

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
For the quarterly period ended June 30, 2014

OR

Transition Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-03492

**HALLIBURTON COMPANY**

(a Delaware corporation)  
75-2677995

**3000 North Sam Houston Parkway East  
Houston, Texas 77032  
(Address of Principal Executive Offices)**

**Telephone Number – Area Code (281) 871-2699**

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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of July 18, 2014, 850,527,660 shares of Halliburton Company common stock, \$2.50 par value per share, were outstanding.

HALLIBURTON COMPANY

Index

	<u>Page No.</u>
<b><u>PART I.</u></b>	
<b><u>FINANCIAL INFORMATION</u></b>	<b><u>1</u></b>
<u>Item 1.</u>	<u>1</u>
<u>Financial Statements</u>	
- <u>Condensed Consolidated Statements of Operations</u>	<u>1</u>
- <u>Condensed Consolidated Statements of Comprehensive Income</u>	<u>2</u>
- <u>Condensed Consolidated Balance Sheets</u>	<u>3</u>
- <u>Condensed Consolidated Statements of Cash Flows</u>	<u>4</u>
- <u>Notes to Condensed Consolidated Financial Statements</u>	<u>5</u>
<u>Item 2.</u>	<u>18</u>
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	
<u>Item 3.</u>	<u>32</u>
<u>Quantitative and Qualitative Disclosures About Market Risk</u>	
<u>Item 4.</u>	<u>33</u>
<u>Controls and Procedures</u>	
<b><u>PART II.</u></b>	<b><u>34</u></b>
<b><u>OTHER INFORMATION</u></b>	
<u>Item 1.</u>	<u>34</u>
<u>Legal Proceedings</u>	
<u>Item 1(a).</u>	<u>34</u>
<u>Risk Factors</u>	
<u>Item 2.</u>	<u>34</u>
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	
<u>Item 3.</u>	<u>34</u>
<u>Defaults Upon Senior Securities</u>	
<u>Item 4.</u>	<u>34</u>
<u>Mine Safety Disclosures</u>	
<u>Item 5.</u>	<u>34</u>
<u>Other Information</u>	
<u>Item 6.</u>	<u>35</u>
<u>Exhibits</u>	
<u>SIGNATURES</u>	<u>36</u>

**PART I. FINANCIAL INFORMATION**
**Item 1. Financial Statements**

**HALLIBURTON COMPANY**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

<i>Millions of dollars and shares except per share data</i>	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
<b>Revenue:</b>				
Services	\$ 6,127	\$ 5,566	\$ 11,667	\$ 10,900
Product sales	1,924	1,751	3,732	3,391
<b>Total revenue</b>	<b>8,051</b>	<b>7,317</b>	<b>15,399</b>	<b>14,291</b>
<b>Operating costs and expenses:</b>				
Cost of services	5,151	4,765	9,916	9,379
Cost of sales	1,617	1,481	3,155	2,867
Loss contingency for Macondo well incident	—	—	—	1,000
General and administrative	89	87	164	159
<b>Total operating costs and expenses</b>	<b>6,857</b>	<b>6,333</b>	<b>13,235</b>	<b>13,405</b>
<b>Operating income</b>	<b>1,194</b>	<b>984</b>	<b>2,164</b>	<b>886</b>
Interest expense, net of interest income of \$4, \$2, \$7 and \$5	(94)	(71)	(187)	(142)
Other, net	(24)	(11)	(55)	(25)
<b>Income from continuing operations before income taxes</b>	<b>1,076</b>	<b>902</b>	<b>1,922</b>	<b>719</b>
Provision for income taxes	(299)	(256)	(528)	(84)
<b>Income from continuing operations</b>	<b>777</b>	<b>646</b>	<b>1,394</b>	<b>635</b>
Income (loss) from discontinued operations, net of income tax benefit (provision) of \$1, \$(2), \$2 and \$0	(2)	2	(3)	(3)
<b>Net income</b>	<b>\$ 775</b>	<b>\$ 648</b>	<b>\$ 1,391</b>	<b>\$ 632</b>
Net (income) loss attributable to noncontrolling interest	(1)	(4)	5	(6)
<b>Net income attributable to company</b>	<b>\$ 774</b>	<b>\$ 644</b>	<b>\$ 1,396</b>	<b>\$ 626</b>
<b>Amounts attributable to company shareholders:</b>				
Income from continuing operations	\$ 776	\$ 642	\$ 1,399	\$ 629
Income (loss) from discontinued operations, net	(2)	2	(3)	(3)
<b>Net income attributable to company</b>	<b>\$ 774</b>	<b>\$ 644</b>	<b>\$ 1,396</b>	<b>\$ 626</b>
<b>Basic income per share attributable to company shareholders:</b>				
Income from continuing operations	\$ 0.92	\$ 0.69	\$ 1.65	\$ 0.68
Income (loss) from discontinued operations, net	—	0.01	—	(0.01)
<b>Net income per share</b>	<b>\$ 0.92</b>	<b>\$ 0.70</b>	<b>\$ 1.65</b>	<b>\$ 0.67</b>
<b>Diluted income per share attributable to company shareholders:</b>				
Income from continuing operations	\$ 0.91	\$ 0.69	\$ 1.64	\$ 0.68
Loss from discontinued operations, net	—	—	—	(0.01)
<b>Net income per share</b>	<b>\$ 0.91</b>	<b>\$ 0.69</b>	<b>\$ 1.64</b>	<b>\$ 0.67</b>
Cash dividends per share	\$ 0.15	\$ 0.125	\$ 0.30	\$ 0.25
Basic weighted average common shares outstanding	846	925	847	928
Diluted weighted average common shares outstanding	852	928	853	931

See notes to condensed consolidated financial statements.

**HALLIBURTON COMPANY**  
**Condensed Consolidated Statements of Comprehensive Income**  
**(Unaudited)**

<i>Millions of dollars</i>	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
<b>Net income</b>	\$ 775	\$ 648	\$ 1,391	\$ 632
<b>Other comprehensive income, net of income taxes:</b>				
Defined benefit and other postretirement plan adjustments	\$ 3	\$ 2	\$ 6	\$ 6
Other	(3)	(1)	(2)	1
Other comprehensive income, net of income taxes	—	1	4	7
<b>Comprehensive income</b>	\$ 775	\$ 649	\$ 1,395	\$ 639
Comprehensive (income) loss attributable to noncontrolling interest	(1)	(3)	5	(6)
<b>Comprehensive income attributable to company shareholders</b>	\$ 774	\$ 646	\$ 1,400	\$ 633

See notes to condensed consolidated financial statements.

**HALLIBURTON COMPANY**  
**Condensed Consolidated Balance Sheets**

	June 30, 2014	December 31, 2013
<i>Millions of dollars and shares except per share data</i>		
(Unaudited)		
<b>Assets</b>		
<b>Current assets:</b>		
Cash and equivalents	\$ 2,360	\$ 2,356
Receivables (less allowance for bad debts of \$111 and \$117)	6,781	6,181
Inventories	3,529	3,305
Other current assets	1,495	1,862
<b>Total current assets</b>	<b>14,165</b>	<b>13,704</b>
Property, plant, and equipment, net of accumulated depreciation of \$10,318 and \$9,480	11,677	11,322
Goodwill	2,267	2,168
Other assets	2,375	2,029
<b>Total assets</b>	<b>\$ 30,484</b>	<b>\$ 29,223</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 2,727	\$ 2,365
Accrued employee compensation and benefits	940	1,029
Loss contingency for Macondo well incident	278	278
Other current liabilities	1,424	1,354
<b>Total current liabilities</b>	<b>5,369</b>	<b>5,026</b>
Long-term debt	7,816	7,816
Loss contingency for Macondo well incident	1,022	1,022
Employee compensation and benefits	583	584
Other liabilities	1,107	1,160
<b>Total liabilities</b>	<b>15,897</b>	<b>15,608</b>
<b>Shareholders' equity:</b>		
Common shares, par value \$2.50 per share (authorized 2,000 shares, issued 1,072 shares)	2,679	2,680
Paid-in capital in excess of par value	244	415
Accumulated other comprehensive loss	(303)	(307)
Retained earnings	19,984	18,842
Treasury stock, at cost (222 and 223 shares)	(8,042)	(8,049)
<b>Company shareholders' equity</b>	<b>14,562</b>	<b>13,581</b>
Noncontrolling interest in consolidated subsidiaries	25	34
<b>Total shareholders' equity</b>	<b>14,587</b>	<b>13,615</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 30,484</b>	<b>\$ 29,223</b>

See notes to condensed consolidated financial statements.

**HALLIBURTON COMPANY**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**

<i>Millions of dollars</i>	Six Months Ended June 30	
	2014	2013
<b>Cash flows from operating activities:</b>		
Net income	\$ 1,391	\$ 632
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation, depletion, and amortization	1,034	922
Loss contingency for Macondo well incident	—	1,000
Other changes:		
Receivables	(594)	(613)
Accounts payable	355	227
Inventories	(218)	(154)
Payment of Barracuda-Caratinga obligation	—	(219)
Other	107	(324)
<b>Total cash flows from operating activities</b>	<b>2,075</b>	<b>1,471</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures	(1,375)	(1,396)
Sales of investment securities	204	232
Purchases of investment securities	(115)	(110)
Other investing activities	(234)	83
<b>Total cash flows from investing activities</b>	<b>(1,520)</b>	<b>(1,191)</b>
<b>Cash flows from financing activities:</b>		
Payments to reacquire common stock	(500)	(1,015)
Dividends to shareholders	(254)	(231)
Other financing activities	230	(83)
<b>Total cash flows from financing activities</b>	<b>(524)</b>	<b>(1,329)</b>
Effect of exchange rate changes on cash	(27)	(23)
Increase (decrease) in cash and equivalents	4	(1,072)
Cash and equivalents at beginning of period	2,356	2,484
<b>Cash and equivalents at end of period</b>	<b>\$ 2,360</b>	<b>\$ 1,412</b>
<b>Supplemental disclosure of cash flow information:</b>		
Cash payments during the period for:		
Interest	\$ 191	\$ 146
Income taxes	\$ 342	\$ 390

See notes to condensed consolidated financial statements.

**HALLIBURTON COMPANY**  
**Notes to Condensed Consolidated Financial Statements**  
**(Unaudited)**

**Note 1. Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements were prepared using generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and Regulation S-X. Accordingly, these financial statements do not include all information or notes required by generally accepted accounting principles for annual financial statements and should be read together with our 2013 Annual Report on Form 10-K.

Our accounting policies are in accordance with United States generally accepted accounting principles. The preparation of financial statements in conformity with these accounting principles requires us to make estimates and assumptions that affect:

- the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements; and
- the reported amounts of revenue and expenses during the reporting period.

Ultimate results could differ from our estimates.

In our opinion, the condensed consolidated financial statements included herein contain all adjustments necessary to present fairly our financial position as of June 30, 2014, the results of our operations for the three and six months ended June 30, 2014 and 2013, and our cash flows for the six months ended June 30, 2014 and 2013. Such adjustments are of a normal recurring nature. In addition, certain reclassifications of prior period balances have been made to conform to current period presentation. The results of our operations for the three and six months ended June 30, 2014 may not be indicative of results for the full year.

**Note 2. Business Segment and Geographic Information**

We operate under two divisions, which form the basis for the two operating segments we report: the Completion and Production segment and the Drilling and Evaluation segment.

The following table presents information on our business segments. "Corporate and other" includes expenses related to support functions and corporate executives. Also included are certain gains and losses not attributable to a particular business segment, such as the loss contingency related to the Macondo well incident recorded during the first quarter of 2013 and a \$55 million charitable contribution expensed during the second quarter of 2013.

Intersegment revenue was immaterial. Our equity in earnings and losses of unconsolidated affiliates that are accounted for by the equity method of accounting are included in revenue and operating income of the applicable segment.

<i>Millions of dollars</i>	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
<b>Revenue:</b>				
Completion and Production	\$ 4,942	\$ 4,363	\$ 9,362	\$ 8,463
Drilling and Evaluation	3,109	2,954	6,037	5,828
Total revenue	\$ 8,051	\$ 7,317	\$ 15,399	\$ 14,291
<b>Operating income:</b>				
Completion and Production	\$ 887	\$ 732	\$ 1,548	\$ 1,347
Drilling and Evaluation	414	415	812	822
Total operations	1,301	1,147	2,360	2,169
Corporate and other	(107)	(163)	(196)	(1,283)
Total operating income	\$ 1,194	\$ 984	\$ 2,164	\$ 886
Interest expense, net of interest income	(94)	(71)	(187)	(142)
Other, net	(24)	(11)	(55)	(25)
Income from continuing operations before income taxes	\$ 1,076	\$ 902	\$ 1,922	\$ 719

**Receivables**

As of June 30, 2014, 38% of our gross trade receivables were from customers in the United States. As of December 31, 2013, 34% of our gross trade receivables were from customers in the United States. No other country or single customer accounted for more than 10% of our gross trade receivables at these dates.

*Venezuela.* We have experienced delays in collecting payment on our receivables from our primary customer in Venezuela. These receivables are not disputed, and we have not historically had material write-offs relating to this customer. Our total outstanding trade receivables in Venezuela were \$618 million, or approximately 9% of our gross trade receivables, as of June 30, 2014, compared to \$486 million, or approximately 8% of our gross trade receivables, as of December 31, 2013. Of the \$618 million of receivables in Venezuela as of June 30, 2014, \$232 million have been classified as long-term and included within “Other assets” on our condensed consolidated balance sheets. Of the \$486 million of receivables in Venezuela as of December 31, 2013, \$183 million have been classified as long-term and included within “Other assets” on our condensed consolidated balance sheets.

In February 2013, the Venezuelan government devalued the Bolívar, from the preexisting exchange rate of 4.3 Bolívares per United States dollar to 6.3 Bolívares per United States dollar.

