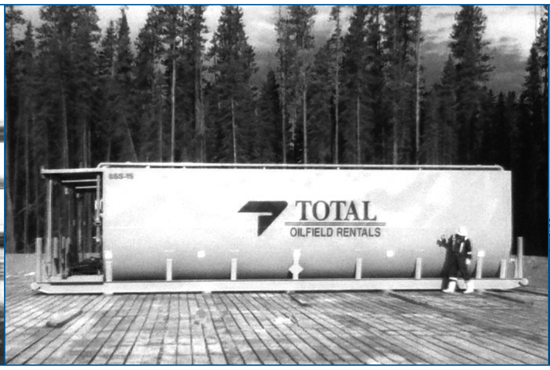
Q3



FOCUS DISCIPLINE GROWTH

Third Quarter Report 2013

TOTAL ENERGY SERVICES INC.

Total Energy Services Inc. ("Total Energy" or the "Company") is a growth oriented energy services company based in Calgary, Alberta. Through various operating divisions and wholly-owned subsidiaries and partnerships, Total Energy is involved in three businesses: contract drilling services, rentals and transportation services and the fabrication, sale, rental and servicing of new and used natural gas compression and process equipment. Together these businesses provide a platform for building long-term shareholder value. Total Energy has achieved its growth by maintaining a disciplined acquisition strategy and undertaking strategic internal growth.

The shares of Total Energy are listed and trade on the Toronto Stock Exchange under the symbol TOT.

REPORT TO SHAREHOLDERS

Total Energy's results for the third quarter of 2013 reflect continued momentum in the Company's Compression and Process Services division offset by lower completion and well servicing activity in Western Canada as compared to 2012 that negatively impacted the Rentals and Transportation Services division. While activity levels in Total Energy's Contract Drilling Services division increased during the third quarter of 2013 as compared to the third quarter of 2012, drilling rig day rates did not increase to the extent necessary to offset increased cost of services, which in turn resulted in reduced gross margins and divisional profitability.

Total Energy's financial position remains strong, highlighted by the Company remaining free of bank debt and having a positive working capital position of $90.4 million at September 30, 2013, including $22.2 million of cash. At September 30, 2013 and at the date of this report, the Company's $35 million bank operating facility was fully available and undrawn.

LOOKING FORWARD

Drilling activity in Western Canada during the third quarter of 2013 saw a slight improvement as compared to 2012 despite extended wet weather conditions that continued into the first part of August. However, completion and well servicing activity continued to lag 2012 levels. With continuing strong oil prices and somewhat improved natural gas prices from a year ago, current indications are that activity levels in Western Canada will be relatively strong during the upcoming winter season.

Demand for Total Energy's heavy double drilling rigs is strong, with all such rigs committed for the upcoming winter drilling season. The expected increase in drilling activity will directly benefit Total Energy's Rentals and Transportation Services division although increased completion and well servicing activity will be required to substantially improve rental equipment utilization. Pricing in this division is challenged by a fragmented and competitive market. The substantial fabrication sales backlog enjoyed by the Compression and Process Services division provides reasonably good visibility for continued high levels of activity for that business for the remainder of 2013 and into 2014.

Over the past few years Total Energy has worked to position itself to capitalize on opportunities that will arise should LNG export projects proceed in North America, particularly in British Columbia. Our Contract Drilling Services division's focus on the heavy double drilling rig market makes Total Energy competitive in most areas of onshore Western Canada where drilling will be required to supply LNG exports. Completion of construction of a 4,200 meter AC electric telescopic double rig in the second quarter of 2014 will allow Total Energy to more fully evaluate the merits of establishing a greater presence in the ultra-deep onshore North American drilling market. The established and extensive infrastructure of our Rentals and Transportation Services division in northeast British Columbia and northwest Alberta will be a significant competitive advantage as field activity increases commensurate with LNG development. Finally, Total Energy's Compression and Process Services division is very well positioned to participate in the extensive infrastructure build that will be required to produce and transport natural gas to LNG export terminals.

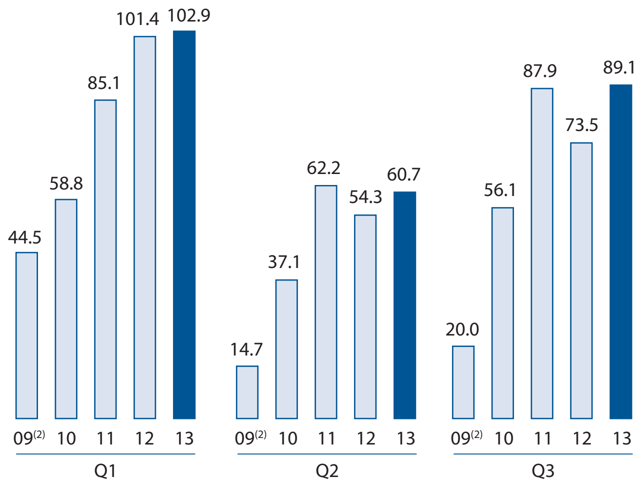
I would like to take this opportunity to remind all of our employees and contractors to focus on conducting their activities during this upcoming busy winter season in a safe and responsible manner. No job is so important that it requires anyone to cut corners and put themselves, others or our environment at unnecessary risk.

DANIEL K. HALYK
President and Chief Executive Officer

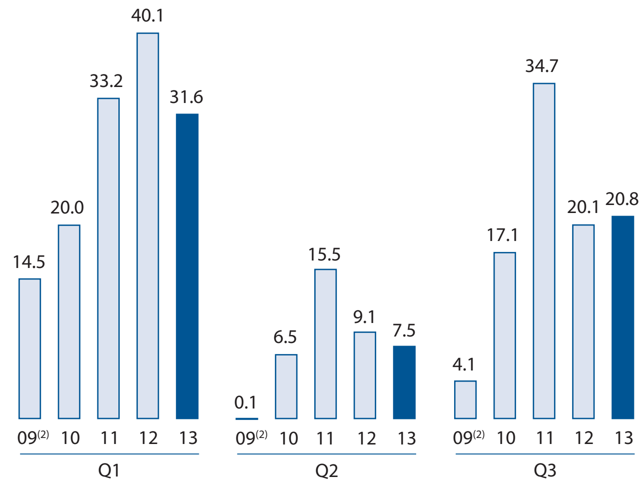
November 2013

THIRD QUARTER GROWTH

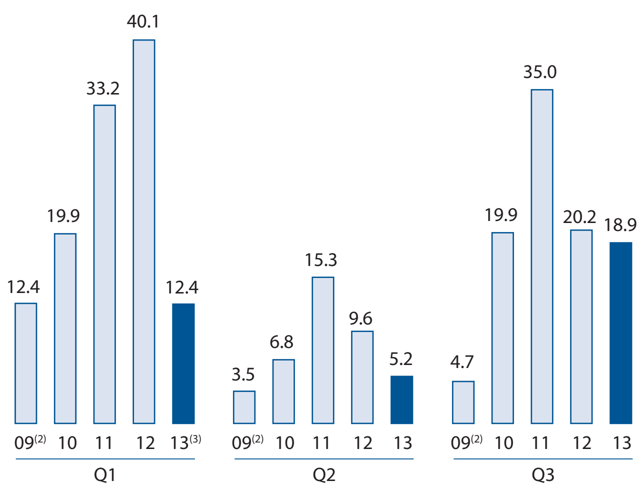
Unaudited (in millions of Canadian dollars)



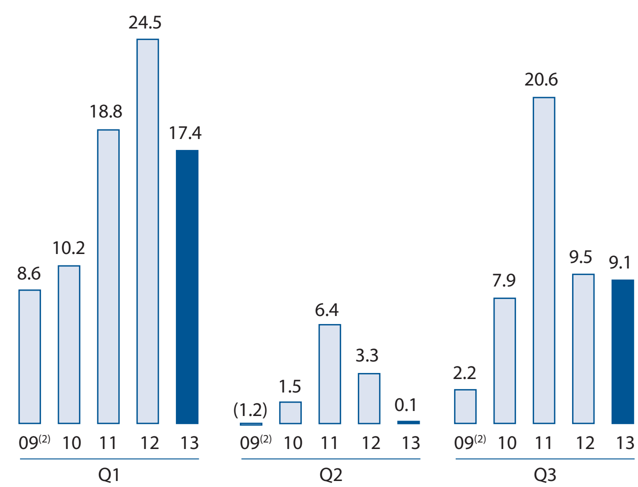
REVENUES



EBITDA[1]



CASHFLOW[1]



NET INCOME

(1) EBITDA means earnings before interest, taxes, depreciation and amortization and is equal to net income before income taxes plus finance costs plus depreciation. Cashflow means cash provided by operations before changes in non-cash working capital items. EBITDA and cashflow are not recognized measures under IFRS. Management believes that in addition to net income, EBITDA and cashflow are useful supplemental measures as they provide an indication of the results generated by the Company's primary business activities prior to consideration of how those activities are financed, amortized or how the results are taxed in various jurisdictions as well as the cash generated by the Company's primary business activities without consideration of the timing of the monetization of non-cash working capital items. Readers should be cautioned, however, that EBITDA and cashflow should not be construed as an alternative to net income determined in accordance with IFRS as an indicator of Total Energy's performance. Total Energy's method of calculating EBITDA and cashflow may differ from other organizations and, accordingly, EBITDA and cashflow may not be comparable to measures used by other organizations.

(2) Calculated based on previously issued financial statements prepared in accordance with Canadian GAAP.

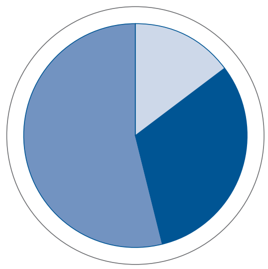
(3) Cashflow for the three months ended March 31, 2013 is net of $15.3 million of income taxes paid during the period that relates to 2012 taxable income as a result of the Company not having been required to make income tax installment payments during 2012.

SEGMENTED INFORMATION

For the nine months ended September 30, 2013 and 2012
Unaudited (in thousands of Canadian dollars)

REVENUE DIVERSIFICATION

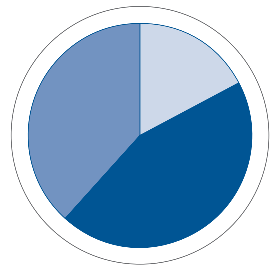
2013



$252,639

$37,687	Contract Drilling
$79,225	Rentals and Transportation
$135,727	Compression and Process Services

2012

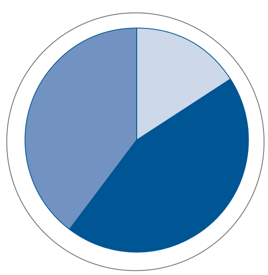


$229,298

$39,896	Contract Drilling
$102,004	Rentals and Transportation
$87,398	Compression and Process Services

OPERATING EARNINGS (1)

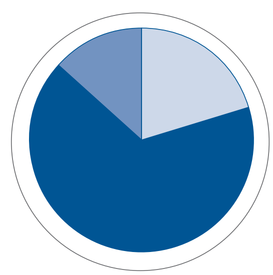
2013



$38,631

$7,213	Contract Drilling
$19,830	Rentals and Transportation
$17,743	Compression and Process Services
$(6,155)	Other (2)

2012



$50,415

$11,413	Contract Drilling
$37,207	Rentals and Transportation
$7,421	Compression and Process Services
$(5,626)	Other (2)

(1) Operating earnings means results from operating activities and is equal to net income before income taxes minus gain on sale of property, plant and equipment plus finance costs.

(2) Other includes the Company's corporate activities.

