

### PRESS RELEASE

# DIVESTCO REPORTS 2010 Q3 RESULTS AND RETURNS TO POSITIVE WORKING CAPITAL ON CLOSE OF ASSET DIVESTITURE

November 15, 2010, Calgary, AB (TSXV: DVT) – Divestco Inc. ("Divestco" or the "Company") is pleased to announce its operating results for the three and nine months ended September 30, 2010.

On September 29, 2010, the Company closed the sale of its 2D and 3D seismic data library (the "Transaction"). The purchase price included \$55.7 million cash (excluding a purchase price adjustment of \$0.5 million and transaction costs of \$1.8 million) and 14,285,000 shares of Pulse Seismic Inc. ("Pulse). All the shares of Pulse received as part of the Transaction were distributed to the shareholders of Divestco. In addition, the Company paid a special cash dividend of \$8.6 million (\$0.20 per share) on October 25, 2010 to shareholders on record at the close of business on October 19, 2010. The effective date of the Transaction was July 1, 2010, but the benefits of certain pending seismic data transactions were retained by Divestco or will be shared between Divestco and Pulse. The recapitalization of Divestco provides an opportunity for all shareholders to take part in a focused software, data and service company going forward.

Excluding the current portion of deferred revenue of \$2.2 million (December 31, 2009 – \$5.5 million; September 30, 2009 – \$3.1 million), Divestco ended the period with \$16.5 million working capital compared to a \$6.3 million deficiency at the end of 2009 and a \$6.9 million deficiency at the end of Q3 2009. The Company's working capital balance was restored to a positive position as a result of the sale of seismic data library. The Company's bank loans and debentures, totaling at \$29.2 million, were fully repaid on September 29, 2010 using a portion of the funds from the seismic asset divestiture.

In conjunction with the asset divestiture, Divestco realized a net loss for the third quarter of 2010 of \$49.9 million (\$1.19 per share – basic and diluted) compared to net loss of \$1.2 million (3 cents per share – basic and diluted) for the same period in 2009, a \$48.6 million increase. 83% or \$40.9 million (\$0.97 per share – basic and diluted) of the net loss was attributed to the Transaction.

For the nine months ending September 30th, Divestco had a net loss of \$57.5 million (\$1.37 per share – basic and diluted) compared to net income of \$1.1 million (3 cents per share – basic and diluted) for the same period in 2009, a \$58.6 million increase. 71% or \$40.9 million (\$0.97 per share – basic and diluted) of the net loss was attributed to the Transaction.

During the third quarter of 2010, Divestco generated revenue of \$8.5 million, a decrease of \$4.9 million (36%) from \$13.4 million for the same period in 2009. EBITDA was \$(9) million, a \$14.9 million (253%) decrease from \$5.9 million for the same period in 2009. The Company had

funds from operations of \$(7) million (17 cents per share – basic and diluted) for the third quarter of 2010, a decrease of \$17 million (170%) as compared to \$10 million (24 cents per share – basic and diluted) for the same period in 2009.

During the first nine months of 2010, Divestco generated revenue of \$32.9 million, a decrease of \$18.8 million (36%) from \$51.7 million for the same period in 2009. EBITDA was \$(1.4) million, a \$26.1 million (106%) decrease from \$24.7 million for the same period in 2009. The Company had funds from operations of \$(1.9) million (4 cents per share – basic and diluted) for the first nine months of 2010, a decrease of \$25.9 million (108%) as compared to \$24.1 million (58 cents per share – basic and diluted) for the same period in 2009.

Divestco generated \$0.8 million in seismic data library data (inventory) sales during the third quarter of 2010, a decrease of \$6.4 million (89%) compared to \$7.2 million for the same period in 2009. There was no seismic participation revenue for Q3 2010 or in Q3 2009. Seismic brokerage revenue was \$836,000 in Q3 2010 compared to \$518,000 in Q3 2009, an increase of \$318,000 (61%). Due to the publically announced seismic database divestiture, these results were expected by management.

