



STONEHAM
DRILLING TRUST

TSX: SDG.UN

Q2

2008
Q2 REPORT

FOR THE PERIOD ENDED JUNE 30, 2008





STONEHAM
DRILLING TRUST

Profile

Stoneham Drilling Trust is an income trust that provides contract drilling services to oil and natural gas exploration and production companies operating within the Western Canada Sedimentary Basin and the Anadarko Basin of Oklahoma. Our competitive niche is in the medium-deep segment, drilling wells to depths between 2,000 and 5,500 metres. With our modern, innovative fleet of drilling rigs, we are an industry leader in operational performance, safety and rig utilization.

Stoneham trades on the TSX under the symbol SDG.UN. The Trust pays monthly cash distributions to unitholders.

Mission Statement

At Stoneham, we create an environment for our people to excel with safety and integrity as part of our culture. We build strong relationships by providing quality and value. We deliver industry-leading performance, rig utilization and returns to our stakeholders.

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Management's Discussion and Analysis (MD&A)

Three and six months ended June 30, 2008

This Management's Discussion and Analysis (MD&A) should be read in conjunction with the Consolidated Financial Statements and Notes thereto of Stoneham Drilling Trust for the year ended December 31, 2007, Management's Discussion and Analysis for the year ended December 31, 2007, and the unaudited Consolidated Financial Statements for the three and six months ended June 30, 2008 and 2007. The consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles (GAAP). Comparative percentages are between the three months ended June 30, 2008 and 2007 or between the six months ended June 30, 2008 and 2007, and all dollar amounts are expressed in Canadian currency. Throughout this report, Stoneham refers to Stoneham Drilling Trust, its subsidiaries, Stoneham Drilling Limited Partnership, Stoneham Drilling Inc., Stoneham Drilling Corporation, and Stoneham Administration Inc., as the context requires.

The information in this MD&A was prepared on August 6, 2008, and incorporates all relevant considerations to that date. This discussion provides management's analysis of Stoneham's historical financial and operating results and provides estimates of Stoneham's future financial and operating performance based on information currently available.

This MD&A contains certain forward-looking information and statements within the meaning of applicable securities laws. For a full discussion of the forward-looking information and statements and the risks to which they are subject, see the Forward-Looking Information and Statements Advisory on page 10.

Additional information relating to Stoneham, including the Annual Information Form dated March 27, 2008, is available on our website at www.stonehamdrilling.com or on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.

Overview

Stoneham Drilling Trust (the Trust) is an open-ended investment trust governed by the laws of the Province of Alberta pursuant to the Declaration of Trust. The Trust was established for the purpose of investing in property including the securities of Stoneham Drilling Limited Partnership (the Partnership); Stoneham Drilling Inc.; and Stoneham Administration Inc., the manager of the Trust. The Trust is the limited partner in the Partnership holding a 99.99% interest. Stoneham Drilling Inc. is the general partner of the Partnership (the General Partner) holding the remaining 0.01% interest. Valiant Trust Company (the Trustee) is the Trustee of the Trust. The beneficiaries of the Trust are the holders of the trust units.

The first quarter of 2008 marked Stoneham's entry into the United States market. In January, Stoneham Drilling Corporation was incorporated under the laws of the State of Oklahoma as a wholly-owned subsidiary of Stoneham Drilling Inc., and entered into a one year contract with the U.S. arm of an existing Canadian client. During the first quarter, Rigs 17 and 18 were deployed to Oklahoma and are operating in the Anadarko Basin. At the end of the second quarter, Rig 11 was prepared for mobilization to the U.S and it commenced drilling operations in July of 2008. This strategic move complements our Canadian operations and we may continue to deploy additional rigs to the U.S. in the future.

SELECTED FINANCIAL INFORMATION

\$ 000s except for per trust unit data and trust units outstanding	Three months ended June 30,		Six months ended June 30,	
	2008 (unaudited)	2007 (unaudited)	2008 (unaudited)	2007 (unaudited)
Revenue	13,176	2,867	44,817	21,830
Net earnings (loss) and comprehensive income (loss)	(2,275)	(7,399)	2,300	(3,054)
Per trust unit (basic and diluted)	(0.28)	(0.92)	0.29	(0.38)
Cash flow from operations (1)	(1,880)	(1,990)	6,813	4,205
Per trust unit (basic and diluted)	(0.23)	(0.25)	0.85	0.52
Total assets	180,192	156,435	180,192	156,435
Long-term debt (2)	71,200	50,210	71,200	50,210
Weighted average units outstanding				
Basic and diluted	8,023,261	8,023,261	8,023,261	8,023,261
EBITDA (1)	(838)	(1,373)	9,042	5,224

- (1) Cash flow from operations is defined as cash flow from operating activities before changes in non-cash working capital relating to operating activities. EBITDA is defined as earnings before interest, taxes, depreciation and amortization. Readers are advised that cash flow from operations, cash flow from operations per trust unit and EBITDA do not have standardized meanings prescribed by GAAP and therefore may not be comparable with calculations of similar measures for other companies. However, Stoneham does compute these measures on a consistent basis for each reporting period. The reconciliation of cash flow from operations and EBITDA to a GAAP measure can be found on page 6.
- (2) Long-term debt includes the current portion.

Highlights

- Total operating days increased 255% to 483 days from the prior comparative quarter as a result of the additional rig capacity from the deployment of seven new drilling rigs throughout 2007 and the first quarter of 2008, and expansion of operations into the U.S. Overall rig utilization increased 143% in the quarter. Stoneham exceeded the Canadian industry average utilization rate by 12% for the three months ended June 30, 2008.
- Revenue for the second quarter of 2008 exceeded the prior period by \$10.3 million, due to the larger rig fleet, improved Canadian rig utilization, commencement of U.S. operations, and higher cost recoverable charges. Seasonal conditions such as spring break-up do not occur in the Anadarko Basin, providing the opportunity for increased operating days. Revenue generated in the U.S. totalled \$4.7 million in the quarter (36% of total revenue).
- Cash flow from operations increased by \$0.1 million for the three months ended June 30, 2008, as the increased revenues were offset by increased interest costs associated with the rig construction program and reduced operating margins caused by higher expenditures on equipment recertifications and repairs and certain costs relating to the deployment of rigs to the U.S.
- Loss before income taxes for the second quarter of 2008 was higher than the comparative prior period by \$1.4 million as the modestly higher cash flow from operations was offset by higher amortization expense associated with the higher activity in the period. Future income tax expense for the second quarter of 2008 was a recovery of \$1.6 million as compared to the initial \$5.0 million charge recorded last year as a result of the enactment of the trust tax legislation, which imposes a tax on distributed trust income derived from certain sources beginning in 2011.

