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
STALLION OILFIELD SERVICES LTD 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2006

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

STALLION OILFIELD SERVICES LTD

950 CORBINDALE ROAD
SUITE 300
HOUSTON, TX 77024

950 CORBINDALE ROAD
SUITE 300
HOUSTON, TX 77024

2b Employer Identification Number (EIN)
74-3072101

2c Sponsor's telephone number
713-528-5544

2d Business code (see instructions)
213110

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	JAY SURVANT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

STALLION OILFIELD SERVICES LTD

950 CORBINDALE ROAD
SUITE 300
HOUSTON, TX 77024

3b Administrator's EIN
74-3072101

3c Administrator's telephone number
713-528-5544

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**	2247
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**	2241
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	117
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2359
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	2361
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	743
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	77
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

D Employer Identification Number (EIN)
74-3072101

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	36348	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP VAL - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS SATELLITE STR IS - GOLDMAN, SACH 13-5108880	0.10%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH P - MORGAN STANLE 13-3799749	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS PARTNERS A - BOSTON FINANCIAL DA P.O. BOX 8480 BOSTON, MA 02266	0.55%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

D Employer Identification Number (EIN)
74-3072101

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

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	2066640

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

D Employer Identification Number (EIN)
74-3072101

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)	434606	457512
(9) Value of interest in common/collective trusts	1c(9)	1685284	2066640
(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)	12315540	15161590
(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	14435430	17685742
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	4046	37680
k Total liabilities (add all amounts in lines 1g through1j)	1k	4046	37680
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	14431384	17648062

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)	1156736	
(B) Participants	2a(1)(B)	2652027	
(C) Others (including rollovers)	2a(1)(C)	147140	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3955903
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)	26769	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		26769
(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)	457792	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		457792
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		39891
(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)		1315260
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		5795615
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2537026	
(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)		2537026
f Corrective distributions (see instructions)	2f		13
g Certain deemed distributions of participant loans (see instructions)	2g		5505
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)	36393	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		36393
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2578937
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3216678
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: UHY LLP **(2)** EIN: 20-0694403

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

D Employer Identification Number (EIN)
74-3072101

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

STALLION OILFIELD HOLDINGS, INC.
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

C O N T E N T S

Page

Independent Auditor's Report ..... 2 - 3

Statements of Net Assets Available for Benefits 4

Statement of Changes in Net Assets Available for Benefits 5

Notes to Financial Statements ..... 6 - 13

Supplemental Schedule

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) 14

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosures under Employee Retirement Income Security Act of 1974, as amended, are not applicable and have been omitted.

UHY LLP
Certified Public Accountants

2929 Allen Parkway, 20th Floor
Houston, TX 77019
Phone 713-561-6500
Fax 713-968-7128
Web www.uhy-us.com

Independent Auditor's Report

To the Participants and Plan Administrator of
Stallion Oilfield Holdings, Inc. 401(k) Plan
Houston, Texas

We were engaged to audit the accompanying financial statements of Stallion Oilfield Holdings, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

UHY LLP

Houston, Texas
October 14, 2013

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	December 31, 2011
ASSETS		
INVESTMENTS, at fair value		
Common collective trust	$ 2,066,640	$ 1,685,284
Mutual funds	15,161,590	12,315,540
TOTAL INVESTMENTS AT FAIR VALUE	17,228,230	14,000,824
RECEIVABLES		
Notes receivable from participants	457,512	434,606
TOTAL RECEIVABLES	457,512	434,606
LIABILITIES		
Excess contributions	37,680	4,047
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	17,648,062	14,431,383
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	(59,141)	(41,566)
NET ASSETS AVAILABLE FOR BENEFITS	$ 17,588,921	$ 14,389,817

See notes to financial statements.

