

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan <u>ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶	001	
	1c Effective date of plan <u>01/01/1998</u>		
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ODESSA PUMPS & EQUIPMENT, INC.</u> <u>3209 W. COUNTY ROAD</u> <u>ODESSA, TX 79764</u>	2b Employer Identification Number (EIN) <u>75-1720387</u>	2c Sponsor's telephone number <u>432-333-2817</u>	2d Business code (see instructions) <u>211110</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	SONDRA EOFF
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	SONDRA EOFF
	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		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 176
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 163	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 22	
d Subtotal. Add lines 6a , 6b , and 6c	6d 185	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0	
f Total. Add lines 6d and 6e	6f 185	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 166	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 6	
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 2T 3D		
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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ODESSA PUMPS & EQUIPMENT, INC.</u>	D Employer Identification Number (EIN) <u>75-1720387</u>	

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

(a) Name of insurance carrier

STANDARD INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>93-0242990</u>	<u>69019</u>	<u>808091</u>	<u>185</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>1480</u>	<u>0</u>

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

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

STA BENEFITS LTD
6010 E HIGHWAY 191 STE 210
ODESSA, TX 79762-5071

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>1480</u>			<u>3</u>

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	683996
5 Current value of plan's interest under this contract in separate accounts at year end	5	7858707

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶ [N/A](#)

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

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

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

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

b Balance at the end of the previous year	7b	523823
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c Additions: (1) Contributions deposited during the year	7c(1)	107757	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	11248	
(4) Transferred from separate account	7c(4)	152321	
(5) Other (specify below)	7c(5)	11271	

▶ [LOAN PAYMENTS](#)

(6) Total additions	7c(6)	282597
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d Total of balance and additions (add lines 7b and 7c(6))	7d	806420
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2431	
(2) Administration charge made by carrier	7e(2)	355	
(3) Transferred to separate account	7e(3)	105091	
(4) Other (specify below)	7e(4)	14547	

▶ [LOAN ISSUES](#)

(5) Total deductions	7e(5)	122424
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	683996
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ODESSA PUMPS & EQUIPMENT, INC.</u>	D Employer Identification Number (EIN) <u>75-1720387</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

93-1253576

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

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

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

STANCORP FINANCIAL GROUP

93-1253576

(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?
12 15 18 50	NONE	55622	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 ☐

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ODESSA PUMPS & EQUIPMENT, INC.</u>	D Employer Identification Number (EIN) <u>75-1720387</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT A

b Name of sponsor of entity listed in (a): STANDARD INSURANCE COMPANY

c EIN-PN <u>93-0242990-005</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7858707</u>
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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)
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ODESSA PUMPS & EQUIPMENT, INC.</u>	D Employer Identification Number (EIN) <u>75-1720387</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	257350	238311
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	5498745	7858707
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	523823	683996
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	6279918	8781014

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6279918	8781014
---	-----------	---------	---------

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)	596489	
(B) Participants	2a(1)(B)	1145523	
(C) Others (including rollovers)	2a(1)(C)	11065	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1753077
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	11671	
(F) Other	2b(1)(F)	11248	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		22919
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		823020
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2599016

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	93069	
(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)		93069
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)	4851	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		4851
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		97920

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2501096
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: RANDY SILHAN, CPA, CFE

(2) EIN: 26-2515308

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		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.)		X	
e Was this plan covered by a fidelity bond?	X		250000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.)	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.)		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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.			

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

A Name of plan <u>ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ODESSA PUMPS & EQUIPMENT, INC.</u>	D Employer Identification Number (EIN) <u>75-1720387</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>93-0242990</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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): _____

ODESSA PUMPS & EQUIPMENT INC. 401(K) PLAN
FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT
DECEMBER 31, 2012 and 2011

ODESSA PUMPS & EQUIPMENT INC. 401(K) PLAN

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**RANDY SILHAN, CPA, CFE
CERTIFIED PUBLIC ACCOUNTANT
CERTIFIED FRAUD EXAMINER
2817 JBS PARKWAY – SUITE C-202
ODESSA, TEXAS 79762**

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Management of the
Odessa Pumps & Equipment, Inc. 401(k) Plan

