SEITEL INC
Form 10-Q
August 13, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2012

OR

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

Commission File Number: 001-10165

SEITEL, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	76-0025431 (I.R.S. Employer Identification No.)
10811 S. Westview Circle Drive Building C, Suite 100 Houston, Texas (Address of principal executive offices)	77043 (Zip Code)

(713) 881-8900
(Registrant's telephone number, including area code)

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 ý 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 ý No ¨

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

Large accelerated filer ¨ Accelerated filer ¨

Non-accelerated filer ý Smaller reporting company ¨
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ¨ No ý
As of August 9, 2012, there were 100 shares of the Company's common stock outstanding, par value $.001 per share.

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PART I—FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS
SEITEL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	(Unaudited) June 30, 2012	December 31, 2011
ASSETS		
Cash and cash equivalents	$59,575	$74,894
Receivables		
Trade, net of allowance for doubtful accounts of $1,243 and $1,043, respectively	37,405	51,306
Notes and other, net of allowance for doubtful accounts of $988 and $1,501, respectively	4,405	4,322
Due from Seitel Holdings, Inc.	870	861
Seismic data library, net of accumulated amortization of $816,718 and $751,980, respectively	148,859	120,694
Property and equipment, net of accumulated depreciation and amortization of $12,725 and $11,882, respectively	5,245	5,039
Investment in marketable securities	—	262
Prepaid expenses, deferred charges and other	14,369	10,244
Intangible assets, net of accumulated amortization of $32,360 and $29,378, respectively	23,785	26,814
Goodwill	205,636	205,838
Deferred income taxes	56	56
TOTAL ASSETS	$500,205	$500,330
LIABILITIES AND STOCKHOLDER’S EQUITY		
LIABILITIES		
Accounts payable and accrued liabilities	$41,647	$60,550
Income taxes payable	2,176	1,464
Debt		
Senior Notes	275,000	275,000
Notes payable	63	95
Obligations under capital leases	3,160	3,161
Deferred revenue	50,605	48,845
Deferred income taxes	2,021	1,375
TOTAL LIABILITIES	374,672	390,490
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDER’S EQUITY		
Common stock, par value $.001 per share; 100 shares authorized, issued and outstanding at June 30, 2012 and December 31, 2011	—	—
Additional paid-in capital	398,329	398,011
Retained deficit	(293,209)	(309,185)
Accumulated other comprehensive income	20,413	21,014
TOTAL STOCKHOLDER’S EQUITY	125,533	109,840
TOTAL LIABILITIES AND STOCKHOLDER’S EQUITY	$500,205	$500,330

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

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SEITEL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)
(In thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
REVENUE	$46,028	$35,545	$118,575	$95,041
EXPENSES:				
Depreciation and amortization	29,837	23,246	69,221	65,660
Cost of sales	151	39	248	55
Selling, general and administrative	7,705	7,925	15,797	15,490
	37,693	31,210	85,266	81,205
INCOME FROM OPERATIONS	8,335	4,335	33,309	13,836
Interest expense, net	(7,253)	(10,265)	(14,472)	(20,424)
Foreign currency exchange gains (losses)	(426)	225	(15)	457
Gain on sale of marketable securities	230	980	230	2,467
Other income	402	115	483	164
Income (loss) before income taxes	1,288	(4,610)	19,535	(3,500)
Provision for income taxes	18	416	3,559	1,015
NET INCOME (LOSS)	$1,270	$(5,026)	$15,976	$(4,515)

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

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SEITEL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)
(In thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net income (loss)	$1,270	$(5,026)	$15,976	$(4,515)
Unrealized loss on securities held as available for sale, net of tax:				
Unrealized net holding loss arising during the period	(117)	(1,000)	(32)	(177)
Less: Reclassification adjustment for realized gains included in earnings	(230)	(980)	(230)	(2,467)
Foreign currency translation adjustments	(2,895)	1,143	(339)	4,434
Comprehensive income (loss)	$(1,972)	$(5,863)	$15,375	$(2,725)

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

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SEITEL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDER'S EQUITY (Unaudited)
(In thousands, except share amounts)

	Common Stock		Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive Income
	Shares	Amount			
Balance, December 31, 2011	100	$—	$398,011	$(309,185)	$21,014
Amortization of stock-based compensation costs	—	—	318	—	—
Net income	—	—	—	15,976	—
Foreign currency translation adjustments	—	—	—	—	(339)
Unrealized loss on marketable securities, net of tax	—	—	—	—	(32)
Reclassification adjustment for realized gains on marketable securities included in earnings, net of tax	—	—	—	—	(230)
Balance, June 30, 2012	100	$—	$398,329	$(293,209)	$20,413

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

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SEITEL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(In thousands)

	Six Months Ended June 30,	
	2012	2011
Cash flows from operating activities:		
Reconciliation of net income (loss) to net cash provided by operating activities:		
Net income (loss)	$15,976	$(4,515)
Depreciation and amortization	69,221	65,660
Deferred income tax provision	760	429
Amortization of deferred financing costs	997	1,044
Amortization of debt premium	—	(56)
Amortization of stock-based compensation	318	346
Amortization of favorable facility lease	142	147
Increase (decrease) in allowance for doubtful accounts	(313)	6
Non-cash other income	—	(86)
Non-cash revenue	(2,681)	(4,416)
Gain on sale of marketable securities	(230)	(2,467)
Decrease (increase) in receivables	13,804	(1,274)
Decrease in other assets	236	184
Increase (decrease) in deferred revenue	2,100	(3,733)
Decrease in accounts payable and other liabilities	(1,829)	(7,183)
Net cash provided by operating activities	98,501	44,086
Cash flows from investing activities:		
Cash invested in seismic data	(113,136)	(79,079)
Cash paid to acquire property, equipment and other	(1,074)	(739)
Net proceeds from sale of marketable securities	230	2,467
Cash from sale of property, equipment and other	90	35
Advances to Seitel Holdings, Inc.	(9)	(6)
Net cash used in investing activities	(113,899)	(77,322)
Cash flows from financing activities:		
Principal payments on notes payable	(32)	(29)
Repayment of 11.75% Senior Notes	—	(2,000)
Principal payments on capital lease obligations	(91)	(81)
Borrowings on line of credit	—	737
Payments on line of credit	—	(737)
Contributed capital	—	125,000
Costs of debt and equity transactions	—	(6,067)
Net cash provided by (used in) financing activities	(123)	116,823
Effect of exchange rate changes	202	(188)
Net increase (decrease) in cash and cash equivalents	(15,319)	83,399
Cash and cash equivalents at beginning of period	74,894	89,971
Cash and cash equivalents at end of period	$59,575	$173,370
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$13,539	$19,833

Income taxes, net of refunds received	$1,894	$7,772
Supplemental schedule of non-cash investing and financing activities:		
Additions to seismic data library	$2,389	$5,006
Capital lease obligations incurred	$94	$—

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

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SEITEL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Unaudited)
June 30, 2012

NOTE A-BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements of Seitel, Inc. and its subsidiaries (the "Company") have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions of Regulation S-X. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. In preparing the Company's financial statements, a number of estimates and assumptions are made by management that affect the accounting for and recognition of assets, liabilities, revenues and expenses. Operating results for the three and six months ended June 30, 2012 are not necessarily indicative of the results that may be expected for any other quarter of 2012 or for the year ending December 31, 2012. The condensed consolidated balance sheet of the Company as of December 31, 2011 has been derived from the audited balance sheet of the Company as of that date. These financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

NOTE B-REVENUE RECOGNITION

Revenue from Data Acquisition

The Company generates revenue when it creates a new seismic survey that is initially licensed by one or more of its customers to use the resulting data. The payments for the initial licenses are sometimes referred to as underwriting or prefunding. Customers make periodic payments throughout the creation period, which generally correspond to costs incurred and work performed. These payments are non-refundable. The Company considers the contracts signed up to the time the Company makes a firm commitment to create the new seismic survey as underwriting. Any subsequent licensing of the data while it is in progress is considered a resale license (see "Revenue from Non-Exclusive Data Licenses").

Underwriting revenue is recognized throughout the creation period using the proportional performance method based upon costs incurred and work performed to date as a percentage of total estimated costs and work required. Management believes that this method is the most reliable and representative measure of progress for its data creation projects. On average, the duration of the data creation process is approximately one year. Under these contracts, the Company creates new seismic data designed in conjunction with its customers and specifically suited to the geology of the area using the most appropriate technology available.

The Company outsources the substantial majority of the work required to complete data acquisition projects to third party contractors. The Company's payments to these third party contractors comprise the substantial majority of the total estimated costs of the project and are paid throughout the creation period. A typical survey includes specific activities required to complete the survey, each of which has value to the customers. Typical activities, that often occur concurrently, include:

- permitting for land access, mineral rights, and regulatory approval;
- surveying;
- drilling for the placement of energy sources;
- recording the data in the field; and
- processing the data.

The customers paying for the initial licenses receive legally enforceable rights to any resulting product of each activity described above. The customers also receive access to and use of the newly acquired, processed data.

The customers' access to and use of the results of the work performed and of the newly acquired, processed data is governed by a license agreement, which is a separate agreement from the acquisition contract. The Company's acquisition contracts require the customer either to have a license agreement in place or to execute one at the time the acquisition contract is signed. The Company maintains sole ownership of the newly acquired data, which is added to

its library, and is free to license the data to other customers.
Revenue from Non-Exclusive Data Licenses
The Company recognizes a substantial portion of its revenue from licensing of data once it is available for delivery. These are sometimes referred to as resale licensing revenue, post-acquisition license sales or shelf sales.

