# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2009**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/2006

**2a** Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
STALLION OILFIELD SERVICES LTD

950 CORBINDALE ROAD
SUITE 300
HOUSTON, TX 77024

950 CORBINDALE ROAD
SUITE 300
HOUSTON, TX 77024

**2b** Employer Identification Number (EIN)
74-3072101

**2c** Sponsor's telephone number
713-528-5544

**2d** Business code (see instructions)
213110

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/14/2010 | JAY SURVANT |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")

STALLION OILFIELD SERVICES LTD

950 CORBINDALE ROAD
SUITE 300
HOUSTON, TX 77024

**3b** Administrator's EIN
74-3072101

**3c** Administrator's telephone number
713-528-5544

**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 3269 |
| **6** | Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**). | | |
| **a** | Active participants | **6a** | 2008 |
| **b** | Retired or separated participants receiving benefits | **6b** | 4 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 122 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 2134 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 5 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 2139 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 680 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 140 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

| | | |
|---|---|---|
| **(1)** | X | **R** (Retirement Plan Information) |
| **(2)** | | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary |
| **(3)** | | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

| | | |
|---|---|---|
| **(1)** | X | **H** (Financial Information) |
| **(2)** | | **I** (Financial Information – Small Plan) |
| **(3)** | | ___ **A** (Insurance Information) |
| **(4)** | X | **C** (Service Provider Information) |
| **(5)** | X | **D** (DFE/Participating Plan Information) |
| **(6)** | | **G** (Financial Transaction Schedules) |

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2009**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

**D** Employer Identification Number (EIN)
74-3072101

## Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FID.INV.INST.OPS.CO.

04-2647786

**(b)** Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 64 37 65 60 | RECORDKEEPER | 44055 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes [ ] No [ ] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes [ ] No [ ] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ABF LG CAP VAL INV - STATE STREET B<br><br>04-1867445 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ARTISAN MID CAP VAL - BOSTON FINANC<br><br>04-2526037 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MSIF MID CAP GRTH P - JPMORGAN INVE<br><br>22-2382028 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PIMCO TOT RETURN ADM - BOSTON FINAN<br><br>04-2526037 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| RS PARTNERS A - BOSTON FINANCIAL DA<br><br>04-2526037 | 0.55% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| | |

## Part II Service Providers Who Fail or Refuse to Provide Information

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN; |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN; |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

**D** Employer Identification Number (EIN)
74-3072101

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

**b** Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 04-3022712-024 | C | 975775 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

**D** Employer Identification Number (EIN)
74-3072101

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | 0 | 27217 |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 240899 | 408884 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 888894 | 975775 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 7199843 | 8782266 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 8329636 | 10194142 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 8329636 | 10194142 |

## Part II Income and Expense Statement

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 1571 | |
| | **(B)** Participants | 2a(1)(B) | 2094594 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 136960 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 2233125 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 25852 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 25852 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 187214 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 187214 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | | |
| (B) Other | 2b(5)(B) | | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | |
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 45749 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 1914874 |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 4406814 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 2477845 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | 2e(4) | | 2477845 |
| **f** Corrective distributions (see instructions) | 2f | | 12170 |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | 8182 |
| **h** Interest expense | 2h | | |
| **i** Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 44111 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 44111 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 2542308 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line 2j from line 2d | 2k | | 1864506 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: UHY LLP (2) EIN: 20-0694403

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** | Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** | Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |
| **c** | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| **d** | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| **e** | Was this plan covered by a fidelity bond? | 4e | X | | 1000000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | X | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

**D** Employer Identification Number (EIN)
74-3072101

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1** 0

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. ..... **3**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6** **a** Enter the minimum required contribution for this plan year ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11** **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete items (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# STALLION OILFIELD SERVICES, LTD.
# 401(k) PLAN

# FINANCIAL STATEMENTS

# DECEMBER 31, 2009 AND 2008

STALLION OILFIELD SERVICES, LTD. 401(k) PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

C O N T E N T S


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Statement of Changes in Net Assets Available for Benefits ..... 4

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Supplemental Schedule

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) ..... 14


All other schedules required by the Employee Retirement Income Security Act of 1974 are not applicable and have been omitted.