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS	
INVESTMENT INCOME	
Dividends	$ 457,792
Net appreciation in fair value of common collective trust	22,316
Net appreciation in fair value of mutual funds	1,315,261
TOTAL INVESTMENT INCOME	1,795,369
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	26,769
CONTRIBUTIONS	
Participant	2,652,027
Employer	1,156,736
Rollover	147,140
TOTAL CONTRIBUTIONS	3,955,903
TOTAL ADDITIONS TO NET ASSETS	5,778,041
DEDUCTIONS FROM NET ASSETS	
Distributions to participants	2,537,039
Deemed distributions of participant loans	5,505
Administrative fees	36,393
TOTAL DEDUCTIONS FROM NET ASSETS	2,578,937
NET INCREASE	3,199,104
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	14,389,817
End of year	$ 17,588,921

See notes to financial statements.

NOTE A - DESCRIPTION OF PLAN

The following brief description of the Stallion Oilfield Holdings, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the summary plan description and legal plan document for more complete information.

General: The Plan was established effective January 1, 2006 and covers substantially all U.S. employees of Stallion Oilfield Holdings, Inc. and subsidiaries (the "Employer" or "Company"). The Plan covers Employees on the first day of the month following their date of hire. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent related amendments and revisions.

Administration of the Plan: The investment custodian for the Plan's participant directed assets is Fidelity Management Trust Company ("Fidelity" or "Custodian") for the years ended December 31, 2012 and 2011.

Contributions: Plan participants may contribute up to the lesser of 60% of their eligible compensation or $17,000 (in 2012) on either a pretax basis, or an after-tax basis as a Roth 401(k) contribution, through payroll deductions. For the year ended December 31, 2012, pretax and after-tax contributions were $2,455,429 and $196,598, respectively. Rollover contributions may also be accepted by the Plan on behalf of participants from other plans qualified under Section 401(a), 403(a) annuity plan, 403(b) annuity contract, eligible 457(b) plan maintained by a governmental employer, and an individual retirement account and individual retirement annuity. The Company may make a discretionary matching contribution each year as determined by the Company's Board of Directors. In addition to matching contributions, the Employer may also make an annual discretionary profit sharing contribution to participants. There were no discretionary profit sharing contributions made during 2012. For the year ended December 31, 2012, the Company made a total discretionary matching contribution of $1,156,736.

Participant and Employer contributions are subject to certain limitations under the Internal Revenue Code of 1986 (the "Code"). Each participant's annual contribution shall not exceed the maximum amount allowed for deferral under the Code, which was $17,000 for 2012. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions of up to $5,500 for 2012. The amount of a participant's annual compensation which may be taken into account for purposes of determining the amount of the Employer match or for any other purpose under the Plan shall not exceed the amount permitted annually by the Code, which was $250,000 for 2012.

Participant Accounts: Separate accounts are maintained for each participant. Participant accounts are credited with employee contributions, rollover contributions, the Company's matching contributions and an allocation of investment earnings and losses. Participant accounts are credited with a participant's salary deferrals and rollover contributions, if any, and the Company's discretionary contributions, and an allocation of investment earnings and losses. Participants are able to self-direct their investment accounts in various funds offered by the investment custodian. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A - DESCRIPTION OF PLAN (Continued)

Vesting: Participants' contributions and earnings thereon are immediately vested. Participants are 100% vested in the Employer's contributions upon completion of three years of service or upon death, permanent disability, attainment of age 65 or termination of the Plan. Participants receive vesting credit for the number of years that he or she has worked for the Employer as follows:

Years of Service	Vesting Percentage
Less than 1 year	0%
1 year	33%
2 years	66%
3 years	100%

Benefits: Participants are eligible for a distribution in the event of death, disability, termination of service or attainment of age 65. Participants or beneficiaries will receive their benefits in a single lump-sum distribution, as a cash distribution, direct rollover distribution or both. In addition, participants are permitted to request in-service distributions upon attaining age 59½ or incurring a substantial financial hardship, as defined in the Plan.

