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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
OILTANKING NORTH AMERICA LLC DEFINED CONTRIBUTION RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1980

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

OILTANKING NORTH AMERICA LLC

333 CLAY ST
SUITE 2400
HOUSTON, TX 77002

333 CLAY ST
SUITE 2400
HOUSTON, TX 77002

2b Employer Identification Number (EIN)
45-2226087

2c Sponsor's telephone number
281-457-7900

2d Business code (see instructions)
493100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	ASHLEY JOHNS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	LISA MECHE
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

OILTANKING NORTH AMERICA LLC

333 CLAY ST
SUITE 2400
HOUSTON, TX 77002

3b Administrator's EIN
45-2226087

3c Administrator's telephone number
281-457-7900

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
OILTANKING, N.A.

4b EIN
45-2226087

4c PN
001

5	Total number of participants at the beginning of the plan year	**5**	395
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**	493
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	541
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	541
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	475
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	21
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

(1)	☒	**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)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☒	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
OILTANKING NORTH AMERICA LLC DEFINED CONTRIBUTION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OILTANKING NORTH AMERICA LLC

D Employer Identification Number (EIN)
45-2226087

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	14568	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

MORGAN STANLEY SMITH BARNEY

HARBORSIDE FINANCIAL CTR PLAZA 2
2ND FL
JERSEY CITY, NJ 07311

(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?
49 99 61	ADVISOR	0	Yes [X] No [ ]	Yes [X] No [ ]	366	Yes [X] No [ ]

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

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

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ SMCPVL A - BOSTON FINANCI 13-2953455	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT EQ INC A - AMERICAN CENTURY 44-0619208	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREYFUS S&P 500 INDX - DREYFUS TRAN 13-2614959	0.15%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
IVY INTL CORE EQ A - WADDELL & REED 43-1244426	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS OVERSEAS S - JANUS SERVICES L 43-1804048	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM CORE BOND PLUS A - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LD ABBETT VAL OPP A - DST SYSTEMS, 43-1581814	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS NEW DISCOVERY R3 - MFS SERVICE 04-2865649	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB GENESIS - ADV CL - STATE STREET 04-0025081	0.35%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR INTL GROWTH A - OFI GLOBAL A TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CP VAL S - JANUS SERVIC 43-1804048	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRU FINL SRVS A - PRUDENTIAL MUTUAL 22-3703799	0.25%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS PARTNERS A - BOSTON FINANCIAL DA P.O. BOX 8480 BOSTON, MA 02266	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VICTORY DIVERS STK A - CITI FUND SE 31-1249295	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM CORE BOND PLUS A - JPMORGAN DIS 13-2624428	$0-<$4M=0.75% $4M-<$50M=0.50% $50M+=0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR INTL GROWTH A - OPPENHEIMERF 13-2953455	$5M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM CORE BOND PLUS A - JPMORGAN DIS 13-2624428	$0-<$4M=0.75% $4M-<$50M=0.50% $50M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR INTL GROWTH A - OPPENHEIMERF 13-2953455	$5M+=0.25%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LAZARD 30 ROCKEFELLER PLAZA, 57TH FL. NEW YORK, NY 10112	0.40%

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
OILTANKING NORTH AMERICA LLC DEFINED CONTRIBUTION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
OILTANKING NORTH AMERICA LLC

D Employer Identification Number (EIN)
45-2226087

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

a Name of MTIA, CCT, PSA, or 103-12 IE: FA STABLE VALUE

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-026	C	2576284

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
OILTANKING NORTH AMERICA LLC DEFINED CONTRIBUTION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OILTANKING NORTH AMERICA LLC

D Employer Identification Number (EIN)
45-2226087

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	184	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3132852	3505088
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	53184	80201
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1741240	2241535
(9) Value of interest in common/collective trusts	1c(9)	800230	2576284
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	23860172	31252299
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	1935	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	29589797	39655407
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	29589797	39655407

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2236609	
(B) Participants	2a(1)(B)	2055593	
(C) Others (including rollovers)	2a(1)(C)	3470731	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7762933
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	326	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	89713	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		90039
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1168	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	705764	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		706932
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	213648	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	226827	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-13179
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-1999	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-1999

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		75787
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2999729
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		11620242
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1541803	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1541803
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	12829	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		12829
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1554632
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		10065610
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BDO USA, LLP **(2)** EIN: 13-5381590

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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		7320
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	

			Yes	No	Amount
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		5000000
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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
OILTANKING NORTH AMERICA LLC DEFINED CONTRIBUTION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OILTANKING NORTH AMERICA LLC

D Employer Identification Number (EIN)
45-2226087

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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**

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Oiltanking North America LLC Defined Contribution Retirement Plan *(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)*

Financial Statements
(and supplemental schedules)
Years Ended December 31, 2012 and 2011

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Financial Statements
(and supplemental schedules)
Years Ended December 31, 2012 and 2011

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

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Note: All schedules other than those listed above have been omitted since the Information is either disclosed elsewhere in the financial statements or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

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Independent Auditors' Report

Plan Administrator
Oiltanking North America LLC
Defined Contribution Retirement Plan
Houston, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Oiltanking North America LLC Defined Contribution Retirement Plan (the "Plan") (formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011, and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

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Other Matter

The supplemental schedules, Schedule H, line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012 and Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance With DOL Rules and Regulations

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.