UHY LLP
Certified Public Accountants

12 Greenway Plaza, Suite 1202
Houston, TX 77046
Phone 713-561-6500
Fax 713-968-7128
Web www.uhy-us.com

# Independent Auditors' Report

To the Participants and Plan Administrator of
Stallion Oilfield Services, Ltd. 401(k) Plan
Houston, Texas

We were engaged to audit the financial statements and supplemental schedule of the Stallion Oilfield Services, Ltd. 401(k) Plan (the "Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian as of December 31, 2009 and 2008 and for the year ended December 31, 2009 that the information provided to the Plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

UHY LLP

Houston, Texas
October 12, 2010

STALLION OILFIELD SERVICES, LTD. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31, 2009 | December 31, 2008 |
|---|---|---|
| ASSETS | | |
| INVESTMENTS, at fair value | | |
| Common/collective trust | $ 975,775 | $ 888,894 |
| Mutual funds | 8,782,266 | 7,199,843 |
| Participant loans | 408,884 | 240,899 |
| TOTAL INVESTMENTS | 10,166,925 | 8,329,636 |
| EMPLOYER CONTRIBUTION RECEIVABLE | 27,217 | - |
| NET ASSETS AVAILABLE FOR BENEFITS, at fair value | 10,194,142 | 8,329,636 |
| Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts | 18,145 | 47,949 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 10,212,287 | $ 8,377,585 |

See notes to financial statements.

STALLION OILFIELD SERVICES, LTD. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2009

| | |
|---|---|
| ADDITIONS TO NET ASSETS | |
| INVESTMENT INCOME | |
| Net appreciation in fair value of mutual funds | $ 1,914,874 |
| Interest and dividends | 213,066 |
| Net appreciation in fair value of common/collective trust | 15,945 |
| TOTAL INVESTMENT INCOME | 2,143,885 |
| CONTRIBUTIONS | |
| Participant | 2,094,594 |
| Employer | 1,571 |
| Rollover | 136,960 |
| TOTAL CONTRIBUTIONS | 2,233,125 |
| TOTAL ADDITIONS TO NET ASSETS | 4,377,010 |
| DEDUCTIONS FROM NET ASSETS | |
| Distributions to participants | 2,498,197 |
| Administrative fees | 44,111 |
| TOTAL DEDUCTIONS FROM NET ASSETS | 2,542,308 |
| NET INCREASE | 1,834,702 |
| NET ASSETS AVAILABLE FOR BENEFITS | |
| Beginning of year | 8,377,585 |
| End of year | $ 10,212,287 |

See notes to financial statements.

## NOTE A - DESCRIPTION OF PLAN

The following brief description of the Stallion Oilfield Services, Ltd. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the summary plan description and legal plan document for more complete information.

General: The Plan was established effective January 1, 2006 and covers substantially all U.S. employees of Stallion Oilfield Services Ltd. and subsidiaries (the "Employer" or "Company"). Effective April 1, 2007, the Plan was amended to cover employees on the first day of the month following their date of hire. Employees who were employed as of April 1, 2007 were eligible to join on that date. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent related amendments and revisions.

Administration of the Plan: The investment custodian for the Plan's participant directed assets is Fidelity Management Trust Company ("Fidelity" or "Custodian") for the years ended December 31, 2009 and 2008.

Contributions: Plan participants may contribute up to the lesser of 60% of their eligible compensation or $16,500 (in 2009) on a pretax basis through payroll deductions. Rollover contributions may also be accepted by the Plan on behalf of participants from other plans qualified under Section 401(a), 403(a) annuity plan, 403(b) annuity contract, eligible 457(b) plan maintained by a governmental employer, and an individual retirement account and individual retirement annuity. The Company may make a discretionary maturity contribution each year as determined by the Company's Board of Directors. In addition to matching contributions, the Employer may also make an annual discretionary profit sharing contribution to participants. There were no discretionary profit sharing contributions made during 2009. There were no employer discretionary matching contributions made during 2009.

Participant and Employer contributions are subject to certain limitations under the Internal Revenue Code of 1986 (the "Code"). Each participant's annual contribution shall not exceed the maximum amount allowed for deferral under the Code, which was $16,500 for 2009. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions of up to $5,500 for 2009. The amount of a participant's annual compensation which may be taken into account for purposes of determining the amount of the employer match or for any other purpose under the Plan shall not exceed the amount permitted annually by the Code, which was $245,000 for 2009.

