

CORE LABORATORIES N V
Form 10-Q
July 27, 2007

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2007

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
(State of other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer Identification No.)

Herengracht 424
1017 BZ Amsterdam
The Netherlands
(Address of principal executive offices)

Not Applicable
(Zip Code)

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

None
(Former name, former address and former fiscal year, if changed since last report)

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 [X]
No []

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

Large accelerated filer [X] Accelerated filer [] Non-accelerated filer []

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

The number of common shares of the Registrant, par value EUR 0.04 per share, outstanding at July 26, 2007 was 23,562,106.

CORE LABORATORIES N.V.
FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2007

INDEX

	Page
PART I - FINANCIAL INFORMATION	
Item 1.	Financial Statements
	<u>Consolidated Balance Sheets at June 30, 2007 (Unaudited) and December 31, 2006</u>
	1
	<u>Consolidated Statements of Operations (Unaudited) for the Three Months Ended</u>
	<u>June 30, 2007 and 2006</u>
	2
	<u>Consolidated Statements of Operations (Unaudited) for the Six Months Ended</u>
	<u>June 30, 2007 and 2006</u>
	3
	<u>Consolidated Statements of Cash Flows (Unaudited) for the Six Months Ended</u>
	<u>June 30, 2007 and 2006</u>
	4
	<u>Notes to Unaudited Consolidated Interim Financial Statements</u>
	5
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>
	17
Item 3.	<u>Quantitative and Qualitative Disclosures of Market Risk</u>
	25
Item 4.	<u>Controls and Procedures</u>
	25
PART II - OTHER INFORMATION	
Item 1.	<u>Legal Proceedings</u>
	26

Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	26
Item 4.	<u>Submission of Matters to a Vote of Shareholders</u>	26
Item 6.	<u>Exhibits</u>	28
	<u>Signature</u>	29

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CORE LABORATORIES N.V.

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

	June 30, 2007 (Unaudited)	December 31, 2006
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 54,381	\$ 54,223
Accounts receivable, net of allowance for doubtful accounts of \$4,217 and \$4,340 at 2007 and 2006, respectively	128,680	112,055
Inventories, net	31,948	30,199
Prepaid expenses and other current assets	32,649	29,075
TOTAL CURRENT ASSETS	247,658	225,552
PROPERTY, PLANT AND EQUIPMENT, net	86,803	87,734
INTANGIBLES, net	6,570	6,602
GOODWILL	132,618	132,618
DEFERRED TAX ASSETS	36,347	33,032
OTHER ASSETS	15,963	15,677
TOTAL ASSETS	\$ 525,959	\$ 501,215
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt and capital lease obligations	\$ 680	\$ 2,762
Accounts payable	48,249	37,460
Accrued payroll and related costs	24,593	24,707
Taxes other than payroll and income	8,163	8,714
Unearned revenues	7,584	6,853
Other accrued expenses	10,033	8,424
TOTAL CURRENT LIABILITIES	99,302	88,920
LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS	300,002	300,002

DEFERRED COMPENSATION	12,308	10,413
OTHER LONG-TERM LIABILITIES	35,962	28,598
COMMITMENTS AND CONTINGENCIES		
MINORITY INTEREST	1,477	1,446
SHAREHOLDERS' EQUITY:		
Preference shares, EUR 0.04 par value; 3,000,000 shares authorized, none issued or outstanding	-	-
Common shares, EUR 0.04 par value; 100,000,000 shares authorized, 24,032,429 issued and 23,861,629 outstanding at 2007 and 25,608,511 issued and 23,225,121 outstanding at 2006	1,356	1,450
Additional paid-in capital	9,034	23,182
Retained earnings	85,334	224,110
Accumulated other comprehensive income	(2,036)	(2,072)
Treasury shares (at cost), 170,800 at 2007 and 2,383,390 at 2006	(16,780)	(174,834)
TOTAL SHAREHOLDERS' EQUITY	76,908	71,836
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 525,959	\$ 501,215

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

[Return to Index](#)

CORE LABORATORIES N.V.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

	Three Months Ended	
	2007	2006
	June 30, (Unaudited)	
REVENUES:		
Services	\$ 126,187	\$ 106,338
Product Sales	42,206	33,679
	168,393	140,017
OPERATING EXPENSES:		
Cost of services	84,423	75,345
Cost of sales	28,926	24,850
General and administrative expenses	9,720	8,663
Depreciation	4,802	3,986
Amortization	95	102
Other (income), net	(1,473)	(1,546)
OPERATING INCOME	41,900	28,617
Interest expense	635	1,531