During 2014, the Venezuelan government has made available two new foreign exchange rate mechanisms through which a company may be able to legally convert Bolívares to United States dollars, in addition to the National Center of Foreign Commerce official rate of 6.3 Bolívares per United States dollar:

- (1) a bid rate established via weekly auctions under the Complementary System of Foreign Currency Acquirement (SICAD I); and
- (2) an auction rate which is intended to more closely resemble a market-driven exchange rate (SICAD II).

The availability of new currency mechanisms had no impact on our results of operations during the six months ended June 30, 2014 as we continue to use the official exchange rate to remeasure net assets denominated in Bolívares. We have not utilized nor do we intend at this time to utilize either of the newly available exchange mechanisms to transact business in Venezuela. We will continue to monitor any future impact of these mechanisms on the exchange rate we use to remeasure our Venezuelan subsidiary’s financial statements.

For additional information, see Part I, Item 1(a), “Risk Factors” in our 2013 Annual Report on Form 10-K.

### **Note 3. Inventories**

Inventories are stated at the lower of cost or market value. In the United States, we manufacture certain finished products and parts inventories for drill bits, completion products, bulk materials, and other tools that are recorded using the last-in, first-out method, which totaled \$184 million as of June 30, 2014 and \$157 million as of December 31, 2013. If the average cost method had been used, total inventories would have been \$36 million higher than reported as of June 30, 2014 and \$35 million higher than reported as of December 31, 2013. The cost of the remaining inventory was recorded on the average cost method. Inventories consisted of the following:

<i>Millions of dollars</i>	June 30, 2014	December 31, 2013
Finished products and parts	\$ 2,555	\$ 2,445
Raw materials and supplies	783	720
Work in process	191	140
<b>Total</b>	<b>\$ 3,529</b>	<b>\$ 3,305</b>

Finished products and parts are reported net of obsolescence reserves of \$139 million as of June 30, 2014 and \$130 million as of December 31, 2013.



**Note 4. Shareholders' Equity**

The following tables summarize our shareholders' equity activity:

<i>Millions of dollars</i>	Total shareholders' equity	Company shareholders' equity	Noncontrolling interest in consolidated subsidiaries
Balance at December 31, 2013	\$ 13,615	\$ 13,581	\$ 34
Shares repurchased	(500)	(500)	—
Stock plans	357	357	—
Payments of dividends to shareholders	(254)	(254)	—
Other	(26)	(22)	(4)
Comprehensive income	1,395	1,400	(5)
Balance at June 30, 2014	\$ 14,587	\$ 14,562	\$ 25

  

<i>Millions of dollars</i>	Total shareholders' equity	Company shareholders' equity	Noncontrolling interest in consolidated subsidiaries
Balance at December 31, 2012	\$ 15,790	\$ 15,765	\$ 25
Shares repurchased	(1,050)	(1,050)	—
Stock plans	244	244	—
Payments of dividends to shareholders	(231)	(231)	—
Other	(27)	(24)	(3)
Comprehensive income	639	633	6
Balance at June 30, 2013	\$ 15,365	\$ 15,337	\$ 28

Our Board of Directors has authorized a program to repurchase our common stock from time to time. During the six months ended June 30, 2014, under that program we repurchased approximately 8.9 million shares of our common stock for a total cost of \$500 million. On July 15, 2014, our board of directors increased the authorization to repurchase our common stock by approximately \$4.8 billion, to a new total remaining repurchase capacity of \$6.0 billion. From the inception of this program in February 2006 through June 30, 2014, we repurchased approximately 197 million shares of our common stock for a total cost of approximately \$8.1 billion.

Accumulated other comprehensive loss consisted of the following:

<i>Millions of dollars</i>	June 30, 2014	December 31, 2013
Defined benefit and other postretirement liability adjustments	\$ (236)	\$ (241)
Cumulative translation adjustments	(68)	(69)
Other	1	3
Total accumulated other comprehensive loss	\$ (303)	\$ (307)

**Note 5. KBR Separation**

During 2007, we completed the separation of KBR, Inc. (KBR) from us by exchanging KBR common stock owned by us for our common stock. We entered into various agreements relating to the separation of KBR, including, among others, a Master Separation Agreement (MSA) and a Tax Sharing Agreement (TSA). We recorded a liability at that time reflecting the estimated fair value of the indemnities provided to KBR. Since the separation, we have recorded adjustments to reflect changes to our estimation of our remaining obligation. All such adjustments were recorded in "Income (loss) from discontinued operations, net of income tax (provision) benefit." During the first quarter of 2013, we paid \$219 million to satisfy our obligation under a guarantee related to the Barracuda-Caratinga matter, a legacy KBR project. There were no amounts accrued for indemnities provided to KBR at June 30, 2014.

**Tax Sharing Agreement**

The TSA provides for the calculation and allocation of United States and certain other jurisdiction tax liabilities between KBR and us for the periods 2001 through the date of separation. The TSA is complex, and finalization of amounts

owed between KBR and us under the TSA can occur only after income tax audits are completed by the taxing authorities and both parties have had time to analyze the results.

During the second quarter of 2012, we sent a notice under the TSA to KBR requesting the appointment of an arbitrator in accordance with the terms of the TSA. This request asked the arbitrator to find that KBR owed us a certain amount pursuant to the TSA. KBR denied that it owed us any amount and asserted instead that we owed KBR a certain amount under the TSA. KBR also asserted that it believes the MSA controls its defenses to our TSA claim and demanded arbitration of those defenses under the MSA. In July 2012, we filed suit in the District Court of Harris County, Texas, seeking to compel KBR to arbitrate the entire dispute in accordance with the provisions of the TSA, rather than the MSA. KBR filed a cross-motion seeking to compel arbitration of its defenses under the MSA. In September 2012, the court denied our motion and granted KBR's motion to compel arbitration under the MSA. We continue to believe that the TSA was intended to govern the entire matter and have appealed. The appeal is pending before the court of appeals.

In May 2013, KBR's defenses were arbitrated before a panel appointed pursuant to the MSA. In June 2013, the panel issued its decision, finding it had jurisdiction to hear the dispute and that a portion of our claims made under the TSA were barred by the time limitation provision in the MSA. In September 2013, we filed a motion and an application to vacate the panel's decision with the District Court of Harris County, Texas. The court has not ruled on the motion or application.

The MSA panel also ordered the parties to return to the TSA arbitrator for determination of the parties' remaining claims under the TSA. On October 9, 2013, the TSA arbitrator issued a report regarding the claims made by each party. The report found that KBR owes us a net amount of approximately \$105 million, plus interest, with each party bearing its own costs related to the matter.

On October 21, 2013, KBR submitted a request for clarification and reconsideration of the TSA arbitrator's report. In December 2013, the TSA arbitrator issued a supplemental report that reaffirmed the award.

In January 2014, KBR filed a motion with the MSA panel to enforce the panel's June 2013 decision. KBR's motion claimed, among other things, that certain of our claims submitted to the TSA arbitrator were time-barred under the MSA and that the TSA arbitrator misinterpreted the TSA. In February 2014, we filed a response to KBR's motion with the MSA panel. In March 2014, the MSA panel denied KBR's motion.

On February 3, 2014, we also filed an application to confirm the TSA arbitrator's award with the District Court of Harris County, Texas. On February 24, 2014, KBR filed its response and a cross-motion to vacate the TSA arbitrator's award. A hearing on our application and KBR's response was held in April 2014. The district court has taken the matters under advisement, but has indicated that it will not rule on them until the court of appeals has ruled on our appeal of the district court's September 2012 decision to grant KBR's motion to compel arbitration under the MSA.

Due to the uncertainty surrounding the ultimate determination of the parties' claims under the TSA, no material anticipated recovery amounts or liabilities related to this matter have been recognized in the condensed consolidated financial statements as of June 30, 2014.

## **Note 6. Commitments and Contingencies**

### ***Macondo well incident***

*Overview.* The semisubmersible drilling rig, Deepwater Horizon, sank on April 22, 2010 after an explosion and fire onboard the rig that began on April 20, 2010. The Deepwater Horizon was owned by Transocean Ltd. and had been drilling the Macondo exploration well in Mississippi Canyon Block 252 in the Gulf of Mexico for the lease operator, BP Exploration & Production, Inc. (BP Exploration), an indirect wholly owned subsidiary of BP p.l.c. We performed a variety of services for BP Exploration, including cementing, mud logging, directional drilling, measurement-while-drilling, and rig data acquisition services. Crude oil flowing from the well site spread across thousands of square miles of the Gulf of Mexico and reached the United States Gulf Coast. Efforts to contain the flow of hydrocarbons from the well were led by the United States government and by BP p.l.c., BP Exploration, and their affiliates (collectively, BP). There were eleven fatalities and a number of injuries as a result of the Macondo well incident.

We are currently unable to fully estimate the impact the Macondo well incident will have on us. The multi-district litigation (MDL) proceeding referred to below is ongoing. We cannot predict the outcome of the many lawsuits and investigations relating to the Macondo well incident, including orders and rulings of the court that impact the MDL, the results of the MDL trial, the effect that the settlements between BP and the Plaintiffs' Steering Committee (PSC) in the MDL and other settlements may have on claims against us, or whether we might settle with one or more of the parties to any lawsuit or investigation. The first two phases of the MDL trial have concluded, and the MDL court could begin issuing rulings at any time. A determination that the performance of our services on the Deepwater Horizon constituted gross negligence could result in substantial liability to the numerous plaintiffs for punitive damages and potentially to BP with respect to its direct claims against us.

As of June 30, 2014, our loss contingency liability for the Macondo well incident, relating to the MDL, remained at \$1.3 billion, consisting of a current portion of \$278 million and a non-current portion of \$1.0 billion. This amount represents a loss contingency that is probable and for which a reasonable estimate of a loss can be made, although we continue to believe that we have substantial legal arguments and defenses against any liability and that BP's indemnity obligation protects us as described below. This loss contingency liability does not include potential recoveries from our insurers.

We have participated in intermittent discussions with the PSC regarding the potential for a settlement that would resolve a substantial portion of the claims against us that are pending in the MDL trial. BP, however, has not participated in any recent settlement discussions with us. Reaching a settlement involves a complex process, and there can be no assurance as to whether or when we may complete a settlement. In addition, the settlement discussions we have had to date do not cover all parties and claims relating to the Macondo well incident. Accordingly, there are additional loss contingencies relating to the Macondo well incident that are reasonably possible but for which we cannot make a reasonable estimate. Given the numerous potential developments relating to the MDL and other lawsuits and investigations, which could occur at any time, we may adjust our estimated loss contingency liability in the future. Liabilities arising out of the Macondo well incident could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

*Investigations and Regulatory Action.* Several regulatory agencies and others, including the specially constituted National Commission on the BP Deepwater Horizon Oil Spill and Offshore Drilling (National Commission), conducted investigations of the Macondo well incident, and reports issued as a result of those investigations have been critical of BP, Transocean, and us, among others. For example, one or more of those reports have concluded that primary cement failure was a direct cause of the blowout, that cement testing performed by an independent laboratory "strongly suggests" that the foam cement slurry used on the Macondo well was unstable, and that numerous other oversights and factors caused or contributed to the cause of the incident, including BP's failure to run a cement bond log, BP's and Transocean's failure to properly conduct and interpret a negative-pressure test, the failure of the drilling crew and our surface data logging specialist to recognize that an unplanned influx of oil, natural gas, or fluid into the well was occurring, communication failures among BP, Transocean, and us, and flawed decisions relating to the design, construction, and testing of barriers critical to the temporary abandonment of the well.

In October 2011, the Bureau of Safety and Environmental Enforcement (BSEE) issued a notification of Incidents of Noncompliance (INCs) to us for allegedly violating federal regulations relating to the failure to take measures to prevent the unauthorized release of hydrocarbons, the failure to take precautions to keep the Macondo well under control, the failure to cement the well in a manner that would, among other things, prevent the release of fluids into the Gulf of Mexico, and the failure to protect health, safety, property, and the environment as a result of a failure to perform operations in a safe and workmanlike manner. According to the BSEE's notice, we did not ensure an adequate barrier to hydrocarbon flow after cementing the production casing and did not detect the influx of hydrocarbons until they were above the blowout preventer stack. We understand that the regulations in effect at the time of the alleged violations provide for fines of up to \$35,000 per day per violation. We have appealed the INCs to the Interior Board of Land Appeals (IBLA). In January 2012, the IBLA, in response to our and the BSEE's joint request, suspended the appeal pending certain proceedings in the MDL trial. Once the MDL court issues a final decision in the trial, we expect to file a proposal for further action in the appeal within 60 days. The BSEE has announced that the INCs will be reviewed for possible imposition of civil penalties once the appeal has ended. The BSEE has stated that this is the first time the Department of the Interior has issued INCs directly to a contractor that was not the well's operator.

*The Cementing Job and Reaction to Reports.* We disagree with the reports referred to above regarding many of their findings and characterizations with respect to our cementing and surface data logging services, as applicable, on the Deepwater Horizon. We have provided information to the National Commission, its staff, and representatives of other investigatory bodies that we believe has been overlooked or omitted from their reports, as applicable. We intend to continue to vigorously defend ourselves in any investigation relating to our involvement with the Macondo well that we believe inaccurately evaluates or depicts our services on the Deepwater Horizon.

The cement slurry on the Deepwater Horizon was designed and prepared pursuant to well condition data provided by BP. Regardless of whether alleged weaknesses in cement design and testing are or are not ultimately established, and regardless of whether the cement slurry was utilized in similar applications or was prepared consistent with industry standards, we believe that had BP and Transocean properly interpreted a negative-pressure test, this test would have revealed any problems with the cement. In addition, had BP designed the Macondo well to allow a full cement bond log test or if BP had conducted even a partial cement bond log test, the test likely would have revealed any problems with the cement. BP, however, elected not to conduct any cement bond log tests, and with Transocean misinterpreted the negative-pressure test, both of which could have resulted in remedial action, if appropriate, with respect to the cementing services. Also, we believe that BP knew or should have known about a critical, additional hydrocarbon zone in the well that BP failed to disclose to us prior to the design of the cement program for the Macondo well.