BDO USA, LLP

September 30, 2013
Houston, Texas

Financial Statements

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Statements of Net Assets Available for Benefits

December 31,	**2012**	2011
Assets		
Investments, at fair value (Notes 2, 3, 4, and 5)		
Mutual funds	**$ 34,757,387**	$ 26,993,208
Common/collective trusts	**2,576,284**	800,230
Common stocks	**80,201**	53,184
Other	—	1,935
Total investments	**37,413,872**	27,848,557
Receivables:		
Notes receivable – participant loans	**2,241,535**	1,741,240
Participant contributions receivable	**37,130**	—
Employer contributions receivable	**1,529,323**	1,343,688
Total receivables	**3,807,988**	3,084,928
Total Net Assets Available for Benefits	**$ 41,221,860**	$ 30,933,485

See accompanying independent auditors' report and notes to financial statements.

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31,	**2012**	2011
Additions		
Interest income from notes receivable – participant loans	**$ 89,713**	$ 88,470
Investment income (loss) (Note 4):		
Net appreciation in fair value of common/collective trusts	**75,787**	23,861
Net appreciation (depreciation) in fair value of common stocks	**1,168**	(33,163)
Net appreciation (depreciation) in fair value of mutual funds	**3,690,315**	(1,481,574)
Net appreciation (depreciation) in fair value of other investment	**326**	(145)
Total investment income (loss)	**3,767,596**	(1,491,021)
Contributions		
Participants	**2,092,723**	1,859,124
Employer	**2,422,244**	2,119,192
Rollover	**3,470,731**	174,102
Total contributions	**7,985,698**	4,152,418
Total additions	**11,843,007**	2,749,867
Deductions		
Benefits paid to participants	**1,541,803**	694,101
Administrative expenses (Note 8)	**12,829**	11,407
Total deductions	**1,554,632**	705,508
Net increase	**10,288,375**	2,044,359
Net Assets Available for Benefits, beginning of year	**30,933,485**	28,889,126
Net Assets Available for Benefits, end of year	**$ 41,221,860**	$ 30,933,485

See accompanying independent auditors' report and notes to financial statements.

1. Description of the Plan

The following description of the Oiltanking North America LLC Defined Contribution Retirement Plan (the "Plan") (formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a contributory, defined contribution plan that is available to qualifying employees of Oiltanking Holding Americas, Inc., Oiltanking Texas City, L.P., Matrix Marine Fuels, L.P., Oiltanking Joliet, LLC, Oiltanking Port Neches, LLC, United Bulk Terminals USA, Inc., United Bulk Terminals Davant, LLC and Oiltanking North America LLC (collectively the "Company"). The Plan was implemented on January 1, 1980. Effective on July 1, 2011, the Plan changed its name from the Oiltanking Houston, L.P. Defined Contribution Retirement Plan to the Oiltanking North America LLC Defined Contribution Retirement Plan. On the same date, the Plan changed its plan administrator from Oiltanking Houston, L.P. to Oiltanking North America LLC.

Prior to July 1, 2011, an employee must have completed one month of service by the end of a twelve-month period with the Company in order to become eligible to participate in the Plan. Effective on July 1, 2011, an employee becomes eligible to participate in the Plan on the first day of the month after the employee's hire date.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). This Plan incorporates certain provisions of the General Agreement of Tariffs and Trade, the Uniform Services Employment Reemployment Rights Act, the Small Business Job Protection Act, the Taxpayer Relief Act of 1997, the Internal Revenue Restructuring and Reform Act of 1998 and the Community Renewal Tax Relief Act of 2000 (collectively "GUST") and the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA").

Contributions

Each year, participants may contribute up to 100% of their pretax annual compensation, as defined in the Plan, up to the maximum allowable under the Internal Revenue Code ("IRC").

The Company may make discretionary matching contributions as defined in the Plan. For the years ended December 31, 2012 and 2011, the Company matched up to 4% of the participants' eligible annual compensation.

The Company may also make annual discretionary non-elective contributions in an amount to be determined at the Plan year end by the Board of Directors. For the years ended December 31, 2012 and 2011, the Company contributed 5.5% of the participants' annual eligible compensation in addition to the 4% matching as discussed above.

Rollovers

Rollovers represent funds transferred to the Plan from other qualified plans of the participants.

Participant Accounts

Each participant's account is credited with the participant's and the Company's contributions and an allocation of net plan earnings (losses). Participants may direct the investment of their account balances into various investment options offered by the Plan. Currently, the Plan offers 28 mutual funds, a common/collective trust and a brokerage account as investment options for participants.

Vesting

Participants are immediately vested in their voluntary contributions and any income or loss thereon. Effective January 1, 2006, participants are immediately vested in Company matching contributions under the Safe Harbor program. Prior to that date, participants became 100% vested ratably in Company discretionary matching contributions over a five-year service period. Vesting in any other discretionary Company contribution is based on years of continuous services, and the participants vest ratably each year over a five-year service period.

Payment of Benefits

Upon termination of service, death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installment payments under various options. The Plan also permits withdrawals from the Plan due to circumstances of financial hardship, in accordance with provisions specified in the Plan document.

Forfeitures

Forfeiture allocations are first used to pay administrative expenses under the Plan. Any remaining amounts are used to reduce future employer contributions payable under the Plan. Forfeited accounts totaled $17,932 and $31,595 at December 31, 2012 and 2011, respectively.

Approximately $70,000 and $56,000 was used to pay administrative expenses or reduce employer contributions for the Plan for the years ended December 31, 2012 and 2011, respectively.

