

# **HELMERICH & PAYNE, INC.**

## FORM 8-K (Current report filing)

## Filed 07/28/16 for the Period Ending 07/28/16

Address 1437 S. BOULDER AVE. SUITE 1400

TULSA, OK, 74119

Telephone 918-742-5531

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Symbol HP

SIC Code 1381 - Drilling Oil and Gas Wells

Industry Oil & Gas Drilling

Sector Energy

Fiscal Year 09/30



# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

### FORM 8-K

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

DATE OF EARLIEST EVENT REPORTED: July 28, 2016

### **HELMERICH & PAYNE, INC.**

(Exact name of registrant as specified in its charter)

State of Incorporation: Delaware

COMMISSION FILE NUMBER 1-4221

Internal Revenue Service — Employer Identification No. 73-0679879

1437 South Boulder Avenue, Suite 1400, Tulsa, Oklahoma 74119 (Address of Principal Executive Offices)

(918)742-5531

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed since Last Report)

ck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following visions (see General Instruction A.2. below):
Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 28, 2016, Helmerich & Payne, Inc. ("Registrant") issued a press release announcing its financial results for its third quarter ended June 30, 2016. A copy of the press release is attached as Exhibit 99 to this Report on Form 8-K. This information is being furnished pursuant to Item 2.02 of Form 8-K and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

#### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Exhibit Number Description

99 Helmerich & Payne, Inc. earnings press release dated July 28, 2016

**SIGNATURES** 

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly authorized the undersigned to sign this report on its behalf.

HELMERICH & PAYNE, INC.

(Registrant)

/S/ Jonathan M. Cinocca Jonathan M. Cinocca Corporate Secretary

DATE: July 28, 2016

#### EXHIBIT INDEX

2

Exhibit Number Description

99 Helmerich & Payne, Inc. earnings press release dated July 28, 2016



NEWS RELEASE

#### HELMERICH & PAYNE, INC. / 1437 SOUTH BOULDER AVENUE / TULSA, OKLAHOMA

July 28, 2016

#### HELMERICH & PAYNE, INC. ANNOUNCES THIRD QUARTER RESULTS

Helmerich & Payne, Inc. (NYSE: HP) reported a net loss of \$21 million (negative \$0.20 per diluted share) from operating revenues of \$366 million for the third quarter of fiscal 2016, compared to net income of \$91 million (\$0.83 per diluted share) from operating revenues of \$661 million (as adjusted) during the third quarter of fiscal 2015, and net income of \$21 million (\$0.19 per diluted share) from operating revenues of \$438 million during the second quarter of fiscal 2016. Included in net income per diluted share for this year's and last year's third fiscal quarters as well as this year's second fiscal quarter are approximately \$0.27, \$0.61, and \$0.46, respectively, of after-tax income related to a combination of select items (including long-term contract early termination compensation from customers) as described in a separate section of this press release.

President and CEO John Lindsay commented, "Even though oil prices have pulled back over the past several weeks, it is encouraging to still see signs of optimism in the market. In May, the BHI U.S. land rig count troughed at 380 rigs, and has since increased from what everyone hopes was the absolute bottom of this market cycle. Recently, some E&P companies have announced budget increases and rig count additions. It is a positive sign, but many still remain on the sidelines.

"This has been an extraordinary downturn and it is having a pervasive effect on every enterprise within the industry. While H&P remains very strong and has been proactive and effective in adjusting to this new environment, the declines in activity levels and spot pricing that we have experienced have significantly impacted our bottom line and the size of our organization. An improving market reverses these two trends, and we believe that we are uniquely positioned to grow market share in the increasingly complex drilling environment that unconventional shale plays will require going forward.

"Time will tell whether momentum is truly building in the market; a few data points do not make a trend. However, regardless of the timing, we are making every effort to emerge from this as a stronger Company for customers, employees, and shareholders."

