

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>COMPLETE PRODUCTION SERVICES 401K RETIREMENT AND SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/2005</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>COMPLETE PRODUCTION SERVICES</u> <u>11700 OLD KATY ROAD SUITE 300</u> <u>HOUSTON, TX 77079</u>	2b Employer Identification Number (EIN) <u>72-1503959</u> 2c Sponsor's telephone number <u>281-372-2327</u> 2d Business code (see instructions) <u>211110</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>08/22/2012</u>	<u>SABRA MOORE</u>
	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.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") COMPLETE PRODUCTION SERVICES 11700 OLD KATY ROAD SUITE 300 HOUSTON, TX 77079	3b Administrator's EIN 72-1503959
	3c Administrator's telephone number 281-372-2327

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	6898
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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	6135
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	1920
d Subtotal. Add lines 6a , 6b , and 6c	6d	8055
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	4
f Total. Add lines 6d and 6e	6f	8059
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	4546
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1051

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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 2S 2T 3D 3H 2K

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

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

b General Schedules

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>COMPLETE PRODUCTION SERVICES 401K RETIREMENT AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COMPLETE PRODUCTION SERVICES</u>	D Employer Identification Number (EIN) <u>72-1503959</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
GREAT WEST LIFE AND ANNUITY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>84-0467907</u>	<u>68322</u>	<u>455049-01</u>	<u>1659</u>	<u>01/01/2011</u>	<u>12/31/2011</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>45617</u>	<u>0</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

LPL FINANCIAL LLC
5847 SAN FELIPE BLVD STE 2750
HOUSTON, TX 77057

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>45617</u>			<u>3</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	19531789
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year	7b	16459357
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c Additions: (1) Contributions deposited during the year	7c(1)	4364000	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	402320	
(4) Transferred from separate account	7c(4)	768491	
(5) Other (specify below)	7c(5)	494884	

▶ **LOAN PAYMENTS**

(6) Total additions	7c(6)	6029695
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d Total of balance and additions (add b and c(6))	7d	22489052
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2238900	
(2) Administration charge made by carrier	7e(2)	129385	
(3) Transferred to separate account	7e(3)	588978	
(4) Other (specify below)	7e(4)	0	

(5) Total deductions	7e(5)	2957263
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f Balance at the end of the current year (subtract e(5) from d)	7f	19531789
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>COMPLETE PRODUCTION SERVICES 401K RETIREMENT AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COMPLETE PRODUCTION SERVICES</u>	D Employer Identification Number (EIN) <u>72-1503959</u>

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)..... ☐ 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

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

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

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	INVESTMENT MGMT	10495	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BRIGGS & VESELKA CO.

C/O COMPLETE PRODUCTION SERVICES
3307 KEMPWOOD DR
SUGAR LAND, TX 77479

(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?
10	AUDITOR	11700	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COMPLETE PRODUCTION SERVICES

11700 KATY FREEWAY SUITE 300
HOUSTON, TX 77079

(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?
29	ATTORNEY	114464	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

GREAT-WEST LIFE & ANNUITY COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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	RECORDKEEPER	11607	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

LPL FINANCIAL LLC

9785 TOWNE CTR DR
SAN DIEGO CA
SAN DIEGO, CA 92121

(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?
55	BROKER/ADVISER	0	Yes ☒ No ☐	Yes ☒ No ☐	106542	Yes ☐ No ☒

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

THE ULTIMATE SOFTWARE GROUP, INC.

1485 NORTH PARK DR
WESTON, FL 33326

(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?
99	OTHER	460	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
(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.	

(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
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(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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>COMPLETE PRODUCTION SERVICES 401K RETIREMENT AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COMPLETE PRODUCTION SERVICES</u>	D Employer Identification Number (EIN) <u>72-1503959</u>	

Part I	Asset and Liability Statement
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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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	3708596	3576503
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	37274700	45618172
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	16461910	19531789
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	57445206	68726464

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	57445206	68726464
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	7365323	
(B) Participants	2a(1)(B)	10621203	
(C) Others (including rollovers)	2a(1)(C)	1001955	
(2) Noncash contributions	2a(2)	0	18988481
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	141652	
(F) Other	2b(1)(F)	402319	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		543971

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1932900	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1932900

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-3155908
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		18309444

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6320864	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		6320864
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		558597
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	126163	
(2) Contract administrator fees	2i(2)	11607	
(3) Investment advisory and management fees	2i(3)	10495	
(4) Other	2i(4)	460	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		148725
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7028186

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11281258
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		0

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: BRIGGS & VESELKA CO.

(2) EIN: 74-1769118

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		300
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		50000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?			
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....			
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>COMPLETE PRODUCTION SERVICES 401K RETIREMENT AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COMPLETE PRODUCTION SERVICES</u>	D Employer Identification Number (EIN) <u>72-1503959</u>

Part I	Distributions
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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	<u>0</u>
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): <u>84-1455663</u>		
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 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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
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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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
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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): _____

Complete Production Services
401(k) Retirement and Savings Plan
Financial Statements and Supplemental Schedules
As of December 31, 2011 and 2010,
and for the Year Ended December 31, 2011

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Schedules other than those listed above are omitted because of the conditions under which they are required.



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
Complete Production Services 401(k) Retirement and Savings Plan
Houston, Texas

We were engaged to audit the financial statements of Complete Production Services 401(k) Retirement and Savings Plan (the Plan) as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in *Note 5*, which was certified by Orchard Trust Company, LLC, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the trustee 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 supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.


