptable terms or successfully acquire identified targets. Our failure to achieve consolidation savings, to incorporate the acquired businesses and assets into our existing operations successfully or to minimize any unforeseen operational difficulties could have a material adverse effect on our financial condition and results of operation.

We are subject to a variety of environmental and worker, health and safety laws and regulations, which may result in increased costs and significant liability to our business.

We are subject to a variety of stringent governmental laws and regulations both in the United States and abroad relating to protection of the environment, worker health and safety and the use and storage of chemicals and gases used in our analytical and manufacturing processes and the discharge and disposal of wastes generated by those processes. Certain of these laws and regulations may impose joint and several, strict liability for environmental liabilities, such as the remediation of historical contamination or recent spills, and failure to comply with such laws and regulations could result in the assessment of damages, fines and penalties, the imposition of remedial or corrective action obligations or the suspension or cessation of some or all of our operations. These stringent laws and regulations could require us to acquire permits or other authorizations to conduct regulated activities, install and maintain costly equipment and pollution control technologies, impose specific health and safety standards addressing work protection, or to incur costs or liabilities to mitigate or remediate pollution conditions caused by our operations or attributable to former owners or operators. If we fail to control the use, or adequately restrict the emission or discharge, of hazardous substances or wastes, we could be subject to future material liabilities including remedial obligations. In addition, public interest in the protection of the environment has increased dramatically in recent years with governmental authorities imposing more stringent and restrictive requirements. We anticipate that the trend of more expansive and stricter environmental laws and regulations will continue, the occurrence of which may require us to increase our capital expenditures or could result in increased operating expenses.

For example, in the United States, the federal Congress has, from time to time, considered legislation that could be introduced and adopted in the current session of Congress, in which event such adopted laws or any implementing regulations could adversely affect our business, financial condition and results of operations. This legislation could include or arise from the following:

Climate Change. Congress has from time to time considered legislation to reduce emissions of greenhouse gases (“GHGs”), primarily through the establishment of a cap-and-trade plan for GHGs, but no such legislation has been adopted by Congress. It is not possible at this time to predict whether or when Congress may introduce and adopt climate change legislation or whether such legislation may require a cap-and-trade plan for GHGs or impose a carbon

tax on the emission of GHGs. In addition, based on determinations made by the U.S. Environmental Protection Agency ("EPA") in December 2009 that emissions of GHGs present a danger to public health and the environment, the EPA adopted regulations that restrict emissions of GHGs under existing provisions of the federal Clean Air Act, including one that requires a reduction in emissions of GHGs from motor vehicles and another that requires certain construction and operating permit reviews for GHG emissions from certain large stationary sources. Also, the EPA adopted rules requiring the monitoring and reporting of GHGs from certain sources, including, among others, onshore and offshore oil and natural gas production facilities, and almost one-half of the states already have taken legal measures to reduce emissions of GHGs, primarily through the planned development of GHG emission inventories and/or regional GHG cap-and-trade programs. Adoption and implementation of laws and regulations limiting emissions of GHGs from our equipment or operations could require us to incur costs to comply with such requirements and also could adversely affect demand for the production of oil and natural gas by our customers and thus reduce demand for the services we provide to the oil and natural gas industry.

**Hydraulic Fracturing.** From time to time, legislation has been introduced before Congress to provide for federal regulation of hydraulic fracturing under the Safe Drinking Water Act, as amended ("SDWA") and to require disclosure of the chemicals used in the hydraulic fracturing process, which disclosed information could be proprietary in nature. At the state level, a growing number of states have adopted and other states are considering legal requirements that could impose more stringent permitting, disclosure, and/or well construction requirements on hydraulic fracturing activities. Moreover, the EPA has asserted federal regulatory authority under the SDWA over hydraulic fracturing involving diesel fuel. While it is not possible at this time to predict whether or when Congress may introduce and adopt legislation restricting hydraulic fracturing activities under the SDWA or other regulatory mechanisms, if new or more stringent federal, state, or local legal restrictions relating to the hydraulic fracturing process are adopted in areas where our oil and natural gas exploration and production customers operate, those customers could incur significant added costs to comply with such requirements and experience delays or curtailment in the pursuit of exploration, development or production activities, which could reduce demand for our services and products. Although Core Laboratories is not a hydraulic fracturing company, it does supply and utilize chemicals during such processes for reservoir diagnostic purposes. In addition, certain governmental reviews are either underway or being proposed that focus on environmental aspects of hydraulic fracturing practices. The EPA is conducting a study of the potential environmental effects of hydraulic fracturing on drinking water and groundwater, with a first progress report outlining work currently underway by the agency released on December 21, 2012 and a final draft report drawing conclusions about the potential impacts of hydraulic fracturing on drinking water resources expected to be available for public comment and peer review by 2014. The EPA has also announced plans to develop effluent limitations for the treatment and discharge of wastewater resulting from hydraulic fracturing activities by 2014. The White House Council on Environmental Quality is coordinating an administration-wide review of hydraulic fracturing practices. Other governmental agencies, including the U.S. Department of Energy and the U.S. Department of the Interior, are evaluating various other aspects of hydraulic fracturing. These ongoing or proposed studies, depending on their degree of pursuit and any meaningful results obtained, could spur initiatives to further regulate hydraulic fracturing under the federal SDWA or other regulatory mechanisms, which events could delay or curtail production of oil and natural gas by our exploration and production customers and thus reduce demand for our business.

We may be unable to attract and retain skilled and technically knowledgeable employees, which could adversely affect our business.

Our success depends upon attracting and retaining highly skilled professionals and other technical personnel. A number of our employees are highly skilled engineers, geologists and highly trained technicians, and our failure to continue to attract and retain such individuals could adversely affect our ability to compete in the oilfield services industry. We may confront significant and potentially adverse competition for these skilled and technically knowledgeable personnel, particularly during periods of increased demand for oil and gas. Additionally, at times there may be a shortage of skilled and technical personnel available in the market, potentially compounding the difficulty of

attracting and retaining these employees. As a result, our business, results of operations and financial condition may be materially adversely affected.

We require a significant amount of cash to service our indebtedness, and our ability to generate cash may depend on factors beyond our control.

Our ability to make payments on and to refinance our indebtedness, and to fund planned capital expenditures depends, in part, on our ability to generate cash in the future. This ability is, to a certain extent, subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.



No assurance can be given that we will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to service and repay our indebtedness or to fund our other liquidity needs. If we are unable to satisfy our debt obligations, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets, reducing or delaying capital investments or seeking to raise additional capital. We cannot assure that any refinancing or debt restructuring would be possible or, if possible, would be completed on favorable or acceptable terms, that any assets could be sold or that, if sold, the timing of the sales and the amount of proceeds realized from those sales would be favorable to us or that additional financing could be obtained on acceptable terms. Disruptions in the capital and credit markets could adversely affect our ability to refinance our indebtedness, including our ability to borrow under our existing revolving credit facility ("Credit Facility"). Banks that are party to our existing Credit Facility may not be able to meet their funding commitments to us if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests from us and other borrowers within a short period of time.

Because we are a Netherlands company, it may be difficult for you to sue our supervisory directors or us and it may not be possible to obtain or enforce judgments against us.

Although we are a Netherlands company, our assets are located in a variety of countries. In addition, not all members of our supervisory board of directors are residents of the same countries as other supervisory directors. As a result, it may not be possible for you to effect service of process within certain countries upon our supervisory directors, or to enforce against our supervisory directors or use judgments of courts of certain countries predicated upon civil liabilities under a country's federal securities laws. Because there is no treaty between certain countries and The Netherlands providing for the reciprocal recognition and enforcement of judgments, some countries' judgments are not automatically enforceable in The Netherlands or in the United States, where the principal market for our shares is located. In addition, there is doubt as to whether a court in one country would impose civil liability on us or on the members of our supervisory board of directors in an original action brought against us or our supervisory directors in a court of competent jurisdiction in another country and predicated solely upon the federal securities laws of that other country.

Our operations are subject to the risk of cyber attacks that could have a material adverse effect on our consolidated results of operations and consolidated financial condition.

Our information technology systems are subject to possible breaches and other threats that could cause us harm. If our systems for protecting against cyber security risks prove not to be sufficient, we could be adversely affected by loss or damage of intellectual property, proprietary information, or customer data; interruption of business operations; or additional costs to prevent, respond to, or mitigate cyber security attacks. These risks could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

New regulations related to conflict-free minerals may result in our incurring additional expenses and could limit the supply and increase the cost of certain metals used in our manufacturing processes.

In August 2012, the SEC issued their final rule to implement Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act regarding mandatory disclosure and reporting requirements by public companies of their use of "conflict minerals" (tantalum, tin, tungsten and gold) originating in the Democratic Republic of Congo and adjoining countries. We will be required to conduct specified due diligence activities for the 2013 calendar year, and provide our first report in May 2014. We anticipate that fulfilling our compliance obligations with the rules may be both time consuming and potentially costly. The new rule could also affect sourcing at competitive prices and availability in sufficient quantities of certain of these conflict minerals used in the manufacture of the Company's products or in the provision of the Company's services. The number of suppliers who provide conflict-free minerals may be limited, which could have a material adverse effect on the Company's ability to purchase these products in the future. The

costs of compliance, including those related to supply chain research, unexpected consequences to the Company's reputation, the limited number of suppliers, and possible changes in the sourcing of these minerals, could have a material adverse effect on our financial condition and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

11

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Currently, we have over 70 offices (totaling approximately 2.9 million square feet of space) in more than 50 countries. In these locations, we lease approximately 2.0 million square feet and own approximately 0.9 million square feet. We serve our worldwide clients through six Advanced Technology Centers ("ATCs") that are located in Aberdeen, Scotland; Abu Dhabi, UAE; Calgary, Canada; Houston, Texas; Kuala Lumpur, Malaysia; and Rotterdam, The Netherlands. The ATCs provide support for our more than 50 regional specialty centers located throughout the global energy producing provinces. In addition, we have significant manufacturing facilities located in Godley, Texas, and Red Deer, Alberta, Canada, which are included in our Production Enhancement business segment. Our facilities are adequate for our current operations. However, expansion into new facilities or the replacement or modification of existing facilities may be required to accommodate future growth.

### ITEM 3. LEGAL PROCEEDINGS

See Note 11 of the Notes to Consolidated Financial Statements.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

## Price Range of Common Shares

Our common shares trade on the New York Stock Exchange ("NYSE") and the NYSE Euronext Amsterdam Stock Exchange ("Euronext Amsterdam") under the symbol "CLB". The range of high and low sales prices per share of the common shares as reported by the NYSE and Euronext Amsterdam are set in the following table for the periods indicated.

|                | NYSE                    |          | Euronext Amsterdam <sup>(1)</sup> |        |
|----------------|-------------------------|----------|-----------------------------------|--------|
|                | High<br>In U.S. Dollars | Low      | High<br>In Euros                  | Low    |
| 2012           |                         |          |                                   |        |
| Fourth Quarter | \$123.51                | \$94.72  | €93.00                            | €73.00 |
| Third Quarter  | \$133.19                | \$104.31 | €98.00                            | €88.00 |
| Second Quarter | \$143.21                | \$110.86 | €111.95                           | €91.50 |
| First Quarter  | \$133.85                | \$104.81 | n/a                               | n/a    |
| 2011           |                         |          |                                   |        |
| Fourth Quarter | \$120.33                | \$82.74  | n/a                               | n/a    |
| Third Quarter  | \$118.50                | \$87.75  | n/a                               | n/a    |
| Second Quarter | \$112.10                | \$88.94  | n/a                               | n/a    |
| First Quarter  | \$104.40                | \$82.95  | n/a                               | n/a    |

(1) Our common shares were admitted for trading on the Euronext Amsterdam on May 16, 2012

On February 14, 2013, the closing price, as quoted by the NYSE, was \$134.00 per share and there were 46,226,001 common shares issued and outstanding held by approximately 176 record holders and approximately 51,648 beneficial holders. These amounts exclude shares held by us as treasury shares.

See Part III, "Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" for discussion of equity compensation plans.

## Dividend Policy

In July 2008, Core Laboratories announced the initiation of a cash dividend program. Cash dividends of \$0.28 and \$0.25 per share were paid each quarter of 2012 and 2011, respectively. The declaration and payment of future dividends will be at the discretion of the Supervisory Board of Directors and will depend upon, among other things, future earnings, general financial condition, liquidity, capital requirements, and general business conditions.

Because we are a holding company that conducts substantially all of our operations through subsidiaries, our ability to pay cash dividends on the common shares is also dependent upon the ability of our subsidiaries to pay cash dividends or otherwise distribute or advance funds to us and on the terms and conditions of our existing and future credit arrangements. See "Liquidity and Capital Resources" included in "Item 7. Management's Discussion and Analysis of

Financial Condition and Results of Operations."

#### Performance Graph

The following performance graph compares the performance of our common shares to the Standard & Poor's 500 Index and the Standard & Poor's Oil & Gas Equipment and Services Index (which has been selected as our peer group) for the period beginning December 31, 2007 and ending December 31, 2012. The graph assumes that the value of the investment in our common shares and each index was \$100 at December 31, 2007 and that all dividends were reinvested. The stockholder return

13

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set forth below is not necessarily indicative of future performance. The following graph and related information shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, as amended (the "Exchange Act") except to the extent that Core Laboratories specifically incorporates it by reference into such filing.