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

The following MD&A, dated November 4, 2013, focuses on key statistics from the unaudited condensed interim consolidated financial statements of Total Energy Services Inc. (the "Company" or "Total Energy") and pertains to known risks and uncertainties relating to the energy services industry. This discussion should not be considered all-inclusive, as it excludes changes that may occur in general economic, political and environmental conditions. This discussion and analysis of the financial condition and results of operations for the three and nine months ended September 30, 2013, should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2013 and related notes and material contained in other parts of this report, the audited annual consolidated financial statements for the year ended December 31, 2012 and related notes and material contained in other parts of the 2012 Annual Report as well as the Company's Annual Information Form ("AIF"). Additional information relating to Total Energy, including the Company's AIF, may be found on SEDAR at www.sedar.com. Unless otherwise indicated, all dollar amounts presented herein are in Canadian dollars.

FORWARD-LOOKING STATEMENTS

Certain information and statements contained in this MD&A constitute forward-looking information, including the anticipated costs associated with the purchase of capital equipment, expectations concerning the nature and timing of growth within the various business divisions operated through affiliates of Total Energy, expectations respecting the competitive position of such business divisions, expectations concerning the financing of future business activities, statements as to future economic and operating conditions and expectations regarding the payment of dividends in the future. Readers should review the cautionary statement respecting forward-looking information that appears below.

The information and statements contained in this MD&A that are not historical facts are forward-looking statements. Forward-looking statements (often, but not always, identified by the use of words such as "seek", "plan", "continue", "estimate", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", "expect", "may", "anticipate" or "will" and similar expressions) may include plans, expectations, opinions, or guidance that are not statements of fact. Forward-looking statements are based upon the opinions, expectations and estimates of management as at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements. These factors include, but are not limited to, such things as changes in industry conditions (including the levels of capital expenditures made by oil and gas producers and explorers), the credit risk to which the Company is exposed in the conduct of its business, fluctuations in prevailing commodity prices or currency and interest rates, the competitive environment to which the various business divisions are, or may be, exposed in all aspects of their business, the ability of the Company's various business divisions to access equipment (including parts) and new technologies and to maintain relationships with key suppliers, the ability of the Company's various business divisions to attract and maintain key personnel and other qualified employees, various environmental risks to which the Company's business divisions are exposed in the conduct of their operations, inherent risks associated with the conduct of the businesses in which the Company's business divisions operate, timing and costs associated with the acquisition of capital equipment, the impact of weather and other seasonal factors that affect business operations, availability of financial resources or third-party financing and the impact of new laws and regulations or changes in existing laws, regulations or administrative practices on the part of regulatory authorities, including without limitation taxation and environmental laws and regulations and changes in how such laws and regulations are interpreted and enforced. Forward-looking information respecting the anticipated costs associated with the purchase of capital equipment are based upon historical prices for various classes of equipment, expectations relating to the impact of inflation on the future cost of such equipment and management's views concerning the negotiating position of the Company and its affiliates. Forward-looking information concerning the nature and timing of growth within the various business divisions is based on the current budget of the Company (which is subject to change), factors that affected the historical growth of such business divisions, sources of historic growth opportunities and expectations relating to future economic and operating conditions. Forward-looking information concerning the future competitive position of the Company's business divisions is based upon the current competitive environment in which those business divisions operate, expectations relating to future economic and operating conditions, current and announced build programs and other expansion plans of other organizations that operate in the energy service business. Forward-looking information concerning the financing of future business activities is based upon the financing sources on which the Company and its predecessors have historically relied and expectations relating to future economic and operating conditions. Forward-looking information concerning future economic and operating conditions is based upon historical economic and operating conditions, opinions of third-party analysts respecting anticipated economic and operating conditions. Although management of the Company believes that the expectations reflected in such forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Accordingly, readers should not place undue reliance upon any of the forward-looking information set out in this MD&A. All of the forward looking statements of the Company contained in this MD&A are expressly qualified, in their entirety, by this cautionary statement. The various risks to which the Company is exposed are described in additional detail in this MD&A under the heading "Risk Factors" below and in the Company's AIF. Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking information or statements, whether as a result of new information, future events or otherwise.

RESPONSIBILITY OF MANAGEMENT AND THE BOARD OF DIRECTORS

Management is responsible for the information disclosed in this MD&A and the accompanying unaudited condensed interim consolidated financial statements, and has in place appropriate information systems, procedures and controls to ensure that information used internally by management and disclosed externally is materially complete and reliable. In addition, the Company's Audit Committee, on behalf of the Board of Directors, provides an oversight role with respect to all public financial disclosures made by the Company, and has reviewed and approved this MD&A and the accompanying unaudited condensed interim consolidated financial statements.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

The Chief Executive Officer and the Chief Financial Officer, together with other members of management (collectively, the "Officers"), have designed the Company's disclosure controls and procedures in order to provide reasonable assurance that the information required to be disclosed by the Company and its consolidated divisions and subsidiaries in its filings or other reports submitted by it under securities legislation is in compliance with the time periods specified in the securities legislation. These disclosure controls and procedures include controls and procedures which have been designed to ensure that the information required to be disclosed by the Company and its consolidated divisions and subsidiaries in its filings or other reports submitted by it under securities legislation is accumulated and communicated to the Officers and others within those entities to allow timely decisions regarding required disclosure.

Additionally, the Officers have designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. There were no changes to internal controls over financial reporting that would materially affect, or be reasonably likely to materially affect, the Company's internal controls over financial reporting during the third quarter of 2013.

While the Officers have designed the Company's disclosure controls and procedures and internal controls over financial reporting, they expect that these controls and procedures will not prevent all errors and fraud. A control system, no matter how well conceived or operated, can only provide reasonable, not absolute, assurance that the objectives of the control system are met.

NON-IFRS MEASURES

Operating earnings means results from operating activities and is equal to net income before income taxes minus gain on sale of property, plant and equipment plus finance costs. EBITDA means earnings before interest, taxes, depreciation and amortization and is equal to net income before income taxes plus finance costs plus depreciation. Cashflow means cash provided by operations before changes in non-cash working capital items. Operating earnings, EBITDA and cashflow are not recognized measures under IFRS. Management believes that in addition to net income, operating earnings, EBITDA and cashflow are useful supplemental measures as they provide an indication of the results generated by the Company's primary business activities prior to consideration of how those activities are financed, amortized or how the results are taxed in various jurisdictions as well as the cash generated by the Company's primary business activities without consideration of the timing of the monetization of non-cash working capital items. Readers should be cautioned, however, that operating earnings, EBITDA and cashflow should not be construed as an alternative to net income determined in accordance with IFRS as an indicator of Total Energy's performance. Total Energy's method of calculating operating earnings, EBITDA and cashflow may differ from other organizations and, accordingly, operating earnings, EBITDA and cashflow may not be comparable to measures used by other organizations. Reconciliations of these non-IFRS measures to the most directly comparable IFRS measure are outlined below.

Results from operating activities (in thousands of Canadian dollars)	**Three months ended Sept 30, 2013**	Three months ended Sept 30, 2012	**Nine months ended Sept 30, 2013**	Nine months ended Sept 30, 2012
Net income and total comprehensive income	**$ 9,109**	$ 9,456	**$ 26,614**	$ 37,167
Add back (deduct):				
Finance costs	**1,394**	1,149	**4,109**	3,678
Gain on sale of property, plant and equipment	**(96)**	(986)	**(1,151)**	(1,478)
Income tax expense	**3,291**	3,360	**9,059**	11,048
Results from operating activities	**$ 13,698**	$ 12,979	**$ 38,631**	$ 50,415

EBITDA (in thousands of Canadian dollars)	**Three months ended Sept 30, 2013**	Three months ended Sept 30, 2012	**Nine months ended Sept 30, 2013**	Nine months ended Sept 30, 2012
Net income and total comprehensive income	**$ 9,109**	$ 9,456	**$ 26,614**	$ 37,167
Add back:				
Depreciation	**6,958**	6,113	**20,018**	17,440
Finance costs	**1,394**	1,149	**4,109**	3,678
Income tax expense	**3,291**	3,360	**9,059**	11,048
EBITDA	**$ 20,752**	$ 20,078	**$ 59,800**	$ 69,333

Cashflow (in thousands of Canadian dollars)	**Three months ended Sept 30, 2013**	Three months ended Sept 30, 2012	**Nine months ended Sept 30, 2013**	Nine months ended Sept 30, 2012
Cash (used in) provided by operations	**$ 3,880**	$ 13,522	**$ 32,083**	$ 98,847
Add back (deduct):				
Changes in non-cash working capital items	**15,019**	6,662	**4,373**	(29,008)
Cashflow	**$ 18,899**	$ 20,184	**$ 36,456**	$ 69,839

BUSINESS OF THE COMPANY

Total Energy is a public energy services company based in Calgary, Alberta. Through its operating divisions and its wholly owned limited partnerships, Bidell Equipment Limited Partnership and Total Oilfield Rentals Limited Partnership, Total Energy is involved in three businesses: contract drilling services ("Chinook Drilling" or "Chinook"), the rental and transportation of equipment used in the drilling, completion and production of oil and natural gas wells ("Total Oilfield Rentals") and the fabrication, sale, rental and servicing of new and used natural gas compression and process equipment ("Bidell Equipment" or "Bidell"). In 2012, Total Energy entered the process equipment fabrication business through a wholly-owned subsidiary, Spectrum Process Systems Inc. ("Spectrum"). Spectrum recently expanded through the acquisition of an existing process equipment fabrication business which was completed effective January 1, 2013. The financial results for Spectrum are included in the Compression and Process Services segment. Substantially all of the operations of the Company are conducted within the Western Canadian Sedimentary Basin ("WCSB"), although Total Energy investigates opportunities from time to time to expand its operations outside of the WCSB, and during 2012 expanded the operations of Total Oilfield Rentals into North Dakota. Bidell generates international sales from its Calgary based facility, and in 2012 delivered one of its proprietary mobile compression packages (branded the NOMAD™) to Australia.

VISION, CORE BUSINESS AND STRATEGY

Total Energy is focused on building sustainable value for its shareholders through the disciplined management of its operations and a commitment to growing its business in a capital efficient manner. Management believes that Total Energy's existing business divisions provide a platform for building long-term shareholder value. Total Energy has achieved its growth by maintaining a disciplined acquisition strategy and undertaking measured and strategic organic growth. The Company intends to achieve ongoing expansion through organic growth and selective acquisitions.

Generally, the Company's business strategy and marketing plans and strategy are as follows:

Contract Drilling Services: The Company has historically targeted the sub-4000 meter vertical depth market in western Canada. Currently the Company operates a fleet of 16 rigs all constructed in 1997 or later. Of these rigs, 14 are telescopic doubles rated to vertical depths of up to 3,600 meters, one telescopic single rig with an integrated top drive rated to 1,800 meters and one conventional single rig rated to 1,200 meters. Recently, the Company announced the construction of a new 4,200 meter AC electric telescopic double drilling rig complete with top drive and the upgrade of its remaining conventional single drilling rig, both to be completed by the second quarter of 2014. The Company is focused on continuing to grow its drilling rig fleet to obtain the marketing and operational efficiencies enjoyed by a larger fleet and continuously monitors industry trends and developments to assess the type of equipment to add to its fleet. The Company expects to pursue the growth of its fleet through organic growth and the acquisition of modern and efficient equipment that is complementary to its existing fleet in an effort to distinguish its equipment from the competition and attract quality operations personnel.