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of the Odessa Pumps & Equipment, Inc. 401(k) Plan (the 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 then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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

My responsibility is to express an opinion on these financial statements based on conducting my audits 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, I was 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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by The Standard Insurance Company and John Hancock Life Insurance Company, the custodians of the Plan for the years presented, except for comparing the information with the related information included in the financial statements and supplemental schedule. I have been informed by the plan administrator that The Standard Insurance Company held the Plan's investment assets and executed investment transactions as of and for the year ended December 31, 2012, and as of December 31, 2011 and for the period December 21, 2011 to December 31, 2011. John Hancock Life Insurance Company held the Plan's investment assets and executed investment transactions from January 1, 2011 to December 20, 2011. The plan administrator has obtained certifications from both custodians as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

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

Other Matter

I was engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and I do not express an opinion on the supplemental schedule referred to above.

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 schedule, other than that derived from the information certified by the custodian, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.



Odessa, Texas
September 28, 2013

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
<u>Investments at Fair Value:</u>		
Participant-directed accounts	\$ 8,616,985	\$ 6,045,773
Employee contributions receivable	-	5,896
Employer contributions receivable	-	3,646
Notes receivable from participants	<u>238,311</u>	<u>257,350</u>
 TOTAL ASSETS	 <u><u>\$ 8,855,296</u></u>	 <u><u>\$ 6,312,665</u></u>
 LIABILITIES & NET ASSETS AVAILABLE FOR BENEFITS		
 TOTAL LIABILITIES	 <u>\$ -</u>	 <u>\$ -</u>
 NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	 8,855,296	 6,312,665
 Adjustment from fair value to contract value for benefit responsive contract	 <u>(74,282)</u>	 <u>(23,205)</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 8,781,014</u></u>	 <u><u>\$ 6,289,460</u></u>

The accompanying notes are an integral part of these financial statements

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS		
ATTRIBUTED TO:		
Investment Income:		
Net appreciation (depreciation) in fair value of investments	\$ 823,020	\$ (277,377)
Interest earnings	11,248	224
Total Investment Income (Loss)	<u>834,268</u>	<u>(277,153)</u>
Participants loan interest	<u>11,671</u>	<u>10,154</u>
Contributions:		
Employees	1,139,627	696,513
Employers	592,843	403,129
Rollovers	11,065	-
Total Contributions	<u>1,743,535</u>	<u>1,099,642</u>
 TOTAL ADDITIONS	 <u>2,589,474</u>	 <u>832,643</u>
DEDUCTIONS FROM NET ASSETS		
ATTRIBUTED TO:		
Benefits and Distributions	93,069	234,401
Administrative Expenses	<u>4,851</u>	<u>61,797</u>
 TOTAL DEDUCTIONS	 <u>97,920</u>	 <u>296,198</u>
 NET INCREASE (DECREASE)	 <u>2,491,554</u>	 <u>536,445</u>
 NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of the Year	<u>6,289,460</u>	<u>5,753,015</u>
End of the Year	<u><u>\$ 8,781,014</u></u>	<u><u>\$ 6,289,460</u></u>

The accompanying notes are an integral part of these statements.

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 1: DESCRIPTION OF PLAN

The following description of the Odessa Pumps & Equipment, Inc. 401(k) (the Plan) provides only general information. The plan is sponsored by Odessa Pumps & Equipment, Inc. (the Company or Employer). Effective December 21, 2011, The Standard Insurance Company became the custodian of the plan's assets. The custodian of the plan's assets prior to that date was John Hancock Life Insurance Company. The trustees of the Plan are individuals who are not subject to control of a corporate trustee. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution benefit plan covering eligible employees as defined in the plan document. To become a participant in the plan, an employee must be twenty-one years old and is eligible to contribute to the plan after one year of service (at least 1,000 hours). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and regulations issued by the Department of Labor. This plan is not integrated with Social Security.

Contributions

Eligible employees may contribute up to \$17,000 for 2012 and \$16,500 for 2011; participants age 50 and over may contribute up to an additional \$5,500 as "catch-up" contributions for each of those years. The Company permits rollover contributions into the Plan. The Plan has a Safe Harbor provision whereby the Employer commits to match 100% of employee contributions up to 4% of employee earnings. The Company has the option to make discretionary matching contributions, profit sharing contributions, and Qualified Non-Elective Contributions (QNEC).