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These sales fall under the following four basic forms of non-exclusive license contracts.

- Specific license contract—The customer licenses and selects data from the data library, including data currently in progress, at the time the contract is entered into and holds this license for a long-term period.

- Library card license contract—The customer initially receives only access to data. The customer may then select specific data, from the collection of data to which it has access, to hold long-term under its license agreement. The length of the selection periods under the library card contracts is limited in time and varies from customer to customer.

- Review and possession license contract—The customer obtains the right to review a certain quantity of data for a limited period of time. During the review period, the customer may select specific data from that available for review to hold long-term under its license agreement. Any data not selected for long-term licensing must be returned to the Company at the end of the review period.

- Review only license contract—The customer obtains rights to review a certain quantity of data for a limited period of time, but does not obtain the right to select specific data to hold long-term.

The Company's non-exclusive license contracts specify the following:

- that all customers must also execute a master license agreement that governs the use of all data received under the Company's non-exclusive license contracts;
- the specific payment terms, generally ranging from 30 days to 12 months, and that such payments are non-cancelable and non-refundable;
- the actual data that is accessible to the customer; and
- that the data is licensed in its present form, where is and as is and the Company is under no obligation to make any enhancements, modifications or additions to the data unless specific terms to the contrary are included.

Revenue from the non-exclusive licensing of seismic data is recognized when the following criteria are met:

- the Company has an arrangement with the customer that is validated by a signed contract;
- the sales price is fixed and determinable;
- collection is reasonably assured;
- the customer has selected the specific data or the contract has expired without full selection;
- the data is currently available for delivery; and
- the license term has begun.

Copies of the data are available to the customer immediately upon request.

For licenses that have been invoiced for which payment is due or has been received, but have not met the aforementioned criteria, the revenue is deferred along with the related direct costs (primarily sales commissions). This normally occurs under the library card, review and possession or review only license contracts because the data selection may occur over time. Additionally, if the contract allows licensing of data that is not currently available or enhancements, modifications or additions to the data are required per the contract, revenue is deferred until such time that the data is available.

Revenue from Non-Monetary Exchanges

In certain cases, the Company will take ownership of a customer's seismic data or revenue interest (collectively referred to as "data") in exchange for a non-exclusive license to selected seismic data from the Company's library and, in some cases, services provided by Seitel Solutions ("Solutions"). In connection with specific data acquisition contracts, the Company may choose to receive both cash and ownership of seismic data from the customer as consideration for the underwriting of new data acquisition. In addition, the Company may receive advanced data processing services on selected existing data in exchange for a non-exclusive license to selected data from the Company's library. These exchanges are referred to as non-monetary exchanges. A non-monetary exchange for data always complies with the following criteria:

- the data license delivered is always distinct from the data received;
- the customer forfeits ownership of its data; and
- the Company retains ownership in its data.

In non-monetary exchange transactions, the Company records a data library asset for the seismic data received or processed at the time the contract is entered into or the data is completed, as applicable, and recognizes revenue on the transaction in equal value in accordance with its policy on revenue from data licenses, which is, when the data is selected by the customer, or

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revenue from data acquisition, as applicable, or as services are provided by Solutions. The data license to the customer is in the form of one of the four basic forms of contracts discussed above. These transactions are valued at the fair value of the data received or delivered, whichever is more readily determinable.
Fair value of the data exchanged is determined using a multi-step process as follows:

- First, the Company considers the value of the data or services received from the customer. In determining the value of the data received, the Company considers the age, quality, current demand and future marketability of the data and, in the case of 3D seismic data, the cost that would be required to create the data. In addition, the Company applies a limitation on the value it assigns per square mile on the data received. In determining the value of the services received, the Company considers the cost of such similar services that it could obtain from a third party provider.

- Second, the Company determines the value of the license granted to the customer. Typically, the range of cash transactions by the Company for licenses of similar data during the prior six months are evaluated. In evaluating the range of cash transactions, the Company does not consider transactions that are disproportionately high or low.

Due to the Company's revenue recognition policies, revenue recognized on non-monetary exchange transactions may not occur at the same time the seismic data acquired is recorded as an asset. The activity related to non-monetary exchanges was as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Seismic data library additions	$1,680	$4,816	$2,389	$5,006
Revenue recognized on specific data licenses or selections of data	206	2,832	1,033	3,033
Revenue recognized related to acquisition contracts	360	344	1,628	1,383
Revenue recognized related to Solutions	—	—	20	—

Revenue from Solutions
Revenue from Solutions is recognized as the services for reproduction and delivery of seismic data are provided to customers.

NOTE C-SEISMIC DATA LIBRARY
The Company's seismic data library consists of seismic surveys that are offered for license to customers on a non-exclusive basis. Costs associated with creating, acquiring or purchasing the seismic data library are capitalized and amortized principally on the income forecast method subject to a straight-line amortization period of four years, applied on a quarterly basis at the individual survey level.
Costs of Seismic Data Library
For purchased seismic data, the Company capitalizes the purchase price of the acquired data.
For data received through a non-monetary exchange, the Company capitalizes an amount equal to the fair value of the data received by the Company or the fair value of the license granted to the customer, whichever is more readily determinable. See Note B – Revenue Recognition – Revenue from Non-Monetary Exchanges for discussion of the process used to determine fair value.
For newly created data, the capitalized costs include costs paid to third parties for the acquisition of data and related permitting, surveying and other activities associated with the data creation activity. In addition, the Company capitalizes certain internal costs related to processing the created data. Such costs include salaries and benefits of the Company's processing personnel and certain other costs incurred for the benefit of the processing activity. The Company believes that the internal processing costs capitalized are not greater than, and generally are less than, those that would be incurred and capitalized if such activity were performed by a third party. Capitalized costs for internal data processing were $702,000 and $447,000 for the three months ended June 30, 2012 and 2011, respectively, and $1,349,000 and $902,000 for the six months ended June 30, 2012 and 2011, respectively.

Data Library Amortization

The Company amortizes its seismic data library investment using the greater of the amortization that would result from the application of the income forecast method subject to a minimum amortization rate or a straight-line basis over the useful life of

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the data. With respect to each survey in the data library, the straight-line policy is applied from the time such survey is available for licensing to customers on a non-exclusive basis, since some data in the library may not be licensed until an exclusivity period has lapsed.

The Company applies the income forecast method by forecasting the ultimate revenue expected to be derived from a particular data library component over the estimated useful life of each survey comprising part of such component. This forecast is made by the Company annually and reviewed quarterly. If, during any such review, the Company determines that the ultimate revenue for a library component is expected to be significantly different than the original estimate of total revenue for such library component, the Company revises the amortization rate attributable to future revenue from each survey in such component. The lowest amortization rate the Company applies using the income forecast method is 70%. In addition, in connection with the forecast reviews and updates, the Company evaluates the recoverability of its seismic data library investment, and if required, records an impairment charge with respect to such investment. See discussion on “Seismic Data Library Impairment” below.

The actual aggregate rate of amortization depends on the specific seismic surveys licensed and selected by the Company’s customers during the period and the amount of straight-line amortization recorded. The income forecast amortization rates can vary by component and, as of July 1, 2012, is 70% for all components. For those seismic surveys which have been fully amortized, no amortization expense is required on revenue recorded.

The greater of the income forecast or straight-line amortization policy is applied quarterly on a cumulative basis at the individual survey level. Under this policy, the Company first records amortization using the income forecast method. The cumulative amortization recorded for each survey is then compared with the cumulative straight-line amortization. If the cumulative straight-line amortization is higher for any specific survey, additional amortization expense is recorded, resulting in accumulated amortization being equal to the cumulative straight-line amortization for such survey. This requirement is applied regardless of future-year revenue estimates for the library component of which the survey is a part and does not consider the existence of deferred revenue with respect to the library component or to any survey.

Seismic Data Library Impairment

The Company evaluates its seismic data library investment by grouping individual surveys into components based on its operations and geological and geographical trends, resulting in the following data library segments for purposes of evaluating impairments: (I) North America 3D onshore comprised of the following components: (a) Texas Gulf Coast, (b) Eastern Texas, (c) Southern Louisiana/Mississippi, (d) Northern Louisiana, (e) Rocky Mountains, (f) Marcellus / Utica in Pennsylvania, Ohio and West Virginia, (g) Greater Granite Wash and the Mississippi Lime in Oklahoma, Texas and Kansas, (h) other United States, (i) Montney in British Columbia and Alberta, (j) Horn River in British Columbia, (k) Cardium in Alberta and (l) other Canada; (II) United States 2D; (III) Canada 2D; (IV) Gulf of Mexico offshore; and (V) international data outside North America. The Company believes that these library components constitute the lowest levels of independently identifiable cash flows.

The Company evaluates its seismic data library investment for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The Company considers the level of sales performance in each component compared to projected sales, as well as industry conditions, among others, to be key factors in determining when its seismic data investment should be evaluated for impairment. In evaluating sales performance of each component, the Company generally considers five consecutive quarters of actual performance below forecasted sales to be an indicator of potential impairment.

The impairment evaluation is based first on a comparison of the undiscounted future cash flows over each component’s remaining estimated useful life with the carrying value of each library component. If the undiscounted cash flows are equal to or greater than the carrying value of such component, no impairment is recorded. If undiscounted cash flows are less than the carrying value of any component, the forecast of future cash flows related to such component is discounted to fair value and compared with such component’s carrying amount. The difference between the library component’s carrying amount and the discounted future value of the expected revenue stream is recorded as an impairment charge.

