Exterran Corp
Form 10-Q
November 06, 2018

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

Form 10-Q
(MARK ONE)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED September 30, 2018
OR
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

Commission File No. 001-36875

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

Delaware	47-3282259
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

4444 Brittmoore Road	
Houston, Texas	77041
(Address of principal executive offices)	(Zip Code)

(281) 836-7000
(Registrant’s telephone number, including area code)

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 such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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

Number of shares of the common stock of the registrant outstanding as of October 30, 2018: 36,153,310 shares.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

EXTERRAN CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value and share amounts)
(unaudited)

	September 30, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$ 36,966	$ 49,145
Restricted cash	546	546
Accounts receivable, net of allowance of $5,878 and $5,388, respectively	243,441	266,052
Inventory, net (Note 4)	141,846	107,909
Costs and estimated earnings in excess of billings on uncompleted contracts	—	40,695
Contract assets (Note 2)	71,841	—
Other current assets	40,482	38,707
Current assets held for sale (Note 6)	—	15,761
Current assets associated with discontinued operations (Note 3)	12,925	23,751
Total current assets	548,047	542,566
Property, plant and equipment, net (Note 5)	860,997	822,279
Deferred income taxes	13,731	10,550
Intangible and other assets, net	87,415	76,980
Long-term assets held for sale (Note 6)	—	4,732
Long-term assets associated with discontinued operations (Note 3)	2,302	3,700
Total assets	$ 1,512,492	$ 1,460,807
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable, trade	$ 166,358	$ 148,744
Accrued liabilities	127,854	114,336
Deferred revenue	—	23,902
Billings on uncompleted contracts in excess of costs and estimated earnings	—	89,565
Contract liabilities (Note 2)	89,187	—
Current liabilities associated with discontinued operations (Note 3)	15,978	31,971
Total current liabilities	399,377	408,518
Long-term debt (Note 7)	418,668	368,472
Deferred income taxes	6,356	9,746
Long-term deferred revenue	—	92,485
Long-term contract liabilities (Note 2)	89,736	—
Other long-term liabilities	38,948	20,272
Long-term liabilities associated with discontinued operations (Note 3)	6,301	6,528
Total liabilities	959,386	906,021
Commitments and contingencies (Note 15)		

Stockholders' equity:		
Preferred stock, $0.01 par value per share; 50,000,000 shares authorized; zero issued	—	—
Common stock, $0.01 par value per share; 250,000,000 shares authorized; 36,752,115 and 36,193,930 shares issued, respectively	368	362
Additional paid-in capital	750,537	739,164
Accumulated deficit	(222,750)	(223,510)
Treasury stock — 638,926 and 453,178 common shares, at cost, respectively	(10,717)	(6,937)
Accumulated other comprehensive income	35,668	45,707
Total stockholders' equity	553,106	554,786
Total liabilities and stockholders' equity	$ 1,512,492	$ 1,460,807

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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EXTERRAN CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues (Note 2):				
Contract operations	$84,828	$92,561	$272,808	$279,947
Aftermarket services	29,993	29,799	88,631	76,567
Product sales	220,028	192,119	667,264	521,091
	334,849	314,479	1,028,703	877,605
Costs and expenses:				
Cost of sales (excluding depreciation and amortization expense):				
Contract operations	27,768	33,640	95,525	99,129
Aftermarket services	22,138	21,903	64,741	55,793
Product sales	188,206	171,619	580,304	469,181
Selling, general and administrative	45,103	42,880	133,727	131,855
Depreciation and amortization	31,108	27,010	92,321	78,110
Long-lived asset impairment (Note 9)	2,054	—	3,858	—
Restatement related charges (recoveries), net (Note 10)	(342)	1,997	(318)	3,011
Restructuring and other charges (Note 11)	264	417	1,686	3,035
Interest expense	7,685	7,860	21,787	27,329
Other (income) expense, net	(285)	(2,424)	6,339	(1,512)
	323,699	304,902	999,970	865,931
Income before income taxes	11,150	9,577	28,733	11,674
Provision for income taxes (Note 12)	7,954	8,363	23,068	19,613
Income (loss) from continuing operations	3,196	1,214	5,665	(7,939)
Income from discontinued operations, net of tax (Note 3)	2,173	2,139	5,116	35,157
Net income	$5,369	$3,353	$10,781	$27,218
Basic net income per common share (Note 14):				
Income (loss) from continuing operations per common share	$0.09	$0.03	$0.16	$(0.23)
Income from discontinued operations per common share	0.06	0.06	0.14	1.01
Net income per common share	$0.15	$0.09	$0.30	$0.78
Diluted net income per common share (Note 14):				
Income (loss) from continuing operations per common share	$0.09	$0.03	$0.16	$(0.23)
Income from discontinued operations per common share	0.06	0.06	0.14	1.01
Net income per common share	$0.15	$0.09	$0.30	$0.78
Weighted average common shares outstanding used in net income per common share (Note 14):				
Basic	35,480	35,046	35,402	34,937
Diluted	35,544	35,120	35,469	34,937

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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EXTERRAN CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	$5,369	$3,353	$10,781	$27,218
Other comprehensive income (loss):				
Foreign currency translation adjustment	(2,673)	1,310	(10,039)	284
Comprehensive income	$2,696	$4,663	$742	$27,502

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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EXTERRAN CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(unaudited)

	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Income	Total
Balance, January 1, 2018	$ 362	$739,164	$(223,510)	$(6,937)	$ 45,707	$554,786
Cumulative-effect adjustment from adoption of ASC Topic 606 (Note 1)			(10,021)			(10,021)
Net income			10,781			10,781
Options exercised		548				548
Foreign currency translation adjustment					(10,039)	(10,039)
Treasury stock purchased				(3,780)		(3,780)
Stock-based compensation, net of forfeitures	6	10,825				10,831
Balance, September 30, 2018	$ 368	$750,537	$(222,750)	$(10,717)	$ 35,668	$553,106

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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EXTERRAN CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(unaudited)

	Nine Months Ended September 30, 2018			2017		
Cash flows from operating activities:						
Net income	$	10,781		$	27,218	
Adjustments to reconcile net income to cash provided by operating activities:						
Depreciation and amortization	92,321			78,110		
Long-lived asset impairment	3,858			—		
Amortization of deferred financing costs	2,014			4,044		
Income from discontinued operations, net of tax	(5,116		)	(35,157		)
Provision for doubtful accounts	658			1,383		
Gain on sale of property, plant and equipment	(345		)	(1,395		)
(Gain) loss on remeasurement of intercompany balances	4,245			(2,473		)
Loss on sale of business	1,714			111		
Stock-based compensation expense	10,831			11,665		
Deferred income tax benefit	(4,727		)	(2,727		)
Changes in assets and liabilities:						
Accounts receivable and notes	14,126			(55,162		)
Inventory	(51,067		)	9,842		
Costs and estimated earnings versus billings on uncompleted contracts	—			54,487		
Contract assets	(16,263		)	—		
Other current assets	5,073			(3,943		)
	29,116			40,516		

Accounts payable and other liabilities				
Deferred revenue	—		2,782	
Contract liabilities	(11,937	)	—	
Other	3,511		(8,067	)
Net cash provided by continuing operations	88,793		121,234	
Net cash provided by (used in) discontinued operations	1,144		(1,937	)
Net cash provided by operating activities	89,937		119,297	
Cash flows from investing activities:				
Capital expenditures	(152,226	)	(79,122	)
Proceeds from sale of property, plant and equipment	2,430		6,555	
Proceeds from sale of business	5,000		894	
Net cash used in continuing operations	(144,796	)	(71,673	)
Net cash provided by discontinued operations	66		19,354	
Net cash used in investing activities	(144,730	)	(52,319	)
Cash flows from financing activities:				
Proceeds from borrowings of debt	415,000		488,000	
Repayments of debt	(365,371	)	(463,940	)
Cash transfer to Archrock, Inc. (Note 15)	—		(44,720	)
Payments for debt issuance costs	(92	)	(7,911	)
Proceeds from stock options exercised	548		684	
Purchases of treasury stock	(3,780	)	(3,319	)
Net cash provided by (used in) financing activities	46,305		(31,206	)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(3,691	)	(373	)
	(12,179	)	35,399	

Net increase (decrease) in cash, cash equivalents and restricted cash		
Cash, cash equivalents and restricted cash at beginning of period	49,691	36,349
Cash, cash equivalents and restricted cash at end of period	$ 37,512	$ 71,748

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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EXTERRAN CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - Description of Business and Basis of Presentation

Description of Business

Exterran Corporation (together with its subsidiaries, "Exterran Corporation," "our," "we" or "us"), a Delaware corporation formed in March 2015, is a global systems and process company offering solutions in the oil, gas, water and power markets. We are a leader in natural gas processing and treatment and compression products and services, providing critical midstream infrastructure solutions to customers throughout the world. Outside the United States of America ("U.S."), we are a leading provider of full-service natural gas contract compression, and a supplier of aftermarket parts and services. We provide these products and services to a global customer base consisting of companies engaged in all aspects of the oil and natural gas industry, including large integrated oil and natural gas companies, national oil and natural gas companies, independent oil and natural gas producers and oil and natural gas processors, gatherers and pipeline operators. We operate in three primary business lines: contract operations, aftermarket services and product sales.

On November 3, 2015, Archrock, Inc. (named Exterran Holdings, Inc. prior to November 3, 2015) ("Archrock") completed the spin-off (the ‘‘Spin-off") of its international contract operations, international aftermarket services and global fabrication businesses into an independent, publicly traded company named Exterran Corporation.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Exterran Corporation included herein have been prepared in accordance with generally accepted accounting principles in the U.S. ("GAAP") for interim financial information and the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP are not required in these interim financial statements and have been condensed or omitted. Management believes that the information furnished includes all adjustments of a normal recurring nature that are necessary to fairly present our consolidated financial position, results of operations and cash flows for the periods indicated. The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the consolidated and combined financial statements presented in our Annual Report on Form 10-K for the year ended December 31, 2017. That report contains a comprehensive summary of our accounting policies. The interim results reported herein are not necessarily indicative of results for a full year. Certain reclassifications resulting from the adoption of ASU 2016-18, Restricted Cash have been made to the statement of cash flows for the prior year period to conform to the current year presentation.

We refer to the condensed consolidated financial statements collectively as "financial statements," and individually as "balance sheets," "statements of operations," "statements of comprehensive income," "statements of stockholders' equity" and "statements of cash flows" herein.

Recent Accounting Pronouncements

We consider the applicability and impact of all Accounting Standard Updates ("ASUs"). ASUs not listed below were assessed and determined to be either not applicable or are expected to have minimal impact on our financial statements.