Participant Accounts

The Plan allows participants to choose their investments from several investment options. Each participant's account is managed by the Plan and credited with (a) the participant's contributions, (b) company matching contributions and (c) allocation of Plan earnings, and (d) charged with an allocation of administrative expenses. The earnings allocated to a participant are based on the performance of the investments selected by the participant. The benefit to which a participant is entitled is the vested balance in the participant's account.

Vesting

Participants are immediately 100% vested in their voluntary contributions, safe harbor contributions, QNEC contributions, and rollover amounts plus actual earnings thereon.. Participants are fully vested in discretionary profit sharing and employer matching contributions plus allocated earnings after six years of credited service (20% per year after the second year of credited service) A participant immediately becomes 100% vested upon death, disability, or attainment of normal or early retirement.

Investment Options

Participants direct the investment of their contributions into various investment options offered by the Plan. Contributions are invested according to the participant's direction. Under The Standard Insurance Company, the Plan's investment options include several pooled separate accounts and a stable asset fund. The stable asset fund does meet the definition of a fully-benefit responsive contract. Therefore, the disclosures prescribed by FASB ASC 962-325-35-5 through 35-12 do apply. While the Plan's investments were held by John Hancock Life Insurance Company from January 1, 2011 – December 20, 2011, the Plan offered several pooled separate accounts and a guaranteed interest account option through a group annuity contract with an insurance company.

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 1: DESCRIPTION OF PLAN -continued

Investment Options-continued

This guaranteed interest account option did not meet the definition of an investment contract, nor does the group annuity contract meet the definition of a fully-benefit responsive contract.

Notes Receivable from Participants

Participants may borrow a minimum of \$1,000 and up to a maximum equal to the lesser of a) 50 percent of their vested accrued benefit, or b) \$50,000. A participant may have only two notes outstanding at a given time. Note terms cannot exceed five years. The notes are secured by the vested balance in the participant's account and bear interest at a commercially reasonable rate as determined at the time of the loan by the plan administrator. Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest.

Payment of Benefits.

Upon retirement, death, disability, or termination of employment, a participant (or beneficiary, if applicable) may receive a lump-sum distribution. Participants may receive in-service distributions, including hardships, from their vested account balances subject to limitations defined in the Plan.

Forfeitures.

Forfeitures are the non-vested portion of the employer matching contributions of a terminated participant's account balance. All matching contributions made in 2012 and 2011 were safe harbor matching contributions, which are 100% vested in the participants' balances. Therefore, the Plan had no forfeitures in 2012 or 2011.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting. As described in FASB ASC 962-325-35-5 through 35-12, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets at the date of the financial statements and the reported amounts of revenues and expense during the reporting period. Actual results may differ from those estimates.

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

The net appreciation in fair value of investments is reported in the statement of changes in net assets available for benefits and consists of realized and unrealized gains and losses. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Operating expenses

The Plan sponsor absorbs the significant operating expenses associated with administering the plan. Administrative expenses incurred in the administration of the Plan, to the extent not paid by the plan sponsor, are charged to and paid from the Plan's assets. Administrative expenses are recorded when incurred. Under the group annuity contract with The Standard Insurance Company, these investment fees are deducted prior to allocation of the Plan's investment earnings activity and thus are not separately identifiable as an expense. These fees include a revenue sharing arrangement based on the average balances of the Plan's investments, an expense ratio for each investment fund, and certain redemption fees. Investment and loan fees separately identifiable as an expense paid by the plan for 2012 totaled \$4,851.

Certain fees are paid by the participants' investment funds to their affiliated investment advisors, transfer agents and record keeper as further described in each fund prospectus or other published documents. Such fees paid from the Plan's assets under the group annuity contract with John Hancock Insurance Company that were separately identified as an expense totaled \$53,182 in 2011. Other administrative expenses paid by the plan totaled in 2011 totaled \$8,615.