Notes Receivable – Participant Loans

Participants may borrow from their account an amount equal to the lesser of $50,000 or 50 percent of their vested account balance. Loan transactions are treated as a transfer between the investment funds and the loan fund. Only two loans may be outstanding at any given time. Loan terms range from one to five years, with the exception of the purchase of a primary residence. The loans are secured by the balance in the participants' accounts and bear interest at a rate commensurate with local prevailing rates at the time the funds are borrowed. Principal and interest are paid ratably through payroll deductions. Interest rates ranged from 4.25 to 6.00 percent at December 31, 2012.

Administrative Expenses

The Company pays most of the administrative expenses associated with the administration of the Plan. Administrative expenses recorded in the Plan pertain primarily to loan origination fees, which are paid from the participants' accounts.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures,* to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The adoption of ASU 2011-04 by the Plan effective as of January 1, 2012 did not have a material effect on the Plan's financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The investments of the Plan are reported at fair value. The fair value of a financial instrument is the amount 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 (the exit price). Purchases and sales are recorded on a trade date basis. See Note 5 for a discussion of fair value measurements.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments that were purchased and sold as well as held during the year.

Notes Receivable – Participant Loans

Participant loans are reclassified as notes receivables–participant loans, and are measured at the unpaid principal balance plus unpaid accrued interest. The Plan classifies all participant loans with no payments received for 6 months as in default. Defaulted loans are deemed distributed and recorded as benefits paid to participants in the statement of changes in net assets available for benefits. During the years ended December 31, 2012 and 2011, $23,205 and $27,392 were recorded as deemed distributions, respectively.

Payment of Benefits

Benefits are recorded when paid.

3. Investments

The fair value of individual investments that represent 5 percent or more of the Plan's net assets are as follows:

December 31,	**2012**	2011
Mutual Funds:		
Fidelity Advisor Fixed Asset Manager 85% Class A	**$ 10,329,068**	$ 6,705,919
Fidelity Treasury Fund	**3,495,698**	3,122,480
Fidelity Advisor Large Cap Fund Class A	**3,028,899**	2,449,164
Ivy International Core Equity Class A	**2,966,167**	—*
Fidelity Advisor Stable Value	**2,576,284**	—*
American Century Equity Income Class A	**2,261,505**	—*
Fidelity Advisor Equity Income Fund Class A	**—***	1,764,130
Fidelity Advisor Diversified International Fund Class A	**—***	2,348,395
Fidelity Advisor Mid Cap II Fund Class A	**—***	1,550,983

**Investments individually representing less than 5 percent of net assets. Presented for comparative purposes only.*

4. Information Certified by the Plan's Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

December 31,	**2012**	2011
Mutual funds	**$ 34,757,387**	$ 26,993,208
Common/collective trusts	**2,576,284**	800,230
Common stocks	**80,201**	53,184
Other investments	**—**	1,935
Notes receivable – participant loans	**2,241,535**	1,741,240

Years Ended December 31,	**2012**	2011
Interest income from notes receivable – participant loans	**$ 89,713**	$ 88,470
Net appreciation in fair value of common/collective trusts	**75,787**	23,861
Net appreciation (depreciation) in fair value of common stocks	**1,168**	(33,163)
Net appreciation (depreciation) in fair market value of mutual funds	**3,690,315**	(1,481,574)
Net appreciation (depreciation) in fair value of other investment	**326**	(145)

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

5. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures,* establishes 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 ASC 820 are described below:

Basis of Fair Value Measurement

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly; and

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques that are used need to maximize the use of observable inputs and minimize the use of unobservable inputs. 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, 2012 and 2011:

Mutual Funds: Mutual funds represent investments with various investment managers. The fair value of these investments are determined by reference to the fund's underlying assets, which are principally marketable equities and fixed income securities. Shares held in mutual funds traded on national securities exchanges are valued at the net asset value as of December 31, 2012 and 2011.

Common Collective Trusts ("CCT"): CCTs represent investments with various investment managers. Units held in CCTs are valued at the unit value as reported by the investment managers, with the exception of CCTs holding fully benefit-responsive investment contracts. The Plan holds shares of CCTs that have investments in fully benefit-responsive investment contracts. For purposes of the Statements of Net Assets Available for Benefits, these CCTs are stated at fair value with an adjustment to contract value. As defined in ASC 962, *Plan Accounting – Defined Contribution Pension Plans,* an investment contract is generally required to be reported at fair value, rather than contract value, to the extent that it is fully benefit-responsive. The fair value of such investment contracts being held by the CCTs is determined using the market price of the underlying securities and the value of the investment contract as determined by the trustee.

Common Stocks: Common stocks represent investments in various companies. The fair value of the common stocks are determined by reference to the quoted market prices of shares held by the Plan. Shares held in common stocks traded on national securities exchanges are valued at the net asset value as of December 31, 2012 and 2011.

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

The following tables set forth by level within the fair value hierarchy the Plan's assets at fair value:

	Investment Assets at Fair Value As of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ **34,757,387**	$ —	$ —	$**34,757,387**
Common/collective trusts	**—**	**2,576,284**	**—**	**2,576,284**
Common stocks	**80,201**	**—**	**—**	**80,201**
Total	**$ 34,837,588**	**$2,576,284**	**$ —**	**$37,413,872**

	Investment Assets at Fair Value As of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 26,993,208	$ —	$ —	$ 26,993,208
Common/collective trusts	—	800,230	—	800,230
Common stock	53,184	—	—	53,184
Other	1,935	—	—	1,935
Total	$ 27,048,327	$ 800,230	$ —	$ 27,848,557

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan termination, participants' accounts will become fully vested and non-forfeitable.