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Recently Adopted Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 (“Topic 606”) outlines a single comprehensive model for companies to use in accounting for revenue arising from contracts with customers and supersedes the most current revenue recognition guidance, including industry-specific guidance. The core principle of the guidance is that an entity should recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which the entity expects to be entitled for those goods or services. The update also requires disclosures enabling users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. On January 1, 2018, we adopted this update using the modified retrospective approach to all contracts that were not completed as of January 1, 2018. As a result of this adoption, we recorded a net increase to the accumulated deficit of $10.0 million as of January 1, 2018 and an increase of $2.7 million in revenue for the nine months ended September 30, 2018. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. See Note 2 for the required disclosures related to the impact of adopting this standard and a discussion of our updated policies related to revenue recognition.

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As a result of applying the modified retrospective method to adopt the new revenue guidance, the following adjustments were made to the balance sheet as of January 1, 2018 (in thousands):

	Impact of Changes in Accounting Policies		
	December 31, 2017	Adjustments	January 1, 2018
ASSETS			
Current assets:			
Cash and cash equivalents	$49,145	$ —	$49,145
Restricted cash	546	—	546
Accounts receivable, net of allowance	266,052	(4,801)	261,251
Inventory, net	107,909	(124)	107,785
Costs and estimated earnings in excess of billings on uncompleted contracts	40,695	(40,695)	—
Contract assets	—	50,824	50,824
Other current assets	38,707	(179)	38,528
Current assets held for sale	15,761	—	15,761
Current assets associated with discontinued operations	23,751	—	23,751
Total current assets	542,566	5,025	547,591
Property, plant and equipment, net	822,279	(2,029)	820,250
Deferred income taxes	10,550	404	10,954
Intangible and other assets, net	76,980	18,273	95,253
Long-term assets held for sale	4,732	—	4,732
Long-term assets associated with discontinued operations	3,700	—	3,700
Total assets	$1,460,807	$ 21,673	$1,482,480
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable, trade	$148,744	$ —	$148,744
Accrued liabilities	114,336	16,044	130,380
Deferred revenue	23,902	(23,902)	—
Billings on uncompleted contracts in excess of costs and estimated earnings	89,565	(89,565)	—
Contract liabilities	—	112,244	112,244
Current liabilities associated with discontinued operations	31,971	—	31,971
Total current liabilities	408,518	14,821	423,339
Long-term debt	368,472	—	368,472
Deferred income taxes	9,746	(1,908)	7,838
Long-term deferred revenue	92,485	(92,485)	—
Long-term contract liabilities	—	89,004	89,004
Other long-term liabilities	20,272	22,262	42,534
Long-term liabilities associated with discontinued operations	6,528	—	6,528
Total liabilities	906,021	31,694	937,715
Stockholders' equity:			
Preferred stock	—	—	—
Common stock	362	—	362
Additional paid-in capital	739,164	—	739,164

Accumulated deficit	(223,510)	(10,021)	(233,531)
Treasury stock	(6,937)	—	(6,937)
Accumulated other comprehensive income	45,707	—	45,707
Total stockholders’ equity	554,786	(10,021)	544,765
Total liabilities and stockholders’ equity	$1,460,807	$ 21,673	$1,482,480

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In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230). The update addresses eight specific cash flow issues and is intended to reduce diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. On January 1, 2018, we adopted this update. The adoption of this update did not have an impact on our statements of cash flows.

In October 2016, the FASB issued ASU 2016-16, Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory. The update requires a reporting entity to recognize the tax expense from intra-entity asset transfers of assets other than inventory in the selling entity's tax jurisdiction when the transfer occurs, even though the pre-tax effects of that transaction are eliminated in consolidation. Any deferred tax asset that arises in the buying entity's jurisdiction would also be recognized at the time of the transfer. On January 1, 2018, we adopted this update using a modified retrospective approach. The impact of this adoption was immaterial to our financial statements.

In November 2016, the FASB issued ASU 2016-18, Restricted Cash. The guidance requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. On January 1, 2018, we adopted this update retrospectively. As a result of this adoption, $0.5 million of restricted cash has been included in the cash and cash equivalent balances in the statement of cash flows for the prior year period. At December 31, 2017, the $49.7 million of cash, cash equivalents and restricted cash on our statement of cash flows was composed of $49.1 million of cash and cash equivalents and $0.5 million of restricted cash. At September 30, 2018, the $37.5 million of cash, cash equivalents and restricted cash on our statement of cash flows was composed of $37.0 million of cash and cash equivalents and $0.5 million of restricted cash. The impact of this adoption was immaterial to our financial statements.

In May 2017, the FASB issued ASU 2017-09, Compensation—Stock Compensation (Topic 718). This update provides guidance that clarifies that changes to the terms or conditions of a share-based payment award should be accounted for as modifications. On January 1, 2018, we adopted this update using a prospective approach. The impact of this adoption was immaterial to our financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The update requires lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by long-term leases. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the statements of operations. The update also requires certain qualitative and quantitative disclosures about the amount, timing and uncertainty of cash flows arising from leases. Lessor accounting will be similar to the current model except for changes made to align with certain changes to the lessee model and the new revenue recognition standard. Existing sale-leaseback guidance will be replaced with a new model applicable to both lessees and lessors. In July 2018, the FASB issued additional updates to provide clarification on the lease standard and to give entities another option for transition and to provide lessors with a practical expedient to reduce the cost and complexity of implementing the new standard. The new transition option allows entities to not apply the new leases standard in the comparative periods they present in their financial statements in the year of adoption. We intend to adopt the new lease guidance on January 1, 2019. As a lessee, we will be required to record long-term lease assets and related liabilities for future payments on our balance sheet. In preparation for our adoption of the new standard, we are analyzing and updating data previously collected to evaluate the impact the adoption will have on our financial statements. Currently, we estimate that, as a lessee, our assets and liabilities will increase by approximately $25 million to $30 million upon adoption of the new lease guidance. Additionally, we are assessing our use of practical expedients and the systems required to capture the increased reporting and disclosure requirements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments—Credit Losses (Topic 326). The update changes the impairment model for most financial assets and certain other instruments, including trade and other receivables, held-to-maturity debt securities and loans, and requires entities to use a new forward-looking expected loss model that will result in the earlier recognition of allowance for losses. This update is effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted. Adoption will require a modified retrospective approach beginning with the earliest period presented. We are currently evaluating the potential impact of the update on our financial statements.

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In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement. The update modifies the disclosure requirements on fair value measurements by removing, modifying and adding certain disclosure requirements. This update is effective for annual and interim periods beginning after December 15, 2019. Early adoption is permitted for any removed or modified disclosures upon issuance of the guidance and delayed adoption of the additional required disclosures is permitted until the effective date. Adoption will require a prospective or retrospective approach based on the specific amendments. We are currently evaluating the potential impact of the update on our financial statements.

Note 2 - Revenue

On January 1, 2018, we adopted Topic 606 applying the modified retrospective method to all contracts that were not completed as of the date of adoption. For contracts that were modified before the effective date, we reflected the aggregate effect of all modifications when identifying performance obligations and allocating transaction price in accordance with a Topic 606 practical expedient. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts have not been adjusted and continue to be reported under the accounting standards in effect for the prior period. We recorded a net increase to accumulated deficit of $10.0 million as of January 1, 2018 due to the cumulative impact of adopting Topic 606. Revenues for the three and nine months ended September 30, 2018 decreased by $0.9 million and increased by $2.7 million, respectively, as a result of adopting Topic 606.

Disaggregation of Revenue

The following tables present disaggregated revenue by products and services lines and by geographical regions for the three and nine months ended September 30, 2018 (in thousands):

Revenue by Products and Services	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2018
Contract Operations Segment:		
Contract operations services (1)	$ 84,828	$ 272,808
Aftermarket Services Segment:		
Operation and maintenance services (1)	$ 14,215	$ 42,812
Part sales (2)	11,301	31,511
Other services (1)	4,477	14,308
Total aftermarket services	$ 29,993	$ 88,631
Product Sales Segment:		
Compression equipment (1)	$ 106,140	$ 367,135
Processing and treating equipment (1)	104,739	270,261
Production equipment (2)	1,084	15,864
Other product sales (1) (2)	8,065	14,004
Total product sales revenues	$ 220,028	$ 667,264
Total revenues	$ 334,849	$ 1,028,703

(1) Revenue recognized over time.

(2) Revenue recognized at a point in time.

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Revenue by Geographical Regions	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2018
North America	$ 215,015	$ 669,220
Latin America	64,960	205,549
Middle East and Africa	41,653	99,131
Asia Pacific	13,221	54,803
Total revenues	$ 334,849	$ 1,028,703

The North America region is primarily comprised of our operations in Mexico and the U.S. The Latin America region is primarily comprised of our operations in Argentina, Bolivia and Brazil. The Middle East and Africa region is primarily comprised of our operations in Bahrain, Iraq, Oman, Nigeria and the United Arab Emirates. The Asia Pacific region is primarily comprised of our operations in China, Indonesia, Thailand and Singapore.

Revenue is recognized when control of the promised goods or services are transferred to our customers, in an amount that reflects the consideration that we expect to receive in exchange for those goods or services. The following is a description of principal activities from which we generate revenue.

Contract Operations Segment

In our contract operations segment, we provide compression or processing and treating services through operating our natural gas compression equipment and crude oil and natural gas production and process equipment on behalf of our customers. Our services include the provision of personnel, equipment, tools, materials and supplies to meet our customers' natural gas compression or oil and natural gas production and processing service needs. Activities we may perform in meeting our customers' needs include engineering, designing, sourcing, constructing, installing, operating, servicing, repairing, maintaining and demobilizing equipment owned by us necessary to provide these services. Contract operation services represent a series of distinct monthly services that are substantially the same, with the same pattern of transfer to the customer. Because our customers benefit equally throughout the service period and our efforts in providing contract operation services are incurred relatively evenly over the period of performance, revenue is recognized over time using a time based measure as we provide our services to the customer. Our contracts generally require customers to pay a monthly service fee, which may contain variable consideration such as production or volume based fees, guaranteed run rates, performance bonuses or penalties, liquidated damages and standby fees. Variable considerations included in our contracts are typically resolved on a monthly basis, and as such, variable considerations included in our contracts are generally allocated to each distinct month in the series within the contract. In addition, our contracts may include billings prior to or after the performance of our contract operation services that are recognized as revenue on a straight-line basis over the contract term as we perform our services and the customer receives and consumes the benefits of the services we provide.

We generally enter into contracts with our contract operations customers with initial terms ranging between three to five years, and in some cases, in excess of 10 years. In many instances, we are able to renew those contracts prior to the expiration of the initial term and in other instances, we may sell the underlying assets to our customers pursuant to purchase options or negotiated sale. As of September 30, 2018, we had contract operation services contracts with unsatisfied performance obligations (commonly referred to as backlog) extending through the year 2028. The total aggregate transaction price allocated to the unsatisfied performance obligations as of September 30, 2018 was approximately $1.4 billion, of which approximately $73 million is expected to be recognized during the remainder of 2018, $272 million is expected to be recognized in 2019, $192 million is expected to be recognized in 2020 and $180 million is expected to be recognized in 2021. These amounts do not include anticipated contract renewals.

