

**SUPERIOR ENERGY SERVICES, INC. ACQUISITION OF  
COMPLETE PRODUCTION SERVICES, INC.  
REPORTING REQUIRED BY IRC SECTION 6045B**

**INTERNAL REVENUE SERVICE FORM 8937**

**Introduction**

Section 6045B of the Internal Revenue Code of 1986, as amended (“IRC”), and the Treasury Regulations promulgated thereunder, require an issuer of a specified security to provide to the Internal Revenue Service (the “IRS”) and each holder of record of the security, or to such holder’s nominee, certain information with respect to organizational actions that affect the tax basis of such security for U.S. federal income tax purposes. To satisfy the filing requirements of IRC Section 6045B, an issuer must complete IRS Form 8937 with respect to an organizational action and either file such form with the IRS or post such form on the issuer’s primary public website or the public website of any successor organization for ten years. An issuer of a specified security is also required in connection with an organizational action to provide IRS Form 8937 to each holder of record of the security or to each holder’s nominee. An issuer may provide the IRS Form 8937 to the holder of the security, or to the holder’s nominee, by posting a completed IRS Form 8937 on the issuer’s public website or the public website of any successor organization for ten years.

**Overview**

Effective on February 7, 2012, pursuant to a merger of Complete Production Services, Inc. (“Complete”) with and into a wholly-owned subsidiary of Superior Energy Services, Inc. (“Superior”) constituting a reorganization described in IRC Section 368, stockholders of Complete became entitled to receive 0.945 of a share of common stock of Superior, plus \$7 in cash, in exchange for each share of Complete common stock owned. In lieu of issuing fractional shares, Complete stockholders received cash in an amount equal to such fractional amount multiplied by \$27.46, which constitutes the average closing market price on the New York Stock Exchange of a share of Superior common stock for the five consecutive trading days (January 26<sup>th</sup> – 27<sup>th</sup>, January 30<sup>th</sup> – February 1<sup>st</sup>) immediately preceding the third trading day before the closing of the merger (February 2<sup>nd</sup>). Attached is the IRS Form 8937 required in connection with the merger.

**Important Notice to CPX Shareholders:**

The information set forth in IRS Form 8937 is not meant to provide you with tax advice. Your tax consequences depend on your individual circumstances and could differ significantly from those outlined in this information. You should consult your tax advisor regarding specific tax consequences of the merger transaction to you. You are also urged to read the discussion of tax consequences contained on pages 11 and 84-87 of the joint proxy statement/prospectus of Superior and Complete dated January 6, 2012. Copies of this joint proxy statement/prospectus can be obtained by visiting Superior’s website located at [www.superiorenergy.com](http://www.superiorenergy.com). Click on Investor Relations, SEC Filings and type “Complete Production” or “424B3” in the keyword search function. Alternatively, click on this link:

<http://ir.superiorenergy.com/phoenix.zhtml?c=97570&p=irol-SECText&TEXT=aHR0cDovL2lyLmludC53ZXN0bGF3YnVzaW5lc3MuY29tL2RvY3VtZW50L3YxLzAwMDA5NTAxMjMtMTItMDAwMjk3L3htbA%3d%3d>.

This information is with respect to individuals who are citizens or residents of the United States, purchased all of their shares of Complete common stock for cash and held these shares as a capital asset (generally, for investment purposes). This information does not address any special tax rules that may

apply (including, but not limited to shares received as compensation or the alternative minimum tax), nor does it address the consequences of any state, local or non-U.S. tax laws. This information does not apply to any shares held in tax-deferred accounts, such as 401(k) or IRA accounts.

**Treasury Department Circular 230**

To ensure compliance with Treasury Department Circular 230, you are hereby notified that this document was not intended or written to be used, and cannot be used, for the purposes of (a) avoiding any tax penalty or (b) promoting, marketing or recommending to another party any transaction or matter addressed herein. Each taxpayer should seek advice based upon one's particular circumstances from an independent tax advisor.



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 368(a); 358; 354

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18 Can any resulting loss be recognized? ▶ No

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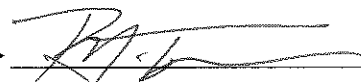
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ \_\_\_\_\_

**See attachment. The information and examples provided herein are not meant to provide you with tax advice and you may not rely upon it. Your tax consequences depend on your individual circumstances and could differ significantly from those outlined in this discussion. You should consult your tax advisor regarding specific tax consequences of the Merger Transaction to you and your tax circumstances.**

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ 

Date ▶ 3/15/2012

Print your name ▶ Robert S. Taylor

Title ▶ Chief Financial Officer

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

# SUPERIOR ENERGY SERVICES INC.

FEIN: 75-2379388

## ATTACHMENT TO FORM 8937

### **Form 8937, Part I, Box 9:**

Superior Energy Services, Inc. ("Superior"): Common stock  
Complete Production Services, Inc. ("Complete"): Common Stock

### **Form 8937, Part I, Box 10:**

Superior: 868157108  
Complete: 20453E109

### **Form 8937, Part I, Box 12:**

Superior: SPN  
Complete: CPX

### **Form 8937, Part II, Item 14:**

Effective on February 7, 2012, pursuant to a merger of Complete Production Services, Inc. ("Complete") with and into a wholly-owned subsidiary of Superior Energy Services, Inc. ("Superior") constituting a reorganization described in Section 368 of the Internal Revenue Code ("IRC"), stockholders of Complete became entitled to receive 0.945 of a share of common stock of Superior, plus \$7 in cash, in exchange for each share of Complete common stock owned. In lieu of issuing fractional shares, Complete stockholders received cash in an amount equal to such fractional amount multiplied by the average closing market price on the New York Stock Exchange of a share of Superior common stock for the five consecutive trading days immediately preceding the third trading day before the closing of the merger.