Briggs & Veselka Co.
Houston, Texas

August 15, 2012

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments at fair value:		
Mutual funds	\$ 44,321,559	\$ 36,427,791
Collective trust fund	1,296,613	846,909
Guaranteed investment contract	<u>19,531,789</u>	<u>16,461,910</u>
Total investments at fair value	65,149,961	53,736,610
Receivables:		
Participant contributions	230,101	239,278
Employer contribution	167,977	-
Notes receivable from participants	<u>3,576,503</u>	<u>3,708,596</u>
Total receivables	3,974,581	3,947,874
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 69,124,542</u>	<u>\$ 57,684,484</u>

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

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS

Additions to net assets attributed to:

Interest and dividends	\$ 2,335,219
Interest income on notes receivable from participants	141,652
Contributions:	
Participant	10,612,026
Employer	7,533,300
Rollovers	<u>1,001,955</u>
Total contributions	<u>19,147,281</u>

Total additions	21,624,152
-----------------	------------

DEDUCTIONS

Deductions from net assets attributed to:

Net depreciation in fair value of investments	3,155,908
Benefits paid to participants or beneficiaries	6,879,461
Administrative expenses	<u>148,725</u>
Total deductions	<u>10,184,094</u>

Net increase in net assets	11,440,058
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Net assets available for benefits, beginning of year	<u>57,684,484</u>
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Net assets available for benefits, end of year	<u><u>\$ 69,124,542</u></u>
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The accompanying notes are an integral part of these financial statements.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Complete Production Services 401(k) Retirement and Savings Plan (the Plan) provides only general information. Participants should refer to the legal Plan document for a more complete description of the Plan's provisions.

The following employers have adopted the Plan as participating employers: Complete Production Services, Inc., Jody's Welding & Backhoe, Al's Hot Oil Service, TD Oil Field Service, Monument Well Service, Inc., Brammer Supply, Inc., Hyland Enterprises, Inc., Leed Tool Corporation, A & W Water Service, Inc., Belly Supply I, Ltd., HEP Oil Company, Ltd., Red River Well Service, Ltd., Tejas Trucking, Shale Tank Truck, Price Pipeline Construction, Rigmovers Co., Continental Gas, Inc., Continental Management, LLC, Continental Resources, Inc., Oil Tool Rentals, Inc., Guard Drilling Mud Disposal, Inc., Hamm & Phillips Service Co., Stride Well Service, Inc., Saber LLC, Continental Resources of Illinois, Inc., Trinity Oil Field Services, Inc., Hamm Management Co., Continental Crude, Co., DLP Wireline, LLC, Anderson Leasing, LLC, Sentry Oil Tools, LLC, Double Jack Testing and Services, Frac Source Services Inc., TSWs, Inc., Appalachian Well Services, Inc., Titan Wireline Services, Inc., DHW Eagle, LLC, High Plains Disposal, Inc., and Comprehensive Production Services, LLP (collectively, the Company) (*see Note 12*).

General – The Plan is a qualified retirement plan available to all nonexcluded employees of the Company and their beneficiaries to provide the opportunity to save for retirement on a tax-advantaged basis. The Plan was originally effective January 1, 2005. Employees may participate in the Plan upon completing 60 days of service and attaining age 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – Participants may elect to reduce their compensation by a specific percentage of dollar amount, not to exceed a dollar limit which is set by law, and have that amount contributed to the Plan. A participant's election will remain in effect until they choose to modify or revoke it. Participants who have attained at least age 50 before the end of a calendar year may elect to defer additional amounts as catch-up contributions. In addition, participants may deposit into the Plan distributions received from other plans and certain individual retirement accounts (IRA) as rollover contributions.

Effective January 1, 2011, the Company amended the Plan to add provisions for safe harbor contributions equal to 100% of each participant's elective deferrals up to 4% of such participant's contributions.

The Company may also make a discretionary nonelective contribution to the Plan, which will be allocated among participants eligible to share in the contribution for the Plan year. For 2011, the Company did not make any nonelective contributions.

Participant Accounts – Each participant's account is credited with the participant's contributions, rollovers, employer contributions, and Plan earnings and losses. Participant accounts may also be charged with an allocation of certain administrative expenses. A participant's account is segregated for purposes of determining the earnings or losses on investments and does not share in the investment performance of other participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options – Participants direct the investment of their entire interest in the Plan into various investment securities offered by the Plan. The Plan currently offers mutual funds, a collective trust fund, and a guaranteed investment contract as investment securities. Participants may modify investment elections, transfer existing balances, and obtain information regarding investments on a daily basis.

Vesting – A participant is immediately fully vested with respect to the portion of his account attributable to participant contributions, rollover contributions, safe harbor matching contributions, and the related earnings or losses thereon. Any Company nonelective contributions are fully vested after one year of service.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

Notes Receivable from Participants – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of a participant's vested account balance reduced by any outstanding loan balance. Loans must be repaid within five years, unless certain conditions apply as defined in the Plan document. Principal and interest payments are paid ratably through payroll deductions. Such loans are evidenced by promissory notes, which are adequately secured by the balance in a participant's account, and bear interest at a rate commensurate with local prevailing rates.

Payment of Benefits – Upon termination of service before normal retirement age, a participant may elect to receive a single lump-sum payment in cash equal to the value of the participant's vested account balance, or to rollover the distribution directly to another plan which qualifies under section 401(a) of the Internal Revenue Code (IRC). If the participant's vested account balance does not exceed \$5,000 upon termination of employment, it will be automatically distributed regardless of whether a participant consents to receive it.