Additionally, contracts that currently contain month-to-month terms are represented in our backlog as one month of unsatisfied performance obligations. Our contracts are subject to cancellation or modification at the election of the customer; however, due to the level of capital deployed by our customers on underlying projects, we have not been materially adversely affected by contract cancellations or modifications in the past.

Aftermarket Services Segment

In our aftermarket services business, we sell parts and components and provide operations, maintenance, overhaul, upgrade, commissioning and reconfiguration services to customers who own their own compression, production, processing, treating and related equipment. Our services range from routine maintenance services and parts sales to the full operation and maintenance of customer-owned equipment.

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Operations and maintenance services: Operation and maintenance services include personnel to run the equipment and monitor the outputs of the equipment, along with performing preventative or scheduled maintenance on customer-owned equipment. Operation and maintenance services represent a series of distinct monthly services that are substantially the same, with the same pattern of transfer to the customer. Because our customers benefit equally throughout the service period and our efforts in providing operation and maintenance services are incurred relatively evenly over the period of performance, revenue is recognized over time using a time based measure as we provide our services to the customer. Our contracts generally require customers to pay a monthly service fee, which may contain variable consideration such as production or volume based fees and performance bonuses or penalties. Variable considerations included in our contracts are typically resolved on a monthly basis, and as such, variable considerations included in our contracts are generally allocated to each distinct month in the series within the contract. We generally enter into contracts with our operation and maintenance customers with initial terms ranging between two to four years, and in some cases, in excess of six years. In many instances, we are able to renew those contracts prior to the expiration of the initial term.

Parts sales: We offer our customers a full range of parts needed for the maintenance, repair and overhaul of oil and natural gas equipment, including natural gas compressors, industrial engines and production and processing equipment. We recognize revenue from parts sales at a point in time following the transfer of control of such parts to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying contract. Our contracts require customers to pay a fixed fee upon shipment or delivery of the parts.

Other services: Within our aftermarket services segment we also provide a wide variety of other services such as overhaul, commissioning, upgrade and reconfiguration services on customer-owned equipment. Overhaul services provided to customers are intended to return the major components to a “like new” condition without significantly modifying the applications for which the units were designed. Commissioning services that we provide to our customers generally include supervision and the introduction of fluids or gases into the systems to test vibrations, pressures and temperatures to ensure that customer-owned equipment is operating properly and is ready for start-up. Upgrade and reconfiguration services modify the operating parameters of customer-owned equipment such that the equipment can be used in applications for which it previously was not suited. Generally, the wide array of other services provided within the aftermarket services segment are expected to be completed within a six month period. Individually these services are generally distinct within the context of the contract and are not highly interdependent or interrelated with other service offerings. We recognize revenue from these services over time based on the proportion of labor hours expended to the total labor hours expected to complete the contract performance obligation. Our contracts generally require customers to pay a service fee that is either fixed or on a time and materials basis, which may include progress billings.

Our aftermarket services contracts are subject to cancellation or modification at the election of the customer.

Product Sales Segment

In our product sales segment, we design, engineer, manufacture, install and sell natural gas compression packages as well as equipment used in the production, treating and processing of crude oil and natural gas primarily to major and independent oil and natural gas producers as well as national oil and natural gas companies in the countries where we operate.

Compression equipment: We design, engineer, manufacture and sell skid-mounted natural gas compression equipment to meet standard or unique customer specifications. We recognize revenue from the sale of compression equipment over time based on the proportion of labor hours expended to the total labor hours expected to complete the contract performance obligation. Compression equipment manufactured for our customers are specifically designed and engineered to our customers' specification and do not have an alternative use to us. Our contracts include a fixed fee and require our customers to make progress payments based on completion of contractual milestones during the life cycle of the manufacturing process. Our contracts provide us with an enforceable right to payment for work performed to date. Components of variable considerations exist in certain of our contracts and may include unpriced change orders, liquidated damages and performance bonuses or penalties. Typically, we expect the manufacturing of our compressor equipment to be completed within a three to 12 month period.

Processing and treating equipment: Processing and treating equipment sold to our customers consists of custom-engineered processing and treating plants, such as refrigeration, amine, cryogenic and natural gas processing plants. The manufacturing of processing and treating equipment generally represents a single performance obligation within the context of the contract. We recognize revenue from the sale of processing and treating equipment over time based on the proportion of labor hours expended to the total labor hours expected to complete the contract performance obligation. Processing and treating equipment manufactured for our customers are specifically designed and engineered to our customers' specification and do not have an alternative use to us. Our contracts include a fixed fee and require our customers to make progress payments based on our completion of contractual milestones during the life cycle of the manufacturing process. Our contracts provide us with an enforceable right to payment for work performed to date. Components of variable considerations exist in certain of our contracts and may include unpriced change orders, liquidated damages and performance bonuses or penalties. Typically, we expect the manufacturing of our processing and treating equipment to be completed within a six to 24 month period.

Production equipment: In June 2018, we completed the sale of our North America production equipment assets ("PEQ assets"), which included $12.0 million in unsatisfied performance obligations. See Note 6 for further details on the sale of our PEQ assets. In North America, we previously manufactured standard production equipment used for processing wellhead production from onshore or shallow-water offshore platform production. The manufacturing of production equipment generally represented a single performance obligation within the context of the contract. We recognized revenue from the sale of production equipment at a point in time following the transfer of control of the equipment to the customer, which typically occurred upon completion of the manufactured equipment, depending on the terms of the underlying contract. Our contracts generally required customers to pay a fixed fee upon completion.

Other product sales: Within our product sales segment we also provide for the sale of standard and custom water treatment equipment and floating production storage and offloading equipment and supervisor site work services. We recognize revenue from the sale of standard water treatment equipment at a point in time following the transfer of control of such equipment to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying contract. We recognize revenue from the sale of custom water treatment equipment over time based on the proportion of costs expended to the total costs expected to complete the contract performance obligation. We recognize revenue from the sale of custom water treatment equipment and floating production storage and offloading equipment and supervisor site work services over time based on the proportion of labor costs expended to the total labor costs expected to complete the contract performance obligation.

Product sales contracts that include engineering, design, project management, procurement, construction and installation services necessary to incorporate our products into production, processing and compression facilities are treated as a single performance obligation due to the services that significantly integrate each piece of equipment into the combined output contracted by the customer.

We provide assurance-type warranties on certain equipment in our product sales contracts. These warranties generally do not constitute a separate performance obligation. Product warranty reserves are established in the same period that revenue from the sale of the related products is recognized, or in the period that a specific issue arises as to the functionality of a product. The determination of such reserves requires that we make estimates of expected costs to repair or to replace the products under warranty. The amounts of the reserves are based on established terms and our best estimate of the amounts necessary to settle future and existing claims on product sales as of the balance sheet date. If actual repair and replacement costs differ significantly from estimates, adjustments to recognize additional cost of sales may be required in future periods.

As of September 30, 2018, the total aggregate transaction price allocated to the unsatisfied performance obligations for product sales contracts was approximately $759 million, of which approximately $183 million is expected to be recognized during the remainder of 2018, approximately $569 million is expected to be recognized in 2019 and approximately $7 million is expected to be recognized in 2020. Our contracts are subject to cancellation or modification at the election of the customer; however, due to our enforceable right to payment for work performed, we have not been materially adversely affected by contract cancellations or modifications in the past.

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Significant Estimates

The recognition of revenue over time based on the proportion of labor hours expended to the total labor hours expected to complete depends largely on our ability to make reasonable dependable estimates related to the extent of progress toward completion of the contract, contract revenues and contract costs. Recognized revenues and profits are subject to revisions as the contract progresses to completion. Revisions in profit estimates are charged to income in the period in which the facts that give rise to the revision become known using the cumulative catch-up method. Due to the nature of some of our contracts, developing the estimates of costs often requires significant judgment. To calculate the proportion of labor hours expended to the total labor hours expected to complete the contract performance obligation, management uses significant judgment to estimate the number of total hours and profit expected for each project.

Variable Consideration

The nature of our contracts gives rise to several types of variable consideration. We estimate variable consideration at the most likely amount to which we expect to be entitled. We include estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Additionally, we include in our contract estimates additional revenue for unapproved change orders or claims against customers when we believe we have an enforceable right to the modification or claim, the amount can be estimated reliably and its realization is probable. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of our anticipated performance and historical, current and forecasted information that is reasonably available to us.

Contracts with Multiple Performance Obligations

Some of our contracts have multiple performance obligations. For instance, some of our product sales contracts include commissioning services or the supply of spare parts. For contracts with multiple performance obligations, we allocate the contract’s transaction price to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract. The primary method used to estimate standalone selling price is the expected cost plus a margin approach, under which we forecast our expected costs of satisfying a performance obligation and then add an appropriate margin for that distinct good or service.

Contract Assets and Contract Liabilities

The following table provides information about accounts receivables, net, contract assets and contract liabilities from contracts with customers (in thousands):

	As of September 30, 2018	As of January 1, 2018
Accounts receivables, net	$ 243,441	$261,251
Contract assets and contract liabilities:		
Current contract assets	71,841	50,824
Long-term contract assets	7,226	11,835
Current contract liabilities	89,187	112,244
Long-term contract liabilities	89,736	89,004

Accounts receivables are recorded when the right to consideration becomes unconditional. Our contract assets include amounts related to revenue that has been recognized in advance of billing the customer. The contract assets in our balance sheets include costs in excess of billings and unbilled receivables. When we receive consideration, or such consideration is unconditionally due, from a customer prior to transferring goods or services to the customer under the terms of the contract, we record a contract liability. Our contract liabilities include payments received in advance of performance under the contract. The contract liabilities in our balance sheets include billings in excess of costs and deferred revenue. Billings in excess of costs primarily relate to billings that have not been recognized as revenue on product sales jobs where the transfer of control to the customer occurs over time. Deferred revenue is primarily comprised of upfront billings on contract operations jobs and billings related to product sales jobs that have not begun where revenue is recognized over time. Upfront payments received from customers on contract operations jobs are generally deferred and amortized over the contract term as we perform our services and the customer receives and consumes the benefits of the services we provide. Contract assets and liabilities are reported in our balance sheets on a net contract asset or liability position on a contract-by-contract basis at the end of each reporting period.

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During the nine months ended September 30, 2018, revenue recognized from contract operations services included $15.3 million of revenue deferred in previous periods. Revenue recognized during the nine months ended September 30, 2018 from product sales performance obligations partially satisfied in previous periods was $415.3 million, of which $84.3 million was included in billings in excess of costs at the beginning of the period. Additionally, during the nine months ended September 30, 2018, we recognized $4.1 million in revenue from contract operations services performance obligations that were satisfied in a previous period. The increase in current contract assets and decrease in current contract liabilities during the nine months ended September 30, 2018 were primarily driven by progression of product sales projects and the timing of milestone billings.