For purposes of evaluating potential impairment losses, the Company estimates the future cash flows attributable to a library component by evaluating, among other factors, historical and recent revenue trends, oil and gas prospectivity in particular regions, general economic conditions affecting its customer base and expected changes in technology and other factors that the Company deems relevant. The cash flow estimates exclude expected future revenues attributable to non-monetary data exchanges and future data creation projects.

The estimation of future cash flows and fair value is highly subjective and inherently imprecise. Estimates can change materially from period to period based on many factors, including those described in the preceding paragraph. Accordingly, if conditions change in the future, the Company may record impairment losses relative to its seismic data library investment,

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which could be material to any particular reporting period.
The Company did not have any impairment charges during the six months ended June 30, 2012 or 2011.

NOTE D-DEBT
The following is a summary of the Company's debt (in thousands):

	June 30, 2012	December 31, 2011
9.75% Senior Notes	$275,000	$ 275,000
Credit Facility	—	—
Note payable to former executive	63	95
	$275,063	$ 275,095

9.75% Senior Unsecured Notes: On February 14, 2007, the Company issued, in a private placement, $400.0 million aggregate principal amount of 9.75% senior notes due 2014 (the "9.75% Senior Notes"). The proceeds from the 9.75% Senior Notes were used to partially fund the transactions in connection with the February 14, 2007 merger of Seitel Acquisition Corp. with and into the Company pursuant to a merger agreement between the Company and Seitel Acquisition Corp. and Seitel Holdings, Inc. dated October 31, 2006 (the "Merger"). As required by their terms, the 9.75% Senior Notes were exchanged for senior notes of like amounts and terms in a publicly registered exchange offer in August 2007. On July 1, 2011, the Company redeemed $125.0 million aggregate principal amount of the 9.75% Senior Notes outstanding in accordance with the terms and conditions of the indenture governing the 9.75% Senior Notes. The remaining notes mature on February 15, 2014. Interest is payable in cash, semi-annually in arrears on February 15 and August 15 of each year. The 9.75% Senior Notes are unsecured and are guaranteed by substantially all of the Company's domestic subsidiaries on a senior basis. The 9.75% Senior Notes contain restrictive covenants which limit the Company's ability to, among other things, incur additional indebtedness, pay dividends and complete mergers, acquisitions and sales of assets.
Upon a change of control (as defined in the indenture governing the 9.75% Senior Notes), each holder of the 9.75% Senior Notes will have the right to require the Company to offer to purchase all of such holder's notes at a price equal to 101% of the principal amount, plus accrued and unpaid interest.
Credit Facility: On May 25, 2011, the Company entered into a credit agreement (the "Credit Facility") with Wells Fargo Capital Finance, LLC (the "U.S. Lender") and Wells Fargo Capital Finance Corporation Canada (the "Canadian Lender," and collectively with the U.S. Lender, the "Lenders"). The Credit Facility provides a $30.0 million revolving credit facility with a Canadian sublimit of $5.0 million, subject to borrowing base limitations. The Credit Facility expires on November 15, 2013, which date will be extended upon the occurrence of certain refinancing of the Company's 9.75% Senior Notes. Each existing and future direct and indirect wholly-owned domestic subsidiary of the Company (collectively, the "U.S. Guarantors") is a guarantor of payment of the U.S. obligations under the Credit Facility and each future direct and indirect wholly-owned Canadian subsidiary of Olympic, is a guarantor of payment of the Canadian obligations under the Credit Facility.
The borrowings under the Credit Facility are secured by a perfected first priority lien and security interest (subject to certain exceptions) in favor of the U.S. Lender in all present and future assets and equity of the Company and each U.S. Guarantor and 65% of the equity in Olympic, and borrowings by Olympic are secured by a perfected first priority lien and security interest (subject to certain exceptions) in favor of the Canadian Lender in all present and future assets of Olympic. The Credit Facility has a variable interest rate depending on certain factors.
The Credit Facility requires that the Company maintain certain minimum excess availability (as defined in the Credit Facility) levels or the fixed charge coverage ratio (as defined in the Credit Facility) shall not be less than 1.00 to 1.00. In addition, the Credit Facility contains affirmative and negative covenants, representations and warranties, borrowing conditions, events of default and remedies for the Lenders. The aggregate loan or any individual loan made under the Credit Facility may be prepaid at any time subject to certain restrictions. The Credit Facility is also subject to the payment of upfront, letter of credit, administrative and certain other fees.

Note Payable to Former Executive: In connection with the settlement of certain litigation, the Company entered into a note payable to a former executive with remaining payments of $6,000 per month until May 2013. The note is non-interest bearing. The note is guaranteed by Olympic.

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NOTE E-FAIR VALUE MEASUREMENTS

Authoritative guidance on fair value measurements provides a framework for measuring fair value and establishes a fair value hierarchy that prioritizes the inputs used to measure fair value, giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

The Company uses valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. In measuring the fair value of the Company's assets and liabilities, market data or assumptions are used that the Company believes market participants would use in pricing an asset or liability, including assumptions about risk when appropriate. The Company's assets that are measured at fair value on a recurring basis include the following (in thousands):

		Fair Value Measurements Using		
	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
At June 30, 2012:				
Cash equivalents	$59,280	$59,280	$—	$—
At December 31, 2011:				
Cash equivalents	$74,421	$74,421	$—	$—
Investment in stock options related to equity securities	262	—	262	—

The Company had no transfers of assets between any of the above levels during the six months ended June 30, 2012 or June 30, 2011.

Cash equivalents include treasury bills and money market funds that invest in United States government obligations and a Canadian dollar investment account, all with original maturities of six months or less. The original costs of these assets approximate fair value due to their short-term maturity.

Investment in stock options related to equity securities are measured at fair value using the Black-Scholes option pricing model based on observable market inputs such as stock prices, interest rates and expected volatility assumptions. Based on these inputs, these assets are classified within Level 2 of the valuation hierarchy.

During the six months ended June 30, 2012, the Company sold a portion of its investment in stock options for proceeds totaling $230,000. The remaining stock options expired unexercised in May 2012. During the six months ended June 30, 2011, the Company sold a portion of its investment in equity securities for proceeds totaling $2.5 million. Total realized gains were equal to proceeds received for the sales of the stock options and the equity securities.

Other Financial Instruments:

- Debt – Based upon the rates available to the Company, the fair value of the 9.75% Senior Notes and the note payable to a former executive approximated $278.5 million as of June 30, 2012, compared to the book value of $275.1 million. The quoted market price of the 9.75% Senior Notes was $278.4 million at June 30, 2012. The fair value of the 9.75% Senior Notes and the note payable to a former executive approximated $273.0 million as of December 31, 2011, compared to the book value of $275.1 million. The quoted market price of the 9.75% Senior Notes was $272.9 million at December 31, 2011. The fair value for the Company's most significant debt balance, the 9.75% Senior Notes, was estimated using Level 1 inputs whereas the estimate of fair value for the note payable to a former executive was calculated using Level 2 inputs.
- Accounts Receivable and Accounts Payable – The fair values of accounts receivable and accounts payable approximated carrying value due to the short-term maturity of these instruments.

NOTE F-STATEMENT OF CASH FLOW INFORMATION

Cash and cash equivalents at June 30, 2012 and December 31, 2011 includes $360,000 and $122,000, respectively of restricted cash related to collateral on seismic operations bonds. The balances at June 30, 2012 and December 31, 2011 also include $125,000 (Canadian) of restricted cash posted as security against Company issued credit cards for Olympic.

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The Company had non-cash additions to its seismic data library comprised of the following for the periods indicated (in thousands):

	Six Months Ended June 30,	
	2012	2011
Non-monetary exchanges related to resale licensing revenue	$709	$6,016
Non-monetary exchanges from underwriting of new data acquisition	1,680	1,139
Other non-monetary exchanges	—	86
Less: Non-monetary exchanges for data in progress	—	(2,235)
Total non-cash additions to seismic data library	$2,389	$5,006

Non-cash revenue consisted of the following for the periods indicated (in thousands):

	Six Months Ended June 30,	
	2012	2011
Acquisition revenue on underwriting from non-monetary exchange contracts	$1,628	$1,383
Licensing revenue from specific data licenses and selections on non-monetary exchange contracts	1,033	3,033
Solutions revenue recognized from non-monetary exchange contracts	20	—
Total non-cash revenue	$2,681	$4,416

NOTE G-COMMITMENTS AND CONTINGENCIES

The Company is involved from time to time in ordinary, routine claims and lawsuits incidental to its business. In the opinion of management, uninsured losses, if any, resulting from the ultimate resolutions of these matters should not be material to the Company’s financial position, results of operations or cash flows. However, it is not possible to predict or determine the outcomes of the legal actions brought against it or by it, or to provide an estimate of all additional losses, if any, that may arise. At June 30, 2012, the Company has recorded the estimated amount of potential exposure it may have with respect to litigation and claims along with the estimated recoveries from insurance carriers.

NOTE H-RECENT ACCOUNTING PRONOUNCEMENTS

In June 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-05, “Presentation of Comprehensive Income” requiring entities to report components of other comprehensive income in either a single continuous statement or in two separate but consecutive statements of net income and other comprehensive income. This ASU does not change the items that must be reported in comprehensive income, how these items are measured, or when these items must be classified to net income. In December 2011, the FASB issued ASU 2011-12, “Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05” which indefinitely deferred, pending further deliberation by the FASB at a future date, the requirement to present reclassification adjustments by component in both the statement where net income is presented and the statement where other comprehensive income is presented. Beginning with the three months ended March 31, 2012, the Company has provided the required financial reporting presentation pursuant to ASU 2011-05 herein.