### **Form 8937, Part II, Items 15 and 16:**

As stated in the joint proxy statement/prospectus of Superior and Complete dated January 6, 2012, the merger was intended to qualify as a reorganization within the meaning of IRC Section 368(a). Accordingly, a Complete stockholder who exchanged in the merger his shares of Complete common stock for cash and shares of Superior common stock will recognize gain (but not loss) in an amount equal to the lesser of:

- any gain realized with respect to shares of Complete common stock exchanged in the merger transaction, or
- the amount of cash received with respect to shares of Complete common stock (other than any cash received in lieu of a fractional share of Superior common stock).

A Complete shareholder's gain realized will equal the difference between the fair market value of the Superior common stock and cash received in the merger transaction and such shareholder's tax basis in the Complete common stock surrendered.

The fair market value of each share of Superior common stock was \$30.90 which was the closing market price of Superior's common stock on the New York Stock Exchange on the effective date of the merger, February 7<sup>th</sup>, 2012.

For this purpose, a Complete stockholder must calculate gain or loss separately for each identifiable block (that is, shares acquired at the same time for the same price) of Complete common stock exchanged in the merger. Except to the extent any cash received is treated as a dividend as discussed below, a Complete stockholder's recognized gain generally will be capital gain and will be long-term capital gain if he held the exchanged Complete common stock for more than one year.

If the receipt of cash in the merger by a Complete stockholder has the effect of a distribution of a dividend, the cash received will be treated as dividend income to the extent of the stockholder's ratable share of Complete's accumulated earnings and profits (as calculated for U.S. federal income tax purposes). In general, the determination as to whether the receipt of cash has the effect of a distribution of a dividend depends upon whether and to what extent the transactions related to the merger will be deemed to reduce the Complete stockholder's percentage ownership of Superior common stock following the merger. For purposes of that determination, a Complete stockholder will be treated as if he first exchanged all of his shares of Complete common stock solely for shares of Superior common stock, and then a portion of the shares of Superior common stock was immediately redeemed by Superior for the cash that the Complete stockholder actually received as a result of the merger transaction. Gain recognized in the deemed redemption generally will be treated as a dividend to the extent of the Complete stockholder's ratable share of the undistributed accumulated earnings and profits of Complete unless the deemed redemption results in a "meaningful reduction" in the Complete stockholder's deemed ownership of Superior common stock.

In making this determination of whether there is a "meaningful reduction" in the Complete stockholder's deemed ownership of Superior common stock, the Complete stockholder will, under the constructive ownership rules, be deemed to own not only the shares of Superior common stock actually owned, but also shares of Superior common stock that are owned by certain related persons and entities or that he or such persons or entities have the right to acquire pursuant to an option. The IRS has ruled that a stockholder in a publicly held corporation such as Superior whose relative stock interest is minimal and who exercises no control with respect to corporate affairs is generally considered to have a "meaningful reduction" if that stockholder has any reduction in his percentage stock ownership under the above analysis. These rules are complex and dependent upon the specific factual circumstances particular to each Complete stockholder. Each Complete stockholder should consult his tax advisor as to the application of these rules to his particular situation.

In lieu of issuing fractional shares of Superior common stock, Complete stockholders will receive cash in an amount equal to such fractional amount multiplied by \$27.46, which constitutes the average closing market price of a share of Superior common stock on the New York Stock Exchange for the five consecutive trading days (January 26<sup>th</sup> – 27<sup>th</sup>, January 30<sup>th</sup> – February 1<sup>st</sup>) immediately preceding the third trading day before the closing of the merger (February 2<sup>nd</sup>).

Cash payments received by Complete stockholders in lieu of fractional shares of Superior common stock will be treated for tax purposes as if such Superior shares were issued and then redeemed by Superior. If a Complete stockholder receives cash in lieu of a fractional share of Superior common stock, subject to the discussion above regarding possible dividend treatment, he will generally recognize capital gain or loss equal to the difference between the cash received in lieu of that fractional share and the portion of his adjusted tax basis in the shares of Complete common stock surrendered that is allocable to that fractional share. The capital gain or loss will be long-term capital gain or loss if the holding period for the Complete shares exchanged for cash in lieu of the fractional share of Superior common stock is more than one year as of the effective date of the merger. The deductibility of capital losses is subject to limitations.

A Complete stockholder will have an aggregate tax basis in the shares of Superior common stock received in the merger (including any fractional shares of Superior common stock deemed received by the Complete stockholder) equal to his aggregate adjusted tax basis in his Complete shares surrendered in the merger:

- reduced by the amount of cash received in the merger by him for those Complete shares (excluding any cash received in lieu of a fractional share of Superior common stock); and
- increased by the amount of gain (including the portion of this gain that is treated as a dividend as described above) recognized by him in the merger (excluding any gain recognized as a result of cash received in lieu of a fractional share of Superior common stock).

A Complete stockholder's holding period in the shares of Superior common stock received in the merger will include his holding period in his Complete shares surrendered in exchange for those Superior shares, if those Complete shares are held as capital assets as of the effective time of the merger.

Complete stockholders who hold Complete shares with differing bases or holding periods should consult their tax advisors with regard to identifying the bases or holding periods of the particular shares of Superior common stock received in the merger.

**Form 8937, Part II, Item 19:**

Answers to Frequently Asked Questions with Examples Calculations have been provided on the [www.superiorenergy.com](http://www.superiorenergy.com) website.