Costs to Fulfill a Contract

We capitalize costs incurred to fulfill our revenue contracts that (i) relate directly to the contract (ii) are expected to generate resources that will be used to satisfy the performance obligation under the contract and (iii) are expected to be recovered through revenue generated under the contract. As of September 30, 2018, we had capitalized fulfillment costs of $7.6 million related to contractual obligations incurred at the completion of the commissioning phase and prior to providing services on contracts within our contract operations segment. Contract fulfillment costs are expensed to cost of sales as we satisfy our performance obligations by transferring contract operation services to the customer. During the three months ended September 30, 2018, we recorded a net benefit of $0.6 million from recoveries of fulfillment costs resulting from an amendment to a contract and realizing lower costs than estimated. During the nine months ended September 30, 2018, we recorded amortization expense for capitalized fulfillment costs of $0.5 million. Capitalized fulfillment costs are included in intangible and other assets, net, in the balance sheets.

Costs to Obtain a Contract

We recognize an asset for the incremental costs of obtaining a contract with a customer if we expect the benefit of those costs to be longer than one year. We have determined that certain commissions paid to internal sales representatives and third party agents meet the requirements to be capitalized. The amount capitalized for incremental costs to obtain contracts as of September 30, 2018 was $6.6 million. The judgments made in determining the amount of costs incurred include whether the commissions are in fact incremental and would not have occurred absent the customer contract. Capitalized costs to obtain a contract are included in intangible and other assets, net, in the balance sheets and are amortized to selling, general and administrative expense over the expected period of benefit in a manner that is consistent with the transfer of the related goods or services to which the asset relates. During the three and nine months ended September 30, 2018, we recorded amortization expense for capitalized costs to obtain a contract of $0.3 million and $1.1 million, respectively.

Practical Expedients and Exemptions

We have elected the following practical expedients:

- We do not adjust the promised amount of consideration for the effects of a significant financing component when we expect, at contract inception, that the period between our transfer of a promised product or service to a customer and when the customer pays for that product or service will be one year or less.
- We treat shipping and handling activities that occur after the transfer of control as costs to fulfill a contract rather than a separate performance obligation.
- We record taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected by us from our customers on a net basis, and thus, such taxes are excluded from the measurement of a performance obligation’s transaction price.
- We expense sales commissions as incurred when we expect that the amortization period of such costs will be one year or less.

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Impact of New Revenue Recognition Guidance on Financial Statement Line Items

The following tables summarize the impacts of the adoption of the new revenue recognition guidance on our balance sheet as of September 30, 2018 and statements of operations and cash flows for the applicable periods during the three and nine months ended September 30, 2018 (in thousands):

	September 30, 2018		
	As Reported	Adjustments	Balances Without Adoption of Topic 606
ASSETS			
Inventory, net	$141,846	$ 623	$142,469
Contract assets	71,841	(18,069)	53,772
Other current assets	40,482	11,450	51,932
Property, plant and equipment, net	860,997	1,942	862,939
Deferred income taxes	13,731	(2,378)	11,353
Intangible and other assets, net	87,415	(17,389)	70,026
Total assets	1,512,492	(23,821)	1,488,671
LIABILITIES AND STOCKHOLDERS’ EQUITY			
Accrued liabilities	$127,854	$ (13,952)	$113,902
Contract liabilities	89,187	1,378	90,565
Deferred income taxes	6,356	(3,846)	2,510
Long-term contract liabilities	89,736	3,183	92,919
Other long-term liabilities	38,948	(18,456)	20,492
Total liabilities	959,386	(31,693)	927,693
Accumulated deficit	(222,750)	7,872	(214,878)
Total stockholders’ equity	553,106	7,872	560,978
Total liabilities and stockholders’ equity	1,512,492	(23,821)	1,488,671

The adoption of the new revenue recognition guidance resulted in increases in total assets and liabilities of $23.8 million and $31.7 million, respectively. This was primarily due to capitalized contract fulfillment and obtainment costs and related liabilities recorded associated with contracts within our contract operations segment.

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	Three Months Ended September 30, 2018			Nine Months Ended September 30, 2018		
	As Reported	Adjustments	Balances Without Adoption of Topic 606	As Reported	Adjustments	Balances Without Adoption of Topic 606
Revenues:						
Contract operations	$84,828	$ (165)	$ 84,663	$272,808	$ (1,624)	$271,184
Aftermarket services	29,993	1,016	31,009	88,631	(1,063)	87,568
Cost of sales (excluding depreciation and amortization expense):						
Contract operations	27,768	556	28,324	95,525	(545)	94,980
Aftermarket services	22,138	613	22,751	64,741	(793)	63,948
Selling, general and administrative	45,103	(39)	45,064	133,727	6,588	140,315
Depreciation and amortization	31,108	(551)	30,557	92,321	(1,919)	90,402
Income before income taxes	11,150	272	11,422	28,733	(6,018)	22,715
Provision for income taxes	7,954	725	8,679	23,068	(3,869)	19,199
Income from continuing operations	3,196	(453)	2,743	5,665	(2,149)	3,516
Net income	5,369	(453)	4,916	10,781	(2,149)	8,632
Basic net income per common share	$0.15	$ (0.02)	$ 0.13	$0.30	$ (0.06)	$0.24
Diluted net income per common share	0.15	(0.02)	0.13	0.30	(0.06)	0.24

The adoption of the new revenue recognition guidance resulted in increases in net income of $0.5 million and $2.1 million for the three and nine months ended September 30, 2018, respectively. Most notably, costs to obtain a contract during the nine months ended September 30, 2018 would have resulted in an increase in selling, general and administrative expense under previous accounting standards.

	Nine Months Ended September 30, 2018		
	As Reported	Adjustments	Balances Without Adoption of Topic 606
Cash flows from operating activities:			
Net income	$10,781	$ (2,149)	$ 8,632
Depreciation and amortization	92,321	(1,919)	90,402
Deferred income tax benefit	(4,727)	(3,869)	(8,596)
Changes in assets and liabilities:			
Inventory	(51,067)	(499)	(51,566)
Contract assets	(16,263)	3,186	(13,077)
Other current assets	5,073	(6,470)	(1,397)
Accounts payable and other liabilities	29,116	5,882	34,998
Contract liabilities	(11,937)	770	(11,167)
Other	3,511	5,068	8,579
Net cash provided by continuing operations	88,793	—	88,793

The adoption of the new revenue recognition guidance resulted in offsetting shifts in cash flows within cash flows from operating activities and did not have an impact on our total cash flows from operations.

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Note 3 - Discontinued Operations

In August 2012, our Venezuelan subsidiary sold its previously nationalized assets to PDVSA Gas, S.A. (“PDVSA Gas”) for a purchase price of approximately $441.7 million. We received an installment payment, including an annual charge, totaling $19.7 million during the nine months ended September 30, 2017. As of September 30, 2018, the remaining principal amount due to us was approximately $17 million. We have not recognized amounts payable to us by PDVSA Gas as a receivable and will therefore recognize payments received in the future as income from discontinued operations in the periods such payments are received. The proceeds from the sale of the assets are not subject to Venezuelan national taxes due to an exemption allowed under the Venezuelan Reserve Law applicable to expropriation settlements. In addition, and in connection with the sale, we and the Venezuelan government agreed to waive rights to assert certain claims against each other.

In accordance with the separation and distribution agreement from the Spin-off, a subsidiary of Archrock has the right to receive payments from our wholly owned subsidiary, Exterran Energy Solutions, L.P. (“EESLP”), based on a notional amount corresponding to payments received by our subsidiaries from PDVSA Gas in respect of the sale of our previously nationalized assets promptly after such amounts are collected by our subsidiaries. Pursuant to the separation and distribution agreement, we transferred cash of $19.7 million to Archrock during the nine months ended September 30, 2017. The transfer of cash was recognized as a reduction to additional paid-in capital in our financial statements. See Note 15 for further discussion related to our contingent liability to Archrock.

In the first quarter of 2016, we began executing the exit of our Belleli EPC business that has historically been comprised of engineering, procurement and construction for the manufacture of tanks for tank farms and the manufacture of evaporators and brine heaters for desalination plants in the Middle East (referred to as “Belleli EPC” or the “Belleli EPC business” herein) by ceasing the bookings of new orders. As of the fourth quarter of 2017, we had substantially exited our Belleli EPC business and, in accordance with GAAP, it is reflected as discontinued operations in our financial statements for all periods presented. Although we have reached mechanical completion on all remaining Belleli EPC contracts, we are still subject to risks and uncertainties potentially resulting from warranty obligations, customer or vendors claims against us, settlement of claims against customers, completion of demobilization activities and litigation developments. The facility previously utilized to manufacture products for our Belleli EPC business has been repurposed to manufacture product sales equipment. As such, certain personnel, buildings, equipment and other assets that were previously related to our Belleli EPC business remain a part of our continuing operations. As a result, activities associated with our ongoing operations at our repurposed facility are included in continuing operations.

The following table summarizes the operating results of discontinued operations (in thousands):

	Three Months Ended September 30, 2018			Three Months Ended September 30, 2017		
	Venezuela	Belleli EPC	Total	Venezuela	Belleli EPC	Total
Revenue	$—	$7,654	$7,654	$—	$12,616	$12,616
Cost of sales (excluding depreciation and amortization expense)	—	3,587	3,587	—	9,116	9,116
Selling, general and administrative	35	742	777	29	1,317	1,346
Depreciation and amortization	—	—	—	—	1,304	1,304
Other (income) expense, net	—	537	537	—	(72)	(72)
Provision for (benefit from) income taxes	—	580	580	—	(1,217)	(1,217)
Income (loss) from discontinued operations, net of tax	$(35)	$2,208	$2,173	$(29)	$2,168	$2,139

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	Nine Months Ended September 30, 2018			Nine Months Ended September 30, 2017		
	Venezuela	Belleli EPC	Total	Venezuela	Belleli EPC	Total
Revenue	$—	$15,536	$15,536	$—	$60,775	$60,775
Cost of sales (excluding depreciation and amortization expense)	—	8,798	8,798	—	35,179	35,179
Selling, general and administrative	96	929	1,025	94	3,823	3,917
Depreciation and amortization	—	480	480	—	5,531	5,531
Recovery attributable to expropriation	—	—	—	(16,514)	—	(16,514)
Restructuring and other charges	—	—	—	—	(439)	(439)
Other (income) expense, net	1	(553)	(552)	(3,157)	383	(2,774)
Provision for income taxes	—	669	669	—	718	718
Income (loss) from discontinued operations, net of tax	$(97)	$5,213	$5,116	$19,577	$15,580	$35,157

The following table summarizes the balance sheet data for discontinued operations (in thousands):