#### **Operating Segment Results**

Segment operating income for the Company's U.S. land operations was \$26 million for the third quarter of fiscal 2016, compared with \$122 million for last year's third fiscal quarter and \$63 million for this year's second fiscal quarter. As compared to the second quarter of fiscal 2016, segment operating income decreased as a result of lower quarterly levels of activity and rig margins (excluding revenues from early contract terminations), as well as impairment charges during the third fiscal quarter related to

(over)

Page 2 News Release July 28, 2016

used drilling equipment. The number of quarterly revenue days decreased sequentially by approximately 22% to 7,483 days. Excluding the impact of \$8,287 and \$10,790 per day corresponding to revenues from early contract terminations during this year's second and third fiscal quarters, respectively, the average rig revenue per day decreased sequentially by \$1,247 to \$24,684. Excluding the impact of \$110 and \$363 per day corresponding to employee severance expense during this year's second and third fiscal quarters, respectively, the average rig expense per day decreased sequentially by \$612 to \$13,417. Thus, the corresponding average rig margin per day decreased sequentially by \$635 to \$11,267. Rig utilization for the segment was 24% for this year's third fiscal quarter, compared with 47% and 31% for last year's third fiscal quarter and this year's second fiscal quarter, respectively. At June 30, 2016, the Company's U.S. land segment had approximately 89 contracted rigs generating revenue (including 75 under long-term contracts) and 259 idle rigs. The 89 contracted rigs included 84 rigs generating revenue days.

Segment operating income for the Company's offshore operations was \$2.1 million for the third quarter of fiscal 2016, compared with \$14.7 million for last year's third fiscal quarter and \$3.3 million for this year's second fiscal quarter. The sequential decrease in operating income was attributable to employee severance expense and declines in rig revenue days. Excluding the impact of \$537 and \$1,236 per day corresponding to employee severance expense during this year's second and third fiscal quarters, respectively, the average rig margin per day increased sequentially from \$7,883 to \$7,981, and quarterly revenue days decreased from 691 days to 637 days during the third fiscal quarter.

The Company's international land operations reported a segment operating loss of \$5.0 million for this year's third fiscal quarter, compared with operating income of \$19.0 million (as adjusted) for last year's third fiscal quarter and an operating loss of \$2.3 million for this year's second fiscal quarter. The sequential decrease in operating results was attributable to declines in the average daily margins and rig revenue days. Excluding the impact of \$212 and \$924 per day corresponding to employee severance expense during this year's second and third fiscal quarters, respectively, the average rig margin per day decreased sequentially from \$10,699 to \$9,461 during the third fiscal quarter. The number of quarterly revenue days decreased sequentially by approximately 3% to 1,274 days.

#### **Drilling Operations Outlook for the Fourth Quarter of Fiscal 2016**

In the U.S. land segment, the Company expects revenue days (activity) to increase by roughly 3% to 7% during the fourth fiscal quarter as compared to the third fiscal quarter of 2016. Excluding any impact from early termination revenue, the average rig revenue per day is expected to be roughly \$24,000, and the corresponding average rig expense per day is expected to decrease to roughly \$13.300. As of today, the U.S. land segment has approximately 91 contracted rigs that are generating revenue (including 72 under term contracts) and 257 idle rigs. The 91 contracted rigs include 86 rigs generating revenue days.

In the offshore segment, the Company expects revenue days to increase by approximately 1% during the fourth fiscal quarter as compared to the third fiscal quarter

Page 3 News Release July 28, 2016

of 2016. The average rig margin per day is expected to be approximately \$8,000 during the fourth quarter of fiscal 2016.

In the international land segment, the Company expects revenue days to increase by approximately 5% to 10% during the fourth quarter as compared to the third quarter of fiscal 2016. The average rig margin per day is expected to be roughly \$8,300 during the fourth quarter of fiscal 2016.