- Stoneham declared distributions of \$3.0 million (\$0.375 per trust unit) during the quarter, as compared to \$3.6 million (\$0.450 per trust unit) during the second quarter of 2007. The decrease resulted from a \$0.025 per trust unit reduction in monthly distributions announced in the third quarter of 2007.

Operational Highlights

	Three months ended June 30,			Six months ended June 30,		
	2008	2007	% Change	2008	2007	% Change
Average number of rigs (1)	19.0	13.0	46%	18.5	12.8	45%
Total rigs at quarter end						
Canada	17	13	31%	17	13	31%
U.S.	2	-	-	2	-	-
Canada						
Operating days (2)	328	136	141%	1,545	941	64%
Stoneham rig utilization rate (3)	21.9%	11.5%	90%	50.2%	40.9%	23%
Industry average utilization rate (3)	19.5%	16.8%	16%	37.7%	37.5%	1%
U.S.						
Operating days (2)	155	-	-	181	-	-
Stoneham rig utilization rate	89.0%	-	-	88.2%	-	-
Total						
Operating days (2)	483	136	255%	1,726	941	83%
Stoneham rig utilization rate	27.9%	11.5%	143%	51.2%	40.9%	25%

- (1) Rig 18, which was completed in November 2007, was deployed in February 2008. Rig 17 was completed in the first quarter of 2008 and deployed in March. In 2007, Rig 15 was deployed in February, Rig 12 was deployed in July, Rigs 16 and 19 were deployed in October, and Rig 20 was deployed in December.
- (2) Operating days is the sum of the number of days from spud to rig release (excluding stand-by, moving, rig-up, and rig-out days) for rigs active during the period.
- (3) Rig utilization rate, expressed as a percentage, is based on data reported by the CAODC. It is calculated by dividing the number of operating days for a period (as the numerator) by the number of rigs active during the period multiplied by the number of calendar days in the period (as the denominator).

Operating days increased by 347 and 785 days for the three and six months ended June 30, 2008, respectively, as a result of the deployment of six new drilling rigs in the past twelve months, improved rig utilization and the expansion of operations into the U.S. where seasonal conditions often allow for uninterrupted drilling activity. The increase is also the result of full period inclusion of Rig 15 (deployed in February 2007) in 2008 results and an increase in our customer base year over year. In Canada, Stoneham's rig utilization rate continued to outperform the industry average, exceeding the industry rate by 12% and 33% for the three and six months ended June 30, 2008, respectively. We anticipate our utilization will remain higher than the Canadian industry average for the remainder of the year, and our total operating days should exceed the respective prior comparative periods as a result of our increased capacity and strategic expansion into the U.S.

Results of Operations

REVENUE AND OPERATING EXPENSES

\$ 000s	Three months ended June 30,			Six months ended June 30,		
	2008	2007	% Change	2008	2007	% Change
Revenue	13,176	2,867	360%	44,817	21,830	105%
Operating expenses	12,662	2,963	327%	33,099	14,024	136%

Increases in revenue are largely due to increased operating days resulting from increased rig capacity, second quarter U.S. rig activity, and improved seasonal conditions as compared with the extended spring break up experienced last year during the second quarter. Revenue per operating day also increased, mainly as a result of higher cost recoverable charges, including the significant costs associated with mobilizing rigs to the U.S. Higher day rates associated with the newer deeper capacity equipment was largely offset by lower day rates from a higher percentage of spot market activity. This translated to revenue of \$27,280 and \$25,966 per day for the three and six months ended June 30, 2008, as compared to \$21,081 and \$23,199 per day for the same periods in 2007.

Increases in operating expenses are due to higher operating days, mobilization of the rigs to the U.S., which increased certain expenses such as equipment rentals, and higher cost recoverable charges. Significant expenditures were also incurred during the quarter for recertification, repair and maintenance work as part of our commitment to safety and efficiency. Due to our growth, the fixed cost component also increased with additional staff in our field offices. The impact of these factors translated to operating expenses of \$26,215 and \$19,177 per day for the three and six months ended June 30, 2008, as compared to \$21,787 and \$14,903 per day for the same periods in 2007.

GENERAL AND ADMINISTRATIVE EXPENSES

\$ 000s	Three months ended June 30,			Six months ended June 30,		
	2008	2007	% Change	2008	2007	% Change
General and administrative expenses	1,352	1,277	6%	2,676	2,582	4%

General and administrative expenses rose slightly, mainly resulting from increased insurance and compensation costs associated with both growth in operations and expansion into the U.S.

AMORTIZATION

\$ 000s	Three months ended June 30,			Six months ended June 30,		
	2008	2007	% Change	2008	2007	% Change
Amortization	1,997	449	345%	5,399	2,299	135%

Amortization of property, plant and equipment increased due to additional operating days associated with the expanded rig fleet, including rigs active in the U.S., and higher per operating day amortization on the new and deeper capacity equipment.

INTEREST EXPENSE

\$ 000s	Three months ended June 30,			Six months ended June 30,		
	2008	2007	% Change	2008	2007	% Change
Interest on long-term debt	990	573	73%	2,110	903	134%
Other interest	52	44	18%	119	116	3%

Interest on long-term debt increased due to higher levels of debt associated with our 2007 rig construction program, which was substantially complete at December 31, 2007, and the building of our new operations centre in Leduc, which was operational effective March 31, 2008.