Upon normal retirement, disability, or death, the participant or beneficiary is entitled to receive the full amount credited to their account. Benefits may be paid to the participant in a single lump-sum payment in cash or a direct rollover to another qualified plan. If the participant or their beneficiary is required to take minimum distributions, benefits may be paid in a series of payments as required by the IRC.

Participants may receive an in-service distribution upon attaining age 59½. Hardship withdrawals are also allowed for participants who satisfy certain immediate and heavy financial needs.

Forfeitures – The non-vested portion of a terminated participant's account balance remains in the Plan as a forfeiture. Forfeitures may be used to pay any administrative expenses or to reduce any nonelective contributions. For 2011, the Plan used forfeitures of \$126,624 to pay Plan expenses. The balance of forfeitures totaled \$88,417 and \$210,496 at December 31, 2011 and 2010, respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates – The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America (GAAP) which requires the Plan to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See *Note 3* for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation in fair value of investments includes realized gains and losses on investments sold during the year and unrealized appreciation or depreciation of investments held at year-end.

Benefits Paid to Participants – Benefits are recorded when paid. As of December 31, 2011, there were no amounts allocated to participants who have elected to withdraw from the Plan, but have not been paid.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

Administrative Expenses – The Plan will pay some or all Plan related expenses. The expenses charged to the Plan may be charged pro rata to each participant in relation to the size of each participant's account balance or may be charged equally to each participant. There are certain other expenses that may be charged only to a specific participant based upon their use of a Plan feature or receipt of a Plan distribution. Finally, the Plan may charge expenses in a different manner as to participants who have terminated employment with the Company versus current employees.

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Recent Accounting Pronouncements – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards* (IFRSs). FASB ASU 2011-04 was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between GAAP and IFRS. FASB ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This pronouncement is effective for reporting periods beginning on or after December 15, 2011, with early adoption prohibited. The new guidance will require prospective application. The adoption of this pronouncement is not expected to have a material impact on the Plan's financial statements.

Subsequent Events – The Plan has evaluated subsequent events through August 15, 2012, the date the financial statements were available to be issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

The FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- **Level 1** – Inputs to valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- **Level 2** – Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- **Level 3** – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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 use of unobservable inputs.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual Funds – These investments are valued daily at the Net Asset Value (NAV) of shares or units held by the Plan based on the quoted market value of the fund assets.

Collective Trust Fund – Valued at the NAV of shares of a bank collective trust held by the Plan at year-end. The NAV is based on the fair value of the underlying investments held by the fund. Participant transactions (issuances and redemptions) may occur daily. Should the Company initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Guaranteed Investment Contract – The reported value of the guaranteed investment contract is reported daily based on the valuation method disclosed in the annuity contract, as calculated by the annuity provider.

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, while 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 a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Lifetime	\$ 5,509,389	\$ -	\$ -	\$ 5,509,389
Asset allocation	8,217,105	-	-	8,217,105
International funds	4,914,380	-	-	4,914,380
Small cap funds	3,728,478	-	-	3,728,478
Mid cap funds	4,589,856	-	-	4,589,856
Large cap funds	10,675,830	-	-	10,675,830
Balanced funds	2,108,472	-	-	2,108,472
Bond funds	4,578,049	-	-	4,578,049
Collective trust fund	-	1,296,613	-	1,296,613
Guaranteed investment contract	-	19,531,789	-	19,531,789
Total assets, at fair value	<u>\$ 44,321,559</u>	<u>\$ 20,828,402</u>	<u>\$ -</u>	<u>\$ 65,149,961</u>

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Lifetime	\$ 1,249,359	-	-	\$ 1,249,359
Asset allocation	7,523,753	-	-	7,523,753
International funds	4,598,118	-	-	4,598,118
Small cap funds	3,587,701	-	-	3,587,701
Mid cap funds	4,047,959	-	-	4,047,959
Large cap funds	9,598,918	-	-	9,598,918
Balanced funds	4,492,198	-	-	4,492,198
Bond funds	1,329,785	-	-	1,329,785
Collective trust fund	-	846,909	-	846,909
Guaranteed investment contract	-	16,461,910	-	16,461,910
Total assets, at fair value	<u>\$ 36,427,791</u>	<u>\$ 17,308,819</u>	<u>\$ -</u>	<u>\$ 53,736,610</u>

There were no significant transfers between Level 1 and Level 2 investments during 2011.

NOTE 4 – INVESTMENT CONTRACT WITH INSURANCE COMPANY (UNAUDITED)

The Plan has a non benefit-responsive investment contract, the Key Guaranteed Portfolio Fund, with Great West Life & Annuity Insurance Company (Great West). Great West maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Per the certified trust statements, fair value of the investment contract, prior to contract termination, equals the contract value (ending balance). The contract is included in the financial statements at fair value as reported to the Plan by Great West. Contract value represents contributions made under the contract, plus earnings and interest, less participant withdrawals and administrative expense. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the investment contract. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There are no reserves against the investment contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract as of December 31, 2011 was \$19,531,789. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting. The actual average yield earned by the Plan for 2011 and 2010 is 2.25% and 2.75%, respectively.