Rentals and Transportation Services: Historically northern Alberta and northeastern British Columbia were the primary markets for the Company's rentals and transportation services. In 2007, this division expanded its operations into southeastern Saskatchewan and during the second quarter of 2012 began its expansion into North Dakota. The Company now operates out of 21 locations throughout Western Canada and North Dakota and currently owns and operates approximately 9,900 pieces of rental equipment as well as a modern fleet of 106 heavy trucks. The Company intends to maintain a modern and high quality equipment base supported by an extensive branch network to maintain a significant presence in its target market. The Company intends to pursue opportunities, both internal and acquisition, to increase its market share in its existing areas of operation and to further expand its geographic presence within the WCSB and the United States. The Company is also examining opportunities to expand its product and service offering within existing areas of operation.

Compression and Process Services: The Company has historically targeted the sub-3000 horsepower gas compression market in western Canada but has expanded its capabilities to supply larger horsepower compression. The Company has also expanded its market to include international sales. The Company has and will continue to compete with its larger competitors by providing quality equipment and maintaining an efficient business model. The Company has increased its in-house engineering capabilities in order to focus on developing proprietary equipment designs that provide solutions to its customers. Total Energy has received patent protection in Canada, the United States, Europe, Australia and Mexico and is awaiting the receipt of patents in certain other international jurisdictions for its proprietary trailer-mounted compression package which is branded the NOMAD™. The Company intends to grow its natural gas compression rental business and, as such, expects to increase the amount of total horsepower in its rental fleet. During 2010 the Company began an expansion of its parts and service business in the WCSB and currently operates out of 12 locations throughout Alberta, British Columbia and Saskatchewan. During 2012, the Company began establishing a presence in the process equipment fabrication business and in January 2013 expanded its presence in this business through the acquisition of an existing process equipment business, which included a 65,000 square foot manufacturing facility. In addition, construction has commenced on a new 41,000 square foot fabrication facility that is scheduled to be completed and put into service in the first quarter of 2014.

OVERALL PERFORMANCE

The results for the three and nine months ended September 30, 2013 reflect higher revenues than the prior year comparable periods, due primarily to higher revenues in the Compression and Process Services segment on account of increased demand from this division's customers and the acquisition of a process equipment fabrication business effective January 1, 2013. The higher revenues in this segment were offset by decreased activity levels and pricing in the rentals and transportation services division and decreased pricing in the contract drilling services division. Because the Compression and Process Services division has a higher cost of services than the other two divisions, net income for the three and nine months periods ended September 30, 2013 is lower than the comparable periods in 2012 notwithstanding higher year over year revenues. Total revenue increased 21% and net income decreased 4% in the third quarter of 2013 as compared to the prior year comparable quarter. For the first nine months of 2013 revenue increased 10% and net income decreased 28% as compared to prior year comparable period. For the three and nine months ended September 30, 2013 the Company recorded net income of $9.1 million and $26.6 million, respectively, as compared to $9.5 million and $37.2 million during the comparable periods of 2012.

The Company's financial condition remains strong, with a positive working capital balance of $90.4 million and no bank debt as at September 30, 2013. As at September 30, 2013 long-term debt (including the principal amount of the outstanding convertible debentures) to long-term debt plus equity was 0.17 to 1.0 and the Company had no net debt (net debt being long-term debt plus the convertible debentures outstanding plus obligations under finance leases plus current liabilities minus current assets).

KEY PERFORMANCE DRIVERS

Total Energy believes the following key performance drivers are critical to the success of its business.

- Oil and natural gas prices and the resulting cash flows, access to debt and equity financing and capital expenditures of its customers, the exploration and development companies that operate in the WCSB and, to a lesser extent, in other markets in which the Company competes.
- The expectations of its customers as to future oil and natural gas prices.
- The expectations of its customers as to oil and natural gas exploration and development prospects in the WCSB.
- The prevailing competitive conditions in each of the business segments in which Total Energy competes.
- The general state of global and national financial markets which impact the Company's access to debt and equity, which in turn affects the Company's cost of capital and economic rate of return on the Company's assets.
- Weather, which impacts both the ability to operate in the WCSB, as well as the overall demand for natural gas and heating oil.

- Effect of non-market forces such as government royalty and taxation policy, government incentives for renewable energy and regulatory changes, which create market uncertainty and affect industry activity levels.
- Access to, and retention of, qualified personnel.
- Ongoing technological developments that influence resource development.

There are several key performance measures the Company uses to monitor and assess its performance relative to the key performance drivers, the implementation of its strategy, and the achievement of its goals and vision. Such measures include:

- Return on invested capital and return on equity.
- Safety and environmental stewardship. The Company has a health, safety and environmental management policy in place within each of its operating divisions. Targets and objectives are set within those policies.

CAPABILITY TO DELIVER RESULTS

Non-Capital Resources

People are the most critical non-capital resource required in order for the Company to achieve its goals set out in its strategic plan, particularly during periods of robust industry conditions when competition for skilled labour is greatest. The Company is continually evaluating its human resources levels to ensure that it has adequate human resources to meet its business requirements. In addition, succession planning is ongoing in order to mitigate the impact of planned or unplanned departures of key personnel. The Company believes that it presently has sufficient human resources to successfully operate its business and to execute its strategic plan.

Capital Resources

The Company has the necessary working capital to meet its current obligations and commitments. In order to finance future growth, Total Energy anticipates utilizing a combination of working capital, cashflow, existing and new debt facilities and new equity issuances.

Systems and Processes

The Company's operational systems and processes are continually reviewed by management. The Company periodically evaluates existing systems and develops new ones as required.

In addition to certain risks, which are explained under the heading "Risk Factors" below and in the Company's AIF, the following factors impact Total Energy's business:

Seasonality and Cyclicality

The Company's business is cyclical due to the nature of its customers' cash flows and capital expenditures. Customers' cash flows and capital expenditures are in turn affected by, among other things, oil and gas prices, access to capital, the prospects for oil and gas exploration and development in the geographical areas where the Company operates and the economics of oil and gas exploration and production in such areas compared to the economics of competing opportunities. The Company currently has no material long-term contracts in place for the provision of its equipment and services.

Seasonality impacts the Company's operations. Most of the Company's operations are carried on in the WCSB. The ability to move heavy equipment in the Canadian oil and natural gas fields is dependent on weather conditions. As warm weather returns in the spring, the winter's frost comes out of the ground rendering many secondary roads incapable of supporting the weight of heavy equipment until such roads have thoroughly dried out. The duration of this "spring breakup" has a direct impact on the Company's activity levels. In addition, many exploration and production areas in northern Canada are accessible only in winter months when the ground is frozen hard enough to support equipment. The timing of freeze up and spring breakup affects the ability to move equipment in and out of these areas. As a result, late March through May is traditionally the Company's slowest period.

Trends and Outlook

The Company remains cautious regarding the near to medium term global economic environment. Natural gas prices remain weak relative to historical prices. Significant oil price volatility also gives rise to industry uncertainty and price discounts for oil produced in the WCSB due to a lack of take-away capacity can also negatively impact WCSB activity levels. Activity levels in the WCSB during the first half of 2013 were lower as compared to the prior year comparable period but increased in the third quarter of 2013 to a level that was relatively consistent with the third quarter of 2012. The Company believes that long-term fundamentals require continued exploration and development in the WCSB and elsewhere, particularly in respect of unconventional oil and natural gas reserves, to meet global demand for oil and natural gas. A continued focus on the development of unconventional oil and natural gas resources in the WCSB is expected to continue to drive activity in the future, particularly should export opportunities for WCSB producers increase through the construction of new liquefied natural gas ("LNG") export terminals and additional pipeline or other take-away capacity such as rail. The application of horizontal drilling and multi-stage fracturing completion technologies to oil and liquids rich natural gas resources has significantly increased drilling and completion activity in the WCSB targeting oil. According to the Canadian Association of Drilling Contractors ("CAODC") oil well completions accounted for approximately 76% of the wells drilled in the WCSB during the first eight months of 2013 as compared to 72% and 56% for the comparable periods in 2012 and 2011. As a result, the Company's revenue base has become more weighted toward oil versus natural gas related activities whereas historically natural gas drilling and production activity was the primary driver of the Company's revenues. The oil and gas service industry is highly reliant on the levels of capital expenditures made by oil and gas producers and explorers to find and produce oil and natural gas. These companies base their capital expenditures on several factors, including but not limited to current and expected hydrocarbon prices, exploration and development prospects and access to capital. Activity levels are ultimately dependent on these above and other factors. Current indications are that 2013 WCSB capital expenditure budgets for the remainder of 2013 will be comparable to 2012 levels.

Governmental and Environmental Regulation and Risk Management

The Company has a comprehensive insurance and risk management program in place to protect its assets, operations and employees. The Company also has programs in place to ensure it meets or exceeds current safety and environmental standards. The Company has safety and environmental personnel responsible for maintaining and developing the Company's policies and monitoring the Company's operations in each division to ensure they are in compliance with such policies and applicable legislation. The safety and environmental personnel report to the divisional General Managers and directly to the Vice President of Operations of the Company.

RESULTS OF OPERATIONS

Consolidated Revenue

Revenues increased 21% to $89.1 million for the three months ended September 30, 2013 versus $73.5 million for the same period in 2012 and increased 10% to $252.6 million for the nine months ended September 30, 2013 versus $229.3 million for the same period in 2012.

Divisional Revenue

Divisional revenues for the three months ended September 30, 2013 were $14.8 million for Contract Drilling Services, $25.5 million for Rentals and Transportation Services and $48.8 million for Compression and Process Services. Divisional revenues for the nine months ended September 30, 2013 were $37.7 million for Contract Drilling Services, $79.2 million for Rentals and Transportation Services and $135.7 million for Compression and Process Services.

Contract Drilling Services

The revenue reported from Total Energy's Contract Drilling Services division increased by 16% to $14.8 million for the three months ended September 30, 2013 as compared to $12.8 million for the same period in 2012, and decreased by 6% to $37.7 million for the nine month period ended September 30, 2013, as compared to $39.9 million for the same period in 2012. For the third quarter of 2013 the Contract Drilling Services division achieved a utilization rate, on a spud to release basis, of

54% and year to date utilization rate of 44%, as compared to 49% and 45%, respectively, for the same periods in 2012. The increase in utilization during the third quarter of 2013 was due to increased industry activity levels. Operating days (spud to release) for the three and nine months ended September 30, 2013 totaled 798 and 1,933 days, respectively, with a fleet of 16 rigs as compared to 677 and 1,857 days for the same periods in 2012 with a fleet of 15 rigs. Revenue per operating day received for contract drilling services for the three and nine months ended September 30, 2013 decreased by 2% and 9%, respectively, as compared to the same periods in 2012. The decreases in revenue per operating day were due primarily to decreased day rate pricing and the mix of equipment operating.

Rentals and Transportation Services

The revenue reported from Total Energy's Rentals and Transportation Services division decreased by 17% to $25.5 million for the three months ended September 30, 2013, as compared to $30.6 million for the same period in 2012, and decreased by 22% to $79.2 million for the nine month period ended September 30, 2013, as compared to $102.0 million for the same period in 2012. The revenue decreases were due primarily to lower equipment utilization and lower average pricing during the third quarter of 2013 as compared to the third quarter of 2012. Average utilization of the rental assets was 40% and 36% for the three and nine months ended September 30, 2013, respectively, as compared to 44% and 49% for the prior year comparable periods. This division exited the third quarter of 2013 with approximately 9,900 pieces of rental equipment as compared to 9,300 pieces at the end of third quarter of 2012. This division also exited the third quarter of 2013 and 2012 with a fleet of 106 heavy trucks.

