

ABRAXAS PETROLEUM CORP
Form 10-Q
May 10, 2013

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2013

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

COMMISSION FILE NUMBER: 001-16071

ABRAXAS PETROLEUM CORPORATION
(Exact name of registrant as specified in its charter)

Nevada
(State of Incorporation)

74-2584033
(I.R.S. Employer
Identification No.)

18803 Meisner Drive, San Antonio, TX 78258
(Address of principal executive offices) (Zip Code)

210-490-4788
(Registrant's telephone number, including
area code)

Not Applicable
(Former name, former address and former fiscal year, if changed
since last report)

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

Yes No

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

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

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

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

The number of shares of the issuer's common stock outstanding as of May 6, 2013 was 92,799,262.

Forward-Looking Information

We make forward-looking statements throughout this report. Whenever you read a statement that is not simply a statement of historical fact (such as statements including words like “believe,” “expect,” “anticipate,” “intend,” “will,” “plan,” “may,” “estimate,” “could,” “potentially” or similar expressions), you must remember that these are forward-looking statements, and that our expectations may not be correct, even though we believe they are reasonable. The forward-looking information contained in this report is generally located in the material set forth under the headings “Management’s Discussion and Analysis of Financial Condition and Results of Operations” but may be found in other locations as well. These forward-looking statements generally relate to our plans and objectives for future operations and are based upon our management’s reasonable estimates of future results or trends. The factors that may affect our expectations regarding our operations include, among others, the following:

- the availability of capital;
- the prices we receive for our production and the effectiveness of our hedging activities;
- our success in development, exploitation and exploration activities;
- our ability to procure services and equipment for our drilling and completion activities;
 - our ability to make planned capital expenditures;
 - declines in our production of oil and gas;
 - our restrictive debt covenants;
- political and economic conditions in oil producing countries, especially those in the Middle East;
 - price and availability of alternative fuels;
 - our acquisition and divestiture activities;
 - weather conditions and events;
- the proximity, capacity, cost and availability of pipelines and other transportation facilities; and
 - other factors discussed elsewhere in this report.

GLOSSARY OF TERMS

Unless otherwise indicated in this report, gas volumes are stated at the legal pressure base of the State or area in which the reserves are located at 60 degrees Fahrenheit. Oil and gas equivalents are determined using the ratio of six Mcf of gas to one barrel of oil, condensate or natural gas liquids.

The following definitions shall apply to the technical terms used in this report.

Terms used to describe quantities of oil and gas:

“Bbl” – barrel or barrels.

“Bcf” – billion cubic feet of gas.

“Bcfe” – billion cubic feet of gas equivalent.

“Boe” – barrels of oil equivalent.

“MBbl” – thousand barrels.

“MBoe” – thousand barrels of oil equivalent.

“Mcf” – thousand cubic feet of gas.

“Mcfe” – thousand cubic feet of gas equivalent.

“MMBbl” – million barrels.

“MMBoe” – million barrels of oil equivalent.

“MMBtu” – million British Thermal Units of gas.

“MMcf” – million cubic feet of gas.

“MMcfe” – million cubic feet of gas equivalent.

“NGL” – natural gas liquids measured in barrels.

Terms used to describe our interests in wells and acreage:

“Developed acreage” means acreage which consists of leased acres spaced or assignable to productive wells.

“Development well” is a well drilled within the proved area of an oil or gas reservoir to the depth or stratigraphic horizon (rock layer or formation) noted to be productive for the purpose of extracting reserves.

“Dry hole” is an exploratory or development well found to be incapable of producing either oil or gas in sufficient quantities to justify completion.

“Exploratory well” is a well drilled to find and produce oil or gas in an unproved area, to find a new reservoir in a field previously found to be producing in another reservoir, or to extend a known reservoir.

“Gross acres” are the number of acres in which we own a working interest.

“Gross well” is a well in which we own an interest.

“Net acres” are the sum of fractional ownership working interests in gross acres (e.g., a 50% working interest in a lease covering 320 gross acres is equivalent to 160 net acres).

“Net well” is the sum of fractional ownership working interests in gross wells.

“Productive well” is an exploratory or a development well that is not a dry hole.

“Undeveloped acreage” means those leased acres on which wells have not been drilled or completed to a point that would permit the production of economic quantities of oil and gas, regardless of whether or not such acreage contains proved reserves.