In July 2012, the FASB issued ASU 2012-02, “Testing Indefinite-Lived Intangible Assets for Impairment.” The ASU was issued to simplify the testing of indefinite-lived intangible assets for impairment and to improve consistency in impairment testing guidance among long-lived asset categories. The standard permits an entity first to assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Accounting Standards Codification Subtopic 350-30, “Intangibles-Goodwill and Other-General Intangibles Other than Goodwill.” An entity will have an option not to calculate annually the fair value of an indefinite-lived intangible asset if the entity determines that it is not more likely than not that the asset is impaired. This ASU is effective for annual

and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The Company is currently evaluating the impact of adopting the provisions of ASU 2012-02, but does not expect the standard to have a significant impact on its financial statements.

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NOTE I-SUPPLEMENTAL GUARANTORS CONSOLIDATING CONDENSED FINANCIAL INFORMATION

On February 14, 2007, the Company completed a private placement of 9.75% Senior Notes in the aggregate principal amount of $400.0 million. As of June 30, 2012, $275.0 million aggregate principal amount remains outstanding. The Company’s payment obligations under the 9.75% Senior Notes are jointly and severally guaranteed by certain of its 100% owned U.S. subsidiaries (“Guarantor Subsidiaries”). All subsidiaries of the Company that do not guaranty the 9.75% Senior Notes are referred to as Non-Guarantor Subsidiaries.

The consolidating condensed financial statements are presented below and should be read in connection with the Condensed Consolidated Financial Statements of the Company. Separate financial statements of the Guarantor Subsidiaries are not presented because (i) the Guarantor Subsidiaries are wholly-owned and have fully and unconditionally guaranteed the 9.75% Senior Notes on a joint and several basis, and (ii) the Company’s management has determined such separate financial statements are not material to investors.

The following consolidating condensed financial information presents the consolidating condensed balance sheets as of June 30, 2012 and December 31, 2011, and the consolidating condensed statements of operations, statements of comprehensive income and statements of cash flows for the six months ended June 30, 2012 and June 30, 2011 of (a) the Company; (b) the Guarantor Subsidiaries; (c) the Non-Guarantor Subsidiaries; (d) elimination entries; and (e) the Company, the Guarantor Subsidiaries and the Non-Guarantor Subsidiaries on a consolidated basis. Investments in subsidiaries are accounted for on the equity method. The principal elimination entries eliminate investments in subsidiaries, intercompany balances, intercompany transactions and intercompany sales.

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CONSOLIDATING CONDENSED BALANCE SHEET
As of June 30, 2012
(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
ASSETS					
Cash and cash equivalents	$—	$57,964	$1,611	$—	$59,575
Receivables					
Trade, net	—	31,498	5,907	—	37,405
Notes and other, net	470	1,674	2,261	—	4,405
Due from Seitel Holdings, Inc.	—	870	—	—	870
Intercompany receivables (payables)	90,753	(66,819)	(23,934)	—	—
Investment in subsidiaries	294,654	426,208	1,438	(722,300)	—
Net seismic data library	—	70,807	78,052	—	148,859
Net property and equipment	—	2,397	2,848	—	5,245
Prepaid expenses, deferred charges and other	3,516	10,070	783	—	14,369
Intangible assets, net	900	14,856	8,029	—	23,785
Goodwill	—	107,688	97,948	—	205,636
Deferred income taxes	—	56	—	—	56
TOTAL ASSETS	$390,293	$657,269	$174,943	$ (722,300)	$500,205
LIABILITIES AND STOCKHOLDER’S EQUITY					
Accounts payable and accrued liabilities	$10,049	$22,666	$8,932	$—	$41,647
Income taxes payable	61	—	2,115	—	2,176
Senior Notes	275,000	—	—	—	275,000
Notes payable	63	—	—	—	63
Obligations under capital leases	—	94	3,066	—	3,160
Deferred revenue	—	40,533	10,072	—	50,605
Deferred income taxes	—	—	2,021	—	2,021
TOTAL LIABILITIES	285,173	63,293	26,206	—	374,672
STOCKHOLDER’S EQUITY					
Common stock	—	—	—	—	—
Additional paid-in capital	398,329	—	—	—	398,329
Parent investment	—	764,752	156,917	(921,669)	—
Retained deficit	(293,209)	(170,776)	(28,593)	199,369	(293,209)
Accumulated other comprehensive income	—	—	20,413	—	20,413
TOTAL STOCKHOLDER’S EQUITY	105,120	593,976	148,737	(722,300)	125,533
TOTAL LIABILITIES AND STOCKHOLDER’S EQUITY	$390,293	$657,269	$174,943	$ (722,300)	$500,205

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CONSOLIDATING CONDENSED BALANCE SHEET
As of December 31, 2011
(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
ASSETS					
Cash and cash equivalents	$—	$61,612	$13,282	$—	$74,894
Receivables					
Trade, net	—	32,129	19,177	—	51,306
Notes and other, net	520	1,606	2,196	—	4,322
Due from Seitel Holdings, Inc.	—	861	—	—	861
Intercompany receivables (payables)	95,955	(78,614)	(17,341)	—	—
Investment in subsidiaries	272,268	416,322	1,448	(690,038)	—
Net seismic data library	—	63,259	57,435	—	120,694
Net property and equipment	—	1,897	3,142	—	5,039
Investment in marketable securities	—	262	—	—	262
Prepaid expenses, deferred charges and other	4,409	5,078	757	—	10,244
Intangible assets, net	900	16,462	9,452	—	26,814
Goodwill	—	107,688	98,150	—	205,838
Deferred income taxes	—	56	—	—	56
TOTAL ASSETS	$374,052	$628,618	$187,698	$(690,038)	$500,330
LIABILITIES AND STOCKHOLDER’S EQUITY					
Accounts payable and accrued liabilities	$10,050	$23,563	$26,937	$—	$60,550
Income taxes payable	81	—	1,383	—	1,464
Senior Notes	275,000	—	—	—	275,000
Notes payable	95	—	—	—	95
Obligations under capital leases	—	—	3,161	—	3,161
Deferred revenue	—	33,340	15,505	—	48,845
Deferred income taxes	—	—	1,375	—	1,375
TOTAL LIABILITIES	285,226	56,903	48,361	—	390,490
STOCKHOLDER’S EQUITY					
Common stock	—	—	—	—	—
Additional paid-in capital	398,011	—	—	—	398,011
Parent investment	—	764,752	156,913	(921,665)	—
Retained deficit	(309,185)	(193,299)	(38,328)	231,627	(309,185)
Accumulated other comprehensive income	—	262	20,752	—	21,014
TOTAL STOCKHOLDER’S EQUITY	88,826	571,715	139,337	(690,038)	109,840
TOTAL LIABILITIES AND STOCKHOLDER’S EQUITY	$374,052	$628,618	$187,698	$(690,038)	$500,330

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CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS
For the Six Months Ended June 30, 2012
(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
REVENUE	$—	$70,421	$48,836	$(682)	$118,575
EXPENSES:					
Depreciation and amortization	—	40,248	28,973	—	69,221
Cost of sales	—	235	13	—	248
Selling, general and administrative	1,174	9,306	5,999	(682)	15,797
	1,174	49,789	34,985	(682)	85,266
INCOME (LOSS) FROM OPERATIONS	(1,174)	20,632	13,851	—	33,309
Interest expense, net	(5,374)	(8,464)	(634)	—	(14,472)
Foreign currency exchange losses	—	(4)	(11)	—	(15)
Gain on sale of marketable securities	—	230	—	—	230
Other income	1	482	—	—	483
Income (loss) before income taxes and equity in income of subsidiaries	(6,547)	12,876	13,206	—	19,535
Provision for income taxes	—	88	3,471	—	3,559
Equity in income of subsidiaries	22,523	9,735	—	(32,258)	—
NET INCOME	$15,976	$22,523	$9,735	$(32,258)	$15,976

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CONSOLIDATING CONDENSED STATEMENT OF COMPREHENSIVE INCOME
For the Six Months Ended June 30, 2012
(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
Net income	$15,976	$22,523	$9,735	$(32,258)	$15,976
Unrealized loss on securities held as available for sale, net of tax:					
Unrealized net holding loss arising during the period	—	(32)	—	—	(32)
Less: Reclassification adjustment for realized gains included in earnings	—	(230)	—	—	(230)
Foreign currency translation adjustments	—	—	(339)	—	(339)
Comprehensive income	$15,976	$22,261	$9,396	$(32,258)	$15,375

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CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS
For the Six Months Ended June 30, 2011
(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
REVENUE	$—	$66,412	$29,264	$ (635)	$95,041
EXPENSES:					
Depreciation and amortization	—	42,731	22,929	—	65,660
Cost of sales	—	51	4	—	55
Selling, general and administrative	1,042	9,437	5,646	(635)	15,490
	1,042	52,219	28,579	(635)	81,205
INCOME (LOSS) FROM OPERATIONS	(1,042)	14,193	685	—	13,836
Interest expense, net	(10,146)	(9,936)	(342)	—	(20,424)
Foreign currency exchange gains	—	4	453	—	457
Gain on sale of marketable securities	—	2,467	—	—	2,467
Other income	2	27	135	—	164
Income (loss) before income taxes and equity in income of subsidiaries	(11,186)	6,755	931	—	(3,500)
Provision for income taxes	—	438	577	—	1,015
Equity in income of subsidiaries	6,671	354	—	(7,025)	—
NET INCOME (LOSS)	$(4,515)	$6,671	$354	$ (7,025)	$(4,515)