NOTE 5 – INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

All investments and investment activities included in the accompanying statements of net assets available for benefits, the statement of changes in net assets available for benefits, and the supplemental schedules have been certified as accurate and complete by Orchard Trust Company, LLC, the Trustee for the Plan, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE 6 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the Trustee or affiliates. These transactions qualify as party-in-interest transactions. Such transactions are permitted under the provisions of the Plan and are exempt from the prohibited transactions rules under ERISA. Fees paid by the Plan for investment management services are included with net depreciation in fair value of investments.

NOTE 7 – INVESTMENTS (UNAUDITED)

At December 31, 2011 and 2010, all investments of the Plan were participant-directed.

The following presents investments at December 31, 2011 and 2010 that represented 5% or more of the Plan's net assets:

	<u>2011</u>	<u>2010</u>
American Funds Growth Fund of Amer R3	\$ 4,404,599	\$ 4,367,170
Key Guaranteed Portfolio Fund	19,531,789	16,461,910

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated (appreciated) in fair value by \$3,155,908 as follows:

Mutual funds	\$ 3,173,016
Collective trust fund	<u>(17,108)</u>
Net depreciation in fair value of investments	<u>\$ 3,155,908</u>

NOTE 8 – PLAN TERMINATION

Although the Company intends to maintain the Plan indefinitely, the Company reserves the right to terminate the Plan at any time. Upon termination, no further contributions will be made to the Plan and all amounts credited to participants' accounts will become 100% vested. The Company will direct the distribution of participants' accounts in a manner permitted by the Plan as soon as practicable.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

NOTE 10 – TAX STATUS

The Company adopted a volume submitter profit sharing plan with cash or deferred arrangement sponsored by Orchard Trust Co. The volume submitted plan obtained its latest favorable opinion letter dated March 31, 2008, in which the Internal Revenue Service (IRS) stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan was qualified, and the related trust was tax-exempt; as of December 31, 2011 and 2010.

GAAP requires the Company to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years that are considered closed for tax filing purposes.

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010, to Form 5500:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 69,124,542	\$ 57,684,484
Participant contributions receivable	(230,101)	(239,278)
Employer contribution receivable	<u>(167,977)</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 68,726,464</u>	<u>\$ 57,445,206</u>

The following is a reconciliation of contributions per the financial statements for 2011, to Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 19,147,281
Participant contributions receivable at December 31, 2010	239,278
Participant contributions receivable at December 31, 2011	(230,101)
Employer contribution receivable at December 31, 2011	<u>(167,977)</u>
Total contributions per Form 5500	<u>\$ 18,988,481</u>

NOTE 12 – SUBSEQUENT EVENT

On February 7, 2012 the Company merged with Superior Energy Services. Upon merging, the Company became Superior Energy Services – North American Services.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

EIN:72-1503959

Plan No. 001

(a) *Party- in- Interest	(b) Identity of Issue, or Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Maxim Lifetime 2015 Portfolio I T1	Mutual Fund	**	\$ 202,104
	Maxim Lifetime 2025 Portfolio I T1	Mutual Fund	**	813,478
	Maxim Lifetime 2035 Portfolio I T1	Mutual Fund	**	1,429,000
	Maxim Lifetime 2045 Portfolio I T1	Mutual Fund	**	1,559,251
	Maxim Lifetime 2055 Portfolio I T1	Mutual Fund	**	1,505,556
	Maxim Con Profile II Portfolio Initial	Mutual Fund	**	1,004,965
	Maxim Mod Con Profile II Portfolio Initial	Mutual Fund	**	1,140,647
	Maxim Moderate Profile II Port Initial	Mutual Fund	**	2,651,515
	Maxim Mod Agg Profile II Port Initial	Mutual Fund	**	1,679,562
	Maxim Aggressive Profile II Port Initial	Mutual Fund	**	1,740,416
	American Funds Europacific Growth – R3	Mutual Fund	**	2,866,955
	Oppenheimer International Growth Fund A	Mutual Fund	**	2,047,425
	Fidelity Advisor Small Cap T	Mutual Fund	**	1,159,309
	Lord Abbett Small-Cap Value Fund	Mutual Fund	**	2,569,169
	JP Morgan Mid Cap Value Fund A	Mutual Fund	**	2,547,272
	American Century Value – A	Mutual Fund	**	891,643
	American Funds Growth Fund of Amer R3	Mutual Fund	**	4,404,599
	American Funds Wash Mutual R3	Mutual Fund	**	2,178,866
	Davis NY Venture A	Mutual Fund	**	1,787,975
	MFS Value Fund A	Mutual Fund	**	298,870
	T. Rowe Price Blue Chip Growth Adv	Mutual Fund	**	1,113,877
	Oakmark Equity & Income II	Mutual Fund	**	2,108,472
	Dreyfus Bond Market Index Inv	Mutual Fund	**	544,667
	PIMCO GNMA Fund – A	Mutual Fund	**	1,461,048
	Morgan Stanley Inst Mid Cap Growth P	Mutual Fund	**	2,042,584
	Metropolitan West High Yield Bond M	Mutual Fund	**	990,740
	PIMCO Total Return A	Mutual Fund	**	1,581,594
	BlackRock Equity Index – Collective F	Collective Trust Fund	**	1,296,613
*	Key Guaranteed Portfolio Fund	Guaranteed Investment Contract	**	19,531,789
*	Participant Loans	Interest Rate Range: 4.25% to 9.25%	-	3,576,503
		Total		<u>\$ 68,726,464</u>

* Indicates party-in-interest as defined by ERISA

** All investments are participant-directed; therefore, information is not required.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2011