Benefits & Distributions

Benefits are recorded when paid. Benefit distributions may include payments made to active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued FASB Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820) – Fair Value Measurement* ("ASU 2011-04"). ASU 2011-04 was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for level 3 fair value measurements. ASU 2011-04 is effective for annual reporting periods beginning after December 15, 2011. The adoption of ASU 2011-04 did not have a significant impact on the Plan.

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 3: FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount 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 fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability. Pooled separate accounts fall into this category as they consist of the assets of two or more participating entities and are maintained for the collective investment and reinvestment of assets contributed thereto. Investments in pooled separate accounts are valued at the net asset value of shares held by the Plan at year-end, which reflects the fair value of the investments comprising the separate pooled funds. Underlying investments of these pooled accounts include various mutual funds.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement. The guaranteed interest account (through a group annuity contract with John Hancock Insurance Company) and the stable asset fund (through a group annuity contract with The Standard Insurance Company) are not actively traded and significant other observable inputs are not available.

The fair value of the stable asset fund (provided through the group annuity contract with The Standard Insurance Company) is determined by a declared interest rate, which is accrued daily and compounded quarterly. The interest rate is applied to the entire fund. Note 10 describes the process in further detail.

For 2011, fair value of the guaranteed interest account option (provided through the group annuity contract with John Hancock Life Insurance Company) represents the estimated liquidation value determined within contract specifications. The guaranteed account guarantee the return of principal plus compound interest earned over a defined 3, 5, or 10 year term, less any applicable contract charges. Interest rates are established on the first day of each calendar month and apply to regular ongoing contributions made to the account in that month. These "new money" rates differ and may change during each month. The average annual rate was .29% for 2011 for 3-year accounts, which were the only accounts applicable to the Plan.

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 3: FAIR VALUE MEASUREMENTS - continued

Changes in Fair Value Levels

The Plan monitors the availability of observable market data to assess the appropriate classification of investments within the fair value hierarchy and transfer between Level 1, Level 2 and Level 3 accordingly. Observable market data includes but is not limited to quoted prices and market transactions. Changes in economic conditions or market liquidity generally will drive changes in availability of observable market data. Changes in availability of observable market data, which also may result in changing the valuation techniques used, are generally the cause of transfers between Level 1, Level 2 and Level 3. For 2012, transfers in and (out) between Level 3 inputs and Level 2 inputs totaled \$152,321 and \$(105,091). For 2011, the only significant transfer into Level 3 inputs was for \$523,739, which was due to the change in plan custodians from John Hancock to The Standard.

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

December 31, 2012	Fair Value	(Level 2)	(Level 3)
Standard Stable Asset Fund	\$ 758,278	\$ -	\$ 758,278
<u>Pooled Separate Accounts</u>			
Blend	1,532,692	1,532,692	-
Growth	1,419,000	1,419,000	-
Value	702,055	702,055	-
Bond	1,926,143	1,926,143	-
Target Retirement	439,442	439,442	-
Foreign	685,843	685,843	-
Energy	361,085	361,085	-
Moderate Allocation	362,269	362,269	-
Other	430,178	430,178	-
	<u>\$ 8,616,985</u>	<u>\$ 7,858,707</u>	<u>\$ 758,278</u>

December 31, 2011			
Standard Stable Asset Fund	\$ 547,028	\$ -	\$ 547,028
<u>Pooled Separate Accounts</u>			
Blend	909,945	909,945	-
Growth	948,943	948,943	-
Value	467,530	467,530	-
Bond	1,237,715	1,237,715	-
Target Retirement	412,335	412,335	-
Foreign	518,805	518,805	-
Energy	407,427	407,427	-
Moderate Allocation	286,671	286,671	-
Other	309,374	309,374	-
	<u>\$ 6,045,773</u>	<u>\$ 5,498,745</u>	<u>\$ 547,028</u>

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 3: FAIR VALUE MEASUREMENTS - continued

The following table reconciles the beginning and ending balances of fair value measurements using Level 3 inputs for 2012 and 2011:

<u>December 31, 2012</u>	<u>Stable Asset Fund</u>
Beginning balance	\$ 547,028
Purchases	119,028
Sales	(17,333)
Transfers in	152,321
Transfers (out)	(105,091)
Change in market value adjustment	51,077
Interest income	11,248
Ending Balance	<u>\$ 758,278</u>

<u>December 31, 2011</u>	<u>Stable Asset Fund</u>
Beginning balance	\$ -
Transfer in from prior custodian	523,739
Sales	-
Market value adjustment	23,205
Interest income	84
Ending Balance	<u>\$ 547,028</u>

<u>December 31, 2011</u>	<u>Guaranteed Interest Account</u>
Beginning balance	\$ 20,764
Purchases	27,003
Sales	(47,907)
Interest income	140
Ending Balance	<u>\$ -</u>

The change in market value adjustment shown above represents the change in unrealized gains and losses for the Stable Asset Fund (Level 3 inputs). Since the statement of changes in net assets available for benefits is prepared on a contract value basis, none of these unrealized gains or losses are reported in the changes in net assets available for benefits. The adjustment from fair value to contract value is included on the statement of net assets available for benefits. There are no other unrealized gains or losses for Level 3 inputs attributable to the changes in unrealized gains or losses relating to assets held at the end of the reporting period.

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 4: PARTICIPANT-DIRECTED INVESTMENTS

The following individual investments represent 5% or more of the Plan's net assets as calculated at December 31:

<u>Pooled Separate Accounts</u>	<u>2012</u>
Metropolitan W. Total R. Bond I	\$1,564,320
Mainstay Map I	1,026,477
Mainstay Large Cap Growth I	534,950
Harbor International Inst.	528,905
MFS Value R4	505,018

<u>Group Annuity Contract</u>	
Standard Stable Asset A	758,278

<u>Pooled Separate Accounts</u>	<u>2011</u>
Metropolitan W. Total R. Bond I	\$1,072,954
Mainstay Map I	683,653
Vanguard Energy Inv.	407,427
Harbor International Inst.	397,971
Mainstay Large Cap Growth I	350,078
MFS Value R4	341,097

<u>Group Annuity Contract</u>	
Standard Stable Asset A	547,028

Net appreciation (depreciation) in the fair value of pooled separate accounts totaled \$823,020 for 2012 and \$(277,377) for 2011.

NOTE 5: INFORMATION PREPARED AND CERTIFIED BY THE PLAN CUSTODIANS

The Plan custodians for 2012 and 2011, The Standard Insurance Company and John Hancock Life Insurance Company (through December 20, 2011) are qualified insurance companies that are supervised, regulated and subject to periodic examination by state and federal agencies. Therefore; the Plan qualified for a DOL limited-scope audit. Certifications were provided as to the valuation of the investments, the transactions affecting the investments, and the income derived from the investments as of and for the years ended December 31:

	<u>2012</u>	<u>2011</u>
Pooled Separate Accounts	\$7,858,707	\$5,498,745
Stable Asset Fund	758,278	547,028
Notes receivable from participants	238,311	257,350
Net appreciation (depreciation) in fair value of investments	823,020	(277,377)
Interest income	11,248	224
Participants loan interest	11,671	10,154

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 6: PARTIES-IN-INTEREST

Certain Plan investments are managed by the plan custodians. Because the Plan pays certain fees to these custodians, these transactions qualify as party-in-interest transactions. Additionally, since the Company is the Plan sponsor, the Company's payment of certain administrative expenses on behalf of the Plan constitutes party-in-interest transactions. In each case, these are exempt party-in-interest transactions under ERISA.

NOTE 7: 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 so as to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 8: INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that by adopting a prototype standardized profit sharing plan, the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code and are not subject to tax under present regulations. The Company itself has not applied for tax exemption status for the Plan. However, the Plan administrator and Plan's tax counsel believe that by adopting the prototype standardized plan referenced above, that the Plan is being operated in compliance with applicable requirements of the Internal Revenue Code.

Additionally, GAAP requires Plan management to evaluate the tax positions taken by the Plan and recognize a tax liability if the organization 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 liability or disclosure in the financial statements. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 9: RISKS AND UNCERTAINTIES

The Plan invests in various investment securities that 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. Economic conditions affecting the labor market also have a direct effect on the Plan. The availability of jobs directly affects the number of participants enrolling in the Plan and therefore directly affects the Plan's existence.