INCOME TAXES

The Trust distributes taxable income to its unitholders; therefore the only income taxes currently payable in Canada are those incurred by the General Partner. For the three and six months ended June 30, 2008 and 2007, taxable income of the General Partner was minimal and therefore current income tax expense was included in general and administrative expenses. Stoneham Drilling Corporation is subject to U.S. corporate income tax, however, it is not anticipated that there will be any current taxes payable in 2008.

In June 2007, legislation was enacted concerning the taxation of certain publicly traded flow-through (SIFT) entities. The new regime imposes a tax on distributed trust income derived from certain sources beginning in 2011. For Stoneham, this includes business income allocated to it from the Partnership. As at June 30, 2008, we have recorded a \$3.4 million future income tax liability which is comprised of the cumulative temporary differences between the accounting value and tax value of property, plant and equipment (expected to reverse after 2010) measured at the substantively enacted tax rates expected to apply when the new rules come into effect.

On June 18, 2008, Bill C-50, which contains legislation to adjust the deemed provincial component on the SIFT tax rate, received Royal Assent. Under this legislation, the provincial component will be based on actual provincial corporate tax rates under a formula giving equal weight to province-by-province payrolls and revenues rather than a flat provincial rate of 13% as previously announced. However, we have not adjusted our provision for future income tax, as the income tax regulations for the adjustment have not been finalized.

On July 14, 2008, the Department of Finance released draft amendments to the Canadian Income Tax Act to facilitate the conversion of SIFT entities into corporations without triggering adverse tax consequences. We are currently assessing the draft rules as they relate to our particular circumstances.

Liquidity and Capital Resources

At June 30, 2008, Stoneham had a working capital deficit of \$4.8 million, which is significantly lower than the surplus of \$5.2 million at December 31, 2007. The decrease relates to seasonality of the drilling service industry as revenue in the second quarter of 2008 was 49% lower than in the fourth quarter of 2007, causing accounts receivable to decrease 33% or \$7.2 million from year-end 2007. Also contributing to the deficit is the current portion of long-term debt of \$5.9 million, which was nil at year end. Offsetting the deficit is a reduction in amounts owed to vendors of 29% or \$3.9 million, due to reduced activity in the second quarter.

As at June 30, 2008, Stoneham's authorized 364-day extendable secured facility was \$75.0 million, bearing interest at a rate of prime plus 0.75%. The authorized operating line was \$15.0 million bearing interest at a rate of prime plus 0.5%. The Trust has a secondary operating facility of \$2.0 million that bears interest at a rate of prime plus 0.75%.

At June 30, 2008, bank indebtedness was \$3.7 million and outstanding long-term debt was \$71.2 million including a current portion of \$5.9 million.

OPERATING ACTIVITIES

\$ 000s	Three months ended June 30,			Six months ended June 30,		
	2008	2007	% Change	2008	2007	% Change
Net earnings (loss) and comprehensive income (loss)	(2,275)	(7,399)	69%	2,300	(3,054)	-

The loss for the second quarter of 2008 reduced by 69% to \$2.3 million or (\$0.28) per trust unit. The main difference in the two periods was future income taxes with an initial provision of \$5.0 million in the 2007 results, but a recovery of \$1.6 million in 2008. The loss before taxes increased by \$1.4 million as a result of increased interest and amortization expenses. Increased revenues were largely offset by higher operating costs associated with recertifications and overhauls.

RECONCILIATION OF NON-GAAP MEASURES

Cash flow from operations is defined as cash flow from operating activities before changes in non-cash working capital relating to operating activities.

\$ 000s	Three months ended June 30,		Six months ended June 30,	
	2008	2007	2008	2007
Cash flow from operating activities	8,208	6,803	14,152	15,449
Add (deduct):				
Changes in non-cash working capital relating to operating activities	(10,088)	(8,793)	(7,339)	(11,244)
Cash flow from operations	(1,880)	(1,990)	6,813	4,205

EBITDA is defined as earnings before interest, taxes, depreciation and amortization.

\$ 000s	Three months ended June 30,		Six months ended June 30,	
	2008	2007	2008	2007
Net earnings (loss)	(2,275)	(7,399)	2,300	(3,054)
Add:				
Amortization	1,997	449	5,399	2,299
Interest on long-term debt	990	573	2,110	903
Other interest	52	44	119	116
Future income tax expense (recovery)	(1,602)	4,960	(886)	4,960
EBITDA	(838)	(1,373)	9,042	5,224

The preceding tables reconcile the non-GAAP measures, cash flow from operations and EBITDA, to cash flow from operating activities and net earnings, both GAAP measures. We believe that, in addition to net earnings, cash flow from operations and EBITDA provide supplemental financial information that is useful in the evaluation of Stoneham's operations as key measures of our ability to generate cash, finance rig construction programs, and pay monthly distributions. Investors should be cautioned, however, that cash flow from operations and EBITDA should not be construed as an alternative to net earnings, determined in accordance with GAAP, as an indicator of Stoneham's performance.

INVESTING ACTIVITIES

\$ 000s	Three months ended June 30,			Six months ended June 30,		
	2008	2007	% Change	2008	2007	% Change
Capital expenditures	1,861	12,710	-85%	6,555	31,453	-79%

In the second quarter, we incurred minimal capital expenditures. The majority of costs incurred in 2008 related to rigs mobilized to the U.S during the year, which required customization for operation in the U.S. Other costs related to the remainder of expenditures on the 2007 rig construction program and completion of the Leduc operations centre. In 2007, expenditures related mainly to construction of seven rigs (Rigs 12, 15, 16, 17, 18, 19 and 20) and the Leduc operations centre.

FINANCING ACTIVITIES

\$ 000s	Three months ended June 30,			Six months ended June 30,		
	2008	2007	% Change	2008	2007	% Change
Long-term debt financing	1,700	23,500	-93%	1,700	38,500	-96%

At the end of the second quarter, a total of \$71.2 million was drawn on our long-term debt facility, slightly higher than the \$69.5 million outstanding at December 31, 2007. As at June 30, 2007, \$50.2 million was drawn under the long-term debt facility to fund rig construction. The increase is due to execution of the construction program and new facilities in Leduc. The current portion of the term debt was \$5.9 million at June 30, 2008 (June 30, 2007 – \$1.0 million).