#### Select Items Included in Net Income (or Loss) per Diluted Share

Included in net loss per diluted share corresponding to the third quarter of fiscal 2016 are approximately \$0.27 of after-tax income related to a combination of the following: \$0.35 of after-tax gains from long-term contract early termination compensation from customers; \$0.02 of after-tax losses from employee severance expense; \$0.03 of after-tax losses from impairment charges related to used drilling equipment; and \$0.03 of after-tax losses in general and administrative expenses from employer 401K plan matching contributions related to employee work force reductions.

Included in net income per diluted share corresponding to the third quarter of fiscal 2015 are approximately \$0.61 of after-tax income related to a combination of the following: \$0.60 (as adjusted) of after-tax gains from long-term contract early termination compensation from customers and \$0.01 of after-tax gains related to the sale of used drilling equipment.

Included in net income per diluted share corresponding to the second quarter of fiscal 2016 are approximately \$0.46 of after-tax income related to a combination of the following: \$0.49 of after-tax gains from long-term contract early termination compensation from customers; \$0.02 of after-tax gains related to the sale of used drilling equipment; \$0.01 of after-tax losses from employee severance expense; and \$0.04 of losses from discontinued operations.

#### About Helmerich & Payne, Inc.

Helmerich & Payne, Inc. is primarily a contract drilling company. As of July 28, 2016, the Company's existing fleet includes 348 land rigs in the U.S., 38 international land rigs, and nine offshore platform rigs. In addition, the Company is scheduled to deliver another two new H&P-designed and operated FlexRigs®\* during this fiscal year, both under long-term contracts with customers. Upon completion of these commitments, the Company's global fleet is expected to have a total of 388 land rigs, including 373 AC drive FlexRigs.

#### **Forward-Looking Statements**

This release includes "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, and such statements are based on current expectations and assumptions that are subject to risks and uncertainties. All statements other than statements of historical facts included in this release, including, without limitation, statements regarding the registrant's future financial position, operations outlook, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking

Page 4 News Release July 28, 2016

statements. For information regarding risks and uncertainties associated with the Company's business, please refer to the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the Company's SEC filings, including but not limited to its annual report on Form 10-K and quarterly reports on Form 10-Q. As a result of these factors, Helmerich & Payne, Inc.'s actual results may differ materially from those indicated or implied by such forward-looking statements. We undertake no duty to update or revise our forward-looking statements based on changes in internal estimates, expectations or otherwise, except as required by law.

\*FlexRig® is a registered trademark of Helmerich & Payne, Inc.

Contact: Investor Relations investor.relations@hpinc.com (918) 588-5190

#### HELMERICH & PAYNE, INC.

#### Unaudited

(in thousands, except per share data)

			Three	Months Ended	Nine Months Ended					
CONSOLIDATED STATEMENTS OF OPERATIONS		March 31		June			Jun			
		2016		2016		2015		2016		2015
					(	(As adjusted)			(2	As adjusted)
Operating Revenues:										
Drilling — U.S. Land	\$	349,283	\$	285,028	\$	494,615	\$	1,004,116	\$	2,103,125
Drilling — Offshore		34,325		30,492		57,071		106,697		189,386
Drilling — International Land		51,352		47,983		106,551		171,529		304,262
Other		3,231		2,983		3,208		10,182		11,129
	\$	438,191	\$	366,486	\$	661,445	\$	1,292,524	\$	2,607,902
Operating costs and expenses:										
Operating costs, excluding depreciation		221,611		186,146		350.640		684,401		1,377,202
Depreciation		141,517		138,690		144,965		422,336		433,445
Asset impairment charge				6,250				6,250		—
General and administrative		33,811		46,496		29,253		112,381		96,984
Research and development		2,315		2,707		3,329		7,941		12,344
Income from asset sales		(2,684)		(547)		(1,791)		(7,820)		(8,819)
	_	396,570		379,742	_	526,396		1,225,489		1,911,156
		370,370		317,172	_	320,370		1,223,407	_	1,711,130
Operating income (loss)		41,621		(13,256)		135,049		67,035		696,746
Other income (expense):										
Interest and dividend income		799		778		1,588		2,310		4,447
Interest expense		(5,721)		(6,407)		(6,136)		(16,652)		(9,326)
Other		653		534		(281)		926		88
		(4,269)		(5,095)		(4,829)		(13,416)		(4,791)
Income (loss) from continuing operations before income										
taxes		37,352		(18,351)		130,220		53,619		691,955
Income tax provision		12,178		2,842		39,321		33,740		243,891
Income (loss) from continuing operations		25,174		(21,193)		90,899		19,879		448,064
Income (loss) from discontinued operations, before income										
taxes		(56)		2,193		(27)		2,241		(41)
Income tax provision		3,913		2,200		_		6,113		_
Loss from discontinued operations		(3,969)		(7)		(27)		(3,872)		(41)
NET INCOME (LOSS)	\$	21,205	\$	(21,200)	\$	90,872	\$	16,007	\$	448,023
	÷		÷		÷		÷		÷	
Basic earnings per common share:										
Income (loss) from continuing operations	\$	0.23	\$	(0.20)	\$	0.84	\$	0.18	\$	4.13
Loss from discontinued operations	\$	(0.04)	\$	(0.20)	\$		\$	(0.04)	\$	
2000 From discontinued operations	Ψ	(0.01)	Ψ		Ψ		Ψ	(0.07)	Ψ	
Net income (loss)	\$	0.19	\$	(0.20)	\$	0.84	\$	0.14	\$	4.13