Participant Accounts: Separate accounts are maintained for each participant. Participant accounts are credited with pre-tax contributions, rollover contributions, the Company's matching contributions and an allocation of investment earnings and losses. Furthermore, participant accounts are adjusted for withdrawals and transfers among investment options, if any. Participants are able to self-direct their investment accounts in various funds offered by the investment custodian. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A - DESCRIPTION OF PLAN (Continued)

Vesting: Participants' contributions and earnings thereon are immediately vested. Participants are 100% vested in the Employer's contributions upon completion of three years of service or upon death, permanent disability, attainment of age 65 or termination of the Plan. Participants receive vesting credit for the number of years that he or she has worked for the Employer as follows:

| Years of Service | Vesting Percentage |
|---|---|
| Less than 1 year | 0% |
| 1 year | 33% |
| 2 years | 66% |
| 3 years | 100% |

Benefits: Participants are eligible for a distribution in the event of death, disability, termination of service or attainment of age 65. Participants or beneficiaries will receive their benefits in a single lump-sum distribution, as a cash distribution, direct rollover distribution or both. In addition, participants are permitted to request in-service distributions upon attaining age 59½ or incurring a substantial financial hardship, as defined in the Plan.

Forfeitures: Forfeiture of the Employer's contributions may occur if a participant terminates employment prior to becoming vested in the Employer's contributions. Forfeitures are retained in the Plan and used to reduce future Employer contributions or pay administrative fees. A terminated participant's vesting status and forfeited amounts may be restored if the participant is reemployed by the Employer and repays the full amount of any distributions received within five years of termination. As of December 31, 2009 and 2008, forfeited unallocated nonvested accounts totaled $130,872 and $62,195, respectively. For the year ended December 31, 2009, administrative expenses of $23,983 were paid from forfeited nonvested accounts.

Participant Loans: Under the Plan's loan provisions, participants may borrow from their accounts by transferring from their fund balances a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their fund balances. Participants may initiate one loan per calendar year and may have only one loan outstanding at any time. Loan terms can range up to five years for general purpose loans and longer for home purchase loans. The loans are collateralized by the balances in the participants' accounts and bear interest at rates determined from time to time by the Plan's administrator based on prevailing market rates. Principal and interest are paid through payroll deductions on at least a quarterly basis.

Administrative Expenses: Administrative expenses consist of all expenses incidental to the administration, termination or protection of the Plan, including, but not limited to, legal, accounting, investment manager and trustee fees.

## NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Plan Termination: Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA. In the event of Plan termination, the net assets would be allocated among participants and beneficiaries of the Plan in the order provided for by ERISA and participants would become fully vested.

Basis of Accounting: The accompanying financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America.

Accounting Standards Codification: In June 2009, the Financial Accounting Standards Board ("FASB") established the Accounting Standards Codification ("ASC") as the source for authoritative accounting principles recognized by the FASB to be applied by non-governmental entities in the preparation of financial statements in accordance with generally accepted accounting principles ("GAAP") in the United States of America. All existing accounting standards are superseded by the ASC and any accounting literature not included in the ASC will be non-authoritative. Existing GAAP was not intended to be changed as a result of the ASC, and accordingly, the change did not impact the plan's financial statements. The ASC does change the way the guidance is organized and presented.

Investments: The Plan's investments are primarily held in various mutual funds and a common/collective trust which are administered by the Custodian. The Plan's investments are stated at fair value. See Note D for discussion of fair value measurements.

Interest and dividend income are recorded when received. The change in the current value of investments (including investments bought and sold) during the period are reflected in the Statement of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

The Plan's interest in the common/collective trust is based on the fair value of the common/collective trust's underlying investments which is based on information reported by the Custodian using the audited financial statements of the common/collective trust at year end. The common/collective trust invests in certain investments that are considered to be benefit responsive. As described in ASC 962, *Plan Accounting - Defined Contribution Pension Plans*, defined contribution plans holding an investment in a common/collective trust which invests in guaranteed investment contracts ("GICs") are required to report the investment at fair value. However, contract value is the relevant measurement attribute for that portion of net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by ASC 962, the Statements of Net Assets Available for Benefits presents the common/collective trust (which has underlying investments that are considered fully benefit-responsive investment contracts) at fair value within the total investments of the Plan and is adjusted from fair value to contract value for fully benefit-responsive investment contracts. The Statement of Changes in Net Assets Available for Benefits is presented on a contract value basis.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Benefit Payments: Benefit payments to participants are recorded when paid.

