Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2010** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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
T-3 ENERGY SERVICES 401(K) SAVINGS & RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/2001

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
T-3 ENERGY SERVICES, INC.

140 CYPRESS STATION
STE. 225
HOUSTON, TX 77090

140 CYPRESS STATION
STE. 225
HOUSTON, TX 77090

2b Employer Identification Number (EIN) 91-2019135

2c Sponsor's telephone number 713-996-4113

2d Business code (see instructions) 339900

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.	10/14/2011	ANGELA YOUNG
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") T-3 ENERGY SERVICES, INC. 140 CYPRESS STATION STE. 225 HOUSTON, TX 77090	**3b** Administrator's EIN 91-2019135 **3c** Administrator's telephone number 713-996-4113

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:		**4b** EIN
a Sponsor's name		**4c** PN

5 Total number of participants at the beginning of the plan year	**5**	665
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**	610
b Retired or separated participants receiving benefits	**6b**	3
c Other retired or separated participants entitled to future benefits	**6c**	115
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	728
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f Total. Add lines **6d** and **6e**	**6f**	730
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	511
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	47
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 2S 2T 3D 3H

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	☐ Insurance	**(1)**	☐ Insurance
(2)	☐ Code section 412(e)(3) insurance contracts	**(2)**	☐ Code section 412(e)(3) insurance contracts
(3)	☒ Trust	**(3)**	☒ Trust
(4)	☐ General assets of the sponsor	**(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		**b General Schedules**	
(1)	☒ **R** (Retirement Plan Information)	**(1)**	☒ **H** (Financial Information)
(2)	☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	**(2)**	☐ **I** (Financial Information – Small Plan)
		(3)	☐ ___ **A** (Insurance Information)
		(4)	☒ **C** (Service Provider Information)
(3)	☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	**(5)**	☒ **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 Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2010
Department of Labor Employee Benefits Security Administration	▶ **File as an attachment to Form 5500.**	**This Form is Open to Public Inspection.**
Pension Benefit Guaranty Corporation		

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
T-3 ENERGY SERVICES 401(K) SAVINGS & RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
T-3 ENERGY SERVICES, INC.

D Employer Identification Number (EIN)
91-2019135

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

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	6594	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.
ARTISAN MID CAP INV - BOSTON FINANC 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.
COLUMBIA ACORN USA Z - COLUMBIA MGT 04-2838628	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.
CRM MID CAP VAL INV - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940	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.
DWS STRATEGIC VAL A - DWS INVESTMEN 02-0432775	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.
HARBOR INTL INV - HARBOR SERVICES G 34-1953399	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.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%

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.
TRP EQUITY INC ADV - T ROWE PRICE I 52-1184650	0.40%

(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.

(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)	DFE/Participating Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan T-3 ENERGY SERVICES 401(K) SAVINGS & RETIREMENT PLAN	**B** Three-digit plan number (PN) ▶ 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 T-3 ENERGY SERVICES, INC.	**D** Employer Identification Number (EIN) 91-2019135

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	1535797

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)

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
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b Name of plan sponsor	**c** EIN-PN
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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)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2010** **This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
T-3 ENERGY SERVICES 401(K) SAVINGS & RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
T-3 ENERGY SERVICES, INC.

D Employer Identification Number (EIN)
91-2019135

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)		
(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)	467383	467377
(9) Value of interest in common/collective trusts	1c(9)	1420617	1535797
(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)	13140607	15834995
(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	15028607	17838169
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	15028607	17838169

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)	591087	
(B) Participants	2a(1)(B)	1701692	
(C) Others (including rollovers)	2a(1)(C)	132194	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2424973
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)	24643	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		24643
(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)	266523	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		266523
(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)		60182
(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)		1957846
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4734167

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1810529	
(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)		1810529
f Corrective distributions (see instructions)	2f		102072
g Certain deemed distributions of participant loans (see instructions)	2g		5097
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)	6907	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6907
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1924605

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		2809562
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)** ☒ Disclaimer **(4)** ☐ Adverse

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

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

(1) Name: SIMONTON & KUTAC **(2)** EIN: 76-0523829

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		10000000
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)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
T-3 ENERGY SERVICES 401(K) SAVINGS & RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
T-3 ENERGY SERVICES, INC.

D Employer Identification Number (EIN)
91-2019135

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):

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):

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

FINANCIAL STATEMENTS

December 31, 2010 and 2009

SIMONTON & KUTAC, L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS/CONSULTANTS TO BUSINESS

1010 Lamar, Suite 850
Houston, Texas 77002-6312
Telephone: (713) 658-9755 Facsimile: (713) 658-0298
Email: skb@skb-cpas.com Website: www.skb-cpas.com

Independent Auditors' Report

To the Trustees
T3 Energy Services 401(k) Savings and Retirement Plan
Houston, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of **T3 Energy Services 401(k) Savings and Retirement Plan** ("Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules of assets held for investment purposes as of December 31, 2010 and reportable transactions for the year ended December 31, 2010. These financial statements and schedules 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 2, which was certified by the custodian, except for comparing the information with related information included in the financial statements and supplemental schedules. 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 a certification from the custodian as of and for the periods years December 31, 2010 and 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodians, 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 Disclosures under the Employee Retirement Income Security Act of 1974.

Simonton + Kutac, L.L.P.