#### HELMERICH & PAYNE, INC.

#### Unaudited

(in thousands, except per share data)

			Thre	Nine Months Ended							
CONSOLIDATED STATEMENTS OF OPERATIONS		March 31		June 30				June 30			
		2016		2016		2015	_	2016		2015	
					(	(As adjusted)			(/	As adjusted)	
Diluted earnings per common share:											
Income (loss) from continuing operations	\$	0.23	\$	(0.20)	\$	0.83	\$	0.17	\$	4.10	
Loss from discontinued operations	\$	(0.04)	\$	_	\$	_	\$	(0.04)	\$	_	
Net income	\$	0.19	\$	(0.20)	\$	0.83	\$	0.13	\$	4.10	
	-										
Weighted average shares outstanding:											
Basic		108,014		108,047		107,652		107,970		107,759	
Diluted		108,466		108,047		108,469		108,523		108,571	

Effective October 1, 2015, the Company eliminated a legacy one-month lag period between its U.S. fiscal year and its foreign subsidiaries' fiscal years. As required, the elimination of the one-month lag has been applied retrospectively to all periods presented herein.

#### HELMERICH & PAYNE, INC. Unaudited (in thousands)

CONSOLIDATED CONDENSED BALANCE SHEETS		 September 30 2015 (As Adjusted)		
ASSETS				
Cash and cash equivalents	\$	907,032	\$ 729,384	
Short term investments		49,565	45,543	
Other current assets		580,995	656,170	
Current assets of discontinued operations		80	 8,097	
Total current assets		1,537,672	 1,439,194	
Investments		99,898	104,354	
Net property, plant, and equipment		5,306,434	5,563,170	
Other assets		32,515	40,524	
TOTAL ASSETS	\$	6,976,519	\$ 7,147,242	
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities	\$	326,571	\$ 344,820	
Current liabilities of discontinued operations		38	3,377	
Total current liabilities		326,609	348,197	
Non-current liabilities	-	1,451,314	1,406,036	
Non-current liabilities of discontinued operations		3,984	4,720	
Long-term notes payable		493,150	492,443	
Total shareholders' equity		4,701,462	4,895,846	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$	6,976,519	\$ 7,147,242	

