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
STAN BOYETT PETROLEUM & SON, INC PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/26/2001

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

STAN BOYETT PETROLEUM & SON, INC

601 MCHENRY AVENUE
MODESTO, CA 95350

2b Employer Identification Number (EIN) 94-2456460

2c Sponsor's telephone number 209-577-6000

2d Business code (see instructions) 424700

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.	10/15/2013	KRISTIE OLSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	KRISTIE OLSON
	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 [X] 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**	139
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**	100
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	55
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	155
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	155
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	152
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	26
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 2S 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **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
STAN BOYETT PETROLEUM & SON, INC PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STAN BOYETT PETROLEUM & SON, INC

D Employer Identification Number (EIN)
94-2456460

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

AMERICAN FUNDS DISTRIBUTORS, INC.

95-2769620

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

DAVIS DISTRIBUTORS, LLC

85-0360310

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

EATON VANCE DISTRIBUTORS, INC.

04-3239487

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

GOLDMAN SACHS

71 SOUTH WACKER DRIVE
SUITE 500
CHICAGO, IL 60606

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

JANUS DISTRIBUTORS, LLC

151 DETROIT STREET
DENVER, CO 80206

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

LORD ABBETT DISTRIBUTOR, LLC

90 HUDSON STREET
JERSEY CITY, NJ 07032

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

(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)

MERRILL LYNCH PIERCE FENNER & SMITH

13-5674085

(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?
18 52 59 60 63	INVESTMENT ADVISOR	65	Yes [X] No [ ]	Yes [ ] No [X]	22098	Yes [ ] No [X]

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

ADP

22-1467904

(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?
37 50 15 64	RECORD KEEPER	2400	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

ADP BROKER-DEALER

22-3319984

(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	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
MERRILL LYNCH PIERCE FENNER & SMITH	52 59 60 63	22098

(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.
UNAVAILABLE UNAVAILABLE UNAVAILABLE, CA 91367	INVESTMENT MANAGEMENT FEES PAID INDIRECTLY BY PLAN SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES DISTRIBUTION (12B-1) FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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
ADP BROKER-DEALER	99	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.
AMERICAN FUNDS DISTRIBUTORS, INC. 95-2769620	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
DAVIS DISTRIBUTORS, LLC 85-0360310	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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
ADP BROKER-DEALER	99	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.
EATON VANCE DISTRIBUTORS, INC. 04-3239487	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

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
ADP BROKER-DEALER	99	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 DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
LORD ABBETT DISTRIBUTOR, LLC 90 HUDSON STREET JERSEY CITY, NJ 07032	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.00260 OF AVERAGE DAILY ASSETS-A SHRS ANNUAL RATE 0.00325 OF AVERAGE DAILY ASSETS-C SHRS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS-I SHRS ANNUAL RATE 0.00275 OF AVERAGE DAILY ASSETS-R SHRS

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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
STAN BOYETT PETROLEUM & SON, INC PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STAN BOYETT PETROLEUM & SON, INC

D Employer Identification Number (EIN)
94-2456460

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	93060	86380
(9) Value of interest in common/collective trusts	1c(9)		
(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)	2544393	2367742
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2637453	2454122
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	2637453	2454122

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)	155565	
(B) Participants	2a(1)(B)	255703	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		411268
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)	3859	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3859
(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)	89170	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		89170
(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)		
(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)		194033
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		698330
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	877558	
(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)		877558
f Corrective distributions (see instructions)	2f		1703
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)	2400	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2400
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		881661
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-183331
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: MARK ANDERSON CPA **(2)** EIN: 46-1450425

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	
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		264000
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			

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
STAN BOYETT PETROLEUM & SON, INC PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STAN BOYETT PETROLEUM & SON, INC

D Employer Identification Number (EIN)
94-2456460

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): 57-1198022

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):

STAN BOYETT PETROLEUM & SON, INC.

PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN

FINANCIAL STATEMENTS

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MARK ANDERSON
CERTIFIED PUBLIC ACCOUNTANT

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Stan Boyett Petroleum & Son, Inc. Profit Sharing Plan

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of the Stan Boyett Petroleum & Son, Inc. Profit Sharing Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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 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, 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 J, which was certified by Automatic Data Processing Inc. (ADP), as agent for Reliance Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I 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 for the year ended December 31, 2012 that the information provided to the plan administrator by trustee is complete and accurate.