Terms used to assign a present value to or to classify our reserves:

“Proved reserves” are those quantities of oil and gas reserves, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be commercially recoverable - from a given date forward, from known

reservoirs, and under defined economic conditions, operating methods, and government regulations.

“Proved developed reserves” are those quantities of oil and gas reserves that can be expected to be recovered through existing wells with existing equipment and operating methods. Additional reserves expected to be obtained through the application of fluid injection or other improved recovery techniques for supplementing the natural forces and mechanisms of primary recovery are included in “proved developed reserves” only after testing by a pilot project or after the operation of an installed program has confirmed through production response that increased recovery will be achieved.

“Proved developed non-producing reserves” are those quantities of oil and gas reserves that are developed behind pipe in an existing well bore, from a shut-in well bore or that can be recovered through improved recovery only after the necessary equipment has been installed, or when the costs to do so are relatively minor. Shut-in reserves are expected to be recovered from (1) completion intervals which are open at the time of the estimate but which have not started producing, (2) wells that were shut-in for market conditions or pipeline connections, or (3) wells not capable of production for mechanical reasons. Behind-pipe reserves are expected to be recovered from zones in existing wells that will require additional completion work or future recompletion prior to the start of production.

“Proved undeveloped reserves” or “PUDs” are those quantities of oil and gas reserves that are expected to be recovered from new wells on undrilled acreage or from existing wells where a relatively major expenditure is required for development. Reserves on undrilled acreage are limited to those drilling units offsetting productive units that are reasonably certain of production when drilled. Proved reserves for other undrilled units are claimed only where it can be demonstrated with reasonable certainty that there is continuity of production from the existing productive formation. Estimates for proved undeveloped reserves are not attributed to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proven effective by actual tests in the area and in the same reservoir.

“Probable reserves” are those additional reserves which analysis of geoscience and engineering data indicate are less likely to be recovered than proved reserves but more certain to be recovered than possible reserves.

“Possible reserves” are those additional reserves which analysis of geoscience and engineering data suggest are less likely to be recoverable than probable reserves.

“PV-10” means estimated future net revenue, discounted at a rate of 10% per annum, before income taxes and with no price or cost escalation or de-escalation, calculated in accordance with guidelines promulgated by the Securities and Exchange Commission (“SEC”).

“Standardized Measure” means estimated future net revenue, discounted at a rate of 10% per annum, after income taxes and with no price or cost escalation or de-escalation, calculated in accordance with Accounting Standards Codification (“ASC”) 932, “Disclosures About Oil and Gas Producing Activities.”

ABRAXAS PETROLEUM CORPORATION
FORM 10 – Q
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PART I
FINANCIAL INFORMATION

Item 1. Financial Statements

Abraxas Petroleum Corporation
Condensed Consolidated Balance Sheets
(in thousands)

	March 31, 2013 (Unaudited)	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	\$ 154	\$2,061
Accounts receivable, net:		
Joint owners	11,835	8,883
Oil and gas production	16,768	10,887
Other	618	661
	29,221	20,431
Derivative asset – current	92	41
Assets held for sale	2,746	—
Other current assets	555	488
Total current assets	32,768	23,021
Property and equipment:		
Oil and gas properties, full cost method of accounting:		
Proved	576,311	563,317
Unproved properties excluded from depletion	3,499	2,089
Other property and equipment	38,196	37,833
Total	618,006	603,239
Less accumulated depreciation, depletion, and amortization	(396,816)	(390,407)
Total property and equipment – net	221,190	212,832
Deferred financing fees, net	3,061	3,397
Derivative asset – long-term	381	594
Other assets	761	763
Total assets	\$258,161	\$240,607

See accompanying notes to condensed consolidated financial statements (unaudited).