DISTRIBUTIONS

\$ 000s, except for per trust unit amounts	Three months ended June 30,			Six months ended June 30,		
	2008	2007	% Change	2008	2007	% Change
Net earnings (loss)						
and comprehensive income (loss)	(2,275)	(7,399)	69%	2,300	(3,054)	-
Cash flow from operations (1)	(1,880)	(1,990)	6%	6,813	4,205	62%
Distributions paid and payable	3,009	3,610	-17%	6,018	7,220	-17%
Per trust unit	0.38	0.45	-17%	0.75	0.90	-17%

(1) Cash flow from operations is defined as cash flow from operating activities before changes in non-cash working capital related to operating activities.

Stoneham makes monthly distributions to unitholders from cash flow from operations after withholding a portion of cash flow to repay debt and fund capital expenditures. The level of cash flow retained will vary based on debt levels and anticipated capital expenditures. The Board of Directors is prepared to adjust the payout levels in an effort to balance desired distributions with the requirement to maintain an appropriate capital structure. Stoneham maintains a policy of paying out up to 75% of its cash flow from operations in distributions. Stoneham currently makes monthly cash distributions of \$0.125 per trust unit (\$1.50 per trust unit per annum).

At June 30, 2008 and August 6, 2008, the Trust had 8,023,261 trust units outstanding, unchanged from June 30, and December 31, 2007. The Trust does not have an equity option plan for directors, officers or employees.

Selected Quarterly Financial Information

\$ 000s except per trust unit data and utilization	Three Months Ended							
	June 30		March 31		December 31		September 30	
	2008	2007	2008	2007	2007	2006	2007	2006
Revenue	13,176	2,867	31,641	18,963	26,042	17,782	18,050	15,780
Net earnings (loss) and comprehensive income (loss)	(2,275)	(7,399)	4,575	4,345	4,987	4,243	4,063	3,953
Per trust unit (basic and diluted)	(0.28)	(0.92)	0.57	0.54	0.62	0.53	0.51	0.49
Cash flow from operations (1)	(1,880)	(1,990)	8,693	6,195	7,680	6,220	5,360	5,542
Per trust unit (basic and diluted)	(0.23)	(0.25)	1.08	0.77	0.96	0.78	0.67	0.69
Distributions	3,009	3,610	3,009	3,610	3,009	3,410	3,611	3,009
Per trust unit	0.375	0.450	0.375	0.450	0.375	0.425	0.450	0.375
Canadian utilization rate (2):								
Stoneham	22%	12%	77%	72%	71%	75%	63%	82%
Industry	20%	17%	56%	59%	37%	47%	39%	57%
US utilization rate	89%	-	84%	-	-	-	-	-
Total utilization rate	28%	12%	77%	72%	71%	75%	63%	82%

- (1) Cash flow from operations is defined as cash flow from operating activities before changes in non-cash working capital relating to operating activities.
- (2) Rig utilization rate, expressed as a percentage, is based on data reported by the CAODC. It is calculated by dividing the number of operating days for a period (as the numerator) by the number of rigs active during the period multiplied by the number of calendar days in the period (as the denominator).

The Canadian drilling industry is seasonal with activity building over the summer and fall and peaking during the winter months as northern transportation routes become accessible and operator construction costs are reduced. The peak Canadian drilling season ends with spring break-up, at which time drilling operations are curtailed by seasonal road bans (temporary prohibitions on road use). As warm weather returns in the spring, many secondary roads are incapable of supporting the weight of heavy equipment until they have completely dried out. This spring break-up usually occurs in April and May and generally lasts from four to eight weeks, resulting in the second quarter traditionally being the slowest quarter.

As these seasonal conditions do not exist in the Anadarko Basin, our U.S. expansion provides the opportunity for uninterrupted activity and better overall rig utilization during the second quarter.

Outlook

With our expansion into the U.S., we expect operating days to continue to increase, augmenting our performance in the Canadian drilling industry. Canadian industry utilization increased 16% over the second quarter of last year, but remained unchanged on a year to date basis. Although continued volatility in natural gas prices, a strong Canadian dollar, and uncertainty regarding the Alberta royalty regime have impacted drilling budgets for the year, we expect our rig utilization to remain above the Canadian industry average and, based on activity levels in the third quarter to date, higher than our results last year.

Critical Accounting Estimates

The preparation of financial statements in conformity with GAAP requires the Company to make assumptions, judgments and estimates that may have a significant impact on the financial statements. Estimates are reviewed periodically and as adjustments become necessary they are reported in earnings in the periods in which they become known. The Company's significant accounting policies are described in Note 2 of the consolidated financial statements for the year ended December 31, 2007.

Changes in Accounting Policies

As described in Note 2 to our interim consolidated financial statements, on January 1, 2008, we adopted the CICA Handbook Section 1535 *Capital Disclosures*, Section 3862 *Financial Instruments – Disclosures*, Section 3863 *Financial Instruments – Presentation* and the amended Section 1400 *General Standards of Financial Statement Presentation*.

Section 1535 *Capital Disclosures* specifies the disclosure of (i) an entity's objectives, policies, and processes for managing capital; (ii) quantitative data about what the entity regards as capital; and (iii) whether the entity has complied with any capital requirements and the consequences in the event of non-compliance.

Section 3862 *Financial Instruments – Disclosures* and Section 3863 *Financial Instruments – Presentation* replace Handbook Section 3861 *Financial Instruments – Disclosure and Presentation* and require increased emphasis on the risks associated with both recognized and unrecognized financial instruments and disclosure of how those risks are managed. The new presentation standard carries forward the former presentation requirements.

The amended Section 1400 *General Standards of Financial Statement Presentation* includes requirements to assess the entity's ability to continue as a going concern. Material uncertainties related to events or conditions that may cast doubt upon the entity's ability to continue as a going concern are required to be disclosed. Financial statements not prepared on a going concern basis must disclose that fact, together with the basis on which the financial statements are prepared, and the reason why the entity is not regarded as a going concern.