	September 30, 2018			December 31, 2017		
	Venezuela	Belleli EPC	Total	Venezuela	Belleli EPC	Total
Cash	$1	$—	$1	$3	$—	$3
Accounts receivable	—	10,991	10,991	—	14,770	14,770
Costs and estimated earnings in excess of billings on uncompleted contracts	—	1,745	1,745	—	7,786	7,786
Other current assets	2	186	188	2	1,190	1,192
Total current assets associated with discontinued operations	3	12,922	12,925	5	23,746	23,751
Property, plant and equipment, net	—	522	522	—	1,054	1,054
Intangible and other assets, net	—	1,780	1,780	—	2,646	2,646
Total assets associated with discontinued operations	$3	$15,224	$15,227	$5	$27,446	$27,451
Accounts payable	$—	$4,015	$4,015	$—	$9,253	$9,253
Accrued liabilities	66	9,346	9,412	59	15,617	15,676
Billings on uncompleted contracts in excess of costs and estimated earnings	—	2,551	2,551	—	7,042	7,042
Total current liabilities associated with discontinued operations	66	15,912	15,978	59	31,912	31,971
Other long-term liabilities	—	6,301	6,301	1	6,527	6,528
Total liabilities associated with discontinued operations	$66	$22,213	$22,279	$60	$38,439	$38,499

Note 4 - Inventory, Net

Inventory, net of reserves, consisted of the following amounts (in thousands):

	September 30, 2018	December 31, 2017
Parts and supplies	$ 88,437	$ 79,803
Work in progress	48,079	21,853
Finished goods	5,330	6,253
Inventory, net	$ 141,846	$ 107,909

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Note 5 - Property, Plant and Equipment, Net

Property, plant and equipment, net, consisted of the following (in thousands):

	September 30, 2018	December 31, 2017
Compression equipment, facilities and other fleet assets [(1)]	$ 1,650,356	$ 1,577,052
Land and buildings	100,857	96,463
Transportation and shop equipment	82,525	82,240
Other	96,622	90,395
	1,930,360	1,846,150
Accumulated depreciation	(1,069,363)	(1,023,871)
Property, plant and equipment, net	$ 860,997	$ 822,279

(1) In the fourth quarter of 2017, we evaluated the estimated useful lives and salvage values of our property, plant and equipment. As a result of this evaluation, we changed the useful lives and salvage values for our compression equipment from a maximum useful life of 30 years to 23 years and a maximum salvage value of 20% to 15% based on expected future use. During the three and nine months ended September 30, 2018, we recorded increases in depreciation expense of $2.4 million and $7.5 million, respectively, as a result of these changes in useful lives and salvage values which impacted our diluted net income per share by $0.07 and $0.21, respectively.

Note 6 - Sale of PEQ Assets

In the fourth quarter of 2017, we classified certain PEQ assets primarily related to inventory and property, plant and equipment, net, within our product sales business as assets held for sale in our balance sheets. In April 2018, we entered into a definitive agreement for the sale of these assets to Titan Production Equipment Acquisition, LLC, an affiliate of Castle Harlan, Inc. During the nine months ended September 30, 2018, we recorded an impairment of $1.8 million to reduce these assets to their approximate fair values based on the expected net proceeds. The impairment charges are reflected in long-lived asset impairment in our statements of operations.

In June 2018, we completed the sale of our PEQ assets. The sale of our PEQ assets resulted in a loss of $1.7 million during the nine months ended September 30, 2018, which is reflected in other (income), expense, net, in our statements of operations.

Note 7 - Debt

Debt consisted of the following (in thousands):

	September 30, 2018	December 31, 2017
Revolving credit facility due November 2020	$ 50,000	$ —
8.125% senior notes due May 2025	375,000	375,000
Other debt	800	1,171
Unamortized deferred financing costs of 8.125% senior notes	(6,683)	(7,250)
Total debt	419,117	368,921
Less: Amounts due within one year [(1)]	(449)	(449)
Long-term debt	$ 418,668	$ 368,472

(1) Short-term debt and the current portion of long-term debt are included in accrued liabilities in our balance sheets.

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Revolving Credit Facility

We and our wholly owned subsidiary, EESLP, are parties to an amended and restated credit agreement (the “Credit Agreement”) consisting of a $680.0 million revolving credit facility expiring in November 2020 and previously included a term loan facility. In April 2017, we paid the remaining principal amount of $232.8 million due under the term loan facility with proceeds from the 2017 Notes (as defined below) issuance. As a result of the repayment of the term loan facility, we expensed $1.7 million of unamortized deferred financing costs during the nine months ended September 30, 2017 which is reflected in interest expense in our statements of operations.

As of September 30, 2018, we had $50.0 million in outstanding borrowings and $58.2 million in outstanding letters of credit under our revolving credit facility. At September 30, 2018, taking into account guarantees through letters of credit, we had undrawn capacity of $571.8 million under our revolving credit facility.

On October 9, 2018, we and EESLP entered into a Second Amended and Restated Credit Agreement (the “Amended Credit Agreement”), which among other things, increased the borrowing capacity under our revolving credit facility from $680.0 million to $700.0 million. The Amended Credit Agreement also extended the maturity date of our revolving credit facility to October 9, 2023. Revolving borrowings under the Amended Credit Agreement bear interest at a rate equal to, at our option, either the Base Rate or LIBOR (or EURIBOR, in the case of Euro-denominated borrowings) plus the applicable margin. “Base Rate” means the greatest of (a) the prime rate, (b) the federal funds effective rate plus 0.50% and (c) one-month LIBOR plus 1.00%. The applicable margin for revolving borrowings varies (i) in the case of LIBOR and EURIBOR loans, from 1.75% to 2.75% and (ii) in the case of Base Rate loans, from 0.75% to 1.75%, and in each case will be determined based on a total leverage ratio pricing grid.

8.125% Senior Notes Due May 2025

In April 2017, our 100% owned subsidiaries EESLP and EES Finance Corp. issued $375.0 million aggregate principal amount of 8.125% senior unsecured notes due 2025 (the “2017 Notes”). The 2017 Notes are guaranteed by us on a senior unsecured basis. Pursuant to the separation and distribution agreement from the Spin-off, EESLP used proceeds from the issuance of the 2017 Notes to pay a subsidiary of Archrock $25.0 million in satisfaction of EESLP’s obligation to pay that sum following the occurrence of a qualified capital raise. The transfer of cash to Archrock’s subsidiary was recognized as a reduction to additional paid-in capital in the second quarter of 2017.

In connection with the issuance of the 2017 Notes, we incurred transaction costs of $7.9 million related to the issuance of the 2017 Notes. These costs are presented as a direct deduction from the carrying value of the 2017 Notes and are being amortized over the term of the 2017 Notes.

In April 2018, the 2017 Notes were exchanged for notes with substantially identical terms and registered under the Securities Act of 1933, as amended.

Note 8 - Fair Value Measurements

The accounting standard for fair value measurements and disclosures establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into the following three categories:

- Level 1 — Quoted unadjusted prices for identical instruments in active markets to which we have access at the date of measurement.

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Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets. Level 2 inputs are those in markets for which there are few transactions, the prices are not current, little public information exists or prices vary substantially over time or among brokered market makers.

- Level 3 — Model derived valuations in which one or more significant inputs or significant value drivers are unobservable. Unobservable inputs are those inputs that reflect our own assumptions regarding how market participants would price the asset or liability based on the best available information.

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Nonrecurring Fair Value Measurements

The following table presents our assets and liabilities measured at fair value on a nonrecurring basis during the nine months ended September 30, 2018, with pricing levels as of the date of valuation (in thousands):

	Nine Months Ended September 30, 2018		
	(Level 1)	(Level 2)	(Level 3)
Impaired long-lived assets [1]	$ —	$ —	$ 550
Impaired assets—assets held for sale [2]	—	—	21,026
Long-term note receivable [3]	—	—	14,573

(1) Our estimate of the fair value of the impaired long-lived assets during the nine months ended September 30, 2018 was primarily based on the expected net sale proceeds compared to other fleet units we sold and/or a review of other units offered for sale by third parties.

(2) Our estimate of the fair value of the impaired PEQ assets, which were classified as assets held for sale as of March 31, 2018, was based on the expected net proceeds from the sale of the assets.

(3) Our estimate of the fair value of a note receivable was discounted based on a settlement period of eight years and a discount rate of 5.2%.

Financial Instruments

Our financial instruments consist of cash, restricted cash, receivables, payables and debt. At September 30, 2018 and December 31, 2017, the estimated fair values of cash, restricted cash, receivables and payables approximated their carrying amounts as reflected in our balance sheets due to the short-term nature of these financial instruments.

The fair value of the 2017 Notes was estimated based on model derived calculations using market yields observed in active markets, which are Level 2 inputs. As of September 30, 2018 and December 31, 2017, the carrying amount of the 2017 Notes, excluding unamortized deferred financing costs, of $375.0 million was estimated to have a fair value of $392.0 million and $404.0 million, respectively. Due to the variable rate nature of our revolving credit facility, the carrying value as of September 30, 2018 approximated the fair value as the rate was comparable to the then-current market rate at which debt with similar terms could have been obtained.

Note 9 - Long-Lived Asset Impairment

We review long-lived assets, including property, plant and equipment and identifiable intangibles that are being amortized, for impairment whenever events or changes in circumstances, including the removal of compressor units from our active fleet, indicate that the carrying amount of an asset may not be recoverable.

We regularly review the future deployment of our idle compression assets used in our contract operations segment for units that are not the type, configuration, condition, make or model that are cost efficient to maintain and operate. During the third quarter 2018, we evaluated for impairment idle units that had been previously culled from our fleet and are available for sale. Based upon that review, we reduced the expected proceeds from disposition for certain units. This resulted in an additional impairment of $2.1 million to reduce the book value of each unit to its estimated fair value during the three and nine months ended September 30, 2018. The fair value of each unit was estimated based on the expected net sale proceeds compared to other fleet units we recently sold and/or a review of other units recently offered for sale by third parties.

In the fourth quarter of 2017, we classified our PEQ assets primarily related to inventory and property, plant and equipment, net, within our product sales business as assets held for sale in our balance sheets. As described in Note 6, in June 2018, we completed the sale of our PEQ assets. During the nine months ended September 30, 2018, we recorded an impairment of $1.8 million to reduce these assets to their approximate fair values based on the expected net proceeds.

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Note 10 - Restatement Related Charges (Recoveries), Net

During the first quarter of 2016, our senior management identified errors relating to the application of percentage-of-completion accounting principles to specific Belleli EPC product sales projects. We incurred restatement related charges of $0.3 million and $2.0 million during the three months ended September 30, 2018 and 2017, respectively, and $0.9 million and $5.8 million during the nine months ended September 30, 2018 and 2017, respectively. The costs incurred were external costs associated with an SEC investigation and remediation activities related to the restatement of our financial statements. We recorded recoveries from Archrock pursuant to the separation and distribution agreement for previously incurred restatement related costs of $0.6 million and $1.2 million during the three and nine months ended September 30, 2018, respectively, and $2.8 million during the nine months ended September 30, 2017. We may incur additional cash expenditures related to external legal counsel costs associated with an ongoing SEC investigation surrounding the restatement of our financial statements, of which a portion may be recoverable from Archrock.