#### Share Repurchases in the Fourth Quarter of 2012

The following table provides information about our purchases of equity securities that are registered by us pursuant to Section 12 of the Exchange Act during the three months ended December 31, 2012:

| Period                | Total Number Of Shares Purchased | Average Price Paid Per Share | Total Number Of Shares Purchased As Part Of A Publicly Announced Program | Maximum Number Of Shares That May Be Purchased Under The Program (4) |
|-----------------------|----------------------------------|------------------------------|--|--|
| October 31, 2012 (1)  | 547,746                          | \$102.44                     | 547,746  | 3,462,162  |
| November 30, 2012 (2) | 138,215                          | \$100.38                     | 138,215  | 3,324,672  |
| December 31, 2012 (3) | 208,212                          | \$107.56                     | 208,212  | 3,239,785  |
| Total                 | 894,173                          | \$103.32                     | 894,173  |  |

- (1) 5,285 shares valued at \$0.6 million, or \$120.63 per share, surrendered to us by participants in a stock-based compensation plan to settle any personal tax liabilities which may result from the award.
- (2) 220 shares valued at \$21.8 thousand, or \$98.87 per share, surrendered to us by participants in a stock-based compensation plan to settle any personal tax liabilities which may result from the award.
- (3) 38,212 shares valued at \$4.1 million, or \$108.07 per share, surrendered to us by participants in a stock-based compensation plan to settle any personal tax liabilities which may result from the award.
- (4) During the quarter 143,210 treasury shares were distributed relating to stock-based awards and stock options.

In connection with our initial public offering in September 1995, our shareholders authorized our Management Board to repurchase up to 10% of our issued share capital, the maximum allowed under Dutch law at the time, for a period of 18 months. This authorization was renewed at subsequent annual or special shareholder meetings. At our annual shareholders' meeting on May 16, 2012, our shareholders authorized an extension until November 16, 2013 to purchase up to 10% of our issued share capital which may be used for any legal purpose. The repurchase of shares in the open market is at the discretion of management pursuant to this shareholder authorization.

From the activation of the share repurchase program through December 31, 2012, we have repurchased 34,704,191 shares for an aggregate purchase price of approximately \$963.8 million, or an average price of \$27.77 per share. At December 31, 2012, we held 1,550,173 shares in treasury and have the authority to repurchase 3,239,785 additional shares under our stock repurchase program as described in the preceding paragraph.

#### ITEM 6. SELECTED FINANCIAL DATA

The selected consolidated financial information contained below is derived from our Consolidated Financial Statements and should be read in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited Consolidated Financial Statements each of which is included in this Form 10-K.

|  | For the Years Ended December 31,                |           |           |           |           |   |
|--|---|-----------|-----------|-----------|-----------|---|
|  | 2012  | 2011      | 2010      | 2009      | 2008 (3)  |   |
|  | (in thousands, except per share and other data) |           |           |           |           |   |
| Financial Statement Data:  |   |           |           |           |           |   |
| Revenue  | \$981,080                                       | \$907,648 | \$794,653 | \$695,539 | \$780,836 |   |
| Net income attributable to Core Laboratories N.V.                          | 216,071   | 184,684   | 144,917   | 113,604   | 131,166   |   |
| Working capital  | 156,397   | 143,353   | 69,967    | 284,129   | 139,955   |   |
| Total assets   | 636,516   | 610,873   | 650,241   | 658,166   | 521,535   |   |
| Long-term debt and capital lease obligations, including current maturities | 234,073   | 225,419   | 147,543   | 209,112   | 194,568   |   |
| Total equity   | 187,913   | 181,655   | 292,340   | 281,758   | 188,285   |   |
| Earnings Per Share Information:  |   |           |           |           |           |   |
| Net income attributable to Core Laboratories N.V.:                         |   |           |           |           |           |   |
| Basic  | \$4.58  | \$3.99    | \$3.23    | \$2.47    | \$2.85    |   |
| Diluted  | \$4.54  | \$3.82    | \$3.00    | \$2.43    | \$2.74    |   |
| Weighted average common shares outstanding:                                |   |           |           |           |           |   |
| Basic  | 47,211  | 46,286    | 44,830    | 45,939    | 46,017    |   |
| Diluted  | 47,553  | 48,393    | 48,241    | 46,657    | 47,887    |   |
| Cash dividends declared per share  | \$1.12  | \$1.00    | \$0.89    | \$0.575   | \$0.60    |   |
| Other Data:  |   |           |           |           |           |   |
| Current ratio (1)  | 2.1:1   | 2.0:1     | 1.2:1     | 3.7:1     | 2.5:1     |   |
| Debt to capitalization ratio (2)   | 53  | % 52      | % 27      | % 34      | % 52      | % |

(1) Current ratio is calculated as follows: current assets divided by current liabilities.

(2) Debt to capitalization ratio is calculated as follows: debt divided by the sum of cash, debt and equity.

(3) Results have been revised upon adoption of FASB Accounting Standards Codification 470-20.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Core Laboratories N.V. is a Netherlands limited liability company. We were established in 1936 and are one of the world's leading providers of proprietary and patented reservoir description, production enhancement and reservoir management services and products to the oil and gas industry, primarily through customer relationships with many of the world's major, national and independent oil companies.

Our business units have been aggregated into three complementary segments:

**Reservoir Description:** Encompasses the characterization of petroleum reservoir rock, fluid and gas samples. We provide analytical and field services to characterize properties of crude oil and petroleum products to the oil and gas industry.

**Production Enhancement:** Includes services and products relating to reservoir well completions, perforations, stimulations and production. We provide integrated services to evaluate the effectiveness of well completions and to develop solutions aimed at increasing the effectiveness of enhanced oil recovery projects.

**Reservoir Management:** Combines and integrates information from reservoir description and production enhancement services to increase production and improve recovery of oil and gas from our clients' reservoirs.

### General Overview

We provide services and design and produce products which enable our clients to evaluate reservoir performance and increase oil and gas recovery from new and existing fields. These services and products are generally in higher demand when our clients are investing capital in their field development programs that are designed to increase productivity from existing fields or when exploring for new fields. Our clients' investment in capital expenditure programs tends to correlate over the longer term to oil and natural gas commodity prices. During periods of higher, stable prices, our clients generally invest more in capital expenditures and, during periods of lower or volatile commodity prices, they tend to invest less. Consequently, the level of capital expenditures by our clients impacts the demand for our services and products.

Natural gas prices have continued their decline since 2010 as a result of the increased production rates and total reserves in-place in the unconventional resource plays in North America. The increased well productivity has come as a result of, among other things, improved completion technologies used in many of the unconventional resource plays in North America. Pricing for natural gas weakened during this time period as a result of the oversupply of natural gas created within North America and was compounded by the continued weak demand for natural gas. The outlook continues to suggest that natural gas will remain in an oversupplied condition that will temper any recovery in North American oilfield activity in the near-term.

Crude oil prices remained flat in 2012 at \$94.05 per barrel compared to an average price in 2011 of \$94.87 per barrel after rising from \$79.39 per barrel in 2010.

The following table summarizes the average worldwide, U.S., and Non-North American rig counts for the years ended December 31, 2012, 2011 and 2010, as well as the annual average spot price of a barrel of West Texas Intermediate crude, Europe Brent crude and an MMBtu of natural gas:

|  | 2012    | 2011    | 2010    |
|--|---------|---------|---------|
| Baker Hughes Worldwide Average Rig Count (1) | 3,518   | 3,465   | 2,985   |
| Baker Hughes U.S. Average Rig Count (1)      | 1,919   | 1,875   | 1,541   |
| Average Crude Oil Price per Barrel WTI (2)   | \$94.05 | \$94.87 | \$79.39 |



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|  |          |          |         |
|--|----------|----------|---------|
| Average Crude Oil Price per Barrel Brent (3) | \$111.63 | \$111.26 | \$79.61 |
| Average Natural Gas Price per MMBtu (4)      | \$2.75   | \$4.00   | \$4.37  |

(1) Twelve month average rig count as reported by Baker Hughes Incorporated - Worldwide Rig Count.

(2) Average daily West Texas Intermediate crude spot price.

(3) Average daily Europe Brent crude spot price.

(4) Obtained from U.S. Department of Energy Natural Gas Weekly Update daily average of the Henry Hub spot price for the years December 31, 2012, 2011, and 2010.

Beginning in the third quarter of 2012, certain operators in North America reduced activity levels in response to lower commodity prices which had begun to impact their project economics. While the average U.S. rig count reported by Baker Hughes increased in 2012 over the average rig count in 2011, by the end of 2012 the active rigs working were less than the 2011 average rig count. This decrease in activity led to virtually no growth in North American oilfield services. Outside of the U.S., the rig count at the end of 2012 was slightly down versus the end of 2011, although activity in certain parts of the world such as West Africa, East Africa and the Asia Pacific region continued to exhibit some strength.

As a result of slow global economic growth from 2009 through 2012, in conjunction with flat-to-down commodity prices, our clients did not materially increase activity levels. In spite of this, our revenue increased more than 8% over 2011, with operating income increasing by more than 18%.

### Results of Operations

Results of operations as a percentage of applicable revenue are as follows (dollars in thousands):

|   | 2012      |       |   | 2011      |       |   | 2010      |       |   | 2012/ 2011 |   | 2011/ 2010 |   |
|---|-----------|-------|---|-----------|-------|---|-----------|-------|---|------------|---|------------|---|
|   |           |       |   |           |       |   |           |       |   | % Change   |   |            |   |
| Revenue:  |           |       |   |           |       |   |           |       |   |            |   |            |   |
| Services (1)  | \$693,895 | 70.7  | % | \$621,752 | 68.5  | % | \$568,220 | 71.5  | % | 11.6       | % | 9.4        | % |
| Product Sales (1)                                   | 287,185   | 29.3  | % | 285,896   | 31.5  | % | 226,433   | 28.5  | % | 0.5        | % | 26.3       | % |
| TOTAL REVENUE                                       | 981,080   | 100.0 | % | 907,648   | 100.0 | % | 794,653   | 100.0 | % | 8.1        | % | 14.2       | % |
| OPERATING EXPENSES:                                 |           |       |   |           |       |   |           |       |   |            |   |            |   |
| Cost of services* (1) (2)                           | 413,086   | 59.5  | % | 395,303   | 63.6  | % | 356,563   | 62.8  | % | 4.5        | % | 10.9       | % |
| Cost of product sales* (1) (2)                      | 208,733   | 72.7  | % | 198,066   | 69.3  | % | 157,227   | 69.4  | % | 5.4        | % | 26.0       | % |
| Total cost of services and product sales            | 621,819   | 63.4  | % | 593,369   | 65.4  | % | 513,790   | 64.7  | % | 4.8        | % | 15.5       | % |
| General and administrative expenses (2)             | 43,185    | 4.4   | % | 41,141    | 4.5   | % | 33,029    | 4.2   | % | 5.0        | % | 24.6       | % |
| Depreciation and amortization                       | 22,917    | 2.3   | % | 23,303    | 2.6   | % | 23,113    | 2.9   | % | (1.7)      | % | 0.8        | % |
| Other (income) expense, net                         | (4,121)   | (0.4) | % | (919)     | (0.1) | % | (2,205)   | (0.3) | % | NM         |   | NM         |   |
| OPERATING INCOME                                    | 297,280   | 30.3  | % | 250,754   | 27.6  | % | 226,926   | 28.6  | % | 18.6       | % | 10.5       | % |
| Loss on early extinguishment of debt                | —         | —     | % | 1,012     | 0.1   | % | 1,939     | 0.2   | % | (100.0)    | % | (47.8)     | % |
| Interest expense                                    | 8,820     | 0.9   | % | 10,900    | 1.2   | % | 15,839    | 2.0   | % | (19.1)     | % | (31.2)     | % |
| Income before income tax expense                    | 288,460   | 29.4  | % | 238,842   | 26.3  | % | 209,148   | 26.3  | % | 20.8       | % | 14.2       | % |
| Income tax expense                                  | 71,848    | 7.3   | % | 54,198    | 6.0   | % | 63,747    | 8.0   | % | 32.6       | % | (15.0)     | % |
| Net income  | 216,612   | 22.1  | % | 184,644   | 20.3  | % | 145,401   | 18.3  | % | 17.3       | % | 27.0       | % |
| Net income attributable to non-controlling interest | 541       | 0.1   | % | (40)      | —     | % | 484       | 0.1   | % | NM         |   | NM         |   |
| Net income attributable to Core Laboratories N.V.   | \$216,071 | 22.0  | % | \$184,684 | 20.3  | % | \$144,917 | 18.2  | % | 17.0       | % | 27.4       | % |

\*Percentage based on applicable revenue rather than total revenue.

"NM" means not meaningful.

(1) Revision adjustments were made between Services Revenue and Product Sales Revenue and between Cost of Services and Cost of Product Sales in the Consolidated Statement of Operations for 2010 which did not affect total revenues, operating income, or net income for either period.

(2) Excludes depreciation

Operating Results for the Year Ended December 31, 2012 Compared to the Years Ended December 31, 2011 and 2010

We evaluate our operating results by analyzing revenue, operating income and net income margin (defined as net income divided by total revenue). Since we have a relatively fixed cost structure, increases in revenue generally translate into higher operating income results as well as net income margin percentages. Results for the years ended December 31, 2012, 2011 and 2010 are summarized in the following chart:

### Services Revenue

Services revenue increased to \$693.9 million for 2012 from \$621.8 million for 2011 and \$568.2 million for 2010. The increase in services revenue from 2011 to 2012 was primarily due to our continued focus on worldwide crude-oil related and large natural gas plays for liquefaction projects, especially those related to the development of deepwater fields offshore West and East Africa, eastern South America, the eastern Mediterranean, and the Gulf of Mexico. The increase in services revenue from 2010 to 2011 was primarily due to increases in reservoir rock and reservoir fluids phase-behavior studies. Our large scale core analyses and reservoir fluid projects continue to provide meaningful revenue streams in the Middle East, Asia-Pacific and off the coasts of Africa.