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CONSOLIDATING CONDENSED STATEMENT OF COMPREHENSIVE INCOME (LOSS)
For the Six Months Ended June 30, 2011
(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
Net income (loss)	$(4,515)	$6,671	$354	$(7,025)	$(4,515)
Unrealized loss on securities held as available for sale, net of tax:					
Unrealized net holding loss arising during the period	—	(177)	—	—	(177)
Less: Reclassification adjustment for realized gains included in earnings	—	(2,467)	—	—	(2,467)
Foreign currency translation adjustments	—	(1)	4,435	—	4,434
Comprehensive income (loss)	$(4,515)	$4,026	$4,789	$(7,025)	$(2,725)

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CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS
For the Six Months Ended June 30, 2012
(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
Cash flows from operating activities:					
Net cash provided by (used in) operating activities	$(14,316)	$63,283	$49,534	$—	$98,501
Cash flows from investing activities:					
Cash invested in seismic data	—	(46,190)	(66,946)	—	(113,136)
Cash paid to acquire property, equipment and other	—	(1,004)	(70)	—	(1,074)
Net proceeds from sale of marketable securities	—	230	—	—	230
Cash from sale of property, equipment and other	—	90	—	—	90
Advances to Seitel Holdings, Inc.	—	(9)	—	—	(9)
Net cash used in investing activities	—	(46,883)	(67,016)	—	(113,899)
Cash flows from financing activities:					
Principal payments on notes payable	(32)	—	—	—	(32)
Principal payments on capital lease obligations	—	—	(91)	—	(91)
Intercompany transfers	14,348	(20,048)	5,700	—	—
Net cash provided by (used in) financing activities	14,316	(20,048)	5,609	—	(123)
Effect of exchange rate changes	—	—	202	—	202
Net decrease in cash and cash equivalents	—	(3,648)	(11,671)	—	(15,319)
Cash and cash equivalents at beginning of period	—	61,612	13,282	—	74,894
Cash and cash equivalents at end of period	$—	$57,964	$1,611	$—	$59,575

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CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS
For the Six Months Ended June 30, 2011
(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Eliminations	Consolidated Total
Cash flows from operating activities:					
Net cash provided by (used in) operating activities	$(20,460)	$48,854	$15,692	$—	$44,086
Cash flows from investing activities:					
Cash invested in seismic data	—	(38,006)	(41,073)	—	(79,079)
Cash paid to acquire property, equipment and other	—	(621)	(118)	—	(739)
Net proceeds from sale of marketable securities	—	2,467	—	—	2,467
Cash from sale of property, equipment and other	—	34	1	—	35
Advances to Seitel Holdings, Inc.	—	(6)	—	—	(6)
Net cash used in investing activities	—	(36,132)	(41,190)	—	(77,322)
Cash flows from financing activities:					
Principal payments on notes payable	(29)	—	—	—	(29)
Repayment of 11.75% Senior Notes	(2,000)	—	—	—	(2,000)
Principal payments on capital lease obligations	—	—	(81)	—	(81)
Borrowings on line of credit	—	—	737	—	737
Payments on line of credit	—	—	(737)	—	(737)
Contributed capital	125,000	—	—	—	125,000
Costs of debt and equity transactions	(6,020)	—	(47)	—	(6,067)
Intercompany transfers	(96,491)	84,491	12,000	—	—
Net cash provided by financing activities	20,460	84,491	11,872	—	116,823
Effect of exchange rate changes	—	—	(188)	—	(188)
Net increase (decrease) in cash and cash equivalents	—	97,213	(13,814)	—	83,399
Cash and cash equivalents at beginning of period	—	75,068	14,903	—	89,971
Cash and cash equivalents at end of period	$—	$172,281	$1,089	$—	$173,370

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our consolidated financial statements and the related notes to the financial statements included elsewhere in this document.

CAUTIONARY STATEMENTS CONCERNING FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q (this "Quarterly Report") contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Statements contained in this report about our future outlook, prospects, strategies and plans, and about industry conditions, demand for seismic services and the future economic life of our seismic data are forward-looking. All statements that express belief, expectation, estimates or intentions, as well as those that are not statements of historical fact, are forward looking. The words "proposed," "anticipates," "will," "would," "should," "estimates" similar expressions are intended to identify forward-looking statements. Forward-looking statements represent our present belief and are based on our current expectations and assumptions with respect to future events. While we believe our expectations and assumptions are reasonable, they involve risks and uncertainties beyond our control that could cause the actual results or outcome to differ materially from the expected results or outcome reflected in our forward-looking statements. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this Quarterly Report may not occur. Such risks and uncertainties include, without limitation, actual customer demand for our seismic data and related services, the timing and extent of changes in commodity prices for natural gas, crude oil and condensate and natural gas liquids, conditions in the capital markets during the periods covered by the forward-looking statements, the effect of economic conditions, our ability to obtain financing on satisfactory terms if internally generated funds and our current credit facility are insufficient to fund our capital needs, the impact on our financial condition as a result of our debt and our debt service, our ability to obtain and maintain normal terms with our vendors and service providers, our ability to maintain contracts that are critical to our operations, changes in the oil and gas industry or the economy generally and changes in the exploration budgets of our customers. The foregoing and other risk factors are identified in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed with the Securities and Exchange Commission ("SEC").

The forward-looking statements contained in this report speak only as of the date hereof. Except as required by federal and state securities laws, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or any other reason. All forward-looking statements attributable to Seitel, Inc. or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in our Annual Report filed on Form 10-K for the fiscal year ended December 31, 2011 filed with the SEC and in our future periodic reports filed with the SEC.

Overview

General

Our products and services are used by oil and gas companies to assist in oil and gas exploration and development and management of hydrocarbon reserves. Historically, seismic data was tied to exploration capital expenditures as exploration and production ("E&P") companies used seismic data to increase the success rate of discovering hydrocarbon deposits. With the shift to unconventional plays, E&P companies now use seismic data as a development tool to better identify efficient drilling plans and maximize production by identifying and understanding a series of critical characteristics of the targeted resource. We own an extensive library of proprietary onshore and offshore seismic data that we offer for license to oil and gas companies. We believe that our library of onshore seismic data is the largest available for licensing in North America. We generate revenue primarily by licensing data from our data library and from new data creation products, which are substantially underwritten or paid for by our clients. By participating in underwritten, non-exclusive surveys or purchasing licenses to existing data, oil and gas companies can obtain access to surveys at reduced costs as compared to acquiring seismic data on a proprietary basis.

Our primary areas of focus are onshore United States and Canada and, to a lesser extent, offshore U.S. Gulf of Mexico. These markets continue to experience major changes. Major integrated oil and gas companies and national oil companies have become more active in the North American market, primarily in the unconventional plays, through

joint ventures, asset purchases and corporate transactions. The larger independent oil and gas companies continue to be responsible for a significant portion of current U.S. drilling activity. Our offshore seismic data is primarily located in the shallow waters of the U.S. Gulf of Mexico and generates a small percentage of our revenue.

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Principal Factors Affecting Our Business

Our business is dependent upon a variety of factors, many of which are beyond our control. The following are those that we consider to be principal factors affecting our business.

Demand for Seismic Data: Demand for our products and services is cyclical due to the nature of the oil and gas industry. In particular, demand for our seismic data services depends upon exploration, production, development and field management spending by oil and gas companies and, in the case of new data creation, the willingness of these companies to forgo ownership in the seismic data. Capital expenditures by oil and gas companies depend upon several factors, including actual and forecasted oil and natural gas commodity prices, prospect availability and the companies' own short-term and strategic plans. These capital expenditures may also be affected by worldwide economic or industry-wide conditions. With the shift to unconventional plays, seismic data is increasingly tied to relatively stable development capital expenditures.

Merger and Acquisition/Joint Venture Activity: Merger and acquisition activity continues to occur within our client base. This activity could have a negative impact on seismic companies that operate in markets with a limited number of participating clients. However, we believe that, over time, this activity could have a positive impact on our business, as it should generate re-licensing fees, result in increased vitality in the trading of mineral interests and result in the creation of new independent customers through the rationalization of staff within those companies affected by this activity.

Exploiting unconventional plays is a capital intensive endeavor and many technically proficient E&P companies remain capital constrained. They find themselves needing to sell their positions to, or create partnerships with, large well-capitalized companies in order to develop their recoverable resource base. These joint venture partners or new owners will often need to purchase licenses to our seismic data for their own use.

North America Drilling Activity: With relatively strong oil prices and weak natural gas prices, drilling activity has shifted to areas with liquids-rich hydrocarbons, such as the Eagle Ford, Bakken and Niobrara in the U.S. and Montney and Cardium in Canada with several emerging plays, including the Granite Wash, Marcellus/Utica, Sussex and several in the Permian. There are an increasing number of horizontal rigs drilling in oil- and liquids-rich areas and we believe that activity in these areas will continue to increase while activity in dry gas areas will decrease until demand and gas prices strengthen.

Availability of Capital for Our Customers: Some of our customers are independent oil and gas companies and private prospect-generating companies that rely primarily on private capital markets to fund their exploration, production, development and field management activities. Reductions in cash flows resulting from lower commodity prices, along with the reduced availability of credit and increased costs of borrowing, could have a material impact on the ability of such companies to obtain funding necessary to purchase our seismic data.

