DAWSON GEOPHYSICAL CO
Form 10-Q
May 14, 2004

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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTER ENDED MARCH 31, 2004   COMMISSION FILE NO. 2-71058

DAWSON GEOPHYSICAL COMPANY

INCORPORATED IN THE STATE OF TEXAS   75-0970548
(I.R.S. EMPLOYER IDENTIFICATION NO.)

508 WEST WALL, SUITE 800, MIDLAND, TEXAS 79701
(PRINCIPAL EXECUTIVE OFFICE)
TELEPHONE NUMBER: 432-684-3000

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 12 preceding months, and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [_]

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [_] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

CLASS	Outstanding at March 31, 2004
COMMON STOCK, $.33 1/3 PAR VALUE	5,570,294 SHARES

DAWSON GEOPHYSICAL COMPANY

INDEX

		Page No.
Part I.	Financial Information:	
Item 1.	Financial Statements	

	Statements of Operations -- Three Months and Six Months Ended March 31, 2004 and 2003	3
	Balance Sheets -- March 31, 2004 and September 30, 2003	4
	Statements of Cash Flows -- Six Months Ended March 31, 2004 and 2003	5
	Notes to Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	9
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	12
Item 4.	Controls and Procedures	12
Part II.	Other Information	13

DAWSON GEOPHYSICAL COMPANY
STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended March 31,	
	2004	2003
Operating revenues	$ 15,203,000	$ 14,196,000
Operating costs:		
Operating expenses	11,642,000	11,880,000
General and administrative	601,000	617,000
Depreciation	1,117,000	1,120,000
	13,360,000	13,617,000
Income (loss) from operations	1,843,000	579,000
Other income:		
Interest income	48,000	84,000
Gain (loss) on disposal of assets	--	11,000
Gain on sale of short-term investments	--	52,000
Other	108,000	118,000
Income (loss) before income tax	1,999,000	844,000
Income tax (expense) benefit:		

Current	--	--
Deferred	--	--
Net income (loss)	$ 1,999,000	$ 844,000
Net income (loss) per common share	$ 0.36	$ 0.15
Net income (loss) per common share-assuming dilution	$ 0.36	$ 0.15
Weighted average equivalent common shares outstanding	5,535,514	5,487,794
Weighted average equivalent common shares outstanding-assuming dilution	5,596,164	5,488,818

See accompanying notes to the financial statements.

Dawson Geophysical Company
Balance Sheets

	March 31, 2004
	(Unaudited)
ASSETS	
Current assets:	
Cash and cash equivalents	$ 3,243,000
Short-term investments	9,258,000
Accounts receivable, net of allowance for doubtful accounts of $127,000 in each period	10,915,000
Prepaid expenses	412,000
Total current assets	23,828,000
Property, plant and equipment	84,360,000
Less accumulated depreciation	(62,022,000)
Net property, plant and equipment	22,338,000

	$ 46,166,000

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:	
Accounts payable	$ 1,407,000
Accrued liabilities:	
Payroll costs and other taxes	655,000
Other	416,000
Total current liabilities	2,478,000
Stockholders' equity:	
Preferred stock-par value $1.00 per share; 5,000,000 shares authorized, none outstanding	--
Common stock-par value $.33 1/3 per share; 10,000,000 shares authorized, 5,570,294 and 5,487,794 shares issued and outstanding in each period	1,857,000
Additional paid-in capital	39,470,000
Other comprehensive income, net of tax	(9,000)
Retained earnings (deficit)	2,370,000
Total stockholders' equity	43,688,000
	$ 46,166,000

See accompanying notes to the financial statements.