CANADIAN ACCOUNTING PRONOUNCEMENTS

The Canadian Accounting Standards Board (AcSB) has confirmed that the use of International Financial Reporting Standards (IFRS) will be required in 2011 for publicly accountable profit-oriented enterprises. IFRS will replace Canada's current GAAP for those enterprises. These include listed companies and other profit-oriented enterprises that are responsible to large or diverse groups of stakeholders. The official changeover date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provide comparative IFRS information for the previous fiscal year. Stoneham is currently evaluating the impact of adopting IFRS.

Disclosure Controls

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported on a timely basis to senior management, so that appropriate decisions can be made regarding public disclosure. As at the end of the period covered by this management's discussion and analysis, management evaluated the effectiveness of Stoneham's disclosure controls and procedures and concluded that they are effective, after having considered the Canadian Securities Administrators' Multilateral Instrument 52-109 *Certification of Disclosures in Issuers' Annual and Interim Filings*.

Internal Controls over Financial Reporting

There were no changes to Stoneham's internal controls over financial reporting since December 31, 2007, which have materially affected, or are reasonably likely to materially affect Stoneham's internal control over financial reporting. The Chief Executive Officer and Chief Financial Officer have signed form 52-109F2 – Certification of interim filings, which can be found on SEDAR at www.sedar.com.

Risks and Uncertainties

For a discussion about risks and uncertainties, please refer to our Management's Discussion and Analysis and Annual Information Form for the year ended December 31, 2007 available on SEDAR or on our website.

Forward-Looking Information and Statements Advisory

This MD&A contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends", "might" and similar expressions is intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this MD&A contains forward-looking information and statements pertaining to the following: (i) utilization of drilling rigs in Canada and the United States; and (ii) other expectations, beliefs, plans, goals, objectives, assumptions, information and statements about possible future events, conditions, results of operations or performance. Various assumptions were used in drawing the conclusions or making the forecasts and projections contained in the forward-looking statements throughout this MD&A.

The forward-looking information and statements contained in this MD&A reflect several material factors, expectations and assumptions including, without limitation: (i) demand for Stoneham's services by oil and gas exploration and production companies; (ii) capital expenditure programs and other expenditures by oil and gas exploration and production companies; (iii) commodity prices, foreign currency exchange rates and interest rates; (iv) supply and demand for commodities; (v) expectations regarding the Trust's ability to raise capital and to increase the fleet of drilling rigs through acquisitions and construction; (vi) schedules and timing of certain projects and Stoneham's strategy for growth; (vii) Stoneham's future operating and financial results; (viii) treatment under governmental regulatory regimes and tax, environmental and other laws; and (ix) the ability to attract and retain qualified crews for Stoneham's drilling rigs.

The forward-looking information and statements included in this MD&A are not guarantees of future performance and should not be unduly relied upon. Forward-looking statements are based on current expectations, estimates and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially from those anticipated and described in the forward-looking statements. Such information and statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information or statements including, without limitation: (i) volatility in market prices for commodities; (ii) volatility in exchange rates for the Canadian dollar relative to other world currencies; (iii) liabilities and risks inherent in the drilling industry, including technical problems; (iv) competition for, among other things, capital, the ability to secure manufacturers for drilling rig construction and skilled personnel; (v) changes in general economic, market and business conditions in Canada, North America, and worldwide; (vi) actions by governmental or regulatory authorities including changes in income tax laws; (vii) the ability of Stoneham's customers to maintain cash flow and/or to raise capital and to continue with their drilling programs; (viii) the assumption that customers will continue to honour the terms of their take-or-pay contracts and/or that amendments may be negotiated to such contracts that would not have a material adverse effect on Stoneham; (ix) the impact of adverse weather on Stoneham's operations; (x) increases and overruns in drilling rig construction costs; (xi) the impact of increased competition and an over-supply of drilling rigs in the industry; (xii) the impact of disasters and accidents such as blow-outs; and (xiii) the impact of environmental issues, including climate change.

The Trust cautions that the foregoing list of assumptions, risks and uncertainties is not exhaustive. The forward-looking information and statements contained in this MD&A speak only as of the date of this MD&A, and the Trust assumes no obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable laws.

Consolidated Balance Sheets

unaudited - stated in thousands	June 30, 2008	December 31, 2007
ASSETS		
Current		
Accounts receivable	\$ 14,841	\$ 22,023
Prepaid expenses	754	890
	<u>15,595</u>	<u>22,913</u>
Property, plant and equipment	164,597	163,438
	<u>\$ 180,192</u>	<u>\$ 186,351</u>
LIABILITIES		
Current		
Bank indebtedness	\$ 3,689	\$ 3,055
Accounts payable and accrued liabilities	9,757	13,649
Distributions payable (Note 5)	1,003	1,003
Current portion of long-term debt	5,933	-
	<u>20,382</u>	<u>17,707</u>
Long-term debt	65,267	69,500
Future income taxes (Note 4)	3,355	4,238
	<u>89,004</u>	<u>91,445</u>
UNITHOLDERS' EQUITY		
Unitholders' capital	89,198	89,198
Accumulated earnings	43,457	41,157
Accumulated distributions to unitholders (Note 5)	(41,467)	(35,449)
	<u>91,188</u>	<u>94,906</u>
	<u>\$ 180,192</u>	<u>\$ 186,351</u>

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Earnings, Comprehensive Income and Accumulated Earnings

unaudited - stated in thousands, except for per trust unit amounts	Three months ended June 30,		Six months ended June 30,	
	2008	2007	2008	2007
REVENUE	\$ 13,176	\$ 2,867	\$ 44,817	\$ 21,830
EXPENSES				
Operating	12,662	2,963	33,099	14,024
Amortization	1,997	449	5,399	2,299
General and administrative	1,352	1,277	2,676	2,582
Interest on long-term debt	990	573	2,110	903
Other interest	52	44	119	116
	17,053	5,306	43,403	19,924
Earnings (loss) before income taxes	(3,877)	(2,439)	1,414	1,906
Future income tax expense (recovery) (Note 4)	(1,602)	4,960	(886)	4,960
Net earnings (loss) and comprehensive income (loss) for the period	(2,275)	(7,399)	2,300	(3,054)
Accumulated earnings, beginning of period	45,732	39,506	41,157	35,161
Accumulated earnings, end of period	\$ 43,457	\$ 32,107	\$ 43,457	\$ 32,107
Earnings (loss) per unit				
Basic and diluted	\$ (0.28)	\$ (0.92)	\$ 0.29	\$ (0.38)