Abraxas Petroleum Corporation
Condensed Consolidated Balance Sheets (continued)
(in thousands, except share data)

	March 31, 2013 (Unaudited)	December 31, 2012
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$45,109	\$42,387
Oil and gas production payable	14,257	6,947
Accrued interest	96	75
Other accrued expenses	1,330	962
Derivative liability – current	4,216	3,462
Current maturities of long-term debt	1,155	657
Total current liabilities	66,163	54,490
Long-term debt, excluding current maturities	129,556	124,101
Other liabilities	366	367
Derivative liability – long-term	3,244	3,568
Future site restoration	11,201	11,381
Total liabilities	210,530	193,907
Stockholders' Equity		
Preferred stock, par value \$0.01 per share, authorized 1,000,000 shares; -0- issued and outstanding	—	—
Common stock, par value \$0.01 per share, authorized 200,000,000 shares; 92,734,262 and 92,733,448 issued and outstanding	927	927
Additional paid-in capital	251,472	250,998
Accumulated deficit	(204,661)	(205,256)
Accumulated other comprehensive (loss) income	(107)	31
Total stockholders' equity	47,631	46,700
Total liabilities and stockholders' equity	\$258,161	\$240,607

See accompanying notes to condensed consolidated financial statements (unaudited).

Abraxas Petroleum Corporation
Condensed Consolidated Statements of Operations
(Unaudited)
(in thousands except per share data)

	Three Months Ended March 31,	
	2013	2012
Revenue:		
Oil and gas production revenues	\$21,163	\$16,379
Other	33	14
	21,196	16,393
Operating costs and expenses:		
Lease operating expenses	6,462	5,934
Production taxes	1,927	1,496
Depreciation, depletion, and amortization	6,509	4,838
General and administrative (including stock-based compensation of \$474 and \$477, respectively)	2,530	1,901
	17,428	14,169
Operating income	3,768	2,224
Other (income) expense:		
Interest income	(1)	(1)
Interest expense	1,208	1,195
Amortization of deferred financing fees	333	30
Loss on derivative contracts (\$621 and \$876 unrealized)	1,546	924
Earnings from equity method investment	—	(783)
Other	87	42
	3,173	1,407
Net income	\$595	\$817
Net income per common share – basic	\$0.01	\$0.01
Net income per common share – diluted	\$0.01	\$0.01

See accompanying notes to condensed consolidated financial statements (unaudited).

Abraxas Petroleum Corporation
 Condensed Consolidated Statements of
 Other Comprehensive Income (Loss)
 (Unaudited)
 (in thousands)

	Three Months Ended March 31,	
	2013	2012
Consolidated net income	\$595	\$817
Other comprehensive income (loss):		
Change in unrealized value of investments	(7)	(4)
Foreign currency translation adjustment	(131)	285
Other comprehensive (loss) income	(138)	281
Comprehensive income	\$457	\$1,098

See accompanying notes to condensed consolidated financial statements (unaudited).

Abraxas Petroleum Corporation
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(in thousands)

	Three Months Ended March 31,	
	2013	2012
Operating Activities		
Net income	\$595	\$817
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Equity in gain of joint venture	—	(783)
Change in derivative fair value	592	512
Monetization of derivative contracts	—	12,364
Depreciation, depletion, and amortization	6,509	4,838
Amortization of deferred financing fees	333	30
Accretion of future site restoration	172	116
Stock-based compensation	474	477
Changes in operating assets and liabilities:		
Accounts receivable	(8,804)	(506)
Other	(69)	(101)
Accounts payable and accrued expenses	10,111	8,024
Net cash provided by operating activities	9,913	25,788
Investing Activities		
Capital expenditures, including purchases and development of properties	(17,773)	(26,126)
Net cash used in investing activities	(17,773)	(26,126)
Financing Activities		
Proceeds from long-term borrowings	12,000	4,500
Payments on long-term borrowings	(6,047)	(4,044)
Deferred financing fees	—	(72)
Exercise of stock options	—	59
Other	—	(105)
Net cash provided by financing activities	5,953	338
Effect of exchange rate changes on cash	—	—
Decrease in cash	(1,907)	—
Cash and equivalents, at beginning of period	2,061	—
Cash and equivalents, at end of period	\$154	\$—
Supplemental disclosure of cash flow information:		
Interest paid	\$1,016	\$1,126

See accompanying notes to condensed consolidated financial statements (unaudited).