Income before income tax expense	41,265	27,086
Income tax expense	12,462	8,126
NET INCOME	\$ 28,803	\$ 18,960

EARNINGS PER SHARE INFORMATION:

Basic earnings per share	\$ 1.20	\$ 0.74
Diluted earnings per share	\$ 1.18	\$ 0.70

WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:

Basic	23,940	25,560
Diluted	24,413	27,191

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

[Return to Index](#)

CORE LABORATORIES N.V.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

	Six Months Ended	
	June 30,	
	2007	2006
		(Unaudited)
REVENUES:		
Services	\$ 243,152	\$ 205,473
Product Sales	80,964	71,879
	324,116	277,352
OPERATING EXPENSES:		
Cost of services	164,277	147,528
Cost of sales	56,321	52,815
General and administrative expenses	17,759	19,208
Depreciation	9,288	8,050
Amortization	187	162
Other (income), net	(2,336)	(3,416)
OPERATING INCOME	78,620	53,005
Interest expense	1,267	2,855
Income before income tax expense	77,353	50,150
Income tax expense	23,288	15,045
NET INCOME	\$ 54,065	\$ 35,105

EARNINGS PER SHARE INFORMATION:

Basic earnings per share	\$ 2.28	\$ 1.37
Diluted earnings per share	\$ 2.22	\$ 1.28
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:		
Basic	23,686	25,676
Diluted	24,367	27,478

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

[Return to Index](#)

CORE LABORATORIES N.V.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Six Months Ended	
	June 30,	
	2007	2006
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 54,065	\$ 35,105
Adjustments to reconcile income to net cash provided by operating activities:		
Net provision for (recoveries of) doubtful accounts	(101)	243
Inventory obsolescence	152	1,536
Equity in loss of affiliates	96	56
Minority interest	31	74
Stock-based compensation	2,377	2,559
Depreciation and amortization	9,475	8,212
Debt issuance costs amortization	991	57
Gain on sale of assets	(219)	(706)
Realization of pension obligation	36	-
Gain on insurance recovery	-	(492)
Increase in value of life insurance policies	(609)	(109)
Deferred income taxes	(3,141)	(4,357)
Changes in assets and liabilities, net of effect of dispositions:		
Accounts receivable	(16,525)	(8,887)
Inventories	(1,901)	(5,242)
Prepaid expenses and other current assets	(3,748)	(2,118)

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Other assets	360	(35)
Accounts payable	10,789	1,693
Accrued expenses	1,675	13,659
Other long-term liabilities	5,919	10,202
Net cash provided by operating activities	59,722	51,450
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(8,552)	(9,858)
Patents and other intangibles	(155)	(33)
Proceeds from sale of assets	414	2,116
Premiums on life insurance	(963)	(575)
Net cash used in investing activities	(9,256)	(8,350)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of debt	(2,080)	(6,847)
Proceeds from debt borrowings	-	22,000
Capital lease obligations	(2)	(21)
Stock options exercised	17,219	12,313
Tax benefits from stock-based compensation	10,121	5,482
Debt issuance costs	(162)	-
Repurchase of common shares	(75,404)	(77,621)
Net cash used in financing activities	(50,308)	(44,694)
NET CHANGE IN CASH AND CASH EQUIVALENTS	158	(1,594)
CASH AND CASH EQUIVALENTS, beginning of period	54,223	13,743
	\$	
CASH AND CASH EQUIVALENTS, end of period	54,381	\$ 12,149
Non-cash investing and financing activities:		
Change in par value of common stock	\$ -	\$ 977

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

[Return to Index](#)

CORE LABORATORIES N.V.

NOTES TO THE UNAUDITED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements include the accounts of Core Laboratories N.V. and its subsidiaries for which we have a controlling voting interest and/or a controlling financial interest. These financial statements have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP") for interim financial information using the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, these financial statements do not include all of the information and footnote disclosures required by GAAP for complete financial statements.

Core Laboratories N.V. uses the equity method of accounting for all investments in which it has less than a majority interest and over which it does not exercise control. Minority interest has been recorded to reflect outside ownership

attributable to consolidated subsidiaries that are less than 100% owned. In the opinion of management, all adjustments considered necessary for a fair presentation have been included in these financial statements. Furthermore, the operating results presented for the three and six month periods ended June 30, 2007 may not necessarily be indicative of the results that may be expected for the year ending December 31, 2007.