4

DAWSON GEOPHYSICAL COMPANY
STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended March 31,	
	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 2,505,000	$ (49,000)
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:		
Depreciation	2,225,000	2,123,000
Gain on disposal of assets	(3,000)	(21,000)
Gain on sale of short-term investments	--	(52,000)
Non-cash compensation	92,000	75,000
Other	22,000	32,000
Change in current assets and liabilities:		
Increase in accounts receivable	(1,202,000)	(3,960,000)

Decrease (increase) in prepaid expenses	(125,000)	(313,000)
Increase in accounts payable	170,000	897,000
Increase in accrued liabilities	178,000	168,000
Net cash provided (used) by operating activities	3,862,000	(1,100,000)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from disposal of assets	--	25,000
Capital expenditures	(3,787,000)	(5,418,000)
Proceeds from sale of short-term investments	--	5,964,000
Proceeds from maturity of short-term investments	5,550,000	4,000,000
Acquisition of short-term investments	(6,245,000)	(3,002,000)
Net cash provided by (used in) investing activities	(4,482,000)	1,569,000
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from exercise of stock options	474,000	--
Net increase (decrease) in cash and cash equivalents	(146,000)	469,000
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	3,389,000	1,309,000
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 3,243,000	$ 1,778,000
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for income taxes	$ 14,000	$ --
NON CASH INVESTING ACTIVITIES:		
Unrealized gain (loss) on investments	$ (46,000)	$ (79,000)

See accompanying notes to the financial statements.

DAWSON GEOPHYSICAL COMPANY

NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

1. BASIS OF PRESENTATION, OPINION OF MANAGEMENT

Although the information furnished is unaudited, in the opinion of management of the Registrant, the accompanying financial statements reflect all adjustments, consisting only of normal recurring accruals, necessary for a fair presentation of the financial condition and results of operations necessary for the periods presented. The results of operations for the three months and the six months ended March 31, 2004, are not necessarily indicative of the results to be expected for the fiscal year.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted in this Form 10-Q report pursuant to certain rules and regulations of the Securities and Exchange Commission. These financial statements should be read with the financial statements and notes included in the Company's 2003 Form 10-K.

CRITICAL ACCOUNTING POLICIES

The following accounting policies require management assumptions and estimates which could result in materially different amounts to be reported if conditions or underlying circumstances were to change.

Revenue Recognition

The Company recognizes revenues when services are performed. The Company also receives reimbursements for certain out-of-pocket expenses under the terms of its master contracts. Amounts billed to clients are recorded in revenue at the gross amount including out-of-pocket expenses which will be reimbursed by the client.

Allowance for Doubtful Accounts

Management prepares its allowance for doubtful accounts receivable based on its past experience of historical write-offs and review of past due accounts. The inherent volatility of the energy industry's business cycle can cause swift and unpredictable changes in the financial stability of the Company's customers.

Impairment of Long-lived Assets

Long-lived assets are reviewed for impairment when triggering events occur suggesting a deterioration in the asset's recoverability or fair value. Recognition of an impairment is required if future expected net cash flows are insufficient to recover the carrying value of the amounts. Management's forecast of future cash flow used to perform impairment analysis includes estimates of future revenues and future gross margins. If the Company is unable to achieve these cash flows, management's estimates would be revised potentially resulting in an impairment charge in the period of revision.

6

Depreciable Lives of Property, Plant and Equipment

Property, Plant and Equipment is capitalized at historical cost and depreciated over the useful life of the asset. Management's estimation of this useful life is based on circumstances that exist in the seismic industry and information available at the time of the purchase of the asset. As circumstances change and new information becomes available these estimates could change.

Stock-Based Compensation

In accordance with the Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees", no compensation is recorded for stock options or other stock-based awards that are granted to employees or non-employee directors with an exercise price equal to or above the common stock price on the grant date. There were stock-based awards granted in the current quarter to the outside directors and to certain employees.

The Company accounts for stock-based compensation utilizing the intrinsic value method prescribed by Accounting Principles Board Opinion No. 25 "Accounting for Stock Issued to Employees" ("APB 25") and related interpretations. The following pro forma information, as required by Statement of Financial Accounting Standards No. 123 "Accounting for Stock-Based Compensation" ("SFAS 123"), as amended by Statement of Financial Accounting Standards No. 148 ("SFAS 148"), presents net income and earnings per share information as if the stock options issued since February 2, 1999 were accounted for using the fair value method. The fair value of stock options issued for each year was estimated at the date of grant using the Black-Scholes option pricing model.