Risks and Uncertainties: The Plan's assets include various investments and such investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect the amounts reported in the statement of net assets available for benefits and the statement of a changes in net assets available for benefits.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator and management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Fair Value Measurement: In September 2006, the FASB issued ASC 820, *Fair Value Measurements and Disclosures*, which defines fair value and establishes a formal framework for measuring fair values of assets and liabilities in financial statements that are already required by accounting principles generally accepted in the United States of America to be measured at fair value. ASC 820 clarifies guidance formally known as FASB Concepts Statement No. 7, which discusses present value techniques in measuring fair value. Additional disclosures are also required for transactions measured at fair value. On January 1, 2008, the Plan adopted ASC 820. The adoption did not impact financial condition, or results of operations, but did result in additional disclosures. See further discussion in Note D.

NOTE C - INFORMATION CERTIFIED BY THE CUSTODIAN (UNAUDITED)

As permitted by the rules and regulations of the Department of Labor with respect to reporting and disclosure under ERISA, the investment custodian, Fidelity, has certified to the Plan administrator that the listing of investments (stated at fair value) together with all other transactions which affect Plan investments, are complete and accurate as of December 31, 2009 and 2008, and for the year ended December 31, 2009.

NOTE C - INFORMATION CERTIFIED BY THE CUSTODIAN (UNAUDITED) (Continued)

Individual investments that represent 5% or more of the Plan's net assets available for benefits for either of the years presented are as follows:

| | December 31, 2009 | December 31, 2008 |
|---|---|---|
| INVESTMENTS | | |
| Common/Collective Trust: | | |
| Fidelity Managed Income Portfolio | $ 975,775 | $ 888,894 |
| Mutual Funds: | | |
| Fidelity Capital Appreciation | 782,937 | 666,258 |
| RS Partners A | 528,921 | 412,173 |
| American Beacon Fund | 572,830 | 494,019 |
| Fidelity International Discovery | 598,930 | 490,242 |
| PIMCO Total Return | 769,752 | 665,076 |
| Fidelity Freedom 2025 | 563,689 | 464,016 |
| Fidelity Freedom 2020 | 625,011 | 541,660 |
| Fidelity Freedom 2035 | 538,179 | * |
| Artisan Mid Cap Value | 579,358 | * |
| Total investments exceeding 5% | 6,535,382 | 4,622,338 |
| Other | 3,631,543 | 3,707,298 |
| TOTAL INVESTMENTS | $ 10,166,925 | $ 8,329,636 |

* Investment individually does not represent 5% or more of the net assets available for benefits at the date indicated.

NOTE D - FAIR VALUE DISCLOSURES

On January 1, 2008, the Plan adopted ASC 820, *Fair Value Measurements and Disclosures*, for its investments recognized at fair value. The standard defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The standard establishes a fair value hierarchy, which prioritizes the inputs used in measuring fair value into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

NOTE D - FAIR VALUE DISCLOSURES (Continued)

The three levels of the fair value hierarchy as defined by the standard are as follows:

- Level 1 - Defined as observable inputs such as quoted prices in active markets;
- Level 2 - Defined as observable inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3 - Defined as unobservable inputs in which there is little or no market data available, therefore requiring an entity to develop its own assumptions.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description for the valuation methodologies used for assets measured at fair value:

- *Mutual Funds*: The fair values of mutual funds are determined based on quoted market prices ("fair value") on the last business day of the plan year as reported by the Custodian of the Plan's assets. The change in the current value of investments during the period are reflected in the statement of changes in net assets available for benefits as net appreciation or depreciation in fair value of mutual funds. Investments are generally subject to the volatility of the major stock markets in which the underlying investments are held. Based upon these considerations, the Plan has classified mutual funds within Level 1 of the ASC 820 hierarchy framework.
- *Common/Collective Trust:* The common/collective trust is stated at fair value as determined by the issuer of the common/collective trust fund based on the fair market value of the underlying investments. The common/collective trust has underlying investments in investment contracts which are valued at fair value of the underlying investments and then adjusted by the issuer to contract value. The Fidelity Managed Income Portfolio (common/collective trust) is designed for retirement trusts to earn a high level of return, consistent with and providing for stability of investment returns, preservation of capital, liquidity to pay plan benefits, high credit quality, and reasonable tracking of interest rates. The fund may invest in conventional, synthetic, and separate account investment contracts issued by life insurance companies, banks and other financial institutions. Characteristics of these contracts allow for their principal value to remain stable regardless of the volatility of the markets. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment. Based upon these considerations, the Plan has classified such investments within Level 2 of the ASC 820 hierarchy framework.
- *Participant Loans*: Participant loans are cash loans made to Plan members who hold accounts with the Plan. The amounts are repaid to the Plan at a market interest rate as determined in accordance with the Plan document. Any loans not repaid are treated as a cash distribution at the full loan amount to the participant in compliance with U.S. tax laws. The fair value of these loans are reported at amortized cost and cannot be readily determined in an active market or other observable market as it is not practical to estimate the loan's fair value due to restrictions on the transferability of the loans. The Plan has classified participant loans, which mature through 2014 within Level 3 of the ASC 820 hierarchy framework.