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Cash Flows

unaudited - stated in thousands	Three months ended June 30,		Six months ended June 30,	
	2008	2007	2008	2007
OPERATING ACTIVITIES				
Net earnings (loss) for the period	\$ (2,275)	\$ (7,399)	\$ 2,300	\$ (3,054)
Adjustment for items not affecting cash:				
Amortization	1,997	449	5,399	2,299
Future income tax expense (recovery)	(1,602)	4,960	(886)	4,960
	(1,880)	(1,990)	6,813	4,205
Changes in non-cash working capital relating to operating activities (Note 6)	10,088	8,793	7,339	11,244
	8,208	6,803	14,152	15,449
INVESTING ACTIVITIES				
Purchase of property, plant and equipment	(1,861)	(12,710)	(6,555)	(31,453)
Changes in accounts payable relating to investing activities	(3,631)	(4,357)	(3,913)	(6,058)
	(5,492)	(17,067)	(10,468)	(37,511)
FINANCING ACTIVITIES				
Long-term debt financing	1,700	23,500	1,700	38,500
Distributions paid and payable to Trust unitholders (Note 5)	(3,009)	(3,610)	(6,018)	(7,220)
	(1,309)	19,890	(4,318)	31,280
Increase (decrease) in cash and cash equivalents	1,407	9,626	(634)	9,218
Bank indebtedness, beginning of period	(5,096)	(3,703)	(3,055)	(3,295)
Cash and cash equivalents (bank indebtedness), end of period	\$ (3,689)	\$ 5,923	\$ (3,689)	\$ 5,923

See accompanying notes to the consolidated financial statements.

Notes to the Consolidated Financial Statements

June 30, 2008 and June 30, 2007

Unaudited - tabular amounts stated in thousands except for per unit amounts

1. Basis of Presentation

These interim financial statements were prepared using accounting policies and methods of their application consistent with those used in the preparation of the Stoneham Drilling Trust (the "Trust") audited consolidated financial statements for the year ended December 31, 2007, except as described in Note 2. These interim financial statements conform, in all respects, to the requirements of generally accepted accounting principles (GAAP) in Canada for annual financial statements with the exception of certain note disclosures. As a result, these interim financial statements should be read in conjunction with the Trust's audited financial statements for the year ended December 31, 2007.

2. Changes in Accounting Policies

FOREIGN CURRENCY TRANSLATION

Accounts of the Trust's integrated foreign operations are translated to Canadian dollars using average exchange rates for the month of the respective transaction for revenue and expenses. Monetary assets and liabilities are translated at the period-end exchange rate and non-monetary assets and liabilities are translated using historical rates of exchange. Gains or losses resulting from these translation adjustments are included in net earnings.

CAPITAL DISCLOSURES, FINANCIAL INSTRUMENTS AND GENERAL PRESENTATION STANDARDS

On January 1, 2008, the Trust adopted the Canadian Institute of Chartered Accountants (CICA) Handbook Section 1535 *Capital Disclosures*, Section 3862 *Financial Instruments – Disclosures*, Section 3863 *Financial Instruments – Presentation*, and the amended Section 1400 *General Standards of Financial Statement Presentation*.

Section 1535 specifies the disclosure of (i) an entity's objectives, policies, and processes for managing capital; (ii) quantitative data about what the entity regards as capital; and (iii) whether the entity has complied with any capital requirements and the consequences in the event of non-compliance. The standard is effective January 1, 2008. The new Sections 3862 and 3863 replace Handbook Section 3861 *Financial Instruments – Disclosure and Presentation* and require increased emphasis on the risks associated with both recognized and unrecognized financial instruments and disclosure of how those risks are managed. The new presentation standard carries forward the former presentation requirements and is effective January 1, 2008. Adoption of this standard did not have an impact on our consolidated financial statements.

The CICA has amended Section 1400 *General Standards of Financial Statement Presentation*, also effective January 1, 2008. The amended standard includes requirements to assess the entity's ability to continue as a going concern. Material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern are required to be disclosed. Financial statements not prepared on a going concern basis must disclose that fact, together with the basis on which the financial statements are prepared and the reason why the entity is not regarded as a going concern. The adoption of the amended section did not have an impact on our consolidated financial statements.

FUTURE ACCOUNTING PRONOUNCEMENTS

The Canadian Accounting Standards Board (AcSB) has confirmed that the use of International Financial Reporting Standards (IFRS) will be required in 2011 for publicly accountable profit-oriented enterprises. IFRS will replace Canada's current GAAP for those enterprises. These include listed companies and other profit-oriented enterprises that are responsible to large or diverse groups of stakeholders. The official changeover date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provide comparative IFRS information for the previous fiscal year. Stoneham is currently evaluating the impact of adopting IFRS.

3. Seasonality of Operations

The majority of the Trust's operations are carried out in Canada. The ability to move heavy equipment in the Canadian oil and natural gas fields is dependent on weather conditions. As warm weather returns in the spring, the winter frost comes out of the ground rendering many secondary roads incapable of supporting the weight of heavy equipment until they have thoroughly dried out. The duration of this spring break-up has a direct impact on the Trust's activity levels. In addition, many exploration and production areas in northern Canada are accessible only in winter months when the ground is frozen sufficiently to support drilling equipment and services. The timing of winter freeze-up and spring break-up affects the ability to move drilling equipment in and out of these areas. As a result, April through May is traditionally our slowest time. With the expansion into the U.S. during the first quarter of 2008, two of our drilling rigs are operating in the Anadarko Basin and a third rig was mobilized to the U.S. in July. As the Anadarko Basin does not experience these seasonal conditions, this has provided the opportunity for uninterrupted activity and improved rig utilization, partially offsetting the reduced activity in Canada during the second quarter.