The SFAS 123 pro forma information for the three months and the six months ended March 31, 2004 and 2003 is as follows:

	Three Months Ended March 31	
	2004	2003
Net income (loss), as reported	$ 1,999,000	$ 844,000
Add: Stock-based employee compensation expense included in net income (loss), net of tax	73,000	--
Deduct: Stock-based employee compensation expense determined under fair value based method (SFAS 123), net of tax	(152,000)	(82,000)
Net income (loss), pro forma	$ 1,920,000	$ 762,000
Basic:		
Net income (loss) per common share, as reported	$ 0.36	$ 0.15
Net income (loss) per common share, pro forma	$ 0.35	$ 0.14
Diluted:		
Net income (loss) per common share, as reported	$ 0.36	$ 0.15
Net income (loss) per common share, pro forma	$ 0.34	$ 0.14

7

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board (FASB) has announced it will require all public companies to expense the fair value of employee stock awards. The final requirements will be effective for fiscal years beginning after December 31, 2004. The impact to the Company's financial statements will be in the form of additional compensation expense upon the award of any stock options. The amount of the compensation expense recognized by the Company is dependent on the value of the Company's common stock and the number of options awarded.

2. NET INCOME PER COMMON SHARE

The Company accounts for earnings per share in accordance with Statement of

Financial Accounting Standards No. 128, "Earnings per Share" ("Statement 128"). Statement 128 replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Unlike primary earnings per share, basic earnings per share excludes any dilutive effects of options, warrants and convertible securities. Diluted earnings per share is very similar to the previously reported fully diluted earnings per share. All earnings per share amounts for all periods have been presented to conform to the Statement 128 requirements.

The following table sets forth the computation of basic and diluted net income (loss) per common share:

	Three Months Ended March 31		
	2004	2003	200
NUMERATOR:			
Net income and numerator for basic and diluted net income per common share-income available to common stockholders	$ 1,999,000	$ 844,000	$ 2,50
DENOMINATOR:			
Denominator for basic net loss per common share-weighted average common shares	5,535,514	5,487,794	5,51
Effect of dilutive securities- employee stock options	60,650	1,024	4
Denominator for diluted net income per common share- adjusted weighted average common shares and assumed conversions	5,596,164	5,488,818	5,55
Net income (loss) per common share	$ .36	$ .15	$
Net income (loss) per common share- assuming dilution	$ .36	$ .15	$

Employee stock options to purchase shares of common stock were outstanding during fiscal year 2004 and 2003 but were not included in the computation of diluted net income (loss) per share because either (i) the employee stock options' exercise price was greater than the average market price of the common stock of the Company, or (ii) the Company had a net loss from continuing operations and, therefore, the effect would be antidilutive.

8

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

The following discussion should be read in conjunction with the Company's financial statements. In addition, in reviewing the Company's financial statements it should be noted that the Company's revenues fluctuate in response to activity levels in the oil and gas exploration and production sector and additionally fluctuations in the Company's results of operations may occur due to commodity prices, weather, land use permitting and other factors.

FORWARD LOOKING STATEMENTS

All statements other than statements of historical fact included in this report, including without limitation, statements under "Management's Discussion and Analysis of Financial Condition and Results of Operations" regarding the Company's financial position, business strategy and plans and objectives of management of the Company for future operations, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. When used in this report, words such as "anticipate", "believe", "estimate", "expect", "intend", and similar expressions, as they relate to the Company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors, including but not limited to dependence upon energy industry spending, weather problems, inability to obtain land use permits, the volatility of oil and gas prices, and the availability of capital resources. Such statements reflect the current views of the Company with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the operations, results of operations, growth strategy and liquidity of the Company. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this paragraph. The Company assumes no obligation to update any such forward-looking statements.

OVERVIEW

The Company's continued improved performance was due to increased petroleum industry demand for the Company's high resolution 3-D seismic surveys, exploration for reserves of crude oil and natural gas, more favorable weather conditions than in most recent quarters along with modest price increases. The Company has been and is currently involved in the application of high resolution techniques over previously surveyed areas.