At this time we cannot predict the impact of the investigations or reports referred to above, or the conclusions or impact of future investigations or reports. We also cannot predict whether any investigations or reports will have an influence on or result in us being named as a party in any action alleging liability or violation of a statute or regulation. We intend to

continue to cooperate fully with all hearings, investigations, and requests for information relating to the Macondo well incident. We cannot predict the outcome of, or the costs to be incurred in connection with, any of these hearings or investigations, and therefore we cannot predict the potential impact they may have on us.

*DOJ Investigations and Actions.* On June 1, 2010, the United States Attorney General announced that the United States Department of Justice (DOJ) was launching civil and criminal investigations into the Macondo well incident to closely examine the actions of those involved, and that the DOJ was working with attorneys general of states affected by the Macondo well incident. The DOJ announced that it was reviewing, among other traditional criminal statutes, possible violations of and liabilities under The Clean Water Act (CWA), The Oil Pollution Act of 1990 (OPA), and the Endangered Species Act of 1973 (ESA).

The CWA provides authority for civil penalties for discharges of oil into or upon navigable waters of the United States, adjoining shorelines, or in connection with the Outer Continental Shelf Lands Act (OCSLA) in quantities that are deemed harmful. A single discharge event may result in the assertion of numerous violations under the CWA. Civil proceedings under the CWA can be commenced against an “owner, operator, or person in charge of any vessel, onshore facility, or offshore facility from which oil or a hazardous substance is discharged” in violation of the CWA. The civil penalties that can be imposed against responsible parties range from up to \$1,100 per barrel of oil discharged in the case of those found strictly liable to \$4,300 per barrel of oil discharged in the case of those found to have been grossly negligent.

The OPA establishes liability for discharges of oil from vessels, onshore facilities, and offshore facilities into or upon the navigable waters of the United States. Under the OPA, the “responsible party” for the discharging vessel or facility is liable for removal and response costs as well as for damages, including recovery costs to contain and remove discharged oil and damages for injury to natural resources and real or personal property, lost revenues, lost profits, and lost earning capacity. The cap on liability under the OPA during 2010 was the full cost of removal of the discharged oil plus up to \$75 million for damages, except that the \$75 million cap does not apply in the event the damage was proximately caused by gross negligence or the violation of certain federal safety, construction or operating standards. The OPA defines the set of responsible parties differently depending on whether the source of the discharge is a vessel or an offshore facility. Liability for vessels is imposed on owners and operators; liability for offshore facilities is imposed on the holder of the permit or lessee of the area in which the facility is located.

The ESA establishes liability for injury and death to wildlife. The ESA provides for civil penalties for knowing violations that can range up to \$25,000 per violation.

On December 15, 2010, the DOJ filed a civil action seeking damages and injunctive relief against BP Exploration, Anadarko Petroleum Corporation and Anadarko E&P Company LP (together, Anadarko), which had an approximate 25% interest in the Macondo well, certain subsidiaries of Transocean Ltd., and others for violations of the CWA and the OPA. The DOJ’s complaint seeks an action declaring that the defendants are strictly liable under the CWA as a result of harmful discharges of oil into the Gulf of Mexico and upon United States shorelines as a result of the Macondo well incident. The complaint also seeks an action declaring that the defendants are strictly liable under the OPA for the discharge of oil that has resulted in, among other things, injury to, loss of, loss of use of, or destruction of natural resources and resource services in and around the Gulf of Mexico and the adjoining United States shorelines and resulting in removal costs and damages to the United States far exceeding \$75 million. BP Exploration has been designated, and has accepted the designation, as a responsible party for the pollution under the CWA and the OPA. Others have also been named as responsible parties, and all responsible parties may be held jointly and severally liable for any damages under the OPA. A responsible party may make a claim for contribution against any other responsible party or against third parties it alleges contributed to or caused the oil spill. In connection with the proceedings discussed below under “Litigation,” in April 2011 BP Exploration filed a claim against us for equitable contribution with respect to liabilities incurred by BP Exploration under the OPA or another law, which subsequent court filings have indicated may include the CWA, and requested a judgment that the DOJ assert its claims for OPA financial liability directly against us. We filed a motion to dismiss BP Exploration’s claim, and that motion is pending. In July 2013, we also filed a motion for summary judgment requesting a court order that we are not liable to BP or Transocean for equitable indemnification or contribution with regard to any CWA fines and penalties that have been assessed or may be assessed against BP or Transocean. That motion is also pending.

We were not named as a responsible party under the CWA or the OPA in the DOJ civil action, and we do not believe we are a responsible party under the CWA or the OPA. While we were not included in the DOJ’s civil complaint, there can be no assurance that federal governmental authorities will not bring a civil action against us under the CWA, the OPA, and/or other statutes or regulations.

In July 2013, we reached an agreement with the DOJ to conclude the federal government's criminal investigation of us in relation to the Macondo well incident. Pursuant to a cooperation guilty plea agreement, Halliburton Energy Services, Inc., our wholly owned subsidiary (HESI), agreed to plead guilty to one misdemeanor violation of federal law concerning the deletion of certain computer files created after the occurrence of the Macondo well incident. Pursuant to the plea agreement, HESI agreed to pay a criminal fine of \$0.2 million within five days of sentencing and agreed to three years' probation. The DOJ has agreed that it will not pursue further criminal prosecution of us, including our subsidiaries, for any conduct relating to or arising out of the Macondo well incident. We have agreed to continue to cooperate with the DOJ in any ongoing investigation related to or arising from the incident. In September 2013, our guilty plea was entered and approved by a federal district court judge on the terms and conditions of the plea agreement, and the DOJ closed its criminal investigation of us in relation to the Macondo well incident.

In November 2012, BP announced that it reached an agreement with the DOJ to resolve all federal criminal charges against it stemming from the Macondo well incident. BP agreed to plead guilty to 14 criminal charges, with 13 of those charges based on the negligent misinterpretation of the negative-pressure test conducted on the Deepwater Horizon. BP also agreed to pay \$4.0 billion, including approximately \$1.3 billion in criminal fines, to take actions to further enhance the safety of drilling operations in the Gulf of Mexico, to a term of five years' probation, and to the appointment of two monitors with four-year terms, one relating to process safety and risk management procedures concerning deepwater drilling in the Gulf of Mexico and one relating to the improvement, implementation, and enforcement of BP's code of conduct.

In January 2013, Transocean announced that it reached an agreement with the DOJ to resolve certain claims for civil penalties and potential criminal claims against it arising from the Macondo well incident. Transocean agreed to plead guilty to one misdemeanor violation of the CWA for negligent discharge of oil into the Gulf of Mexico, to pay \$1.0 billion in CWA penalties and \$400 million in fines and recoveries, to implement certain measures to prevent a recurrence of an uncontrolled discharge of hydrocarbons, and to a term of five years' probation.

*Litigation.* Since April 21, 2010, plaintiffs have been filing lawsuits relating to the Macondo well incident. Generally, those lawsuits allege either (1) damages arising from the oil spill pollution and contamination (*e.g.*, diminution of property value, lost tax revenue, lost business revenue, lost tourist dollars, inability to engage in recreational or commercial activities) or (2) wrongful death or personal injuries. We are named along with other unaffiliated defendants in more than 1,800 complaints, most of which are alleged class actions, involving pollution damage claims and at least six personal injury lawsuits involving three decedents and at least two allegedly injured persons who were on the drilling rig at the time of the incident. At least six additional lawsuits naming us and others relate to alleged personal injuries sustained by those responding to the explosion and oil spill. Additional civil lawsuits may be filed against us.

The pollution complaints generally allege, among other things, negligence and gross negligence, property damages, taking of protected species, and potential economic losses as a result of environmental pollution, and generally seek awards of unspecified economic, compensatory, and punitive damages, as well as injunctive relief. Plaintiffs in these pollution cases have brought suit under various legal provisions, including the OPA, the CWA, The Migratory Bird Treaty Act of 1918, the ESA, the OCSLA, the Longshoremen and Harbor Workers Compensation Act, general maritime law, state common law, and various state environmental and products liability statutes. Furthermore, the pollution complaints include suits brought against us by governmental entities, including all of the coastal states of the Gulf of Mexico, numerous local governmental entities, the Mexican State of Yucatan, and the United Mexican States.

The wrongful death and other personal injury complaints generally allege negligence and gross negligence and seek awards of compensatory damages, including unspecified economic damages, and punitive damages. We have retained counsel and are investigating and evaluating the claims, the theories of recovery, damages asserted, and our respective defenses to all of these claims.

Plaintiffs originally filed the lawsuits described above in federal and state courts throughout the United States. Except for a relatively small number of lawsuits not yet consolidated, the Judicial Panel on Multi-District Litigation ordered all of the lawsuits against us consolidated in the MDL proceeding before Judge Carl Barbier in the United States Eastern District of Louisiana.

Judge Barbier is also presiding over a separate proceeding filed by Transocean under the Limitation of Liability Act (Limitation Action). In the Limitation Action, Transocean seeks to limit its liability for claims arising out of the Macondo well incident to the value of the rig and its freight. While the Limitation Action has been formally consolidated into the MDL, the court is nonetheless, in some respects, treating the Limitation Action as an associated but separate proceeding. In February 2011, Transocean tendered us, along with all other defendants, into the Limitation Action. As a result of the tender, we and all other defendants are being treated as direct defendants to the plaintiffs' claims as if the plaintiffs had sued us and the other defendants directly. In the Limitation Action, the judge intends to determine the allocation of liability among all defendants in the hundreds of lawsuits associated with the Macondo well incident, including those in the MDL proceeding that are pending in his court. Specifically, the judge intends to determine the liability, limitation, exoneration, and fault allocation with regard to all of the defendants in a trial, which to date has occurred in two phases. We do not believe that a single determination of liability in the Limitation Action is properly applied, particularly with respect to gross negligence and punitive damages, to the hundreds of lawsuits pending in the MDL proceeding.

The defendants in the proceedings described above have filed numerous cross claims and third party claims against certain other defendants. Claims against us seek subrogation, contribution, indemnification, including with respect to liabilities under the OPA, and direct damages, and allege negligence, gross negligence, fraudulent conduct, willful misconduct, fraudulent concealment, comparative fault, and breach of warranty of workmanlike performance. In addition to the claims against us, generally the defendants in the proceedings described above, including us, filed claims, including for liabilities under the OPA and other claims similar to those described above, against the other defendants. Our claims against the other defendants seek contribution and indemnification, and allege negligence, gross negligence and willful misconduct. Several of the parties have settled claims among themselves, and claims against some parties have been dismissed. We have also filed an answer to Transocean's Limitation petition denying Transocean's right to limit its liability, denying all claims and responsibility for the incident, seeking contribution and indemnification, and alleging negligence and gross negligence.

Judge Barbier has issued an order, among others, clarifying certain aspects of law applicable to the lawsuits pending in his court. The court ruled that: (1) general maritime law will apply, and therefore all claims brought under state law causes of action were dismissed; (2) general maritime law claims may be brought directly against defendants who are non-“responsible parties” under the OPA with the exception of pure economic loss claims by plaintiffs other than commercial fishermen; (3) all claims for damages, including pure economic loss claims, may be brought under the OPA directly against responsible parties; and (4) punitive damage claims may be brought against both responsible and non-responsible parties under general maritime law. As discussed above, with respect to the ruling that claims for damages may be brought under the OPA against responsible parties, we have not been named as a responsible party under the OPA, but BP Exploration has filed a claim against us for contribution with respect to liabilities incurred by BP Exploration under the OPA. The rulings in the court's order remain subject to each applicable party's right to appeal. Certain parishes in Louisiana appealed the dismissal of their state law claims under the order, but the United States Fifth Circuit Court of Appeals (Fifth Circuit) affirmed Judge Barbier's dismissal of their claims.

The MDL court has dismissed: (1) claims by or on behalf of owners, lessors, and lessees of real property that allege to have suffered a reduction in the value of real property even though the property was not physically touched by oil and the property was not sold; (2) claims for economic losses based solely on consumers' decisions not to purchase fuel or goods from BP fuel stations and stores based on consumer animosity toward BP; and (3) claims by or on behalf of recreational fishermen, divers, beachgoers, boaters and others that allege damages such as loss of enjoyment of life from their inability to use portions of the Gulf of Mexico for recreational and amusement purposes. In dismissing those claims, the MDL court also noted that we are not liable with respect to those claims under the OPA because we are not a “responsible party” under the OPA. A group of plaintiffs appealed the order, but the Fifth Circuit dismissed the appeal.

In April 2012, BP announced that it had reached definitive settlement agreements with the PSC to resolve the substantial majority of eligible private economic loss and medical claims stemming from the Macondo well incident. The PSC acts on behalf of individuals and business plaintiffs in the MDL. The settlements do not include claims against BP made by the DOJ or other federal agencies or by states and local governments. In addition, the settlements provide that, to the extent permitted by law, BP will assign to the settlement class certain of its claims, rights, and recoveries against Transocean and us for damages, including BP's alleged direct damages such as damages for clean-up expenses and damage to the well and reservoir. We do not believe that our contract with BP Exploration permits the assignment of certain claims to the settlement class without our consent. The MDL court has since confirmed certification of the classes for both settlements and granted final approval of the settlements. We objected to the settlements on the grounds set forth above, among other reasons. The MDL court held, however, that we, as a non-settling defendant, lacked standing to object to the settlements but noted that it did not express any opinion as to the validity of BP's assignment of certain claims to the settlement class and that the settlements do not affect any of our procedural or substantive rights in the MDL. BP has been challenging certain provisions of its settlement of economic loss claims in the MDL court and applicable appellate courts. Appeals relating to the settlement of the medical claims have been dismissed, and that settlement is final as of February 2014. We are unable to predict at this time the effect that the settlements, or any challenge, modification, or overturning of the settlements, may have on claims against us.