### Product Sales Revenue

Product sales revenue increased to \$287.2 million for 2012, from \$285.9 million for 2011 and \$226.4 million for 2010. The increase in revenue from 2011 to 2012 was due to greater market penetration of our patented and proprietary field flood and fracture diagnostics technologies despite the decline in drilling activity in North America. The increase in revenue from 2010 to 2011 was driven by increased demand for our specialized completion and recompletion technology products utilized in high-end multi-stage well completion and stimulation programs in areas such as the oil- and natural gas-shale plays in North America and in the major, giant, and super-giant fields in southern Iraq.

### Cost of Services, excluding depreciation

Cost of services increased to \$413.1 million for 2012 from \$395.3 million for 2011 and \$356.6 million for 2010. As a percentage of services revenue, cost of services decreased to 59.5% in 2012 from 63.6% in 2011 and 62.8% in 2010. The margin improvement is a result of higher sales, including a better mix of projects aimed at more complex reservoirs, over the fixed cost structure.

### Cost of Product Sales, excluding depreciation

Cost of product sales increased to \$208.7 million for 2012 from \$198.1 million for 2011 and \$157.2 million for 2010. As a percentage of product sales revenue, cost of sales increased to 72.7% for 2012 compared to 69.3% for 2011 and 69.4% for 2010. The cost of raw materials, especially specialty steel, increased substantially in the second half of 2011 which increased our cost of product sales in 2012 as these raw materials were converted to finished goods and sold. The decrease in cost of sales as a percentage of product sales revenue in 2011, as compared to 2010, was primarily due to the growing demand for our new technologies which led to an overall increase in sales, which improved absorption of our fixed cost structure.

### General and Administrative Expense

General and administrative expenses include corporate management and centralized administrative services that benefit our operations. General and administrative expenses were \$43.2 million for 2012, which represents 4.4% of revenue, a slight decrease compared to 4.5% of revenue in 2011. General and administrative expenses as a percent of revenue were 4.2% in 2010.

### Depreciation and Amortization Expense

Depreciation and amortization expense of \$22.9 million decreased by \$0.4 million in 2012 compared to 2011, after increasing by \$0.2 million in 2011 compared to 2010.

### Other Income, Net

The components of other income, net, were as follows (in thousands):

|                                       | For the Years Ended December 31, |          |          |
|---------------------------------------|----------------------------------|----------|----------|
|                                       | 2012                             | 2011     | 2010     |
| Gain on sale of assets                | \$(201 )                         | \$(487 ) | \$(176 ) |
| Equity in income of affiliates        | (646 )                           | (274 )   | (376 )   |
| Loss on foreign exchange              | 142                              | 1,800    | 1,032    |
| Interest income                       | (319 )                           | (138 )   | (249 )   |
| Rent and royalty income               | (1,033 )                         | (1,716 ) | (1,550 ) |
| Gain on insurance recovery            | (4,490 )                         | (1,014 ) | —        |
| Legal entity realignment costs        | 1,860                            | 711      | —        |
| NYSE Euronext Amsterdam listing costs | 923                              | —        | —        |
| Other (gain) loss                     | (357 )                           | 199      | (886 )   |
| Total other income, net               | \$(4,121 )                       | \$(919 ) | (2,205 ) |

During 2012, we incurred legal, accounting and other fees in connection with the realignment of certain of our legal entities into a more cost effective structure and the listing of our shares on the Euronext Amsterdam.

As a result of a supply disruption in 2011 from a key vendor that provided certain high performance specialty steel tubulars used with the Company's perforating systems, we filed a claim under our business interruption insurance policy which was fully settled during 2012 for \$4.4 million.

As a result of reaching a settlement on a property damage claim we filed in 2010, we recorded an insurance recovery gain of \$1.0 million in 2011.

### Loss on Early Extinguishment of Debt

In 2006, Core Laboratories LP, an entity 100% indirectly owned by Core Laboratories N.V., issued \$300 million aggregate principal amount of Senior Exchangeable Notes (the "Exchangeable Notes") which were fully and unconditionally guaranteed by Core Laboratories N.V. and matured on October 31, 2011. During 2011, 156,301 Exchangeable Notes were extinguished resulting in a loss of \$1.0 million. During 2010, 82,251 Exchangeable Notes were extinguished resulting in a loss of \$1.9 million.

### Interest Expense

Interest expense decreased by \$2.1 million in 2012 compared to 2011. Our Exchangeable Notes were fully repaid during the fourth quarter of 2011 and have been replaced by our \$150 million Senior Notes (the "Senior Notes") which carry a lower interest expense. In 2011, we entered into a \$100 million interest rate hedge that resulted in a loss of \$1.3 million which was recorded to interest expense.

Income Tax Expense

19

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Income tax expense increased \$17.7 million in 2012 compared to 2011 due primarily to the reversal in 2011 of \$10.4 million in tax liabilities provided over the period 2007-2010 as a result of concluded audits of prior year returns, differences between recently filed tax returns and the estimates included in our tax provisions and an increase in taxable income in 2012. Income tax expense decreased \$9.5 million in 2011 compared to 2010 primarily due to the aforementioned benefit in 2011 of concluded audits. The effective tax rate was 24.9% for 2012, 22.7% for 2011 and 30.5% for 2010. The lower tax rate for 2011 was due primarily to the reversal of the tax liabilities noted above and was partially offset by changes in our estimate of unrecognized tax benefits in certain jurisdictions.

### Segment Analysis

The following charts and tables summarize the operating results for our three complementary business segments.

#### Segment Revenue

| (dollars in thousands) | For the Years Ended December 31, |          |             |          |             |
|------------------------|----------------------------------|----------|-------------|----------|-------------|
|                        | 2012                             | % Change | 2011        | % Change | 2010        |
| Reservoir Description  | \$495,529                        | 5.5      | % \$469,775 | 10.3     | % \$425,829 |
| Production Enhancement | 403,792                          | 8.7      | % 371,449   | 18.3     | % 313,956   |
| Reservoir Management   | 81,759                           | 23.1     | % 66,424    | 21.1     | % 54,868    |
| Total Revenue          | \$981,080                        | 8.1      | % \$907,648 | 14.2     | % \$794,653 |

#### Segment Operating Income

| (dollars in thousands)  | For the Years Ended December 31, |          |             |          |             |
|-------------------------|----------------------------------|----------|-------------|----------|-------------|
|                         | 2012                             | % Change | 2011        | % Change | 2010        |
| Reservoir Description   | \$144,502                        | 24.3     | % \$116,244 | 9.5      | % \$106,179 |
| Production Enhancement  | 128,602                          | 14.2     | % 112,576   | 11.2     | % 101,241   |
| Reservoir Management    | 26,428                           | 20.7     | % 21,887    | 10.8     | % 19,759    |
| Corporate and other (1) | (2,252)                          | ) NM (2) | 47          | NM (2)   | (253)       |
| Operating Income        | \$297,280                        | 18.6     | % \$250,754 | 10.5     | % \$226,926 |

(1) "Corporate and other" represents those items that are not directly relating to a particular segment.

(2) "NM" means not meaningful.

#### Segment Operating Income Margins (1)

|                        | For the Years Ended December 31, |   |        |   |        |   |
|------------------------|----------------------------------|---|--------|---|--------|---|
|                        | 2012                             |   | 2011   |   | 2010   |   |
|                        | Margin                           |   | Margin |   | Margin |   |
| Reservoir Description  | 29.2                             | % | 24.7   | % | 24.9   | % |
| Production Enhancement | 31.8                             | % | 30.3   | % | 32.2   | % |
| Reservoir Management   | 32.3                             | % | 33.0   | % | 36.0   | % |
| Total Company          | 30.3                             | % | 27.6   | % | 28.6   | % |

(1) Calculated by dividing "Operating Income" by "Revenue."

#### Reservoir Description

Revenue for our Reservoir Description segment increased by 5.5% in 2012 compared to 2011, after increasing 10.3% in 2011 compared to 2010. During 2012, this segment's operations, which focus on international crude-oil related products, continued to benefit from large-scale core analyses and reservoir fluids characterization studies in the Asia-Pacific areas, offshore West and East Africa, the eastern Mediterranean region and the Middle East, including Iraq, Kuwait and the United Arab Emirates. During 2011, this segment's increased revenue was primarily due to the continued expansion of worldwide development projects particularly in West Africa, Asia Pacific, and the North Sea, as well as the North American oil- and gas-shale and liquid-rich plays in the Bakken, Eagle Ford, Marcellus, Muskwa and other active fields.

Operating income and operating margin both increased in 2012 from 2011. These increases are a result of higher sales, including a better mix of projects aimed at more complex reservoirs, over the fixed cost structure. This segment emphasizes technologically demanding services on internationally-based development and production-related crude oil projects over the more cyclical exploration-related projects. Operating income increased in 2011 compared to 2010 while operating margin fell slightly as a result of increased revenue driven by increased activity, offset by higher costs in certain operating areas due to charges in the second quarter of 2011 for restructuring and other personnel costs.

#### Production Enhancement

Revenue for our Production Enhancement segment increased by \$32.3 million, or 8.7% in 2012 compared to 2011, primarily due to demand for our stimulation diagnostic services both for fracture diagnostics in North America and field flood diagnostics internationally. Revenue for our Production Enhancement segment increased 18.3% in 2011 compared to 2010, primarily due to an increased market share of our perforating charges and gun systems particularly in the North American markets relating to horizontal well developments of oil- and gas-shale reservoirs and for high margin completion and recompletion technologies used in the reworking of major, giant, and super-giant fields.

Operating income for this segment increased to \$128.6 million in 2012 from \$112.6 million in 2011, an increase of 14.2%. The increase in operating income in 2012 was primarily driven by increased demand for the Company's proprietary and patented hydraulic fracture and field flood diagnostic technologies such as SpectraChem<sup>®</sup> Plus, ZERO WASH<sup>®</sup> and SpectraFlood<sup>™</sup> tracers in North America and internationally. Operating income for this segment increased to \$112.6 million in 2011 from \$101.2 million in 2010, an increase of 11.2%. The increase in operating income in 2011 was primarily driven by increased revenue from services related to our proprietary and patented diagnostic technologies, such as SpectraChem<sup>®</sup> Plus, SpectraScan<sup>®</sup>, ZERO WASH<sup>®</sup>, and our HERO<sup>®</sup> line of perforating charges and gun systems and our HTD Blast<sup>™</sup> perforating system which is used for the perforation of extended-reach horizontal wells in unconventional reservoirs.

#### Reservoir Management



Revenue for our Reservoir Management segment increased 23.1% to \$81.8 million in 2012 from \$66.4 million in 2011 and \$54.9 million in 2010. The increase in revenue in 2012 was due to ongoing interest in several of our existing multi-client reservoir studies such as the Duvernay Shale Project in Canada and the Tight Oil Reservoirs of the Midland Basin study as well as our new industry project to evaluate the potential of the Pearsall shale, which underlies the shallow portions of the Eagle Ford in South Texas. The increase in revenue in 2011 was due to studies initiated in 2011 including the Avalon Shale Study and the Midland Basin Project.

Operating income for this segment increased to \$26.4 million in 2012 compared to \$21.9 million in 2011 and \$19.8 million in 2010. The increase in operating income in 2012 as compared to 2011 was primarily a result of additional participants in our joint industry projects, including the Utica, Duvernay, and Mississippi Lime studies, and in the Marcellus, Niobrara, Wolfcamp and Eagle Ford plays. The increase in operating income in 2011 from 2010 was primarily related to increased interest in our

consortium projects such as the Global Gas Shale Project, the Marcellus Shale Evaluation study and the Eagle Ford Shale study along with the continued participation in our North American Gas Shale Study and our new Worldwide Oil and Natural Gas Shale Reservoir Study.

## Liquidity and Capital Resources

### General

We have historically financed our activities through cash on hand, cash flows from operations, bank credit facilities, equity financing and the issuance of debt. Cash flows from operating activities provides the primary source of funds to finance operating needs, capital expenditures and our dividend and share repurchase programs. If necessary, we supplement this cash flow with borrowings under bank credit facilities to finance some capital expenditures and business acquisitions. As we are a Netherlands holding company, we conduct substantially all of our operations through subsidiaries. Our cash availability is largely dependent upon the ability of our subsidiaries to pay cash dividends or otherwise distribute or advance funds to us.

We utilize the non-GAAP financial measure of free cash flow to evaluate our cash flows and results of operations. Free cash flow is defined as net cash provided by operating activities (which is the most directly comparable GAAP measure) less cash paid for capital expenditures. Management believes that free cash flow provides useful information to investors regarding the cash that was available in the period that was in excess of our needs to fund our capital expenditures and operating activities. Free cash flow is not a measure of operating performance under GAAP, and should not be considered in isolation nor construed as an alternative to operating profit, net income (loss) or cash flows from operating, investing or financing activities, each as determined in accordance with GAAP. Free cash flow does not represent residual cash available for distribution because we may have other non-discretionary expenditures that are not deducted from the measure. Moreover, since free cash flow is not a measure determined in accordance with GAAP and thus is susceptible to varying interpretations and calculations, free cash flow, as presented, may not be comparable to similarly titled measures presented by other companies. The following table reconciles this non-GAAP financial measure to the most directly comparable measure calculated and presented in accordance with U.S. GAAP for the years ended December 31, 2012, 2011 and 2010 (in thousands):

| Free Cash Flow Calculation                | For the Years Ended December 31, |           |           |
|---|----------------------------------|-----------|-----------|
|   | 2012                             | 2011      | 2010      |
| Net cash provided by operating activities | \$237,202                        | \$204,126 | \$205,832 |
| Less: cash paid for capital expenditures  | (31,151 )                        | (29,927 ) | (27,569 ) |
| Free cash flow                            | \$206,051                        | \$174,199 | \$178,263 |

The increase in free cash flow in 2012 compared to 2011 was primarily due to the increase in cash from operations.