7. Income Tax Status

The Plan is an adoption of a standardized prototype arrangement designed by Fidelity Management and Research Company ("Fidelity"). Fidelity received a determination letter dated March 31, 2008 from the Internal Revenue Service ("IRS") that qualified the prototype arrangement as tax-exempt under the appropriate sections of the IRC. The Plan has not yet filed for its own determination letter from the IRS. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Although the Plan has been amended since adoption, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of a tax liability (or asset) 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 Plan administrator believes that it is no longer subject to income tax examinations for years prior to 2009.

8. Related Party Transactions

The Plan assets are managed by Fidelity Management Trust Company, the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the trustee for the daily operational services of the Plan were $12,829 and $11,407 for the years ended December 31, 2012 and 2011, respectively. Note receivable – participant loans also qualify as parties-in-interest transactions.

9. Reconciliation of Financial Statements to Form 5500

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

December 31,	**2012**	2011
Net assets available for benefits per the financial statements	**$ 41,221,860**	$ 30,933,485
Contributions receivable from participants	**(37,130)**	—
Contributions receivable from employer	**(1,529,323)**	(1,343,688)
Net assets available for benefits per the Form 5500	**$ 39,655,407**	$ 29,589,797

The following is a reconciliation of total additions per the financial statements to the Form 5500.

Years Ended December 31,	**2012**	2011
Total additions per the financial statements	**$ 11,843,007**	$ 2,749,867
Contributions receivable from employer at beginning of year	**1,343,688**	1,148,383
Less: Contributions receivable from participants at end of year	**(37,130)**	—
Less: Contributions receivable from employer at end of year	**(1,529,323)**	(1,343,688)
Total additions per the Form 5500	**$ 11,620,242**	$ 2,554,562

10. 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 values 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.

11. Prohibited Transactions

During the plan year ended December 31, 2012, employee withholdings amounting to $7,320 were not remitted within the appropriate time period by the Company. These transactions that occurred in 2012 constitute prohibited transactions as defined by ERISA. The Company is aware of these occurrences and has taken the appropriate steps to correct the situation, and has further implemented certain procedures to ensure that all future remittances are done within the prescribed time period. Estimated interest assessed on these amounts is $42. The Company remitted the employee withholdings and lost earnings to the Plan in 2013. The Company does not believe that these prohibited transactions will have a material impact on the financial statements.

12. Subsequent Events

The Plan has evaluated subsequent events from the date of the statement of net assets available for benefits through September 30, 2013, the date that the financial statements were available to be issued in accordance with ASC 855, *Subsequent Events*.

Supplemental Schedules

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Schedule H, line 4a – Schedule of Delinquent Participant Contributions –
Year Ended December 31, 2012

EIN: 45-2226087
PIN: 001
Form: 5500

	Total that Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to the Plan	*Amounts Not Corrected*	*Amounts Corrected Outside the DOL's Voluntary Fiduciary Correction Program (VFCP)*	*Amounts Pending Correction in VFCP*	*Total Fully Corrected Under VFCP and PTE 2002-51*
$7,320	$—	$—	$7,320	$—

(See Independent Auditors' Report)

(a) During the year ended December 31, 2012, delinquent deposits of participant contributions totaled $7,320. Interest owed on this amount was $42.

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Schedule H, line 4i – Schedule of Assets (Held at End of Year) – December 31, 2012

EIN: 45-2226087
PIN: 001
Form: 5500

December 31, 2012

(a)	(b) Identity of Issuer	(c) Description of Investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Common/Collective Trusts:			
*	Fidelity Investments	Advisor Stable Value	(i)	$ 2,576,284
	Common Stocks:			
	Intl Game Technology NFS IS A Specialist	Common Stock	(i)	14,361
	Valero Energy Corp NFS LLC IS A Specialist	Common Stock	(i)	10,031
	Ford Mtr Co Del Com	Common Stock	(i)	10,010
	AK Steel Hldg Corp	Common Stock	(i)	9,239
	Marathon Oil Corp	Common Stock	(i)	9,198
	Advanced Micro Devices Inc.	Common Stock	(i)	7,200
	Alcoa Inc. NFS IS A Specialist	Common Stock	(i)	5,270
	CitiGroup Inc Com New	Common Stock	(i)	4,401
	Caterpillar Inc NFS IS A Specialist	Common Stock	(i)	3,137
	Excel Maritime Carriers LTD	Common Stock	(i)	1,695
	Rhino Resource Partners LP Comm Unit	Common Stock	(i)	1,499
	AT&T Inc. Com	Common Stock	(i)	1,349
	Star Bulk Carriers Corp SHS	Common Stock	(i)	1,075
	China Nat Gas Inc Com New	Common Stock	(i)	974
	Valuevision Intl Inc. CL A	Common Stock	(i)	450
	Fannie MAE NFS IS A Specialist	Common Stock	(i)	253
	Freddie MAC NFS IS A Specialist	Common Stock	(i)	59
		Total Common Stocks:		80,201
	Mutual Funds:			
*	Fidelity Investments	Advisor Fixed Asset Manager 85% Class A	(i)	10,329,068
*	Fidelity Investments	Treasury Fund	(i)	3,495,698
*	Fidelity Investments	Advisor Large Cap Fund Class A	(i)	3,028,899
	Ivy	International Core Equity Class A	(i)	2,966,167
	American Century	Equity Income Class A	(i)	2,261,505
*	Fidelity Investments	Advisor Mid Cap Fund Class A	(i)	1,805,903
*	Fidelity Investments	Advisor Small Cap Fund Class A	(i)	1,457,083
	Victory Capital	Victory Diversified Stock A	(i)	1,266,015
*	Fidelity Investments	Advisor New Insights Fund Class A	(i)	1,073,122
	Neuberger Berman	Genesis Fund Advisor Class	(i)	679,818
*	Fidelity Investments	Advisor Health Care Fund Class A	(i)	666,776
	Lord Abbett	Value Opportunities Class A	(i)	617,928
	RS Investments	RS Partners Fund	(i)	605,314
	Dreyfus Corporation	S&P 500 Index Fund	(i)	541,118
*	Fidelity Investments	Advisor Technology Fund Class A	(i)	537,470
	Janus	Janus Overseas Fund S SHS	(i)	525,282
	Oppenheimer	Oppenheimer International Growth A	(i)	492,748