The first phase of the MDL trial, which concluded in April 2013, covered issues arising out of the conduct and degree of culpability of various parties allegedly relevant to the loss of well control, the ensuing fire and explosion on and sinking of the Deepwater Horizon, and the initiation of the release of hydrocarbons from the Macondo well. At the conclusion of the plaintiffs' case, we and the other defendants each submitted a motion requesting the MDL court to dismiss certain claims. In March 2013, the MDL court denied our motion and declined to dismiss any claims, including those alleging gross negligence, against BP, Transocean and us. In addition, the MDL court dismissed all claims against M-I Swaco and claims alleging gross negligence against Cameron International Corporation (Cameron). In April 2013, the MDL court dismissed all remaining claims against Cameron, leaving BP, Transocean, and us as the remaining defendants with respect to the matters addressed during the first phase of the trial.

Also in March 2013, we advised the MDL court that we had recently found a rig sample of dry cement blend collected at another well that was cemented before the Macondo well using the same dry cement blend as used on the Macondo production casing. In April 2013, we advised the MDL parties that we had recently discovered some additional documents related to the Macondo well incident. BP and others have asked the court to impose sanctions and adverse findings against us because, according to their allegations, we should have identified the cement sample in 2010 and the additional documents by

October 2011. BP also reasserted its previous allegations that we destroyed evidence relating to post-incident testing of the foam cement slurry on the Deepwater Horizon. The MDL court has not ruled on the requests for sanctions and adverse findings. We believe that the discoveries were the result of simple misunderstandings or mistakes and do not involve any material evidence, and that sanctions are not warranted.

When our plea agreement with the DOJ was announced in July 2013, BP filed a motion requesting that the MDL court re-open the evidence for phase one of the MDL trial to take into account our guilty plea and re-urging their request for sanctions. After the plea was entered, the PSC and the States of Alabama and Louisiana (as coordinating counsel for the states involved in the MDL) filed a motion likewise seeking to admit the guilty plea agreement and other court filings into evidence and asking that the MDL court use that evidence as a basis for assessing punitive damages against us. We filed replies opposing both motions and setting forth our position that the deleted post-incident computer simulations were not evidence, were not relevant, and in any event were re-created. The MDL court has not ruled on the motions.

The second phase of the MDL trial was split into two parts, with testimony presented in October 2013. The first part covered attempts to collect, control, or halt the flow of hydrocarbons from the well, while the second part covered the quantification of hydrocarbons discharged from the well. The parties submitted proposed findings of fact and conclusions of law, post-trial briefs and responses during December 2013 and January 2014. According to a stipulation and post-trial filings, BP contends that 2.45 million barrels of oil were released into the Gulf of Mexico and the DOJ contends that a total of 4.2 million barrels were released. The MDL court has not issued a ruling on the questions that were the subject of the first two phases of the trial, although a ruling could be issued at any time.

Although the DOJ participated in the first two phases of the trial with regard to BP's conduct and the amount of hydrocarbons discharged from the well, the MDL court anticipates that the DOJ's civil action for the CWA violations, fines, and penalties will be addressed by the court in another phase of the trial currently scheduled to begin in January 2015. The MDL court has also scheduled a trial of seven OPA test cases which are limited to the plaintiffs and BP. Plaintiffs have dropped their general maritime law claims against us in these test cases, although BP continues to assert in its affirmative defenses that the damages involved were caused by third parties such as Transocean and us.

Damages for the cases tried in the MDL proceeding, including punitive damages, are expected to be tried following the issuance of the MDL court's rulings regarding the first two phases of the MDL trial. Under ordinary MDL procedures, such cases would, unless waived by the respective parties, be tried in the courts from which they were transferred into the MDL. It remains unclear, however, what impact the overlay of the Limitation Action will have on where these matters are tried and how the assessment of punitive damages, if any, would be addressed. A process is underway to establish a schedule for trial of the State of Alabama's OPA and general maritime law compensatory damages claims, with a potential trial commencing in the fourth quarter of 2015. That trial would not include consideration of punitive damages against us, although the amount of any compensatory damages determined in that trial could impact the assessment of punitive damages against us at a later stage if the MDL court finds that we were grossly negligent.

We intend to vigorously defend any litigation, fines, and/or penalties relating to the Macondo well incident and to vigorously pursue any damages, remedies, or other rights available to us as a result of the Macondo well incident. We have incurred and expect to continue to incur significant legal fees and costs, some of which we expect to be covered by indemnity or insurance, as a result of the numerous investigations and lawsuits relating to the incident.

*Indemnification and Insurance.* Our contract with BP Exploration relating to the Macondo well generally provides for our indemnification by BP Exploration for certain potential claims and expenses relating to the Macondo well incident, including those resulting from pollution or contamination (other than claims by our employees, loss or damage to our property, and any pollution emanating directly from our equipment). Also, under our contract with BP Exploration, we have, among other things, generally agreed to indemnify BP Exploration and other contractors performing work on the well for claims for personal injury of our employees and subcontractors, as well as for damage to our property. In turn, we believe that BP Exploration was obligated to obtain agreement by other contractors performing work on the well to indemnify us for claims for personal injury of their employees or subcontractors, as well as for damages to their property. We have entered into separate indemnity agreements with Transocean and M-I Swaco, under which we have agreed to indemnify those parties for claims for personal injury of our employees and subcontractors and they have agreed to indemnify us for claims for personal injury of their employees and subcontractors.

In April 2011, we filed a lawsuit against BP Exploration in Harris County, Texas to enforce BP Exploration's contractual indemnity and alleging BP Exploration breached certain terms of the contractual indemnity provision. BP Exploration removed that lawsuit to federal court in the Southern District of Texas, Houston Division. We filed a motion to remand the case to Harris County, Texas, and the lawsuit was transferred to the MDL.

BP Exploration, in connection with filing its claims with respect to the MDL proceeding, asked that court to declare that it is not liable to us in contribution, indemnification, or otherwise with respect to liabilities arising from the Macondo well incident. Other defendants in the litigation discussed above have generally denied any obligation to contribute to any liabilities arising from the Macondo well incident.

In January 2012, the court in the MDL proceeding entered an order in response to our and BP's motions for summary judgment regarding certain indemnification matters. The court held that BP is required to indemnify us for third-party

compensatory claims, or actual damages, that arise from pollution or contamination that did not originate from our property or equipment located above the surface of the land or water, even if we are found to be grossly negligent. The court did not express an opinion as to whether our conduct amounted to gross negligence, but we do not believe the performance of our services on the Deepwater Horizon constituted gross negligence. The court also held, however, that BP does not owe us indemnity for punitive damages or for civil penalties under the CWA, if any, and that fraud could void the indemnity on public policy grounds, although the court stated that it was mindful that mere failure to perform contractual obligations as promised does not constitute fraud. As discussed above, the DOJ is not seeking civil penalties from us under the CWA, but BP has filed a claim for equitable contribution against us with respect to its liabilities. The court in the MDL proceeding deferred ruling on whether our indemnification from BP covers penalties or fines under the OCSLA, whether our alleged breach of our contract with BP Exploration would invalidate the indemnity, and whether we committed an act that materially increased the risk to or prejudiced the rights of BP so as to invalidate the indemnity. We do not believe that we breached our contract with BP Exploration or committed an act that would otherwise invalidate the indemnity. The court's rulings will be subject to appeal at the appropriate time.

The rulings in the MDL proceeding regarding the indemnities are based on maritime law and may not bind the determination of similar issues in lawsuits not comprising a part of the MDL proceeding. Accordingly, it is possible that different conclusions with respect to indemnities will be reached by other courts.

Indemnification for criminal fines or penalties, if any, may not be available if a court were to find such indemnification unenforceable as against public policy. In addition, certain state laws, if deemed to apply, would not allow for enforcement of indemnification for gross negligence, and may not allow for enforcement of indemnification of persons who are found to be negligent with respect to personal injury claims.

In addition to the contractual indemnities discussed above, we have a general liability insurance program of \$600 million. Our insurance is designed to cover claims by businesses and individuals made against us in the event of property damage, injury, or death and, among other things, claims relating to environmental damage, as well as legal fees incurred in defending against those claims. We have received and expect to continue to receive payments from our insurers with respect to covered legal fees incurred in connection with the Macondo well incident. Through June 30, 2014, we have incurred legal fees and related expenses of approximately \$294 million, of which \$263 million has been reimbursed under or is expected to be covered by our insurance program. To the extent we incur any losses beyond those covered by indemnification, there can be no assurance that our insurance policies will cover all potential claims and expenses relating to the Macondo well incident. In addition, we may not be insured with respect to civil or criminal fines or penalties, if any, pursuant to the terms of our insurance policies. Insurance coverage can be the subject of uncertainties and, particularly in the event of large claims, potential disputes with insurance carriers, as well as other potential parties claiming insured status under our insurance policies.

BP's public filings indicate that BP has recognized in excess of \$40 billion in pre-tax charges, excluding offsets for settlement payments received from certain defendants in the proceedings described above under "Litigation," as a result of the Macondo well incident. BP's public filings also indicate that the amount of, among other things, certain natural resource damages with respect to certain OPA claims, some of which may be included in such charges, cannot be reliably estimated as of the dates of those filings.

#### **Securities and related litigation**

In June 2002, a class action lawsuit was filed against us in federal court alleging violations of the federal securities laws after the Securities and Exchange Commission (SEC) initiated an investigation in connection with our change in accounting for revenue on long-term construction projects and related disclosures. In the weeks that followed, approximately twenty similar class actions were filed against us. Several of those lawsuits also named as defendants several of our present or former officers and directors. The class action cases were later consolidated, and the amended consolidated class action complaint, styled *Richard Moore, et al. v. Halliburton Company, et al.*, was filed and served upon us in April 2003. As a result of a substitution of lead plaintiffs, the case was styled *Archdiocese of Milwaukee Supporting Fund (AMSF) v. Halliburton Company, et al.* AMSF has changed its name to Erica P. John Fund, Inc. (the Fund). We settled with the SEC in the second quarter of 2004.

In June 2003, the lead plaintiffs filed a motion for leave to file a second amended consolidated complaint, which was granted by the court. In addition to restating the original accounting and disclosure claims, the second amended consolidated complaint included claims arising out of our 1998 acquisition of Dresser Industries, Inc., including that we failed to timely disclose the resulting asbestos liability exposure.

In April 2005, the court appointed new co-lead counsel and named the Fund the new lead plaintiff, directing that it file a third consolidated amended complaint and that we file our motion to dismiss. The court held oral arguments on that motion in August 2005. In March 2006, the court entered an order in which it granted the motion to dismiss with respect to claims arising prior to June 1999 and granted the motion with respect to certain other claims while permitting the Fund to re-plead some of those claims to correct deficiencies in its earlier complaint. In April 2006, the Fund filed its fourth amended consolidated complaint. We filed a motion to dismiss those portions of the complaint that had been re-pled. A hearing was held on that motion in July 2006, and in March 2007 the court ordered dismissal of the claims against all individual defendants other than our Chief Executive Officer (CEO). The court ordered that the case proceed against our CEO and us.



In September 2007, the Fund filed a motion for class certification, and our response was filed in November 2007. The district court held a hearing in March 2008, and issued an order in November 2008 denying the motion for class certification. The Fund appealed the district court's order to the Fifth Circuit Court of Appeals. The Fifth Circuit affirmed the district court's order denying class certification. In May 2010, the Fund filed a writ of certiorari in the United States Supreme Court. In January 2011, the Supreme Court granted the writ of certiorari and accepted the appeal. The Court heard oral arguments in April 2011 and issued its decision in June 2011, reversing the Fifth Circuit ruling that the Fund needed to prove loss causation in order to obtain class certification. The Court's ruling was limited to the Fifth Circuit's loss causation requirement, and the case was returned to the Fifth Circuit for further consideration of our other arguments for denying class certification. The Fifth Circuit returned the case to the district court, and in January 2012 the court issued an order certifying the class. We filed a Petition for Leave to Appeal with the Fifth Circuit, which was granted. In April 2013, the Fifth Circuit issued an order affirming the District Court's order certifying the class.

We filed a writ of certiorari with the United States Supreme Court seeking an appeal of the Fifth Circuit decision. In November 2013, the Supreme Court granted our writ. Oral argument was held before the Supreme Court in March 2014. The Supreme Court issued its decision in June 2014, maintaining the presumption of class member reliance through the "fraud on the market" theory, but holding that we are entitled to rebut that presumption by presenting evidence that there was no impact on our stock price from the alleged misrepresentation. Because the district court and the Fifth Circuit denied us that opportunity, the Supreme Court vacated the Fifth Circuit's decision and remanded for further proceedings consistent with the Supreme Court decision. Accordingly, we expect that class certification will be revisited. In the meantime, fact discovery is ongoing in the trial court. We cannot predict the outcome or consequences of this case, which we intend to vigorously defend.

#### ***Investigations***

We are conducting internal investigations of certain areas of our operations in Angola and Iraq, focusing on compliance with certain company policies, including our Code of Business Conduct (COBC), and the FCPA and other applicable laws.

In December 2010, we received an anonymous e-mail alleging that certain current and former personnel violated our COBC and the FCPA, principally through the use of an Angolan vendor. The e-mail also alleges conflicts of interest, self-dealing, and the failure to act on alleged violations of our COBC and the FCPA. We contacted the DOJ to advise them that we were initiating an internal investigation.

During the second quarter of 2012, in connection with a meeting with the DOJ and the SEC regarding the above investigation, we advised the DOJ and the SEC that we were initiating unrelated, internal investigations into payments made to a third-party agent relating to certain customs matters in Angola and to third-party agents relating to certain customs and visa matters in Iraq.

Since the initiation of the investigations described above, we have participated in meetings with the DOJ and the SEC to brief them on the status of the investigations and have been producing documents to them both voluntarily and as a result of SEC subpoenas to us and certain of our current and former officers and employees.

We expect to continue to have discussions with the DOJ and the SEC regarding the Angola and Iraq matters described above and have indicated that we would further update them as our investigations progress. We have engaged outside counsel and independent forensic accountants to assist us with these investigations.