The decrease in free cash flow in 2011 compared to 2010 was primarily due to an increase in inventory in preparation for an anticipated shortage of steel required for our products at the end of 2011 and to stock three new warehouses opened in 2011. Working capital was \$156.4 million and \$143.4 million at December 31, 2012 and 2011, respectively.

### Cash Flows

The following table summarizes cash flows for the years ended December 31, 2012, 2011 and 2010 (in thousands):

| Cash provided by/(used in): | For the Years Ended December 31, |      |      |
|-----------------------------|----------------------------------|------|------|
|                             | 2012                             | 2011 | 2010 |
|                             |                                  |      |      |

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|   |           |   |            |   |           |   |
|---|-----------|---|------------|---|-----------|---|
| Operating activities                    | \$237,202 |   | \$204,126  |   | \$205,832 |   |
| Investing activities                    | (34,004   | ) | (52,018    | ) | (38,737   | ) |
| Financing activities                    | (213,304  | ) | (256,656   | ) | (214,260  | ) |
| Net change in cash and cash equivalents | \$(10,106 | ) | \$(104,548 | ) | \$(47,165 | ) |

The increase in cash flow from operating activities in 2012 compared to 2011 was primarily attributable to increased net income. The decrease in cash flow from operating activities in 2011 compared to 2010 was primarily the result of an increase in

inventory in preparation for an anticipated shortage of steel required for our products at the end of 2011 and to stock three new warehouses opened in 2011, partially off set by an increase in net income.

Cash flow used in investing activities decreased \$18.0 million in 2012 over 2011. Cash flow used in investing activities increased \$13.3 million in 2011 over 2010. The primary reason is the \$18.8 million spent for an acquisition in 2011.

Cash flow used in financing activities in 2012 decreased \$43.4 million compared to 2011. Cash flow used in financing activities in 2011 increased \$42.4 million compared to 2010. During 2012, we spent \$175.7 million to repurchase our common shares and \$52.9 million to pay dividends, while in 2011, we spent \$219.4 million to settle our warrants, \$156.4 million to extinguish our Exchangeable Notes, \$61.8 million to repurchase our common shares, and \$46.0 million to pay dividends. During 2010, we spent \$82.3 million to extinguish our Exchangeable Notes, \$92.5 million to repurchase our common shares and \$39.8 million to pay dividends.

During the year ended December 31, 2012, we repurchased 1,581,069 shares of our common stock for an aggregate amount of \$175.7 million, or an average price of \$111.15 per share. The repurchase of shares in the open market is at the discretion of management pursuant to shareholder authorization. We regard these treasury shares as a temporary investment which may be used to fund restricted shares that vest, stock options that are exercised or to finance future acquisitions. Under Dutch law and subject to certain Dutch statutory provisions and shareholder approval, we can hold a maximum of 50% of our issued shares in treasury. We currently have shareholder approval to hold 10% of our issued share capital in treasury. On May 16, 2012 at our annual shareholders meeting, our shareholders authorized the extension of our share repurchase program until November 19, 2013 to purchase up to 10% of our issued share capital which may be used for any legal purpose. We believe this share repurchase program has been beneficial to our shareholders. Our share price has increased from \$4.03 per share in 2002, when we began to repurchase shares, to \$109.31 per share on December 31, 2012, an increase of over 2,612%.

#### Credit Facility and Available Future Liquidity

In 2011, we issued two series of Senior Notes with an aggregate principal amount of \$150 million in a private placement transaction. Series A consists of \$75 million in aggregate principal amount of notes that bear interest at a fixed rate of 4.01% and are due in full on September 30, 2021. Series B consists of \$75 million in aggregate principal amount of notes that bear interest at a fixed rate of 4.11% and are due in full on September 30, 2023. Interest on each series of the Senior Notes is payable semi-annually on March 30 and September 30.

We maintain a revolving Credit Facility with an aggregate borrowing capacity of \$300 million at December 31, 2012. The Credit Facility provides an option to increase the commitment under the Credit Facility to \$350 million, if certain conditions are met. The Credit Facility bears interest at variable rates from LIBOR plus 1.5% to a maximum of LIBOR plus 2.25%. Any outstanding balance under the Credit Facility is due on September 28, 2016 when the Credit Facility matures. Interest payment terms are variable depending upon the specific type of borrowing under this facility. Our available capacity at any point in time is reduced by borrowings outstanding at the time and outstanding letters of credit which totaled \$17.0 million at December 31, 2012, resulting in an available borrowing capacity under the Credit Facility of \$199.0 million. In addition to those items under the Credit Facility, we had \$22.9 million of outstanding letters of credit and performance guarantees and bonds from other sources at December 31, 2012.

The terms of the Credit Facility and our Senior Notes require us to meet certain covenants, including, but not limited to, certain minimum equity and cash flow ratios. We believe that we are in compliance with all such covenants contained in our credit agreements. Certain of our material, wholly-owned subsidiaries are guarantors or co-borrowers under the Credit Facility and Senior Notes.

In addition to our repayment commitments under our Credit Facility and our Senior Notes, we have capital lease obligations relating to the purchase of equipment, and non-cancellable operating lease arrangements under which we lease property including land, buildings, office equipment and vehicles.

The following table summarizes our future contractual obligations under these arrangements (in thousands):

23

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|                               | Total     | Less than 1<br>year | 1-3 Years | 3-5 Years | More than<br>5 Years |
|-------------------------------|-----------|---------------------|-----------|-----------|----------------------|
| Contractual Obligations:      |           |                     |           |           |                      |
| Debt (1)                      | \$234,000 | \$—                 | \$—       | \$84,000  | \$150,000            |
| Capital leases                | 73        | 40                  | 33        | —         | —                    |
| Operating leases              | 51,169    | 13,548              | 16,367    | 8,424     | 12,830               |
| Pension (2)                   | 1,583     | 1,583               | —         | —         | —                    |
| Total contractual obligations | \$286,825 | \$15,171            | \$16,400  | \$92,424  | \$162,830            |

(1) Not included in the above balances are anticipated cash payments for interest of \$6.1 million a year for 2013-2021 and cash payments for interest of \$3.1 million a year for 2022-2023 for a total of \$61.1 million.

(2) Our Dutch pension plan requires annual employer contributions. Amounts payable in the future will be based on future workforce factors which cannot be projected beyond one year.

We have no significant purchase commitments or similar obligations outstanding at December 31, 2012. Not included in the table above are uncertain tax positions of \$10.3 million that we have accrued for at December 31, 2012, as the amounts and timing of payment, if any, are uncertain. See Footnote 9 Income Taxes in the Notes to the Consolidated Financial Statements for further detail of this amount.

At December 31, 2012, we had tax net operating loss carry-forwards in various tax jurisdictions of approximately \$24.7 million. Although we cannot be certain that these operating loss carry-forwards will be utilized, we anticipate that we will have sufficient taxable income in future years to allow us to fully utilize the carry-forwards that are not subject to a valuation allowance as of December 31, 2012. If unused, those carry-forwards which are subject to expiration may expire during the years 2012 through 2021. During 2012, \$15 thousand of operating loss carry-forwards which carried a full valuation allowance expired unused.

We expect our investment in capital expenditures to be approximately \$32 million in 2013 which will be used to fund our growth through the purchase of instrumentation, tools and equipment along with expenditures to replace obsolete or worn-out instrumentation, tools and equipment, to consolidate certain facilities to gain operational efficiencies, and to increase our presence where requested by our clients. In addition, we plan to continue to (i) repurchase our common shares on the open market through our share repurchase program, (ii) pay a dividend and/or (iii) acquire complementary technologies. Our ability to continue these initiatives depends on, among other things, market conditions and our ability to generate free cash flow.

Our ability to maintain and increase our operating income and cash flows is largely dependent upon continued investing activities. We are a Netherlands holding company and substantially all of our operations are conducted through subsidiaries. Consequently, our cash flow depends upon the ability of our subsidiaries to pay cash dividends or otherwise distribute or advance funds to us. We believe our future cash flows from operating activities, supplemented by our borrowing capacity under existing facilities and our ability to issue additional equity should be sufficient to meet our contractual obligations, capital expenditures, working capital needs, dividend payments, debt requirements and to finance future acquisitions.

## Outlook

We continue our efforts to expand our market presence by opening or expanding facilities in strategic areas and realizing synergies within our business lines. We believe our market presence provides us a unique opportunity to service clients who have global operations in addition to the national oil companies.

We have established internal earnings targets that are based on market conditions existing at the time our targets were established. Based on recent developments, we believe that the current level of activities, workflows, and operating margins within the North America region will remain similar to that experienced in 2012, but we believe activity outside North America, particularly those relating to oil development projects, will grow moderately into 2013.

We expect to meet ongoing working capital needs, capital expenditure requirements and funding of our dividend and share repurchase programs from a combination of cash on hand, cash flow from operating activities and available borrowings under our Credit Facility.

Critical Accounting Estimates

Our financial statements are prepared in conformity with generally accepted accounting principles in the U.S. ("U.S. GAAP"). The preparation of financial statements in accordance with U.S. GAAP requires us to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. We evaluate our estimates on an ongoing basis and determine the adequacy of our estimates based on our historical experience and various other assumptions that we believe are reasonable under the circumstances. By nature, these judgments are subject to an inherent degree of uncertainty. We consider an accounting estimate to be critical if it is highly subjective and if changes in the estimate under different assumptions would result in a material impact on our financial condition and results of operations. The following transaction types require significant judgment and, therefore, are considered critical accounting policies as of December 31, 2012.

#### Allowance for Doubtful Accounts

We evaluate whether client receivables are collectible. We perform ongoing credit evaluations of our clients and monitor collections and payments in order to maintain a provision for estimated uncollectible accounts based on our historical collection experience and our current aging of client receivables outstanding in addition to clients' representations and our understanding of the economic environment in which our clients operate. Based on our review, we establish or adjust allowances for specific clients and the accounts receivable as a whole. Our allowance for doubtful accounts at December 31, 2012 was \$3.5 million compared to \$3.8 million at December 31, 2011.

#### Income Taxes

Our income tax expense includes income taxes of The Netherlands, the U.S. and other foreign countries as well as local, state and provincial income taxes. We recognize deferred tax assets or liabilities for the differences between the financial statement carrying amount and tax basis of assets and liabilities using enacted tax rates in effect for the years in which the asset is recovered or the liability is settled. We estimate the likelihood of the recoverability of our deferred tax assets (particularly, net operating loss carry-forwards). Any valuation allowance recorded is based on estimates and assumptions of taxable income into the future and a determination is made of the magnitude of deferred tax assets which are more likely than not to be realized. Valuation allowances of our net deferred tax assets aggregated to \$7.2 million and \$9.3 million at December 31, 2012 and 2011, respectively. If these estimates and related assumptions change in the future, we may be required to record additional valuation allowances against our deferred tax assets and our effective tax rate may increase which could result in a material adverse effect on our financial position, results of operations and cash flows. We have not provided for deferred taxes on the unremitted earnings of certain subsidiaries that we consider to be permanently reinvested. Should we make a distribution of the unremitted earnings of these subsidiaries, we may be required to record additional taxes. We record a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in our tax return. We also recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

#### Long-Lived Assets, Intangibles and Goodwill

Property, plant and equipment are carried at cost less accumulated depreciation. Major renewals and improvements are capitalized while maintenance and repair costs are charged to expense as incurred. They are depreciated using the straight-line method based on their individual estimated useful lives, except for leasehold improvements, which are depreciated over the remaining lease term, if shorter. We estimate the useful lives and salvage values of our assets based on historical data of similar assets. When long-lived assets are sold or retired, the remaining costs and related accumulated depreciation are removed from the accounts and any resulting gain or loss is included in income. These capitalized long-lived assets could become impaired if our operating plans or business environment changes.



Intangible assets, including patents, trademarks, and trade names, are carried at cost less accumulated amortization. Intangibles with determinable lives are amortized using the straight-line method based on the estimated useful life of the intangible. Intangibles with indeterminable lives, which consist primarily of corporate trade names, are not amortized, but are tested for impairment annually or whenever events or changes in circumstances indicate that impairment is possible.

We review our long-lived assets, including definite-lived intangible assets, for impairment when events or changes in circumstances indicate that their net book value may not be recovered over their remaining service lives. Indicators of possible impairment may include significant declines in activity levels in regions where specific assets or groups of assets are located, extended periods of idle use, declining revenue or cash flow or overall changes in general market conditions.

Whenever possible impairment is indicated, we compare the carrying value of the assets to the sum of the estimated undiscounted future cash flows expected from use, plus salvage value, less the costs of the subsequent disposition of the assets.

If impairment is still indicated, we compare the fair value of the assets to the carrying amount, and recognize an impairment loss for the amount by which the carrying value exceeds the fair value. We did not record any impairment charges relating to our long-lived assets held for use during the years ended December 31, 2012, 2011 and 2010.

We record goodwill as the excess of the purchase price over the fair value of the net assets acquired in acquisitions accounted for under the purchase method of accounting. We test goodwill for impairment annually, or more frequently if circumstances indicate a possible impairment.

We evaluated our goodwill for impairment by comparing the fair value of each of our reporting units, which are our reportable segments, to their net carrying value as of the balance sheet date, after excluding inter-company transactions and allocating corporate assets to the reporting units. We estimated the fair value of each reporting unit using a discounted future cash flow analysis. Estimated future cash flows were based on the company's best estimate of future performance. Our impairment analysis is quantitative; however, it includes subjective estimates based on assumptions regarding future growth rates, interest rates and operating expenses. If the carrying value of the reporting unit exceeds the fair value determined, an impairment loss is recorded to the extent that the implied fair value of the goodwill of the reporting unit is less than its carrying value. Any subsequent impairment loss could result in a material adverse effect upon our financial position and results of operations. We did not record impairment charges relating to our goodwill or our indefinite-lived intangible assets during the years ended December 31, 2012, 2011 and 2010.