Plan Sponsor Number: 72-1503959

Plan No. 001

Participant Contributions Transferred Late to Plan	<u>Total that Constitutes Nonexempt Prohibited Transactions</u>			Total Fully Corrected Under VCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if late participant loan repayments are included: ☐	\$ <u>300</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>-</u>

ASSETS HELD FOR INVESTMENT PURPOSES

Complete Production Services 401(k) Retirement and Savings Plan
01-JAN-11 to 31-DEC-11

20-JAN-12 22:48:49

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IMX15C1			212,759.29	202,103.82
IMX25C1			860,954.94	813,477.67
IMX35C1			1,533,686.08	1,428,999.97
IMX45C1			1,685,825.17	1,559,251.35
IMX55C1			1,655,587.23	1,505,556.34
IPBAXCP			1,032,640.27	1,004,964.86
IPBAXMC			1,214,504.25	1,140,647.28
IPBAXMP			2,677,442.01	2,651,515.02
IPBAXMA			1,843,765.04	1,679,562.49
IPBAXAP			1,559,424.21	1,740,415.99
I92AFEP			3,207,428.63	2,866,954.74
IOIGAX			2,022,034.47	2,047,424.97
IFSCIX			1,215,792.96	1,159,308.67
ILRSCX			2,349,118.98	2,569,169.19
IJAMCX			2,335,364.93	2,547,272.05
IMACGX			2,442,234.49	2,042,583.62
ITWADX			885,274.62	891,642.53
I95AFGF			4,496,908.10	4,404,598.73
I91AFWM			2,154,172.53	2,178,865.73
IBSP530			1,103,157.11	1,296,613.15
INYVTX			1,794,086.49	1,787,975.27
IMEIAX			286,854.38	298,869.52
IPABGX			1,002,217.04	1,113,877.13
IOARBX			2,004,318.46	2,108,471.66
IDBMIX			535,169.23	544,667.11
IMWHYX			1,085,646.95	990,740.29
IPAGNX			1,444,907.90	1,461,048.35
IPTTAX			1,582,075.57	1,580,523.82
IPOINT		1.950	18,524,792.08	19,444,443.26
			64,748,143.41	65,061,544.58
PARTICIPANT LOANS	VARIOUS	4.250-9.250	3,549,386.29	3,576,503.03
FORFEITURES			75,450.37	88,416.79

ASSETS HELD FOR INVESTMENT PURPOSES**Complete Production Services 401(k) Retirement and Savings Plan
01-JAN-11 to 31-DEC-11**

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
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LEGEND

INVESTMENT OPTION:

1MX15C1	Maxim Lifetime 2015 Portfolio I T1	1MX25C1	Maxim Lifetime 2025 Portfolio I T1
1MX35C1	Maxim Lifetime 2035 Portfolio I T1	1MX45C1	Maxim Lifetime 2045 Portfolio I T1
1MX55C1	Maxim Lifetime 2055 Portfolio I T1	1PBAXCP	Maxim Con Profile II Portfolio Initial
1PBAXMC	Maxim Mod Con Profile II Port Initial	1PBAXMP	Maxim Moderate Profile II Port Initial
1PBAXMA	Maxim Mod Agg Profile II Port Initial	1PBAXAP	Maxim Aggressive Profile II Port Initial
192AFEP	American Funds Europacific Growth - R3	1OIGAX	Oppenheimer International Growth Fund A
1FSCTX	Fidelity Advisor Small Cap T	1LRSCX	Lord Abbett Small-Cap Value Fund
1JAMCX	JP Morgan Mid Cap Value Fund A	1MACGX	Morgan Stanley Inst Mid Cap Growth P
1TWADX	American Century Value - A	195AFGF	American Funds Growth Fund of Amer R3
191AFWM	American Funds Wash Mutual R3	1BSP530	BlackRock Equity Index - Collective F
1NYVTX	Davis NY Venture A	1MEIAX	MFS Value Fund A
1PABGX	T. Rowe Price Blue Chip Growth Adv	1OARBX	Oakmark Equity & Income II
1DBMIX	Dreyfus Bond Market Index Inv	1MWHYX	Metropolitan West High Yield Bond M
1PAGNX	PIMCO GNMA Fund - A	1PTTAX	PIMCO Total Return A
1PORT	Key Guaranteed Portfolio Fund		

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year

Complete Production Services
401(k) Retirement and Savings Plan
Financial Statements and Supplemental Schedules
As of December 31, 2011 and 2010,
and for the Year Ended December 31, 2011

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Schedules other than those listed above are omitted because of the conditions under which they are required.



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
Complete Production Services 401(k) Retirement and Savings Plan
Houston, Texas

We were engaged to audit the financial statements of Complete Production Services 401(k) Retirement and Savings Plan (the Plan) as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in *Note 5*, which was certified by Orchard Trust Company, LLC, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the trustee 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 supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.