Compression and Process Services

The revenue reported from Total Energy's Compression and Process Services division increased by 62% to $48.8 million for the three months ended September 30, 2013 as compared to $30.2 million for the same period in 2012, and increased by 55% to $135.7 million for the nine month period ended September 30, 2013, as compared to $87.4 million for the same period in 2012. The revenue increase from the prior year comparable period was due primarily to the acquisition of an existing process equipment fabrication business effective January 1, 2013 and increased customer demand in the gas compression business. This division exited the third quarter of 2013 with a backlog of fabrication sales orders of approximately $57.6 million, which consists of $46.2 million of gas compression sales backlog and $11.4 million of process equipment fabrication sales backlog, as compared to a backlog of $35.2 million as at September 30, 2012. As at September 30, 2013 the total horsepower of compressors on lease was approximately 35,700 as compared to approximately 28,300 as at September 30, 2012. The compression rental fleet experienced an average utilization of 85% (based on fleet horsepower), during the three and nine months ended September 30, 2013, as compared to 84% and 83% for the same periods in 2012.

Other

Total Energy's Other division consists of the Company's corporate activities. The Other division does not generate any revenue but provides sales, operating and other support services to Total Energy's operating divisions and wholly owned subsidiaries and partnerships and manages the corporate affairs of the Company.

Cost of Services

Cost of services increased 30% to $60.6 million for the three months ended September 30, 2013, as compared to $46.6 million for the same period in 2012, and increased by 23% to $169.1 million for the nine month period ended September 30, 2013, as compared to $137.8 million for the same period in 2012. The cost of services increases resulted primarily from increases in the relative revenue contribution from the Compression and Process Services division, which has higher service costs than the other two divisions. The Compression and Process Services division contributed 55% and 54%, respectively, of total revenues during the three and nine months ended September 30, 2013, respectively, as compared to 41% and 38% for the same periods in 2012. The gross margin percentage for the three and nine months ended September 30, 2013 was 32% and 33%, respectively, as a percentage of revenue as compared to 37% and 40% for the comparable periods in 2012. A detailed margin analysis for each division is presented in the discussion of Results from Operating Activities. Cost of services consists of salaries and benefits for operations personnel, repairs, maintenance, fuel, manufacturing costs and trucking costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased by 6% to $7.2 million for the three months ended September 30, 2013, as compared to $6.8 million for the same period in 2012, and increased by 4% to $22.4 million for the nine month period ended September 30, 2013 as compared to $21.6 million for the same period in 2012. The increases resulted primarily from increased costs associated with increased revenues, due primarily to the acquisition of the process equipment fabrication business on January 1, 2013.

Included in these costs are compensation for directors and officers pursuant to the Company's cash based compensation plans. Selling, general and administrative expenses also include salaries and benefits for office staff, rent, utilities, and communications in the Company's various divisional offices and its corporate head office as well as professional fees and other costs to maintain the Company's public listing.

Share-based Compensation Expense

Share-based compensation expense was $0.6 million and $2.6 million, respectively, for the three and nine months ended September 30, 2013, as compared to $1.1 million and $2.0 million for the prior year comparable periods. The increase in share-based compensation expense for the first nine months of 2013 is due primarily to share options issued during the second quarter of 2012. The decrease in share-based compensation expense during the third quarter of 2013 was due primarily to the vesting of share options issued in 2012. The share based compensation expense arises from share options granted pursuant to share options plans implemented in 2009 and 2012.

Depreciation Expense

Depreciation expense increased 14% and 15%, respectively, for the three and nine month period ended September 30, 2013 to $7.0 million and $20.0 million, as compared to $6.1 million and $17.4 million for the prior year comparable period. The increase in depreciation expense was due primarily to a larger equipment base in the Rentals and Transportation Services and Compression and Process Services divisions. All of the Company's property, plant and equipment is depreciated on a straight-line basis with the exception of contract drilling equipment which is depreciated on a utilization basis.

Results from Operating Activities

Operating earnings increased 6% to $13.7 million in the third quarter of 2013 as compared to $13.0 million for the comparable period in 2012, and decreased 23% to $38.6 million during the nine months ended September 30, 2013, as compared to $50.4 million in the same period in 2012.

The Contract Drilling Services division had operating earnings of $2.9 million and $7.2 million, respectively, for the three and nine months ended September 30, 2013, as compared to $3.2 million and $11.4 million for the comparable periods in 2012. The operating earnings margins in this division was 19% for the three and nine months ended September 30, 2013 as compared to 25% and 29% for the comparable periods in 2012. The decreases in operating earnings margins were due primarily to decreased average pricing and higher operating costs.

The Rentals and Transportation Services division had operating earnings of $6.3 million and $19.8 million, respectively, for the three and nine months ended September 30, 2013, as compared to operating earnings of $9.4 million and $37.2 million for the comparable periods in 2012. The operating earnings margins in this division were 25% for the three and nine months ended September 30, 2013, as compared to operating earnings margins of 31% and 36% for the comparable periods in 2012. The decrease in operating earnings margin resulted primarily from lower equipment utilization and lower average pricing during the third quarter of 2013 as compared to the third quarter of 2012.

The Compression and Process Services division had operating earnings of $6.2 million and $17.7 million, respectively, for the three and nine months ended September 30, 2013 as compared to $2.5 million and $7.4 million for the comparable periods in 2012. The operating earnings margins in this division were 13% for the three and nine months ended September 30, 2013, as compared to 8% for the comparable periods in 2012. The increase in operating earnings margin was due primarily to efficiencies realized in the fabrication operations as well as economies of scale realized on account of higher activity levels.

The Other division had operating losses of $1.7 million and $6.2 million, respectively, for the three and nine months ended September 30, 2013, as compared to $2.2 million and $5.6 million for the comparable period in 2012. The year over year changes in operating losses is due primarily to differences in share-based compensation expense. The Other division does not include any operational activities relating to Total Energy's business and therefore does not generate any revenue.

Finance Costs

Finance costs were $1.4 million and $4.1 million, respectively, for the three and nine months ended September 30, 2013, as compared to $1.1 million and $3.7 million for the same periods in 2012. The increases in finance costs were due primarily to lower interest income on outstanding cash balances. Finance costs include interest paid on finance leases and interest expense (including accretion) on the convertible debentures less interest received on cash balances.

Gain on Disposal of Equipment

Gain on disposal of equipment was $0.1 million and $1.2 million, respectively, for the three and nine months ended September 30, 2013, as compared to $1.0 million and $1.5 million for the prior year comparable periods. Disposals of equipment result from the replacement and upgrade of older equipment in the Company's fleet as well as the exercise of purchase options on compression equipment previously on lease in the Compression and Process Services division.

Income Taxes and Net income

The Company recorded net income of $9.1 million ($0.30 per share basic and $0.29 per share diluted) and $26.6 million ($0.87 per share basic and $0.86 per share diluted), respectively, for the three and nine months ended September 30, 2013 as compared to $9.5 million ($0.31 per share basic and $0.30 per share diluted) and $37.2 million ($1.19 per share basic and $1.16 per share diluted) for the corresponding periods in 2012. The Company recorded $2.0 million and $5.2 million, respectively, of current income tax expense for the three and nine months ended September 30, 2013, as compared to $5.4 million and $9.5 million of current income tax expense for the corresponding periods in 2012. The decreases in current income tax expense were due primarily to decreased profitability in the first nine months of 2013 as compared to the corresponding period of 2012. The Company recorded a deferred income tax expense of $1.3 million and $3.8 million, respectively, for the three and nine months ended September 30, 2013, as compared to a deferred income tax recovery of $2.0 million and deferred income tax expense of $1.5 million for the corresponding periods in 2012. The changes in deferred income tax were due primarily to changes in the taxation of limited partnerships and lower pre-tax income. This resulted in an effective tax rate of 25% for the first nine months of 2013, as compared to effective income tax rate of 23% for the first nine months of 2012. The higher effective tax rate in 2013 is due primarily to the application of available tax credits in 2012.

TESL and one of its non-operating subsidiaries were re-assessed by the Ontario Ministry of Finance ("Ontario Finance"), Alberta Finance and Enterprise ("Alberta Finance") and the Canada Revenue Agency ("CRA") on account of a corporate re-organization undertaken prior to the Company's conversion to a trust in 2005. The Company has received both legal and tax advice indicating that the technical merits of the filings positions taken are strong and, as such, no provisions were taken with respect to the reassessments. The total amount of each of the reassessments, including interest, was approximately $8.5 million, $9.2 million and $0.2 million respectively.

On April 4, 2013 the Company was notified that the Alberta Finance re-assessments had been vacated.

The remaining Ontario Finance and CRA reassessments relate to approximately $2.6 million of alleged underlying income taxes owing for the period from 2002 to the trust conversion in April 2005.

LIQUIDITY AND CAPITAL RESOURCES

Cash Provided by Operations

Cash provided by operations was $3.9 million and $32.1 million, respectively, for the three and nine months ended September 30, 2013, as compared to $13.5 million and $98.8 million for the comparable periods in 2012. Cashflow was $18.9 million and $36.5 million, respectively, for the three and nine months ended September 30, 2013, as compared to $20.2 million and $69.8 million for the comparable periods in 2012. The changes in cash provided by operations and cashflow were due primarily to changes in operating earnings and working capital balances, including income taxes of $15.3 million paid in the first nine months of 2013 that relates to income taxes for the 2012 taxation year and income tax installment payments of approximately $9.5 million made for 2013. The Company reinvests the remaining cash provided by operations after dividend payments to shareholders into the internal growth of existing businesses, acquisitions, the repayment of long-term debt and obligations under finance leases, or the repurchase of Company shares pursuant to the Company's normal course issuer bid.

Investments

Net cash used in investment activities was $13.5 million and $48.2 million, respectively, for the three and nine months ended September 30, 2013, as compared to $12.1 million and $56.0 million for the comparable periods in 2012. The differences in net cash used in investment activities in 2013 versus 2012 were due primarily to varying levels of capital expenditures in all three business divisions, including the acquisition of an existing process equipment fabrication business in January 2013. The purchases of property, plant and equipment ("PP&E") during the first nine months of 2013 were allocated as follows: $4.5 million in the Contract Drilling Services division relating primarily to the purchase of rig equipment, $12.7 million in the Rentals and Transportation Services division relating primarily to new rental equipment and heavy truck replacements and upgrades, and $31.2 million in the Compression and Process Services division due primarily to the acquisition of an existing process equipment fabrication business effective January 1, 2013 and additions to the gas compression rental fleet. During the first nine months of 2012 the property, plant and equipment additions were as follows: $12.4 million in the Contract Drilling Services division, $31.5 million in the Rentals and Transportation Services division and $14.5 million in the Compression and Process Services division. The purchases of property, plant and equipment during the first nine months of 2013 were partially offset by proceeds on disposal of property, plant and equipment of $4.4 million, as compared to $6.2 million for the comparable period of 2012. The disposals of equipment result from the replacement and upgrade of older equipment in the Company's fleet as well as the exercise of purchase options on compression equipment previously on lease in the Compression and Process Services division.

Financing

Net cash used in financing activities was $2.5 million and $11.7 million, respectively, for the three and nine months ended September 30, 2013, as compared to $7.9 million and $23.1 million for the comparable periods in 2012. The decreases in net cash used in financing activities were due primarily to a decrease in common share repurchases by the Company pursuant to its normal course issuer bid.

Liquidity

The Company had a working capital surplus of $90.4 million as at September 30, 2013 as compared to $90.7 million as at December 31, 2012. As at September 30, 2013 and the date of this MD&A, the Company is in material compliance with all debt covenants and is able to fully utilize all existing credit facilities.