October 4, 2011

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
Assets		
Pooled investment funds	$ 17,370,792	$ 14,561,224
Notes receivable from participants	467,377	467,383
Receivables:		
Participant contributions	-	42,839
Employer contributions	-	13,404
Total assets	17,838,169	15,084,850
Liabilities		
Accounts payable and accrued expenses	-	-
Total liabilities	-	-
Net assets available for benefits	$ 17,838,169	$ 15,084,850

The accompanying notes are an integral part of these financial statements.

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years ended December 31, 2010 and 2009

	2010	2009
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 2,018,030	$ 3,019,485
Interest and dividend income	291,165	233,176
	2,309,195	3,252,661
Contributions:		
Participants	1,791,046	1,783,826
Employer	577,683	575,189
	2,368,729	2,359,015
Total additions	4,677,924	5,611,676
Deductions from net assets attributed to:		
Benefits paid to participants	(1,917,698)	(1,547,953)
Administrative expenses	(6,907)	(7,554)
Total deductions	(1,924,605)	(1,555,507)
Increase in net assets available for benefits	2,753,319	4,056,169
Net assets available for benefits:		
Beginning of year	15,084,850	11,028,681
End of year	$ 17,838,169	$ 15,084,850

The accompanying notes are an integral part of these financial statements.

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE 1 - DESCRIPTION OF PLAN

The following description of the **T3 Energy Services 401(k) Savings and Retirement Plan** ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General --- The Plan is a defined contribution profit sharing plan with a cash or deferred ("401(k)") arrangement established effective April 1, 2001. The Plan is sponsored by T3 Energy Services, Inc. ("Company") for the exclusive benefit of its eligible employees and the eligible employees of its affiliates which adopt the Plan. Employees not eligible include those covered by a collective bargaining agreement, leased employees and independent contractors. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Administration --- The Plan is administered by an administrative committee ("Committee") appointed by the board of directors of the Company. The Committee shall be a fiduciary and shall, in that capacity, have the exclusive responsibility for the general administration of the Plan. The Committee may select, employ, and compensate consultants, actuaries, accountants, attorneys, and other agents and employees as may be deemed necessary or advisable for the proper administration of the Plan. The administrative expenses may be paid out of the Plan unless paid by the Company.

Eligibility --- Each employee 18 years and older is eligible to participate in the Plan upon the completion of a ninety day period of active service.

Contributions --- Participants may elect to have a portion of their compensation contributed to the plan on a before-tax basis. The Company may make various matching contributions at its discretion. Contributions are subject to certain Internal Revenue Code limitations. Forfeitures shall be applied first to reinstate any account required to be reinstated during the plan year, pay the administrative expenses of the plan and, thereafter, any excess forfeiture amount shall be applied to reduce employer matching contributions.

Vesting --- Participants are immediately vested in their contributions and the actual earnings thereon, and accumulate 33% vesting in the employer's match and actual earnings thereon per year (after the first year of service is completed) until 100% vesting is reached.

NOTE 1 - DESCRIPTION OF PLAN (continued)

Payment of Benefits --- Benefits are payable to participants or their beneficiaries in the event of retirement, permanent disability, death, termination of service or attainment of age 59 1/2 and are valued in accordance with the terms of the Plan. Distributions are made in the form of either a lump sum cash payment or a direct rollover into another eligible retirement plan. Participant loans are permitted under the Plan. Participants may also request hardship withdrawals, as defined in the plan.

Notes Receivable from Participants --- Participants may borrow from their accounts an amount up to a maximum equal to the lesser of $50,000 or 50% of their vested interest in the Plan. Loans will bear interest at a commercially reasonable rate of interest as determined by the Plan administrator. Generally, the terms of the loan will require level amortization over a period not to exceed five years with payments to be made not less frequent than quarterly. A participant's vested interest in the Plan is generally required as security for the loan.

Forfeitures --- Any non-vested employer contributions and earnings thereon upon a participant's termination of employment will be forfeited and may be used by the Plan to pay administrative expenses and to offset future employer contributions. During 2010 and 2009, the plan utilized forfeitures of approximately $17,800 and $36,200, respectively, for these expenses and contributions. The amount of forfeitures as of December 31, 2010 and 2009 approximated $10,200 and $0, respectively.

Participant Accounts --- Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined.

Investment Options --- Each participant is responsible for directing the investment of his salary deferred contributions into the various available investment options offered by the Plan. Each participant may change his investment elections at his discretion.

Plan Termination and Amendment --- The Company may terminate the Plan, in whole or in part, at any time by action of its board of directors. In the event the Plan is terminated, the accounts of all participants shall be fully vested and shall be distributed as provided in the Plan. The Company and the Committee shall have the right to amend the Plan at any time.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting --- The financial statements of the Plan are presented on the accrual basis of accounting.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (continued)

Estimates --- The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition --- The Plan's investments are reflected in the accompanying financial statements at fair value based on quoted market prices at year-end. Net investment income reflects the impact of changes in fair value as well as purchases and sales of investments during the year. Purchases and sales of securities are recorded on a trade-date basis. Interest income earned from notes receivable from participants is recorded when paid.

Notes Receivable from Participants --- In September 2010, the FASB issued guidance clarifying the classification and measurement of participant loans by defined contribution pension plans. That guidance requires that participant loans be classified as notes receivable from participants and measured at their unpaid principal balance, plus any accrued but unpaid interest. The plan adopted this new guidance, with the exception of the accrual of unpaid interest due to its immateriality, in these financial statements. Net assets of the plan were not affected by the adoption of the new guidance.

Benefit Payments --- Benefits are recorded when paid.