Briggs & Veselka Co.
Houston, Texas

August 15, 2012

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments at fair value:		
Mutual funds	\$ 44,321,559	\$ 36,427,791
Collective trust fund	1,296,613	846,909
Guaranteed investment contract	<u>19,531,789</u>	<u>16,461,910</u>
Total investments at fair value	65,149,961	53,736,610
Receivables:		
Participant contributions	230,101	239,278
Employer contribution	167,977	-
Notes receivable from participants	<u>3,576,503</u>	<u>3,708,596</u>
Total receivables	3,974,581	3,947,874
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 69,124,542</u>	<u>\$ 57,684,484</u>

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

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS

Additions to net assets attributed to:

Interest and dividends	\$ 2,335,219
Interest income on notes receivable from participants	141,652
Contributions:	
Participant	10,612,026
Employer	7,533,300
Rollovers	<u>1,001,955</u>
Total contributions	<u>19,147,281</u>

Total additions	21,624,152
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DEDUCTIONS

Deductions from net assets attributed to:

Net depreciation in fair value of investments	3,155,908
Benefits paid to participants or beneficiaries	6,879,461
Administrative expenses	<u>148,725</u>
Total deductions	<u>10,184,094</u>

Net increase in net assets	11,440,058
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Net assets available for benefits, beginning of year	<u>57,684,484</u>
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Net assets available for benefits, end of year	<u><u>\$ 69,124,542</u></u>
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The accompanying notes are an integral part of these financial statements.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Complete Production Services 401(k) Retirement and Savings Plan (the Plan) provides only general information. Participants should refer to the legal Plan document for a more complete description of the Plan's provisions.

The following employers have adopted the Plan as participating employers: Complete Production Services, Inc., Jody's Welding & Backhoe, Al's Hot Oil Service, TD Oil Field Service, Monument Well Service, Inc., Brammer Supply, Inc., Hyland Enterprises, Inc., Leed Tool Corporation, A & W Water Service, Inc., Belly Supply I, Ltd., HEP Oil Company, Ltd., Red River Well Service, Ltd., Tejas Trucking, Shale Tank Truck, Price Pipeline Construction, Rigmovers Co., Continental Gas, Inc., Continental Management, LLC, Continental Resources, Inc., Oil Tool Rentals, Inc., Guard Drilling Mud Disposal, Inc., Hamm & Phillips Service Co., Stride Well Service, Inc., Saber LLC, Continental Resources of Illinois, Inc., Trinity Oil Field Services, Inc., Hamm Management Co., Continental Crude, Co., DLP Wireline, LLC, Anderson Leasing, LLC, Sentry Oil Tools, LLC, Double Jack Testing and Services, Frac Source Services Inc., TSWs, Inc., Appalachian Well Services, Inc., Titan Wireline Services, Inc., DHW Eagle, LLC, High Plains Disposal, Inc., and Comprehensive Production Services, LLP (collectively, the Company) (*see Note 12*).

General – The Plan is a qualified retirement plan available to all nonexcluded employees of the Company and their beneficiaries to provide the opportunity to save for retirement on a tax-advantaged basis. The Plan was originally effective January 1, 2005. Employees may participate in the Plan upon completing 60 days of service and attaining age 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – Participants may elect to reduce their compensation by a specific percentage of dollar amount, not to exceed a dollar limit which is set by law, and have that amount contributed to the Plan. A participant's election will remain in effect until they choose to modify or revoke it. Participants who have attained at least age 50 before the end of a calendar year may elect to defer additional amounts as catch-up contributions. In addition, participants may deposit into the Plan distributions received from other plans and certain individual retirement accounts (IRA) as rollover contributions.

Effective January 1, 2011, the Company amended the Plan to add provisions for safe harbor contributions equal to 100% of each participant's elective deferrals up to 4% of such participant's contributions.

The Company may also make a discretionary nonelective contribution to the Plan, which will be allocated among participants eligible to share in the contribution for the Plan year. For 2011, the Company did not make any nonelective contributions.

Participant Accounts – Each participant's account is credited with the participant's contributions, rollovers, employer contributions, and Plan earnings and losses. Participant accounts may also be charged with an allocation of certain administrative expenses. A participant's account is segregated for purposes of determining the earnings or losses on investments and does not share in the investment performance of other participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options – Participants direct the investment of their entire interest in the Plan into various investment securities offered by the Plan. The Plan currently offers mutual funds, a collective trust fund, and a guaranteed investment contract as investment securities. Participants may modify investment elections, transfer existing balances, and obtain information regarding investments on a daily basis.

Vesting – A participant is immediately fully vested with respect to the portion of his account attributable to participant contributions, rollover contributions, safe harbor matching contributions, and the related earnings or losses thereon. Any Company nonelective contributions are fully vested after one year of service.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

Notes Receivable from Participants – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of a participant's vested account balance reduced by any outstanding loan balance. Loans must be repaid within five years, unless certain conditions apply as defined in the Plan document. Principal and interest payments are paid ratably through payroll deductions. Such loans are evidenced by promissory notes, which are adequately secured by the balance in a participant's account, and bear interest at a rate commensurate with local prevailing rates.

Payment of Benefits – Upon termination of service before normal retirement age, a participant may elect to receive a single lump-sum payment in cash equal to the value of the participant's vested account balance, or to rollover the distribution directly to another plan which qualifies under section 401(a) of the Internal Revenue Code (IRC). If the participant's vested account balance does not exceed \$5,000 upon termination of employment, it will be automatically distributed regardless of whether a participant consents to receive it.

Upon normal retirement, disability, or death, the participant or beneficiary is entitled to receive the full amount credited to their account. Benefits may be paid to the participant in a single lump-sum payment in cash or a direct rollover to another qualified plan. If the participant or their beneficiary is required to take minimum distributions, benefits may be paid in a series of payments as required by the IRC.

Participants may receive an in-service distribution upon attaining age 59½. Hardship withdrawals are also allowed for participants who satisfy certain immediate and heavy financial needs.

