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**FOR IMMEDIATE RELEASE**

## **Rockwater Energy Solutions Announces Successful Completion of Four-Way Combination**

*New Fluids Management & Environmental Solutions Company  
Will Serve Oilfield Shale Plays*

HOUSTON, June 1, 2011 — Rockwater Energy Solutions, Inc. announced today the closing of a combination transaction amongst four separate companies – Benchmark Performance Group, Inc., EnerMAX Services Limited Partnership, Red Oak Water Transfer, Inc. and Reef Services Holdings, Inc. – to form Rockwater Energy Solutions, Inc. (Rockwater). Houston-based Rockwater provides fluids management and environmental solutions to the energy industry in North America to uniquely address the special fluid and environmental-related challenges associated with modern day unconventional and conventional oil and gas resource development. As a result of the combination transaction, Rockwater will have a presence in each major shale basin in the U.S. and Western Canada and expects to generate approximately \$800 million in annual pro forma revenues in calendar year 2011. Rockwater will employ 1,700 people.

Larry O'Donnell, Chairman, President and CEO of Rockwater, remarked, "This combination brings together a group of fluids management, chemical and logistics services companies that, combined, uniquely offer comprehensive fluid management and environmental solutions to our energy customers. Rockwater Energy Solutions is well positioned for continued growth in this very fragmented sector of the oilfield services industry, at a time when our customers, particularly those in the shale plays, desire more environmentally sound solutions for hydraulic fracturing. I am very proud of the strong management team and technology we have assembled at Rockwater. Each of these companies has achieved tremendous success in their own right. By working together, we can build on this experience and success to offer customized solutions to our customers' water, stimulation, fracturing, fluids and production needs."

Rockwater will continue to work closely with [SCF Partners](#) (SCF), an established provider of growth capital to the energy services and equipment sector for more than 20 years, to expand the coverage of its service offerings through organic growth and acquisitions. Rockwater already has an attractive pipeline of acquisition candidates, supporting the strong investment opportunities in this large and fast growing industry.

"We have an outstanding management team of seasoned professionals led by Larry O'Donnell," added L.E. Simmons, president, SCF Partners. "We have been a shareholder in each of these companies and believe this combination paves the way for their continued growth, allowing us to offer a comprehensive fluids services company that is unique in the industry. We are confident Rockwater will develop into a leading fluids management and environmental solutions company."

Already a majority owner of all four companies, SCF has committed \$70 million of additional equity capital to support strategic growth initiatives in connection with the formation of Rockwater. A group of 12 major banks is providing a new \$405 million, five-year revolving credit facility, with an additional \$150 million accordion feature, to supply significant growth capital to Rockwater. This new bank group includes: Wells Fargo, Bank of America, Deutsche Bank and HSBC as Co-Lead Arrangers, and Amegy Bank and JP Morgan Chase as Co-Managing Agents.

#### **Rockwater's Senior Executive Team:**

**Larry O'Donnell** joins Rockwater as Chairman, President and CEO. Mr. O'Donnell began his career in the oilfield services industry in 1991 with Baker Hughes Incorporated, a leading international oilfield services firm. In 2000, Mr. O'Donnell was recruited to help lead the turn-around of Waste Management, Inc., a Fortune 200 waste logistics, collection, disposal, recycling, energy-from-waste and environmental services firm with more than \$13 billion in revenue, where he served as President and Chief Operating Officer until June 2010. Mr. O'Donnell received his B.S. in Engineering from the University of Texas, and his J.D., *cum laude*, from the University of Houston.

**Holli Nichols** is Rockwater's Executive Vice President and CFO. Prior to joining Rockwater, Ms. Nichols served as Executive Vice President and CFO of Dynegy Inc., a position she held since November 2005. Ms. Nichols previously held various positions with Dynegy, including Senior Vice President, Treasurer and Controller from 2000 to 2005. Prior thereto, Ms. Nichols was employed by PriceWaterhouseCoopers, LLP and held positions with varied levels of responsibility up to Senior Manager in the audit practice, where she focused on the energy sector, including exploration and production, chemicals and refining. She received her Bachelor of Business Administration in Accounting from Baylor University and her M.B.A. (Jones Scholar) from Rice University. Ms. Nichols serves on the board of directors of Atlantic Power Corporation and previously served on the board of directors of another SCF portfolio company.