Abraxas Petroleum Corporation
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(tabular amounts in thousands, except per share data)

Note 1. Basis of Presentation

The accounting policies followed by Abraxas Petroleum Corporation and its subsidiaries (the “Company”) are set forth in the notes to the Company’s audited consolidated financial statements in the Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC on March 18, 2013. Such policies have been continued without change. Also, refer to the notes to those financial statements for additional details of the Company’s financial condition, results of operations, and cash flows. All material items included in those notes have not changed except as a result of normal transactions in the interim, or as disclosed within this report. The accompanying interim consolidated financial statements have not been audited by our independent registered public accountants, but in the opinion of management, reflect all adjustments necessary for a fair presentation of the financial position and results of operations. Any and all adjustments are of a normal and recurring nature. Although management believes the unaudited interim related disclosures in these consolidated financial statements are adequate to make the information presented not misleading, certain information and footnote disclosures normally included in annual audited consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the SEC. The results of operations and the cash flows for the period ended March 31, 2013 are not necessarily indicative of the results to be expected for the full year. The condensed consolidated financial statements included herein should be read in conjunction with the consolidated audited financial statements and the notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012.

Consolidation Principles

The terms “Abraxas,” “Abraxas Petroleum,” “we,” “us,” “our” or the “Company” refer to Abraxas Petroleum Corporation and its subsidiaries, including Raven Drilling, LLC (“Raven Drilling”) and a wholly-owned foreign subsidiary, Canadian Abraxas Petroleum, ULC (“Canadian Abraxas”).

Canadian Abraxas’ assets and liabilities are translated to U.S. dollars at period-end exchange rates. Income and expense items are translated at average rates of exchange prevailing during the period. Translation adjustments are accumulated as a separate component of stockholders’ equity.

Rig Accounting

In accordance with SEC Regulation S-X, no income is to be recognized in connection with contractual drilling services performed in connection with properties in which the Company or its affiliates holds an ownership, or other economic interest. Any income not recognized as a result of this limitation is to be credited to the full cost pool and recognized through lower amortization as reserves are produced.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Stock-based Compensation and Option Plans

Stock Options

The Company currently utilizes a standard option-pricing model (i.e., Black-Scholes) to measure the fair value of stock options granted to employees and directors.

The following table summarizes the Company's stock-based compensation expense related to stock options for the periods presented:

Three Months Ended March 31,	
2013	2012
\$ 362	\$ 346

The following table summarizes the Company's stock option activity for the three months ended March 31, 2013:

	Number of Shares	Weighted Average Option Exercise Price Per Share	Weighted Average Grant Date Fair Value Per Share
Outstanding, December 31, 2012	4,761	\$2.77	\$1.98
Granted	—	—	—
Exercised	(1)	0.68	0.32
Outstanding, March 31, 2013	4,760	\$2.77	\$1.86

Additional information related to stock options at March 31, 2013 and December 31, 2012 is as follows:

	March 31, 2013	December 31, 2012
Options exercisable	3,544	2,992

As of March 31, 2013, there was approximately \$2.2 million of unamortized compensation expense related to outstanding stock options that will be recognized in 2013 through 2016.

Restricted Stock Awards

Restricted stock awards are awards of common stock that are subject to restrictions on transfer and to a risk of forfeiture if the awardee terminates employment with the Company prior to the lapse of the restrictions. The fair value of such stock was determined using the closing price on the grant date and compensation expense is recorded over the applicable vesting periods.

The following table summarizes the Company's restricted stock activity for the three months ended March 31, 2013:

Number of Shares	Weighted Average Grant Date Fair Value Per Share
------------------------	--

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Unvested, December 31, 2012	482	\$3.09
Granted	—	—
Vested/Released	(38)	1.77
Forfeited	—	—
Unvested, March 31, 2013	444	\$3.20

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The following table summarizes the Company's stock-based compensation expense related to restricted stock for the periods presented:

Three Months Ended March 31,	
2013	2012
\$ 112	\$ 131

As of March 31, 2013, there was approximately \$1.0 million of unamortized compensation expense relating to outstanding restricted shares that will be recognized in 2013 through 2015.

Assets Held for Sale

During the first quarter of 2013 the Company sold certain non-core properties to various parties. The Company's assets sold in the first quarter of 2013 are presented separately as "Assets held for sale" in the condensed consolidated balance sheet at March 31, 2013. Assets held for sale were recorded at the amount of the sales proceeds with a corresponding reduction to the full cost pool. As the sale was not significant under full cost accounting rules, no gain or loss was recognized. Proceeds from these sales were received in April 2013.