Forfeitures – The non-vested portion of a terminated participant's account balance remains in the Plan as a forfeiture. Forfeitures may be used to pay any administrative expenses or to reduce any nonelective contributions. For 2011, the Plan used forfeitures of \$126,624 to pay Plan expenses. The balance of forfeitures totaled \$88,417 and \$210,496 at December 31, 2011 and 2010, respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates – The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America (GAAP) which requires the Plan to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See *Note 3* for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation in fair value of investments includes realized gains and losses on investments sold during the year and unrealized appreciation or depreciation of investments held at year-end.

Benefits Paid to Participants – Benefits are recorded when paid. As of December 31, 2011, there were no amounts allocated to participants who have elected to withdraw from the Plan, but have not been paid.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

Administrative Expenses – The Plan will pay some or all Plan related expenses. The expenses charged to the Plan may be charged pro rata to each participant in relation to the size of each participant's account balance or may be charged equally to each participant. There are certain other expenses that may be charged only to a specific participant based upon their use of a Plan feature or receipt of a Plan distribution. Finally, the Plan may charge expenses in a different manner as to participants who have terminated employment with the Company versus current employees.

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Recent Accounting Pronouncements – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards* (IFRSs). FASB ASU 2011-04 was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between GAAP and IFRS. FASB ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This pronouncement is effective for reporting periods beginning on or after December 15, 2011, with early adoption prohibited. The new guidance will require prospective application. The adoption of this pronouncement is not expected to have a material impact on the Plan's financial statements.

Subsequent Events – The Plan has evaluated subsequent events through August 15, 2012, the date the financial statements were available to be issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

The FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- **Level 1** – Inputs to valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- **Level 2** – Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- **Level 3** – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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 use of unobservable inputs.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual Funds – These investments are valued daily at the Net Asset Value (NAV) of shares or units held by the Plan based on the quoted market value of the fund assets.

Collective Trust Fund – Valued at the NAV of shares of a bank collective trust held by the Plan at year-end. The NAV is based on the fair value of the underlying investments held by the fund. Participant transactions (issuances and redemptions) may occur daily. Should the Company initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Guaranteed Investment Contract – The reported value of the guaranteed investment contract is reported daily based on the valuation method disclosed in the annuity contract, as calculated by the annuity provider.

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, while 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 a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Lifetime	\$ 5,509,389	\$ -	\$ -	\$ 5,509,389
Asset allocation	8,217,105	-	-	8,217,105
International funds	4,914,380	-	-	4,914,380
Small cap funds	3,728,478	-	-	3,728,478
Mid cap funds	4,589,856	-	-	4,589,856
Large cap funds	10,675,830	-	-	10,675,830
Balanced funds	2,108,472	-	-	2,108,472
Bond funds	4,578,049	-	-	4,578,049
Collective trust fund	-	1,296,613	-	1,296,613
Guaranteed investment contract	-	19,531,789	-	19,531,789
Total assets, at fair value	<u>\$ 44,321,559</u>	<u>\$ 20,828,402</u>	<u>\$ -</u>	<u>\$ 65,149,961</u>

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Lifetime	\$ 1,249,359	-	-	\$ 1,249,359
Asset allocation	7,523,753	-	-	7,523,753
International funds	4,598,118	-	-	4,598,118
Small cap funds	3,587,701	-	-	3,587,701
Mid cap funds	4,047,959	-	-	4,047,959
Large cap funds	9,598,918	-	-	9,598,918
Balanced funds	4,492,198	-	-	4,492,198
Bond funds	1,329,785	-	-	1,329,785
Collective trust fund	-	846,909	-	846,909
Guaranteed investment contract	-	16,461,910	-	16,461,910
Total assets, at fair value	<u>\$ 36,427,791</u>	<u>\$ 17,308,819</u>	<u>\$ -</u>	<u>\$ 53,736,610</u>

There were no significant transfers between Level 1 and Level 2 investments during 2011.

NOTE 4 – INVESTMENT CONTRACT WITH INSURANCE COMPANY (UNAUDITED)

The Plan has a non benefit-responsive investment contract, the Key Guaranteed Portfolio Fund, with Great West Life & Annuity Insurance Company (Great West). Great West maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Per the certified trust statements, fair value of the investment contract, prior to contract termination, equals the contract value (ending balance). The contract is included in the financial statements at fair value as reported to the Plan by Great West. Contract value represents contributions made under the contract, plus earnings and interest, less participant withdrawals and administrative expense. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the investment contract. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There are no reserves against the investment contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract as of December 31, 2011 was \$19,531,789. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting. The actual average yield earned by the Plan for 2011 and 2010 is 2.25% and 2.75%, respectively.

NOTE 5 – INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

All investments and investment activities included in the accompanying statements of net assets available for benefits, the statement of changes in net assets available for benefits, and the supplemental schedules have been certified as accurate and complete by Orchard Trust Company, LLC, the Trustee for the Plan, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE 6 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the Trustee or affiliates. These transactions qualify as party-in-interest transactions. Such transactions are permitted under the provisions of the Plan and are exempt from the prohibited transactions rules under ERISA. Fees paid by the Plan for investment management services are included with net depreciation in fair value of investments.

NOTE 7 – INVESTMENTS (UNAUDITED)

At December 31, 2011 and 2010, all investments of the Plan were participant-directed.