**Wayne Kinsey** is the founder and CEO of [Benchmark Performance Group, Inc.](#) and has spent more than thirty years with Benchmark and its predecessor companies. Mr. Kinsey began his career in the chemical and pressure pumping services industry with The Western Company. Benchmark is a leading developer, manufacturer, and supplier of specialty chemicals, frac fluids, cementing products, and inventory management and logistics provider for the North American hydraulic fracturing industry. Additional information about Benchmark can be found below.

**John Cooper** has served as President and CEO of [EnerMAX Services Limited Partnership](#) since 2008. Mr. Cooper brings more than 25 years of leadership and public company experience in the energy distribution and logistics industries. From 2004 to 2007, he served as General Manager of Western Canada for Waste Management, Inc., and prior thereto he was President of Superior Propane, a propane energy distribution company in Canada. Mr. Cooper received his B.S. from the University of Western Ontario. EnerMAX is a leading fluid management services provider offering fluid and proppant sales, storage, transport, rail transloading, logistics, pumping, recovery and disposal services from 26 service centers throughout Alberta, British Columbia and North Dakota. Additional information about EnerMAX can be found below.

**Alan Bennett** is CEO of [Red Oak Water Transfer, Inc.](#), a company he founded in 2004. Previously, Mr. Bennett spent 22 years with Halliburton Energy Services in engineering and sales for stimulation and fracturing. Mr. Bennett received his B.S. in Engineering from Texas A&M University. Red Oak provides 24 hour water transfer services in the oil and gas industry utilizing anti-leak pipe and pumps to supply water to support hydraulic fracturing, and provides flow back, well testing, as well as other related wellsite activities. Additional information about Red Oak can be found below.

**Clay Baten** has served as CEO of [Reef Services](#) since 2008, and has been with Reef for approximately 16 years. Prior to joining Reef, Mr. Baten spent his career with Amoco in the drilling, completion, work-over and

production areas. Reef provides services and chemicals for oilfield production and stimulation, pipeline transmission, remediation, water management, mining and quarry operations. Additional information about Reef Services can be found below.

**Logan Walters** joins Rockwater as Vice President, Business Development. Previously, Mr. Walters served as a Vice President for [SCF Partners](#) since 2005. He formerly worked as a Senior Policy Advisor to the Undersecretary of Energy and as a Personal Aide to former U.S. President, George W. Bush, in Washington, D.C. Mr. Walters holds a B.A. from the University of Texas and an M.B.A. from Rice University.

**Christopher Gallagher** joins Rockwater as Vice President and Chief Technology Officer. Mr. Gallagher formerly served in a variety of capacities at Baker Hughes Incorporated from 1996 to 2010, including Director of Commercial Development for Baker Petrolite, Vice President of Technology for Centrilift, and Vice President of Technology for Fluids and Chemicals. Mr. Gallagher received his B.S. in Chemical Engineering from the University of California-Davis, and his M.S. and Ph.D., both in Chemical Engineering, from the University of Notre Dame.

### **About Rockwater Energy Solutions**

Rockwater Energy Solutions provides comprehensive fluids management services and environmental solutions, including water transfer by anti-leak pipe; production, stimulation, and specialty chemicals, including friction reducers, corrosion and scale inhibitors, and biocides; environmentally friendly hydraulic fracturing fluid components, such as food based guar and guar derivative products, and proprietary cross-linker technologies; pipeline additives; fluids management, logistics and transportation of fluids, proppants, and oilfield service products through its more than 600 trucks; transloading from rail and storage of sand and other proppant used in hydraulic fracturing; storage of crude oil and other fluids in its tank farms; and well testing and flow-back services. Rockwater is headquartered in Houston, Texas, and has over 1,700 employees. Rockwater operates through its four subsidiaries, Benchmark Performance Group, Inc., EnerMAX Services Limited Partnership, Red Oak Water Transfer, Inc., and Reef Services Holdings, Inc. More information about each of these subsidiaries can be found below.