Oil and Gas Properties

The Company follows the full cost method of accounting for oil and gas properties. Under this method, all direct costs and certain indirect costs associated with the acquisition of properties and successful, as well as unsuccessful, exploration and development activities are capitalized. Depreciation, depletion, and amortization of capitalized oil and gas properties and estimated future development costs, excluding unproved properties, are based on the unit-of-production method based on proved reserves. Net capitalized costs of oil and gas properties, less related deferred taxes, are limited by country, to the lower of the unamortized capitalized cost or the cost ceiling. The ceiling cost is calculated as PV-10, plus the cost of properties not being amortized, if any, plus the lower of cost or estimated fair value of unproved properties included in the costs being amortized, if any, less related income taxes. We calculate the projected income tax effect using the "short-cut" method for the cost ceiling test calculation. Costs in excess of the cost ceiling are charged to proved property impairment expense. No gain or loss is recognized upon sale or disposition of oil and gas properties, except where the sale or disposition causes a significant change in the relationship between capitalized cost and the estimated quantity of proved reserves. We apply the full cost ceiling test on a quarterly basis on the date of the latest balance sheet presented. At March 31, 2013, our net capitalized costs of oil and gas properties in the United States and Canada did not exceed the cost ceiling of our estimated proved reserves.

Restoration, Removal and Environmental Liabilities

The Company is subject to extensive Federal, provincial, state and local environmental laws and regulations. These laws regulate the discharge of materials into the environment and may require the Company to remove or mitigate the environmental effects of the disposal or release of petroleum substances at various sites. Environmental expenditures are expensed or capitalized depending on their future economic benefit. Expenditures that relate to an existing condition caused by past operations and that have no future economic benefit are expensed.

Liabilities for expenditures of a non-capital nature are recorded when environmental assessments and/or remediation is probable, and the costs can be reasonably estimated. Such liabilities are generally undiscounted unless the timing of cash payments for the liability or component are fixed or reliably determinable.

The Company accounts for asset retirement obligations based on the guidance of ASC 410 which addresses accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. ASC 410 requires that the fair value of a liability for an asset's retirement obligation be recorded in the period in which it is incurred and the corresponding cost capitalized by increasing the carrying amount of the related long-lived asset. The liability is accreted to its then present value each period, and the capitalized cost is depreciated over the estimated useful life of the related asset. For all periods presented, we have included estimated future costs of abandonment and dismantlement in our full cost amortization base and amortize these costs as a component of our depletion expense in the accompanying condensed consolidated financial statements.

The following table summarizes the Company's asset retirement obligation transactions for the three months ended March 31, 2013 and the year ended December 31, 2012:

	March 31, 2013	December 31, 2012
Beginning asset retirement obligation	\$11,381	\$8,412
New wells placed on production and other	81	330
Deletions related to property disposals and plugging costs	(431)	(423)
Accretion expense	172	474
Revisions	(2)	2,588
Ending asset retirement obligation	\$11,201	\$11,381

Working Capital (Deficit)

At March 31, 2013, our current liabilities of approximately \$66.2 million exceeded our current assets of \$32.8 million resulting in a working capital deficit of \$33.4 million. This compares to a working capital deficit of \$31.5 million at December 31, 2012. Current assets at March 31, 2013 primarily consisted of accounts receivable of \$29.2 million and assets held for sale of \$2.7 million. Current liabilities at March 31, 2013 primarily consisted of trade payables of \$45.1 million, revenues due third parties of \$14.3 million, current portion of derivative liabilities of \$4.2 million, current maturities of long-term debt of \$1.2 million and accrued liabilities of \$1.3 million.

Note 2. Joint Venture

On August 18, 2010, Abraxas Petroleum and its wholly-owned subsidiary, Abraxas Operating, LLC, contributed 8,333 net acres in the Eagle Ford Shale play to Blue Eagle Energy, LLC ("Blue Eagle") and received a \$25.0 million equity interest in Blue Eagle pursuant to the terms of the Subscription and Contribution Agreement among Abraxas Petroleum, Abraxas Operating, Blue Eagle and Rock Oil Company, LLC ("Rock Oil") formerly known as Blue Stone Oil & Gas, LLC. Simultaneously, Rock Oil contributed \$25.0 million in cash to Blue Eagle for a \$25.0 million equity interest. Blue Eagle was dissolved effective August 31, 2012.