On January 18, 2013 the Company renewed its $35 million operating facility with a major Canadian financial institution. The facility is a two year committed facility with payments not required until June 2015, assuming non-extension by the lender, bearing interest at the lender's prime rate plus 0.40% and secured against the Company's cash and cash equivalents, accounts receivable and inventory.

The Company expects that cash and cash equivalents, cash flow from operations, together with existing and available credit facilities, will be sufficient to fund its presently anticipated requirements for investments in working capital, capital assets, dividend payments and the Company's share repurchases.

Dividends

For the three and nine months ended September 30, 2013 the Company declared dividends of $1.5 and $4.6 million ($0.05 per and $0.15 per share) as compared to $1.6 million and $4.7 million ($0.05 and $0.15 per share) declared for the prior year comparable periods.

For 2013 the Company expects cash provided by operations, cashflow and net income to exceed dividends to shareholders. Management and the board of directors of the Company will monitor the Company's dividend policy with respect to forecasted net income, cashflow, cash provided by operations, debt levels, capital expenditures and other investment opportunities and will aim to finance future dividends through cash provided by operations.

SUMMARY OF QUARTERLY RESULTS

	Financial Quarter Ended (Unaudited)			
(in thousands of dollars except per share amounts)	**Sept 30, 2013**	June 30, 2013	March 31, 2013	Dec 31, 2012
Revenue	**$ 89,060**	$ 60,668	$ 102,911	$ 78,404
Cashflow (1)	**18,899**	5,203	12,354	22,110
Cash (used in) provided by operations	**3,880**	41,760	(13,557)	25,658
Net income	**9,109**	114	17,391	10,525
Per share (basic)	**0.30**	–	0.57	0.34
Per share (diluted)	**0.29**	–	0.54	0.34

	Financial Quarter Ended (Unaudited)			
	Sept 30, 2012	June 30, 2012	March 31, 2012	Dec 31, 2011
Revenue	$ 73,517	$ 54,332	$ 101,449	$ 96,936
Cashflow (1)	20,184	9,550	40,105	37,251
Cash provided by operations	13,522	45,421	39,904	30,899
Net income	9,456	3,250	24,461	23,441
Per share (basic)	0.31	0.10	0.78	0.75
Per share (diluted)	0.30	0.10	0.72	0.69

(1) Refer to "Non-IFRS Measures" for further information.

As discussed in 'Seasonality and Cyclicality' above, variations over the quarters are due in part to the cyclical nature of the energy service industry in the WCSB due to the occurrence of "breakup". The first quarter has generally been the strongest quarter for the Company. This strength is due to the northern exposure that the Company has in its Contract Drilling Services and Rentals and Transportation Services divisions. The northern areas are busiest in the winter as these areas are frozen and allow better access to operations locations. The second quarter has generally been the slowest quarter due to "breakup" as described above. Many of the areas that the Company operates in are not accessible during this period when ground conditions do not permit the movement of heavy equipment. The third quarter has generally been the third busiest quarter, as some of the issues associated with "breakup" are no longer affecting access to areas of operations. The fourth quarter has usually been the second busiest quarter of the year as customers are generally able to start accessing northern areas with the onset of winter and the ground freezing.

CONTRACTUAL OBLIGATIONS

At September 30, 2013, the Company had the following contractual obligations:

		Payments due by year				
(in thousands of dollars)	Total	2013	2014	2015	2016	2017 and thereafter
Convertible debentures, face value [1]	$ 69,000	$ –	$ –	$ –	$ 69,000	$ –
Commitments [2]	4,143	664	1,685	779	599	416
Finance leases	4,447	838	1,865	1,127	440	177
Purchase obligations [3]	46,692	40,705	5,987	–	–	–
Total contractual obligations	$ 124,282	$ 42,207	$ 9,537	$ 1,906	$ 70,039	$ 593

(1) Convertible debentures are described in Note 12 to the 2012 Audited Consolidated Financial Statements.

(2) Commitments are described in Note 24 to the 2012 Audited Consolidated Financial Statements.

(3) Purchase obligations are described in Note 24 to the 2012 Audited Consolidated Financial Statements. As at September 30, 2013 purchase obligations relate to Total Energy's commitment to purchase $13.2 million of capital assets for the Rentals and Transportation Services division, $11.7 million of inventory for the Compression and Process Services division, $13.9 million of new rig construction and rig upgrade for the Contract Drilling Services division and $7.9 million of capital commitments related to buildings and infrastructure.

OFF-BALANCE SHEET ARRANGEMENTS

During the first nine months of 2013 and 2012 the Company had no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

During the first nine months of 2013 and 2012 the Company had no material transactions with related parties.

CORPORATE ACQUISITION

On January 1, 2013 the Company concluded the acquisition of substantially all of the assets related to a process equipment fabrication business for $14.0 million plus $3.0 million for the value of inventory on hand. The Company financed the acquisition with cash on hand.

The acquisition is expected to significantly increase the Company`s presence in the process equipment fabrication business. The purchased business increased the Company`s fabrication capacity and provided the Company with experienced personnel and an established market presence both domestically and internationally. Because the purchased business was integrated into the Company's existing process fabrication business in January 2013, it is impracticable to provide separate financial results for the acquired business.

The assets acquired by the Company included a 65,000 square feet manufacturing facility, shop and office equipment and inventory. No obligations were assumed by the Company in the transaction.

CRITICAL ACCOUNTING ESTIMATES

Management is responsible for applying judgment in preparing accounting estimates. Certain estimates and related disclosures included within the financial statements are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from management's current judgments. An accounting estimate is considered critical only if it requires the Company to make assumptions about matters that are highly uncertain at the time the accounting estimate is made, and different estimates the Company could have used would have a material impact on Total Energy's financial condition, changes in financial condition or results of operations.

Critical Judgments in Applying Accounting Policies

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

The Company's assets are aggregated into cash-generating units for the purpose of calculating impairment. Cash generating units ("CGU" or "CGUs") are based on management's judgments and assessment of the CGU's ability to generate independent cash inflows. Judgments are also required to assess when impairment indicators exist and impairment testing is required.

The Company is required to exercise judgment in assessing whether the criteria for recognition of a provision or a contingency has been met. The Company considers whether a present obligation exists, probability of loss and can a reliable estimate be formulated.

The Company's functional currency is based on the primary economic environment in which it operates and is based on an analysis of several factors including which currency principally affects sales prices of products sold by the Company, which currency influences the main expenses of providing services, in which currency the Company keeps it receipts from operating activities and in which currency the Company has received financing.

The Company makes judgments regarding the determination of its reportable segments, including aggregation criteria (as appropriate), for segmented reporting.

Judgments are made by management to determine the likelihood of whether deferred income tax assets at the end of the reporting period will be realized from future taxable earnings.

Key Sources of Estimation Uncertainty

The following are key estimates and their assumptions made by management affecting the measurement of balances and transactions in these consolidated financial statements.

- Where impairment indicators exist or annually for goodwill, the recoverable amount of the asset or CGU is determined using the greater of fair value less costs to sell or value-in-use. Value-in-use calculations require assumptions for discount rates and estimations of the timing for events or circumstances that will affect future cash flows. Fair value less costs to sell requires management to make estimates of fair value using market conditions for similar assets as well as estimations for costs to sell taking into account dismantle and transportation costs.
- The Company is required to estimate the amount of provisions and contingencies based on the estimated future outcome of the event.
- The Company uses the percentage-of-completion method in accounting for its equipment manufacturing contract revenue. Use of the percentage-of-completion method requires estimates of the stage of completion of the contract to date as a proportion of the total work to be performed.
- As pertains to property, plant and equipment the Company is required to estimate the residual value and useful lives of assets for purposes of depreciation.
- As pertains to accounts receivable the Company is required to estimate allowances for doubtful accounts based on historic collection trends and experiences with customers.
- In a business combination, management makes estimates of the fair value of assets acquired and liabilities assumed which includes assessing the value of property, plant and equipment and intangible assets being acquired.
- The Company's estimate of stock-based compensation is dependent upon estimates of historic volatility and forfeiture rates.

- The Company's estimate of the fair value of derivative financial instruments is dependent on estimated forward prices / rates and volatility in those prices / rates.
- The deferred tax liability is based on estimates as to the timing of the reversal of temporary differences, substantively enacted tax rates and the likelihood of assets being realized.

NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

On January 1, 2013, the Company adopted new standards with respect to consolidations (IFRS 10), joint arrangements (IFRS 11), disclosure of interests in other entities (IFRS 12), fair value measurements (IFRS 13) and amendments to financial instruments disclosures (IFRS 9). The adoption of these standards had no impact on the amounts included in the condensed interim consolidated statements as at and for the three and nine months ended September 30, 2013 or on comparable periods.

FINANCIAL INSTRUMENTS

Risk management activities

The Company does not have significant exposure to any individual customer or counter party. No customer accounted for more than 10% of the Company's consolidated revenues during the first nine months of 2013. Concentration of credit risk on the Company's trade accounts receivable exists in the oil and gas industry.

Fair values

The carrying values of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, dividends payable and obligations under finance leases approximate their fair value due to the relatively short periods to maturity of the instruments. As at September 30, 2013 the Company did not have any long-term debt that was subject to variable interest rates. Derivative financial instruments are accounted for at their fair value. The Company's $69 million convertible debentures are publicly traded on the Toronto Stock Exchange. On September 30, 2013 the closing price for these securities was $104.50 for every $100 of principal value of convertible debentures issued. This represents an aggregate market value of $72.1 million.

Interest rate risk

As at September 30, 2013 the Company did not have any long-term debt that was subject to variable interest rates. The Company's convertible debentures bear interest at a fixed rate of 5.75%.

Foreign currency risk

The Company's sales are predominantly denominated in Canadian dollars, which is the Company's functional currency, and as such the Company does not have significant exposure to foreign currency exchange rate risk. Where sales are denominated in a currency other than Canadian dollars, the Company may enter into forward currency contracts to mitigate its exposure to exchange rate fluctuations from the date of sale until the date of receipt of funds. Where foreign currency denominated purchases are made, it is the Company's practice to pay invoiced amounts within 15 days of receipt of invoice to reduce the Company`s exposure to foreign exchange risk. In addition, from time to time the Company purchases funds in the foreign currency to which the order is denominated to mitigate against foreign exchange rate changes from the date of ordering to when payment is made. Pricing to customers is also customarily adjusted to reflect changes in the Canadian dollar landed cost of imported goods.

OUTSTANDING COMPANY SHARE DATA

As at the date of this report the Company had 31,091,100 Common Shares outstanding.

Summary information with respect to share options outstanding is provided below:

Outstanding at September 30, 2013	Exercise Price	Remaining life (years)	Exercisable at September 30, 2013
65,000	$ 4.66	0.7	65,000
50,000	$ 7.30	1.3	50,000
300,000	$ 16.18	2.4	200,000
75,000	$ 14.21	2.7	50,000
1,425,000	$ 13.74	3.6	475,000
100,000	$ 14.96	4.4	–
80,000	$ 14.72	4.6	–
2,095,000	$ 13.77	3.3	840,000

On February 9, 2011 the Company issued $69 million of principal amount unsecured subordinated debentures. The debentures are convertible into 3.1 million common shares at a conversion price of $22.30 per share with up to an additional 1.8 million common shares reserved for issuance in connection with the "change of control make whole" provisions as set out in the trust indenture relating to the debentures.

RISK FACTORS

The following is a summary of certain risk factors relating to the activities of the Company and its subsidiaries.