Federal Income Taxes --- The trust established under this Plan is qualified under the Internal Revenue Code ("Code") as exempt from federal income taxes; the Prototype Plan adopted by the Company has received a favorable determination letter from the IRS dated January 18, 1995. The Company and Committee believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

As permitted by the Code, a participant is not subject to federal income tax on contributions made by the Company, salary deferral contributions, or on any income of the plan until a distribution is made to the participant. The Company is not aware of any tax positions that would have a significant impact on the Plan's financial position.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (continued)

Information Certified by the Custodian --- The Company has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this method of compliance, no audit procedures were performed by the independent public accountants with respect to information certified by the custodian, Fidelity Management Trust Company, including investment assets, income, and the schedules of investments and reportable transactions. The Company has obtained certifications from the custodian that the information provided to the Company by the custodian is complete and accurate.

Concentration of Credit Risks --- Concentration of credit risk with respect to the Plan's investments is reduced as a result of diversity of the underlying portfolio.

NOTE 3 - FAIR VALUE MEASUREMENTS

Generally accepted accounting principles has established a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs that reflect assumptions of what market participants would use in pricing the asset or liability based on the best information available in the circumstances.

The hierarchy is broken down into three levels based on the reliability of the inputs as follows: Level 1 - Quoted prices are available in active markets for identical assets or liabilities; Level 2 - Quoted prices in active markets for similar assets and liabilities that are observable for the asset or liability; or Level 3 - Unobservable pricing inputs that are generally less observable from objective sources, such as discounted cash flow models or valuations.

The asset or liability's fair value measurement 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 uses of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value: Common Stocks, Corporate Bonds and U.S. Government Securities - Valued at the closing prices reported on the active market which the individual securities are traded; Mutual Funds - Valued at the net asset value (NAV) of shares held by the plan at year end.

NOTE 3 - FAIR VALUE MEASUREMENTS (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 financial instruments could result in different fair value measurements at the reporting date.

As of December 31, 2010 and 2009, the participant-directed investments held by the Plan have been measured using Level 1 of the hierarchy as follows:

	2010	2009
Fidelity Freedom Funds	$ 4,670,254	$ 3,314,399
Fidelity Contrafund	1,649,617	1,420,410
Fidelity Managed Income Port	1,535,797	1,447,033
Fidelity Low Priced Stock	1,503,962	1,360,852
Fidelity Capital Appreciation	1,276,470	1,087,379
Pimco Total Return	962,529	872,214
Fidelity Diversified International	943,881	1,002,322
Fidelity Select Natural Resources	899,241	784,951
Artisan Mid Cap Inv	729,241	552,543
Fidelity Balanced	718,192	681,026
Spartan 500 Index	557,020	526,445
Fidelity Select Technology	444,104	353,274
Columbia Acorn USA	435,064	363,048
TRP Equity Income	278,222	219,283
Fidelity Small Cap	166,608	145,116
CRM Mid Cap Val Inv	163,393	151,972
Fidelity Real Estate	149,584	113,120
Fidelity Select Utilities	78,766	53,056
Fidelity Select Healthcare	66,968	53,623
Fidelity Select Financial	52,347	25,325
Fidelity Select Consumer Discretionary	43,894	2,011
Fidelity Select Industrials	41,372	31,822
Harbor International	4,266	-
Total investments at fair value	$ 17,370,792	$ 14,561,224

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE 4 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as reported in the financial statements to the 2010 Form 5500:

	2010	2009
Net assets available for benefits - financial statements	$ 17,838,169	$ 15,084,850
Less: accrual of contributions receivable	-	(56,243)
Net assets available for benefits - Form 5500	$ 17,838,169	$ 15,028,607

The following is a reconciliation of selected information as reported in the financial statements to the 2010 Form 5500:

	Contributions	Interest and Dividends	Net Appreciation	Benefit Payments
Balance - financial statements	$ 2,368,729	$ 291,165	$ 2,018,030	$ 1,917,698
Receipt of prior year accrued contributions	56,243	-	-	-
Corrective distributions	-	-	-	(102,072)
Deemed distribution of loans	-	-	-	(5,097)
Other reconciling items	1	1	(2)	-
Balance - Form 5500	$ 2,424,973	$ 291,166	$ 2,018,028	$ 1,810,529

NOTE 5 - TERMINATED EMPLOYEES

Total account balances relating to terminated employees approximate $4,644,000 and $3,606,000 as of December 31, 2010 and 2009, respectively.

NOTE 6 - NONDISCRIMINATION TESTING COMPLIANCE

Excess contributions for 2010 and 2009 noted upon completion of nondiscrimination testing, if any, have been refunded in compliance with Internal Revenue Service and Department of Labor guidelines.

NOTE 7 - TRANSACTIONS WITH PARTIES-IN-INTEREST

Fees paid during the years for legal, accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services.