3509 Coffee Road Suite D-10 • Modesto, CA 95355 • 209 527-2233 • Fax 209 527-0653

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 - Supplemental Schedule

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012, is required by Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, I do not express an opinion on the supplemental schedule.

Other Matter - Report on Compiled December 31, 2011 Financial Statement

I have compiled the accompanying statement of net assets available for benefits of Stan Boyett Petroleum & Son, Inc. Profit Sharing Plan as of December 31, 2011. I have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

My responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist plan management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

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

The form and content of the information included in the December 31, 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustees, 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.



Mark Anderson, CPA
Modesto, CA

October 4, 2013

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN

Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	December 31, 2012	UNAUDITED December 31, 2011
ASSETS:		
Investments (at fair value) Mutual Funds	$ 2,367,742	$ 2,544,393
Notes Receivable - Participants	86,380	93,060
TOTAL ASSETS	2,454,122	2,637,453
LIABILITIES:		
Accounts payable	-0-	-0-
Accrued expenses	-0-	-0-
TOTAL LIABILITIES	-0-	-0-
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,454,122	$ 2,637,453

See Accompanying Notes to the Financial Statements.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

	December 31, 2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment appreciation <depreciation>:	
Net appreciation <depreciation> in fair value of Investments to include dividends reinvested	$ 194,033
Investment income:	
Mutual funds	89,170
Interest income – notes receivable-participants	3,859
Subtotal	93,029
Contributions:	
Participants	255,703
Employers	155,565
Subtotal	411,268
TOTAL ADDITIONS	698,330
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	877,558
Corrective Distributions	1,703
Administrative expenses	2,400
TOTAL DEDUCTIONS	881,661
NET INCREASE <DECREASE>	<183,331>
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	2,637,453
End of year	$ 2,454,122

See Accompanying Notes to the Financial Statements.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN:

The following description of Stan Boyett Petroleum & Son, Inc Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement and Summary Plan Description for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all full-time non-leased employees of the Company who have 1,000 hours of service and are age 21 or older. After meeting this requirement, the employee will enter the plan the first day of the next following month. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Each year, participants may make pre-tax salary deferrals that cannot exceed the lesser of the annual specified maximum allowed by income tax regulations or 90% of pre-tax annual compensation, as defined in the Plan. Participants direct the investment of their contributions into various investments offered by the Plan Custodian. The Company contributed $155,565 during 2012.

Effective April 1, 2010, all employees who are eligible to make pre-tax salary deferrals can also make after-tax salary deferrals. These contributions are also known as Roth Deferral Contributions. This means that you will be taxed on the money when it is withheld from your paycheck. You can contribute all or a portion of salary deferral as a Roth deferral.

At the Company's discretion, a matching contribution may be made during the year. The employer may make matching contributions equal to a discretionary percentage, to be determined by the Employer, of the participant's elective deferrals. The matching amount applies to salary deferrals, Roth deferral contributions and catch-up salary deferrals.

The Company may also make a profit sharing contribution. The contribution amount is discretionary and will be allocated to participants in the same ratio as each participant's compensation bears to the total of such compensation of all participants. Profit sharing contributions will be used to satisfy contributions determined by the Davis Bacon Act of any other Federal, State or Municipal Prevailing Wage Law.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

AUTOMATIC SALARY DEFERRAL

The plan has an automatic salary deferral feature. If a participant fails to complete a salary reduction agreement provided to them by their employer, their compensation will automatically be reduced by 2.00% and contributed to the plan on their behalf. At the anniversary date that the participant's automatic deferrals were first implemented, the initial automatic deferral amount shall increase 1% of compensation per year up to a maximum of 6% of compensation.

If a participant does not want the automatic deferral feature to apply to them, they must notify their employer. This plan feature will apply to all new participants, and all current participants without an election.

PARTICIPANT ACCOUNTS

Participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution (if applicable) and (b) Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

VESTING

Participants follow a six year graded vesting schedule. As determined by this schedule, participants are 0% vested until after two years of service in which they become 20% vested in all contributions to their account. Participants are vested an additional 20% every additional year of service until they are 100% vested after six years of service.

PAYMENT OF BENEFITS

On termination of service for any reason, accounts with vested benefits less than $5,000 will be distributed in a lump sum. For accounts with vested benefits greater than $5,000 a participant may elect to receive a single lump sum distribution, part lump sum distribution and part installments, or installment payments over a specified time period.