The Company's order book continues on a trend of approximately six months of operations. The stability in the order book is the result of improving market conditions, the Company's reputation throughout the industry as a quality provider of leading edge technology, technical expertise and experience in the field of geophysics, and an industry model Health, Safety and Environmental program. Six data acquisition crews have operated continuously throughout the fiscal year with a seventh crew placed into operations late in the second quarter. The Company's data channels and supporting equipment are fully deployed. In addition the Company is responding to opportunities to increase its data channel count through the open market at favorable prices.

By responding to these opportunities, the Company's capital expenditures increased in fiscal 2003 and the fiscal 2004 number reflects the same strategy to satisfy client demand for increased channel count. The Company has increased its data channel capacity more than 50 percent in the last five years. Even though demand for the Company's services is related to crude oil and natural gas prices, production results are enhanced by favorable weather and timely permits for rights-of-way.

RESULTS OF OPERATIONS

The Company's operating revenues for the first six months of fiscal 2004 increased 19.8% from $25,606,000 to $30,678,000. For the three months ended March 31, 2004, operating revenues totaled $15,203,000 versus $14,196,000 for the same period of fiscal 2003, a 7.1% increase. Revenues have been positively impacted in the first six months of fiscal 2004 by stable pricing with modest improvement and the continuous operations of six crews.

Operating expenses for the six months ended March 31, 2004 totaled $24,953,000 versus $22,716,000 for the same period of fiscal 2003. For the quarter ended March 31, 2004, operating expenses totaled $11,642,000 versus $11,880,000. In fiscal 2003 the Company began with five crews in operation and expanded to six in November 2002. In fiscal 2004 the Company began with six crews and expanded to seven in March 2004. The increase in operating expenses consists primarily of costs associated with the increase in personnel necessary to operate six crews.

General and administrative expenses for the six months ended March 31, 2004 totaled $1,219,000, an increase of $24,000 from the same period of fiscal 2003. For the quarter ended March 31, 2004 general and administrative expenses totaled $601,000, a slight decrease compared to the same quarter of fiscal 2003. General and administrative expenses represent approximately 4% of revenues; however, the Company anticipates a slight increase due to Sarbanes Oxley compliance and to increased personnel to service seven crews.

Depreciation for the six months ended March 31, 2004 totaled $2,225,000 as compared to $2,123,000 for the six months ended March 31, 2003. There was virtually no change in depreciation for the quarter ended March 31, 2004 as compared to the same period of the prior year. Assets purchased during the years with relatively large capital expenditures before the restricted budgets beginning in fiscal 1999 are becoming fully depreciated. Conversely, capital expenditures purchased in fiscal 2003 and in fiscal 2004 reflect the strategy to satisfy client demand for increased channel count by responding to opportunities in the open market at favorable prices.

Total operating costs for the first six months of fiscal 2004 were $28,397,000, an increase of 9.1%, from the same period of fiscal 2003 due to the factors described above. For the quarter ended March 31, 2004, total operating costs of $13,360,000 represent a 1.9% decrease, resulting from savings in a change of insurance carriers effective January 1, 2004, as compared to the same period of the prior fiscal year. There is a high proportion of relatively fixed total operating costs (including personnel costs of active crews and depreciation costs) inherent in the Company's business. Margins are improved in fiscal 2004 due to the demand for the Company's services resulting in improved pricing and improved productivity in fiscal 2004 due to fewer days lost to inclement weather as compared to fiscal 2003.

For the first six months of 2004, no income tax expense was recorded due to the anticipated utilization of net operating loss carryforward and the uncertainty of future profitability due to the cyclical nature of the business.

LIQUIDITY AND CAPITAL RESOURCES

CASH FLOWS

Net cash provided by operating activities of $3,862,000 for the six months ended March 31, 2004 primarily reflects net income and changes in accounts receivable. The increase in accounts receivable of $1,202,000 for the first six months of fiscal 2004 is a direct result of the increase in revenues. The Company considers its accounts receivable, net of the allowance for doubtful accounts, collectible.

Net cash used in investing activities in the first six months of fiscal 2004 represents management of short-term investments and use of proceeds for capital expenditures and working capital.