NOTE 8 - SUBSEQUENT EVENTS

Management of the Plan has evaluated subsequent events through October 4, 2011, which is the date on which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2010

Plan sponsor's employer identification number: 91-2019135
Plan number: 001

Identity of Issue	Description of Investment	Current Value
Pooled Funds	Fidelity Freedom Funds	$ 4,670,254
	Fidelity Contrafund	1,649,617
	Fidelity Managed Income Port	1,535,797
	Fidelity Low Priced Stock	1,503,962
	Fidelity Capital Appreciation	1,276,470
	Pimco Total Return	962,529
	Fidelity Diversified International	943,881
	Fidelity Select Natural Resources	899,241
	Artisan Mid Cap Inv	729,241
	Fidelity Balanced	718,192
	Spartan 500 Index	557,020
	Fidelity Select Technology	444,104
	Columbia Acorn USA	435,064
	TRP Equity Income	278,222
	Fidelity Small Cap	166,608
	CRM Mid Cap Val Inv	163,393
	Fidelity Real Estate	149,584
	Fidelity Select Utilities	78,766
	Fidelity Select Healthcare	66,968
	Fidelity Select Financial	52,347
	Fidelity Select Consumer Discretionary	43,894
	Fidelity Select Industrials	41,372
	Harbor International	4,266
		17,370,792
Participant Loans	Interest rates vary from 5% to 9.5%	467,377
	Total	$ 17,838,169

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS

For the Year Ended December 31, 2010

Plan sponsor's employer identification number: 91-2019135
Plan number: 001

Transactions or series of transactions in excess of five percent of the fair value of plan assets:

Description of Assets	Purchase Price	Selling Price	Cost of Assets	Net Gain or (Loss)

None; participant directed transactions are not considered when preparing this schedule.

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

FINANCIAL STATEMENTS

December 31, 2010 and 2009

SIMONTON & KUTAC, L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS/CONSULTANTS TO BUSINESS

1010 Lamar, Suite 850
Houston, Texas 77002-6312
Telephone: (713) 658-9755 Facsimile: (713) 658-0298
Email: skb@skb-cpas.com Website: www.skb-cpas.com

Independent Auditors' Report

To the Trustees
T3 Energy Services 401(k) Savings and Retirement Plan
Houston, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of **T3 Energy Services 401(k) Savings and Retirement Plan** ("Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules of assets held for investment purposes as of December 31, 2010 and reportable transactions for the year ended December 31, 2010. These financial statements and schedules 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 2, which was certified by the custodian, except for comparing the information with related information included in the financial statements and supplemental schedules. 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 a certification from the custodian as of and for the periods years December 31, 2010 and 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodians, 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 Disclosures under the Employee Retirement Income Security Act of 1974.

Simonton + Kutac, L.L.P.

October 4, 2011

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
Assets		
Pooled investment funds	$ 17,370,792	$ 14,561,224
Notes receivable from participants	467,377	467,383
Receivables:		
Participant contributions	-	42,839
Employer contributions	-	13,404
Total assets	17,838,169	15,084,850
Liabilities		
Accounts payable and accrued expenses	-	-
Total liabilities	-	-
Net assets available for benefits	$ 17,838,169	$ 15,084,850

The accompanying notes are an integral part of these financial statements.

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years ended December 31, 2010 and 2009

	2010	2009
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 2,018,030	$ 3,019,485
Interest and dividend income	291,165	233,176
	2,309,195	3,252,661
Contributions:		
Participants	1,791,046	1,783,826
Employer	577,683	575,189
	2,368,729	2,359,015
Total additions	4,677,924	5,611,676
Deductions from net assets attributed to:		
Benefits paid to participants	(1,917,698)	(1,547,953)
Administrative expenses	(6,907)	(7,554)
Total deductions	(1,924,605)	(1,555,507)
Increase in net assets available for benefits	2,753,319	4,056,169
Net assets available for benefits:		
Beginning of year	15,084,850	11,028,681
End of year	$ 17,838,169	$ 15,084,850

The accompanying notes are an integral part of these financial statements.

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE 1 - DESCRIPTION OF PLAN

The following description of the **T3 Energy Services 401(k) Savings and Retirement Plan** ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General --- The Plan is a defined contribution profit sharing plan with a cash or deferred ("401(k)") arrangement established effective April 1, 2001. The Plan is sponsored by T3 Energy Services, Inc. ("Company") for the exclusive benefit of its eligible employees and the eligible employees of its affiliates which adopt the Plan. Employees not eligible include those covered by a collective bargaining agreement, leased employees and independent contractors. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Administration --- The Plan is administered by an administrative committee ("Committee") appointed by the board of directors of the Company. The Committee shall be a fiduciary and shall, in that capacity, have the exclusive responsibility for the general administration of the Plan. The Committee may select, employ, and compensate consultants, actuaries, accountants, attorneys, and other agents and employees as may be deemed necessary or advisable for the proper administration of the Plan. The administrative expenses may be paid out of the Plan unless paid by the Company.

Eligibility --- Each employee 18 years and older is eligible to participate in the Plan upon the completion of a ninety day period of active service.

Contributions --- Participants may elect to have a portion of their compensation contributed to the plan on a before-tax basis. The Company may make various matching contributions at its discretion. Contributions are subject to certain Internal Revenue Code limitations. Forfeitures shall be applied first to reinstate any account required to be reinstated during the plan year, pay the administrative expenses of the plan and, thereafter, any excess forfeiture amount shall be applied to reduce employer matching contributions.

Vesting --- Participants are immediately vested in their contributions and the actual earnings thereon, and accumulate 33% vesting in the employer's match and actual earnings thereon per year (after the first year of service is completed) until 100% vesting is reached.

NOTE 1 - DESCRIPTION OF PLAN (continued)

Payment of Benefits --- Benefits are payable to participants or their beneficiaries in the event of retirement, permanent disability, death, termination of service or attainment of age 59 1/2 and are valued in accordance with the terms of the Plan. Distributions are made in the form of either a lump sum cash payment or a direct rollover into another eligible retirement plan. Participant loans are permitted under the Plan. Participants may also request hardship withdrawals, as defined in the plan.