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Schedule H, line 4i – Schedule of Assets (Held at End of Year) – December 31, 2012

(a)	*(b)* *Identity of Issuer*	*(c)* *Description of Investment*	*(d)* *Cost*	*(e)* *Current Value*
	JP Morgan	Core Plus Bond Class A	(i)	450,633
*	Fidelity Investments	Advisor Fixed Asset Manager 50% Class A	(i)	438,058
*	Fidelity Investments	Advisor Fixed Asset Manager 70% Class A	(i)	393,043
*	Fidelity Investments	Advisor Fixed Asset Manager 20% Class A	(i)	270,699
	Janus	Perkins Mtd Cap Value S	(i)	245,438
	Prudential	Financial Services Class A	(i)	215,785
*	Fidelity Investments	Advisor Strategic Income A	(i)	212,193
	Allianz	Allianz NFJ Small Cap Value CL	(i)	142,215
	MFS	New Discovery Fund Class R3	(i)	26,513
*	Fidelity Investments	Cash Reserves	(i)	9,390
	Lazards	Emerging Markets Open Class	(i)	3,506
		Total Mutual Funds:		34,757,387
*	Participant Loans	275 loans with interest rates ranging from 4.25 to 6.00 percent	—	2,241,535
		Total Investments:		$ 39,655,407

The above information has been certified by the Trustee as being complete and accurate.

** - Party-in-interest*

(i) - The cost of participant-directed investments is not required to be disclosed.

Oiltanking North America LLC Defined Contribution Retirement Plan *(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)*

Financial Statements
(and supplemental schedules)
Years Ended December 31, 2012 and 2011

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Financial Statements
(and supplemental schedules)
Years Ended December 31, 2012 and 2011

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

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Note: All schedules other than those listed above have been omitted since the Information is either disclosed elsewhere in the financial statements or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

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Independent Auditors' Report

Plan Administrator
Oiltanking North America LLC
Defined Contribution Retirement Plan
Houston, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Oiltanking North America LLC Defined Contribution Retirement Plan (the "Plan") (formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011, and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

Other Matter

The supplemental schedules, Schedule H, line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012 and Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance With DOL Rules and Regulations

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.

BDO USA, LLP

September 30, 2013
Houston, Texas

Financial Statements

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Statements of Net Assets Available for Benefits

December 31,	**2012**	2011
Assets		
Investments, at fair value (Notes 2, 3, 4, and 5)		
Mutual funds	**$ 34,757,387**	$ 26,993,208
Common/collective trusts	**2,576,284**	800,230
Common stocks	**80,201**	53,184
Other	—	1,935
Total investments	**37,413,872**	27,848,557
Receivables:		
Notes receivable – participant loans	**2,241,535**	1,741,240
Participant contributions receivable	**37,130**	—
Employer contributions receivable	**1,529,323**	1,343,688
Total receivables	**3,807,988**	3,084,928
Total Net Assets Available for Benefits	**$ 41,221,860**	$ 30,933,485

See accompanying independent auditors' report and notes to financial statements.

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31,	**2012**	2011
Additions		
Interest income from notes receivable – participant loans	**$ 89,713**	$ 88,470
Investment income (loss) (Note 4):		
Net appreciation in fair value of common/collective trusts	**75,787**	23,861
Net appreciation (depreciation) in fair value of common stocks	**1,168**	(33,163)
Net appreciation (depreciation) in fair value of mutual funds	**3,690,315**	(1,481,574)
Net appreciation (depreciation) in fair value of other investment	**326**	(145)
Total investment income (loss)	**3,767,596**	(1,491,021)
Contributions		
Participants	**2,092,723**	1,859,124
Employer	**2,422,244**	2,119,192
Rollover	**3,470,731**	174,102
Total contributions	**7,985,698**	4,152,418
Total additions	**11,843,007**	2,749,867
Deductions		
Benefits paid to participants	**1,541,803**	694,101
Administrative expenses (Note 8)	**12,829**	11,407
Total deductions	**1,554,632**	705,508
Net increase	**10,288,375**	2,044,359
Net Assets Available for Benefits, beginning of year	**30,933,485**	28,889,126
Net Assets Available for Benefits, end of year	**$ 41,221,860**	$ 30,933,485

See accompanying independent auditors' report and notes to financial statements.

1. Description of the Plan

The following description of the Oiltanking North America LLC Defined Contribution Retirement Plan (the "Plan") (formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a contributory, defined contribution plan that is available to qualifying employees of Oiltanking Holding Americas, Inc., Oiltanking Texas City, L.P., Matrix Marine Fuels, L.P., Oiltanking Joliet, LLC, Oiltanking Port Neches, LLC, United Bulk Terminals USA, Inc., United Bulk Terminals Davant, LLC and Oiltanking North America LLC (collectively the "Company"). The Plan was implemented on January 1, 1980. Effective on July 1, 2011, the Plan changed its name from the Oiltanking Houston, L.P. Defined Contribution Retirement Plan to the Oiltanking North America LLC Defined Contribution Retirement Plan. On the same date, the Plan changed its plan administrator from Oiltanking Houston, L.P. to Oiltanking North America LLC.