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 10: INVESTMENT CONTRACT WITH INSURANCE COMPANY

Effective December 21, 2011, the Plan entered into a fully benefit responsive insurance contract with The Standard Insurance Company. The stable value fund (Standard Stable Asset A Fund) is fully benefit responsive according to the terms of the FSP (absent the probable occurrence of a contract/plan level event requiring a payout adjustment, as discussed below).

On a quarterly basis, the asset advisory group provides an interest rate forecast for the coming quarter based on the investments underlying our contracts. Based on these rates and the margins required for business, the Plan declares a crediting rate for assets in the fund for the coming quarter. The minimum crediting rate specified in the contract is 1.00% per annum. Management approval is required for all crediting rates.

The average yield for the plan year beginning in 2012 was 1.89% and 2011 was 1.95%.

The Standard Stable Asset A fund had an effective rate of return of 1.90% over the reporting period December 30, 2011 through December 31, 2012, and .04% over the reporting period December 21, 2011 through December 31, 2011.

The Standard Stable Asset A fund had a quarterly nominal crediting rate of 1.89% in effect at the end of the reporting period December 30, 2011 through December 31, 2012 and 1.94% at the end of the reporting period December 21, 2011 through December 31, 2011.

Certain events may limit the ability of the plan to transact at contract value with The Standard. Such events include termination of the contract, spin-offs, divestitures, layoffs, corporate relocation, partial or total plan termination, retirement incentive programs, and the liberalization of plan withdrawal or transfer rules. Upon occurrence of any of these events, a payout adjustment may apply, as describe in the next paragraph.

The contract owner may terminate the contract at any time with 30 days advance written notice to The Standard. The Standard may terminate the contract with 30 days advance written notice to the contract owner for reasonable cause, which includes the contract owner's failure to abide by state or federal law, failure to render performance necessary to comply with the terms of the contract, failure to maintain assets of at least \$25,000, plan disqualification, and failure to adopt the plan in a reasonable period of time. Upon termination by either party, the payout value may be subject to adjustment, either in a single lump sum payment or in installment payments.

NOTE 11: SUBSEQUENT EVENTS

Management has evaluated subsequent events through September 28, 2013, the date which the financial statements were available to be issued. No significant subsequent events have occurred that would require disclosure in the notes or recognition in the financial statements.

ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

NOTE 12: RECONCILIATION TO 5500

The following reconciles the financial statements to the 5500 as of December 31:

	<u>2012</u>
Change in net assets available for benefits – 5500	\$2,501,096
Accrued contributions for 2011 (received in 2012)	<u>(9,542)</u>
Change in net assets available for benefits – financial statements	<u>\$ 2,491,554</u>

	<u>2011</u>
Net assets available for benefits – 5500	\$6,279,918
Accrued contributions	<u>9,542</u>
Net assets available for benefits – financial statements	<u>\$6,289,460</u>

Change in net assets available for benefits – 5500	\$526,903
Accrued contributions for 2011 (received in 2012)	<u>9,542</u>
Change in net assets available for benefits – financial statements	<u>\$ 536,445</u>