The following table summarizes the changes to our accrued liability balance related to restatement charges, net, for the nine months ended September 30, 2017 and 2018 (in thousands):

	Restatement Related Charges
Beginning balance at January 1, 2017	$ 2,212
Additions for costs expensed, net	3,011
Reductions for payments, net	(4,281)
Ending balance at September 30, 2017	$ 942
Beginning balance at January 1, 2018	$ 579
Additions for costs expensed, net	(318)
Reductions for payments, net	(105)
Ending balance at September 30, 2018	$ 156

The following table summarizes the components of charges included in restatement related charges (recoveries), net, in our statements of operations for the three and nine months ended September 30, 2018 and 2017 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
External accounting costs	$—	$317	$—	$1,071
External legal costs	—	1,409	533	4,101
Other	263	271	369	640
Recoveries from Archrock	(605)	—	(1,220)	(2,801)
Total restatement related charges (recoveries), net	$(342)	$1,997	$(318)	$3,011

Note 11 - Restructuring and Other Charges

In the second quarter of 2018, we initiated a relocation plan in the North America region to better align our contract operations business with our customers. As a result of this plan, during the three and nine months ended September 30, 2018, we incurred restructuring and other charges of $0.3 million and $1.7 million, respectively. As of September 30, 2018, the accrued liability balance related to this plan was $1.0 million. The charges incurred in conjunction with this relocation plan are included in restructuring and other charges in our statements of operations.

We currently estimate that we will incur additional charges with respect to this relocation plan of approximately $1.2 million. We expect the majority of the estimated additional charges will result in cash expenditures.

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In connection with the Spin-off, we incurred restructuring and other charges of $0.2 million and $0.4 million, respectively, during the three and nine months ended September 30, 2017 primarily related to retention awards to certain employees. Additionally, we announced a cost reduction plan primarily focused on workforce reductions and the reorganization of certain facilities in the second quarter of 2015. We incurred restructuring and other charges associated with the cost reduction plan of $0.2 million and $2.6 million during the three and nine months ended September 30, 2017, respectively. The charges incurred in conjunction with the Spin-off and cost reduction plan are reflected as restructuring and other charges in our statements of operations. In 2017, we completed restructuring activities related to the Spin-off and cost reduction plan.

The following table summarizes the components of charges included in restructuring and other charges in our statements of operations for the three and nine months ended September 30, 2018 and 2017 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Retention awards to certain employees	$ —	$ 189	$—	$442
Employee termination benefits	33	206	1,389	2,100
Relocation costs	231	—	297	—
Other	—	22	—	493
Total restructuring and other charges	$ 264	$ 417	$1,686	$3,035

Note 12 - Provision for Income Taxes

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the “Tax Reform Act”). Additionally, the SEC staff issued Staff Accounting Bulletin No. 118 (“SAB118”) in December 2017, which addresses how a company recognizes provisional amounts when a company does not have the necessary information available, prepared or analyzed (including computations) in reasonable detail to complete its accounting for the effect of the changes in the Tax Reform Act. The measurement period ends when a company has obtained, prepared and analyzed the information necessary to finalize its accounting, but cannot extend beyond one year.

For the year ended December 31, 2017, our provision for income tax included the impact of decisions regarding the various impacts of tax reform and related disclosures. In some cases where the guidance in SAB118 applied, we disclosed in our financial statements those cases where the accounting could be completed, and for matters that have not been completed, we recognized provisional amounts to the extent that they are reasonably estimable and will adjust them over time as more information becomes available. Specifically, we recorded provisional amounts associated with the transition tax on undistributed earnings, the re-measurement of deferred tax assets and liabilities due to the reduction in the corporate tax rate and the transition tax, and the tax benefit associated with the reduction of the valuation allowance. The provisional amounts incorporate assumptions made based upon our current interpretation of the Tax Reform Act and may change as we receive additional clarification and implementation guidance. We are continuing to analyze additional information to determine the final impact as well as other impacts of the Tax Reform Act. Any adjustments recorded to the provisional amounts will be included in income from operations as an adjustment to our 2018 financial statements.

The provision for income taxes for the three and nine months ended September 30, 2018 includes $5.1 million and $10.8 million, respectively, related to income tax on income in Argentina recorded as a result of foreign exchange rate movements.

During the third quarter of 2017, our Brazil subsidiary entered the Tax Special Regularization Program (the "PERT Program") pursuant to Brazil Provisional Measure No. 783 issued on May 31, 2017. The PERT Program allows for the partial settling of debts, both income tax debts and non-income-based tax debts, due by April 30, 2017 to Brazil's Federal Revenue Service with the use of tax credits, including income tax loss carryforwards. A $2.9 million income tax benefit was recorded during the three and nine months ended September 30, 2017 attributable to the reversal of valuation allowances against certain deferred tax assets related to income tax loss carryforwards that were utilized under the PERT Program. Additionally, during the three and nine months ended September 30, 2017, we incurred $0.4 million in penalties, which is reflected in other (income) expense, net, in our statements of operations, and $0.1 million in interest expense, which is reflected in interest expense in our statements of operations, attributable to the settling of non-income-based tax debts in connection with the PERT Program.

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Also, during the second quarter of 2017, our Brazil subsidiary entered the Tax Regularization Program (the “PRT Program”) pursuant to Brazil Provisional Measure No. 766 issued on January 4, 2017. Similar to the PERT Program, the PRT Program allows for the partial settling of debts, both income tax debts and non-income-based tax debts, due by November 30, 2016 to Brazil’s Federal Revenue Service with the use of tax credits, including income tax loss carryforwards. An $11.9 million income tax benefit was recorded during the nine months ended September 30, 2017 attributable to the reversal of valuation allowances against certain deferred tax assets related to income tax loss carryforwards that were utilized under the PRT Program, including interest income. Additionally, during the nine months ended September 30, 2017, we incurred $1.5 million in penalties, which is reflected in other (income) expense, net, in our statements of operations, and $2.4 million in interest expense, which is reflected in interest expense in our statements of operations, attributable to the settling of non-income-based tax debts in connection with the PRT Program.

Note 13 - Stock-Based Compensation

Stock Options

Stock options are granted at fair market value at the grant date, are exercisable according to the vesting schedule established and generally expire no later than ten years after the grant date. Stock options generally vest one-third per year on each of the first three anniversaries of the grant date. There were no stock options granted during the nine months ended September 30, 2018.

Restricted Stock, Restricted Stock Units and Performance Units

For grants of restricted stock, restricted stock units and performance units, we recognize compensation expense over the applicable vesting period equal to the fair value of our common stock at the grant date. Grants of restricted stock, restricted stock units and performance units generally vest one third per year on each of the first three anniversaries of the grant date. Certain grants of restricted stock vest on the third anniversary of the grant date and certain grants of performance units vest on the second anniversary of the grant date.

The table below presents the changes in restricted stock, restricted stock units and performance units for our common stock during the nine months ended September 30, 2018.

	Shares (in thousands)	Weighted Average Grant-Date Fair Value Per Share
Non-vested awards, January 1, 2018	1,165	$ 23.93
Granted	571	26.29
Vested	(474)	23.50
Cancelled	(95)	25.15
Non-vested awards, September 30, 2018	1,167	25.16

As of September 30, 2018, we estimate $20.4 million of unrecognized compensation cost related to unvested restricted stock, restricted stock units and performance units issued to our employees to be recognized over the weighted-average vesting period of 1.6 years.

Note 14 - Net Income (Loss) Per Common Share

Basic net income (loss) per common share is computed using the two-class method, which is an earnings allocation formula that determines net income (loss) per share for each class of common stock and participating security according to dividends declared and participation rights in undistributed earnings. Under the two-class method, basic net income (loss) per common share is determined by dividing net income (loss) after deducting amounts allocated to participating securities, by the weighted average number of common shares outstanding for the period. Participating securities include unvested restricted stock and restricted stock units that have non-forfeitable rights to receive dividends or dividend equivalents, whether paid or unpaid. During periods of net loss from continuing operations, no effect is given to participating securities because they do not have a contractual obligation to participate in our losses.

Diluted net income (loss) per common share is computed using the weighted average number of common shares outstanding adjusted for the incremental common stock equivalents attributed to outstanding options to purchase common stock and non-participating restricted stock units, unless their effect would be anti-dilutive.

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The following table presents a reconciliation of basic and diluted net income per common share for the three and nine months ended September 30, 2018 and 2017 (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Numerator for basic and diluted net income per common share:				
Income (loss) from continuing operations	$3,196	$1,214	$5,665	$(7,939)
Income from discontinued operations, net of tax	2,173	2,139	5,116	35,157
Less: Net income attributable to participating securities	(140)	(92)	(284)	—
Net income — used in basic and diluted net income per common share	$5,229	$3,261	$10,497	$27,218
Weighted average common shares outstanding including participating securities	36,430	36,036	36,361	35,969
Less: Weighted average participating securities outstanding	(950)	(990)	(959)	(1,032)
Weighted average common shares outstanding — used in basic net income per common share	35,480	35,046	35,402	34,937
Net dilutive potential common shares issuable:				
On exercise of options and vesting of restricted stock units	64	74	67	*
Weighted average common shares outstanding — used in diluted net income per common share	35,544	35,120	35,469	34,937
Net income per common share:				
Basic	$0.15	$0.09	$0.30	$0.78
Diluted	$0.15	$0.09	$0.30	$0.78

*Excluded from diluted net income per common share as their inclusion would have been anti-dilutive.

The following table shows the potential shares of common stock issuable that were excluded from computing diluted net income per common share as their inclusion would have been anti-dilutive for the three and nine months ended September 30, 2018 and 2017 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net dilutive potential common shares issuable:				
On exercise of options where exercise price is greater than average market value	35	39	35	45
On exercise of options and vesting of restricted stock units	—	—	—	82
Net dilutive potential common shares issuable	35	39	35	127

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Note 15 - Commitments and Contingencies

Contingencies

Pursuant to the separation and distribution agreement, EESLP contributed to a subsidiary of Archrock the right to receive payments based on a notional amount corresponding to payments received by our subsidiaries from PDVSA Gas in respect of the sale of our and our joint ventures' previously nationalized assets promptly after such amounts are collected by our subsidiaries. Our balance sheets do not reflect this contingent liability to Archrock or the amount payable to us by PDVSA Gas as a receivable. Pursuant to the separation and distribution agreement, we transferred cash of $19.7 million to Archrock during the nine months ended September 30, 2017. The transfer of cash was recognized as a reduction to additional paid-in capital in our financial statements. As of September 30, 2018, the remaining principal amounts due to us from PDVSA Gas in respect of the sale of our previously nationalized assets and our joint ventures' previously nationalized assets were approximately $17 million and $4 million, respectively. In subsequent periods, the recognition of a liability, if applicable, resulting from this contingency to Archrock is expected to impact equity, and as such, is not expected to have an impact on our statements of operations.