Forfeitures: Forfeiture of the Employer's contributions may occur if a participant terminates employment prior to becoming vested in the Employer's contributions. Forfeitures are retained in the Plan and used to reduce future Employer contributions or pay administrative fees. A terminated participant's vesting status and forfeited amounts may be restored if the participant is reemployed by the Employer and repays the full amount of any distributions received within five years of termination. As of December 31, 2012 and 2011, forfeited unallocated accounts totaled $154,756 and $167,004, respectively. For the year ended December 31, 2012, administrative expenses of $17,635 were paid from forfeited nonvested accounts.

Notes Receivable from Participants: Under the Plan's provisions, participants may borrow from their accounts by transferring from their fund balances a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their fund balances. Participants may initiate one note per calendar year and may have only one note outstanding at any time. Note terms can range up to five years for general purpose notes and longer for home purchase notes. The notes are collateralized by the balances in the participants' accounts and bear interest at rates determined from time to time by the Plan's administrator based on prevailing market rates. Principal and interest are paid through payroll deductions on at least a quarterly basis.

Fees and Expenses: The Plan's expenses are paid either by the Plan or the Employer, as provided by the plan document. Expenses that are paid directly by the Plan Sponsor are excluded from these financial statements. Fees related to the administration of notes receivable from participants, and other participant directed expenses, are charged directly to the participant's account and are included in expenses of the Plan. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America, as codified by the Financial Accounting Statements Board ("FASB") in its Accounting Standards Codification ("ASC")

Benefit Payments: Benefit payments to participants are recorded when paid.

Investment Valuation and Income Recognition: The Plan's investments are primarily held in various mutual funds and a common collective trust which are administered by the Custodian. The Plan's investments are stated at fair value. See Note D for discussion of fair value measurements.

Interest and dividend income are recorded when received. The change in the current value of investments (including investments bought and sold) during the period are reflected in the Statement of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

The Plan's interest in the common collective trust is based on the fair value of the common collective trust's underlying investments which is based on information reported by the Custodian using the audited financial statements of the common collective trust at year end. The common collective trust invests in certain investments that are considered to be benefit responsive. As described in ASC 962, *Plan Accounting - Defined Contribution Pension Plans*, defined contribution plans holding an investment in a common/collective trust which invests in guaranteed investment contracts ("GICs") are required to report the investment at fair value. However, contract value is the relevant measurement attribute for that portion of net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by ASC 962, the Statements of Net Assets Available for Benefits presents the common collective trust (which has underlying investments that are considered fully benefit-responsive investment contracts) at fair value within the total investments of the Plan and is adjusted from fair value to contract value for fully benefit-responsive investment contracts. The Statement of Changes in Net Assets Available for Benefits is presented on a contract value basis.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator and management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan's assets include various investments and such investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect the amounts reported in the statement of net assets available for benefits and the statement of a changes in net assets available for benefits.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Plan Termination: Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA. In the event of Plan termination, the net assets would be allocated among participants and beneficiaries of the Plan in the order provided for by ERISA and participants would become fully vested.

Subsequent Events: The Plan administrator has evaluated all events and transactions through October 14, 2013 the date these financial statements were available for issuance, and concluded that no subsequent events have occurred that should require recognition or disclosure in the Plan's financial statements.

NOTE C - INFORMATION CERTIFIED BY THE CUSTODIAN (UNAUDITED)

As permitted by the rules and regulations of the Department of Labor with respect to reporting and disclosure under ERISA, the investment custodian, Fidelity, has certified to the Plan administrator that the listing of investments (stated at fair value) together with all other transactions which affect Plan investments, are complete and accurate as of December 31, 2012 and 2011, and for the year ended December 31, 2012.