We have never identified nor recorded any impairments relating to the goodwill of our current continuing operations.

#### Obsolete Inventory

We forecast client demand, considering changes in technology which could result in obsolescence. Our valuation reserve for obsolete inventory is based on historical regional sales trends, and various other assumptions and judgments including future demand for this inventory. Our industry is subject to technological change and new product development that could result in obsolete inventory. Our valuation reserve for obsolete inventory at December 31, 2012 was \$3.3 million compared to \$2.9 million at December 31, 2011. If we overestimate demand for inventory, it could result in a material adverse effect upon our financial position and results of operations.

#### Pensions and Other Postretirement Benefits

We maintain a noncontributory defined benefit pension plan for substantially all of our Dutch employees hired before 2007. We utilize an actuary to assist in determining the value of the projected benefit obligation. This valuation requires various estimates and assumptions concerning mortality, future pay increases and discount rate used to value our obligations. We recognize net periodic benefit cost based upon these estimates. As required by current accounting standards, we recognize net periodic pension costs associated with this plan in income from current operations and recognize the unfunded status of the plan, if any, as a long-term liability. In addition, we recognize as a component of other comprehensive income, the gains or losses and prior service costs or credits that arise during the period but are not recognized as components of net periodic pension cost. See Note 10 Pensions and Other Postretirement Benefit Plans. Furthermore, we sponsor several defined contribution plans for the benefit of our employees. We expense these contributions in the period the contribution is made.

#### Stock-Based Compensation

We have two stock-based compensation plans, as described in further detail in Note 13 to our Consolidated Financial Statements. We evaluate the probability that certain of our stock-based plans will meet targets established within the respective agreements and result in the vesting of such awards. In addition, we derive an estimated forfeiture rate that is used in calculating the expense for these awards. For new awards issued and awards modified, repurchased or

canceled, the compensation expense is equal to the fair value of the award at the date of the grant and is recognized in the Consolidated Statement of Operations for those awards earned over the requisite service period of the award. The fair value is determined by calculating the discounted value of the shares over the vesting period and applying an estimated forfeiture rate.

#### Off-Balance Sheet Arrangements

Other than normal operating leases, we do not have any off-balance sheet financing arrangements such as securitization agreements, liquidity trust vehicles, synthetic leases or special purpose entities. As such, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such financing arrangements.

#### Forward-Looking Statements

26

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This Form 10-K and the documents incorporated in this Form 10-K by reference contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act. These "forward-looking statements" are based on an analysis of currently available competitive, financial and economic data and our operating plans. They are inherently uncertain and investors should recognize that events and actual results could turn out to be significantly different from our expectations. By way of illustration, when used in this document, words such as "anticipate", "believe", "expect", "intend", "estimate", "project", "will", "should", "could", "may", "predict" and similar expressions are intended to identify forward-looking statements. You are cautioned that actual results could differ materially from those anticipated in forward-looking statements. Any forward-looking statements, including statements regarding the intent, belief or current expectations of us or our management, are not guarantees of future performance and involve risks, uncertainties and assumptions about us and the industry in which we operate, including, among other things:

- our ability to continue to develop or acquire new and useful technology;
- the realization of anticipated synergies from acquired businesses and future acquisitions;
- our dependence on one industry, oil and gas, and the impact of commodity prices on the expenditure levels of our clients;
- competition in the markets we serve;
- the risks and uncertainties attendant to adverse industry, political, economic and financial market conditions, including stock prices, government regulations, interest rates and credit availability;
- unsettled political conditions, war, civil unrest, currency controls and governmental actions in the numerous countries in which we operate;
- changes in the price of oil and natural gas;
- integration of acquired businesses; and
- the effects of industry consolidation.

Our businesses depend, to a large degree, on the level of spending by oil and gas companies for exploration, development and production activities. Therefore, a sustained increase or decrease in the price of natural gas or oil, which could have a material impact on exploration, development and production activities, could also materially affect our financial position, results of operations and cash flows.

The above description of risks and uncertainties is by no means all-inclusive, but is designed to highlight what we believe are important factors to consider. For a more detailed description of risk factors, please see "Item 1A. Risk Factors" in this Form 10-K and our reports and registration statements filed from time to time with the SEC.

All forward-looking statements in this Form 10-K are based on information available to us on the date of this Form 10-K. We do not intend to update or revise any forward-looking statements that we may make in this Form 10-K or other documents, reports, filings or press releases, whether as a result of new information, future events or otherwise.

#### Recent Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04 which relates to fair value measurement (FASB ASC Topic 820), which amends current guidance to achieve common fair value measurement and disclosure requirements in U.S. GAAP and International Financial Reporting Standards. The amendments generally represent clarification of FASB ASC Topic 820, but also include instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This pronouncement is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. We adopted this pronouncement for our fiscal year beginning January 1, 2012. This pronouncement did not have a material effect on our consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05 which provides new guidance on the presentation of comprehensive income (FASB ASC Topic 220) in financial statements. Entities are required to present total comprehensive income either in a single, continuous statement of comprehensive income or in two separate, but consecutive, statements. Under the single-statement approach, entities must include the components of net income, a total for net income, the components of other comprehensive income and a total for comprehensive income. Under the two-statement approach, entities must report an income statement and, immediately following, a statement of other comprehensive income. Under either method, entities must display adjustments for items reclassified from other comprehensive income to net income in both net income and other comprehensive

income. The provisions for this pronouncement are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. We adopted this pronouncement for our fiscal year beginning January 1, 2012. This pronouncement did not have a material effect on our consolidated financial statements.

In September 2011, the FASB issued ASU 2011-08 which relates to testing goodwill for impairment (FASB ASC Topic 350), which amends current guidance to simplify how entities test goodwill for impairment. The amendments permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. Under this amendment, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. This pronouncement is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. We adopted this pronouncement for our fiscal year beginning January 1, 2012. This pronouncement did not have a material effect on our consolidated financial statements.

In July 2012, the FASB issued ASU 2012-02 which relates to testing indefinite-lived intangible assets for impairment (FASB ASC Topic 350), which amends current guidance to simplify how entities test non-goodwill indefinite-lived intangible assets for impairment. The amendments permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step impairment test described in Topic 350. Under this amendment, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. This pronouncement is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012 with early adoption permitted. We adopted this pronouncement for our fiscal year beginning January 1, 2012. This pronouncement did not have a material effect on our consolidated financial statements.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Market Risk

We are exposed to market risk, which is the potential loss arising from adverse changes in market prices and rates. We do not intend to enter into derivative financial instruments for hedging or speculative purposes. We do not believe that our exposure to market risks, which are primarily related to interest rate changes, is material.

### Interest Rate Risk

From time to time, we are exposed to interest rate risk on our Credit Facility debt, which carries a variable interest rate. At December 31, 2012, we had an outstanding balance of \$84.0 million.

We maintain certain debt instruments at a fixed rate whose fair value will fluctuate based on changes in interest rates and market perception of our credit risk. The fair value of our debt at December 31, 2012 and 2011 approximated the book value.

### Foreign Currency Risk

We operate in a number of international areas which exposes us to foreign currency exchange rate risk. We do not currently hold or issue forward exchange contracts or other derivative instruments for hedging or speculative purposes (a foreign exchange contract is an agreement to exchange different currencies at a given date and at a specified rate).

Foreign exchange gains and losses are the result of fluctuations in the U.S. dollar ("USD") against foreign currencies and are included in other (income) expense in the statements of operations. We recognized foreign exchange losses in countries where the USD weakened against the local currency and we had net monetary liabilities denominated in the local currency, as well as in countries where the USD strengthened against the local currency and we had net monetary assets denominated in the local currency. We recognized foreign exchange gains in countries where the USD strengthened against the local currency and we had net monetary liabilities denominated in the local currency, as well as in countries where the USD weakened against the local currency and we had net monetary assets denominated in the local currency. Foreign exchange gains and losses are summarized in the following table (in thousands):

| (Gains) losses by currency | For the Years Ended December 31, |          |        |
|----------------------------|----------------------------------|----------|--------|
|                            | 2012                             | 2011     | 2010   |
| Argentine Peso             | \$ 147                           | \$ 113   | \$ 17  |
| Australian Dollar          | 30                               | 81       | (135 ) |
| Angolan Kwanza             | 41                               | 257      | (58 )  |
| British Pound              | (41 )                            | 163      | 390    |
| Canadian Dollar            | (415 )                           | 423      | (711 ) |
| Euro                       | (62 )                            | 257      | 1,788  |
| Malaysian Ringgit          | 70                               | 187      | (157 ) |
| Nigerian Naira             | 11                               | 164      | 98     |
| Venezuelan Bolivar         | 7                                | (108 )   | (267 ) |
| Other currencies, net      | 354                              | 263      | 67     |
| Total (gain) loss          | \$ 142                           | \$ 1,800 | 1,032  |

### Credit Risk

Our financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. Substantially all cash and cash equivalents are on deposit at commercial banks or investment firms. Our trade receivables are with a variety of domestic, international and national oil and gas companies. Management considers this credit risk to be limited due to the creditworthiness and financial resources of these financial institutions and companies.

### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

For the financial statements and supplementary data required by this Item 8, see Part IV "Item 15. Exhibits, Financial Statement Schedules."

### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

### ITEM 9A. CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

Our management, under the supervision of and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this report. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in our reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were



effective as of December 31, 2012 at the reasonable assurance level.

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. Further, the design of disclosure controls and internal control over financial reporting must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Management's Report on Internal Control over Financial Reporting

29

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Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, under the supervision of and with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of our internal control over financial reporting as of December 31, 2012. In making this assessment, management used the criteria set forth in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment using these criteria, our management determined that our internal control over financial reporting was effective as of December 31, 2012.

The effectiveness of our internal control over financial reporting as of December 31, 2012, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

#### Changes in Internal Control over Financial Reporting

There was no change in our system of internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our fiscal quarter ended December 31, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### ITEM 9B. OTHER INFORMATION

None.

#### PART III

The information required by Part III (Items 10 through 14) is incorporated by reference from our definitive proxy statement to be filed in connection with our 2013 annual meeting of shareholders pursuant to Regulation 14A under the Exchange Act. We expect to file our definitive proxy statement with the SEC within 120 days after the close of the year ended December 31, 2012.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements

1. The following reports, financial statements and schedules are filed herewith on the pages indicated:

|   | Page       |
|---|------------|
| <u>Report of Independent Registered Public Accounting Firm-PricewaterhouseCoopers LLP</u>                   | <u>F-1</u> |
| <u>Consolidated Balance Sheets as of December 31, 2012 and 2011</u>   | <u>F-2</u> |
| <u>Consolidated Statements of Operations for the Years Ended December 31, 2012, 2011 and 2010</u>           | <u>F-3</u> |
| <u>Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2012, 2011 and 2010</u> | <u>F-4</u> |
| <u>Consolidated Statements of Changes in Equity for the Years Ended December 31, 2012, 2011 and 2010</u>    | <u>F-5</u> |
| <u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2012, 2011 and 2010</u>           | <u>F-7</u> |
| <u>Notes to Consolidated Financial Statements</u>   | <u>F-9</u> |

2. Financial Statement Schedule

Schedule II - Valuation and Qualifying Account

(b) Exhibits

The exhibits listed in the accompanying "Index to Exhibits" are incorporated by reference to the filing indicated or are filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CORE LABORATORIES N.V.  
By its sole managing director, Core Laboratories  
International B.V.

Date: February 15, 2013

By: /s/ JACOBUS SCHOUTEN  
Jacobus Schouten  
Managing Director of Core Laboratories  
International B.V.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated, on the 15th day of February, 2013.

| Signature  | Title  |
|--|--|
| /s/ DAVID M. DEMSHUR<br>David M. Demshur               | President, Chief Executive Officer,<br>Chairman and Supervisory Director         |
| /s/ RICHARD L. BERGMARK<br>Richard L. Bergmark         | Executive Vice President,<br>Chief Financial Officer and<br>Supervisory Director |
| /s/ C. BRIG MILLER<br>C. Brig Miller                   | Vice President Finance, Treasurer and<br>Chief Accounting Officer                |
| /s/ JOSEPH R. PERNA<br>Joseph R. Perna                 | Supervisory Director   |
| /s/ JAN WILLEM SODDERLAND<br>Jan Willem Sodderland     | Supervisory Director   |
| /s/ RENE R. JOYCE<br>Rene R. Joyce                     | Supervisory Director   |
| /s/ MICHAEL C. KEARNEY<br>Michael C. Kearney           | Supervisory Director   |
| /s/ D. JOHN OGREN<br>D. John Ogren                     | Supervisory Director   |
| /s/ MARGARET ANN VAN KEMPEN<br>Margaret Ann van Kempen | Supervisory Director   |



Report of Independent Registered Public Accounting Firm

To the Board of Supervisory Directors and Shareholders of Core Laboratories N.V.:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Core Laboratories N.V. (a Netherlands corporation) and its subsidiaries at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and the financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included 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. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Houston, Texas  
February 13, 2013