FORFEITED ACCOUNTS

There were forfeitures of $0 during 2012. Non-vested contributions that are forfeited are applied to reduce administrative expenses of the Plan. The remaining forfeited amounts are applied to reduce employer contributions.

ADMINISTRATIVE EXPENSES

Administrative expenses recorded in the Plan represent custodial fees, accounting fees and other third-party administration fees paid directly from the Plan to the respective service provider. The Company also pays administrative costs of the plan associated with plan communication and recordkeeping as well as provides equipment, personnel, and supplies to administer the Plan.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles 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.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts a minimum of $500. The participant can only have two loans outstanding at any time. A participant must secure each loan with an irrevocable pledge and assignment of 50% of the non-forfeitable amount of the borrowing participant's accrued benefit under the Plan. The loan will be charged a reasonable rate of interest for any loan received from the Plan. In general, the interest rate charged for a Plan loan will be the prime rate plus 1%. The loan principal and any accrued interest must be paid within five years from date of disbursement.

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 C for discussion of fair value measurements.) Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at the year end. Participant loans are valued at their outstanding balances, which approximate fair value.

Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gain and losses on investments bought and sold as well as held during the year.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

NOTE C - 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.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE C - FAIR VALUE MEASUREMENTS (CONT'D):

Fair Value Measurements at Reporting Date Using:

December 31, 2012	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds	$ 2,367,742	$ 2,367,742	$ -0-	$ -0-
Notes Receivable - Participants	86,380	-0-	-0-	86,380
Total	**$ 2,454,122**	**$ 2,367,742**	**$ -0-**	**$ 86,380**
December 31, 2011 - Unaudited				
Mutual Funds	$ 2,544,393	$ 2,544,393	$ -0-	$ -0-
Notes Receivable - Participants	93,060	-0-	-0-	93,060
Total	**$ 2,637,453**	**$ 2,544,393**	**$ -0-**	**$ 93,060**

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, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

NOTE C - FAIR VALUE MEASUREMENTS (CONT'D)

Level 1 Fair Value Measurements
The fair value at quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.

Level 2 Fair Value Measurements
The fair value at any value other than quoted prices included in level 1 that are observable for the asset or liability either directly or indirectly. These include quoted prices for similar assets in active markets, quoted prices for identical assets in inactive markets, and assets that have specified contractual terms.

Level 3 Fair Value Measurements
The fair value at values with unobservable inputs for the asset or liability in situations when there is little, if any, market activity.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

December 31, 2012	**Participant Loans**
Beginning Balance	$ 93,060
Total gains/losses (realized and unrealized) included in changes in net assets available for benefits	(41,009)
Purchases, sales, issuances, and settlements (net)	34,329
Ending Balance	**$ 86,380**

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2012 are reported in net appreciation in fair value of investments.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE D - INVESTMENTS:

The following presents investments that represent 5% or more of the Plan's assets.

	December 31, 2012	UNAUDITED December 31, 2011
American Funds 2025 Target Date	$ 368,598	$ 392,664
Ready Assets Prime Money	284,809	112,850
Pimco Total Return Fund	196,697	207,885
American Funds 2040 Target Date	177,819	145,560
American Funds 2035 Target Date	161,990	112,015
American Fund The Growth Fund	130,761	119,841

During 2012 Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated in value by $194,033. Investments consisted of mutual funds made up primarily of debt and equity securities, guaranteed interest accounts, and participant loans.

NOTE E – PARTY-IN-INTEREST TRANSACTIONS:

Certain Plan investments were maintained and managed by Reliance Trust Company, the trustee of the Plan assets. As the trustee of the Plan, any transactions qualified as party-in-interest transactions. Therefore the fees associated with the trustee, the third party administrator (PCS), are deemed to be party-in-interest transactions.

In addition, inasmuch as accounting and plan administration services are paid directly by the Plan these services are also deemed to be party-in-interest transactions.

NOTE F – 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.

Upon termination of the Plan, participants would receive benefits under the Plan based on their account balance accumulated to the date of termination of the Plan. Termination of the Plan could occur before attaining normal retirement age.