Individual investments that represent 5% or more of the Plan's net assets available for benefits for either of the years presented are as follows:

	December 31,			
	2012		2011	
INVESTMENTS				
Common Collective Trust:				
Fidelity Managed Income Portfolio	$ 2,066,640		$ 1,685,284	
Mutual Funds:				
Fidelity Capital Appreciation	1,249,785		976,438	
RS Partners A	958,903		735,381	
Fidelity Freedom 2015	623,480	*	720,199	
Fidelity Freedom 2020	1,128,109		896,862	
Fidelity Freedom 2025	1,174,412		968,934	
Fidelity Freedom 2030	763,595	*	758,028	
Artisan Mid Cap Value	986,373		797,748	
Total investments exceeding 5%	8,951,297		7,538,874	
Other	8,276,933		6,461,950	
TOTAL INVESTMENTS	$ 17,228,230		$ 14,000,824	

* Investment individually does not represent 5% or more of the net assets available for benefits at the date indicated, but has been shown for comparative purposes.

NOTE D - FAIR VALUE DISCLOSURES

The fair value standard establishes a formal fair value hierarchy, which prioritizes the inputs used in measuring fair value into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

The three levels of the fair value hierarchy are as follows:

- Level 1: Defined as observable inputs such as quoted prices in active markets;
- Level 2: Defined as observable inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3: Defined as unobservable inputs in which there is little or no market data available; therefore, requiring an entity to develop its own assumptions.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- *Mutual Funds*: The fair values of mutual funds are determined based on quoted market prices ("fair value") on the last business day of the plan year as reported by the Custodian of the Plan's assets. The change in the current value of investments during the period are reflected in the statement of changes in net assets available for benefits as net appreciation or depreciation in fair value of mutual funds. Investments are generally subject to the volatility of the major stock markets in which the underlying investments are held. Based upon these considerations, the Plan has classified mutual funds within Level 1 of the ASC 820 hierarchy framework.

- *Common Collective Trust:* The common collective trust is stated at fair value as determined by the issuer of the common collective trust fund based on the fair market value of the underlying investments. The common collective trust has underlying investments in investment contracts which are valued at fair value of the underlying investments and then adjusted by the issuer to contract value. The Fidelity Managed Income Portfolio (common collective trust) is designed for retirement trusts to earn a high level of return, consistent with and providing for stability of investment returns, preservation of capital, liquidity to pay plan benefits, high credit quality, and reasonable tracking of interest rates. The fund may invest in conventional, synthetic, and separate account investment contracts issued by life insurance companies, banks and other financial institutions. Characteristics of these contracts allow for their principal value to remain stable regardless of the volatility of the markets. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment. Based upon these considerations, the Plan has classified such investments within Level 2 of the ASC 820 hierarchy framework.

NOTE D - FAIR VALUE DISCLOSURES (Continued)

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

The assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 fair value hierarchy levels as of December 31, 2012 and 2011 are as follows:

	Fair Value Measurements at December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Income funds	$ 724,473	$ -	$ -	$ 724,473
International funds	1,144,392	-	-	1,144,392
Growth funds	1,973,123	-	-	1,973,123
Asset allocation funds	7,379,727	-	-	7,379,727
Index fund	461,356	-	-	461,356
Equity funds	2,694,912	-	-	2,694,912
Bond funds	783,607	-	-	783,607
Total Mutual Funds	15,161,590	-	-	15,161,590
Common Collective Trust				
Stable value fund	-	2,066,640	-	2,066,640
TOTAL	$ 15,161,590	$ 2,066,640	$ -	$ 17,228,230

	Fair Value Measurements at December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Income funds	$ 513,864	$ -	$ -	$ 513,864
International funds	589,021	-	-	589,021
Growth funds	1,870,741	-	-	1,870,741
Asset allocation funds	6,024,937	-	-	6,024,937
Index fund	419,329	-	-	419,329
Equity funds	2,197,780	-	-	2,197,780
Bond funds	699,868	-	-	699,868
Total Mutual Funds	12,315,540	-	-	12,315,540
Common Collective Trust				
Stable value fund	-	1,685,284	-	1,685,284
TOTAL	$ 12,315,540	$ 1,685,284	$ -	$ 14,000,824