During the second quarter of 2013, we received a civil investigative demand from the Antitrust Division of the DOJ regarding pressure pumping services. We have engaged in discussions with the DOJ on this matter and have provided responses to the DOJ's information requests. We understand there have been others in our industry who have received similar correspondence from the DOJ, and we do not believe that we are being singled out for any particular scrutiny.

We intend to continue to cooperate with the DOJ's and the SEC's inquiries and requests in these investigations. Because these investigations are ongoing, we cannot predict their outcome or the consequences thereof.

### ***Environmental***

We are subject to numerous environmental, legal, and regulatory requirements related to our operations worldwide. In the United States, these laws and regulations include, among others:

- the Comprehensive Environmental Response, Compensation, and Liability Act;
- the Resource Conservation and Recovery Act;
- the Clean Air Act;
- the Federal Water Pollution Control Act;
- the Toxic Substances Control Act; and
- the Oil Pollution Act.

In addition to the federal laws and regulations, states and other countries where we do business often have numerous environmental, legal, and regulatory requirements by which we must abide. We evaluate and address the environmental impact of our operations by assessing and remediating contaminated properties in order to avoid future liabilities and comply with environmental, legal, and regulatory requirements. Our Health, Safety, and Environment group has several programs in place to maintain environmental leadership and to help prevent the occurrence of environmental contamination. On occasion, in addition to the matters relating to the Macondo well incident described above, we are involved in other environmental litigation and claims, including the remediation of properties we own or have operated, as well as efforts to meet or correct compliance-related matters. We do not expect costs related to those claims and remediation requirements to have a material adverse effect on our liquidity, consolidated results of operations, or consolidated financial position. Excluding our loss contingency for the Macondo well incident, our accrued liabilities for environmental matters were \$60 million as of June 30, 2014 and \$66 million as of December 31, 2013. Because our estimated liability is typically within a range and our accrued liability may be the amount on the low end of that range, our actual liability could eventually be well in excess of the amount accrued. Our total liability related to environmental matters covers numerous properties.

Additionally, we have subsidiaries that have been named as potentially responsible parties along with other third parties for ten federal and state Superfund sites for which we have established reserves. As of June 30, 2014, those ten sites accounted for approximately \$4 million of our \$60 million total environmental reserve. Despite attempts to resolve these Superfund matters, the relevant regulatory agency may at any time bring suit against us for amounts in excess of the amount accrued. With respect to some Superfund sites, we have been named a potentially responsible party by a regulatory agency; however, in each of those cases, we do not believe we have any material liability. We also could be subject to third-party claims with respect to environmental matters for which we have been named as a potentially responsible party.

### ***Guarantee arrangements***

In the normal course of business, we have agreements with financial institutions under which approximately \$2.4 billion of letters of credit, bank guarantees, or surety bonds were outstanding as of June 30, 2014, including \$239 million of surety bond guarantees related to our Venezuelan operations. Some of the outstanding letters of credit have triggering events that would entitle a bank to require cash collateralization.

### **Note 7. Income per Share**

Basic income per share is based on the weighted average number of common shares outstanding during the period. Diluted income per share includes additional common shares that would have been outstanding if potential common shares with a dilutive effect had been issued. Differences between basic and diluted weighted average common shares outstanding for all periods presented resulted from the dilutive effect of awards granted under our stock incentive plans.

Excluded from the computation of diluted income per share are options to purchase one million shares of common stock that were outstanding during the six months ended June 30, 2014, and options to purchase six million and five million shares of common stock that were outstanding during the three and six months ended June 30, 2013, respectively. These options were outstanding but were excluded because they were antidilutive, as the option exercise price was greater than the average market price of the common shares. There were no antidilutive shares outstanding for the three months ended June 30, 2014.

**Note 8. Fair Value of Financial Instruments**

At June 30, 2014, we held \$281 million of investments in fixed income securities with maturities ranging from less than one year to November 2019, compared to \$373 million of investments in fixed income securities held at December 31, 2013. These securities are accounted for as available-for-sale and recorded at fair value as follows:

<i>Millions of dollars</i>	June 30, 2014			December 31, 2013		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Fixed income securities:						
U.S. treasuries (a)	\$ —	\$ —	\$ —	\$ 100	\$ —	\$ 100
Other (b)	—	281	281	—	273	273
Total	\$ —	\$ 281	\$ 281	\$ 100	\$ 273	\$ 373

(a) These securities are classified as "Other current assets" in our condensed consolidated balance sheets.

(b) Of these securities, \$125 million are classified as "Other current assets" and \$156 million are classified as "Other assets" on our condensed consolidated balance sheets as of June 30, 2014, compared to \$139 million classified as "Other current assets" and \$134 million classified as "Other assets" as of December 31, 2013. These securities consist primarily of municipal bonds, corporate bonds, and other debt instruments.

Our Level 1 asset fair values are based on quoted prices in active markets and our Level 2 asset fair values are based on quoted prices for identical assets in less active markets. We have no financial instruments measured at fair value using unobservable inputs (Level 3). The carrying amount of cash and equivalents, receivables, and accounts payable, as reflected in the condensed consolidated balance sheets, approximates fair value due to the short maturities of these instruments.

The carrying amount and fair value of our long-term debt is as follows:

<i>Millions of dollars</i>	June 30, 2014				December 31, 2013			
	Level 1	Level 2	Total fair value	Carrying value	Level 1	Level 2	Total fair value	Carrying value
Long-term debt	\$ 2,858	\$ 6,331	\$ 9,189	\$ 7,816	\$ 8,405	\$ 292	\$ 8,697	\$ 7,816

Our Level 1 debt fair values are calculated using quoted prices in active markets for identical liabilities with transactions occurring on the last two days of period-end. Our Level 2 debt fair values are calculated using significant observable inputs for similar liabilities where estimated values are determined from observable data points on our other bonds and on other similarly rated corporate debt or from observable data points of transactions occurring prior to two days from period-end and adjusting for changes in market conditions. We have no debt measured at fair value using unobservable inputs (Level 3).

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### EXECUTIVE OVERVIEW

#### **Organization**

We are a leading provider of services and products to the energy industry. We serve the upstream oil and natural gas industry throughout the lifecycle of the reservoir, from locating hydrocarbons and managing geological data, to drilling and formation evaluation, well construction and completion, and optimizing production through the life of the field. Activity levels within our operations are significantly impacted by spending on upstream exploration, development, and production programs by major, national, and independent oil and natural gas companies. We report our results under two segments, the Completion and Production segment and the Drilling and Evaluation segment:

- our Completion and Production segment delivers cementing, stimulation, well intervention, pressure control services, well control and prevention services, pipeline and process services, specialty chemicals, artificial lift, and completion products and services. The segment consists of Production Enhancement, Cementing, Completion Tools, Boots & Coots, Multi-Chem, and Artificial Lift.
- our Drilling and Evaluation segment provides field and reservoir modeling, drilling, evaluation, and precise wellbore placement solutions that enable customers to model, measure, drill, and optimize their well construction activities. The segment consists of Baroid, Sperry Drilling, Wireline and Perforating, Drill Bits and Services, Landmark Software and Services, Testing and Subsea, and Consulting and Project Management.

The business operations of our segments are organized around four primary geographic regions: North America, Latin America, Europe/Africa/CIS, and Middle East/Asia. We have significant manufacturing operations in various locations, including the United States, Canada, Malaysia, Mexico, Singapore, and the United Kingdom.

With over 80,000 employees, we operate in approximately 80 countries around the world, and our corporate headquarters are in Houston, Texas and Dubai, United Arab Emirates.

#### **Financial results**

Our consolidated revenue for the second quarter of 2014 was \$8.1 billion, an increase of \$734 million, or 10%, from the second quarter of 2013, attributable to increased stimulation activity and product sales in North America, as well as higher activity across most of our product service lines in the Eastern Hemisphere. On a consolidated basis, almost all of our product service lines experienced revenue growth from the second quarter of 2013. Additionally, during the second quarter of 2014, our revenue outside of North America comprised approximately 46% of consolidated revenue and represents our ongoing strategy to grow our international business and balance our geographic mix.

During the first half of 2014, we produced revenue of \$15.4 billion and operating income of \$2.2 billion. Revenue increased \$1.1 billion, or 8%, from the first half of 2013, primarily due to higher production enhancement activity in the United States land market and increased activity in the Eastern Hemisphere, partially offset by lower activity in Latin America. Operating income increased \$1.3 billion during the first half of 2014, as compared to the first half of 2013, mainly due to the \$1.0 billion, pre-tax, adjustment of our loss contingency related to the Macondo well incident recorded in the first half of 2013. Also contributing to the increase in operating income were strong activity levels for production enhancement services in our United States land market.

#### **Business outlook**

We continue to believe in the strength of the long-term fundamentals of our business. Energy demand is expected to increase over the long term driven by economic growth in developing countries despite current underlying downside risks, such as sluggish growth in developed countries and uncertainties associated with geopolitical tensions in North Africa, Iraq, and Russia. Furthermore, development of new resources is expected to be more complex, resulting in higher service intensity.

In North America, our margins have improved during the year which we believe is due to increasing demand for our services and efficiencies in our cost structure, gained through our strategic initiatives and the application of key technologies. The industry has seen a shift from natural gas plays to oil and liquids-rich basins, as customers allocate their budgets to basins with the best economics. In addition, we are continuing to observe a meaningful switch to multi-well pad activity among our customer base, which is resulting in increased drilling and completion service efficiency. We believe the incremental efficiency gains provided by multi-well pad drilling will continue to enable us to leverage our operational scale and expertise.

Outside of North America, both revenue and operating income increased in the first half of 2014, compared to the first half of 2013. We believe that international growth in 2014 will come from volume increases as we deploy resources on our recent contract wins and new projects, continued improvement in markets where we have made strategic investments, the introduction of new technology, and increased pricing and cost recovery on select contracts. We also believe that international unconventional oil and natural gas, mature field, and deepwater projects will contribute to activity improvements over the long term, and we plan to leverage our extensive experience in North America to capitalize on these opportunities. Consistent with our long-term strategy to grow our operations outside of North America, we also expect to continue to invest in capital equipment for our international operations.

We have experienced strong results in the Eastern Hemisphere, driven by the Middle East/Asia region, which we expect to continue as our highest growth region for the full year 2014, despite the potential for activity disruptions in Iraq later this year. In Latin America, it has been a challenging year, primarily as a result of reduced activity in Brazil and the timing of contract approvals and our recent mobilization of integrated project management work in Mexico; however, we believe activity will improve for the remainder of the year, driven by higher software and consulting services and increased integrated project activity. As such, this does not change our long-term outlook for Latin America, which we expect to contribute significantly to our future growth and profitability.

We are continuing to execute several key initiatives in 2014, which include the following strategies:

- focusing on unconventional plays, mature fields, and deepwater markets by leveraging our broad technology offerings to provide value to our customers through integrated solutions and enabling them to more efficiently drill and complete their wells;
- exploring opportunities for acquisitions that will enhance or augment our current portfolio of services and products, including those with unique technologies or distribution networks in areas where we do not already have significant operations;
- making key investments in technology and infrastructure to maximize growth opportunities. To that end, we are continuing to migrate our technology and manufacturing capacity, as well as our supply chain, closer to our customers in the Eastern Hemisphere;
- improving working capital, and managing our balance sheet to maximize our financial flexibility. We are deploying a project to improve service delivery that we expect to result in, among other things, significant improvements to our current order-to-cash and purchase-to-pay processes;
- growing our international revenues and margins by continuing to invest capital and resources in these markets;
- improving our North America margins by leveraging technologies and reducing costs through more efficient operations; and
- continuing to seek ways to be one of the most cost efficient service providers in the industry by maintaining capital discipline and leveraging our scale and breadth of operations.

Our operating performance and business outlook are described in more detail in “Business Environment and Results of Operations.”

***Financial markets, liquidity, and capital resources***

We believe we have invested our cash balances conservatively and secured sufficient financing to help mitigate any near-term negative impact on our operations from adverse market conditions. For additional information, see “Liquidity and Capital Resources” and “Business Environment and Results of Operations.”

## LIQUIDITY AND CAPITAL RESOURCES

Cash and equivalents were \$2.4 billion at both June 30, 2014 and December 31, 2013. As of June 30, 2014, approximately \$327 million of the \$2.4 billion of cash and equivalents was held by our foreign subsidiaries and would be subject to United States tax if repatriated. However, our intent is to permanently reinvest these funds outside of the United States and our current plans do not suggest a need to repatriate them to fund our United States operations. At June 30, 2014, we also held \$281 million of investments in fixed income securities compared to \$373 million at December 31, 2013. These securities are reflected in "Other current assets" and "Other assets" in our condensed consolidated balance sheets.

### ***Significant sources and uses of cash***

Cash flows from operating activities were \$2.1 billion in the first half of 2014.

Capital expenditures were \$1.4 billion in the first half of 2014, and were predominantly made in our Production Enhancement, Sperry Drilling, Cementing, Wireline and Perforating, and Testing and Subsea product service lines.

In the first quarter of 2014, we repurchased approximately 8.9 million shares of our common stock for a total cost of \$500 million.

During the first half of 2014, our primary components of working capital (receivables, inventories, and accounts payable) increased by a net \$457 million, primarily due to increased business activity.

We paid \$254 million in dividends to our shareholders in the first half of 2014.

During the first half of 2014, we paid \$240 million for acquisitions of various businesses to further enhance our existing product service lines.

During the first quarter of 2014, we received a \$155 million income tax refund, including interest, for agreed upon tax items for the tax years 2003 through 2006 and 2008 through 2009.

### ***Future sources and uses of cash***

In 2013, we were awarded \$105 million by an arbitrator regarding amounts owed by KBR under our Tax Sharing Agreement with KBR. KBR is contesting the award and, although the arbitrator recently issued a supplemental report that reaffirmed the original award, there is uncertainty as to the ultimate timing and amount of any payment. See Note 5 to the condensed consolidated financial statements for further information.