Government Regulation: Our operations are subject to a variety of federal, provincial, state, foreign and local laws and regulations, including environmental and health and safety laws. We invest financial and managerial resources to comply with these laws and related permit requirements. Modification of existing laws or regulations and the adoption of new laws or regulations limiting or increasing exploration or production activities by oil and gas companies may have a material effect on our business operations.

Non-GAAP Key Performance Measures

Management considers certain performance measures in evaluating and managing our financial condition and operating performance at various times and from time to time. Some of these performance measures are non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with United States generally accepted accounting principles, or GAAP. These non-GAAP measures are not in accordance with, nor are they a substitute for, GAAP measures. These non-GAAP measures are intended to supplement our presentation of our financial results that are prepared in accordance with GAAP.

The following are the key performance measures considered by management.

Cash Resales: Cash resales represent new contracts for data licenses from our library, including data currently in progress, payable in cash. We believe this measure is important in gauging new business activity. We expect cash

resales to generally follow a consistent trend over several quarters, while considering our normal seasonality. Volatility in this trend over several consecutive quarters could indicate changing market conditions.

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The following is a reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measure, total revenue (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Cash resales	$23,129	$27,883	$62,298	$54,148
Other revenue components:				
Acquisition revenue	16,891	11,378	53,463	35,029
Non-monetary exchanges	—	—	709	6,015
Revenue recognition adjustments	4,367	(4,676)	(806)	(2,238)
Solutions and other	1,641	960	2,911	2,087
Total revenue	$46,028	$35,545	$118,575	$95,041

Cash EBITDA: Cash EBITDA represents cash generated from licensing data from our seismic library net of recurring cash operating expenses. We believe this measure is helpful in determining the level of cash from operations we have available for debt service and funding of capital expenditures (net of the portion funded or underwritten by our customers). Cash EBITDA includes cash resales plus all other cash revenues other than from data acquisitions, plus gains on sales of marketable securities and cash distributions from investments obtained as part of licensing our seismic data, less cost of goods sold and cash selling, general and administrative expenses (excluding non-recurring corporate expenses such as severance and debt restructure costs).

The following is a quantitative reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measure, operating income (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Cash EBITDA	$18,432	$23,308	$51,105	$45,005
Add (subtract) other revenue components not included in cash EBITDA:				
Acquisition revenue	16,891	11,378	53,463	35,029
Non-monetary exchanges	—	—	709	6,015
Revenue recognition adjustments	4,367	(4,676)	(806)	(2,238)
Solutions non-cash revenue	—	—	20	—
Less:				
Gain on sale of marketable securities	(230)	(980)	(230)	(2,467)
Cash distributions from investments	(400)	—	(400)	—
Depreciation and amortization	(29,837)	(23,246)	(69,221)	(65,660)
Non-recurring corporate expenses	(573)	(1,293)	(871)	(1,355)
Non-cash operating expenses	(315)	(156)	(460)	(493)
Operating income	$8,335	$4,335	$33,309	$13,836

Growth of Our Seismic Data Library: We regularly add to our seismic data library through four different methods: (1) recording new data; (2) buying ownership of existing data for cash; (3) obtaining ownership of existing data sets through non-monetary exchanges; and (4) creating new value-added products from existing data within our library. For the period from January 1, 2012 to August 9, 2012, we completed the addition of approximately 1,600 square miles of seismic data to our library. As of August 9, 2012, we had approximately 2,400 square miles of seismic data in progress.

Critical Accounting Policies

We operate in one business segment, which is made up of seismic data acquisition, seismic data licensing, seismic data processing and seismic reproduction services. There have not been any changes in our critical accounting policies

since December 31, 2011.

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Results of Operations

Revenue

The following table summarizes the components of our revenue for the three and six months ended June 30, 2012 and 2011 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Acquisition revenue:				
Cash underwriting	$16,531	$11,034	$51,835	$33,646
Underwriting from non-monetary exchanges	360	344	1,628	1,383
Total acquisition revenue	16,891	11,378	53,463	35,029
Resale licensing revenue:				
Cash resales	23,129	27,883	62,298	54,148
Non-monetary exchanges	—	—	709	6,015
Revenue recognition adjustments	4,367	(4,676)	(806)	(2,238)
Total resale licensing revenue	27,496	23,207	62,201	57,925
Total seismic revenue	44,387	34,585	115,664	92,954
Solutions and other	1,641	960	2,911	2,087
Total revenue	$46,028	$35,545	$118,575	$95,041

Total revenue increased $10.5 million, or 29%, to $46.0 million in the second quarter of 2012 from $35.5 million in the second quarter of 2011 due to an increase in acquisition revenue and total resale licensing revenue. Acquisition revenue increased $5.5 million in the second quarter of 2012 compared to the second quarter 2011. Our acquisition revenue in the second quarter of 2012 occurred in the key active unconventional plays in North America including Eagle Ford, Marcellus, Niobrara, Granite Wash, Montney and Cardium. Total resale licensing revenue was $27.5 million in the second quarter of 2012 compared to $23.2 million in the second quarter of 2011. Cash resales in the second quarter of 2012 were $23.1 million and were comprised of $15.1 million, or 65%, from 3D data located in unconventional plays and $8.0 million from conventional 3D, 2D and offshore data. This compares to cash resales in the second quarter of 2011 of $27.9 million that were comprised of $18.0 million, or 65%, from 3D data located in unconventional plays and $9.8 million from conventional 3D, 2D and offshore data. Revenue recognition adjustments are non-cash adjustments to revenue and reflect the net amount of (i) revenue deferred as a result of all of the revenue recognition criteria not being met and (ii) the subsequent revenue recognition once the criteria are met. In the second quarter of 2012, revenue recognized was higher than deferrals primarily as a result of higher selections on open library card contracts and recognition of revenue previously deferred related to data that was completed and delivered in the second quarter of 2012. In the second quarter of 2011, the deferral of new licensing contracts exceeded the amount of revenue recognized from previously deferred contracts as a result of new library card contracts entered into in the second quarter as well as cash resales on data that were still in the acquisition phase requiring deferral since the data products were not yet available for delivery. Solutions and other revenue was $1.6 million in the second quarter of 2012 compared to $1.0 million in the second quarter of 2011. The $0.6 million increase was due to the types of products delivered.

Total revenue for the first six months of 2012 was $118.6 million, an increase of $23.5 million, or 25%, from the first six months of 2011 total revenue of $95.0 million. Acquisition revenue was $53.5 million for the first six months of 2012, an increase of $18.4 million from the first six months of 2011, due to continuing strong activity in unconventional plays, with the majority of our activity in oil and liquids-rich areas. Total resale licensing revenue was $62.2 million in the first six months of 2012 compared to $57.9 million in the first six months of 2011. Cash resales for the first six months of 2012 were $62.3 million, an increase of 15% from the first six months of 2011. Cash resales in the first six months of 2012 were comprised of $35.6 million, or 57%, from 3D data located in unconventional plays and $26.7 million from conventional 3D, 2D and offshore data. This compares to cash resales in the first six

months of 2011 of $54.1 million that were comprised of $37.5 million, or 69%, from 3D data located in unconventional plays and $16.6 million from conventional 3D, 2D and offshore data. Non-monetary exchanges decreased $5.3 million from the first six months of 2011 to 2012; these transactions fluctuate quarter to quarter depending upon the data available for trade. The increase of $1.4 million in revenue recognition adjustments from the first six months of 2011 to the first six months of 2012 was primarily due to a decrease in the deferral of new licensing contracts partially offset by a decrease in selection of data from open library card contracts and a decrease in the recognition of revenue previously deferred as a result of new data acquisition projects being completed and delivered.

Solutions and other

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revenue increased $0.8 million in 2012 compared to 2011 mainly due to the types of products delivered and third party data processing projects in 2012.

At June 30, 2012, we had a deferred revenue balance of $50.6 million, compared to the December 31, 2011 balance of $48.8 million. The deferred revenue balance was related to (i) data licensing contracts on which selection of specific data had not yet occurred, (ii) deferred revenue on data acquisition projects and (iii) contracts in which the data products are not yet available or the revenue recognition criteria has not yet been met. The deferred revenue will be recognized when selection of specific data is made by the customer, upon expiration of the data selection period specified in the data licensing contracts, as work progresses on the data acquisition contracts, as the data products become available or as all of the revenue recognition criteria are met.

Depreciation and Amortization

Depreciation and amortization was composed of the following for the three and six months ended June 30, 2012 and 2011 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Amortization of seismic data:				
Income forecast	$22,081	$15,275	$53,893	$41,575
Straight-line	6,098	5,958	11,842	20,084
Total amortization of seismic data	28,179	21,233	65,735	61,659
Depreciation of property and equipment	219	540	598	1,069
Amortization of acquired intangibles	1,439	1,473	2,888	2,932
Total	$29,837	$23,246	$69,221	$65,660

Total seismic data library amortization amounted to $28.2 million in the second quarter of 2012 compared to $21.2 million in the second quarter of 2011 and $65.7 million for the first half of 2012 compared to $61.7 million for the first half of 2011. The amount of seismic data library amortization fluctuates based on the level and location of specific seismic surveys licensed (including licensing resulting from new data acquisition) and selected by our customers during any period as well as the amount of straight-line amortization required under our accounting policy. Seismic data amortization as a percentage of total seismic revenue is summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
Components of Amortization	2012	2011	2012	2011
Income forecast	49.7 %	44.2 %	46.6 %	44.7 %
Straight-line	13.7 %	17.2 %	10.2 %	21.6 %
Total	63.4 %	61.4 %	56.8 %	66.3 %

The percentage of income forecast amortization to total seismic revenue increased between the 2012 and 2011 periods presented due to the mix of data being licensed. In all periods, we had resale revenue recognized which was from data whose costs were fully amortized. In the second quarter and first six months of 2012, 46% and 62%, respectively of resale revenue recognized was from data whose costs were fully amortized as compared to 57% and 59% in the second quarter and first six months of 2011, respectively. Amortization expense related to new data acquisition increased between the periods due to the higher level of acquisition revenue. Straight-line amortization represents the expense required under our accounting policy to ensure our data value is fully amortized within four years of when the data becomes available for sale. The amount of straight-line amortization decreased $8.2 million between the first six months of 2011 and 2012 due to the distribution of revenue among the various seismic surveys and because a significant portion of our data library became fully amortized in the first quarter of 2011 due to such data reaching its four-year life after the merger on February 14, 2007.