NOTE D - FAIR VALUE DISCLOSURES (Continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain instruments could result in a different fair value measurement at the reporting date.

The assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 fair value hierarchy levels as of December 31, 2009 and 2008 are as follows:

| | Fair Value Measurements at December 31, 2009 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual Funds | | | | |
| Income funds | $ 253,682 | $ - | $ - | $ 253,682 |
| International funds | 598,930 | - | - | 598,930 |
| Growth funds | 1,206,239 | - | - | 1,206,239 |
| Asset allocation funds | 4,012,675 | - | - | 4,012,675 |
| Index fund | 259,879 | - | - | 259,879 |
| Equity funds | 1,681,109 | - | - | 1,681,109 |
| Bond funds | 769,752 | - | - | 769,752 |
| Total Mutual Funds | 8,782,266 | - | - | 8,782,266 |
| Common/Collective Trust | - | 975,775 | - | 975,775 |
| Participant Loans | - | - | 408,884 | 408,884 |
| TOTAL | $ 8,782,266 | $ 975,775 | $ 408,884 | $ 10,166,925 |

| | Fair Value Measurements at December 31, 2008 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Mutual Funds | | | | |
| Income funds | $ 251,511 | $ - | $ - | $ 251,511 |
| International funds | 490,242 | - | - | 490,242 |
| Growth funds | 892,082 | - | - | 892,082 |
| Asset allocation funds | 3,386,896 | - | - | 3,386,896 |
| Index fund | 195,440 | - | - | 195,440 |
| Equity funds | 1,318,596 | - | - | 1,318,596 |
| Bond funds | 665,076 | - | - | 665,076 |
| Total Mutual Funds | 7,199,843 | - | - | 7,199,843 |
| Common/Collective Trust | - | 888,894 | - | 888,894 |
| Participant Loans | - | - | 240,899 | 240,899 |
| TOTAL | $ 7,199,843 | $ 888,894 | $ 240,899 | $ 8,329,636 |

NOTE D - FAIR VALUE DISCLOSURES (Continued)

The following table sets forth a reconciliation of changes for year ended December 31, 2009 in the fair value of the Plan's Level 3 investments:

| | |
|---|---|
| Balance, as of December 31, 2008 | $ 240,899 |
| Loan repayments (principal) | (113,801) |
| Loans deemed distributed | (126,280) |
| Loan withdrawals | 408,066 |
| Balance, as of December 31, 2009 | $ 408,884 |

NOTE E - TAX STATUS

The Company amended and restated the Plan, effective July 4, 2009, by adopting a Non-Standardized Profit Sharing/401(k) Volume Submitter Plan sponsored by Fidelity Management & Research Co. which received a favorable advisory letter from the Internal Revenue Service, dated March 31, 2008, stating that the form of the Volume Submitter Plan is acceptable under section 401 of the IRC for use by employers for the benefit of their employees. The Plan has not applied for its own determination letter. The Plan has been amended since its amendment and restatement effective as of July 4, 2009. However the Company believes the plan is designed and is currently being operated in compliance with the applicable requirements of the Code and will take any actions necessary to maintain the tax status qualification of the Plan.

NOTE F - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Investments, an affiliated company of the Plan's trustee. Therefore, these transactions qualify as party-in-interest transactions. The Plan's management has approved these activities and transactions.