Notes Receivable from Participants --- Participants may borrow from their accounts an amount up to a maximum equal to the lesser of $50,000 or 50% of their vested interest in the Plan. Loans will bear interest at a commercially reasonable rate of interest as determined by the Plan administrator. Generally, the terms of the loan will require level amortization over a period not to exceed five years with payments to be made not less frequent than quarterly. A participant's vested interest in the Plan is generally required as security for the loan.

Forfeitures --- Any non-vested employer contributions and earnings thereon upon a participant's termination of employment will be forfeited and may be used by the Plan to pay administrative expenses and to offset future employer contributions. During 2010 and 2009, the plan utilized forfeitures of approximately $17,800 and $36,200, respectively, for these expenses and contributions. The amount of forfeitures as of December 31, 2010 and 2009 approximated $10,200 and $0, respectively.

Participant Accounts --- Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined.

Investment Options --- Each participant is responsible for directing the investment of his salary deferred contributions into the various available investment options offered by the Plan. Each participant may change his investment elections at his discretion.

Plan Termination and Amendment --- The Company may terminate the Plan, in whole or in part, at any time by action of its board of directors. In the event the Plan is terminated, the accounts of all participants shall be fully vested and shall be distributed as provided in the Plan. The Company and the Committee shall have the right to amend the Plan at any time.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting --- The financial statements of the Plan are presented on the accrual basis of accounting.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (continued)

Estimates --- The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition --- The Plan's investments are reflected in the accompanying financial statements at fair value based on quoted market prices at year-end. Net investment income reflects the impact of changes in fair value as well as purchases and sales of investments during the year. Purchases and sales of securities are recorded on a trade-date basis. Interest income earned from notes receivable from participants is recorded when paid.

Notes Receivable from Participants --- In September 2010, the FASB issued guidance clarifying the classification and measurement of participant loans by defined contribution pension plans. That guidance requires that participant loans be classified as notes receivable from participants and measured at their unpaid principal balance, plus any accrued but unpaid interest. The plan adopted this new guidance, with the exception of the accrual of unpaid interest due to its immateriality, in these financial statements. Net assets of the plan were not affected by the adoption of the new guidance.

Benefit Payments --- Benefits are recorded when paid.

Federal Income Taxes --- The trust established under this Plan is qualified under the Internal Revenue Code ("Code") as exempt from federal income taxes; the Prototype Plan adopted by the Company has received a favorable determination letter from the IRS dated January 18, 1995. The Company and Committee believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

As permitted by the Code, a participant is not subject to federal income tax on contributions made by the Company, salary deferral contributions, or on any income of the plan until a distribution is made to the participant. The Company is not aware of any tax positions that would have a significant impact on the Plan's financial position.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (continued)

Information Certified by the Custodian --- The Company has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this method of compliance, no audit procedures were performed by the independent public accountants with respect to information certified by the custodian, Fidelity Management Trust Company, including investment assets, income, and the schedules of investments and reportable transactions. The Company has obtained certifications from the custodian that the information provided to the Company by the custodian is complete and accurate.

Concentration of Credit Risks --- Concentration of credit risk with respect to the Plan's investments is reduced as a result of diversity of the underlying portfolio.

NOTE 3 - FAIR VALUE MEASUREMENTS

Generally accepted accounting principles has established a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs that reflect assumptions of what market participants would use in pricing the asset or liability based on the best information available in the circumstances.

The hierarchy is broken down into three levels based on the reliability of the inputs as follows: Level 1 - Quoted prices are available in active markets for identical assets or liabilities; Level 2 - Quoted prices in active markets for similar assets and liabilities that are observable for the asset or liability; or Level 3 - Unobservable pricing inputs that are generally less observable from objective sources, such as discounted cash flow models or valuations.

The asset or liability's fair value measurement 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 uses of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value: Common Stocks, Corporate Bonds and U.S. Government Securities - Valued at the closing prices reported on the active market which the individual securities are traded; Mutual Funds - Valued at the net asset value (NAV) of shares held by the plan at year end.

NOTE 3 - FAIR VALUE MEASUREMENTS (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 financial instruments could result in different fair value measurements at the reporting date.

As of December 31, 2010 and 2009, the participant-directed investments held by the Plan have been measured using Level 1 of the hierarchy as follows:

	2010	2009
Fidelity Freedom Funds	$ 4,670,254	$ 3,314,399
Fidelity Contrafund	1,649,617	1,420,410
Fidelity Managed Income Port	1,535,797	1,447,033
Fidelity Low Priced Stock	1,503,962	1,360,852
Fidelity Capital Appreciation	1,276,470	1,087,379
Pimco Total Return	962,529	872,214
Fidelity Diversified International	943,881	1,002,322
Fidelity Select Natural Resources	899,241	784,951
Artisan Mid Cap Inv	729,241	552,543
Fidelity Balanced	718,192	681,026
Spartan 500 Index	557,020	526,445
Fidelity Select Technology	444,104	353,274
Columbia Acorn USA	435,064	363,048
TRP Equity Income	278,222	219,283
Fidelity Small Cap	166,608	145,116
CRM Mid Cap Val Inv	163,393	151,972
Fidelity Real Estate	149,584	113,120
Fidelity Select Utilities	78,766	53,056
Fidelity Select Healthcare	66,968	53,623
Fidelity Select Financial	52,347	25,325
Fidelity Select Consumer Discretionary	43,894	2,011
Fidelity Select Industrials	41,372	31,822
Harbor International	4,266	-
Total investments at fair value	$ 17,370,792	$ 14,561,224