Divestco generated \$11.7 million in seismic data library data (inventory) sales during the first nine months of 2010, a decrease of \$15.8 million (58%) compared to \$27.5 million for the same period in 2009. Seismic participation revenue for the first nine months of 2010 was \$2 million compared to \$5.7 million for the comparative period in 2009, a decrease of 3.7 million (66%). Seismic brokerage revenue was \$2.2 million in the first nine months of 2010 compared to \$900,000 in the first nine months of 2009, an increase of \$1.3 million (140%). Due to the publically announced seismic database divestiture, these results were expected by management.

Mr. Stephen Popadynetz, Chief Executive Officer and President: "By eliminating Divestco's debt and restoring the Company to a positive working capital balance we have essentially pushed the refresh button with a considerable oil and gas software, data and service company to build around. Be clear, Divestco is still in the seismic business and will grow that division as well as software, services and data organically and through acquisition. We are excited and looking forward to upcoming changes and opportunities for Divestco in the near to medium term."

#### **Non-GAAP Measures**

Divestco uses EBITDA and operating income as key measures to evaluate the performance of segments, divisions and the Company, with the closest GAAP measure being net income. EBITDA and operating income are measures commonly reported and widely used by investors as indicators of the Company's operating performance and ability to incur and service debt, and as a valuation metric. The Company believes EBITDA and operating income assist investors in comparing the Company's performance on a consistent basis without regard to financing decisions, and depreciation and amortization, which are non-cash in nature and can vary significantly depending upon accounting methods or non-operating factors such as historical cost.

EBITDA and operating income are not calculations based on Canadian GAAP and should not be considered alternatives to net income in measuring the Company's performance; nor should they be used as exclusive measures of cash flow, because they do not consider the impact of working capital growth, capital expenditures, debt principal reductions and other sources and uses of cash, which are disclosed in the Consolidated Statements of Cash Flows. Investors should carefully consider the specific items included in Divestco's computation of EBITDA and operating income. While EBITDA and operating income have been disclosed herein to permit a more complete comparative analysis of the Company's operating performance and debt servicing ability relative to other companies, investors should be cautioned that EBITDA and operating income as reported by Divestco may not be comparable in all instances to EBITDA and operating income as reported by other companies.

Cash EBITDA is not a calculation based on Canadian GAAP and this measure may not be comparable to similar measures presented by other issuers. Accordingly, this measure has been represented in this press release to provide readers with additional information regarding the Company's financial position, results, liquidity and its ability to generate future cash flows excluding revenue generated from seismic participation (multi-client) surveys. Cash EBITDA is defined as EBITDA less seismic participation (multi-client) revenue.

#### EBITDA and Cash EBITDA are calculated as follows:

	Thr	ee Months En	ded September 30	Ni	Nine Months Ended September 30				
(Thousands)		2010	2009	9	2010		2009		
Net Income (Loss)	\$	(49,883)	\$ (1,245	\$	(57,503)	\$	1,094		
Income Tax Expense (Reduction)		(9,612)	(1,526	)	(12,454)		(1,874)		
Other Income (loss)		(41,500)	(31	)	(41,406)		4,392		
Operating Income (Loss)	\$	(17,995)	\$ (2,740	) \$	(28,551)	\$	(5,172)		
Interest		1,233	676		2,325		2,468		
Depreciation and Amortization		7,753	7,967		24,847		27,442		
EBITDA		(9,009)	5,903		(1,379)		24,738		
Less: seismic participation revenue		-	-		(1,970)		(5,733)		
Cash EBITDA	\$	(9,009)	\$ 5,903	\$	(3,349)	\$	19,005		

For the third quarter of 2010, the company generated \$(9) million in cash EBITDA, a \$14.9 million (253%) decrease from the \$5.9 million generated for Q3 2009.

For the first nine months of 2010, the company generated \$(3.3) million in cash EBITDA, a \$22.4 million (118%) decrease from the \$19 million generated for comparable period in 2009.

Divestco reports funds from operations because it is a key measure used by management to evaluate its performance and to assess the ability of the Company to finance operating activities and capital expenditures. Funds from operations excludes certain working capital changes and other sources and uses of cash, which are disclosed in the Consolidated Statements of Cash Flows.