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Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses were $7.7 million in the second quarter of 2012 compared to $7.9 million in the second quarter of 2011 and $15.8 million in the first six months of 2012 compared to $15.5 million in the first six months of 2011. SG&A expenses are made up of the following cash and non-cash expenses (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Cash SG&A expenses	$7,390	$7,769	$15,337	$14,997
Non-cash compensation expense	245	82	318	346
Non-cash rent expense	70	74	142	147
Total	$7,705	$7,925	$15,797	$15,490

The decrease in cash SG&A expenses of $0.4 million from the second quarter of 2011 to the second quarter of 2012 was primarily due to a decrease of $0.8 million in non-recurring expenses related to severance costs partially offset by an increase of $0.4 million in various expenses associated with our increased revenue and acquisition activities.

The increase in cash SG&A expenses of $0.3 million from the first six months of 2011 to the first six months of 2012 was primarily due to (i) an increase of $0.6 million in salaries and benefits due to merit increases on base salary and new hires and (ii) an increase of $0.2 million in sales commissions as a result of higher revenues partially offset by a decrease of $0.5 million in non-recurring expenses related to severance costs.

The $0.2 million increase in non-cash compensation expense between quarters was due to amortization associated with stock option issuances in May 2012. Non-cash compensation expense in the first six months of 2012 decreased slightly compared to the first six months of 2011 due to higher expense associated with new option issuances offset by a decrease due to our using graded vesting to amortize the compensation expense related to our stock option issuances that vest based only on service, thus recognizing more expense in the earlier periods and gradually reducing in later years.

Interest Expense, Net

Interest expense, net, was $7.3 million and $14.5 million in the second quarter and first six months of 2012, respectively compared to $10.3 million and $20.4 million in the second quarter and first six months of 2011, respectively. The decrease in interest expense between the periods was due to the repayment of $125.0 million of our 9.75% Senior Notes on July 1, 2011.

Other Income

During the three months ended June 30, 2012 and the three and six months ended June 30, 2011, we sold $0.2 million, $1.0 million and $2.5 million, respectively, of marketable securities through multiple transactions on an active international exchange. Total gains were equal to the proceeds received in all transactions.

Other income was $0.4 million and $0.5 million in the second quarter and first six months of 2012, respectively, compared to $0.1 million and $0.2 million in the second quarter and first six months of 2011, respectively. The increase in other income in 2012 from 2011 was due to $0.4 million in cash dividends received from investments.

Income Taxes

Income tax expense was $18,000 in the second quarter of 2012 compared to $0.4 million in the second quarter of 2011. The expense in the second quarter of 2012 was comprised of an expense of $0.2 million related to our Canadian operations offset by $0.2 million benefit related to U.S. state tax expenses. The expense in the second quarter of 2011 was comprised of (i) an expense of $0.1 million related to our Canadian operations, (ii) an expense of $0.1 million related to interest on uncertain tax positions and (iii) $0.2 million in U.S. state tax expense. The Federal tax benefit in both the second quarter of 2012 and 2011 resulting from our U.S. operations was offset by a valuation allowance because it was more likely than not that the deferred tax asset would not be realized.

Tax expense was $3.6 million and $1.0 million for the six months ended June 30, 2012 and 2011, respectively. The expense for the first six months of 2012 was comprised of (i) an expense of $3.4 million related to our Canadian operations, (ii) an expense of $0.1 million related to interest on uncertain tax positions and (iii) $0.1 million in U.S.

state tax expense. The expense for the first six months of 2011 was comprised of (i) an expense of $0.4 million related to our Canadian operations, (ii) an expense of $0.2 million related to interest on uncertain tax position and (iii) $0.4 million in U.S. state tax expense. The Federal tax benefit in both the first six months of 2012 and 2011 resulting from our U.S. operations was offset by a valuation allowance because it

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was more likely than not that the deferred tax asset would not be realized.

Liquidity and Capital Resources

As of June 30, 2012, we had $59.6 million in consolidated cash, cash equivalents and short-term investments, including $0.5 million of restricted cash. As of June 30, 2012, approximately $1.6 million of our cash was held by a foreign subsidiary which will be used to reinvest in our Canadian operations as our intent is to use this cash to, among other things, fund the operations of our Canadian subsidiary. If we decide at a later date to repatriate those funds to the U.S., we may be required to provide taxes on certain of those funds based on applicable U.S. tax rates net of foreign taxes.

In addition to the cash on our balance sheet, other sources of liquidity include our Credit Facility described below.

Credit Facility: On May 25, 2011 we entered into a credit agreement which provides us with the ability to borrow up to $30.0 million. The Credit Facility provides a $30.0 million revolving credit facility with a Canadian sublimit of $5.0 million, subject to borrowing base limitations. The Credit Facility expires on November 15, 2013, which date will be extended upon the occurrence of certain refinancing of our existing 9.75% Senior Notes. The Credit Facility requires that we maintain certain minimum excess availability (as defined in the Credit Facility) levels or the fixed charge coverage ratio (as defined in the Credit Facility) shall not be less than 1.00 to 1.00. As of June 30, 2012, no amounts were outstanding under the Credit Facility and there was $30.0 million of availability.

9.75% Senior Unsecured Notes: On February 14, 2007, we issued in a private placement $400.0 million aggregate principal amount of our 9.75% Senior Notes. On July 1, 2011, we redeemed $125.0 million aggregate principal amount of the 9.75% Senior Notes outstanding. Interest on these senior notes is payable in cash, semi-annually in arrears on February 15 and August 15. As of June 30, 2012, $275.0 million of the 9.75% Senior Notes remain outstanding.

We may from time to time, as part of various financing and investment strategies, purchase our outstanding indebtedness. These purchases, if any, could have a material positive or negative impact on our liquidity available to repay outstanding debt obligations or on our consolidated results of operations.

Cash Flows from Operating Activities: Cash flows provided by operating activities were $98.5 million and $44.1 million for the six months ended June 30, 2012 and 2011, respectively. Operating cash flows for 2012 increased from 2011 primarily due to increased collections from our cash license resales and our acquisition underwriting receipts , a lower interest payment on our 9.75% Senior Notes and lower income taxes paid.

Cash Flows from Investing Activities: Cash flows used in investing activities were $113.9 million and $77.3 million for the six months ended June 30, 2012 and 2011, respectively. Cash expenditures for seismic data were $113.1 million and $79.1 million for the six months ended June 30, 2012 and 2011, respectively. The increase in cash invested in seismic data for 2012 compared to 2011 was due to increased data acquisition activity in both the U.S. and Canada.

Cash Flows from Financing Activities: Cash flows provided by (used in) financing activities were ($123,000) and $116.8 million for the six months ended June 30, 2012 and 2011, respectively. The decrease in cash provided by financing activities was due to certain transactions that occurred in 2011. In the first six months of 2011, we received a $125.0 million cash capital contribution by our parent, Seitel Holdings, Inc. ("Holdings"), in connection with the minority interest investment in Holdings by Centerbridge Capital Partners II, L.P. and Centerbridge Capital Partners SBS II, L.P. (together with Centerbridge Capital Partners II, L.P., "Centerbridge") in May 2011. In addition, in 2011, we incurred expenses of $6.1 million in conjunction with our new Credit Facility and the Centerbridge transaction and made $2.0 million in principal payments on our 11.75% Senior Notes.

Anticipated Liquidity: Our ability to cover our operating and capital expenses, make required debt service payments on our 9.75% Senior Notes, incur additional indebtedness, and comply with our various debt covenants, will depend primarily on our ability to generate substantial operating cash flows. Over the next 12 months, we expect to obtain the funds necessary to pay our operating, capital and other expenses as well as interest on our 9.75% Senior Notes and principal and interest on our other indebtedness, from our operating cash flows, cash and cash equivalents on hand and, if required, from additional borrowings (to the extent available under our Credit Facility subject to the borrowing base). Our ability to satisfy our payment obligations depends substantially on our future operating and financial performance, which necessarily will be affected by, and subject to, industry, market, economic and other factors. If

necessary, we could choose to reduce our spending on capital projects and operating expenses to ensure we operate within the cash flow generated from our operations. We will not be able to predict or control many of these factors, such as economic conditions in the markets where we operate and competitive pressures.

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Deferred Taxes

As of June 30, 2012, we had a net deferred tax liability of $2.0 million attributable to our Canadian operations. In the U.S., we had a Federal deferred tax asset of $105.8 million, all of which was fully offset by a valuation allowance. The recognition of the U.S. Federal deferred tax asset will not occur until such time that it is more likely than not that some portion or all of the U.S. Federal deferred tax asset will be realized. As of June 30, 2012, it was more likely than not that all of the U.S. Federal deferred tax asset will not be realized. Additionally, in the U.S., we had a state deferred tax asset of $56,000 which was recognized as it is more likely than not that the state deferred tax asset will be realized.