Core Laboratories N.V.'s balance sheet information for the year ended December 31, 2006 was derived from the 2006 audited consolidated financial statements but does not include all disclosures in accordance with GAAP.

References to "Core Lab", "we", "our", and similar phrases are used throughout this Quarterly Report on Form 10-Q and relate collectively to Core Laboratories N.V. and its consolidated subsidiaries.

These financial statements should be read in conjunction with the financial statements and the summary of significant accounting policies and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2006.

2. INVENTORIES

Inventories consist of the following (in thousands):

	June 30, 2007 (Unaudited)	December 31, 2006
Finished goods	\$ 23,878	\$ 22,930
Parts and materials	6,644	6,031
Work in progress	1,426	1,238
Total inventories	\$ 31,948	\$ 30,199

We include freight costs incurred for shipping inventory to customers in the Cost of Sales line of the Consolidated Statement of Operations.

3. GOODWILL AND INTANGIBLES

We account for intangible assets with indefinite lives, including goodwill, in accordance with Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets", which requires us to evaluate these assets for impairment annually, or more frequently if an indication of impairment has occurred. Based upon our most recent evaluation, management determined that goodwill was not impaired. We amortize intangible assets with a defined term on a straight-line basis over their respective useful lives. There were no significant changes related to our intangible assets for the six months ended June 30, 2007. The composition of goodwill by business segment at June 30, 2007 is consistent with the amounts disclosed in our Annual Report on Form 10-K as of December 31, 2006.

4. DEBT AND CAPITAL LEASE OBLIGATIONS

Debt is summarized in the following table (in thousands):

	June 30, 2007 (Unaudited)	December 31, 2006
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Senior Exchangeable Notes	\$ 300,000	\$ 300,000
Capital lease obligations	8	10
Other indebtedness	674	2,754
Total debt and capital leases obligations	300,682	302,764
Less - short-term debt included in other indebtedness	674	2,654
Less - current maturities of long-term debt and capital lease obligations	6	108
Long-term debt and capital lease obligations	\$ 300,002	\$ 300,002

In November 2006, Core Laboratories LP, a wholly owned subsidiary of Core Laboratories N.V., issued \$300 million aggregate principal amount of Senior Exchangeable Notes due 2011 (the "Notes") to qualified institutional buyers. The Notes bear interest at a rate of 0.25% per year and are fully and unconditionally guaranteed by Core Laboratories N.V. These notes are exchangeable into shares of Core Laboratories N.V. under certain circumstances at an initial conversion rate of 10.5533 per \$1,000 principal amount of notes. Upon exchange, holders will receive cash up to the principal amount, and any excess exchange value will be delivered in Core Laboratories N.V. common shares. On December 22, 2006 we filed a registration statement on Form S-3, which became effective pursuant to the Securities Act of 1933, as amended; to register the resale of the notes and shares received in exchange for the notes.

We maintain a revolving credit facility (the "Credit Facility") that allows for an aggregate borrowing capacity of \$100.0 million. As amended, this facility provides an option to increase the commitment under the Credit Facility to \$150.0 million, if certain conditions are met. The Credit Facility bears interest at variable rates from LIBOR plus 0.5% to a maximum of LIBOR plus 1.125%. The outstanding balance under the Credit Facility matures when it is due in December 2010 and only requires bi-annual interest payments until maturity. These interest payments are based on the interest period selected. Our available capacity is reduced by outstanding unsecured letters of credit and performance guarantees and bonds totaling \$7.6 million at June 30, 2007 related to certain projects in progress. Our available borrowing capacity under the Credit Facility at June 30, 2007 was \$92.4 million.

5. PENSIONS AND OTHER POST-RETIREMENT BENEFITS

We provide a noncontributory defined benefit pension plan covering substantially all of our Dutch employees, payouts under which are determined based on years of service and final pay or career average pay, depending on when the employee began participating. Employees are immediately vested in the benefits earned. We fund the future obligations of this plan by purchasing investment contracts from a large national insurance company. We make annual premium payments, based on each employee's age and current salary, to the insurance company.