Net increase in cash and cash equivalents

Cash and cash equivalents, end of period

Cash and cash equivalents, beginning of period

#### HELMERICH & PAYNE, INC. Unaudited (in thousands)

**Nine Months Ended** June 30 CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS 2016 2015 (As Adjusted) **OPERATING ACTIVITIES:** Net income \$ 16,007 \$ 448,023 Adjustment for loss from discontinued operations 3,872 41 Income from continuing operations 19,879 448,064 433,445 Depreciation 422,336 Asset impairment charge 6,250 Changes in assets and liabilities 153,624 258,102 Gain on sale of assets (7,820)(8,819)21,071 20,805 Net cash provided by operating activities from continuing operations 615,340 1,151,597 Net cash provided by (used in) operating activities from discontinued operations 70 (41)Net cash provided by operating activities 615,410 1,151,556 **INVESTING ACTIVITIES:** Capital expenditures (219,549)(971,602)Purchase of short-term investments (36,958)Proceeds from sales of short-term investments 32,681 Proceeds from sale of assets 12,804 17,757 Net cash used in investing activities (211,022)(953,845 FINANCING ACTIVITIES: Proceeds from senior notes, net of discount and debt issuance costs (32)491,923 Proceeds from short-term debt 1,002 Payments on short-term debt (1,002)Increase in bank overdraft 10,824 Dividends paid (224,040)(223,827)Repurchase of common stock (59,654)Exercise of stock options 483 (609)Tax withholdings related to net share settlements of restricted stock (3.912)(5,104)Excess tax benefit from stock-based compensation 2.969 761 Net cash provided by (used in) financing activities (226,740) 216,522

(more)

177,648

729,384

907,032

414,233

360,307

774,540

		Three Months Ended								Nine Months Ended				
	March 31			June 30				Jun						
SEGMENT REPORTING	2016			2016		2015		2016		2015				
	(As adjusted) (As adjusted) (in thousands, except days and per day amounts)													
U.S. LAND OPERATIONS				(in thousands	, слеср	t days and per c	iay an	iounts)						
Revenues	\$	349,283	\$	285,028	\$	494,615	\$	1,004,116	\$	2,103,125				
Direct operating expenses		155,884		122,694		241,109		460,119		1,034,724				
General and administrative expense		12,196		14,221		10,465		38,790		34,785				
Depreciation		118,682		116,061		121,307		355,102		368,894				
Asset impairment charge		_		6,250		_		6,250		_				
Segment operating income	\$	62,521	\$	25,802	\$	121,734	\$	143,855	\$	664,722				
Revenue days		9,601		7,483		14,219		29,029		62,376				
Average rig revenue per day	\$	34,218	\$	35,474	\$	31,959	\$	32,251	\$	30,538				
Average rig expense per day	\$	14,139	\$	13,780	\$	14,130	\$	13,532	\$	13,410				
Average rig margin per day	\$	20,079	\$	21,694	\$	17,829	\$	18,719	\$	17,128				
Rig utilization		31%	24%		47%		319			68%				
OFFSHORE OPERATIONS														
Revenues	\$	34,325	\$	30,492	\$	57,071	\$	106,697	\$	189,386				
Direct operating expenses		27,065		24,249		39,011		81,607		122,750				
General and administrative expense		837		975		688		2,674		2,468				
Depreciation		3,124		3,184		2,688		9,311		8,782				
Segment operating income	\$	3,299	\$	2,084	\$	14,684	\$	13,105	\$	55,386				
Revenue days		691		637		728		2,064		2,331				
Average rig revenue per day	\$	28,004	\$	25,568	\$	38,333	\$	27,086	\$	48,136				
Average rig expense per day	\$	20,658	\$	18,823	\$	24,068	\$	19,721	\$	30,126				
Average rig margin per day	\$	7,346	\$	6,745	\$	14,265	\$	7,365	\$	18,010				
Rig utilization		84%		78%		89%	· ,- · ·			95%				