F-1

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CORE LABORATORIES N.V.  
CONSOLIDATED BALANCE SHEETS

December 31, 2012 and 2011

(In thousands, except share and per share data)

|  | 2012              | 2011              |
|--|-------------------|-------------------|
| <b>ASSETS</b>  |                   |                   |
| <b>CURRENT ASSETS:</b>   |                   |                   |
| Cash and cash equivalents  | \$ 19,226         | \$ 29,332         |
| Accounts receivable, net of allowance for doubtful accounts of \$3,516 and \$3,762 at 2012 and 2011, respectively  | 184,774           | 170,805           |
| Inventories  | 49,265            | 53,214            |
| Prepaid expenses   | 14,959            | 14,020            |
| Income tax receivable  | 17,943            | 7,148             |
| Other current assets   | 10,740            | 12,029            |
| <b>TOTAL CURRENT ASSETS</b>  | <b>296,907</b>    | <b>286,548</b>    |
| <b>PROPERTY, PLANT AND EQUIPMENT, net</b>  | <b>125,418</b>    | <b>115,295</b>    |
| <b>INTANGIBLES, net</b>  | <b>8,721</b>      | <b>8,221</b>      |
| <b>GOODWILL</b>  | <b>163,337</b>    | <b>162,787</b>    |
| <b>DEFERRED TAX ASSETS, net</b>  | <b>13,224</b>     | <b>13,662</b>     |
| <b>OTHER ASSETS</b>  | <b>28,909</b>     | <b>24,360</b>     |
| <b>TOTAL ASSETS</b>  | <b>\$ 636,516</b> | <b>\$ 610,873</b> |
| <b>LIABILITIES AND EQUITY</b>  |                   |                   |
| <b>CURRENT LIABILITIES:</b>  |                   |                   |
| Accounts payable   | \$ 55,168         | \$ 57,639         |
| Accrued payroll and related costs  | 34,919            | 34,028            |
| Taxes other than payroll and income  | 11,787            | 8,566             |
| Unearned revenues  | 13,868            | 19,154            |
| Income taxes payable   | 9,542             | 6,527             |
| Other accrued expenses   | 15,226            | 17,281            |
| <b>TOTAL CURRENT LIABILITIES</b>   | <b>140,510</b>    | <b>143,195</b>    |
| <b>LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS</b>  | <b>234,033</b>    | <b>223,075</b>    |
| <b>DEFERRED COMPENSATION</b>   | <b>28,112</b>     | <b>24,117</b>     |
| <b>DEFERRED TAX LIABILITIES, net</b>   | <b>6,777</b>      | <b>5,531</b>      |
| <b>OTHER LONG-TERM LIABILITIES</b>   | <b>39,171</b>     | <b>33,300</b>     |
| <b>COMMITMENTS AND CONTINGENCIES</b>   | <b>—</b>          | <b>—</b>          |
| <b>EQUITY:</b>   |                   |                   |
| Preference shares, EUR 0.02 par value;<br>6,000,000 shares authorized, none issued or outstanding  | —                 | —                 |
| Common shares, EUR 0.02 par value;<br>200,000,000 shares authorized, 47,899,584 issued and 46,349,411 outstanding at 2012 and 49,037,806 issued and 47,629,472 outstanding at 2011 | 1,233             | 1,262             |
| Additional paid-in capital   | —                 | 2,126             |
| Retained earnings  | 361,255           | 283,660           |
| Accumulated other comprehensive income (loss)  | (8,413 )          | (1,739 )          |
| Treasury shares (at cost), 1,550,173 at 2012 and 1,408,334 at 2011   | (171,845 )        | (107,406 )        |
| <b>Total Core Laboratories N.V. shareholders' equity</b>   | <b>182,230</b>    | <b>177,903</b>    |
| Non-controlling interest   | 5,683             | 3,752             |
| <b>TOTAL EQUITY</b>  | <b>187,913</b>    | <b>181,655</b>    |



|                              |           |           |
|------------------------------|-----------|-----------|
| TOTAL LIABILITIES AND EQUITY | \$636,516 | \$610,873 |
|------------------------------|-----------|-----------|

The accompanying notes are an integral part of these Consolidated Financial Statements.

F-2

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CORE LABORATORIES N.V.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
For the Years Ended December 31, 2012, 2011 and 2010  
(In thousands, except per share data)

|  | 2012           | 2011           | 2010           |
|--|----------------|----------------|----------------|
| <b>REVENUE:</b>  |                |                |                |
| Services   | \$693,895      | \$621,752      | \$568,220      |
| Product sales  | 287,185        | 285,896        | 226,433        |
| Total Revenue  | 981,080        | 907,648        | 794,653        |
| <b>OPERATING EXPENSES:</b>   |                |                |                |
| Cost of services, exclusive of depreciation shown below                    | 413,086        | 395,303        | 356,563        |
| Cost of product sales, exclusive of depreciation shown below               | 208,733        | 198,066        | 157,227        |
| General and administrative expenses, exclusive of depreciation shown below | 43,185         | 41,141         | 33,029         |
| Depreciation   | 21,762         | 22,126         | 21,820         |
| Amortization   | 1,155          | 1,177          | 1,293          |
| Other (income) expense, net  | (4,121 )       | (919 )         | (2,205 )       |
| <b>OPERATING INCOME</b>  | <b>297,280</b> | <b>250,754</b> | <b>226,926</b> |
| Loss on exchange of Senior Exchangeable Notes                              | —              | 1,012          | 1,939          |
| Interest expense   | 8,820          | 10,900         | 15,839         |
| Income before income tax expense   | 288,460        | 238,842        | 209,148        |
| Income tax expense   | 71,848         | 54,198         | 63,747         |
| Net income   | 216,612        | 184,644        | 145,401        |
| Net income (loss) attributable to non-controlling interest                 | 541            | (40 )          | 484            |
| Net income attributable to Core Laboratories N.V.                          | \$216,071      | \$184,684      | \$144,917      |
| <b>EARNINGS PER SHARE INFORMATION:</b>                                     |                |                |                |
| Basic earnings per share attributable to Core Laboratories N.V.            | \$4.58         | \$3.99         | \$3.23         |
| Diluted earnings per share attributable to Core Laboratories N.V.          | \$4.54         | \$3.82         | \$3.00         |
| Cash dividends per share   | \$1.12         | \$1.00         | \$0.89         |
| <b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:</b>                         |                |                |                |
| Basic  | 47,211         | 46,286         | 44,830         |
| Diluted  | 47,553         | 48,393         | 48,241         |

The accompanying notes are an integral part of these Consolidated Financial Statements.

F-3

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CORE LABORATORIES N.V.  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
For the Years Ended December 31, 2012, 2011 and 2010  
(In thousands)

|   | 2012      | 2011      | 2010      |   |
|---|-----------|-----------|-----------|---|
| Net income  | \$216,612 | \$184,644 | \$145,401 |   |
| Pension and other postretirement benefit plans                        |           |           |           |   |
| Adjustment of unrecognized pension actuarial gain (loss)              | (8,956    | ) 5,591   | (17       | ) |
| Prior service cost  |           |           |           |   |
| Amortization to net income of transition asset                        | (87       | ) (87     | ) (87     | ) |
| Amortization to net income of prior service cost                      | 159       | 159       | 159       |   |
| Amortization to net income of net loss                                | —         | 326       | 378       |   |
| Income taxes on pension and other postretirement benefit plans        | 2,210     | (1,521    | ) (104    | ) |
| Comprehensive income  | 209,938   | 189,112   | 145,730   |   |
| Comprehensive income (loss) attributable to non-controlling interests | 541       | (40       | ) 484     |   |
| Comprehensive income attributable to Core Laboratories N.V.           | \$209,397 | \$189,152 | \$145,246 |   |

The accompanying notes are an integral part of these Consolidated Financial Statements.

F-4

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CORE LABORATORIES N.V.  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
For the Years Ended December 31, 2012, 2011 and 2010  
(In thousands, except share data)

|   | Common Shares<br>Number of<br>Shares | Par<br>Value | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Treasury Stock<br>Number of<br>Shares | Amount      | Non-<br>Controlling<br>Interest | Total<br>Equity |
|---|--------------------------------------|--------------|----------------------------------|----------------------|---|---------------------------------------|-------------|---------------------------------|-----------------|
| BALANCE,<br>December 31,<br>2009  | 51,039,912                           | \$1,316      | \$61,833                         | \$469,454            | \$(6,536)   | 5,066,504                             | \$(246,699) | \$2,390                         | \$281,758       |
| Stock options<br>exercised, net of<br>capital taxes                             | —                                    | —            | (1,537)                          | —                    | —   | (46,230)                              | 1,883       | —                               | 346             |
| Stock-based<br>compensation,<br>net of awards<br>issued                         | —                                    | —            | 1,424                            | (575)                | —   | (186,198)                             | 7,668       | —                               | 8,517           |
| Tax benefit of<br>stock-based<br>awards issued                                  | —                                    | —            | 967                              | —                    | —   | —                                     | —           | —                               | 967             |
| Repurchases of<br>common shares   | —                                    | —            | —                                | —                    | —   | 1,493,017                             | (92,487)    | —                               | (92,487)        |
| Dividends paid  | —                                    | —            | —                                | (39,791)             | —   | —                                     | —           | —                               | (39,791)        |
| Cancellation of<br>treasury shares<br>Equity<br>component of<br>short-term debt | (1,300,000)                          | (33)         | (33,744)                         | (17,733)             | —   | (1,300,000)                           | 51,510      | —                               | —               |
| Exchange of<br>senior<br>exchangeable<br>notes                                  | —                                    | —            | (19,965)                         | (19,281)             | —   | (808,367)                             | 35,435      | —                               | (3,811)         |
| Non-controlling<br>interest<br>contributions                                    | —                                    | —            | —                                | —                    | —   | —                                     | —           | 156                             | 156             |
| Non-controlling<br>interest dividend  | —                                    | —            | —                                | —                    | —   | —                                     | —           | (181)                           | (181)           |
| Other<br>comprehensive<br>income  | —                                    | —            | —                                | —                    | 329   | —                                     | —           | —                               | 329             |
| Net income  | —                                    | —            | —                                | 144,917              | —   | —                                     | —           | 484                             | 145,401         |
| BALANCE,<br>December 31,<br>2010  | 49,739,912                           | \$1,283      | \$114                            | \$536,991            | \$(6,207)   | 4,218,726                             | \$(242,690) | \$2,849                         | \$292,340       |

The accompanying notes are an integral part of these Consolidated Financial Statements.

F-5

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CORE LABORATORIES N.V.  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Continued)  
For the Years Ended December 31, 2012, 2011 and 2010  
(In thousands, except share data)

|   | Common Shares<br>Number of<br>Shares | Par<br>Value | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Treasury Stock<br>Number of<br>Shares | Amount      | Non-<br>Controlling<br>Interest | Total<br>Equity |
|---|--------------------------------------|--------------|----------------------------------|----------------------|---|---------------------------------------|-------------|---------------------------------|-----------------|
| BALANCE,<br>December 31,<br>2010                        | 49,739,912                           | \$1,283      | \$114                            | \$536,991            | \$(6,207)   | 4,218,726                             | \$(242,690) | \$2,849                         | \$292,340       |
| Stock options<br>exercised, net of<br>capital taxes     | —                                    | —            | (1,672)                          | —                    | —   | (42,400)                              | 1,969       | —                               | 297             |
| Stock-based<br>compensation,<br>net of awards<br>issued | —                                    | —            | 9,588                            | (1,992)              | —   | (177,271)                             | 9,569       | —                               | 17,165          |
| Tax benefit of<br>stock-based<br>awards issued          | —                                    | —            | 2,559                            | —                    | —   | —                                     | —           | —                               | 2,559           |
| Repurchases of<br>common shares                         | —                                    | —            | —                                | —                    | —   | 669,649                               | (61,825)    | —                               | (61,825)        |
| Dividends paid  | —                                    | —            | —                                | (46,027)             | —   | —                                     | —           | —                               | (46,027)        |
| Cancellation of<br>treasury shares                      | (702,106)                            | (21)         | —                                | (40,894)             | —   | (702,106)                             | 40,915      | —                               | —               |
| Equity<br>component of<br>short-term debt               | —                                    | —            | 8,864                            | —                    | —   | —                                     | —           | —                               | 8,864           |
| Exchange of<br>senior<br>exchangeable<br>notes          | —                                    | —            | (13,603)                         | (90,192)             | —   | (1,851,869)                           | 101,473     | —                               | (2,322)         |
| Settlement of<br>Warrants                               | —                                    | —            | (3,724)                          | (258,910)            | —   | (706,395)                             | 43,183      | —                               | (219,451)       |
| Non-controlling<br>interest<br>contributions            | —                                    | —            | —                                | —                    | —   | —                                     | —           | 1,194                           | 1,194           |
| Non-controlling<br>interest dividend                    | —                                    | —            | —                                | —                    | —   | —                                     | —           | (251)                           | (251)           |
| Other<br>comprehensive<br>income                        | —                                    | —            | —                                | —                    | 4,468   | —                                     | —           | —                               | 4,468           |
| Net income (loss)                                       | —                                    | —            | —                                | 184,684              | —   | —                                     | —           | (40)                            | 184,644         |
| BALANCE,<br>December 31,<br>2011                        | 49,037,806                           | \$1,262      | \$2,126                          | \$283,660            | \$(1,739)   | 1,408,334                             | \$(107,406) | \$3,752                         | \$181,655       |
|   | —                                    | —            | (60)                             | —                    | —   | (1,042)                               | 65          | —                               | 5               |



|  |              |         |          |           |            |              |             |         |            |
|--|--------------|---------|----------|-----------|------------|--------------|-------------|---------|------------|
| Stock options exercised, net of capital taxes  |              |         |          |           |            |              |             |         |            |
| Stock-based compensation, net of awards issued | —            | —       | 276      | (6,530 )  | —          | (299,964 )   | 24,635      | —       | 18,381     |
| Tax benefit of stock-based awards issued       | —            | —       | 5,226    | —         | —          | —            | —           | —       | 5,226      |
| Repurchases of common shares                   | —            | —       | —        | —         | —          | 1,581,069    | (175,732 )  | —       | (175,732 ) |
| Dividends paid                                 | —            | —       | —        | (52,950 ) | —          | —            | —           | —       | (52,950 )  |
| Cancellation of treasury shares                | (1,138,224 ) | (29 )   | (7,568 ) | (78,996 ) | —          | (1,138,224 ) | 86,593      | —       | —          |
| Purchase of non-controlling interest           | —            | —       | —        | —         | —          | —            | —           | (110 )  | (110 )     |
| Non-controlling interest contribution          | —            | —       | —        | —         | —          | —            | —           | 1,800   | 1,800      |
| Non-controlling interest dividend              | —            | —       | —        | —         | —          | —            | —           | (300 )  | (300 )     |
| Other  | 2            | —       | —        | —         | —          | —            | —           | —       | —          |
| Other comprehensive income                     | —            | —       | —        | —         | (6,674 )   | —            | —           | —       | (6,674 )   |
| Net income (loss)                              | —            | —       | —        | 216,071   | —          | —            | —           | 541     | 216,612    |
| BALANCE, December 31, 2012                     | 47,899,584   | \$1,233 | \$—      | \$361,255 | \$(8,413 ) | 1,550,173    | \$(171,845) | \$5,683 | \$187,913  |

The accompanying notes are an integral part of these Consolidated Financial Statements.