SUPPLEMENTAL SCHEDULE

Odessa Pumps & Equipment, Inc. 401(k) Plan
75-1720387
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
Plan #001
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
		<u>Group Annuity Contracts:</u>		
*	The Standard Insurance Company	Stable Value Fund - Standard Stable Asset A	\$ n/a	\$ 758,278
		<u>Pooled Separate Accounts:</u>		
*	The Standard Insurance Company	Principal Mid-Cap Blend I	n/a	27,912
*	The Standard Insurance Company	Columbia Acorn S	n/a	138,792
*	The Standard Insurance Company	Wells Fargo Adv Common Stock A	n/a	159,968
*	The Standard Insurance Company	Victory Small Co Opportunity A	n/a	17,657
*	The Standard Insurance Company	Neuberger Berman Genesis	n/a	173,148
*	The Standard Insurance Company	Invesco Small Cap Equity Inst	n/a	312,232
*	The Standard Insurance Company	T. Rowe Price New Horizons	n/a	342,213
*	The Standard Insurance Company	Janus Triton I	n/a	32,109
*	The Standard Insurance Company	Metropolitan W Total R Bond I	n/a	1,564,320
*	The Standard Insurance Company	PIMCO Total Return Instl	n/a	215,810
*	The Standard Insurance Company	Templeton Global Bond Adv	n/a	124,321
*	The Standard Insurance Company	T. Rowe Price Health Sciences	n/a	66,171
*	The Standard Insurance Company	T. Rowe Price Media & Telecom	n/a	10,688
*	The Standard Insurance Company	Cohen & Steers Realty Inst	n/a	127,696
*	The Standard Insurance Company	Oppenheimer Developing Markets	n/a	220,206
*	The Standard Insurance Company	American Century Value	n/a	5,196
*	The Standard Insurance Company	MFS Value R4	n/a	505,018
*	The Standard Insurance Company	Vanguard 500 Index Signal	n/a	166,071
*	The Standard Insurance Company	Mainstay Map I	n/a	1,026,477
*	The Standard Insurance Company	Vanguard Growth Index Signal	n/a	30,672
*	The Standard Insurance Company	Mainstay Large Cap Growth I	n/a	534,950
*	The Standard Insurance Company	JP Morgan Mid Cap Value I	n/a	5,717
*	The Standard Insurance Company	Ridgeworth Mid Cap Value Equity	n/a	161,006
*	The Standard Insurance Company	Aston/Fairpointe Mid Cap I	n/a	7,461
*	The Standard Insurance Company	T. Rowe Price Retirement 2035	n/a	45,945
*	The Standard Insurance Company	T. Rowe Price Retirement 2040	n/a	30,338
*	The Standard Insurance Company	T. Rowe Price Retirement 2045	n/a	54,869

Column (d): Cost information does not apply to participant-directed investments or participant notes.

* Qualifies as party-in-interest transaction

See independent auditor's report.

Odessa Pumps & Equipment, Inc. 401(k) Plan
75-1720387
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
Plan #001
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
		<u>Pooled Separate Accounts:</u>		
*	The Standard Insurance Company	T. Rowe Price Retirement 2050	n/a	19,667
*	The Standard Insurance Company	Vanguard Wellington Admiral	n/a	362,269
*	The Standard Insurance Company	Vanguard Inflation Protected Sec Adm	n/a	21,692
*	The Standard Insurance Company	Vanguard Int Term Tres Adm	n/a	5,417
*	The Standard Insurance Company	Vanguard Energy Adm	n/a	361,085
*	The Standard Insurance Company	Harbor Int'l Instl	n/a	528,905
*	The Standard Insurance Company	Oakmark International I	n/a	156,938
*	The Standard Insurance Company	Thornburg Int'l Value R5	n/a	7,148
*	The Standard Insurance Company	T. Rowe Price Retirement 2010	n/a	58,818
*	The Standard Insurance Company	T. Rowe Price Retirement 2015	n/a	2,181
*	The Standard Insurance Company	T. Rowe Price Retirement 2020	n/a	165,117
*	The Standard Insurance Company	T. Rowe Price Retirement 2025	n/a	27,597
*	The Standard Insurance Company	T. Rowe Price Retirement 2030	n/a	34,910
		Total Pooled Separate Accounts		<u>7,858,707</u>
*	Participant Notes Receivable	Participant Notes - 3.25% to 6.0%	n/a	238,311
		Grand total		<u><u>\$ 8,855,296</u></u>

Column (d): Cost information does not apply to participant-directed investments or participant notes.

* Qualifies as party-in-interest transaction

See independent auditor's report.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name ODESSA PUMPS & EQUIPMENT, INC. 401(K) PLAN

EIN: 75-1720387

Plan Sponsor's Name ODESSA PUMPS & EQUIPMENT, INC.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	Standard Insurance Co.	Group Annuity Contract Stable Asset A	683,996	683,996
*	Standard Insurance Co.	Pooled Separate Acct A	7,124,446	7,858,707
*	Participant Loans	3.25% - 6.00%	0	238,311