Funds from operations is not a calculation based on Canadian GAAP and should not be considered an alternative to the Consolidated Statements of Cash Flows. Funds from operations is a measure that can be used to gauge Divestco's capacity to generate discretionary cash flow. Investors should be cautioned that funds from operations as reported by Divestco may not be comparable in all instances to funds from operations as reported by other companies. While the closest GAAP measure is cash flows from operating activities, funds from operations is considered relevant because it provides an indication of how much cash generated by operations is available before proceeds from divested assets and changes in certain working capital items.

Funds from operations is calculated as follows:

	Thre	e Months En	ded	September 30	Ni	September 30		
(Thousands)		2010		2009		2010		2009
Cash Flows from Operating Activities	\$	3,789	\$	3,540	\$	12,218	\$	19,281
Changes in Non-Cash Working Capital Balances		(10,679)		6,733		(13,837)		4,875
Decrease in non-current deferred revenue		-		-		-		263
Decrease in Long-Term Prepaid Expense		(80)		(289)		(238)		(289)
Funds from Operations	\$	(6,970)	\$	9,984	\$	(1,857)	\$	24,130

## **Financial Highlights**

Financial Results (Thousands, Except Pe	r Sh	nare Amou	ınts	)									
		Thre	е М	onths En	dec	d Septemb	er 30	Nin	ne M	onths End	led	September	r 30
		2010		2009		\$ Change	% Change	2010		2009		\$ Change	% Change
Revenue	\$	8,516	\$	13,411	\$	(4,895)	-36%	\$ 32,904	\$	51,707	\$	(18,803)	-36%
Operating Expenses		17,525		7,508		10,017	133%	34,283		26,969		7,314	27%
EBITDA		(9,009)		5,903		(14,912)	-253%	(1,379)		24,738		(26,117)	-106%
Interest		1,233		676		557	82%	2,325		2,468		(143)	-6%
Depreciation and Amortization		7,753		7,967		(214)	-3%	24,847		27,442		(2,595)	-9%
Operating Income (Loss)		(17,995)		(2,740)		(15,255)	557%	(28,551)		(5,172)		(23,379)	452%
Other Income (Loss)		(41,500)		(31)		(41,469)	133771%	(41,406)		4,392		(45,798)	-1043%
Income Tax Expense (Reduction)		(9,612)		(1,526)		(8,086)	530%	(12,454)		(1,874)		(10,580)	565%
Net Income (Loss) Per Share - Basic Per Share - Diluted	\$	(49,883) (1.19) (1.19)	\$	(1,245) (0.03) (0.03)		(48,638) (1.16) (1.16)	3907% 3867% 3867%	\$ (57,503) (1.37) (1.37)	\$	1,094 0.03 0.03	\$	(58,597) (1.40) (1.40)	-5356% -4667% -4667%
Funds from Operations Per Share - Basic Per Share - Diluted	\$	(6,970) (0.17) (0.17)	\$	9,984 0.24 0.24	\$	(16,954) (0.41) (0.41)	-170% -171% -171%	\$ (1,857) (0.04) (0.04)	\$	24,130 0.58 0.58	\$	(25,987) (0.62) (0.62)	-108% -107% -107%
Shares Outstanding		43,113		41,958		N/A	3%	43,113		41,958		N/A	3%
Weighted Average Shares Outstanding Basic Diluted		41,971 41,971		41,958 41,958		N/A N/A	0% 0%	41,962 41,962		41,958 41,958		N/A N/A	0% 0%
Cash EBITDA	\$	(9,009)	\$	5,903	\$	(14,912)	-253%	\$ (3,349)	\$	19,005	\$	(22,354)	-118%

# **Segment Review Summary**

For the three months ended September 30, 2010 (Th	For the three months ended September 30, 2010 (Thousands)											
	Sof	tware and					Co	rporate &				
		Data		Services	Seis	mic Data		Other		Total		
Revenue	\$	2,359	\$	4,319	\$	1,838	\$	-	\$	8,516		
EBITDA		599		290		(2,416)		(7,482)		(9,009)		
Interest (Net of Interest Revenue)		-		(1)		-		1,234		1,233		
Depreciation and Amortization		648		341		6,604		160		7,753		
Operating Income (Loss)		(49)		(50)		(9,020)		(8,876)		(17,995)		