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE 4 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as reported in the financial statements to the 2010 Form 5500:

	2010	2009
Net assets available for benefits - financial statements	$ 17,838,169	$ 15,084,850
Less: accrual of contributions receivable	-	(56,243)
Net assets available for benefits - Form 5500	$ 17,838,169	$ 15,028,607

The following is a reconciliation of selected information as reported in the financial statements to the 2010 Form 5500:

	Contributions	Interest and Dividends	Net Appreciation	Benefit Payments
Balance - financial statements	$ 2,368,729	$ 291,165	$ 2,018,030	$ 1,917,698
Receipt of prior year accrued contributions	56,243	-	-	-
Corrective distributions	-	-	-	(102,072)
Deemed distribution of loans	-	-	-	(5,097)
Other reconciling items	1	1	(2)	-
Balance - Form 5500	$ 2,424,973	$ 291,166	$ 2,018,028	$ 1,810,529

NOTE 5 - TERMINATED EMPLOYEES

Total account balances relating to terminated employees approximate $4,644,000 and $3,606,000 as of December 31, 2010 and 2009, respectively.

NOTE 6 - NONDISCRIMINATION TESTING COMPLIANCE

Excess contributions for 2010 and 2009 noted upon completion of nondiscrimination testing, if any, have been refunded in compliance with Internal Revenue Service and Department of Labor guidelines.

NOTE 7 - TRANSACTIONS WITH PARTIES-IN-INTEREST

Fees paid during the years for legal, accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services.

NOTE 8 - SUBSEQUENT EVENTS

Management of the Plan has evaluated subsequent events through October 4, 2011, which is the date on which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2010

Plan sponsor's employer identification number: 91-2019135
Plan number: 001

Identity of Issue	Description of Investment	Current Value
Pooled Funds	Fidelity Freedom Funds	$ 4,670,254
	Fidelity Contrafund	1,649,617
	Fidelity Managed Income Port	1,535,797
	Fidelity Low Priced Stock	1,503,962
	Fidelity Capital Appreciation	1,276,470
	Pimco Total Return	962,529
	Fidelity Diversified International	943,881
	Fidelity Select Natural Resources	899,241
	Artisan Mid Cap Inv	729,241
	Fidelity Balanced	718,192
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	Fidelity Select Technology	444,104
	Columbia Acorn USA	435,064
	TRP Equity Income	278,222
	Fidelity Small Cap	166,608
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	Fidelity Real Estate	149,584
	Fidelity Select Utilities	78,766
	Fidelity Select Healthcare	66,968
	Fidelity Select Financial	52,347
	Fidelity Select Consumer Discretionary	43,894
	Fidelity Select Industrials	41,372
	Harbor International	4,266
		17,370,792
Participant Loans	Interest rates vary from 5% to 9.5%	467,377
	Total	$ 17,838,169

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS

For the Year Ended December 31, 2010

Plan sponsor's employer identification number: 91-2019135
Plan number: 001

Transactions or series of transactions in excess of five percent of the fair value of plan assets:

Description of Assets	Purchase Price	Selling Price	Cost of Assets	Net Gain or (Loss)

None; participant directed transactions are not considered when preparing this schedule.

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

FINANCIAL STATEMENTS

December 31, 2010 and 2009

SIMONTON & KUTAC, L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS/CONSULTANTS TO BUSINESS

1010 Lamar, Suite 850
Houston, Texas 77002-6312
Telephone: (713) 658-9755 Facsimile: (713) 658-0298
Email: skb@skb-cpas.com Website: www.skb-cpas.com

Independent Auditors' Report

To the Trustees
T3 Energy Services 401(k) Savings and Retirement Plan
Houston, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of **T3 Energy Services 401(k) Savings and Retirement Plan** ("Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules of assets held for investment purposes as of December 31, 2010 and reportable transactions for the year ended December 31, 2010. These financial statements and schedules 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 2, which was certified by the custodian, except for comparing the information with related information included in the financial statements and supplemental schedules. 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 a certification from the custodian as of and for the periods years December 31, 2010 and 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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodians, 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 Disclosures under the Employee Retirement Income Security Act of 1974.

Simonton + Kutac, L.L.P.

October 4, 2011

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
Assets		
Pooled investment funds	$ 17,370,792	$ 14,561,224
Notes receivable from participants	467,377	467,383
Receivables:		
Participant contributions	-	42,839
Employer contributions	-	13,404
Total assets	17,838,169	15,084,850
Liabilities		
Accounts payable and accrued expenses	-	-
Total liabilities	-	-
Net assets available for benefits	$ 17,838,169	$ 15,084,850

The accompanying notes are an integral part of these financial statements.

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years ended December 31, 2010 and 2009

	2010	2009
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 2,018,030	$ 3,019,485
Interest and dividend income	291,165	233,176
	2,309,195	3,252,661
Contributions:		
Participants	1,791,046	1,783,826
Employer	577,683	575,189
	2,368,729	2,359,015
Total additions	4,677,924	5,611,676
Deductions from net assets attributed to:		
Benefits paid to participants	(1,917,698)	(1,547,953)
Administrative expenses	(6,907)	(7,554)
Total deductions	(1,924,605)	(1,555,507)
Increase in net assets available for benefits	2,753,319	4,056,169
Net assets available for benefits:		
Beginning of year	15,084,850	11,028,681
End of year	$ 17,838,169	$ 15,084,850

The accompanying notes are an integral part of these financial statements.