Risks Relating to the Energy Services Business

General

Certain activities of the Company are affected by factors that are beyond its control or influence. The business and activities of the Company are directly affected by fluctuations in the levels of oil and natural gas exploration, development and production activity carried on by its customers, which, in turn, is dictated by numerous factors, including world energy prices and government policies. Any addition to or elimination or curtailment of government incentives or other material changes to government regulation of the energy industry in Canada could have a significant impact on the oilfield service industry in Canada.

Industry Conditions

The oil and gas service industry is highly reliant on the levels of capital expenditures made by oil and gas producers and explorers. Exploration and production companies base their capital expenditures on various factors, including but not limited to realized hydrocarbon prices, exploration and development prospects in various jurisdictions, production levels of their reserves and access to capital. Oil and gas producers and explorers tend to examine long-term fundamentals affecting the foregoing factors before they adjust their capital expenditure plans. Risk factors associated with the Company's operations include business factors and changes in government regulation. Should one or more of these risks materialize, actual results may vary materially from those currently anticipated. In recent years, commodity prices, and therefore, the levels of drilling, production and exploration activity have been volatile. Any prolonged, substantial reduction in commodity prices will likely affect the activity levels of the exploration and production companies and the demand for the Company's products and services. A significant prolonged decline in commodity prices would have a material adverse effect on the Company's business, results of operations and financial condition, including the Company's ability to pay dividends to its Shareholders.

Government Regulation

Total Energy's business and the business of its customers are subject to significant and evolving laws and government regulations, including in the areas of environment, health and safety. Changes to such laws and regulations may impose additional costs on Total Energy and may affect its business in other ways, including the requirement to comply with various operating procedures and guidelines that may impact Total Energy's operations. Total Energy has in place, in each of its divisions, programs for monitoring compliance to ensure that it meets or exceeds applicable laws and regulatory requirements. Ensuring a healthy and safe workplace minimizes injuries and other risks employees may face in carrying out their duties, improves productivity and avoids penalties or other costs and liabilities.

Material changes to the regulations and taxation of the energy industry may reasonably be expected to have an impact on the energy services industry. A material increase in royalties or other regulatory burdens would reasonably be expected to result in a material decrease in industry drilling and production activity in the applicable jurisdiction, which in turn would lead to corresponding declines in the demand for the goods and services provided by the Company in such jurisdiction. Conversely, reductions in royalties and other government regulations may reasonably be expected to have a positive impact on Total Energy's business.

Any initiatives by Canada or the provinces in which the Company operates to set legally binding targets to reduce emissions of carbon dioxide, methane, nitrous oxide and other so-called "greenhouse gases" could have direct or indirect compliance costs. Such initiatives and costs may adversely affect the oil and gas business in Canada, which in turn may adversely affect the oil and gas services industry in which the Company participates. The impact of such effects and/or costs is not yet certain.

Credit Risk

A substantial portion of the Company's accounts receivable are with customers involved in the oil and gas industry, whose cash flow may be significantly impacted by many factors including commodity prices, the success of drilling programs, well reservoir decline rates and access to capital. No customer accounted for more than 10% of the Company's consolidated revenues during the first nine months of 2013. Although collection of these receivables could be influenced by economic factors affecting this industry, management considers the risk of a significant loss to be remote at this time. Management is sensitive to and is continuously monitoring the impact of ongoing global economic and financial challenges and uncertainties on credit risk to the Company.

Currency Fluctuations

The Compression and Process Services division, and in particular Bidell, obtains critical components and parts from U.S. suppliers and is therefore subject to foreign exchange rate fluctuations in the procurement of those materials. Where Bidell is contracted to undertake custom work, an exchange rate fluctuation provision is included in the relevant purchase order to reduce Bidell's exposure to such fluctuations. When Bidell has sales denominated in a currency other than Canadian dollars, it may enter into forward currency contracts to mitigate its exposure to exchange rate fluctuations from the date of sale until the date of receipt of funds. The Company's Contract Drilling Services division and the Rentals and Transportation Services division purchase certain capital equipment from U.S. suppliers and are also subject to foreign exchange rate fluctuations in the procurement of those items. Total Energy has taken measures that it considers reasonable to mitigate its exposure to exchange rate fluctuations, including the purchase of foreign currencies in an amount approximately equal to such foreign currency obligations at any given time. However, there can be no assurance that such measures will reduce Total Energy's exposure to currency fluctuations to a level that is not material.

Competition

The various business segments in which the Company participates are highly competitive. The Company competes with several large national and multinational organizations in the contract drilling services, rental and transportation services and compression and process services businesses. Many of those national and multinational organizations have greater financial and other resources than the Company. There can be no assurance that such competitors will not substantially increase the resources devoted to the development and marketing of products and services that compete with those of the

Company or that new competitors will not enter the various markets in which the Company is active. In certain aspects of its business, the Company also competes with a number of small and medium-sized companies, which, like the Company, have certain competitive advantages such as low overhead costs and specialized regional strengths.

Access to Parts, Development of New Technology and Relationships with Key Suppliers

The ability of Bidell to compete and expand is dependent on Bidell having access, at a reasonable cost, to equipment, parts and components, which are at least technologically equivalent to those utilized by competitors and to the development and acquisition of new and competitive technologies. Although Bidell has secured individual distribution agreements with various key suppliers, there can be no assurance that those sources of equipment, parts, components or relationships with key suppliers will be maintained. If these sources and relationships are not maintained, Bidell's ability to compete may be impaired. Bidell is able to access certain distributors and secure discounts on parts and components that would not be available if it were not for its relationship with certain key suppliers. Should the relationships with key suppliers come to an end, the availability and cost of securing certain equipment and parts may be adversely affected. The ability of Chinook to compete and expand is dependent upon Chinook having access, at a reasonable cost, to drilling equipment and supplies that are at least technologically equivalent to those utilized by competitors and to the development and acquisition of new and competitive technologies as industry conditions require. There can be no assurance that existing sources for equipment will be maintained or that new technologically advanced equipment will be acquired. If such equipment is not available, Chinook's ability to compete may be impaired.

Employees

The success of the Company is dependent upon its key personnel. Any loss of the services of such persons could have a material adverse effect on the business and operations of the Company. The ability of the Company to expand its services will be dependent upon its ability to attract additional qualified employees in all of its divisions. The ability to secure the services of additional personnel is constrained in times of strong industry activity. Improved industry activity levels in Western Canada during 2011 and the first quarter of 2012 resulted in a more challenging and competitive labour market. However, continued global economic uncertainty and reduced industry activity levels since the first quarter of 2012 have alleviated somewhat labour challenges facing the oil and gas service industry in Western Canada.

Environmental Liability Risks

Total Energy routinely deals with natural gas, oil and other petroleum products. The Company has established programs to address compliance with current environmental standards and monitors its practices concerning the handling of environmentally hazardous materials. The Company also generally performs "phase 1" environmental studies on all of its properties prior to acquisition to minimize the risk of acquisition of a contaminated property. However, there can be no assurance that the Company's procedures will prevent environmental damage occurring from spills of materials handled by the Company or that such damage has not already occurred. As a result of its fabrication and refurbishing operations, Bidell also generates or manages hazardous wastes, such as solvents, thinners, waste paint, waste oil, washdown wastes and sandblast material.

Although the Company attempts to identify and address contamination issues before acquiring properties, and attempts to utilize generally accepted operating and disposal practices, hydrocarbons or other wastes may have been disposed of or released on or under properties owned, leased, operated or worked on by the Company or on or under other locations where such wastes have been taken for disposal. These properties and the wastes disposed thereon may be subject to environmental laws that could require the Company to remove the wastes or remediate sites where they have been released.

Potential Operating Risks and Insurance

Total Energy has an insurance and risk management program in place which has been implemented in an effort to protect its assets, operations and employees. Total Energy also has programs in place to address compliance with current safety and regulatory standards. Total Energy has a health and safety manager in each division who is responsible for maintaining and developing policies and monitoring operations vis-à-vis those policies. Third party consultants are also retained as required to assist the divisional health and safety managers. Each health and safety manager is required to report incidents directly to the Vice President of Operations of Total Energy.

The Company's operations are subject to risks inherent in the oil and gas drilling and production services industry, such as equipment defects, malfunction and failures and natural disasters with resultant uncontrollable flows of oil, gas or well fluids, fires, spills and explosions.

These risks could expose the Company to substantial liability for personal injury, loss of life, business interruption, property damage or destruction, pollution and other environmental damages. Although the Company has obtained insurance against certain of the risks to which it is exposed, such insurance is subject to coverage limits and no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

Access to Additional Financing

Total Energy may find it necessary in the future to obtain additional debt or equity to support ongoing operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to Total Energy when needed or on terms acceptable to Total Energy, particularly during the current global financial crisis. Total Energy's inability to raise financing to support ongoing operations or to fund capital expenditures or acquisitions could limit the Company's growth and may have a material adverse effect upon the Company.

Seasonality

In general, the level of activity in the Canadian oilfield service industry is influenced by seasonal weather patterns. Wet weather and the spring thaw may make the ground unstable. Consequently, municipalities and provincial transportation departments enforce road bans that restrict the movement of rigs and other heavy equipment, thereby reducing activity levels. Additionally, certain oil and gas producing areas are located in areas that are inaccessible other than during the winter months, because the ground surrounding the drilling sites in these areas consists of swampy terrain. Seasonal factors and unexpected weather patterns may lead to declines in the activity levels of exploration and production companies and corresponding declines in the demand for the goods and services of the Company.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Unaudited (tabular amounts in thousands of Canadian dollars)

	Note	**September 30, 2013**	December 31, 2012
ASSETS			
Current assets:			
Cash and cash equivalents		**$ 22,191**	$ 50,052
Accounts receivable		**71,223**	63,511
Inventory		**34,677**	33,240
Income taxes receivable		**4,410**	–
Prepaid expenses and deposits		**5,883**	2,547
		138,384	149,350
Property, plant and equipment		**351,925**	323,188
Goodwill		**4,053**	4,053
		$ 494,362	$ 476,591
LIABILITIES & SHAREHOLDERS' EQUITY			
Current liabilities:			
Accounts payable and accrued liabilities		**$ 38,495**	$ 32,523
Deferred revenue		**5,694**	6,971
Income taxes payable		**–**	15,098
Dividends payable		**1,555**	1,530
Current portion of obligations under finance leases		**2,200**	2,520
		47,944	58,642
Obligations under finance leases		**2,247**	2,723
Convertible debentures		**63,989**	62,694
Deferred tax liability		**50,281**	46,463
Shareholders' equity:			
Share capital	5	**82,051**	76,890
Contributed surplus		**6,294**	5,160
Equity portion of convertible debenture		**4,601**	4,601
Retained earnings		**236,955**	219,418
		329,901	306,069
		$ 494,362	$ 476,591

The notes on pages 28 to 34 are an integral part of these condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Unaudited (Tabular amounts in thousands of Canadian dollars except per share amounts)

		Three months ended September 30		Nine months ended September 30	
	Note	**2013**	2012	**2013**	2012
REVENUE		**$ 89,060**	$ 73,517	**$ 252,639**	$ 229,298
Cost of services		**60,573**	46,569	**169,076**	137,826
Selling, general and administration		**7,188**	6,764	**22,358**	21,594
Share-based compensation	6	**643**	1,092	**2,556**	2,023
Depreciation		**6,958**	6,113	**20,018**	17,440
Results from operating activities		**13,698**	12,979	**38,631**	50,415
Gain on sale of property, plant and equipment		**96**	986	**1,151**	1,478
Finance costs		**(1,394)**	(1,149)	**(4,109)**	(3,678)
Net income before income taxes		**12,400**	12,816	**35,673**	48,215
Current income tax expense		**1,954**	5,355	**5,241**	9,525
Deferred income tax expense (recovery)		**1,337**	(1,995)	**3,818**	1,523
Total income tax expense (recovery)		**3,291**	3,360	**9,059**	11,048
Net income and total comprehensive income for the period		**$ 9,109**	$ 9,456	**$ 26,614**	$ 37,167
Earnings per share	5				
Basic earnings per share		**$ 0.30**	$ 0.31	**$ 0.87**	$ 1.19
Diluted earnings per share		**$ 0.29**	$ 0.30	**$ 0.86**	$ 1.16