For the three months ended September 30, 2009	For the three months ended September 30, 2009 (Thousands)											
							Co	orporate &				
		;	Software		Services	Data	ı	Other		Total		
Revenue		\$	2,616	\$	3,051	\$ 7,744	\$	-	\$	13,411		
EBITDA			1,286		(556)	6,826	5	(1,653)		5,903		
Interest (Net of Interest Revenue)			6		-	•		669		676		
Depreciation and Amortization			865		634	6,293	3	175		7,967		
Operating Income (Loss)			415		(1,190)	532	2	(2,497)		(2,740)		

For the nine months ended September 30, 2010	For the nine months ended September 30, 2010 (Thousands)											
						Corporate 8	4					
		Software		Services	Dat	a Othe	r	Total				
Revenue	\$	7,083	\$	14,148	\$ 11,67	3 \$	- \$	32,904				
EBITDA		2,428		2,154	5,55	9 (11,520	)	(1,379)				
Interest (Net of Interest Revenue)		-		-		- 2,32	5	2,325				
Depreciation and Amortization		2,076		1,244	20,89	3 634	1	24,847				
Operating Income (Loss)		352		910	(15,334	(14,479	)	(28,551)				

For the nine months ended September 30, 2009 (Thousands)											
						Corporate &					
		Software		Services	Data	Other		Total			
Revenue	\$	8,137	\$	16,089	\$ 27,481	\$ -	\$	51,707			
EBITDA		3,415		1,733	25,255	(5,665)		24,738			
Interest (Net of Interest Revenue)		17		(1)	20	2,432		2,468			
Depreciation and Amortization		1,906		2,174	22,237	1,125		27,442			
Operating Income (Loss)		1,492		(440)	2,998	(9,222)		(5,172)			

As at	Se	Sep 30, 2010		ec 31, 2009
(Thousands - Unaudited)				
·				
Assets				
Current Assets			_	
Cash and cash equivalents	\$	22,485	\$	768
Funds held in trust		11		17
Accounts receivable		13,123		19,267
Prepaid expenses, supplies and deposits		274		708
Income taxes receivable		-		391
		35,893		21,151
Long-term prepaid expense		_		846
Investment in affiliated company		104		88
Data libraries		5,163		138,712
Participation surveys in progress		52		2,186
Property and equipment		2,202		2,747
Deferred development costs		7,699		6,699
Intangible assets		2,985		3,494
intangible assets		2,303		0,404
	\$	54,098	\$	175,923
Liabilities and Shareholders' Equity				
Current Liabilities				
Accounts payable and accrued liabilities	\$	18,429	\$	21,184
Income taxes payable	l Ť	349	*	,
Current portion of deferred revenue		2,152		5,543
Sublease loss		175		
Current portion of long-term debt obligations		476		6,217
Current portion of long term dest obligations		21,581		32,944
		040		00.005
Long-term debt obligations		216		20,685
Sublease loss		1,932		0.000
Convertible Debentures		-		3,602
Future income taxes	-			12,342
		23,729		69,573
Shareholders' Equity				
Equity instruments		71,801		70,518
Contributed surplus		5,767		5,473
Equity portion of convertible debentures		-		56
Retained earnings		(47,199)		30,303
<u> </u>		30,369		106,350
	\$	54,098	\$	175,923

Divestco Inc. Consolidated Statements of Income (Loss), Comprehensive Income (Loss) and Retained Earnings