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE 1 - DESCRIPTION OF PLAN

The following description of the **T3 Energy Services 401(k) Savings and Retirement Plan** ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General --- The Plan is a defined contribution profit sharing plan with a cash or deferred ("401(k)") arrangement established effective April 1, 2001. The Plan is sponsored by T3 Energy Services, Inc. ("Company") for the exclusive benefit of its eligible employees and the eligible employees of its affiliates which adopt the Plan. Employees not eligible include those covered by a collective bargaining agreement, leased employees and independent contractors. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Administration --- The Plan is administered by an administrative committee ("Committee") appointed by the board of directors of the Company. The Committee shall be a fiduciary and shall, in that capacity, have the exclusive responsibility for the general administration of the Plan. The Committee may select, employ, and compensate consultants, actuaries, accountants, attorneys, and other agents and employees as may be deemed necessary or advisable for the proper administration of the Plan. The administrative expenses may be paid out of the Plan unless paid by the Company.

Eligibility --- Each employee 18 years and older is eligible to participate in the Plan upon the completion of a ninety day period of active service.

Contributions --- Participants may elect to have a portion of their compensation contributed to the plan on a before-tax basis. The Company may make various matching contributions at its discretion. Contributions are subject to certain Internal Revenue Code limitations. Forfeitures shall be applied first to reinstate any account required to be reinstated during the plan year, pay the administrative expenses of the plan and, thereafter, any excess forfeiture amount shall be applied to reduce employer matching contributions.

Vesting --- Participants are immediately vested in their contributions and the actual earnings thereon, and accumulate 33% vesting in the employer's match and actual earnings thereon per year (after the first year of service is completed) until 100% vesting is reached.

NOTE 1 - DESCRIPTION OF PLAN (continued)

Payment of Benefits --- Benefits are payable to participants or their beneficiaries in the event of retirement, permanent disability, death, termination of service or attainment of age 59 1/2 and are valued in accordance with the terms of the Plan. Distributions are made in the form of either a lump sum cash payment or a direct rollover into another eligible retirement plan. Participant loans are permitted under the Plan. Participants may also request hardship withdrawals, as defined in the plan.

Notes Receivable from Participants --- Participants may borrow from their accounts an amount up to a maximum equal to the lesser of $50,000 or 50% of their vested interest in the Plan. Loans will bear interest at a commercially reasonable rate of interest as determined by the Plan administrator. Generally, the terms of the loan will require level amortization over a period not to exceed five years with payments to be made not less frequent than quarterly. A participant's vested interest in the Plan is generally required as security for the loan.

Forfeitures --- Any non-vested employer contributions and earnings thereon upon a participant's termination of employment will be forfeited and may be used by the Plan to pay administrative expenses and to offset future employer contributions. During 2010 and 2009, the plan utilized forfeitures of approximately $17,800 and $36,200, respectively, for these expenses and contributions. The amount of forfeitures as of December 31, 2010 and 2009 approximated $10,200 and $0, respectively.

Participant Accounts --- Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined.

Investment Options --- Each participant is responsible for directing the investment of his salary deferred contributions into the various available investment options offered by the Plan. Each participant may change his investment elections at his discretion.

Plan Termination and Amendment --- The Company may terminate the Plan, in whole or in part, at any time by action of its board of directors. In the event the Plan is terminated, the accounts of all participants shall be fully vested and shall be distributed as provided in the Plan. The Company and the Committee shall have the right to amend the Plan at any time.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting --- The financial statements of the Plan are presented on the accrual basis of accounting.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (continued)

Estimates --- The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition --- The Plan's investments are reflected in the accompanying financial statements at fair value based on quoted market prices at year-end. Net investment income reflects the impact of changes in fair value as well as purchases and sales of investments during the year. Purchases and sales of securities are recorded on a trade-date basis. Interest income earned from notes receivable from participants is recorded when paid.

Notes Receivable from Participants --- In September 2010, the FASB issued guidance clarifying the classification and measurement of participant loans by defined contribution pension plans. That guidance requires that participant loans be classified as notes receivable from participants and measured at their unpaid principal balance, plus any accrued but unpaid interest. The plan adopted this new guidance, with the exception of the accrual of unpaid interest due to its immateriality, in these financial statements. Net assets of the plan were not affected by the adoption of the new guidance.

Benefit Payments --- Benefits are recorded when paid.

Federal Income Taxes --- The trust established under this Plan is qualified under the Internal Revenue Code ("Code") as exempt from federal income taxes; the Prototype Plan adopted by the Company has received a favorable determination letter from the IRS dated January 18, 1995. The Company and Committee believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

As permitted by the Code, a participant is not subject to federal income tax on contributions made by the Company, salary deferral contributions, or on any income of the plan until a distribution is made to the participant. The Company is not aware of any tax positions that would have a significant impact on the Plan's financial position.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (continued)

Information Certified by the Custodian --- The Company has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this method of compliance, no audit procedures were performed by the independent public accountants with respect to information certified by the custodian, Fidelity Management Trust Company, including investment assets, income, and the schedules of investments and reportable transactions. The Company has obtained certifications from the custodian that the information provided to the Company by the custodian is complete and accurate.

Concentration of Credit Risks --- Concentration of credit risk with respect to the Plan's investments is reduced as a result of diversity of the underlying portfolio.

NOTE 3 - FAIR VALUE MEASUREMENTS

Generally accepted accounting principles has established a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs that reflect assumptions of what market participants would use in pricing the asset or liability based on the best information available in the circumstances.