Through August 31, 2012 we accounted for the joint venture under the equity method of accounting in accordance with ASC 323. Under this method, Abraxas' share of net income (loss) from the joint venture is reflected as an increase (decrease) in its investment account in "Investment in joint venture" and was also recorded as equity investment income (loss) in "Equity in (income) loss of joint venture." For the three months ended March 31, 2012 we reported income of \$0.8 million related to Blue Eagle.

The following is condensed financial data from Blue Eagle's March 31, 2012 financial statements:

	Three Months Ended March 31, 2012
Statement of Operations:	
Revenue	\$3,821
Operating expenses	2,128
Other (income) expense	(1)
Net income	\$1,694

Note 3. Income Taxes

The Company records income taxes using the liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using the tax rates and laws expected to be in effect when the differences are expected to reverse.

For the three months ended March 31, 2013, there were no current or deferred income tax expense or benefit due to losses and/or loss carryforwards and valuation allowances which have been recorded against such benefits.

The Company accounts for uncertain tax positions under the provisions of ASC 740-10. The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. As of December 31, 2012, the Company did not have any accrued interest or penalties related to uncertain tax positions. The tax years 2002 through 2012 remain open to examination by the tax jurisdictions to which the Company is subject. The Company and Abraxas Energy Partners, L.P., which was merged into a wholly owned subsidiary of Abraxas, have undergone audits of their 2009 Federal income tax returns. The audit of the Federal income tax return of Abraxas Energy Partners, L.P. was completed with no changes. The audit of Abraxas Petroleum Corporation resulted in a notice of a proposed adjustment of \$619,000. The Company does not agree with the findings and intends to aggressively appeal the proposed adjustment; however, no assurances can be made that such appeals will be successful. For the year ended December 31, 2012, the Company accrued \$310,000 in income tax expense related to the audit of its 2009 Federal tax return. This amount was determined by an analysis of what the amount that is greater than 50% likely to be paid upon final settlement.

At December 31, 2012, the Company had, subject to the limitation discussed below, \$169.6 million of net operating loss carryforwards for U.S. tax purposes, and \$15.0 million of net operating loss carryforwards for Canadian tax purposes. The U.S. loss carryforward will expire in varying amounts through 2032 and the Canadian loss carryforward will expire in 2032, if not utilized.

Note 4. Long-Term Debt

The following table summarizes the Company's long-term debt:

	March 31, 2013	December 31, 2012
Credit facility	\$ 119,000	\$ 113,000
Rig loan agreement	7,000	7,000
Real estate lien note	4,711	4,758
	130,711	124,758
Less current maturities	(1,155)	(657)
	\$ 129,556	\$ 124,101

Credit Facility

We have a senior secured credit facility with Société Générale, as administrative agent and issuing lender, and certain other lenders, which we refer to as the credit facility. As of March 31, 2013, \$119.0 million was outstanding under the credit facility.

The credit facility has a maximum commitment of \$300.0 million and availability is subject to a borrowing base. As of December 31, 2012 we had a borrowing base of \$150.0 million. On April 4, 2013, the facility was amended and increased to \$155.0 million. On May 9, 2013; the facility was amended to state the terms of the April 4, 2013 amendment were effective March 31, 2013. Unless redetermined otherwise based on new reserve and production information from the June 30, 2013 engineering report, the borrowing base will reduce to \$145.0 million on October 1, 2013. The borrowing base is determined semi-annually by the lenders based upon our reserve reports, one of which must be prepared by our independent petroleum engineers and one of which may be prepared internally. The amount of the borrowing base is calculated by the lenders based upon their valuation of our Proved reserves securing the facility, utilizing these reserve reports, and their own internal decisions. In addition, the lenders, in their sole

discretion, are able to make one additional borrowing base redetermination during any six-month period between scheduled redeterminations and we are able to request one redetermination during any six-month period between scheduled redeterminations. The borrowing base will be automatically reduced in connection with any sales of producing properties with a market value of 5% or more of our then-current borrowing base and in connection with any hedge termination which could reduce the collateral value by 5% or more. Our borrowing base was increased to \$155.0 million based upon our reserve report dated December 31, 2012. Our borrowing base can never exceed the \$300.0 million maximum commitment amount. Outstanding amounts under the credit facility bear interest at (a) the greater of (1) the reference rate announced from time to time by Société Générale, (2) the Federal Funds Rate plus 0.5%, and (3) a rate determined by Société Générale as the daily one-month LIBOR plus, in each case, (b) 1.25—2.25%, depending on the

utilization of the borrowing base, or, if we elect LIBOR plus 2.25%—3.25%, depending on the utilization of the borrowing base. At March 31, 2013 the interest rate on the credit facility was 3.2% based on 1-month LIBOR borrowings and the level of utilization.