10

The exercise of stock options which occurred in the second quarter of fiscal 2004 were made by officers of the Company and other employees granted options in 1999 and 2001 from an incentive stock option plan.

CAPITAL EXPENDITURES

The Company continually strives to supply market demand with technologically advanced 3-D data acquisition recording systems and leading edge data processing capabilities. The Company maintains equipment in and out of service in anticipation of increased future demand of the Company's services. In addition, the Company continues to monitor the development of the three-component seismic approach. The Company believes that it is in position to respond to demand for this technological advancement of the seismic industry.

CAPITAL RESOURCES

The Company believes that its capital resources, including its short-term investments and cash flow from operations are adequate to meet its current operational needs and finance capital needs as determined by market demand and technological developments. The Company is currently not subject to any financing arrangements; however, it believes that financing through traditional sources is available, if necessary.

CRITICAL ACCOUNTING POLICIES

The following accounting policies require management assumptions and estimates which could result in materially different amounts to be reported if conditions or underlying circumstances were to change.

Revenue Recognition

The Company recognizes revenues when services are performed. The Company also receives reimbursements for certain out-of-pocket expenses under the terms of its master contracts. Amounts billed to clients are recorded in revenue at the gross amount including out-of-pocket expenses which will be reimbursed by the client.

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Long-lived assets are reviewed for impairment when triggering events occur suggesting a deterioration in the asset's recoverability or fair value. Recognition of an impairment is required if future expected net cash flows are insufficient to recover the carrying value of the amounts. Management's forecast of future cash flow used to perform impairment analysis includes estimates of future revenues and future gross margins. If the Company is unable to achieve these cash flows, management's estimates would be revised potentially resulting in an impairment charge in the period of revision.

Depreciable Lives of Property, Plant and Equipment

Property, Plant and Equipment is capitalized at historical cost and depreciated over the useful life of the asset. Management's estimation of this useful life is based on circumstances that exist in the seismic industry and information available at the time of the purchase of the asset. As circumstances change and new information becomes available these estimates could change.

Stock-Based Compensation

In accordance with the Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, no compensation is recorded for stock options or other stock-based awards that are granted to employees or non-employee directors with an exercise price equal to or above the common stock price on the grant date.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

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Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The primary sources of market risk include fluctuations in commodity prices which effect demand for and pricing of the Company's services and interest rate fluctuations. At March 31, 2004 the Company had no indebtedness. The Company's short-term investments were fixed-rate and the Company does not necessarily intend to hold them to maturity, and therefore, the short-term investments expose the Company to the risk of earnings or cash flow loss due to changes in market interest rates. As of March 31, 2003, the carrying value of the investments approximate fair value. The Company has not entered into any hedge arrangements, commodity swap agreements, commodity futures, options or other derivative financial instruments. The Company does not currently conduct business internationally so it is generally not subject to foreign currency exchange rate risk.

Item 4. CONTROLS AND PROCEDURES

Within the 90 day period prior to the filing date of this Quarterly Report on Form 10-Q, the Company, under the supervision, and with the participation, of its management, including its principal executive officer and principal financial officer, performed an evaluation of the design and operation of the Company's disclosure controls and procedures (as defined in Securities and Exchange Act Rule 13a-14(c)). Based on that evaluation, the Company's principal executive officer and principal financial officer concluded that such disclosure controls and procedures are effective to ensure that material information relating to the Company is accumulated and communicated to the Company's management and made known to the principal executive officer and principal financial officer, particularly during the period for which this periodic report was being prepared.

No significant changes were made in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date the controls were evaluated as discussed above.

Part II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

No reports on Form 8-K were filed by the Company during the quarter ended March 31, 2004.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DAWSON GEOPHYSICAL COMPANY
(REGISTRANT)

By: /s/ L. Decker Dawson

L. Decker Dawson
Chairman of the Board of Directors and
Chief Executive Officer

/s/ Christina W. Hagan

Christina W. Hagan
Executive Vice President, Treasurer,
Secretary and Chief Financial Officer

DATE: April 23, 2004