The notes on pages 28 to 34 are an integral part of these condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF EQUITY

As at and for the nine months ended September 30, 2013 and 2012, and year ended December 31, 2012
Unaudited (Tabular amounts in thousands of Canadian dollars)

	Note	Share Capital	Contributed Surplus	Equity portion of convertible debenture	Retained earnings	Total Equity
Balance at December 31, 2011		$ 77,917	$ 2,472	$ 4,601	$ 190,331	$ 275,321
Net income and total comprehensive income for the year		–	–	–	47,692	47,692
Transactions with shareholders, recorded directly in equity:						
Dividends to shareholders ($0.20 per common share)		–	–	–	(6,180)	(6,180)
Repurchase of common shares	5	(2,602)	–	–	(12,425)	(15,027)
Share-based compensation	6	–	3,065	–	–	3,065
Share options exercised	6	1,575	(377)	–	–	1,198
		(1,027)	2,688	–	(18,605)	(16,944)
Balance at December 31, 2012		$ 76,890	$ 5,160	$ 4,601	$ 219,418	$ 306,069
Net income and total comprehensive income for the period		–	–	–	26,614	26,614
Transactions with shareholders, recorded directly in equity:						
Dividends to shareholders ($0.15 per common share)		–	–	–	(4,623)	(4,623)
Repurchase of common shares	5	(966)	–	–	(4,454)	(5,420)
Share-based compensation	6	–	2,556	–	–	2,556
Share options exercised	6	6,127	(1,422)	–	–	4,705
		5,161	1,134	–	(9,077)	(2,782)
Balance at September 30, 2013		**$ 82,051**	**$ 6,294**	**$ 4,601**	**$ 236,955**	**$ 329,901**

	Note	Share Capital	Contributed Surplus	Equity portion of convertible debenture	Retained earnings	Total Equity
Balance at December 31, 2011		$ 77,917	$ 2,472	$ 4,601	$ 190,331	$ 275,321
Net income and total comprehensive income for the period		–	–	–	37,167	37,167
Transactions with shareholders, recorded directly in equity:						
Dividends to shareholders ($0.15 per common share)		–	–	–	(4,650)	(4,650)
Repurchase of common shares	5	(2,344)	–	–	(11,290)	(13,634)
Share-based compensation	6	–	2,023	–	–	2,023
Share options exercised	6	1,574	(377)	–	–	1,197
		(770)	1,646	–	(15,940)	(15,064)
Balance at September 30, 2012		$ 77,147	$ 4,118	$ 4,601	$ 211,558	$ 297,424

The notes on pages 28 to 34 are an integral part of these condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

Three and nine months ended September 30, 2013 and 2012
Unaudited (Tabular amounts in thousands of Canadian dollars)

	Three months ended September 30		Nine months ended September 30	
	2013	2012	**2013**	2012
Cash provided by (used in):				
Operations:				
Net income for the period	**$ 9,109**	$ 9,456	**$ 26,614**	$ 37,167
Add (deduct) items not affecting cash:				
Depreciation	**6,958**	6,113	**20,018**	17,440
Share-based compensation	**643**	1,092	**2,556**	2,023
Gain on sale of property, plant and equipment	**(96)**	(986)	**(1,151)**	(1,478)
Finance costs	**1,394**	1,149	**4,109**	3,678
Current income tax expense	**1,954**	5,355	**5,241**	9,525
Deferred income tax expense (recovery)	**1,337**	(1,995)	**3,818**	1,523
Income taxes paid	**(2,400)**	–	**(24,749)**	(39)
	18,899	20,184	**36,456**	69,839
Changes in non-cash working capital items:				
Accounts receivable	**(17,353)**	(4,745)	**(7,712)**	34,735
Inventory	**(1,553)**	1,399	**1,517**	2,293
Prepaid expenses and deposits	**(1,385)**	(726)	**(3,336)**	(958)
Accounts payable and accrued liabilities	**6,674**	(484)	**6,435**	(7,606)
Deferred revenue	**(1,402)**	(2,106)	**(1,277)**	544
	3,880	13,522	**32,083**	98,847
Investments:				
Purchase of property, plant and equipment	**(19,400)**	(18,870)	**(36,472)**	(60,291)
Acquisition of business (note 3)	**–**	–	**(16,954)**	–
Proceeds on disposal of property, plant and equipment	**841**	4,460	**4,351**	6,207
Changes in non-cash working capital items	**5,103**	2,286	**880**	(1,900)
	(13,456)	(12,124)	**(48,195)**	(55,984)
Financing:				
Repayment of obligations under finance leases	**(795)**	(757)	**(2,279)**	(2,500)
Dividends to shareholders	**(1,530)**	(1,550)	**(4,598)**	(4,370)
Issuance of common shares	**3,277**	–	**4,705**	1,197
Repurchase of common shares	**(1,427)**	(3,837)	**(5,420)**	(13,634)
Interest paid	**(1,994)**	(1,740)	**(4,157)**	(3,820)
	(2,469)	(7,884)	**(11,749)**	(23,127)
Change in cash and cash equivalents	**(12,045)**	(6,486)	**(27,861)**	19,736
Cash and cash equivalents, beginning of period	**34,236**	61,880	**50,052**	35,658
Cash and cash equivalents, end of period	**$ 22,191**	$ 55,394	**$ 22,191**	$ 55,394

The notes on pages 28 to 34 are an integral part of these condensed interim consolidated financial statements.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

As at and for the nine months ended September 31, 2013 and 2012
Unaudited (tabular amounts in thousands of Canadian dollars)

1. Reporting entity

Total Energy Services Inc. (the "Company") is domiciled in Canada and is incorporated under the Business Corporations Act (Alberta) (the "Act").

The consolidated financial statements include the accounts of the Company, its subsidiaries and its partnerships, including Bidell Equipment Limited Partnership and Total Oilfield Limited Partnership, established in Canada, the United States of America and Australia.

The Company's business is the provision of contract drilling services, the rental and transportation of equipment used in oil and natural gas drilling, completion and production processes and the fabrication, sale, rental and servicing of natural gas compression and process equipment to oil and gas exploration and production companies located primarily in western Canada.

The Company's operations are seasonal in nature and are carried out primarily in the Western Canadian Sedimentary Basin. The ability to move heavy equipment in the Canadian oil and natural gas fields is dependent on weather conditions. As warm weather returns in the spring, the winter's frost comes out of the ground rendering many secondary roads incapable of supporting the weight of heavy equipment until such roads have thoroughly dried out. The duration of this "spring breakup" has a direct impact on the Company's activity levels. In addition, many exploration and production areas in northern Canada are accessible only in winter months when the ground is frozen hard enough to support equipment. The timing of freeze up and spring breakup affects the ability to move equipment in and out of these areas. As a result, late March through May is traditionally the Company's slowest period.

2. Basis of preparation

Statement of compliance:

The condensed interim consolidated financial statements have been prepared in accordance with IAS 34, "Interim Financial Reporting" of International Financial Reporting Standards (IFRS) and using the accounting policies outlined in the Company's consolidated financial statements for the year ending December 31, 2012, except as outlined below. These condensed interim consolidated financial statements do not include all the necessary annual disclosures and should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2012.

On January 1, 2013, the Company adopted new standards with respect to consolidations (IFRS 10), joint arrangements (IFRS 11), disclosure of interests in other entities (IFRS 12), fair value measurements (IFRS 13) and amendments to financial instruments disclosures (IFRS 9). The adoption of these standards had no impact on the amounts included in the condensed interim consolidated statements as at and for the three and nine months ended September 30, 2013 or on comparable periods.

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on November 4, 2013.

Unaudited (tabular amounts in thousands of Canadian dollars)

3. Acquisition of process equipment fabrication business

On January 1, 2013 the Company concluded the acquisition of substantially all of the assets of a process equipment fabrication business for $14.0 million plus $3.0 million for the value of inventory on hand. The Company financed the acquisition with cash on hand.

The acquisition is expected to significantly increase the Company`s presence in the process equipment fabrication business. The purchased business increased the Company`s fabrication capacity and provided the Company with experienced personnel and an established market presence both domestically and internationally.

The acquisition was accounted for as a business combination using the purchase method of accounting and was included in the Company's accounts effective January 1, 2013 in the Compression and Process Services segment.

The following table details the purchase price allocation for the business combination:

Assets acquired:	
Property, plant and equipment:	
Building	$ 9,406
Land	1,160
Shop equipment and other	3,434
	14,000
Inventory	2,954
Total	16,954

Consideration paid:	
Cash	$ 16,954

The fair value of the assets acquired was determined using market quotes. No obligations were assumed by the Company in the transaction and the business was integrated into the Company's existing process equipment fabrication business in January 2013. As a result it is impracticable to provide separate financial results for the acquired business.

The Company incurred acquisition-related costs of $0.2 million. These costs have been included in general and administrative expenses.

4. Operating segments

The Company has three reportable segments which are substantially in one geographic segment, as described below, which are the Company's strategic business units. The strategic business units offer different services. For each of the strategic business units, the Company's Board of Directors and senior corporate management reviews internal management reports on at least a monthly basis.

The segments are: Contract Drilling Services, which includes the contracting of drilling equipment and the provision of labour required to operate the equipment, Rentals and Transportation Services, which includes the rental and transportation of equipment used in oil and natural gas drilling, completion and production processes and Compression and Process Services, which includes the fabrication, sale, rental and servicing of natural gas compression and process equipment.

Information regarding the results of each reportable segment is included below. Performance is measured based on net income before income taxes, as included in the internal management reports that are reviewed by the Company's Board of Directors and senior corporate management. Segment net income before income taxes is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis. Interest is allocated based on capital employed in each segment.