The following table summarizes the components of the net periodic pension cost under this plan for the three and six month periods ended June 30, 2007 and 2006 (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2007 (Unaudited)	2006	June 30, 2007 (Unaudited)	2006
Service cost	\$ 298	\$ 322	\$ 589	\$ 610
Interest cost	274	242	540	457
Expected return on plan assets	(250)	(234)	(493)	(443)
Unrecognized pension obligation, net	18	38	36	71
Net periodic pension cost	\$ 340	\$ 368	\$ 672	\$ 695

6. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

From time to time, we may be subject to legal proceedings and claims that arise in the ordinary course of business. We believe that the resolution of all litigation currently pending or threatened against Core Lab or any of its subsidiaries should not have a material adverse effect on its consolidated financial condition, results of operations or liquidity; however, because of the inherent uncertainty of litigation, we cannot provide assurance that the resolution of any particular claim or proceeding to which Core Lab or any of its subsidiaries is a party will not have a material adverse effect on its consolidated results of operations or liquidity for the period in which that resolution occurs.

7. SHAREHOLDERS' EQUITY

During the three months ended June 30, 2007, we repurchased 170,800 of our common shares for \$16.8 million, at an average price of \$98.24 per share. During the quarter, rights to 36,400 shares valued at \$3.4 million, or \$92.34 were surrendered to the Company pursuant to the terms of a stock-based compensation plan, in settlement by the participants of personal tax burdens that may result from the issuance of common shares under this plan.

During the six months ended June 30, 2007, we repurchased 914,450 of our common shares for \$75.4 million, at an average price of \$82.46 per share which included rights to 602,050 shares valued at \$48.3 million, or \$80.29 per share, that were surrendered to the Company pursuant to the terms of a stock-based compensation plan, in consideration of the exercise price of their stock options and their personal tax burdens that may result from the issuance of common shares under this plan.

For the three and six months ended June 30, 2007, we issued 24,216 and 1,329,608 of our common shares associated with stock option exercises for which we received proceeds of approximately \$0.3 million and \$17.2 million.

At our Annual Shareholders' Meeting on April 2, 2007 (the "Meeting"), our shareholders approved the cancellation of 3,127,040 treasury shares we had repurchased or otherwise acquired prior to the date of the Meeting. These 3,127,040 treasury shares were cancelled in April 2007 at historical cost, totaling \$233.5 million, or \$74.73 per share, resulting in a decrease in treasury shares and a corresponding decrease in additional paid-in-capital, retained earnings and common shares. Our shareholders also approved the extension of the authority of our Management Board to repurchase up to 10% of the Company's outstanding share capital up through October 2, 2008.

Comprehensive Income

The components of other comprehensive income consisted of the following (in thousands):

	Three months ended June 30, 2007 (Unaudited)	Six months ended June 30, 2007 (Unaudited)
Net income	\$ 28,803	\$ 54,065
Realization of pension obligation	18	36
Total comprehensive income	\$ 28,821	\$ 54,101

Accumulated Other Comprehensive Income consisted of the following (in thousands):

June 30, 2007	December 31, 2006
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	(Unaudited)	
Pension obligation - prior service cost	\$ 1,291	\$ 1,327
Pension obligation - unrecognized net actuarial loss	745	745
Total accumulated other comprehensive income	\$ 2,036	\$ 2,072

8. EARNINGS PER SHARE

We compute basic earnings per common share by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common and potential common shares 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):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2007	2006	2007	2006
	(Unaudited)		(Unaudited)	
Weighted average basic common shares outstanding	23,940	25,560	23,686	25,676
Effect of dilutive securities:				
Stock options	276	1,400	469	1,538
Contingent shares	84	151	103	140
Restricted stock and other	113	80	109	124
Weighted average diluted common and potential common shares outstanding	24,413	27,191	24,367	27,478

In 2006, we sold warrants that give the holders the right to acquire approximately 3.2 million of our common shares at a strike price of \$127.56 per share. These warrants could have a dilutive impact on our earnings per share if the share price exceeds the strike price of the warrants.

9. OTHER INCOME

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2007	2006	2007	2006
	(Unaudited)		(Unaudited)	
Minority interest	\$ 107	\$ 67	\$ 31	\$ 74
Gain on sale of assets	(171)	(142)	(219)	(706)
Foreign exchange gain	(493)	(1,102)	(475)	(1,462)
Interest income	(500)	(55)	(911)	(107)
Gain on insurance recovery	-	-	-	(492)
Other	(416)	(314)	(762)	(723)
Total other income, net	\$ (1,473)			