NOTE G – RISK AND UNCERTAINTIES:

Investments consist primarily of mutual funds comprised mostly of debt and equity securities (bonds and common stocks). 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 effect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE H – TAX STATUS:

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE I – INFORMATION CERTIFIED BY PLAN TRUSTEE:

The Plan Trustee has provided certification that the following information, which is contained in or used to develop the financial statements, is complete and accurate:

1. Details and summaries of assets held at December 31, 2012.
2. Summaries of asset transactions for the years ended December 31, 2012.
3. Details and summaries of the cash statement for the years ended December 31, 2012.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE J – REGULATORY REQUIREMENTS:

All participant investments are 100% participant-directed. All investments represent interests issued by a company registered under the Investment Company Act of 1940. Most all of the investments consist of mutual funds.

NOTE K – INCOME TAXES:

The Company's income tax returns are subject to examination by the appropriate tax jurisdictions as of October 4, 2013, the company's federal and state tax returns generally remain open for the last three years.

NOTE L – CORRECTIVE DISTRIBUTION

The Company issued a corrective distribution on March 13, 2012 in order to comply with the normal testing performed of the Plan. The amount of the distribution was $1,703.

NOTE M – SUBSEQUENT EVENTS:

As indicated in FASB 165, an evaluation of subsequent events was made after December 31, 2012, to the date that the financial statements were substantially complete and available to be issued, which is October 4, 2013.

SUPPLEMENTAL INFORMATION

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
ID #94-2456460 PLAN #001
SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(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
*	AMERICAN FUND	THE INCOME FUND		$ 104,693
*	AMERICAN FUND	2020 TARGET DATE		60,343
*	AMERICAN FUND	2045 TARGET DATE		27,652
*	READY ASSETS	PRIME MONEY		284,809
*	THORNBURG	INTERN VALUE FUND		80,362
*	LORD ABBET	AFFILIATED FUND		80,686
*	DAVIS	NY VENTURE FUND		105,387
*	AMERICAN FUND	THE GROWTH FUND		130,761
*	AMERICAN FUND	2015 TARGET DATE		103,840
*	PIMCO	TOTAL RETURN FUND		196,697
*	AMERICAN FUND	2050 TARGET DATE		32,616
*	PIMCO	REAL RETURN		52,910
*	INVESCO	REAL ESTATE		22,897
*	AMERICAN FUND	2040 TARGET DATE		177,819
*	AMERICAN FUND	2030 TARGET DATE		73,285
*	BLACKROCK	FLEXIBLE EQUITY		28,580
*	AMERICAN FUND	2010 TARGET DATE		2,037

(Continued)

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
ID #94-2456460 PLAN #001
SCHEDULE H, PART IV, LINE 4i (CONT'D)
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(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
*	ALLIANZ	GI MIDCAP		$ 86,738
*	LORD ABBETT	BOND-DEB FUND		17,272
*	EATON VANCE	WORLD HEALTH SCIENCE		43,515
*	PERKINS	MID CAP VALUE FUND		53,054
*	AMERICAN FUND	2025 TARGET DATE		368,598
*	INVESCO	MID CAP CORE EQUITY		11,061
*	INVESCO	SMALL CAP EQUITY		44,205
*	AMERICAN FUND	2035 TARGET DATE		161,990
*	GS	GOVERNMENT INCOME FUND		15,935
		SUBTOTAL MUTUAL FUNDS		**$ 2,367,742**
	Participants	**Notes Receivable – Participants at rates 4.25%**		**86,380**
		TOTAL ASSETS AVAILABLE FOR BENEFITS		**$ 2,454,122**

NOTES:

- Column (a) items with * designates a party in interest.
- Column (d) is blank as all investments are participant directed.
- The information in this schedule has been certified by ADP

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

STAN BOYETT PETROLEUM & SON, INC.

PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN

FINANCIAL STATEMENTS

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

MARK ANDERSON
CERTIFIED PUBLIC ACCOUNTANT

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Stan Boyett Petroleum & Son, Inc. Profit Sharing Plan

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of the Stan Boyett Petroleum & Son, Inc. Profit Sharing Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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 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, 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 J, which was certified by Automatic Data Processing Inc. (ADP), as agent for Reliance Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I 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 for the year ended December 31, 2012 that the information provided to the plan administrator by trustee is complete and accurate.

3509 Coffee Road Suite D-10 • Modesto, CA 95355 • 209 527-2233 • Fax 209 527-0653

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 - Supplemental Schedule

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012, is required by Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, I do not express an opinion on the supplemental schedule.