Capital spending for 2014 is currently expected to be approximately \$3.3 billion. The capital expenditures plan for 2014 is primarily directed toward our Production Enhancement, Sperry Drilling, Cementing, Boots & Coats, and Wireline and Perforating product service lines, with an increasing amount dedicated to our operations in North America.

Subject to Board of Directors approval, our intention is to pay dividends representing at least 15% to 20% of our net income on an annual basis. Currently, our dividend rate is \$0.15 per common share, or approximately \$128 million per quarter. On July 15, 2014, our board of directors increased the authorization to repurchase our common stock by approximately \$4.8 billion, to a new total remaining repurchase capacity of \$6.0 billion, which may be used for open market and other share purchases.

We are continuing to explore opportunities for acquisitions that will enhance or augment our current portfolio of services and products, including those with unique technologies or distribution networks in areas where we do not already have significant operations.

### ***Other factors affecting liquidity***

*Financial position in current market.* As of June 30, 2014, we had \$2.4 billion of cash and equivalents, \$281 million in fixed income investments, and a total of \$3.0 billion of available committed bank credit under our revolving credit facility. Furthermore, we have no financial covenants or material adverse change provisions in our bank agreements, and our debt maturities extend over a long period of time. Although a portion of earnings from our foreign subsidiaries is reinvested outside the United States indefinitely, we do not consider this to have a significant impact on our liquidity. We currently believe that our capital expenditures, working capital investments, and dividends, if any, during the remainder of 2014 can be fully funded through cash from operations.

As a result, we believe we have a reasonable amount of liquidity and, if necessary, additional financing flexibility given the current market environment to fund our potential contingent liabilities, if any. However, as discussed in Note 6 to the condensed consolidated financial statements, there are numerous future developments that may arise as a result of the Macondo well incident that could have a material adverse effect on our liquidity.

*Guarantee agreements.* In the normal course of business, we have agreements with financial institutions under which approximately \$2.4 billion of letters of credit, bank guarantees, or surety bonds were outstanding as of June 30, 2014. Some of the outstanding letters of credit have triggering events that would entitle a bank to require cash collateralization.

*Credit ratings.* Credit ratings for our long-term debt remain A2 with Moody's Investors Service and A with Standard & Poor's. The credit ratings on our short-term debt remain P-1 with Moody's Investors Service and A-1 with Standard & Poor's.

*Customer receivables.* In line with industry practice, we bill our customers for our services in arrears and are, therefore, subject to our customers delaying or failing to pay our invoices. In weak economic environments, we may experience increased delays and failures to pay our invoices due to, among other reasons, a reduction in our customers' cash flow from operations and their access to the credit markets as well as unsettled political conditions. If our customers delay paying or fail to pay us a significant amount of our outstanding receivables, it could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition. See "Business Environment and Results of Operations – International operations – Venezuela" for further discussion related to Venezuela.

**BUSINESS ENVIRONMENT AND RESULTS OF OPERATIONS**

We operate in approximately 80 countries throughout the world to provide a comprehensive range of discrete and integrated services and products to the energy industry related to the exploration, development, and production of oil and natural gas. A significant amount of our consolidated revenue is derived from the sale of services and products to major, national, and independent oil and natural gas companies worldwide. The industry we serve is highly competitive with many substantial competitors in each segment of our business. In the first half of 2014, based upon the location of the services provided and products sold, 51% of our consolidated revenue was from the United States, compared to 49% of consolidated revenue from the United States in the first half of 2013. No other country accounted for more than 10% of our revenue during these periods.

Operations in some countries may be adversely affected by unsettled political conditions, acts of terrorism, civil unrest, force majeure, war or other armed conflict, expropriation or other governmental actions, inflation, foreign currency exchange restrictions, and highly inflationary currencies, as well as other geopolitical factors. We believe the geographic diversification of our business activities reduces the risk that loss of operations in any one country, other than the United States, would be materially adverse to our consolidated results of operations.

Activity within our business segments is significantly impacted by spending on upstream exploration, development, and production programs by our customers. Also impacting our activity is the status of the global economy, which impacts oil and natural gas consumption.

Some of the more significant determinants of current and future spending levels of our customers are oil and natural gas prices, the world economy, the availability of credit, government regulation, and global stability, which together drive worldwide drilling activity. Our financial performance is significantly affected by oil and natural gas prices and worldwide rig activity, which are summarized in the following tables. Additionally, due to improved drilling and completion efficiencies as

more of our customers move to multi-well pad drilling, our financial performance is impacted by well count in the North America market.

The following table shows the average oil and natural gas prices for West Texas Intermediate (WTI), United Kingdom Brent crude oil, and Henry Hub natural gas:

	Three Months Ended		Year Ended
	June 30		December 31
	2014	2013	2013
Oil price - WTI <sup>(1)</sup>	\$ 103.31	\$ 94.09	\$ 97.99
Oil price - Brent <sup>(1)</sup>	109.66	102.74	108.71
Natural gas price - Henry Hub <sup>(2)</sup>	4.61	4.01	3.73

<sup>(1)</sup> Oil price measured in dollars per barrel

<sup>(2)</sup> Natural gas price measured in dollars per million British thermal units (Btu), or MMBtu



The historical average rig counts based on the weekly Baker Hughes Incorporated rig count information were as follows:

<b>Land vs. Offshore</b>	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
<b>United States:</b>				
Land	1,796	1,709	1,760	1,708
Offshore (incl. Gulf of Mexico)	56	52	56	52
Total	1,852	1,761	1,816	1,760
<b>Canada:</b>				
Land	200	152	363	344
Offshore	2	2	2	2
Total	202	154	365	346
<b>International (excluding Canada):</b>				
Land	1,023	974	1,021	966
Offshore	325	332	321	324
Total	1,348	1,306	1,342	1,290
Worldwide total	3,402	3,221	3,523	3,396
Land total	3,019	2,835	3,144	3,018
Offshore total	383	386	379	378

<b>Oil vs. Natural Gas</b>	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
<b>United States (incl. Gulf of Mexico):</b>				
Oil	1,532	1,398	1,482	1,365
Natural gas	320	363	334	395
Total	1,852	1,761	1,816	1,760
<b>Canada:</b>				
Oil	101	95	220	247
Natural gas	101	59	145	99
Total	202	154	365	346
<b>International (excluding Canada):</b>				
Oil	1,077	1,026	1,073	1,023
Natural gas	271	280	269	267
Total	1,348	1,306	1,342	1,290
Worldwide total	3,402	3,221	3,523	3,396
Oil total	2,710	2,519	2,775	2,635
Natural gas total	692	702	748	761

<b>Drilling Type</b>	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
<b>United States (incl. Gulf of Mexico):</b>				
Horizontal	1,243	1,088	1,213	1,108
Vertical	394	455	391	448
Directional	215	218	212	204
Total	1,852	1,761	1,816	1,760

Our customers' cash flows, in most instances, depend upon the revenue they generate from the sale of oil and natural gas. Lower oil and natural gas prices usually translate into lower exploration and production budgets, while the opposite is true for higher oil and natural gas prices.

WTI oil spot prices fluctuated throughout 2013 between a low of \$87 per barrel to a high of \$98 per barrel. Brent crude oil spot prices fluctuated between a low of \$97 per barrel and high of \$119 per barrel during this same period. During the first half of 2014, WTI oil spot prices ranged between \$91 per barrel and \$108 per barrel, while Brent crude oil spot prices ranged between \$103 per barrel and \$115 per barrel. According to the United States Energy Information Administration (EIA), the current conflict in Iraq, which has created concerns that the conflict could trigger supply disruptions, and a delay in Libyan oil exports have contributed to increases in the WTI and Brent crude oil spot prices. This has helped Brent crude oil spot prices reach their highest daily level of the year towards the end of the second quarter of 2014. Additionally, crude oil inventory levels at the Cushing, Oklahoma storage hub, which is the delivery point for WTI, have fallen by more than half since the start of the year, in part because of the relocation of crude oil to refining centers along the Gulf Coast through new pipelines. This has caused a reduction to the differential between WTI and Brent crude oil spot prices, which has narrowed from an average of more than \$13 per barrel early in 2014 to approximately \$6 per barrel in June of 2014.

According to the International Energy Agency's (IEA) July 2014 "Oil Market Report," 2014 global oil demand is expected to average approximately 92.7 million barrels per day, which is up 1.3% from 2013. Although the latest European, Chinese, and Iraq economic conditions have caused some alarm, the IEA still forecasts overall demand momentum to accelerate modestly in 2014.

During the first half of 2014, average Henry Hub natural gas prices in the United States increased approximately 31% compared to the first half of 2013, due to an increase in natural gas storage withdrawals related to an unseasonably harsh winter in the early part of 2014. Higher natural gas prices this year contributed to a decline in natural gas consumption in the power sector, and the EIA July 2014 "Short Term Energy Outlook" forecasts natural gas spot prices will remain near current levels until the start of the next winter heating season, with natural gas consumption in the power sector to increase next year.

#### ***North America operations***

Volatility in oil and natural gas prices can impact our customers' drilling and production activities, particularly in North America. For the first half of 2014, the average natural gas directed rig count fell by 15 rigs, or 3%, while the average oil directed rig count increased 6%, compared to the first half of 2013. In the first half of 2014 our North America revenue and operating income both increased 10% relative to the first half of 2013. Service intensity levels have continued to expand, as completion volumes per well for the first half of 2014 increased over the first half of 2013. We are optimistic about the potential of increased activity in the second half of the year and expect our North America margins to expand over the remainder of 2014.

In the United States land market, there was a moderate increase in rig count over the past year, driven by an increase in horizontal rigs in the Mid-Continent Region and Permian Basin. We see service intensity expanding across many basins which is evidenced by longer laterals, increased stage counts, and rising volumes per stage. This trend is beneficial to our overall business and should enable us to leverage our broad technology offerings.

In the Gulf of Mexico, our deepwater activity outlook remains positive as we are expecting additional rigs to arrive by the end of 2014. Over the long term, the continued growth in the Gulf of Mexico is dependent on, among other things, governmental approvals for permits, our customers' actions, and new deepwater rigs entering the market.

#### ***International operations***

The industry experienced steady volume increases in the first half of 2014, with average international rig count improving by 4% compared to the first half of 2013. In the Eastern Hemisphere, we continue to execute our growth strategy. Relative to the first half of 2013, we grew our Eastern Hemisphere revenue and operating income by 10% and 17%, respectively, as a result of growth in both the Middle East/Asia and Europe/Africa/CIS regions. We had strong growth in our Saudi Arabia operations due to increased activity in all of our product service lines. We are seeing our Eastern Hemisphere activity expand at a steady rate and expect this trend to continue for the remainder of 2014, despite the potential for further activity disruptions in Iraq later this year.

In Latin America, although it has been a challenging year, we remain optimistic that activity will improve in the second half of the year, driven primarily by an increase in integrated project activity. Over the long term, we are optimistic about our position in Latin America and the future growth potential of this market. Constitutional changes for energy reform in Mexico seem to be progressing, and we believe the opportunity for foreign investment in this market will be beneficial to our business.

*Venezuela.* As of June 30, 2014, our total net investment in Venezuela was approximately \$493 million, including net monetary assets of \$106 million denominated in Bolívares. Also, at June 30, 2014 we had \$239 million of surety bond guarantees outstanding relating to our Venezuelan operations.

We have experienced delays in collecting payment on our receivables from our primary customer in Venezuela. These receivables are not disputed, and we have not historically had material write-offs relating to this customer. Additionally, we routinely monitor the financial stability of our customers. Our total outstanding trade receivables in Venezuela were \$618 million, or approximately 9% of our gross trade receivables, as of June 30, 2014, compared to \$486 million, or approximately 8% of our gross trade receivables, as of December 31, 2013. Of the \$618 million receivables in Venezuela as of June 30, 2014, \$232 million has been classified as long-term and included within "Other assets" on our condensed consolidated balance sheets.

In February 2013, the Venezuelan government devalued the Bolívar, from the preexisting exchange rate of 4.3 Bolívares per United States dollar to 6.3 Bolívares per United States dollar.

During 2014, the Venezuelan government has made available two new foreign exchange rate mechanisms through which a company may be able to legally convert Bolívares to United States dollars, in addition to the National Center of Foreign Commerce official rate of 6.3 Bolívares per United States dollar:

- (1) a bid rate established via weekly auctions under the Complementary System of Foreign Currency Acquirement (SICAD I); and
- (2) an auction rate which is intended to more closely resemble a market-driven exchange rate (SICAD II).

The availability of new currency mechanisms had no impact on our results of operations during the six months ended June 30, 2014 as we continue to use the official exchange rate to remeasure net assets denominated in Bolívares. We have not utilized nor do we intend at this time to utilize either of the newly available exchange mechanisms to transact business in Venezuela. Had we used the SICAD I rate of 10.6 Bolívares per United States dollar or the SICAD II rate of 50.0 Bolívares per United States dollar to remeasure our net monetary position as of June 30, 2014, we would have incurred a foreign currency loss ranging from \$43 million to \$93 million for the second quarter of 2014. We will continue to monitor any future impact of these mechanisms on the exchange rate we use to remeasure our Venezuelan subsidiary's financial statements.

For additional information, see Part I, Item 1(a), "Risk Factors" in our 2013 Annual Report on Form 10-K.