Prior to July 1, 2011, an employee must have completed one month of service by the end of a twelve-month period with the Company in order to become eligible to participate in the Plan. Effective on July 1, 2011, an employee becomes eligible to participate in the Plan on the first day of the month after the employee's hire date.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). This Plan incorporates certain provisions of the General Agreement of Tariffs and Trade, the Uniform Services Employment Reemployment Rights Act, the Small Business Job Protection Act, the Taxpayer Relief Act of 1997, the Internal Revenue Restructuring and Reform Act of 1998 and the Community Renewal Tax Relief Act of 2000 (collectively "GUST") and the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA").

Contributions

Each year, participants may contribute up to 100% of their pretax annual compensation, as defined in the Plan, up to the maximum allowable under the Internal Revenue Code ("IRC").

The Company may make discretionary matching contributions as defined in the Plan. For the years ended December 31, 2012 and 2011, the Company matched up to 4% of the participants' eligible annual compensation.

The Company may also make annual discretionary non-elective contributions in an amount to be determined at the Plan year end by the Board of Directors. For the years ended December 31, 2012 and 2011, the Company contributed 5.5% of the participants' annual eligible compensation in addition to the 4% matching as discussed above.

Rollovers

Rollovers represent funds transferred to the Plan from other qualified plans of the participants.

Participant Accounts

Each participant's account is credited with the participant's and the Company's contributions and an allocation of net plan earnings (losses). Participants may direct the investment of their account balances into various investment options offered by the Plan. Currently, the Plan offers 28 mutual funds, a common/collective trust and a brokerage account as investment options for participants.

Vesting

Participants are immediately vested in their voluntary contributions and any income or loss thereon. Effective January 1, 2006, participants are immediately vested in Company matching contributions under the Safe Harbor program. Prior to that date, participants became 100% vested ratably in Company discretionary matching contributions over a five-year service period. Vesting in any other discretionary Company contribution is based on years of continuous services, and the participants vest ratably each year over a five-year service period.

Payment of Benefits

Upon termination of service, death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installment payments under various options. The Plan also permits withdrawals from the Plan due to circumstances of financial hardship, in accordance with provisions specified in the Plan document.

Forfeitures

Forfeiture allocations are first used to pay administrative expenses under the Plan. Any remaining amounts are used to reduce future employer contributions payable under the Plan. Forfeited accounts totaled $17,932 and $31,595 at December 31, 2012 and 2011, respectively.

Approximately $70,000 and $56,000 was used to pay administrative expenses or reduce employer contributions for the Plan for the years ended December 31, 2012 and 2011, respectively.

Notes Receivable – Participant Loans

Participants may borrow from their account an amount equal to the lesser of $50,000 or 50 percent of their vested account balance. Loan transactions are treated as a transfer between the investment funds and the loan fund. Only two loans may be outstanding at any given time. Loan terms range from one to five years, with the exception of the purchase of a primary residence. The loans are secured by the balance in the participants' accounts and bear interest at a rate commensurate with local prevailing rates at the time the funds are borrowed. Principal and interest are paid ratably through payroll deductions. Interest rates ranged from 4.25 to 6.00 percent at December 31, 2012.

Administrative Expenses

The Company pays most of the administrative expenses associated with the administration of the Plan. Administrative expenses recorded in the Plan pertain primarily to loan origination fees, which are paid from the participants' accounts.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures,* to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The adoption of ASU 2011-04 by the Plan effective as of January 1, 2012 did not have a material effect on the Plan's financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The investments of the Plan are reported at fair value. The fair value of a financial instrument is the amount 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 (the exit price). Purchases and sales are recorded on a trade date basis. See Note 5 for a discussion of fair value measurements.

Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments that were purchased and sold as well as held during the year.

Notes Receivable – Participant Loans

Participant loans are reclassified as notes receivables–participant loans, and are measured at the unpaid principal balance plus unpaid accrued interest. The Plan classifies all participant loans with no payments received for 6 months as in default. Defaulted loans are deemed distributed and recorded as benefits paid to participants in the statement of changes in net assets available for benefits. During the years ended December 31, 2012 and 2011, $23,205 and $27,392 were recorded as deemed distributions, respectively.

Payment of Benefits

Benefits are recorded when paid.

3. Investments

The fair value of individual investments that represent 5 percent or more of the Plan's net assets are as follows:

December 31,	**2012**	2011
Mutual Funds:		
Fidelity Advisor Fixed Asset Manager 85% Class A	**$ 10,329,068**	$ 6,705,919
Fidelity Treasury Fund	**3,495,698**	3,122,480
Fidelity Advisor Large Cap Fund Class A	**3,028,899**	2,449,164
Ivy International Core Equity Class A	**2,966,167**	—*
Fidelity Advisor Stable Value	**2,576,284**	—*
American Century Equity Income Class A	**2,261,505**	—*
Fidelity Advisor Equity Income Fund Class A	**—***	1,764,130
Fidelity Advisor Diversified International Fund Class A	**—***	2,348,395
Fidelity Advisor Mid Cap II Fund Class A	**—***	1,550,983

**Investments individually representing less than 5 percent of net assets. Presented for comparative purposes only.*

4. Information Certified by the Plan's Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

December 31,	**2012**	2011
Mutual funds	**$ 34,757,387**	$ 26,993,208
Common/collective trusts	**2,576,284**	800,230
Common stocks	**80,201**	53,184
Other investments	**—**	1,935
Notes receivable – participant loans	**2,241,535**	1,741,240