CORE LABORATORIES N.V.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the Years Ended December 31, 2012, 2011 and 2010  
(In thousands)

|   | 2012       | 2011       | 2010       |
|---|------------|------------|------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                      |            |            |            |
| Net income  | \$216,612  | \$184,644  | \$145,401  |
| Adjustments to reconcile net income to net cash provided by operating activities: |            |            |            |
| Equity in earnings of affiliates  | (646 )     | (274 )     | (376 )     |
| Stock-based compensation  | 18,381     | 17,165     | 8,517      |
| Depreciation and amortization   | 22,917     | 23,303     | 23,113     |
| Non-cash interest expense   | 479        | 5,956      | 15,087     |
| Loss on exchange of Senior Exchangeable Notes                                     | —          | 1,012      | 1,939      |
| Realization of pension obligation   | (53 )      | 303        | 137        |
| (Increase) decrease in value of life insurance policies                           | (1,636 )   | 285        | (1,950 )   |
| Deferred income taxes   | 3,605      | (6,549 )   | (10,135 )  |
| Other non-cash items  | 962        | (695 )     | 1,911      |
| Changes in assets and liabilities, net of effects of acquisitions:                |            |            |            |
| Accounts receivable   | (16,664 )  | (12,082 )  | (22,412 )  |
| Inventories   | 3,224      | (16,033 )  | (2,438 )   |
| Prepaid expenses and other current assets   | (12,904 )  | (1,228 )   | 21,455     |
| Other assets  | 426        | 680        | (102 )     |
| Accounts payable  | (3,672 )   | 11,969     | 11,701     |
| Accrued expenses  | 4,871      | (13,754 )  | 13,701     |
| Other long-term liabilities   | 1,300      | 9,424      | 283        |
| Net cash provided by operating activities   | 237,202    | 204,126    | 205,832    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                      |            |            |            |
| Capital expenditures  | (31,151 )  | (29,927 )  | (27,569 )  |
| Patents and other intangibles   | (1,648 )   | (220 )     | (233 )     |
| Acquisitions, net of cash acquired  | (556 )     | (18,821 )  | (9,000 )   |
| Cash in escrow  | 2,188      | (2,179 )   | —          |
| Investment in non-consolidated affiliates   | (322 )     | —          | —          |
| Proceeds from sale of assets  | 667        | 900        | 669        |
| Proceeds from insurance recovery  | 101        | 1,300      | —          |
| Premiums on life insurance  | (3,283 )   | (3,071 )   | (2,604 )   |
| Net cash used in investing activities   | (34,004 )  | (52,018 )  | (38,737 )  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                      |            |            |            |
| Repayment of debt borrowings  | (112,346 ) | (348,564 ) | (82,251 )  |
| Proceeds from debt borrowings   | 121,000    | 417,426    | —          |
| Stock options exercised   | 5          | 297        | 346        |
| Excess tax benefits from stock-based payments                                     | 5,226      | 2,559      | 967        |
| Debt financing costs  | (7 )       | (2,014 )   | (1,019 )   |
| Settlement of warrants  | —          | (219,451 ) | —          |
| Non-controlling interest - contributions  | 1,800      | 1,194      | 156        |
| Non-controlling interest - dividend   | (300 )     | (251 )     | (181 )     |
| Dividends paid  | (52,950 )  | (46,027 )  | (39,791 )  |
| Repurchase of common shares   | (175,732 ) | (61,825 )  | (92,487 )  |
| Net cash used in financing activities   | (213,304 ) | (256,656 ) | (214,260 ) |

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|  |           |            |            |
|--|-----------|------------|------------|
| NET CHANGE IN CASH AND CASH EQUIVALENTS      | (10,106 ) | (104,548 ) | (47,165 )  |
| CASH AND CASH EQUIVALENTS, beginning of year | 29,332    | 133,880    | 181,045    |
| CASH AND CASH EQUIVALENTS, end of year       | \$ 19,226 | \$ 29,332  | \$ 133,880 |

The accompanying notes are an integral part of these Consolidated Financial Statements.

F-7

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CORE LABORATORIES N.V.  
 CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)  
 For the Years Ended December 31, 2012, 2011 and 2010  
 (In thousands)

|  | 2012      | 2011      | 2010      |
|--|-----------|-----------|-----------|
| Supplemental disclosures of cash flow information: |           |           |           |
| Cash payments for interest                         | \$ 7,352  | \$ 2,308  | \$ 566    |
| Cash payments for income taxes                     | \$ 85,660 | \$ 74,724 | \$ 57,259 |
| Non-cash investing and financing activities:       |           |           |           |
| Financed capital expenditures                      | \$ 3,910  | \$ 1,273  | \$ —      |

The accompanying notes are an integral part of these Consolidated Financial Statements.

F-8

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CORE LABORATORIES N.V.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

## 1. DESCRIPTION OF BUSINESS

Core Laboratories N.V. ("Core Laboratories", "we", "our" or "us") is a Netherlands limited liability company. We were established in 1936 and are one of the world's leading providers of proprietary and patented reservoir description, production enhancement and reservoir management services to the oil and gas industry. These services are directed toward enabling our clients to improve reservoir performance and increase oil and gas recovery from their producing fields. We have over 70 offices in more than 50 countries and have approximately 5,000 employees.

Our business units have been aggregated into three complementary segments which provide services and products for improving reservoir performance and increasing oil and gas recovery from new and existing fields: (1) Reservoir Description, (2) Production Enhancement and (3) Reservoir Management. For a description of product types and services offered by these business segments, see Note 15 Segment Reporting.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Principles of Consolidation

The accompanying Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the U.S. ("U.S. GAAP" or "GAAP"), and include the accounts of Core Laboratories and its subsidiaries for which we have a controlling voting interest and/or a controlling financial interest. All inter-company transactions and balances have been eliminated in consolidation. The equity method of accounting is used to record our interest in investments in which we have less than a majority interest and do not exercise significant control. We use the cost method to record certain other investments in which we own less than 20% of the outstanding equity and do not exercise significant control. We record non-controlling interest associated with consolidated subsidiaries that are less than 100% owned.

### Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. We evaluate our estimates on an ongoing basis and utilize our historical experience, as well as various other assumptions that we believe are reasonable in a given circumstance, in order to make these estimates. Actual results could differ from our estimates, as assumptions and conditions change.

The following accounts, among others, require us to use critical estimates and assumptions:

- allowance for doubtful accounts;
- inventory reserves;
- depreciation and amortization;
- long-lived assets, intangibles and goodwill;
- income taxes;
- pensions and other postretirement benefits; and
- stock-based compensation.

Accounting policies relating to these accounts and the nature of these estimates are further discussed under the applicable caption. For each of these critical estimates it is at least reasonably possible that changes in these estimates will occur in the short term which may impact our financial position or results of operations.

Cash and Cash Equivalents

F-9

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Cash and cash equivalents include all short-term, highly liquid instruments purchased with an original maturity of three months or less. These items are carried at cost, which approximates market value.

#### Concentration of Credit Risk

Our financial instruments that potentially subject us to concentrations of credit risk relate primarily to cash and cash equivalents and trade accounts receivable. All cash and cash equivalents are on deposit at commercial banks or investment firms with significant financial resources. Our trade receivables are with a variety of domestic, international and national oil and gas companies. We had no clients who provided more than 10% of our revenue for the years ended December 31, 2012, 2011 and 2010. We consider our credit risk related to trade accounts receivable to be limited due to the creditworthiness and financial resources of our clients. We evaluate our estimate of the allowance for doubtful accounts on an on-going basis throughout the year.

#### Accounts Receivable

Trade accounts receivable are recorded at their invoiced amounts and do not bear interest. We perform ongoing credit evaluations of our clients and monitor collections and payments in order to maintain a provision for estimated uncollectible accounts based on our historical collection experience and our current aging of client receivables outstanding, in addition to client's representations and our understanding of the economic environment in which our clients operate. Based on our review we establish or adjust allowances for specific clients and the accounts receivable as a whole, and recognize expense. When an account is determined to be uncollectible, we charge the receivable to our allowance for doubtful accounts. Our allowance for doubtful accounts totaled \$3.5 million and \$3.8 million at December 31, 2012 and 2011, respectively. The net carrying value of accounts receivable is considered to be representative of its respective fair value.

#### Inventories

Inventories consist of manufactured goods, materials and supplies used for sales or services to clients. Inventories are stated at the lower of cost or estimated net realizable value. Inventory costs are recorded at standard cost which approximates the first-in, first-out method.

#### Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets are comprised primarily of current deferred tax assets, prepaid insurance, value added taxes and prepaid rents.

#### Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation. Major renewals and improvements are capitalized while maintenance and repair costs are charged to expense as incurred. They are depreciated using the straight-line method based on their individual estimated useful lives, except for leasehold improvements, which are depreciated over the remaining lease term, if shorter. We estimate the useful lives and salvage values of our assets based on historical data as follows:

|                                      |              |
|--------------------------------------|--------------|
| Buildings and leasehold improvements | 3 - 40 years |
| Machinery and equipment              | 3 - 10 years |

When long-lived assets are sold or retired, the remaining costs and related accumulated depreciation are removed from the accounts and any resulting gain or loss is included in income. These capitalized long-lived assets could become



impaired if our operating plans or business environment changes.

We review our long-lived assets, including definite-lived intangible assets, for impairment when events or changes in circumstances indicate that their net book value may not be recovered over their remaining service lives. Indicators of possible impairment may include significant declines in activity levels in regions where specific assets or groups of assets are located, extended periods of idle use, declining revenue or cash flow or overall changes in general market conditions.

Whenever possible impairment is indicated, we compare the carrying value of the assets to the sum of the estimated undiscounted future cash flows expected from use, plus salvage value, less the costs of the subsequent disposition of the assets.

F-10

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If impairment is still indicated, we compare the fair value of the assets to the carrying amount, and recognize an impairment loss for the amount by which the carrying value exceeds the fair value. We did not record any impairment charges relating to our long-lived assets held for use during the years ended December 31, 2012, 2011 or 2010.

#### Intangibles and Goodwill

Intangible assets, including patents, trademarks, and trade names, are carried at cost less accumulated amortization. Intangibles with determinable lives are amortized using the straight-line method based on the estimated useful life of the intangible. Intangibles with indeterminable lives, which consist primarily of corporate trade names, are not amortized, but are tested for impairment annually or whenever events or changes in circumstances indicate that impairment is possible.

We record goodwill as the excess of the purchase price over the fair value of the net assets acquired in acquisitions accounted for under the purchase method of accounting. We test goodwill for impairment annually, or more frequently if circumstances indicate possible impairment.

We evaluated our goodwill for impairment by comparing the fair value of each of our reporting units, which are our reportable segments, to their net carrying value as of the balance sheet date, after excluding inter-company transactions and allocating corporate assets to the reporting units. We estimated the fair value of each reporting unit using a discounted future cash flow analysis. Estimated future cash flows were based on the Company's best estimate of future performance. Our impairment analysis is quantitative; however, it includes subjective estimates based on assumptions regarding future growth rates, interest rates and operating expenses. If the carrying value of the reporting unit exceeds the fair value determined, an impairment loss is recorded to the extent that the implied fair value of the goodwill of the reporting unit is less than its carrying value. Any subsequent impairment loss could result in a material adverse effect upon our financial position and results of operations. We did not record impairment charges relating to our goodwill or our indefinite-lived intangible assets during the years ended December 31, 2012 and 2011.

We have never identified nor recorded any impairments relating to the goodwill of our current continuing operations.

#### Other Assets

Cash surrender value of life insurance relates to postretirement benefit plans. See Note 10 Pensions and Other Postretirement Benefit Plans. Investments include our investments in unconsolidated affiliates accounted for under the equity method. The operations of these entities are in-line with those of our core businesses. These entities are not considered special purpose entities nor do we have special off-balance sheet arrangements through these entities. The debt issuance costs are being amortized over the life of the respective debt instruments.

Other assets consisted of the following (in thousands):

|  | 2012     | 2011     |
|--|----------|----------|
| Cash surrender value of life insurance   | \$21,736 | \$17,663 |
| Investments in unconsolidated affiliates | 1,851    | 969      |
| Debt issuance costs                      | 2,125    | 2,597    |
| Other                                    | 3,197    | 3,131    |
| Total other assets                       | \$28,909 | \$24,360 |

#### Accounts Payable

Trade accounts payable are recorded at their invoiced amounts and do not bear interest. The carrying value of accounts payable is considered to be representative of its respective fair value.