In addition to U.S. federal, state and local and foreign income taxes, we are subject to a number of taxes that are not income-based. As many of these taxes are subject to audit by the taxing authorities, it is possible that an audit could result in additional taxes due. We accrue for such additional taxes when we determine that it is probable that we have incurred a liability and we can reasonably estimate the amount of the liability. As of September 30, 2018 and December 31, 2017, we had accrued $3.2 million and $2.8 million, respectively, for the outcomes of non-income-based tax audits. We do not expect that the ultimate resolutions of these audits will result in a material variance from the amounts accrued. We do not accrue for unasserted claims for tax audits unless we believe the assertion of a claim is probable, it is probable that it will be determined that the claim is owed and we can reasonably estimate the claim or range of the claim. We do not have any unasserted claims from non-income based tax audits that we have determined are probable of assertion. We also believe the likelihood is remote that the impact of potential unasserted claims from non-income-based tax audits could be material to our financial position, but it is possible that the resolution of future audits could be material to our results of operations or cash flows for the period in which the resolution occurs.

Our business can be hazardous, involving unforeseen circumstances such as uncontrollable flows of natural gas or well fluids and fires or explosions. As is customary in our industry, we review our safety equipment and procedures and carry insurance against some, but not all, risks of our business. Our insurance coverage includes property damage, general liability, commercial automobile liability and other coverage we believe is appropriate. We believe that our insurance coverage is customary for the industry and adequate for our business; however, losses and liabilities not covered by insurance would increase our costs.

Additionally, we are substantially self-insured for workers' compensation and employee group health claims in view of the relatively high per-incident deductibles we absorb under our insurance arrangements for these risks. Losses up to the deductible amounts are estimated and accrued based upon known facts, historical trends and industry averages.

Litigation and Claims

In the ordinary course of business, we are involved in various pending or threatened legal actions. While management is unable to predict the ultimate outcome of these actions, it believes that any ultimate liability arising from any of these actions will not have a material adverse effect on our financial position, results of operations or cash flows. However, because of the inherent uncertainty of litigation and arbitration proceedings, we cannot provide assurance that the resolution of any particular claim or proceeding to which we are a party will not have a material adverse effect on our financial position, results of operations or cash flows.

Contemporaneously with filing the Form 8-K on April 26, 2016, we self-reported the errors and possible irregularities at Belleli EPC to the SEC. Since then, we have been cooperating with the SEC in its investigation of this matter. The SEC's investigation related to the circumstances giving rise to the restatement is continuing, and we are presently unable to predict the duration, scope or results or whether the SEC will commence any legal action.

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Indemnifications

In conjunction with, and effective as of the completion of, the Spin-off, we entered into the separation and distribution agreement with Archrock, which governs, among other things, the treatment between Archrock and us relating to certain aspects of indemnification, insurance, confidentiality and cooperation. Generally, the separation and distribution agreement provides for cross-indemnities principally designed to place financial responsibility for the obligations and liabilities of our business with us and financial responsibility for the obligations and liabilities of Archrock's business with Archrock. Pursuant to the agreement, we and Archrock will generally release the other party from all claims arising prior to the Spin-off that relate to the other party's business, subject to certain exceptions. Additionally, in conjunction with, and effective as of the completion of, the Spin-off, we entered into the tax matters agreement with Archrock. Under the tax matters agreement and subject to certain exceptions, we are generally liable for, and indemnify Archrock against, taxes attributable to our business, and Archrock is generally liable for, and indemnify us against, all taxes attributable to its business. We are generally liable for, and indemnify Archrock against, 50% of certain taxes that are not clearly attributable to our business or Archrock's business. Any payment made by us to Archrock, or by Archrock to us, is treated by all parties for tax purposes as a nontaxable distribution or capital contribution, respectively, made immediately prior to the Spin-off.

Note 16 - Reportable Segments

Our chief operating decision maker manages business operations, evaluates performance and allocates resources based upon the type of product or service provided. We have three reportable segments: contract operations, aftermarket services and product sales. In our contract operations segment, we own and operate natural gas compression equipment and crude oil and natural gas production and processing equipment on behalf of our customers outside of the U.S. In our aftermarket services segment, we sell parts and components and provide operations, maintenance, overhaul, upgrade, commissioning and reconfiguration services to customers who own their own compression, production, processing, treating and related equipment. In our product sales segment, we design, engineer, manufacture, install and sell natural gas compression packages as well as equipment used in the treating and processing of crude oil and natural gas to our customers throughout the world and for use in our contract operations business line.

We evaluate the performance of our segments based on gross margin for each segment. Revenue only includes sales to external customers. We do not include intersegment sales when we evaluate our segments' performance.

The following table presents revenue and other financial information by reportable segment for the three and nine months ended September 30, 2018 and 2017 (in thousands):

Three Months Ended	Contract Operations	Aftermarket Services	Product Sales	Reportable Segments Total
September 30, 2018:				
Revenue	$ 84,828	$ 29,993	$220,028	$ 334,849
Gross margin (1)	57,060	7,855	31,822	96,737
September 30, 2017:				
Revenue	$ 92,561	$ 29,799	$192,119	$ 314,479
Gross margin (1)	58,921	7,896	20,500	87,317

Nine Months Ended	Contract Operations	Aftermarket Services	Product Sales	Reportable Segments Total
September 30, 2018:				

Revenue	$ 272,808	$ 88,631	$ 667,264	$ 1,028,703
Gross margin [1]	177,283	23,890	86,960	288,133
September 30, 2017:				
Revenue	$ 279,947	$ 76,567	$ 521,091	$ 877,605
Gross margin [1]	180,818	20,774	51,910	253,502

(1) Gross margin is defined as revenue less cost of sales (excluding depreciation and amortization expense).

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The following table reconciles income before income taxes to total gross margin (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Income before income taxes	$11,150	$9,577	$28,733	$11,674
Selling, general and administrative	45,103	42,880	133,727	131,855
Depreciation and amortization	31,108	27,010	92,321	78,110
Long-lived asset impairment	2,054	—	3,858	—
Restatement related charges (recoveries), net	(342)	1,997	(318)	3,011
Restructuring and other charges	264	417	1,686	3,035
Interest expense	7,685	7,860	21,787	27,329
Other (income) expense, net	(285)	(2,424)	6,339	(1,512)
Total gross margin	$96,737	$87,317	$288,133	$253,502

Note 17 - Supplemental Guarantor Financial Information

In April 2017, our 100% owned subsidiaries EESLP and EES Finance Corp. (together, the “Issuers”) issued the 2017 Notes, which consists of $375.0 million aggregate principal amount senior unsecured notes. In April 2018, the 2017 Notes were exchanged for notes with substantially identical terms and registered under the Securities Act of 1933, as amended. The 2017 Notes are fully and unconditionally guaranteed on a joint and several senior unsecured basis by Exterran Corporation (the “Parent Guarantor” or “Parent”). All other consolidated subsidiaries of Exterran are collectively referred to as the “Non-Guarantor Subsidiaries.” As a result of the Parent’s guarantee, we are presenting the following condensed consolidating financial information pursuant to Rule 3-10 of Regulation S-X, Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered. These schedules are presented using the equity method of accounting for all periods presented. For purposes of the following condensed consolidating financial information, the Parent Guarantor’s investments in its subsidiaries, the Issuers’ investments in the Non-Guarantors Subsidiaries and the Non-Guarantor Subsidiaries’ investments in the Issuers are accounted for under the equity method of accounting. Under this method, investments in subsidiaries are recorded at cost and adjusted for our share in the subsidiaries’ cumulative results of operations, capital contributions and distributions and other changes in equity. Elimination entries relate primarily to the elimination of investments in subsidiaries and associated intercompany balances and transactions.

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Condensed Consolidating Balance Sheet
September 30, 2018
(In thousands)

	Parent Guarantor	Issuers	Non-Guarantor Subsidiaries	Eliminations	Consolidation
ASSETS					
Cash and cash equivalents	$ 6	$ 6,756	$ 30,204	$ —	$ 36,966
Restricted cash	—	—	546	—	546
Accounts receivable, net	—	88,840	154,601	—	243,441
Inventory, net	—	79,158	62,688	—	141,846
Contract assets	—	45,095	26,746	—	71,841
Intercompany receivables	—	158,454	348,837	(507,291)	—
Other current assets	—	9,139	31,343	—	40,482
Current assets associated with discontinued operations	—	—	12,925	—	12,925
Total current assets	6	387,442	667,890	(507,291)	548,047
Property, plant and equipment, net	—	285,530	575,467	—	860,997
Investment in affiliates	554,384	865,011	(310,627)	(1,108,768)	—
Deferred income taxes	—	5,575	8,156	—	13,731
Intangible and other assets, net	—	29,046	58,369	—	87,415
Long-term assets associated with discontinued operations	—	—	2,302	—	2,302
Total assets	$ 554,390	$ 1,572,604	$ 1,001,557	$ (1,616,059)	$ 1,512,492
LIABILITIES AND EQUITY					
Accounts payable, trade	$ —	$ 131,794	$ 34,564	$ —	$ 166,358
Accrued liabilities	—	49,621	78,233	—	127,854
Contract liabilities	—	48,253	40,934	—	89,187
Intercompany payables	1,284	348,837	157,170	(507,291)	—
Current liabilities associated with discontinued operations	—	—	15,978	—	15,978
Total current liabilities	1,284	578,505	326,879	(507,291)	399,377
Long-term debt	—	418,668	—	—	418,668
Deferred income taxes	—	—	6,356	—	6,356
Long-term contract liabilities	—	11,047	78,689	—	89,736
Other long-term liabilities	—	10,000	28,948	—	38,948
Long-term liabilities associated with discontinued operations	—	—	6,301	—	6,301
Total liabilities	1,284	1,018,220	447,173	(507,291)	959,386
Total Equity	553,106	554,384	554,384	(1,108,768)	553,106
Total liabilities and equity	$ 554,390	$ 1,572,604	$ 1,001,557	$ (1,616,059)	$ 1,512,492

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Condensed Consolidating Balance Sheet
December 31, 2017
(In thousands)