	For	the three			For	the nine r	
		2010	_	2009		2010	2009
(Thousands, Except Per Share Amounts - Unaudited)							
Revenue	\$	8,516	\$	13,411	\$	32,904	\$ 51,707
Operating expenses							
Salaries and benefits		6,276		4,453		16,224	16,801
General and administrative		8,514		2,956		15,159	9,677
Sublease loss		2,107		-		2,107	-
Stock compensation expense		628		99		793	491
		17,525		7,508		34,283	26,969
Interest expense		1,233		676		2,325	2,468
Depreciation and amortization		7,753		7,967		24,847	27,442
Other income (loss)		(41,500)		(31)		(41,406)	4,392
Income (loss) before income taxes		(59,495)		(2,771)		(69,957)	(780)
Income taxes							
Current (recovery)		(34)		(4,630)		(112)	(4,468)
Future (reduction)		(9,578)		3,104		(12,342)	2,594
,		(9,612)		(1,526)	_	(12,454)	(1,874)
Net income (loss) and comprehensive income (loss) for the period		(49,883)		(1,245)		(57,503)	1,094
Retained earnings, beginning of period		22,683		38,839		30,303	36,500
Distribution of Pulse shares to Divestco shareholders		(19,999)		-		(19,999)	-
Retained earnings (deficit), end of period	\$	(47,199)	\$	37,594	\$	(47,199)	\$ 37,594
Net income (loss) per share  Basic and Diluted	\$	(1.19)	\$	(0.03)	\$	(1.37)	\$ 0.03
Weighted average number of shares							
Basic and Diluted		41,971		41,958		41,962	41,958

### Divestco Inc. Consolidated Statements of Cash Flows

		ee months		ne months
	ended Sep			tember 30
	2010	2009	2010	2009
(Thousands)				
Cook flours from analytical activities				
Cash flows from operating activities	\$ (49,883)	\$ (1,245)	\$ (57,503)	\$ 1,094
Net income (loss) for the period  Items not affecting cash:	φ (49,003 <i>)</i>	φ (1,245)	\$ (37,303)	\$ 1,094
•	(16)	(15)	(16)	(14)
Equity investment gain  Depreciation and amortization of data libraries, property and equipment and	(10)	(13)	(10)	(14)
intangible assets	7,245	7,440	23,214	26,070
Amortization of deferred development costs	508	527	1,633	1,372
Amortization of deferred finance costs	413	74	478	279
Amortization of deferred finance costs and accretion of liability portion of		. ,		2.0
convertible debentures	110	-	148	_
Sublease loss	2,107		2,107	_
Future income taxes (reduction)	(9,578)	3,104		2,594
Data exchanges	-	-	(1,775)	(3,321)
Loss on sale of data libraries	41,496	-	41,496	(=,==)
Gain on sale of property and equipment	_	-	(90)	(4,435)
Stock compensation expense	628	99	793	491
	(6,970)	9,984	(1,857)	24,130
	, ,		, ,	·
Changes in non-cash working capital balances	10,679	(6,733)	13,837	(4,875)
Increase (Decrease) in non-current deferred revenue	· -	-		(263)
Decrease in long-term prepaid expense	80	289	238	`289
	3,789	3,540	12,218	19,281
Cash flows from (used in) financing activities	700		700	
Issue of common shares, net of related expenses	728	(407)	728	(0.750)
Repayment of long-term debt obligations	(25,563)	(137)	(28,691)	(8,756)
Repayment of debentures	(3,750)	-	(3,750)	(75)
Deferred financing costs	(50)	(4.202)	(50)	(75)
Proceeds received from long-term debt obligations (net of committed revolver	2,755	(1,383)	1,735	(4,365)
repayments)	(25,880)	(1,520)	(30,028)	(13,196)
	, , ,	, , ,	, , ,	, ,
Cash flows from (used in) investing activities				
Purchase of data libraries	451	(55)	(2,196)	(7,188)
Decrease in participation surveys in progress	153	(1)	2,134	4,500
Purchase of property and equipment	(257)	(49)	(699)	(1,421)
Proceeds on sale of data libraries	54,434	· · ·	54,434	-
Proceeds on sale of property and equipment	-	-	93	3,340
Deferred development costs	(1,617)	(470)	(2,633)	(1,481)
Changes in non-cash working capital balances	(9,668)	(1,196)	(11,608)	(4,296)
<u> </u>	43,496	(1,771)	39,525	(6,546)
Foreign exchange gain on cash held in a foreign currency	2	1	2	1
harrier (harrier Name Landon L	04 40=	0.50	04 74-	(400)
Increase (decrease) in cash and cash equivalents	21,407	250	21,717	(460)
Cash and cash equivalents, beginning of period	1,078	1,101	768	1,811
Cook and cook aminulants and of notice!	¢ 00.405	ф 40 <u>5</u> 4	¢ 00.40=	ф 4.05.1
Cash and cash equivalents, end of period	\$ 22,485	\$ 1,351	\$ 22,485	\$ 1,351