**RESULTS OF OPERATIONS IN 2014 COMPARED TO 2013***Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013*

<b>REVENUE:</b> <i>Millions of dollars</i>	Three Months Ended June 30		Favorable (Unfavorable)	Percentage Change
	2014	2013		
Completion and Production	\$ 4,942	\$ 4,363	\$ 579	13 %
Drilling and Evaluation	3,109	2,954	155	5
Total revenue	\$ 8,051	\$ 7,317	\$ 734	10 %

*By geographic region:*

<b>Completion and Production:</b>				
North America	\$ 3,325	\$ 2,876	\$ 449	16 %
Latin America	395	391	4	1
Europe/Africa/CIS	634	576	58	10
Middle East/Asia	588	520	68	13
Total	4,942	4,363	579	13
<b>Drilling and Evaluation:</b>				
North America	1,019	926	93	10
Latin America	502	553	(51)	(9)
Europe/Africa/CIS	747	723	24	3
Middle East/Asia	841	752	89	12
Total	3,109	2,954	155	5
<b>Total revenue by region:</b>				
North America	4,344	3,802	542	14
Latin America	897	944	(47)	(5)
Europe/Africa/CIS	1,381	1,299	82	6
Middle East/Asia	1,429	1,272	157	12

<b>OPERATING INCOME:</b> <i>Millions of dollars</i>	Three Months Ended June 30		Favorable (Unfavorable)	Percentage Change
	2014	2013		
Completion and Production	\$ 887	\$ 732	\$ 155	21 %
Drilling and Evaluation	414	415	(1)	—
Corporate and other	(107)	(163)	56	(34)
<b>Total operating income</b>	<b>\$ 1,194</b>	<b>\$ 984</b>	<b>\$ 210</b>	<b>21 %</b>

*By geographic region:*

Completion and Production:				
North America	\$ 630	\$ 517	\$ 113	22 %
Latin America	48	48	—	—
Europe/Africa/CIS	96	74	22	30
Middle East/Asia	113	93	20	22
<b>Total</b>	<b>887</b>	<b>732</b>	<b>155</b>	<b>21</b>
Drilling and Evaluation:				
North America	160	149	11	7
Latin America	13	53	(40)	(75)
Europe/Africa/CIS	90	87	3	3
Middle East/Asia	151	126	25	20
<b>Total</b>	<b>414</b>	<b>415</b>	<b>(1)</b>	<b>—</b>
Total operating income by region (excluding Corporate and other):				
North America	790	666	124	19
Latin America	61	101	(40)	(40)
Europe/Africa/CIS	186	161	25	16
Middle East/Asia	264	219	45	21

The 10% increase in consolidated revenue in the second quarter of 2014, as compared to the second quarter of 2013, was primarily attributable to increased stimulation activity and product sales in North America, as well as higher activity across most of our product service lines in the Eastern Hemisphere. On a consolidated basis, almost all of our product service lines experienced revenue growth from the second quarter of 2013. Revenue outside of North America was 46% of consolidated revenue in the second quarter of 2014, compared to 48% of consolidated revenue in the second quarter of 2013.

The 21% increase in consolidated operating income during the second quarter of 2014, as compared to the second quarter of 2013, was primarily due to higher stimulation activity and completion tools sales in the United States and improved results in the Middle East/Asia region, partially offset by lower drilling activity in Latin America.

*Completion and Production* consolidated revenue in the second quarter of 2014 increased 13%, as compared to the second quarter of 2013, primarily due to increased stimulation activity and completion tools sales in North America and higher completion tools sales in the Eastern Hemisphere. North America revenue rose 16% due to increased production enhancement services, higher completion tools sales, and improved artificial lift activity in the United States. Latin America revenue was flat, as increased completion well activity in Argentina, Venezuela, and Ecuador was offset by a decline in stimulation services in Mexico and Brazil. Europe/Africa/CIS revenue increased 10%, driven by higher activity in the United Kingdom across all product service lines, improved stimulation services and Boots & Coats activity in Algeria, and increased completion tools sales in Nigeria, partially offset by decreased stimulation activity in Norway. Middle East/Asia revenue grew 13%, primarily due to higher activity in all of our product service lines in Saudi Arabia, increased pressure pumping and artificial lift services in Australia, and improved activity in Qatar, which more than offset reduced activity in Oman. Revenue outside of North America was 33% of total segment revenue in the second quarter of 2014, compared to 34% of total segment revenue in the second quarter of 2013.

Completion and Production operating income increased 21% in the second quarter of 2014, as compared to the second quarter of 2013, primarily due to stronger stimulation services in the United States land market and higher completion tools sales across North America and the Eastern Hemisphere. North America operating income improved 22% due to increased stimulation activity in the United States land market and stronger completion tools sales across the region, which more than offset reductions in cementing and Boots & Coots activity. Latin America operating income was flat, as improved results across all product service lines in Argentina and higher cementing activity in Mexico were offset by lower completion tools sales in Mexico and reduced activity in Brazil. Europe/Africa/CIS operating income increased 30%, primarily due to higher Boots & Coots and completion tools sales in the United Kingdom, as well as higher stimulation services and Boots & Coots activity in Algeria. Middle East/Asia operating income rose 22% due to higher results in the majority of our product service lines in Saudi Arabia and increased pressure pumping services in Australia, which more than offset reduced activity levels in Oman and lower demand for stimulation services in Iraq.

*Drilling and Evaluation* revenue increased 5% in the second quarter of 2014, as compared to the second quarter of 2013, primarily driven by higher drilling and fluids activity in the United States and improved wireline direct sales, drilling activity, and consulting services in Middle East/Asia, which were partially offset by lower drilling activity and consulting services in Latin America. North America revenue increased 10% compared to the second quarter of 2013, as increased drilling and fluids activity in the United States more than offset a decline in drilling activity in Canada. Latin America revenue decreased 9% as a result of a decline in drilling, fluids, and consulting activity in Mexico and drilling activity in Brazil, which were partially offset by higher drilling and fluids activity in Argentina and increased pricing for logging services in Venezuela. Europe/Africa/CIS revenue increased 3% due to improved drilling activity in the United Kingdom and Angola, which was partially offset by lower fluids and logging services in Norway. Middle East/Asia revenue grew 12%, primarily due to higher activity levels in all of our product services lines in Saudi Arabia and higher wireline direct sales in China and Turkey, which more than offset reductions in consulting services in Iraq and drilling direct sales in China. Revenue outside of North America was 67% of total segment revenue in the second quarter of 2014, compared to 69% of total segment revenue in the second quarter of 2013.

Drilling and Evaluation operating income was flat in the second quarter of 2014 compared to the second quarter of 2013, as reduced activity in Latin America was partially offset by growth in the Eastern Hemisphere and the United States. North America operating income increased 7%, primarily as a result of higher consulting and drilling-related services in the United States, which were partially offset by reduced drilling activity in Canada. Latin America operating income decreased 75%, primarily due to lower drilling and consulting activity in Mexico and reduced activity and pricing for drilling services in Brazil, which were partially offset by improved drilling-related services in Argentina and Colombia. Europe/Africa/CIS operating income grew 3% as a result of increased drilling activity in Norway and Angola, which was partially offset by lower drilling activity in Azerbaijan and Russia. Middle East/Asia operating income rose 20% driven by higher drilling-related services in Saudi Arabia and higher drilling activity in Thailand, which more than offset lower drilling direct sales in China and logging services in Malaysia.

*Corporate and other* expenses were \$107 million in the second quarter of 2014 and \$163 million in the second quarter of 2013. The decrease was due to a \$55 million charitable contribution to the National Fish and Wildlife Foundation expensed in the second quarter of 2013.

#### **NONOPERATING ITEMS**

*Interest expense, net of interest income* increased \$23 million in the second quarter of 2014 as compared to the second quarter of 2013, primarily due to higher interest expense as a result of the issuance of \$3.0 billion aggregate principal amount of senior notes in August 2013.

*Effective tax rate.* Our effective tax rate on continuing operations was 27.8% for the quarter ended June 30, 2014 and 28.4% for the quarter ended June 30, 2013. The effective tax rate for both of these quarters was positively impacted by lower tax rates in certain foreign jurisdictions, as we continue to reposition our technology, supply chain, and manufacturing infrastructure to more effectively serve our international customers.

**Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013**

<b>REVENUE:</b> <i>Millions of dollars</i>	Six Months Ended June 30		Favorable (Unfavorable)	Percentage Change
	2014	2013		
Completion and Production	\$ 9,362	\$ 8,463	\$ 899	11 %
Drilling and Evaluation	6,037	5,828	209	4
Total revenue	\$ 15,399	\$ 14,291	\$ 1,108	8 %

*By geographic region:*

<b>Completion and Production:</b>				
North America	\$ 6,252	\$ 5,621	\$ 631	11 %
Latin America	750	746	4	1
Europe/Africa/CIS	1,241	1,108	133	12
Middle East/Asia	1,119	988	131	13
Total	9,362	8,463	899	11
<b>Drilling and Evaluation:</b>				
North America	1,993	1,887	106	6
Latin America	1,006	1,143	(137)	(12)
Europe/Africa/CIS	1,439	1,378	61	4
Middle East/Asia	1,599	1,420	179	13
Total	6,037	5,828	209	4
<b>Total revenue by region:</b>				
North America	8,245	7,508	737	10
Latin America	1,756	1,889	(133)	(7)
Europe/Africa/CIS	2,680	2,486	194	8
Middle East/Asia	2,718	2,408	310	13

<b>OPERATING INCOME:</b> <i>Millions of dollars</i>	Six Months Ended June 30		Favorable (Unfavorable)	Percentage Change
	2014	2013		
Completion and Production	\$ 1,548	\$ 1,347	\$ 201	15 %
Drilling and Evaluation	812	822	(10)	(1)
Corporate and other	(196)	(1,283)	1,087	(85)
<b>Total operating income</b>	<b>\$ 2,164</b>	<b>\$ 886</b>	<b>\$ 1,278</b>	<b>144 %</b>

*By geographic region:*

<b>Completion and Production:</b>				
North America	\$ 1,076	\$ 949	\$ 127	13 %
Latin America	96	76	20	26
Europe/Africa/CIS	174	138	36	26
Middle East/Asia	202	184	18	10
<b>Total</b>	<b>1,548</b>	<b>1,347</b>	<b>201</b>	<b>15</b>
<b>Drilling and Evaluation:</b>				
North America	316	322	(6)	(2)
Latin America	65	134	(69)	(51)
Europe/Africa/CIS	158	144	14	10
Middle East/Asia	273	222	51	23
<b>Total</b>	<b>812</b>	<b>822</b>	<b>(10)</b>	<b>(1)</b>
<b>Total operating income by region (excluding Corporate and other):</b>				
North America	1,392	1,271	121	10
Latin America	161	210	(49)	(23)
Europe/Africa/CIS	332	282	50	18
Middle East/Asia	475	406	69	17

Consolidated revenue in the first half of 2014 increased 8%, as compared to the first half of 2013, primarily as a result of increased activity in North America and the Eastern Hemisphere. Revenue outside of North America was 46% of consolidated revenue in the first half of 2014, compared to 47% of consolidated revenue in the first half of 2013.

The \$1.3 billion increase in consolidated operating income in the first half of 2014, as compared to the first half of 2013, was primarily due to a \$1.0 billion increase in our loss contingency liability related to the Macondo well incident recorded in the first quarter of 2013. Additionally, we experienced increased growth and profitability in North America and the Eastern Hemisphere, which more than offset lower activity and margins experienced in Latin America.

*Completion and Production* revenue increased 11% from the first half of 2013, primarily due to increased activity in North America and the Eastern Hemisphere. North America revenue increased 11% as a result of increased stimulation activity in the United States land market. Latin America revenue was essentially flat, as increases in cementing services in Argentina, Venezuela, and Mexico were mostly offset by a decrease in stimulation activity in Mexico. Europe/Africa/CIS revenue increased 12%, driven by higher completion tools sales in Norway, the United Kingdom, Angola, and Nigeria. Middle East/Asia revenue increased 13%, mainly due to increased activity in all of our product service lines in Saudi Arabia, improved completion tools sales in China, and increased cementing activity in Thailand. Revenue outside of North America was 33% of total segment revenue in the first half of 2014, compared to 34% of total segment revenue in the first half of 2013.



Completion and Production operating income increased 15% from the first half of 2013 as a result of increased profitability across all regions. North America operating income increased 13% as a result of increased profitability for stimulation activity in the United States land market, which more than offset reductions in cementing services. Latin America operating income increased 26%, primarily due to improved pressure pumping activity in Argentina and an increase in margins for stimulation activity in Mexico, which were partially offset by reduced completion tools sales in Brazil and Mexico. Europe/Africa/CIS operating income improved 26% as a result of higher demand for completion tools in Angola and the United Kingdom, as well as improved Boots & Coots activity in Algeria. Middle East/Asia operating income increased 10%, primarily due to increased profitability for the majority of our product services lines in Saudi Arabia, which was partially offset by reduced activity levels in Oman.

*Drilling and Evaluation* revenue increased 4% from the first half of 2013, primarily due to strong performance in the Eastern Hemisphere, which was partially offset by a decrease in drilling activity and consulting services in Latin America. North America revenue increased 6% due to increased fluids activity in the United States land market and higher activity in the majority of our product service lines in the Gulf of Mexico. Latin America revenue decreased 12%, primarily due to a decline in drilling activity in Brazil and activity reductions in Mexico for most of our product services lines. Europe/Africa/CIS revenue increased 4% as a result of an increase in drilling activity in Angola and the United Kingdom, as well as an increase in testing activity in Cameroon, which were partially offset by reduced fluids activity in Norway and Egypt. Middle East/Asia revenue increased 13% as a result of strong growth in all of our product services lines in Saudi Arabia, increased demand for drilling-related services in Malaysia, and improved drilling activity in Thailand. Revenue outside of North America was 67% of total segment revenue in the first half of 2014, compared to 68% of total segment revenue in the first half of 2013.

Drilling and Evaluation operating income decreased 1% from the first half of 2013 due to lower drilling activity and margins in Latin America, which were partially offset by strong growth in the Eastern Hemisphere. North America operating income decreased 2%, as a decline in drilling-related services in Canada was partially offset by higher activity and profitability for consulting and fluids services in the United States land market. Latin America operating income decreased 51%, mainly due to a decrease in drilling activity and pricing in Brazil, as well as reduced activity levels and cost increases in Mexico. Europe/Africa/CIS operating income increased 10% as a result of increased activity and profitability for drilling in Angola, Norway, and the United Kingdom, which were partially offset by reduced drilling activity in Azerbaijan and logging activity in Nigeria. Middle East/Asia operating income increased 23%, primarily due to an increase in demand and profitability for drilling-related services in Saudi Arabia and Malaysia, as well as improved drilling activity in Thailand, which were partially offset by reduced direct sales activity in China.