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

| | December 31, 2009 | December 31, 2008 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 10,212,287 | $ 8,377,585 |
| Less: adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts | 18,145 | 47,949 |
| Net assets available for benefits per the Form 5500 | $ 10,194,142 | $ 8,329,636 |

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2009:

| | |
|---|---|
| Net increase per the financial statements | $ 1,834,702 |
| Change in net adjustment from fair value to contract value for interest in collective trust relating to benefit-responsive investment contracts | 29,804 |
| Net increase per the Form 5500 | $ 1,864,506 |

NOTE H - SUBSEQUENT EVENTS

In accordance with ASC 855, *Subsequent Events*, the Plan's administrator evaluated all events and transactions through October 12, 2010, the date the financial statements were made available to be issued, and concluded that no subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements.

# SUPPLEMENTAL SCHEDULE

STALLION OILFIELD SERVICES, LTD. 401(k) PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2009

Plan EIN: 74-3072101
Plan No. 001

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Fidelity Management Trust Company | Fidelity Capital Appreciation | ** | $ 782,937 |
| | RS Investment Management Co. LLC | RS Partners A | ** | 528,921 |
| | American Beacon Advisors, Inc. | American Beacon Fund | ** | 572,830 |
| * | Fidelity Management Trust Company | Fidelity Managed Income Portfolio | ** | 975,775 |
| * | Fidelity Management Trust Company | Fidelity International Discovery | ** | 598,930 |
| | Pacific Investment Management Company | PIMCO Total Return | ** | 769,752 |
| * | Fidelity Management Trust Company | Fidelity Real Estate Investments | ** | 253,682 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2030 | ** | 463,174 |
| | Artisan Partners Limited Partnership | Artisan Mid Cap Growth | ** | 579,358 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2025 | ** | 563,689 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2020 | ** | 625,011 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2040 | ** | 433,713 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2035 | ** | 538,179 |
| * | Fidelity Management Trust Company | Spartan US Equity Index | ** | 259,879 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2010 | ** | 246,498 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2015 | ** | 469,779 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2000 | ** | 146,185 |
| * | Strategic Advisors, Inc. | Fidelity Freedom Income Fund | ** | 66,352 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2005 | ** | 43,105 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2045 | ** | 219,070 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2050 | ** | 197,920 |
| * | Fidelity Management Trust Company | Fidelity Select Natural Resources | ** | 27,414 |
| | Morgan Stanley Investment Management, Inc. | MSIF Mid Cap Growth Portfolio | | 395,888 |
| * | Participant Loans | Participant loans bearing interest between 5.00% and 9.25% per annum with varying maturity dates through 2014 | - | 408,884 |
| | TOTAL INVESTMENTS, AT FAIR VALUE | | | $ 10,166,925 |

* Party-in-interest as defined by ERISA.
** All investment transactions are participant-directed, therefore, information is not required.

See independent auditors' report.

STALLION OILFIELD SERVICES, LTD. 401(k) PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2009

Plan EIN: 74-3072101
Plan No. 001

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Fidelity Management Trust Company | Fidelity Capital Appreciation | ** | $ 782,937 |
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| | Pacific Investment Management Company | PIMCO Total Return | ** | 769,752 |
| * | Fidelity Management Trust Company | Fidelity Real Estate Investments | ** | 253,682 |
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| | Artisan Partners Limited Partnership | Artisan Mid Cap Growth | ** | 579,358 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2025 | ** | 563,689 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2020 | ** | 625,011 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2040 | ** | 433,713 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2035 | ** | 538,179 |
| * | Fidelity Management Trust Company | Spartan US Equity Index | ** | 259,879 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2010 | ** | 246,498 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2015 | ** | 469,779 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2000 | ** | 146,185 |
| * | Strategic Advisors, Inc. | Fidelity Freedom Income Fund | ** | 66,352 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2005 | ** | 43,105 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2045 | ** | 219,070 |
| * | Strategic Advisors, Inc. | Fidelity Freedom 2050 | ** | 197,920 |
| * | Fidelity Management Trust Company | Fidelity Select Natural Resources | ** | 27,414 |
| | Morgan Stanley Investment Management, Inc. | MSIF Mid Cap Growth Portfolio | | 395,888 |
| * | Participant Loans | Participant loans bearing interest between 5.00% and 9.25% per annum with varying maturity dates through 2014 | - | 408,884 |
| | TOTAL INVESTMENTS, AT FAIR VALUE | | | $ 10,166,925 |

* Party-in-interest as defined by ERISA.
** All investment transactions are participant-directed, therefore, information is not required.

See independent auditors' report.