### **About SCF Partners ([www.scfpartners.com](http://www.scfpartners.com))**

SCF Partners is headquartered in Houston, Texas, with additional offices in Calgary and Aberdeen. SCF has been providing equity capital and strategic growth assistance to the energy services and equipment industry for more than 20 years and typically provides initial growth capital to established businesses looking for a growth partner, often followed by incremental capital to support strategic acquisitions and internal growth initiatives. SCF seeks to partner with high-quality management teams running growing companies, and works with management to take exciting growth companies on a path to become leaders in their industry segments.

### **About Benchmark Performance Group, Inc. ([www.benchmark-research.com](http://www.benchmark-research.com))**

Benchmark is a leading developer, manufacturer, and supplier of specialty chemicals for the oil well pressure pumping services industry, with research and manufacturing centers in Midland, Texas, Lovelady, Texas and Rock Springs, Wyoming, and distribution facilities in Arkansas, California, Colorado, New Mexico, Oklahoma, Texas, Utah, West Virginia and Wyoming. Benchmark provides a broad suite of products combined with complete blending, distribution and logistics services. Benchmark's primary product suite is focused on oil and gas well completions and stimulation activities, including frac fluids and specialty chemicals and cementing products. Benchmark is also a leading provider of guar, guar slurry, and guar derivative products (a food based product), and proprietary cross-linker technologies used in frac fluids. Benchmark currently holds over 40 process and application patents (with six others pending). Benchmark has been a key supplier to the "Big 3" service companies for approximately 30 years. Benchmark also has a sophisticated logistics network to manage and transport customers' oilfield fluid-related supplies utilizing its fleet of over 100 trucks. Benchmark's headquarters are located in Houston, Texas. Benchmark has approximately 300 employees.

**[About EnerMAX Services Limited Partnership \(www.enermaxservices.com\)](http://www.enermaxservices.com)**

EnerMAX is a leading fluid management services provider offering fluid sales, storage, transport, pumping and recovery and disposal services from 26 service centers throughout Alberta, British Columbia and North Dakota. EnerMAX has over 7 million liters of fluid storage capacity, 2,000 pieces of rental equipment and a fleet of over 400 tank, vacuum, hydro-vac, pressure, hot-oiler and steamer trucks. EnerMAX stores crude oil and other fluids on a rental basis in its permanent tank farms, as well as offers for sale and distributes completion fluids, methanol, frac oil, hot and cold water and other oilfield fluids and chemicals. Additional EnerMAX services include crude and chemical transport, well batching, frac packages, drill site and tank rental, pipeline cleaning, tower, tank and equipment cleaning, pressure testing, fluid heating and fluid disposal services. EnerMAX also owns and operates sand and other proppant transloading facilities. EnerMax's headquarters are in Calgary, Alberta, Canada. EnerMAX has approximately 650 employees.

**[About Red Oak Water Transfer, Inc. \(www.redoakwt.com\)](http://www.redoakwt.com)**

Red Oak provides 24 hour water management and transfer services to the oil and gas industry. Red Oak has transferred water within the Barnett, Marcellus, Eagle Ford and Haynesville shales for many different energy companies. Red Oak's services include: providing pumps, 10" aluminum pipe; and 8" anti-leak locking poly-resin pipe to supply water to support hydraulic fracturing treatments; single line pit to pit transfers; pump set-up for drilling rigs; fast-line or poly-pipe services; generator set up for water wells; electric pumps; a variety of silent pumps and reserve pit filtration service; and flow back, well testing, as well as other wellsite activities. Red Oak currently operates in the Marcellus, Barnett, Eagle Ford, and Granite Wash areas. Red Oak's headquarters are in Ft. Worth, Texas. Red Oak has approximately 500 employees.