4. Future Income Taxes

In June 2007, legislation was enacted concerning the taxation of certain publicly traded flow-through (SIFT) entities. The new regime imposes a tax on distributed trust income derived from certain sources beginning in 2011. For the Trust, this includes business income allocated to it from the Partnership. As at June 30, 2008, based on substantively enacted rates, the Trust has recorded a future income tax liability of \$3.4 million.

The provision for income taxes differs from that which would be expected by applying Canadian statutory income tax rates as follows.

	Three months ended June 30,		Six months ended June 30,	
	2008	2007	2008	2007
Earnings (loss) before income taxes	\$ (3,877)	\$ (2,439)	\$1,414	\$ 1,906
Federal and provincial statutory rates	29.5%	31.5%	29.5%	31.5%
Tax at statutory rates	(1,144)	-	417	600
Adjusted for the effects of:				
Non-deductible expenses	10	32	42	62
Tax reduction from trust income distribution to the extent of taxable income	(460)	(32)	(1,337)	(662)
Jurisdictional rate difference	(33)	-	(33)	-
Foreign exchange differential	25	-	25	-
Effect of cumulative timing differences at time of change in tax legislation	-	4,960	-	4,960
Income tax expense	\$ (1,602)	\$ 4,960	\$ (886)	\$ 4,960

Future income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts for income tax purposes. The net future tax liability is comprised of the tax effect of the following temporary difference:

	June 30, 2008	December 31, 2007
Future income tax liability:		
Property, plant and equipment	\$ 3,355	\$ 4,238

5. Accumulated Distributions to Unitholders

The following table shows the cumulative distributions to unitholders.

	\$/unit	Amount
Distributions declared to December 31, 2007		\$ 35,449
January 2008	0.125	1,003
February 2008	0.125	1,003
March 2008	0.125	1,003
April 2008	0.125	1,003
May 2008	0.125	1,003
June 2008 (declared June, 2008 and payable in July 2008)	0.125	1,003
	0.750	41,467

Distributions are made at the discretion of the Board of Directors in accordance with the distributable cash flow calculation outlined in the Declaration of Trust.

6. Supplemental Cash Flow Information

Changes in non-cash working capital relating to operating activities

	Three months ended June 30,		Six months ended June 30,	
	2008	2007	2008	2007
Decrease in current assets:				
Accounts receivable	\$ 12,573	\$ 10,061	\$ 7,182	\$ 12,567
Prepaid expenses	271	196	136	473
Increase (decrease) in current liabilities:				
Accounts payable and accrued liabilities	(2,756)	(1,464)	21	(1,796)
	<u>\$ 10,088</u>	<u>\$ 8,793</u>	<u>\$ 7,339</u>	<u>\$ 11,244</u>
Interest paid	<u>\$ 1,079</u>	<u>\$ 523</u>	<u>\$ 2,253</u>	<u>\$ 887</u>

7. Capital Risk Management

The Trust's objectives when managing capital are to safeguard the entity's ability to continue as a going concern so that it can continue to provide returns for unitholders and provide an adequate rate of return by pricing services offered commensurate with the level of risk incurred.

The Trust defines capital as including all long-term debt and equity based on the consolidated financial statements. The Trust manages the capital structure and makes adjustments to it in light of its operations, taking into account activities such as a substantial rig construction program, construction of operational facilities, strategic decisions including the expansion of operations outside Canada and maintenance of cash distribution levels. The Trust also considers changes in economic conditions of the marketplace resulting from legislation or volatility in commodity prices as well as risk characteristics of the underlying assets themselves. The Trust's objectives are met by retaining adequate equity to provide for the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements. Cash requirements are also met through debt financing arrangements or through accessing public capital markets. The Board of Directors does not establish quantitative return on capital criteria for management but rather promotes year over year sustainable, profitable growth. The Board of Directors has approved the distribution of up to 75% of cash flow from operations in the form of monthly cash distributions, based on the distributable cash flow calculation as outlined in the Declaration of Trust.

The Trust is bound by covenants on its syndicated operating and term banking facilities. The covenants are monitored monthly as part of management's internal review to ensure compliance with the requirements. As at June 30, 2008, the Trust was in compliance with all such covenants.

As a result of the Canadian trust taxation legislation, passed in June 2007, and effective January 1, 2011, the Trust is subject to certain capital growth restrictions referred to as “normal growth” equity rules. These rules limit the amount of unitholders’ capital that can be issued by the Trust in each of the next three years, based on the Trust’s market capitalization on October 31, 2006, as follows:

Normal growth capital allowed in: (000s)	Annual	Cumulative
2008 (1)	\$ 94,800	\$ 94,800
2009	31,600	126,400
2010	31,600	158,000

(1) Since the Trust did not use its allowed growth capital in 2006 or 2007, the amount available for 2008 is the unused amount for 2006 and 2007 plus the annual amount for 2008 of \$31.6 million, for a total of \$94.8 million.

In addition to growth capital restrictions, the Trust also monitors its foreign ownership levels to the extent possible given the practical limitations regarding the beneficial ownership information. The Declaration of Trust, under which the Trust was created, provides that no more than 49% of the units of the Trust can be held by non-residents of Canada. The potential impact of breaching this threshold may be the loss of mutual fund status, which may significantly impact the valuation of the units. At June 30, 2008, the Trust’s best estimate of the foreign ownership level was approximately 27.5%, based on account data at June 30, 2008.

8. Financial Instruments

The Trust’s financial instruments recognized on the consolidated balance sheets include bank indebtedness, accounts receivable, current liabilities, and long-term debt. The carrying value of the accounts receivable and current liabilities approximates fair value due to the relatively short time to maturity. The carrying value of the long-term debt, including the current portion, approximates fair value because it has a market value interest rate similar to that found in comparable companies.