Subject to earlier termination rights and events of default, the stated maturity date of the credit facility is June 30, 2015. Interest is payable quarterly on reference rate advances and not less than quarterly on LIBOR advances. We are permitted to terminate the credit facility and are able, from time to time, to permanently reduce the lenders' aggregate commitment under the credit facility in compliance with certain notice and dollar increment requirements.

Each of our subsidiaries has guaranteed our obligations under the credit facility on a senior secured basis. Obligations under the credit facility are secured by a first priority perfected security interest, subject to certain permitted encumbrances, in all of our and our subsidiary guarantors' material property and assets, other than Raven Drilling.

Under the credit facility, we are subject to customary covenants, including certain financial covenants and reporting requirements. We are required to maintain a current ratio, as of the last day of each quarter of not less than 1.00 to 1.00 and an interest coverage ratio of not less than 2.50 to 1.00. We are also required as of the last day of each quarter to maintain a debt to EBITDAX ratio as of the last day of each quarter of not more than 4.00 to 1.00. The current ratio is defined as the ratio of consolidated current assets to consolidated current liabilities. For the purposes of this calculation, current assets include the portion of the borrowing base which is undrawn but excludes any cash deposited with a counter-party to a hedging arrangement and any assets representing a valuation account arising from the application of ASC 815 and ASC 410-20 and current liabilities exclude the current portion of long-term debt and any liabilities representing a valuation account arising from the application of ASC 815 and ASC 410-20. The interest coverage ratio is defined as the ratio of consolidated EBITDAX to consolidated interest expense for the four fiscal quarters ended on the calculation date. For the purposes of this calculation, EBITDAX is defined as the sum of consolidated net income plus interest expense, oil and gas exploration expenses, income, franchise or margin taxes, depreciation, amortization, depletion and other non-cash charges including non-cash charges resulting from the application of ASC 718, ASC 815 and ASC 410-20 plus all realized net cash proceeds arising from the settlement or monetization of any hedge contracts minus all non-cash items of income which were included in determining consolidated net income, including all non-cash items resulting from the application of ASC 815 and ASC 410-20. Interest expense includes total interest, letter of credit fees and other fees and expenses incurred in connection with any debt. The total debt to EBITDAX ratio is defined as the ratio of total debt to consolidated EBITDAX for the four fiscal quarters ended on the calculation date. For the purposes of this calculation, total debt is the outstanding principal amount of debt, excluding debt associated with the office building, Raven Drilling's rig loan and obligations with respect to surety bonds and derivative contracts.

At March 31, 2013, we were in compliance with all of our debt covenants. As of March 31, 2013, the interest coverage ratio was 6.45 to 1.00, the total debt to EBITDAX ratio was 3.99 to 1.00 and our current ratio was 1.05 to 1.00.

The credit facility contains a number of covenants that, among other things, restrict our ability to:

- incur or guarantee additional indebtedness;
- transfer or sell assets;
- create liens on assets;
- engage in transactions with affiliates other than on an "arm's length" basis;
- make any change in the principal nature of our business; and

permit a change of control.

The credit facility also contains customary events of default, including nonpayment of principal or interest, violations of covenants, cross default and cross acceleration to certain other indebtedness, bankruptcy and material judgments and liabilities.

Rig Loan Agreement

On September 19, 2011, Raven Drilling entered into a rig loan agreement with RBS Asset Finance, Inc. to finance the costs of purchasing and refurbishing an Oilwell 2000 hp diesel electric drilling rig (the "Collateral"). The rig loan agreement provided for interim borrowings payable to Raven Drilling until the final amount of the loan was determined.

On February 14, 2012, Raven Drilling finalized the note with respect to the rig loan agreement. The principal amount of the note is \$7.0 million and bears interest at 4.26%. Interest only is due for the first 18-months of the note and thereafter, the note will amortize in full over the remaining life of the note. Interest and principal, when required, is payable monthly. Subject to earlier prepayment provisions and events of default, the stated maturity date of the note is February 14, 2017. As of March 31, 2013, \$7.0 million was outstanding under the rig loan agreement.