Off-Balance Sheet Transactions

Other than operating leases, we do not maintain any off-balance sheet transactions, arrangements, obligations or other relationships with unconsolidated entities or others that are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenue or expense, results of operations, liquidity, capital expenditures or capital resources.

Capital Expenditures

During the six months ended June 30, 2012, capital expenditures for seismic data and other property and equipment amounted to $95.8 million. Our capital expenditures for the remainder of 2012 are presently estimated to be $117.2 million. The first six months of 2012 actual and 2012 estimated remaining capital expenditures are comprised of the following (in thousands):

	Six Months Ended June 30, 2012	Estimate for Remainder of 2012	Total Estimate for 2012
New data acquisition	$91,098	$103,402	$194,500
Cash purchases and data processing	1,134	9,866	11,000
Non-monetary exchanges	2,389	3,611	6,000
Property and equipment and other	1,168	332	1,500
Total capital expenditures	95,789	117,211	213,000
Less: Non-monetary exchanges	(2,389)	(3,611)	(6,000)
Changes in working capital	20,810	—	20,810
Cash investment per statement of cash flows	$114,210	$113,600	$227,810

Capital expenditures funded from operating cash flow are as follows (in thousands):

	Six Months Ended June 30, 2012	Estimate for Remainder of 2012	Total Estimate for 2012
Total capital expenditures	$95,789	$117,211	$213,000
Less: Non-cash additions	(2,389)	(3,611)	(6,000)
Cash underwriting	(51,835)	(66,165)	(118,000)
Capital expenditures funded from operating cash flow	$41,565	$47,435	$89,000

As of August 9, 2012, we had capital expenditure commitments related to data acquisition projects of approximately $123.4 million, of which we have obtained approximately $76.9 million of cash underwriting and $1.5 million of underwriting from non-monetary exchanges. We expect approximately 68% of our $46.5 million committed net cash capital expenditures to be incurred in 2012 with the remainder being incurred in 2013.

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Reconciliation of Non-GAAP to GAAP Financial Measures

We believe the allocation of cash resales between unconventional and conventional plays provides useful additional information about current trends in our operations. The tables below compare such non-GAAP information to information related to the most comparable GAAP measure, total revenue.

The following table reconciles cash resales to revenue recognized for 3D data located in unconventional plays for the three and six months ended June 30, 2012 and 2011 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Unconventional 3D data cash resales	$15,123	$18,037	$35,639	$37,534
Other revenue components:				
Acquisition revenue	16,837	11,378	53,409	35,029
Non-monetary exchanges	—	—	—	5,873
Revenue recognition adjustments	5,559	(1,558)	4,650	(1,594)
Unconventional 3D data total revenue	$37,519	$27,857	$93,698	$76,842
Percentage of total cash resales	65%	65%	57%	69%
Percentage of total revenue	82%	78%	79%	81%

The following table reconciles cash resales to revenue recognized for conventional 3D, 2D and offshore data for the three and six months ended June 30, 2012 and 2011 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Conventional 3D, 2D and offshore data cash resales	$8,006	$9,846	$26,659	$16,614
Other revenue components:				
Acquisition revenue	54	—	54	—
Non-monetary exchanges	—	—	709	142
Revenue recognition adjustments	(1,192)	(3,118)	(5,456)	(644)
Conventional 3D, 2D and offshore data total revenue	$6,868	$6,728	$21,966	$16,112

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk, including adverse changes in interest rates and foreign currency exchange rates.

Interest Rate Risk

We may enter into various financial instruments, such as interest rate swaps or interest rate lock agreements, to manage the impact of changes in interest rates. As of June 30, 2012, we did not have any open interest rate swap or interest rate lock agreements. Therefore, our exposure to changes in interest rates primarily results from our short-term and long-term debt with both fixed and floating interest rates.

Foreign Currency Exchange Rate Risk

Our Canadian subsidiaries conduct business in the Canadian dollar and are therefore subject to foreign currency exchange rate risk on cash flows related to sales, expenses, financing and investing transactions in currencies other than the U.S. dollar. Currently, we do not have any open forward exchange contracts.

We have not had any significant changes in our market risk exposures during the quarter ended June 30, 2012.

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Item 4. CONTROLS AND PROCEDURES

a) Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, our management carried out an evaluation, under the supervision and with the participation of our President and Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, our President and Chief Executive Officer along with our Chief Financial Officer concluded that the Company's disclosure controls and procedures as of June 30, 2012 are effective in ensuring that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

b) Changes in Internal Control Over Financial Reporting

There have been no changes in our internal controls over financial reporting during the quarter ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II—OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

See Part I, Item 1, Note G to Consolidated Financial Statements, which is incorporated herein by reference.

Item 1A. RISK FACTORS

In addition to the cautionary information included in this report, you should carefully consider the factors discussed in "Item 1A. Risk Factors" in our 2011 Annual Report on Form 10-K, filed with the SEC on March 14, 2012, which could materially adversely affect our business, financial condition and/or results of operations.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

None.

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Item 6. EXHIBITS

3.1		Certificate of Incorporation of the Company (incorporated by reference from Exhibit 3.1 to the Registration Statement on Form S-4, No. 333-144844, as filed with the SEC on July 25, 2007).
3.2		Bylaws of Seitel, Inc. (incorporated by reference from Exhibit 3.2 to the Registration Statement on Form S-4, No. 333-144844, as filed with the SEC on July 25, 2007).
10.1	†	Seitel Holdings, Inc. 2012 Non-Qualified Stock Option Plan, dated May 1, 2012 (incorporated by reference from Exhibit 10.1 to the Seitel, Inc. current report on Form 8-K, as filed with the SEC on May 7, 2012).
10.2	†*	Amendment to the 2012 Non-Qualified Stock Option Plan of Seitel Holdings, Inc., dated May 30, 2012.
10.3	†	Form of Seitel Holdings, Inc. Stock Option Agreement for the 2012 Plan for Management Employees (incorporated by reference from Exhibit 10.2 to the Seitel, Inc. current report on Form 8-K, as filed with the SEC on May 7, 2012).
10.4	†	Form of Seitel Holdings, Inc. Stock Option Agreement for the 2012 Plan for Employees (incorporated by reference from Exhibit 10.3 to the Seitel, Inc. current report on Form 8-K, as filed with the SEC on May 7, 2012).
31.1	*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 302 Of The Sarbanes-Oxley Act of 2002.
31.2	*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 302 Of The Sarbanes-Oxley Act of 2002.
32.1	**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 Of The Sarbanes-Oxley Act of 2002.
32.2	**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 Of The Sarbanes-Oxley Act of 2002.
101.INS		XBRL Instance Document.
101.SCH		XBRL Taxonomy Extension Schema Document.
101.CAL		XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF		XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB		XBRL Taxonomy Extension Label Linkbase Document.
101.PRE		XBRL Taxonomy Extension Presentation Linkbase Document.

† Management contract, compensation plan or arrangement.
* Filed herewith.
** Furnished, not filed, pursuant to 601(b)(32) of Regulation S-K.

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SIGNATURES

Pursuant to the requirements 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.

	SEITEL, INC.
Dated: August 13, 2012	/s/ Robert D. Monson
	Robert D. Monson
	Chief Executive Officer and President
Dated: August 13, 2012	/s/ Marcia H. Kendrick
	Marcia H. Kendrick
	Chief Financial Officer

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EXHIBIT
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Exhibit		Title
3.1		Certificate of Incorporation of the Company (incorporated by reference from Exhibit 3.1 to the Registration Statement on Form S-4, No. 333-144844, as filed with the SEC on July 25, 2007).
3.2		Bylaws of Seitel, Inc. (incorporated by reference from Exhibit 3.2 to the Registration Statement on Form S-4, No. 333-144844, as filed with the SEC on July 25, 2007).
10.1	†	Seitel Holdings, Inc. 2012 Non-Qualified Stock Option Plan, dated May 1, 2012 (incorporated by reference from Exhibit 10.1 to the Seitel, Inc. current report on Form 8-K, as filed with the SEC on May 7, 2012).
10.2	†*	Amendment to the 2012 Non-Qualified Stock Option Plan of Seitel Holdings, Inc., dated May 30, 2012.
10.3	†	Form of Seitel Holdings, Inc. Stock Option Agreement for the 2012 Plan for Management Employees (incorporated by reference from Exhibit 10.2 to the Seitel, Inc. current report on Form 8-K, as filed with the SEC on May 7, 2012).
10.4	†	Form of Seitel Holdings, Inc. Stock Option Agreement for the 2012 Plan for Employees (incorporated by reference from Exhibit 10.3 to the Seitel, Inc. current report on Form 8-K, as filed with the SEC on May 7, 2012).
31.1	*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 302 Of The Sarbanes-Oxley Act of 2002.
31.2	*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 302 Of The Sarbanes-Oxley Act of 2002.
32.1	**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 Of The Sarbanes-Oxley Act of 2002.
32.2	**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 Of The Sarbanes-Oxley Act of 2002.
101.INS		XBRL Instance Document.
101.SCH		XBRL Taxonomy Extension Schema Document.
101.CAL		XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF		XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB		XBRL Taxonomy Extension Label Linkbase Document.
101.PRE		XBRL Taxonomy Extension Presentation Linkbase Document.

† Management contract, compensation plan or arrangement.
* Filed herewith.
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