The hierarchy is broken down into three levels based on the reliability of the inputs as follows: Level 1 - Quoted prices are available in active markets for identical assets or liabilities; Level 2 - Quoted prices in active markets for similar assets and liabilities that are observable for the asset or liability; or Level 3 - Unobservable pricing inputs that are generally less observable from objective sources, such as discounted cash flow models or valuations.

The asset or liability's fair value measurement 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 uses of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value: Common Stocks, Corporate Bonds and U.S. Government Securities - Valued at the closing prices reported on the active market which the individual securities are traded; Mutual Funds - Valued at the net asset value (NAV) of shares held by the plan at year end.

NOTE 3 - FAIR VALUE MEASUREMENTS (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 financial instruments could result in different fair value measurements at the reporting date.

As of December 31, 2010 and 2009, the participant-directed investments held by the Plan have been measured using Level 1 of the hierarchy as follows:

	2010	2009
Fidelity Freedom Funds	$ 4,670,254	$ 3,314,399
Fidelity Contrafund	1,649,617	1,420,410
Fidelity Managed Income Port	1,535,797	1,447,033
Fidelity Low Priced Stock	1,503,962	1,360,852
Fidelity Capital Appreciation	1,276,470	1,087,379
Pimco Total Return	962,529	872,214
Fidelity Diversified International	943,881	1,002,322
Fidelity Select Natural Resources	899,241	784,951
Artisan Mid Cap Inv	729,241	552,543
Fidelity Balanced	718,192	681,026
Spartan 500 Index	557,020	526,445
Fidelity Select Technology	444,104	353,274
Columbia Acorn USA	435,064	363,048
TRP Equity Income	278,222	219,283
Fidelity Small Cap	166,608	145,116
CRM Mid Cap Val Inv	163,393	151,972
Fidelity Real Estate	149,584	113,120
Fidelity Select Utilities	78,766	53,056
Fidelity Select Healthcare	66,968	53,623
Fidelity Select Financial	52,347	25,325
Fidelity Select Consumer Discretionary	43,894	2,011
Fidelity Select Industrials	41,372	31,822
Harbor International	4,266	-
Total investments at fair value	$ 17,370,792	$ 14,561,224

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE 4 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as reported in the financial statements to the 2010 Form 5500:

	2010	2009
Net assets available for benefits - financial statements	$ 17,838,169	$ 15,084,850
Less: accrual of contributions receivable	-	(56,243)
Net assets available for benefits - Form 5500	$ 17,838,169	$ 15,028,607

The following is a reconciliation of selected information as reported in the financial statements to the 2010 Form 5500:

	Contributions	Interest and Dividends	Net Appreciation	Benefit Payments
Balance - financial statements	$ 2,368,729	$ 291,165	$ 2,018,030	$ 1,917,698
Receipt of prior year accrued contributions	56,243	-	-	-
Corrective distributions	-	-	-	(102,072)
Deemed distribution of loans	-	-	-	(5,097)
Other reconciling items	1	1	(2)	-
Balance - Form 5500	$ 2,424,973	$ 291,166	$ 2,018,028	$ 1,810,529

NOTE 5 - TERMINATED EMPLOYEES

Total account balances relating to terminated employees approximate $4,644,000 and $3,606,000 as of December 31, 2010 and 2009, respectively.

NOTE 6 - NONDISCRIMINATION TESTING COMPLIANCE

Excess contributions for 2010 and 2009 noted upon completion of nondiscrimination testing, if any, have been refunded in compliance with Internal Revenue Service and Department of Labor guidelines.

NOTE 7 - TRANSACTIONS WITH PARTIES-IN-INTEREST

Fees paid during the years for legal, accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services.

NOTE 8 - SUBSEQUENT EVENTS

Management of the Plan has evaluated subsequent events through October 4, 2011, which is the date on which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2010

Plan sponsor's employer identification number: 91-2019135
Plan number: 001

Identity of Issue	Description of Investment	Current Value
Pooled Funds	Fidelity Freedom Funds	$ 4,670,254
	Fidelity Contrafund	1,649,617
	Fidelity Managed Income Port	1,535,797
	Fidelity Low Priced Stock	1,503,962
	Fidelity Capital Appreciation	1,276,470
	Pimco Total Return	962,529
	Fidelity Diversified International	943,881
	Fidelity Select Natural Resources	899,241
	Artisan Mid Cap Inv	729,241
	Fidelity Balanced	718,192
	Spartan 500 Index	557,020
	Fidelity Select Technology	444,104
	Columbia Acorn USA	435,064
	TRP Equity Income	278,222
	Fidelity Small Cap	166,608
	CRM Mid Cap Val Inv	163,393
	Fidelity Real Estate	149,584
	Fidelity Select Utilities	78,766
	Fidelity Select Healthcare	66,968
	Fidelity Select Financial	52,347
	Fidelity Select Consumer Discretionary	43,894
	Fidelity Select Industrials	41,372
	Harbor International	4,266
		17,370,792
Participant Loans	Interest rates vary from 5% to 9.5%	467,377
	Total	$ 17,838,169

T3 ENERGY SERVICES 401(k)
SAVINGS AND RETIREMENT PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS

For the Year Ended December 31, 2010

Plan sponsor's employer identification number: 91-2019135
Plan number: 001

Transactions or series of transactions in excess of five percent of the fair value of plan assets:

Description of Assets	Purchase Price	Selling Price	Cost of Assets	Net Gain or (Loss)

None; participant directed transactions are not considered when preparing this schedule.