	Parent Guarantor	Issuers	Non-Guarantor Subsidiaries	Eliminations	Consolidation
ASSETS					
Cash and cash equivalents	$ 397	$ 24,195	$ 24,553	$ —	$ 49,145
Restricted cash	—	—	546	—	546
Accounts receivable, net	—	123,362	142,690	—	266,052
Inventory, net	—	50,528	57,381	—	107,909
Costs and estimated earnings in excess of billings on uncompleted contracts	—	33,439	7,256	—	40,695
Intercompany receivables	—	158,296	359,766	(518,062)	—
Other current assets	—	6,095	32,612	—	38,707
Current assets held for sale	—	15,761	—	—	15,761
Current assets associated with discontinued operations	—	—	23,751	—	23,751
Total current assets	397	411,676	648,555	(518,062)	542,566
Property, plant and equipment, net	—	288,670	533,609	—	822,279
Investment in affiliates	555,735	831,097	(275,362)	(1,111,470)	—
Deferred income taxes	—	5,452	5,098	—	10,550
Intangible and other assets, net	—	12,218	64,762	—	76,980
Long-term assets held for sale	—	4,732	—	—	4,732
Long-term assets associated with discontinued operations	—	—	3,700	—	3,700
Total assets	$ 556,132	$ 1,553,845	$ 980,362	$ (1,629,532)	$ 1,460,807
LIABILITIES AND EQUITY					
Accounts payable, trade	$ —	$ 115,273	$ 33,471	$ —	$ 148,744
Accrued liabilities	57	54,724	59,555	—	114,336
Deferred revenue	—	2,162	21,740	—	23,902
Billings on uncompleted contracts in excess of costs and estimated earnings	—	89,002	563	—	89,565
Intercompany payables	1,289	359,766	157,007	(518,062)	—
Current liabilities associated with discontinued operations	—	—	31,971	—	31,971
Total current liabilities	1,346	620,927	304,307	(518,062)	408,518
Long-term debt	—	368,472	—	—	368,472
Deferred income taxes	—	—	9,746	—	9,746
Long-term deferred revenue	—	629	91,856	—	92,485
Other long-term liabilities	—	8,082	12,190	—	20,272
Long-term liabilities associated with discontinued operations	—	—	6,528	—	6,528
Total liabilities	1,346	998,110	424,627	(518,062)	906,021

Total Equity	554,786	555,735	555,735	(1,111,470)	554,786
Total liabilities and equity	$ 556,132	$ 1,553,845	$ 980,362	$ (1,629,532)	$ 1,460,807

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Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)
Three Months Ended September 30, 2018
(In thousands)

	Parent Guarantor	Issuers	Non-Guarantor Subsidiaries	Eliminations	Consolidation
Revenues	$ —	$ 223,429	$ 129,517	$ (18,097)	$ 334,849
Cost of sales (excluding depreciation and amortization expense)	—	183,640	72,569	(18,097)	238,112
Selling, general and administrative	285	23,035	21,783	—	45,103
Depreciation and amortization	—	9,015	22,093	—	31,108
Long-lived asset impairment	—	1,277	777	—	2,054
Restatement related recoveries, net	—	(342)	—	—	(342)
Restructuring and other charges	—	—	264	—	264
Interest expense	—	8,941	(1,256)	—	7,685
Intercompany charges, net	—	1,880	(1,880)	—	—
Equity in (income) loss of affiliates	(5,654)	(4,186)	15,774	(5,934)	—
Other (income) expense, net	—	(477)	192	—	(285)
Income (loss) before income taxes	5,369	646	(799)	5,934	11,150
Provision for income taxes	—	12,234	12,962	(17,242)	7,954
Income (loss) from continuing operations	5,369	(11,588)	(13,761)	23,176	3,196
Income from discontinued operations, net of tax	—	—	2,173	—	2,173
Net income (loss)	5,369	(11,588)	(11,588)	23,176	5,369
Other comprehensive loss	(2,673)	(2,673)	(2,673)	5,346	(2,673)
Comprehensive income (loss) attributable to Exterran stockholders	$ 2,696	$ (14,261)	$ (14,261)	$ 28,522	$ 2,696

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Condensed Consolidating Statement of Operations and Comprehensive Income
Three Months Ended September 30, 2017
(In thousands)

	Parent Guarantor	Issuers	Non-Guarantor Subsidiaries	Eliminations	Consolidation
Revenues	$ —	$ 228,424	$ 125,020	$ (38,965)	$ 314,479
Cost of sales (excluding depreciation and amortization expense)	—	195,828	70,299	(38,965)	227,162
Selling, general and administrative	310	20,297	22,273	—	42,880
Depreciation and amortization	—	8,872	18,138	—	27,010
Restatement related charges, net	—	1,861	136	—	1,997
Restructuring and other charges	—	310	107	—	417
Interest expense	—	7,797	63	—	7,860
Intercompany charges, net	—	1,479	(1,479)	—	—
Equity in (income) loss of affiliates	(3,666)	(16,463)	8,678	11,451	—
Other (income) expense, net	3	(321)	(2,106)	—	(2,424)
Income before income taxes	3,353	8,764	8,911	(11,451)	9,577
Provision for income taxes	—	979	3,264	4,120	8,363
Income from continuing operations	3,353	7,785	5,647	(15,571)	1,214
Income from discontinued operations, net of tax	—	—	2,139	—	2,139
Net income	3,353	7,785	7,786	(15,571)	3,353
Other comprehensive income	1,310	1,310	1,310	(2,620)	1,310
Comprehensive income attributable to Exterran stockholders	$ 4,663	$ 9,095	$ 9,096	$ (18,191)	$ 4,663

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Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)
Nine Months Ended September 30, 2018
(In thousands)

	Parent Guarantor	Issuers	Non-Guarantor Subsidiaries	Eliminations	Consolidation
Revenues	$ —	$ 722,078	$ 369,209	$ (62,584)	$ 1,028,703
Cost of sales (excluding depreciation and amortization expense)	—	600,393	202,761	(62,584)	740,570
Selling, general and administrative	920	65,152	67,655	—	133,727
Depreciation and amortization	—	27,030	65,291	—	92,321
Long-lived asset impairment	—	3,081	777	—	3,858
Restatement related recoveries, net	—	(318)	—	—	(318)
Restructuring and other charges	—	—	1,686	—	1,686
Interest expense	—	21,438	349	—	21,787
Intercompany charges, net	—	4,953	(4,953)	—	—
Equity in (income) loss of affiliates	(11,548)	(13,817)	5,932	19,433	—
Other (income) expense, net	(153)	(1,846)	8,338	—	6,339
Income before income taxes	10,781	16,012	21,373	(19,433)	28,733
Provision for income taxes	—	8,127	18,604	(3,663)	23,068
Income from continuing operations	10,781	7,885	2,769	(15,770)	5,665
Income from discontinued operations, net of tax	—	—	5,116	—	5,116
Net income	10,781	7,885	7,885	(15,770)	10,781
Other comprehensive loss	(10,039)	(10,039)	(10,039)	20,078	(10,039)
Comprehensive income (loss) attributable to Exterran stockholders	$ 742	$ (2,154)	$ (2,154)	$ 4,308	$ 742

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Condensed Consolidating Statement of Operations and Comprehensive Income
Nine Months Ended September 30, 2017
(In thousands)

	Parent Guarantor	Issuers	Non-Guarantor Subsidiaries	Eliminations	Consolidation
Revenues	$ —	$ 606,536	$ 366,685	$ (95,616)	$ 877,605
Cost of sales (excluding depreciation and amortization expense)	—	516,934	202,785	(95,616)	624,103
Selling, general and administrative	2,011	63,690	66,154	—	131,855
Depreciation and amortization	—	25,612	52,498	—	78,110
Restatement related charges, net	—	2,890	121	—	3,011
Restructuring and other charges	—	1,989	1,046	—	3,035
Interest expense	—	25,069	2,260	—	27,329
Intercompany charges, net	—	5,132	(5,132)	—	—
Equity in (income) loss of affiliates	(29,232)	(77,932)	36,591	70,573	—
Other (income) expense, net	3	(2,328)	813	—	(1,512)
Income before income taxes	27,218	45,480	9,549	(70,573)	11,674
Provision for income taxes	—	4,140	3,364	12,109	19,613
Income (loss) from continuing operations	27,218	41,340	6,185	(82,682)	(7,939)
Income from discontinued operations, net of tax	—	—	35,157	—	35,157
Net income	27,218	41,340	41,342	(82,682)	27,218
Other comprehensive income	284	284	284	(568)	284
Comprehensive income attributable to Exterran stockholders	$ 27,502	$ 41,624	$ 41,626	$ (83,250)	$ 27,502

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Condensed Consolidating Statement of Cash Flows
Nine Months Ended September 30, 2018
(In thousands)

	Parent Guarantor	Issuers	Non-Guarantor Subsidiaries	Eliminations	Consolidation
Cash flows from operating activities:					
Net cash provided by (used in) continuing operations	$ (386)	$ (7,525)	$ 96,704	$ —	$ 88,793
Net cash provided by discontinued operations	—	—	1,144	—	1,144
Net cash provided by (used in) operating activities	(386)	(7,525)	97,848	—	89,937
Cash flows from investing activities:					
Capital expenditures	—	(54,713)	(97,513)	—	(152,226)
Proceeds from sale of property, plant and equipment	—	51	2,379	—	2,430
Proceeds from sale of business	—	5,000	—	—	5,000
Intercompany transfers	—	5	6,562	(6,567)	—
Net cash used in continuing operations	—	(49,657)	(88,572)	(6,567)	(144,796)
Net cash provided by discontinued operations	—	—	66	—	66
Net cash used in investing activities	—	(49,657)	(88,506)	(6,567)	(144,730)
Cash flows from financing activities:					
Proceeds from borrowings of debt	—	415,000	—	—	415,000
Repayments of debt	—	(365,371)	—	—	(365,371)
Intercompany transfers	(5)	(6,562)	—	6,567	—
Payments for debt issuance costs	—	(92)	—	—	(92)
Proceeds from stock options exercised	—	548	—	—	548
Purchases of treasury stock	—	(3,780)	—	—	(3,780)
Net cash provided by (used in) financing activities	(5)	39,743	—	6,567	46,305
Effect of exchange rate changes on cash, cash equivalents and restricted cash	—	—	(3,691)	—	(3,691)
Net increase (decrease) in cash, cash equivalents and restricted cash	(391)	(17,439)	5,651	—	(12,179)
Cash, cash equivalents and restricted cash at beginning of period	397	24,195	25,099	—	49,691
Cash, cash equivalents and restricted cash at end of period	$ 6	$ 6,756	$ 30,750	$ —	$ 37,512

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Condensed Consolidating Statement of Cash Flows
Nine Months Ended September 30, 2017
(In thousands)

	Parent Guarantor	Issuers	Non-Guarantor Subsidiaries	Eliminations	Consolidation
Cash flows from operating activities:					
Net cash provided by (used in) continuing operations	$ (391)	$ 50,993	$ 70,632	$ —	$ 121,234
Net cash used in discontinued operations	—	—	(1,937)	—	(1,937)
Net cash provided by (used in) operating activities	(391)	50,993	68,695	—	119,297
Cash flows from investing activities:					
Capital expenditures	—	(31,582)	(47,540)	—	(79,122)
Proceeds from sale of property, plant and equipment	—	1,988	4,567	—	6,555
Proceeds from sale of business	—	894	—	—	894
Intercompany transfers	—	(684)	(43,042)	43,726	—
Net cash used in continuing operations	—	(29,384)	(86,015)	43,726	(71,673)
Net cash provided by discontinued operations	—	—	19,354	—	19,354
Net cash used in investing activities	—	(29,384)	(66,661)	43,726	(52,319)
Cash flows from financing activities:					
Proceeds from borrowings of debt	—	488,000	—	—	488,000
Repayments of debt	—	(463,940)	—	—	