#### Income Taxes

We recognize deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the Consolidated Financial Statements or tax returns. Deferred tax assets and liabilities are determined based on the difference between the financial statement and the tax basis of assets and liabilities using enacted tax rates in effect for the year in which the asset is recovered or the liability is settled. We include interest and penalties from tax judgments in income tax expense.

F-11

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We record a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in our tax return. We also recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense. See Note 9 Income Taxes.

### Comprehensive Income

Comprehensive income is comprised of net income and other charges or credits to equity that are not the result of transactions with owners. For the years ended December 31, 2012, 2011 and 2010, other comprehensive income related to prior service costs and an unrecognized net actuarial gain and loss from a pension plan. See Note 10 Pensions and Other Postretirement Benefit Plans.

### Revenue Recognition

We recognize revenue when we determine that the following criteria are met: (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred or services have been rendered; (iii) the fee is fixed or determinable; and (iv) collectability is reasonably assured.

**Services Revenue:** We provide a variety of services to clients in the oil and gas industry. Where services are provided related to the testing and analysis of rock and fluids, we recognize revenue upon the provision of the test results or analysis to the client. For our design, field engineering and completion diagnostic services, we recognize revenue upon the delivery of those services at the well site. In the case of our consortium studies, revenue is recognized when the reservoir model solution is presented to our clients. We conduct testing and provide analysis services in support of our consortium studies recognizing revenue as the testing and analysis results are made available to our consortium members.

**Product Sales Revenue:** We manufacture equipment that we sell to our clients in the oil and gas well industry. Revenue is recognized when title to that equipment passes to the client, which is typically when the product is shipped to the client or picked up by the client at our facilities, as set out in the contract.

All advance client payments are classified as unearned revenue until services are performed or product title is transferred. All known or anticipated losses on contracts are provided for currently.

### Foreign Currencies

Our functional currency is the U.S. Dollar ("USD"). All inter-company financing, transactions and cash flows of our subsidiaries are transacted in USD. Our foreign entities remeasure monetary assets and liabilities to USD at year-end exchange rates, while non-monetary items are measured at historical rates. Revenue and expenses are remeasured at the applicable month-end rate, except for depreciation, amortization and certain components of cost of sales, which are measured at historical rates. For the year ended December 31, 2012, we incurred a net remeasurement loss of approximately \$0.1 million primarily due to the strengthening of the USD against the Euro, the British Pound, and the Canadian Dollar, while in the year ended December 31, 2011, we incurred a net remeasurement loss of approximately \$1.8 million, and a net remeasurement loss of approximately \$1.0 million in the year ended December 31, 2010. These amounts were included in Other (Income) Expense, net in the accompanying Consolidated Statements of Operations.

### Pensions and Other Postretirement Benefits

We maintain a non-contributory defined benefit pension plan for substantially all of our Dutch employees ("Dutch Plan") who were hired prior to 2007 based on years of service and final pay or career average pay, depending on when the employee began participating. As required by current accounting standards, we recognize net periodic pension

costs associated with this plan in income from current operations and recognize the unfunded status of the plan, if any, as a long-term liability. In addition, we recognize as a component of other comprehensive income, the gains or losses and prior service costs or credits that arise during the period but are not recognized as components of net periodic pension cost. The projection of benefit obligation and fair value of plan assets requires the use of assumptions and estimates. Actual results could differ from those estimates. See Note 10 Pensions and Other Postretirement Benefit Plans. Furthermore, we sponsor several defined contribution plans for the benefit of our employees. We expense these contributions in the period the contribution is made.

#### Non-controlling Interests

We maintain non-controlling interests in several investment ventures and disclose such interests clearly as a portion of equity separate from the parent's equity. The amount of consolidated net income attributable to these non-controlling interests must

F-12

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also be clearly presented on the Consolidated Statements of Operations. In addition, when a subsidiary is deconsolidated, any retained non-controlling equity investment in the former subsidiary will be initially measured at fair value and recorded as a gain or loss.

### Stock-Based Compensation

We have two stock-based compensation plans, as described in further detail in Note 13 to our Consolidated Financial Statements. For new awards issued and awards modified, repurchased or canceled, the compensation expense is equal to the fair value of the award at the date of the grant and is recognized in the Consolidated Statement of Operations for those awards earned over the requisite service period of the award.

### Earnings Per Share

We compute basic earnings per common share by dividing net income attributable to Core Laboratories N.V. by the weighted average number of common shares outstanding during the period. Diluted earnings per common and potential common share include additional shares in the weighted average share calculations associated with the incremental effect of dilutive employee stock options, restricted stock awards and contingently issuable shares, as determined using the treasury stock method. The following table summarizes the calculation of weighted average common shares outstanding used in the computation of diluted earnings per share (in thousands):

|   | For the Years Ended December 31, |        |        |
|---|----------------------------------|--------|--------|
|   | 2012                             | 2011   | 2010   |
| Weighted average basic common shares outstanding                        | 47,211                           | 46,286 | 44,830 |
| Effect of dilutive securities:  |                                  |        |        |
| Stock options   | 12                               | 19     | 57     |
| Performance shares  | 129                              | 75     | 40     |
| Restricted stock  | 201                              | 255    | 585    |
| Senior exchangeable notes   | —                                | 857    | 1,700  |
| Warrants  | —                                | 901    | 1,029  |
| Weighted average diluted common and potential common shares outstanding | 47,553                           | 48,393 | 48,241 |

### Reclassifications

Certain reclassifications were made to prior year amounts in order to conform to the current year's presentation. These reclassifications had no impact on reported net income for the years ended December 31, 2011 and 2010.

## 3. ACQUISITIONS

In 2011, we acquired a business providing additional manufacturing capacity for our Canadian operations for \$18.8 million in cash. We have accounted for this acquisition by allocating the purchase price to the net assets acquired based on their estimated fair values at the date of acquisition, resulting in an increase to goodwill of \$8.6 million and an increase of \$0.5 million in intangible assets. In 2012, a post-closing adjustment was recorded that increased the purchase price and goodwill by \$0.6 million. The acquisition was recorded in the Production Enhancement business segment.

In 2010, we acquired fracture diagnostics assets for \$9.0 million in cash. The acquisition was recorded in the Production Enhancement business segment and resulted in an increase of \$5.6 million in goodwill and an increase of

\$3.2 million in intangible assets.

The acquisition of these entities did not have a material impact on our Consolidated Balance Sheet or Consolidated Statements of Operations.

#### 4. INVENTORIES

Inventories consisted of the following at December 31, 2012 and 2011 (in thousands):

F-13

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|                     | 2012     | 2011     |
|---------------------|----------|----------|
| Finished goods      | \$38,572 | \$32,604 |
| Parts and materials | 8,818    | 18,004   |
| Work in progress    | 1,875    | 2,606    |
| Total inventories   | \$49,265 | \$53,214 |

We include freight costs incurred for shipping inventory to our clients in the Cost of product sales caption in the accompanying Consolidated Statements of Operations.

## 5. PROPERTY, PLANT AND EQUIPMENT

The components of property, plant and equipment were as follows at December 31, 2012 and 2011 (in thousands):

|  | 2012      | 2011      |
|--|-----------|-----------|
| Land   | \$6,791   | \$6,800   |
| Building and leasehold improvements              | 91,593    | 81,628    |
| Machinery and equipment                          | 213,095   | 196,254   |
| Total property, plant and equipment              | 311,479   | 284,682   |
| Less - accumulated depreciation and amortization | (186,061) | (169,387) |
| Property, plant and equipment, net               | \$125,418 | \$115,295 |

## 6. INTANGIBLES

The components of intangibles as of December 31, 2012 and 2011 are as follows (in thousands):

|                                 | Original<br>life in years | 2012<br>Gross<br>Carrying<br>Value | Accumulated<br>Amortization | 2011<br>Gross<br>Carrying<br>Value | Accumulated<br>Amortization |
|---------------------------------|---------------------------|------------------------------------|-----------------------------|------------------------------------|-----------------------------|
| Acquired trade secrets          | 2-20                      | \$1,518                            | \$992                       | \$1,781                            | \$1,127                     |
| Acquired patents and trademarks | 4-10                      | 4,435                              | 1,807                       | 3,862                              | 2,510                       |
| Agreements not to compete       | 3-5                       | 3,286                              | 1,975                       | 4,578                              | 2,625                       |
| Acquired trade names            | 20                        | 544                                | 183                         | 662                                | 292                         |
| Acquired trade names            | Indefinite                | 3,895                              | —                           | 3,892                              | —                           |
| Total intangibles               |                           | \$13,678                           | \$4,957                     | \$14,775                           | \$6,554                     |

Our estimated amortization expense relating to these intangibles for the next five years is summarized in the following table (in thousands):

|      |         |
|------|---------|
| 2013 | \$1,132 |
| 2014 | \$1,210 |
| 2015 | \$560   |
| 2016 | \$538   |
| 2017 | \$538   |



F-14

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## 7. GOODWILL

The changes in the carrying amount of goodwill for each reportable segment for the years ended December 31, 2012, 2011 and 2010 were as follows (in thousands):

|                                   | Reservoir<br>Description | Production<br>Enhancement | Reservoir Management | Total     |
|-----------------------------------|--------------------------|---------------------------|----------------------|-----------|
| Balance at December 31, 2010      | \$80,932                 | \$70,440                  | \$ 2,845             | \$154,217 |
| Goodwill acquired during the year | —                        | 8,570                     | —                    | 8,570     |
| Balance at December 31, 2011      | 80,932                   | 79,010                    | 2,845                | 162,787   |
| Goodwill acquired during the year | —                        | 550                       | —                    | 550       |
| Balance at December 31, 2012      | \$80,932                 | \$79,560                  | \$ 2,845             | \$163,337 |

## 8. DEBT AND CAPITAL LEASE OBLIGATIONS

Debt at December 31, 2012 and 2011 is summarized in the following table (in thousands):

|   | December 31, 2012 | December 31, 2011 |
|---|-------------------|-------------------|
| Senior Notes  | 150,000           | 150,000           |
| Credit Facility   | 84,000            | 73,000            |
| Capital lease obligations   | 73                | 132               |
| Other indebtedness  | —                 | 2,287             |
| Total debt  | 234,073           | 225,419           |
| Less - current maturities of long-term debt and capital lease obligations | 40                | 2,344             |
| Long-term debt and capital lease obligations, net                         | \$ 234,033        | \$ 223,075        |

In 2011, we issued two series of senior notes with an aggregate principal amount of \$150 million ("Senior Notes") in a private placement transaction. Series A consists of \$75 million in aggregate principal amount of notes that bear interest at a fixed rate of 4.01% and are due in full on September 30, 2021. Series B consists of \$75 million in aggregate principal amount of notes that bear interest at a fixed rate of 4.11% and are due in full on September 30, 2023. Interest on each series of the Senior Notes is payable semi-annually on March 30 and September 30.

We maintain a revolving credit facility (the "Credit Facility") with an aggregate borrowing capacity of \$300 million at December 31, 2012. The Credit Facility provides an option to increase the commitment under the Credit Facility to \$350 million, if certain conditions are met. The Credit Facility bears interest at variable rates from LIBOR plus 1.50% to a maximum of LIBOR plus 2.25%. Any outstanding balance under the Credit Facility is due September 28, 2016 when the Credit Facility matures. Interest payment terms are variable depending upon the specific type of borrowing under this facility. Our available capacity at any point in time is reduced by borrowings outstanding at the time and outstanding letters of credit which totaled \$17.0 million at December 31, 2012, resulting in an available borrowing capacity under the Credit Facility of \$199.0 million. In addition to those items under the Credit Facility, we had \$22.9 million of outstanding letters of credit and performance guarantees and bonds from other sources at December 31, 2012.

The terms of the Credit Facility and Senior Notes require us to meet certain covenants, including, but not limited to, certain minimum equity and cash flow ratios. We believe that we are in compliance with all such covenants contained in our credit agreements. Certain of our material, wholly-owned subsidiaries are guarantors or co-borrowers under the Credit Facility and Senior Notes.

The estimated fair value of total debt at December 31, 2012 and 2011 approximated the book value of total debt. The fair value was estimated using Level 2 inputs by calculating the sum of the discounted future interest and principal payments through the date of maturity.

F-15

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## 9. INCOME TAXES

The components of income before income tax expense for 2012, 2011 and 2010 are as follows (in thousands):

|                                  | 2012      | 2011      | 2010      |
|----------------------------------|-----------|-----------|-----------|
| United States                    | \$135,992 | \$115,413 | \$86,985  |
| Other countries                  | 152,468   | 123,429   | 122,163   |
| Income before income tax expense | \$288,460 | \$238,842 | \$209,148 |

The components of income tax expense for 2012, 2011 and 2010 are as follows (in thousands):

|                      | 2012     | 2011     | 2010      |
|----------------------|----------|----------|-----------|
| Current:             |          |          |           |
| United States        | \$42,934 | \$43,632 | \$38,704  |
| Other countries      | 20,965   | 11,515   | 30,357    |
| State and provincial | 4,344    | 5,600    | 4,821     |
|                      | 68,243   | 60,747   | 73,882    |
| Deferred:            |          |          |           |
| United States        | 963      | (8,905 ) | (9,699 )  |
| Other countries      | 2,677    | 2,892    | 100       |
| State and provincial | (35 )    | (536 )   | (536 )    |
| Total deferred       | 3,605    | (6,549 ) | (10,135 ) |
| Income tax expense   | \$71,848 | \$54,198 | \$63,747  |

The differences in income tax expense computed using The Netherlands statutory income tax rate of 25%, 25% and 25.5% in 2012, 2011 and 2010, respectively, and our income tax expense as reported in the accompanying Consolidated Statements of Operations for 2012, 2011 and 2010 are as follows (in thousands):