*Corporate and other* expenses were \$196 million in the first half of 2014 compared to \$1.3 billion in the first half of 2013. The significant decrease was primarily due to a \$1.0 billion Macondo-related loss contingency recorded in the first quarter of 2013 and a \$55 million charitable contribution to the National Fish and Wildlife Foundation expensed in the second quarter of 2013.

#### **NONOPERATING ITEMS**

*Interest expense, net of interest income* increased \$45 million in the first half of 2014, as compared to the first half of 2013, primarily due to higher interest expense as a result of the issuance of \$3.0 billion aggregate principal amount of senior notes in August 2013.

*Other, net* increased \$30 million in the first half of 2014, as compared to the first half of 2013, primarily as a result of foreign currency exchange losses attributable to Argentina, Egypt, Kazakhstan, and Brazil.

*Effective tax rate.* Our effective tax rate was 27.5% for the six months ended June 30, 2014, and was positively impacted by lower tax rates in certain foreign jurisdictions, as we continue to reposition our technology, supply chain, and manufacturing infrastructure to more effectively serve our international customers. Our effective tax rate on continuing operations in the six months ended June 30, 2013 was 11.7%, which was also positively impacted by lower tax rates in certain foreign jurisdictions, as well as federal tax benefits of approximately \$50 million due to the reinstatement of certain tax benefits and credits related to the first quarter of 2013 enactment of the American Taxpayer Relief Act of 2012. Also contributing to the lower tax rate in the six months ended June 30, 2013 was a \$1.0 billion loss contingency related to the Macondo well incident, which was tax-effected at the United States statutory rate.

## ENVIRONMENTAL MATTERS

We are subject to numerous environmental, legal, and regulatory requirements related to our operations worldwide. For information related to environmental matters, see Note 6 to the condensed consolidated financial statements.

## NEW ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board (FASB) and the International Accounting Standards Board (IASB) issued a comprehensive new revenue recognition standard that will supersede existing revenue recognition guidance under United States generally accepted accounting principles (U.S. GAAP) and International Financial Reporting Standards (IFRS). The issuance of this guidance completes the joint effort by the FASB and the IASB to improve financial reporting by creating common revenue recognition guidance for U.S. GAAP and IFRS.

The core principle of the new guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The standard creates a five-step model that requires companies to exercise judgment when considering the terms of a contract and all relevant facts and circumstances. The standard allows for several transition methods: (a) a full retrospective adoption in which the standard is applied to all of the periods presented, or (b) a modified retrospective adoption in which the standard is applied only to the most current period presented in the financial statements, including additional disclosures of the standard's application impact to individual financial statement line items.

This standard is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. We are currently evaluating this standard and our existing revenue recognition policies to determine which contracts in the scope of the guidance will be affected by the new requirements and what impact they would have on our consolidated financial statements upon adoption of this standard. We have not yet determined which transition method we will utilize upon adoption.

## FORWARD-LOOKING INFORMATION

The Private Securities Litigation Reform Act of 1995 provides safe harbor provisions for forward-looking information. Forward-looking information is based on projections and estimates, not historical information. Some statements in this Form 10-Q are forward-looking and use words like "may," "may not," "believe," "do not believe," "plan," "estimate," "intend," "expect," "do not expect," "anticipate," "do not anticipate," "should," "likely," and other expressions. We may also provide oral or written forward-looking information in other materials we release to the public. Forward-looking information involves risk and uncertainties and reflects our best judgment based on current information. Our results of operations can be affected by inaccurate assumptions we make or by known or unknown risks and uncertainties. In addition, other factors may affect the accuracy of our forward-looking information. As a result, no forward-looking information can be guaranteed. Actual events and the results of our operations may vary materially.

We do not assume any responsibility to publicly update any of our forward-looking statements regardless of whether factors change as a result of new information, future events, or for any other reason. You should review any additional disclosures we make in our press releases and Forms 10-K, 10-Q, and 8-K filed with or furnished to the SEC. We also suggest that you listen to our quarterly earnings release conference calls with financial analysts.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

For quantitative and qualitative disclosures about market risk, see Part II, Item 7(a), "Quantitative and Qualitative Disclosures About Market Risk," in our 2013 Annual Report on Form 10-K. Our exposure to market risk has not changed materially since December 31, 2013.

**Item 4. Controls and Procedures**

In accordance with the Securities Exchange Act of 1934 Rules 13a-15 and 15d-15, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2014 to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Our disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There has been no change in our internal control over financial reporting that occurred during the three months ended June 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

Information related to Item 1. Legal Proceedings is included in Note 6 to the condensed consolidated financial statements.

**Item 1(a). Risk Factors**

As of June 30, 2014, there have been no material changes from the risk factors previously disclosed in Part I, Item 1(a), of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Following is a summary of our repurchases of our common stock during the three months ended June 30, 2014.

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Maximum Number (or Approximate Dollar Value) of Shares that may yet be Purchased Under the Program (b)
April 1 - 30	5,421	\$59.73	—	\$1,193,971,545
May 1 - 31	731,181	\$63.38	—	\$1,193,971,545
June 1 - 30	53,117	\$63.47	—	\$1,193,971,545
<b>Total</b>	<b>789,719</b>	<b>\$63.36</b>	<b>—</b>	

- (a) All of the 789,719 shares purchased during the second quarter of 2014 were acquired from employees in connection with the settlement of income tax and related benefit withholding obligations arising from vesting in restricted stock grants. These shares were not part of a publicly announced program to purchase common shares.
- (b) Our Board of Directors has authorized a program to repurchase our common stock from time to time. During the second quarter of 2014, we did not repurchase shares of our common stock under that program. On July 15, 2014, our board of directors increased the authorization to repurchase our common stock by approximately \$4.8 billion, to a new total remaining repurchase capacity of \$6.0 billion. From the inception of this program in February 2006 through June 30, 2014, we repurchased approximately 197 million shares of our common stock for a total cost of approximately \$8.1 billion.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Our barite and bentonite mining operations, in support of our fluid services business, are subject to regulation by the federal Mine Safety and Health Administration under the Federal Mine Safety and Health Act of 1977. Information concerning mine safety violations or other regulatory matters required by section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.104) is included in Exhibit 95 to this quarterly report.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

*	12.1	Statement Regarding the Computation of Ratio of Earnings to Fixed Charges.
*	31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*	31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
**	32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
**	32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*	95	Mine Safety Disclosures
*	101.INS	XBRL Instance Document
*	101.SCH	XBRL Taxonomy Extension Schema Document
*	101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
*	101.LAB	XBRL Taxonomy Extension Label Linkbase Document
*	101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
*	101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
*		Filed with this Form 10-Q
**		Furnished with this Form 10-Q

SIGNATURES

As required by the Securities Exchange Act of 1934, the registrant has authorized this report to be signed on behalf of the registrant by the undersigned authorized individuals.

HALLIBURTON COMPANY

/s/ Mark A. McCollum

Mark A. McCollum  
Executive Vice President and  
Chief Financial Officer

/s/ Christian A. Garcia

Christian A. Garcia  
Senior Vice President and  
Chief Accounting Officer

Date: July 25, 2014

Exhibit 12.1

**HALLIBURTON COMPANY**  
**Computation of Ratio of Earnings to Fixed Charges**  
**(Unaudited)**  
*(Millions of dollars, except ratios)*

	Six Months Ended June 30, 2014	Year Ended December 31				
		2013	2012	2011	2010	2009
<b>Earnings available for fixed charges:</b>						
Income from continuing operations before income taxes	\$ 1,922	\$ 2,764	\$ 3,822	\$ 4,449	\$ 2,655	\$ 1,682
<b>Add:</b>						
Distributed earnings from equity in unconsolidated affiliates	4	19	4	13	13	17
Fixed charges	280	511	445	384	402	361
Subtotal	2,206	3,294	4,271	4,846	3,070	2,060
<b>Less:</b>						
Equity in earnings of unconsolidated affiliates	11	9	14	20	20	16
<b>Total earnings available for fixed charges</b>	<b>\$ 2,195</b>	<b>\$ 3,285</b>	<b>\$ 4,257</b>	<b>\$ 4,826</b>	<b>\$ 3,050</b>	<b>\$ 2,044</b>
<b>Fixed charges:</b>						
Interest expense	\$ 194	\$ 339	\$ 305	\$ 268	\$ 308	\$ 297
Rental expense representative of interest	86	172	140	116	94	64
<b>Total fixed charges</b>	<b>\$ 280</b>	<b>\$ 511</b>	<b>\$ 445</b>	<b>\$ 384</b>	<b>\$ 402</b>	<b>\$ 361</b>
<b>Ratio of earnings to fixed charges</b>	<b>7.8</b>	<b>6.4</b>	<b>9.6</b>	<b>12.6</b>	<b>7.6</b>	<b>5.7</b>

Section 302 Certification

I, David J. Lesar, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2014 of Halliburton Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2014

/s/ David J. Lesar  
David J. Lesar  
Chief Executive Officer  
Halliburton Company



Section 302 Certification

I, Mark A. McCollum, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2014 of Halliburton Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2014

/s/ Mark A. McCollum  
Mark A. McCollum  
Chief Financial Officer  
Halliburton Company

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

This certification is provided pursuant to § 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. § 1350, and accompanies the Quarterly Report on Form 10-Q for the period ended June 30, 2014 of Halliburton Company (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report").

I, David J. Lesar, Chief Executive Officer of the Company, certify that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David J. Lesar

David J. Lesar

Chief Executive Officer

Date: July 25, 2014

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

This certification is provided pursuant to § 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. § 1350, and accompanies the Quarterly Report on Form 10-Q for the period ended June 30, 2014 of Halliburton Company (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report").

I, Mark A. McCollum, Chief Financial Officer of the Company, certify that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mark A. McCollum

Mark A. McCollum  
Chief Financial Officer

Date: July 25, 2014

**Exhibit 95**

**Mine Safety Disclosures**

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, each operator of a mine is required to include certain mine safety results in its periodic reports filed with the SEC. The operation of our mines is subject to regulation by the federal Mine Safety and Health Administration (MSHA) under the Federal Mine Safety and Health Act of 1977 (Mine Act). Below, we present the following items regarding certain mining safety and health matters for the quarter ended June 30, 2014:

- total number of violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a mine safety or health hazard under section 104 of the Mine Act for which we have received a citation from MSHA;
- total number of orders issued under section 104(b) of the Mine Act, which covers violations that had previously been cited under section 104(a) that, upon follow-up inspection by MSHA, are found not to have been totally abated within the prescribed time period, which results in the issuance of an order requiring the mine operator to immediately withdraw all persons (except certain authorized persons) from the mine;
- total number of citations and orders for unwarrantable failure of the mine operator to comply with mandatory health or safety standards under Section 104(d) of the Mine Act;
- total number of flagrant violations (i.e., reckless or repeated failure to make reasonable efforts to eliminate a known violation of a mandatory health or safety standard that substantially and proximately caused, or reasonably could have been expected to cause, death or serious bodily injury) under section 110(b)(2) of the Mine Act;
- total number of imminent danger orders (i.e., the existence of any condition or practice in a mine which could reasonably be expected to cause death or serious physical harm before such condition or practice can be abated) issued under section 107(a) of the Mine Act;
- total dollar value of proposed assessments from MSHA under the Mine Act;
- total number of mining-related fatalities; and
- total number of pending legal actions before the Federal Mine Safety and Health Review Commission involving such mine.

**HALLIBURTON COMPANY**  
**Mine Safety Disclosures**  
**Three Months Ended June 30, 2014:**  
**(Unaudited)**  
*(Whole dollars)*

<b>Operation/ MSHA Identification Number<sup>(1)</sup></b>	<b>Section 104 Citations</b>	<b>Section 104(b) Orders</b>	<b>104(d) Citations and Orders</b>	<b>Section 110(b)(2) Violations</b>	<b>Section 107(a) Orders</b>	<b>Proposed MSHA Assessments<sup>(2)</sup></b>	<b>Fatalities</b>	<b>Pending Legal Actions</b>
BPM Colony Mill/4800070	—	—	—	—	—	\$ —	—	—
BPM Colony Mine/4800889	—	—	—	—	—	—	—	—
BPM Lovell Mill/4801405	—	—	—	—	—	—	—	—
BPM Lovell Mine/4801016	—	—	—	—	—	—	—	—
Corpus Christi Grinding Plant/4104010	—	—	—	—	—	—	—	—
Dunphy Mill/2600412	—	—	—	—	—	—	—	—
Lake Charles Plant/1601032	—	—	—	—	—	—	—	—
Larose Grinding Plant/1601504	—	—	—	—	—	—	—	—
Rossi Jig Plant/2602239	—	—	—	—	—	—	—	—
<b>Total</b>	—	—	—	—	—	\$ —	—	—

- (1) The definition of a mine under section 3 of the Mine Act includes the mine, as well as other items used in, or to be used in, or resulting from, the work of extracting minerals, such as land, structures, facilities, equipment, machines, tools, and preparation facilities. Unless otherwise indicated, any of these other items associated with a single mine have been aggregated in the totals for that mine.
- (2) Amounts included are the total dollar value of proposed or outstanding assessments received from MSHA on or before July 8, 2014 regardless of whether the assessment has been challenged or appealed, for citations and orders occurring during the three months ended June 30, 2014.

In addition, as required by the reporting requirements regarding mine safety included in §1503(a)(2) of the Dodd-Frank Act, the following is a list for the quarter ended June 30, 2014, of each mine of which we or a subsidiary of ours is an operator, that has received written notice from MSHA of:

- (a) a pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of mine health or safety hazards under §104(e) of the Mine Act:  
 None; or
- (b) the potential to have such a pattern:  
 None.

Citations and orders can be contested and appealed, and as part of that process, are sometimes reduced in severity and amount, and are sometimes dismissed. The number of citations, orders, and proposed assessments vary by inspector and also vary depending on the size and type of the operation.