Other Matter - Report on Compiled December 31, 2011 Financial Statement

I have compiled the accompanying statement of net assets available for benefits of Stan Boyett Petroleum & Son, Inc. Profit Sharing Plan as of December 31, 2011. I have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

My responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist plan management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

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

The form and content of the information included in the December 31, 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustees, 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.



Mark Anderson, CPA
Modesto, CA

October 4, 2013

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN

Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	December 31, 2012	UNAUDITED December 31, 2011
ASSETS:		
Investments (at fair value) Mutual Funds	$ 2,367,742	$ 2,544,393
Notes Receivable - Participants	86,380	93,060
TOTAL ASSETS	2,454,122	2,637,453
LIABILITIES:		
Accounts payable	-0-	-0-
Accrued expenses	-0-	-0-
TOTAL LIABILITIES	-0-	-0-
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,454,122	$ 2,637,453

See Accompanying Notes to the Financial Statements.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

	December 31, 2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment appreciation <depreciation>:	
Net appreciation <depreciation> in fair value of Investments to include dividends reinvested	$ 194,033
Investment income:	
Mutual funds	89,170
Interest income – notes receivable-participants	3,859
Subtotal	93,029
Contributions:	
Participants	255,703
Employers	155,565
Subtotal	411,268
TOTAL ADDITIONS	698,330
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	877,558
Corrective Distributions	1,703
Administrative expenses	2,400
TOTAL DEDUCTIONS	881,661
NET INCREASE <DECREASE>	<183,331>
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	2,637,453
End of year	$ 2,454,122

See Accompanying Notes to the Financial Statements.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN:

The following description of Stan Boyett Petroleum & Son, Inc Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement and Summary Plan Description for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all full-time non-leased employees of the Company who have 1,000 hours of service and are age 21 or older. After meeting this requirement, the employee will enter the plan the first day of the next following month. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Each year, participants may make pre-tax salary deferrals that cannot exceed the lesser of the annual specified maximum allowed by income tax regulations or 90% of pre-tax annual compensation, as defined in the Plan. Participants direct the investment of their contributions into various investments offered by the Plan Custodian. The Company contributed $155,565 during 2012.

Effective April 1, 2010, all employees who are eligible to make pre-tax salary deferrals can also make after-tax salary deferrals. These contributions are also known as Roth Deferral Contributions. This means that you will be taxed on the money when it is withheld from your paycheck. You can contribute all or a portion of salary deferral as a Roth deferral.

At the Company's discretion, a matching contribution may be made during the year. The employer may make matching contributions equal to a discretionary percentage, to be determined by the Employer, of the participant's elective deferrals. The matching amount applies to salary deferrals, Roth deferral contributions and catch-up salary deferrals.

The Company may also make a profit sharing contribution. The contribution amount is discretionary and will be allocated to participants in the same ratio as each participant's compensation bears to the total of such compensation of all participants. Profit sharing contributions will be used to satisfy contributions determined by the Davis Bacon Act of any other Federal, State or Municipal Prevailing Wage Law.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

AUTOMATIC SALARY DEFERRAL

The plan has an automatic salary deferral feature. If a participant fails to complete a salary reduction agreement provided to them by their employer, their compensation will automatically be reduced by 2.00% and contributed to the plan on their behalf. At the anniversary date that the participant's automatic deferrals were first implemented, the initial automatic deferral amount shall increase 1% of compensation per year up to a maximum of 6% of compensation.

If a participant does not want the automatic deferral feature to apply to them, they must notify their employer. This plan feature will apply to all new participants, and all current participants without an election.

PARTICIPANT ACCOUNTS

Participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution (if applicable) and (b) Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

VESTING

Participants follow a six year graded vesting schedule. As determined by this schedule, participants are 0% vested until after two years of service in which they become 20% vested in all contributions to their account. Participants are vested an additional 20% every additional year of service until they are 100% vested after six years of service.

PAYMENT OF BENEFITS

On termination of service for any reason, accounts with vested benefits less than $5,000 will be distributed in a lump sum. For accounts with vested benefits greater than $5,000 a participant may elect to receive a single lump sum distribution, part lump sum distribution and part installments, or installment payments over a specified time period.

FORFEITED ACCOUNTS

There were forfeitures of $0 during 2012. Non-vested contributions that are forfeited are applied to reduce administrative expenses of the Plan. The remaining forfeited amounts are applied to reduce employer contributions.