Unaudited (tabular amounts in thousands of Canadian dollars)

The segmented amounts are as follows:

As at and for the three months ended September 30, 2013	Contract Drilling Services	Rentals and Transportation Services	Compression and Process Services	Other (1)	Total
Revenue	$ 14,772	$ 25,508	$ 48,780	$ –	$ 89,060
Cost of services	9,460	12,248	38,865	–	60,573
Selling, general and administration	841	3,250	2,048	1,049	7,188
Share-based compensation	–	–	–	643	643
Depreciation	1,597	3,722	1,630	9	6,958
Results from operating activities	2,874	6,288	6,237	(1,701)	13,698
Gain on sale of property, plant and equipment	–	(19)	115	–	96
Finance costs	(204)	(552)	(241)	(397)	(1,394)
Net income (loss) before income taxes	2,670	5,717	6,111	(2,098)	12,400
Goodwill	–	2,514	1,539	–	4,053
Total assets	102,233	224,203	153,071	14,855	494,362
Total liabilities	19,583	43,570	32,388	68,920	164,461
Capital expenditures	$ 2,816	$ 5,255	$ 9,855	$ 1,474	$ 19,400

As at and for the three months ended September 30, 2012	Contract Drilling Services	Rentals and Transportation Services	Compression and Process Services	Other (1)	Total
Revenue	$ 12,782	$ 30,563	$ 30,172	$ –	$ 73,517
Cost of services	7,516	14,030	25,022	1	46,569
Selling, general and administration	760	3,306	1,628	1,070	6,764
Share-based compensation	–	–	–	1,092	1,092
Depreciation	1,320	3,787	997	9	6,113
Results from operating activities	3,186	9,440	2,525	(2,172)	12,979
Gain on sale of property, plant and equipment	21	140	825	–	986
Finance costs	(254)	(583)	(69)	(243)	(1,149)
Net income (loss) before income taxes	2,953	8,997	3,281	(2,415)	12,816
Goodwill	–	2,514	1,539	–	4,053
Total assets	95,887	223,830	92,644	46,415	458,776
Total liabilities	18,460	47,573	19,369	75,950	161,352
Capital expenditures	$ 5,144	$ 11,409	$ 2,291	$ 26	$ 18,870

Unaudited (tabular amounts in thousands of Canadian dollars)

As at and for the nine months ended September 30, 2013	Contract Drilling Services	Rentals and Transportation Services	Compression and Process Services	Other [1]	Total
Revenue	$ 37,687	$ 79,225	$ 135,727	$ –	$ 252,639
Cost of services	24,158	37,933	106,985	–	169,076
Selling, general and administration	2,409	10,048	6,331	3,570	22,358
Share-based compensation	–	–	–	2,556	2,556
Depreciation	3,907	11,414	4,668	29	20,018
Results from operating activities	7,213	19,830	17,743	(6,155)	38,631
Gain (loss) on sale of property, plant and equipment	(22)	216	957	–	1,151
Finance costs	(608)	(1,648)	(658)	(1,195)	(4,109)
Net income before income taxes	6,583	18,398	18,042	(7,350)	35,673
Goodwill	–	2,514	1,539	–	4,053
Total assets	102,233	224,203	153,071	14,855	494,362
Total liabilities	19,583	43,570	32,388	68,920	164,461
Capital expenditures [2]	$ 4,547	$ 12,657	$ 31,248	$ 2,020	$ 50,472

As at and for the nine months ended September 30, 2012	Contract Drilling Services	Rentals and Transportation Services	Compression and Process Services	Other [1]	Total
Revenue	$ 39,896	$ 102,004	$ 87,398	$ –	$ 229,298
Cost of services	22,323	42,884	72,622	(3)	137,826
Selling, general and administration	2,556	10,960	4,501	3,577	21,594
Share-based compensation	–	–	–	2,023	2,023
Depreciation	3,604	10,953	2,854	29	17,440
Results from operating activities	11,413	37,207	7,421	(5,626)	50,415
Gain on sale of property, plant and equipment	65	409	1,004	–	1,478
Finance costs	(760)	(1,740)	(262)	(916)	(3,678)
Net income before income taxes	10,718	35,876	8,163	(6,542)	48,215
Goodwill	–	2,514	1,539	–	4,053
Total assets	95,887	223,830	92,644	46,415	458,776
Total liabilities	18,460	47,573	19,369	75,950	161,352
Capital expenditures	$ 12,433	$ 31,546	$ 14,472	$ 1,840	$ 60,291

(1) Other includes the Company's corporate activities, accretion of convertible debentures and obligations pursuant to long-term credit facilities.

(2) Includes January 1, 2013 acquisition of a process equipment fabrication business included in Compression and Process Services segment.

Unaudited (tabular amounts in thousands of Canadian dollars)

5. Share Capital

(a) Common share capital

Common shares of Total Energy Services Inc.

(i) Authorized:

Unlimited number of common voting shares, without nominal or par value.
Unlimited number of preferred shares.

(ii) Common shares issued:

	Number of shares (thousands)	Amount
Balance, December 31, 2011	31,375	$ 77,917
Issued on exercise of share options	228	1,575
Repurchased and cancelled	(1,003)	(2,602)
Balance, December 31, 2012	30,600	$ 76,890
Repurchased and cancelled	(365)	(966)
Issued on exercise of share options	856	6,127
Balance, September 30, 2013	**31,091**	**$ 82,051**

For the nine months ended September 30, 2013 364,900 common shares (year ended December 31, 2012: 1,002,500) were repurchased under the Company's normal course issuer bid at an average price of $14.85 (year ended December 31, 2012: $14.99), including commissions. All common shares repurchased under the Company`s normal course issuer bid were cancelled prior to September 30, 2013. The excess of the price paid over the average share capital per common share cancelled during the period has been charged to retained earnings.

(b) Per share amounts

Basic and diluted earnings per share have been calculated on the basis of the weighted average number of common shares outstanding as outlined below:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	**2013**	2012
Net income for the period	**$ 9,109**	$ 9,456	**$ 26,614**	$ 37,167
Weighted average number of shares outstanding – basic	**30,856**	30,840	**30,743**	31,105
Earnings per share - basic	**$ 0.30**	$ 0.31	**$ 0.87**	$ 1.19
Net income for the period	**$ 9,109**	$ 9,456	**$ 26,614**	$ 37,167
Add back: debenture interest net of tax	**–**	1,042	**–**	3,112
	$ 9,109	$ 10,498	**$ 26,614**	$ 40,279
Weighted average number of shares outstanding – basic	**30,856**	30,840	**30,743**	31,105
Convertible debenture dilution	**–**	3,086	**–**	3,086
Share option dilution	**203**	597	**75**	626
Weighted average number of shares outstanding – diluted	**31,059**	34,523	**30,818**	34,817
Earnings per share - diluted	**$ 0.29**	$ 0.30	**$ 0.86**	$ 1.16

For the three months ended September 30, 2013, 480,000 share options (September 30, 2012: 1,980,000) and 3,094,593 shares (September 30, 2012: nil) potentially issuable upon conversion of the convertible debentures were excluded from the diluted weighted average number of common shares calculation as their effect would have been anti-dilutive.

Unaudited (tabular amounts in thousands of Canadian dollars)

For the nine months ended September 30, 2013, 1,965,000 share options (September 30, 2012: 1,905,000) and 3,094,593 shares (September 30, 2012: nil) potentially issuable upon conversion of the convertible debentures were excluded from the diluted weighted average number of common shares calculation as their effect would have been anti-dilutive. The average market value of the Company's shares for purposes of calculating the dilutive effect of share options was based on quoted market prices for the period during which the options were outstanding.

6. Share-Based Compensation Plan

Share option transactions during 2013 and 2012 were as follows:

	Weighted average exercise price	Number of Options
Balance, December 31, 2011	$ 7.70	1,520,000
Granted	$ 13.74	1,605,000
Exercised	$ 5.26	(227,500)
Balance, December 31, 2012	$ 11.23	2,897,500
Granted	$ 14.85	180,000
Forfeited	$ 13.29	(126,500)
Exercised	$ 5.50	(856,000)
Balance, September 30, 2013	**$ 13.77**	**2,095,000**

The share options issued during 2012 and 2013 vest 1/3 on the first, second and third anniversary from the grant date and expire five years from the date of grant.

The Company uses the Black-Scholes option-pricing model to determine the estimated fair value of the share options granted. The average per share fair value of the options granted during 2013 is $3.77 per option (2012 - $3.92) using the following assumptions:

	September 30, 2013	December 31, 2012
Expected volatility	**31% to 41%**	36% to 44%
Annual dividend yield	**1.33%**	1.43%
Risk free interest rate	**1.15% to 1.48%**	1.13% to 1.31%
Forfeitures	**4% - 7%**	7%
Expected life (years)	**3 to 5 years**	3 to 5 years

7. Financial instruments

The Company's financial instruments as at September 30, 2013 include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, dividends payable, obligations under finance leases, long-term debt and convertible debentures. The fair value of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, dividends payable and obligations under finance leases approximate their carrying amounts due to their short-terms to maturity. The Company's $69 million convertible debentures are listed and trade on the Toronto Stock Exchange. On September 30, 2013 the closing market price for these securities was $104.50 per $100 principal amount. This represents an aggregate market value of $72.1 million.

8. Contingencies

TESL and one of its non-operating subsidiaries were re-assessed by the Ontario Ministry of Finance ("Ontario Finance"), Alberta Finance and Enterprise ("Alberta Finance") and the Canada Revenue Agency ("CRA") on account of a corporate re-organization undertaken prior to the Company's conversion to a trust in 2005. The Company has received both legal and tax advice indicating that the technical merits of the filings positions taken are strong and, as such, no provisions was taken with respect to the reassessments. The total amount of each of the reassessments, including interest, was approximately $8.5 million, $9.2 million and $0.2 million respectively.

On April 4, 2013 the Company was notified that the Alberta Finance re-assessments had been vacated.

The remaining Ontario Finance and CRA reassessments relate to approximately $2.6 million of alleged underlying income taxes owing for the period from 2002 to the trust conversion in April 2005.

The Company, in the normal course of operations, will become subject to a variety of legal and other claims against the Company. Management and the Company's legal counsel evaluate all claims on their apparent merits, and accrue management's best estimate of the estimated costs to satisfy such claims. Management believes that the outcome of legal and other claims currently filed against the Company will not be material to the Company.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Bruce Pachkowski [3]
Chairman of the Board

Daniel Halyk
President and Chief Executive Officer

Gregory Fletcher [1, 2]

Randy Kwasnicia [1, 3]

Greg Melchin [1, 2]

Andrew Wiswell [2, 3]

[1]Member of the Compensation Committee
[2]Member of the Audit Committee
[3]Member of the Corporate Governance and Nominating Committee

MANAGEMENT TEAM

TOTAL ENERGY SERVICES INC.

Daniel Halyk
President and Chief Executive Officer

Brad Macson
Vice President, Operations

Mark Kearl
Vice President, Finance and Chief Financial Officer

Gerry Crawford
Vice President, Field Services

Cam Danyluk
Vice President, Legal, General Counsel and Corporate Secretary

CHINOOK DRILLING, A DIVISION OF TOTAL ENERGY SERVICES INC.

Rod Rundell
General Manager

TOTAL OILFIELD RENTALS LIMITED PARTNERSHIP

Clint Gaboury
General Manager

BIDELL EQUIPMENT LIMITED PARTNERSHIP

Sean Ulmer
President

SPECTRUM PROCESS SYSTEMS INC.

Kelly Mantei
General Manager

HEAD OFFICE

Suite 2550, 300 - 5th Avenue S. W.,

Calgary, Alberta T2P 3C4

Telephone: (403) 216-3939

Toll Free: (877) 818-6825

Telefax: (403) 234-8731

website: www.totalenergy.ca

email: investorrelations@totalenergy.ca

AUDITOR

KPMG LLP

Calgary, Alberta

TRUSTEE, REGISTRAR AND TRANSFER AGENT

Olympia Trust Company

Calgary, Alberta

LEGAL COUNSEL

Bennett Jones, LLP

Calgary, Alberta

BANKER

HSBC

Calgary, Alberta

STOCK EXCHANGE LISTING

Toronto Stock Exchange

Common Shares: TOT

Convertible Debentures: TOT. DB

LOCATIONS

Calgary • Carlyle • Dawson Creek • Denver • Drayton Valley • Edmonton • Edson • Fort Nelson • Fort St. John
Fox Creek • Grande Prairie • High Level • Lac La Biche • Lloydminster • Manning • Medicine Hat • Minot • Peace River
Red Deer • Red Earth • Rocky Mountain House • Slave Lake • Valleyview • Weyburn/Midale • Whitecourt

CHINOOK Drilling
A Division of Total Energy Services Inc.

TOTAL OILFIELD RENTALS LP

BIDELL™ GAS COMPRESSION

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