Abraxas Petroleum has guaranteed Raven Drilling's obligations under the rig loan agreement and associated note. Obligations under the rig loan agreement are secured by a first priority perfected security interest, subject to certain permitted encumbrances, in the Collateral.

Real Estate Lien Note

On May 9, 2008, the Company entered into an advancing line of credit in the amount of \$5.4 million for the purchase and finish out of a building to serve as its corporate headquarters. This note was refinanced in November 2008. The note was modified on April 4, 2013, reducing the interest to a fixed rate of 4.0%, effective March 13, 2013 and is payable in monthly installments of principal and interest of \$33,763 based on a twenty year amortization. The note matures in May 2015 at which time the outstanding balance becomes due. The note is secured by a first lien deed of trust on the property and improvements. As of March 31, 2013, \$4.7 million was outstanding on the note.

Note 5. Income Per Share

The following table sets forth the computation of basic and diluted income per share:

	Three Months Ended March 31,	
	2013	2012
Numerator:		
Net income	\$ 595	\$ 817
Denominator:		
Denominator for basic income per share - Weighted-average shares	92,290	91,745
Effect of dilutive securities:		
Stock options and restricted stock	974	1,860
Denominator for diluted income per share - Weighted-average shares and assumed conversions	93,264	93,605
Net income per common share – basic	\$ 0.01	\$ 0.01
Net income per common share – diluted	\$ 0.01	\$ 0.01

Note 6. Hedging Program and Derivatives

The derivative instruments we utilize are based on index prices that may and often do differ from the actual oil and gas prices realized in our operations. Management has elected not to apply hedge accounting as prescribed by ASC 815. Accordingly, fluctuations in the market value of the derivative contracts are recognized in earnings during the current period.

The following table sets forth our derivative contracts at March 31, 2013:

Contract Periods	Fixed Price Swap			
	Oil – WTI		Oil - Brent	
	Daily Volume (Bbl)	Swap Price (per Bbl)	Daily Volume (Bbl)	Swap Price (per Bbl)
2013	1,007	\$84.76	510	\$105.00
2014	687	\$94.16	505	\$100.56
2015	560	\$83.03	500	\$97.04
2016	963	\$84.10	—	\$—
2017	500	\$84.18	—	\$—

At March 31, 2013, the aggregate fair value of our commodity derivative contracts was a liability of approximately \$7.0 million.

The following table illustrates the impact of derivative contracts on the Company’s balance sheet:

Fair Value of Derivative Instruments as of March 31, 2013

Derivatives not designated as hedging instruments	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Commodity price derivatives	Derivatives – current	\$92	Derivatives – current	\$4,216
Commodity price derivatives	Derivatives - long-term	381	Derivatives - long-term	3,244
		\$473		\$7,460

Fair Value of Derivative Instruments as of December 31, 2012

Derivatives not designated as hedging instruments	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Commodity price derivatives	Derivatives – current	\$41	Derivatives – current	\$3,462
Commodity price derivatives	Derivatives – long-term	594	Derivatives – long-term	3,568
		\$635		\$7,030

Gains and losses from derivative activities are reflected as “Loss on derivative contracts” in the accompanying condensed consolidated statements of operations.

Note 7. Fair Value

Fair Value Hierarchy—ASC 820-10 establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy categorizes assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full

term of the financial instrument.

- Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The Company is further required to assess the creditworthiness of the counter-party to the derivative contract. The results of the assessment of non-performance risk, based on the counter-party's credit risk, could result in an adjustment of the carrying value of the derivative instrument. The following tables sets forth information about the Company's assets and liabilities measured at fair value on a recurring basis as of March 31, 2013 and December 31, 2012, and indicate the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value (in thousands):

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of March 31, 2013
Assets:				
Investment in common stock	\$71	\$—	\$ —	\$71
NYMEX Fixed Price Derivative contracts	—	473	—	473
Total Assets	\$71	\$473	\$ —	\$544
Liabilities:				
NYMEX Fixed Price Derivative contracts	\$—	\$7,460	\$ —	\$7,460
Total Liabilities	\$—	\$7,460	\$ —	\$7,460