ADMINISTRATIVE EXPENSES

Administrative expenses recorded in the Plan represent custodial fees, accounting fees and other third-party administration fees paid directly from the Plan to the respective service provider. The Company also pays administrative costs of the plan associated with plan communication and recordkeeping as well as provides equipment, personnel, and supplies to administer the Plan.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles 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.

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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 C for discussion of fair value measurements.) Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at the year end. Participant loans are valued at their outstanding balances, which approximate fair value.

Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gain and losses on investments bought and sold as well as held during the year.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

NOTE C - 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.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE C - FAIR VALUE MEASUREMENTS (CONT'D):

Fair Value Measurements at Reporting Date Using:

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Total	**$ 2,637,453**	**$ 2,544,393**	**$ -0-**	**$ 93,060**

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NOTE C - FAIR VALUE MEASUREMENTS (CONT'D)

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STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

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Upon termination of the Plan, participants would receive benefits under the Plan based on their account balance accumulated to the date of termination of the Plan. Termination of the Plan could occur before attaining normal retirement age.

NOTE G – RISK AND UNCERTAINTIES:

Investments consist primarily of mutual funds comprised mostly of debt and equity securities (bonds and common stocks). 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 effect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE H – TAX STATUS:

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE I – INFORMATION CERTIFIED BY PLAN TRUSTEE:

The Plan Trustee has provided certification that the following information, which is contained in or used to develop the financial statements, is complete and accurate:

1. Details and summaries of assets held at December 31, 2012.
2. Summaries of asset transactions for the years ended December 31, 2012.
3. Details and summaries of the cash statement for the years ended December 31, 2012.

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE J – REGULATORY REQUIREMENTS:

All participant investments are 100% participant-directed. All investments represent interests issued by a company registered under the Investment Company Act of 1940. Most all of the investments consist of mutual funds.

NOTE K – INCOME TAXES:

The Company's income tax returns are subject to examination by the appropriate tax jurisdictions as of October 4, 2013, the company's federal and state tax returns generally remain open for the last three years.

NOTE L – CORRECTIVE DISTRIBUTION

The Company issued a corrective distribution on March 13, 2012 in order to comply with the normal testing performed of the Plan. The amount of the distribution was $1,703.

NOTE M – SUBSEQUENT EVENTS:

As indicated in FASB 165, an evaluation of subsequent events was made after December 31, 2012, to the date that the financial statements were substantially complete and available to be issued, which is October 4, 2013.

SUPPLEMENTAL INFORMATION

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
ID #94-2456460 PLAN #001
SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(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
*	AMERICAN FUND	THE INCOME FUND		$ 104,693
*	AMERICAN FUND	2020 TARGET DATE		60,343
*	AMERICAN FUND	2045 TARGET DATE		27,652
*	READY ASSETS	PRIME MONEY		284,809
*	THORNBURG	INTERN VALUE FUND		80,362
*	LORD ABBET	AFFILIATED FUND		80,686
*	DAVIS	NY VENTURE FUND		105,387
*	AMERICAN FUND	THE GROWTH FUND		130,761
*	AMERICAN FUND	2015 TARGET DATE		103,840
*	PIMCO	TOTAL RETURN FUND		196,697
*	AMERICAN FUND	2050 TARGET DATE		32,616
*	PIMCO	REAL RETURN		52,910
*	INVESCO	REAL ESTATE		22,897
*	AMERICAN FUND	2040 TARGET DATE		177,819
*	AMERICAN FUND	2030 TARGET DATE		73,285
*	BLACKROCK	FLEXIBLE EQUITY		28,580
*	AMERICAN FUND	2010 TARGET DATE		2,037

(Continued)

STAN BOYETT PETROLEUM & SON, INC. PROFIT SHARING PLAN
ID #94-2456460 PLAN #001
SCHEDULE H, PART IV, LINE 4i (CONT'D)
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2012

(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
*	ALLIANZ	GI MIDCAP		$ 86,738
*	LORD ABBETT	BOND-DEB FUND		17,272
*	EATON VANCE	WORLD HEALTH SCIENCE		43,515
*	PERKINS	MID CAP VALUE FUND		53,054
*	AMERICAN FUND	2025 TARGET DATE		368,598
*	INVESCO	MID CAP CORE EQUITY		11,061
*	INVESCO	SMALL CAP EQUITY		44,205
*	AMERICAN FUND	2035 TARGET DATE		161,990
*	GS	GOVERNMENT INCOME FUND		15,935
		SUBTOTAL MUTUAL FUNDS		**$ 2,367,742**
	Participants	**Notes Receivable – Participants at rates 4.25%**		**86,380**
		TOTAL ASSETS AVAILABLE FOR BENEFITS		**$ 2,454,122**