		Three		Nine Months Ended									
	March 31			June	e <b>30</b>								
SEGMENT REPORTING		2016		2016		2015	2016			2015			
	(As adjusted) (As adjusted)												
				(in thousands,	excep	ot days and per d	lay am	ounts)					
INTERNATIONAL LAND OPERATIONS													
Revenues	\$	51,352	\$	47,983	\$	106,551	\$	171,529	\$	304,262			
Direct operating expenses		38,113		38,230		70,602		140,351		219,916			
General and administrative expense		887		772		628		2,377		2,256			
Depreciation		14,620		13,972		16,322		42,725		41,951			
Segment operating income (loss)	\$	(2,268)	\$	(4,991)	\$	18,999	\$	(13,924)	\$	40,139			
Revenue days		1,307		1,274		1,836		3,992		5,676			
Average rig revenue per day	\$	36,774	\$	34,693	\$	53,383	\$	39,382	\$	48,398			
Average rig expense per day	\$	26,287	\$	26,156	\$	33,598	\$	29,050	\$	33,769			
Average rig margin per day	\$	10,487	\$	8,537	\$	19,785	\$	10,332	\$	14,629			
Rig utilization		38%		37%	6 50%			38%		53%			

Operating statistics exclude the effects of offshore platform management contracts, gains and losses from translation of foreign currency transactions, and do not include reimbursements of "out-of-pocket" expenses in revenue per day, expense per day and margin calculations.

Reimbursed amounts were as follows:

U.S. Land Operations	\$ 20,751	\$ 19,593	\$ 40,188	\$ 67,915	\$ 198,303
Offshore Operations	\$ 6,086	\$ 5,270	\$ 10,716	\$ 17,687	\$ 21,544
International Land Operations	\$ 3,288	\$ 3,784	\$ 8,540	\$ 14,316	\$ 29,557

Segment operating income for all segments is a non-GAAP financial measure of the Company's performance, as it excludes general and administrative expenses, corporate depreciation, income from asset sales and other corporate income and expense. The Company considers segment operating income to be an important supplemental measure of operating performance for presenting trends in the Company's core businesses. This measure is used by the Company to facilitate period-to-period comparisons in operating performance of the Company's reportable segments in the aggregate by eliminating items that affect comparability between periods. The Company believes that segment operating income is useful to investors because it provides a means to evaluate the operating performance of the segments and the Company on an ongoing basis using criteria that are used by our internal decision makers. Additionally, it highlights operating trends and aids analytical comparisons. However, segment operating income has limitations and should not be used as an alternative to operating income or loss, a performance measure determined in accordance with GAAP, as it excludes certain costs that may affect the Company's operating performance in future periods.

The following table reconciles operating income per the information above to income from continuing operations before income taxes as reported on the Consolidated Statements of Operations (in thousands).

	Three Months Ended							Nine Months Ended					
	March 31			June 30				Jun					
	2016		2016		2015		2016			2015			
					(,	As adjusted)			(A	s adjusted)			
Operating income													
U.S. Land	\$	62,521	\$	25,802	\$	121,734	\$	143,855	\$	664,722			
Offshore		3,299		2,084		14,684		13,105		55,386			
International Land		(2,268)		(4,991)		18,999		(13,924)		40,139			
Other		(1,349)		(2,186)		(2,324)		(4,839)		(7,440)			
Segment operating income	\$	62,203	\$	20,709	\$	153,093	\$	138,197	\$	752,807			
Corporate general and administrative		(19,891)		(30,528)		(17,472)		(68,540)		(57,475)			
Other depreciation		(3,971)		(4,456)		(3,626)		(12,037)		(11,274)			
Inter-segment elimination		596		472		1,263		1,595		3,869			
Income from asset sales		2,684		547		1,791		7,820		8,819			
Operating income (loss)	\$	41,621	\$	(13,256)	\$	135,049	\$	67,035	\$	696,746			
Other income (expense):													
Interest and dividend income		799		778		1,588		2,310		4,447			
Interest expense		(5,721)		(6,407)		(6,136)		(16,652)		(9,326)			
Other		653		534		(281)		926		88			
Total other income (expense)		(4,269)	_	(5,095)		(4,829)		(13,416)	_	(4,791)			
		, , ,											
Income (loss) from continuing operations before income													
taxes	\$	37,352	\$	(18,351)	\$	130,220	\$	53,619	\$	691,955			