Divestco is an exploration services company that provides a comprehensive and integrated portfolio of data, software, and services to the oil and gas industry. Through continued commitment to align and bundle products and services to generate value for customers, Divestco is creating an unparalleled set of integrated solutions and unique benefits for the marketplace. Divestco's breadth of data, software and services offers customers the ability to access and analyze the information required to make business decisions and to optimize their success in the upstream oil and gas industry. Divestco is headquartered in Calgary, Alberta, Canada and trades on the TSX Venture Exchange under the symbol "DVT".

### For more information please contact:

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The TSXV has not reviewed nor accepts responsibility for the adequacy or accuracy of this news release.

This press release contains forward-looking information related to the Company's capital expenditures, projected growth, view and outlook towards future oil and gas prices and market conditions, and demand for its products and services. Statements that contain words such as "could', "should", "can", "anticipate", "expect", "believe", "will", "may" and similar expressions and statements relating to matters that are not historical facts constitute "forward-looking information" within the meaning applicable by Canadian securities legislation. Although management of the Company believes that the expectations reflected in such forward-looking information are reasonable, there can be no assurance that such expectations will prove to have been correct because, should one or more of the risks materialize, or should the assumptions underlying forward-looking statements or forward-looking information prove incorrect, actual results may vary materially from those described in this press release as intended, planned, anticipated, believed, estimated or expected. Except where required by law, the Company does not assume any obligation to update these forward-looking statements or forward-looking information if conditions or opinions should change. Readers should not place undue reliance on forward-looking statements or forward-looking information of the Company contained in this press release are expressly qualified, in their entirety, by this cautionary statement.

In particular, this press release contains forward-looking statements pertaining to the following: the Company's ability to reduce debt, improve liquidity, correct its working capital deficiency and maintain profitability in the current economy; availability of external and internal funding for future operations; relative future competitive position of the Company; nature and timing of growth; future sales of the Company's seismic data library; oil and natural gas production levels; planned capital expenditure programs; supply and demand for oil and natural gas; future demand for products/services; commodity prices; fluctuations in interest rates; impact of Canadian federal and provincial governmental regulation on the Company; expected levels of operating costs, general administrative costs, costs of services and other costs and expenses; future ability to execute dispositions of assets or businesses; expectations regarding the Company's ability to raise capital and to add to seismic data through new seismic shoots and acquisition of existing seismic data; treatment under tax laws.

These forward-looking statements are based upon assumptions including: that future prices for crude oil and natural gas, future interest rates and future availability of debt and equity financing will be at levels and costs that allow the Company to manage, operate and finance its business and develop its software products and various oil and gas datasets including its seismic data library, and meet its future obligations; that the regulatory framework in respect of royalties, taxes and environmental matters applicable to the Company and its customers will not become so onerous on both the Company and its customers as to preclude the Company and its customers from viably managing, operating and financing its business and the development of its software and data; and that the Company will continue to be able to identify, attract and employ qualified staff and obtain the outside expertise as well as specialized and other equipment it requires to manage, operate and finance its business and develop its properties.

These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the Company's control, including: general economic, market and business condition; volatility in market prices for crude oil and natural gas; ability of Divestco's clients to explore for, develop and produce oil and gas; availability of financing and capital; fluctuations in interest rates; demand for the Company's product and services; weather and climate conditions; competitive actions by other companies; availability of skilled labour; failure to obtain regulatory approvals in a timely manner; adverse conditions in the debt and equity markets; and government actions including changes in environment and other regulations.