NOTES:

- Column (a) items with * designates a party in interest.
- Column (d) is blank as all investments are participant directed.
- The information in this schedule has been certified by ADP

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

Plan Name STAN BOYETT PETROLEUM & SON, INC PROFIT SHARING PLAN **EIN:** 94-2456460
Plan Sponsor's Name STAN BOYETT PETROLEUM & SON, 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
	AM FND THE INCOME FND OF AM-R2	REGISTERED INVESTMENT COMPANY		104,693
	AMERFDS 2020 TARG DATE RET-R2	REGISTERED INVESTMENT COMPANY		60,343
	AMERFDS 2045 TARG DATE RET-R2	REGISTERED INVESTMENT COMPANY		27,652
	READY ASSETS PRIME MONEY	REGISTERED INVESTMENT COMPANY		284,809
	THORNBURG INTERN VALUE FD - R3	REGISTERED INVESTMENT COMPANY		80,362
	LORD ABBETT AFFILIATED FD -R2	REGISTERED INVESTMENT COMPANY		80,686
	DAVIS NY VENTURE FUND - R	REGISTERED INVESTMENT COMPANY		105,387

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

Plan Name STAN BOYETT PETROLEUM & SON, INC PROFIT SHARING PLAN **EIN:** 94-2456460
Plan Sponsor's Name STAN BOYETT PETROLEUM & SON, 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
	AM FND THE GROWTH FND OF AM-R2	REGISTERED INVESTMENT COMPANY		130,761
	AMERFDS 2015 TARG DATE RET-R2	REGISTERED INVESTMENT COMPANY		103,840
	PIMCO TOTAL RETURN FUND - R	REGISTERED INVESTMENT COMPANY		196,697
	AMERFDS 2050 TARG DATE RET-R2	REGISTERED INVESTMENT COMPANY		32,616
	PIMCO REAL RETURN - CLASS R	REGISTERED INVESTMENT COMPANY		52,910
	INVESCO REAL ESTATE - R	REGISTERED INVESTMENT COMPANY		22,897
	AMERFDS 2040 TARG DATE RET-R2	REGISTERED INVESTMENT COMPANY		177,819

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

Plan Name STAN BOYETT PETROLEUM & SON, INC PROFIT SHARING PLAN **EIN:** 94-2456460
Plan Sponsor's Name STAN BOYETT PETROLEUM & SON, 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
	AMERFDS 2030 TARG DATE RET-R2	REGISTERED INVESTMENT COMPANY		73,285
	BLACKROCK FLEXIBLE EQUITY R	REGISTERED INVESTMENT COMPANY		28,580
	AMERFDS 2010 TARG DATE RET-R2	REGISTERED INVESTMENT COMPANY		2,037
	AMERFDS 2035 TARG DATE RET-R2	REGISTERED INVESTMENT COMPANY		161,990
	GS GOVT INCOME FUND-SERVICE	REGISTERED INVESTMENT COMPANY		15,934
	ALLIANZGI MIDCAP R	REGISTERED INVESTMENT COMPANY		86,738
	LORD ABBETT BOND-DEB FD-R2	REGISTERED INVESTMENT COMPANY		17,272

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

Plan Name STAN BOYETT PETROLEUM & SON, INC PROFIT SHARING PLAN **EIN:** 94-2456460
Plan Sponsor's Name STAN BOYETT PETROLEUM & SON, 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
	EATON VANCE WLD HEALTH SCI - R	REGISTERED INVESTMENT COMPANY		43,515
	PERKINS MID CAP VALUE FD - R	REGISTERED INVESTMENT COMPANY		53,054
	AMERFDS 2025 TARG DATE RET-R2	REGISTERED INVESTMENT COMPANY		368,598
	INVESCO MID CAP CORE EQUITY R	REGISTERED INVESTMENT COMPANY		11,061
	INVESCO SMALL CAP EQUITY - R	REGISTERED INVESTMENT COMPANY		44,205
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 4.25%)		86,380