The following presents investments at December 31, 2011 and 2010 that represented 5% or more of the Plan's net assets:

	<u>2011</u>	<u>2010</u>
American Funds Growth Fund of Amer R3	\$ 4,404,599	\$ 4,367,170
Key Guaranteed Portfolio Fund	19,531,789	16,461,910

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated (appreciated) in fair value by \$3,155,908 as follows:

Mutual funds	\$ 3,173,016
Collective trust fund	<u>(17,108)</u>
Net depreciation in fair value of investments	<u>\$ 3,155,908</u>

NOTE 8 – PLAN TERMINATION

Although the Company intends to maintain the Plan indefinitely, the Company reserves the right to terminate the Plan at any time. Upon termination, no further contributions will be made to the Plan and all amounts credited to participants' accounts will become 100% vested. The Company will direct the distribution of participants' accounts in a manner permitted by the Plan as soon as practicable.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2011 AND 2010

NOTE 10 – TAX STATUS

The Company adopted a volume submitter profit sharing plan with cash or deferred arrangement sponsored by Orchard Trust Co. The volume submitted plan obtained its latest favorable opinion letter dated March 31, 2008, in which the Internal Revenue Service (IRS) stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan was qualified, and the related trust was tax-exempt; as of December 31, 2011 and 2010.

GAAP requires the Company to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years that are considered closed for tax filing purposes.

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010, to Form 5500:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 69,124,542	\$ 57,684,484
Participant contributions receivable	(230,101)	(239,278)
Employer contribution receivable	<u>(167,977)</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 68,726,464</u>	<u>\$ 57,445,206</u>

The following is a reconciliation of contributions per the financial statements for 2011, to Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 19,147,281
Participant contributions receivable at December 31, 2010	239,278
Participant contributions receivable at December 31, 2011	(230,101)
Employer contribution receivable at December 31, 2011	<u>(167,977)</u>
Total contributions per Form 5500	<u>\$ 18,988,481</u>

NOTE 12 – SUBSEQUENT EVENT

On February 7, 2012 the Company merged with Superior Energy Services. Upon merging, the Company became Superior Energy Services – North American Services.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

EIN:72-1503959

Plan No. 001

(a) *Party- in- Interest	(b) Identity of Issue, or Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Maxim Lifetime 2015 Portfolio I T1	Mutual Fund	**	\$ 202,104
	Maxim Lifetime 2025 Portfolio I T1	Mutual Fund	**	813,478
	Maxim Lifetime 2035 Portfolio I T1	Mutual Fund	**	1,429,000
	Maxim Lifetime 2045 Portfolio I T1	Mutual Fund	**	1,559,251
	Maxim Lifetime 2055 Portfolio I T1	Mutual Fund	**	1,505,556
	Maxim Con Profile II Portfolio Initial	Mutual Fund	**	1,004,965
	Maxim Mod Con Profile II Portfolio Initial	Mutual Fund	**	1,140,647
	Maxim Moderate Profile II Port Initial	Mutual Fund	**	2,651,515
	Maxim Mod Agg Profile II Port Initial	Mutual Fund	**	1,679,562
	Maxim Aggressive Profile II Port Initial	Mutual Fund	**	1,740,416
	American Funds Europacific Growth – R3	Mutual Fund	**	2,866,955
	Oppenheimer International Growth Fund A	Mutual Fund	**	2,047,425
	Fidelity Advisor Small Cap T	Mutual Fund	**	1,159,309
	Lord Abbett Small-Cap Value Fund	Mutual Fund	**	2,569,169
	JP Morgan Mid Cap Value Fund A	Mutual Fund	**	2,547,272
	American Century Value – A	Mutual Fund	**	891,643
	American Funds Growth Fund of Amer R3	Mutual Fund	**	4,404,599
	American Funds Wash Mutual R3	Mutual Fund	**	2,178,866
	Davis NY Venture A	Mutual Fund	**	1,787,975
	MFS Value Fund A	Mutual Fund	**	298,870
	T. Rowe Price Blue Chip Growth Adv	Mutual Fund	**	1,113,877
	Oakmark Equity & Income II	Mutual Fund	**	2,108,472
	Dreyfus Bond Market Index Inv	Mutual Fund	**	544,667
	PIMCO GNMA Fund – A	Mutual Fund	**	1,461,048
	Morgan Stanley Inst Mid Cap Growth P	Mutual Fund	**	2,042,584
	Metropolitan West High Yield Bond M	Mutual Fund	**	990,740
	PIMCO Total Return A	Mutual Fund	**	1,581,594
	BlackRock Equity Index – Collective F	Collective Trust Fund	**	1,296,613
*	Key Guaranteed Portfolio Fund	Guaranteed Investment Contract	**	19,531,789
*	Participant Loans	Interest Rate Range: 4.25% to 9.25%	-	3,576,503
		Total		<u>\$ 68,726,464</u>

* Indicates party-in-interest as defined by ERISA

** All investments are participant-directed; therefore, information is not required.

COMPLETE PRODUCTION SERVICES 401(K) RETIREMENT AND SAVINGS PLAN
SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2011

Plan Sponsor Number: 72-1503959

Plan No. 001

Participant Contributions Transferred Late to Plan	<u>Total that Constitutes Nonexempt Prohibited Transactions</u>			Total Fully Corrected Under VCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if late participant loan repayments are included: ☐	\$ <u>300</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>-</u>

Attachment to 2011 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name PlanName1 **EIN:** 72-1503959
Plan Sponsor's Name COMPLETE PRODUCTION SERVICES **PN:** 001

	Total that Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	300	0	0	0