Years Ended December 31,	**2012**	2011
Interest income from notes receivable – participant loans	**$ 89,713**	$ 88,470
Net appreciation in fair value of common/collective trusts	**75,787**	23,861
Net appreciation (depreciation) in fair value of common stocks	**1,168**	(33,163)
Net appreciation (depreciation) in fair market value of mutual funds	**3,690,315**	(1,481,574)
Net appreciation (depreciation) in fair value of other investment	**326**	(145)

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

5. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures,* establishes 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 ASC 820 are described below:

Basis of Fair Value Measurement

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly; and

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques that are used need to maximize the use of observable inputs and minimize the use of unobservable inputs. 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, 2012 and 2011:

Mutual Funds: Mutual funds represent investments with various investment managers. The fair value of these investments are determined by reference to the fund's underlying assets, which are principally marketable equities and fixed income securities. Shares held in mutual funds traded on national securities exchanges are valued at the net asset value as of December 31, 2012 and 2011.

Common Collective Trusts ("CCT"): CCTs represent investments with various investment managers. Units held in CCTs are valued at the unit value as reported by the investment managers, with the exception of CCTs holding fully benefit-responsive investment contracts. The Plan holds shares of CCTs that have investments in fully benefit-responsive investment contracts. For purposes of the Statements of Net Assets Available for Benefits, these CCTs are stated at fair value with an adjustment to contract value. As defined in ASC 962, *Plan Accounting – Defined Contribution Pension Plans,* an investment contract is generally required to be reported at fair value, rather than contract value, to the extent that it is fully benefit-responsive. The fair value of such investment contracts being held by the CCTs is determined using the market price of the underlying securities and the value of the investment contract as determined by the trustee.

Common Stocks: Common stocks represent investments in various companies. The fair value of the common stocks are determined by reference to the quoted market prices of shares held by the Plan. Shares held in common stocks traded on national securities exchanges are valued at the net asset value as of December 31, 2012 and 2011.

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

The following tables set forth by level within the fair value hierarchy the Plan's assets at fair value:

	Investment Assets at Fair Value As of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ **34,757,387**	$ —	$ —	$**34,757,387**
Common/collective trusts	**—**	**2,576,284**	**—**	**2,576,284**
Common stocks	**80,201**	**—**	**—**	**80,201**
Total	**$ 34,837,588**	**$2,576,284**	**$ —**	**$37,413,872**

	Investment Assets at Fair Value As of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 26,993,208	$ —	$ —	$ 26,993,208
Common/collective trusts	—	800,230	—	800,230
Common stock	53,184	—	—	53,184
Other	1,935	—	—	1,935
Total	$ 27,048,327	$ 800,230	$ —	$ 27,848,557

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan termination, participants' accounts will become fully vested and non-forfeitable.

7. Income Tax Status

The Plan is an adoption of a standardized prototype arrangement designed by Fidelity Management and Research Company ("Fidelity"). Fidelity received a determination letter dated March 31, 2008 from the Internal Revenue Service ("IRS") that qualified the prototype arrangement as tax-exempt under the appropriate sections of the IRC. The Plan has not yet filed for its own determination letter from the IRS. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Although the Plan has been amended since adoption, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of a tax liability (or asset) 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 Plan administrator believes that it is no longer subject to income tax examinations for years prior to 2009.

8. Related Party Transactions

The Plan assets are managed by Fidelity Management Trust Company, the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the trustee for the daily operational services of the Plan were $12,829 and $11,407 for the years ended December 31, 2012 and 2011, respectively. Note receivable – participant loans also qualify as parties-in-interest transactions.

9. Reconciliation of Financial Statements to Form 5500

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

December 31,	**2012**	2011
Net assets available for benefits per the financial statements	**$ 41,221,860**	$ 30,933,485
Contributions receivable from participants	**(37,130)**	—
Contributions receivable from employer	**(1,529,323)**	(1,343,688)
Net assets available for benefits per the Form 5500	**$ 39,655,407**	$ 29,589,797

The following is a reconciliation of total additions per the financial statements to the Form 5500.

Years Ended December 31,	**2012**	2011
Total additions per the financial statements	**$ 11,843,007**	$ 2,749,867
Contributions receivable from employer at beginning of year	**1,343,688**	1,148,383
Less: Contributions receivable from participants at end of year	**(37,130)**	—
Less: Contributions receivable from employer at end of year	**(1,529,323)**	(1,343,688)
Total additions per the Form 5500	**$ 11,620,242**	$ 2,554,562

10. 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 values 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.

11. Prohibited Transactions

During the plan year ended December 31, 2012, employee withholdings amounting to $7,320 were not remitted within the appropriate time period by the Company. These transactions that occurred in 2012 constitute prohibited transactions as defined by ERISA. The Company is aware of these occurrences and has taken the appropriate steps to correct the situation, and has further implemented certain procedures to ensure that all future remittances are done within the prescribed time period. Estimated interest assessed on these amounts is $42. The Company remitted the employee withholdings and lost earnings to the Plan in 2013. The Company does not believe that these prohibited transactions will have a material impact on the financial statements.

12. Subsequent Events

The Plan has evaluated subsequent events from the date of the statement of net assets available for benefits through September 30, 2013, the date that the financial statements were available to be issued in accordance with ASC 855, *Subsequent Events*.