**[About Reef Services Holdings, Inc. \(www.reefcorp.com\)](http://www.reefcorp.com)**

Reef provides services and chemicals for oilfield production and stimulation, pipeline transmission, remediation, water management, mining and quarry operations. Reef's services provide customers with the ability to return non-producing wells to productivity and to maximize well output. Reef's products include production chemicals, stimulation additives, water treating chemicals, drilling fluid additives, and pipeline chemicals, such as biocides, corrosion and scale inhibitors, specialty products, and friction reducers. Reef's headquarters are in Midland, Texas, and it operates blending facilities in Odessa, Texas, and Ada and Pawhuska, Oklahoma, with a new state of the art manufacturing and blending facility currently under construction in Tyler, Texas. Reef has distribution facilities throughout North America. Reef has approximately 250 employees.

**Forward Looking Statements.** *Rockwater Energy Solutions, Inc. (the "Company"), from time to time, provides estimates of financial and other data, comments on expectations relating to future periods and makes statements of opinion, view or belief about current and future events. Statements relating to future events and performance are "forward-looking statements." Forward-looking statements are generally accompanied by words such as "estimate," "project," "predict," "believe," "expect," "anticipate," "potential," "could," "may," "foresee," "plan," "goal" or other words that convey the uncertainty of future events or outcomes. Forward-looking statements are not guarantees of performance. The Company has based these forward-looking statements on its current expectations and assumptions about future events. These statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate under the circumstances. Actual results may differ materially from those implied or expressed by the forward-looking statements. These forward-looking statements speak only as of the date of this press release, or if earlier, as of the date they were made. By issuing estimates or making statements based on current expectations, opinions, views or beliefs, the Company has no obligation, and is not undertaking any obligation, to update such estimates or statements or to provide any other information relating to such estimates or statements. Outlined below are some of the risks that the Company faces and that could affect the Company's financial results for 2011 and beyond and that could cause actual results to differ materially from those that may be set forth in the forward-looking statements made by the Company. We caution you not to place undue reliance on any forward-looking statements. The following are some of the risks that we face which could materially and adversely impact our business, financial results or results of operations:*

- *regulations, changes in permitting, or moratoriums on drilling or hydraulic fracturing may negatively impact our business by, among other things, restricting our operations or the operations of our customers, increasing costs of operations or requiring additional capital expenditures;*

- *fluctuations in oil & gas commodity price, drilling and completion activity, and oil and gas production;*
- *limitations on, shortages of, or inadequate supplies of, water, sand, proppant, chemicals, or other materials used in our products, or equipment (either our own or that used by our customers);*
- *an inability to obtain and maintain permits needed to open, operate, and/or expand our facilities;*
- *fuel price increases or fuel supply shortages;*
- *changes in regulations and environmental compliance ;*
- *volatility and deterioration in the credit markets, inflation and other general and local economic conditions;*
- *competition may negatively affect our profitability or cash flows;*
- *we may be unable to maintain or expand margins if we are unable to control costs or raise prices;*
- *weather conditions may cause our quarter-to-quarter results to fluctuate, and harsh weather or natural disasters may cause us to temporarily shut down operations;*
- *climate change legislation, including possible limits on carbon emissions, may negatively impact our results of operations by increasing operating costs and capital expenditures that may be required to comply with any such legislation;*
- *increased costs of, or the inability to obtain, or the inadequacy of, our insurance coverages could negatively impact our liquidity and increase our liabilities;*
- *negative outcomes of litigation or threatened litigation or governmental proceedings may increase our costs, limit our ability to conduct or expand our operations, or limit our ability to execute our business plans and strategies;*
- *the adoption of new accounting standards or interpretations may cause fluctuations in our financial results; and*
- *we may reduce capital spending or cease acquisitions if cash flows are less than we expect and we are not able to obtain capital needed to refinance our debt obligations, including near-term maturities, on acceptable terms, and higher interest rates and market conditions may increase our expenses.*

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