The Trust holds various forms of financial instruments. The nature of these instruments and the Trust's operations expose the Trust to credit, interest rate, liquidity and foreign exchange risk. The Trust manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

(a) Credit risk

Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the balance sheet date. A significant portion of the Trust's financial assets at the balance sheet date arise from receivables owing for contract drilling services. The maximum exposure to credit risk is represented by the carrying amount on the balance sheet. There are no material financial assets that the Trust considers past due. For the three and six months ended June 30, 2008, two and three customers, respectively, each provided more than 10% of the Trust’s revenues (December 31, 2007 – three customers). The Trust is satisfied with its credit relationships with existing customers and mitigates credit risk by dealing mainly with larger, well established companies and major national chartered banks.

(b) Interest rate risk

The Trust is exposed to interest rate risk in relation to interest expense on its bank indebtedness and long-term debt. Interest is calculated at prime to prime plus the applicable margin according to the lending agreement. The prime interest rate is subject to change. The Trust currently does not use interest rate hedges or fixed interest rate contracts to manage the Trust's exposure to interest rate fluctuations.

(c) Liquidity risk

Liquidity risk includes the risk that, as a result of our operational liquidity requirements, the Trust will not have sufficient funds to settle a transaction on the due date, will be forced to sell financial assets at a value which is less than what they are worth, or will be unable to settle or recover a financial asset.

The Trust's operating cash requirements are continuously monitored by management. As the demand for our services largely depends on the level of spending by exploration and production companies on drilling activities, the price received by our customers for the crude oil and natural gas they produce has a direct impact on the cash flow available to them to purchase the services we provide. Industry activity levels are also influenced by taxation and regulatory changes, access to pipeline capacity, and changes in equity markets. Demand for crude oil and natural gas is also strongly influenced by weather patterns, geopolitical factors, and the strength of the global economy.

As these factors change, liquidity risks may necessitate the need for the Trust to raise capital by issuing equity or obtaining additional debt financing. The Trust also mitigates liquidity risk by maintaining insurance to minimize exposure to insurable losses.

At June 30, 2008, the Trust had available to it \$3.8 million of authorized borrowing capacity on the long-term debt facility and \$6.9 million of authorized borrowing capacity on the operating loan. The Trust believes it has sufficient funding through operations and the use of these facilities to meet foreseeable financial obligations.

(d) Foreign exchange risk

The Trust is exposed to foreign exchange risk as a result of its U.S. operations. This exposure is subject to change based on the relationship between the Canadian and U.S. currencies. Management regularly monitors the exchange rates and may choose to enter into agreements to fix the exchange rate of the Canadian dollar to the U.S. dollar in order to manage this risk. To date, management has not entered into any such contracts.

9. Segmented Information

The Trust's operating activities are related to providing contract drilling services to oil and natural gas exploration and production companies operating within the Western Canada Sedimentary Basin and the Anadarko Basin of Oklahoma.

	Three months ended June 30,		Six months ended June 30,	
	2008	2007	2008	2007
Revenue				
Canada	\$ 8,449	\$ 2,867	\$ 38,209	\$ 21,830
U.S.	4,727	-	6,608	-
Total	<u>\$ 13,176</u>	<u>\$ 2,867</u>	<u>\$ 44,817</u>	<u>\$ 21,830</u>
			June 30,	December 31,
			2008	2007
Property, plant and equipment, net				
Canada			\$ 125,167	\$ 163,438
U.S.			39,430	-
Total			<u>\$ 164,597</u>	<u>\$ 163,438</u>

Trust Information

STONEHAM DRILLING INC.

Directors

Martin G. Abbott ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Calgary, Alberta

M. Jim Conroy ⁽²⁾⁽⁴⁾
Calgary, Alberta

D. Grant Gunderson ⁽³⁾⁽⁴⁾
Calgary, Alberta

Bruce W. Jones
DeWinton, Alberta

Kenneth D. Poffenroth ⁽²⁾⁽³⁾
Spruce Grove, Alberta

STONEHAM ADMINISTRATION INC.

Directors

Donald D. Copeland ⁽¹⁾⁽²⁾⁽⁵⁾
Calgary, Alberta

D. Grant Gunderson ⁽⁵⁾
Calgary, Alberta

Perry W. Jasson ⁽²⁾⁽⁵⁾
Calgary, Alberta

Bruce W. Jones
DeWinton, Alberta

J. Wayne Thomas ⁽²⁾
Calgary, Alberta

- (1) Chair of the Board
- (2) Member of the Audit Committee
- (3) Member of the Compensation Committee
- (4) Member of the Governance Committee
- (5) Member of the Governance and Compensation Committee

OFFICERS

Bruce W. Jones
President and Chief Executive Officer

Jack M. Smart, CA
Chief Financial Officer

Scott W.N. Clarke
Corporate Secretary

TRUSTEE, REGISTRAR AND TRANSFER AGENT

Valiant Trust Company
310, 606 – 4th Street SW
Calgary, Alberta T2P 1T1

AUDITORS

PricewaterhouseCoopers LLP
3100, 111 – 5th Avenue SW
Calgary, Alberta T2P 5L3

BANKERS

HSBC Bank Canada
9th Floor, 407 – 8th Avenue SW
Calgary, Alberta T2P 1E5

Toronto-Dominion Bank
910, 333 – 7th Avenue SW
Calgary, Alberta T2P 2Z1

LEGAL COUNSEL

Blake Cassels & Graydon LLP
3500, 855 – 2nd Street SW
Calgary, Alberta T2P 4J8

CORPORATE OFFICE

**Stoneham Drilling Trust
Stoneham Drilling Inc.**
1230, 335 – 8th Avenue SW
Calgary, Alberta T2P 1C9
Canada
Telephone: 403-264-7777
Fax: 403-264-7766

WEBSITE

www.stonehamdrilling.com

FIELD OPERATIONS OFFICES

Stoneham Drilling Inc.
7509 – 42nd Street
Leduc, Alberta T9E 0L2
Canada
Telephone: 780-986-9789
Fax: 780-986-2017

Stoneham Drilling Corporation
2512A E. Highway 66
El Reno, Oklahoma 73036-6612
USA
Telephone: 405-262-6685
Fax: 405-262-6687

STOCK EXCHANGE LISTING

Toronto Stock Exchange
Symbol: SDG.UN



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