Supplemental Schedules

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Schedule H, line 4a – Schedule of Delinquent Participant Contributions –
Year Ended December 31, 2012

EIN: 45-2226087
PIN: 001
Form: 5500

	Total that Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to the Plan	*Amounts Not Corrected*	*Amounts Corrected Outside the DOL's Voluntary Fiduciary Correction Program (VFCP)*	*Amounts Pending Correction in VFCP*	*Total Fully Corrected Under VFCP and PTE 2002-51*
$7,320	$—	$—	$7,320	$—

(See Independent Auditors' Report)

(a) During the year ended December 31, 2012, delinquent deposits of participant contributions totaled $7,320. Interest owed on this amount was $42.

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Schedule H, line 4i – Schedule of Assets (Held at End of Year) – December 31, 2012

EIN: 45-2226087
PIN: 001
Form: 5500

December 31, 2012

(a)	(b) Identity of Issuer	(c) Description of Investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Common/Collective Trusts:			
*	Fidelity Investments	Advisor Stable Value	(i)	$ 2,576,284
	Common Stocks:			
	Intl Game Technology NFS IS A Specialist	Common Stock	(i)	14,361
	Valero Energy Corp NFS LLC IS A Specialist	Common Stock	(i)	10,031
	Ford Mtr Co Del Com	Common Stock	(i)	10,010
	AK Steel Hldg Corp	Common Stock	(i)	9,239
	Marathon Oil Corp	Common Stock	(i)	9,198
	Advanced Micro Devices Inc.	Common Stock	(i)	7,200
	Alcoa Inc. NFS IS A Specialist	Common Stock	(i)	5,270
	CitiGroup Inc Com New	Common Stock	(i)	4,401
	Caterpillar Inc NFS IS A Specialist	Common Stock	(i)	3,137
	Excel Maritime Carriers LTD	Common Stock	(i)	1,695
	Rhino Resource Partners LP Comm Unit	Common Stock	(i)	1,499
	AT&T Inc. Com	Common Stock	(i)	1,349
	Star Bulk Carriers Corp SHS	Common Stock	(i)	1,075
	China Nat Gas Inc Com New	Common Stock	(i)	974
	Valuevision Intl Inc. CL A	Common Stock	(i)	450
	Fannie MAE NFS IS A Specialist	Common Stock	(i)	253
	Freddie MAC NFS IS A Specialist	Common Stock	(i)	59
		Total Common Stocks:		80,201
	Mutual Funds:			
*	Fidelity Investments	Advisor Fixed Asset Manager 85% Class A	(i)	10,329,068
*	Fidelity Investments	Treasury Fund	(i)	3,495,698
*	Fidelity Investments	Advisor Large Cap Fund Class A	(i)	3,028,899
	Ivy	International Core Equity Class A	(i)	2,966,167
	American Century	Equity Income Class A	(i)	2,261,505
*	Fidelity Investments	Advisor Mid Cap Fund Class A	(i)	1,805,903
*	Fidelity Investments	Advisor Small Cap Fund Class A	(i)	1,457,083
	Victory Capital	Victory Diversified Stock A	(i)	1,266,015
*	Fidelity Investments	Advisor New Insights Fund Class A	(i)	1,073,122
	Neuberger Berman	Genesis Fund Advisor Class	(i)	679,818
*	Fidelity Investments	Advisor Health Care Fund Class A	(i)	666,776
	Lord Abbett	Value Opportunities Class A	(i)	617,928
	RS Investments	RS Partners Fund	(i)	605,314
	Dreyfus Corporation	S&P 500 Index Fund	(i)	541,118
*	Fidelity Investments	Advisor Technology Fund Class A	(i)	537,470
	Janus	Janus Overseas Fund S SHS	(i)	525,282
	Oppenheimer	Oppenheimer International Growth A	(i)	492,748

Oiltanking North America LLC
Defined Contribution Retirement Plan
(formerly known as Oiltanking Houston, L.P. Defined Contribution Retirement Plan)

Schedule H, line 4i – Schedule of Assets (Held at End of Year) – December 31, 2012

(a)	*(b)* *Identity of Issuer*	*(c)* *Description of Investment*	*(d)* *Cost*	*(e)* *Current Value*
	JP Morgan	Core Plus Bond Class A	(i)	450,633
*	Fidelity Investments	Advisor Fixed Asset Manager 50% Class A	(i)	438,058
*	Fidelity Investments	Advisor Fixed Asset Manager 70% Class A	(i)	393,043
*	Fidelity Investments	Advisor Fixed Asset Manager 20% Class A	(i)	270,699
	Janus	Perkins Mtd Cap Value S	(i)	245,438
	Prudential	Financial Services Class A	(i)	215,785
*	Fidelity Investments	Advisor Strategic Income A	(i)	212,193
	Allianz	Allianz NFJ Small Cap Value CL	(i)	142,215
	MFS	New Discovery Fund Class R3	(i)	26,513
*	Fidelity Investments	Cash Reserves	(i)	9,390
	Lazards	Emerging Markets Open Class	(i)	3,506
		Total Mutual Funds:		34,757,387
*	Participant Loans	275 loans with interest rates ranging from 4.25 to 6.00 percent	—	2,241,535
		Total Investments:		$ 39,655,407

The above information has been certified by the Trustee as being complete and accurate.

** - Party-in-interest*

(i) - The cost of participant-directed investments is not required to be disclosed.

Plan Name: Oiltanking North America LLC
Plan Number: 001
FEIN: 45-2226087

Plan Year 2012 Delinquent Participant Contributions

For the plan 2012, there was an occurrence of two late deposits for affecting a total of two employees. Once the late deposits were found, we self-corrected by remitting the contributions in addition to any lost earnings to the plan for distribution into the participants accounts. We are currently in the process of filing the 5330 with the IRS.