NOTE E - TAX STATUS

The Company amended and restated the Plan, effective July 4, 2009, by adopting a Volume Submitter Profit Sharing/401(k) Plan sponsored by Fidelity Management & Research Co. which received a favorable advisory letter from the Internal Revenue Service, dated March 31, 2008, stating that the form of the Volume Submitter Plan is acceptable under section 401 of the IRC for use by employers for the benefit of their employees. The Plan has not applied for its own determination letter. The Plan has been amended since its amendment and restatement effective as of July 4, 2009. However, the Company believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and will take any actions necessary to maintain the tax status qualification of the Plan.

Accounting principles generally accepted in the United States of America require the Employer to evaluate tax positions taken by the Plan and recognize tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Employer has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Employer believes it is no longer subject to income tax examinations for years prior to 2009. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE F - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Investments, an affiliated company of the Plan's custodian. Therefore, these transactions qualify as party-in-interest transactions. The Plan's management has approved these activities and transactions.

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	December 31,	
	2012	2011
Net assets available for benefits per the financial statements	$ 17,588,921	$ 14,389,817
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	59,141	41,566
Net assets available for benefits per the Form 5500	$ 17,648,062	$ 14,431,383

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net appreciation in net assets available for benefits per the financial statements	$ 3,199,104
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	17,575
Net increase in net assets available for benefits per the Form 5500	$ 3,216,679

SUPPLEMENTAL SCHEDULE

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2012

Plan EIN: 74-3072101
Plan No. 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
*	Fidelity Management Trust Company	Fidelity Capital Appreciation	**	$ 1,249,785
	RS Investment Management Co. LLC	RS Partners A	**	958,903
	American Beacon Advisors, Inc.	American Beacon Fund Large Cap Value	**	749,636
*	Fidelity Management Trust Company	Fidelity Managed Income Portfolio	**	2,066,640
*	Fidelity Management Trust Company	Fidelity International Discovery	**	748,221
	Pacific Investment Management Company	PIMCO Total Return	**	783,607
*	Fidelity Management Trust Company	Fidelity Real Estate Investments	**	724,473
*	Strategic Advisors, Inc.	Fidelity Freedom 2030	**	763,595
	Artisan Partners Limited Partnership	Artisan Mid Cap Value	**	986,373
*	Strategic Advisors, Inc.	Fidelity Freedom 2025	**	1,174,412
*	Strategic Advisors, Inc.	Fidelity Freedom 2020	**	1,128,109
*	Strategic Advisors, Inc.	Fidelity Freedom 2040	**	732,001
*	Strategic Advisors, Inc.	Fidelity Freedom 2035	**	858,220
*	Fidelity Management Trust Company	Spartan US Equity Index	**	418,242
*	Strategic Advisors, Inc.	Fidelity Freedom 2010	**	243,769
*	Strategic Advisors, Inc.	Fidelity Freedom 2015	**	623,480
*	Strategic Advisors, Inc.	Fidelity Freedom 2000	**	231,529
*	Strategic Advisors, Inc.	Fidelity Freedom Income Fund	**	128,335
*	Strategic Advisors, Inc.	Fidelity Freedom 2005	**	94,832
*	Strategic Advisors, Inc.	Fidelity Freedom 2045	**	732,547
*	Strategic Advisors, Inc.	Fidelity Freedom 2050	**	668,898
*	Strategic Advisors, Inc.	Fidelity Freedom 2055	**	43,114
*	Goldman Sachs	GS Satellite Str Is	**	396,171
	Morgan Stanley Investment Management, Inc.	MSIF Mid Cap Growth Portfolio		723,338
*	Participant Loans	Participant loans bearing interest between 4.25% and 9.25% per annum with varying maturity dates through 2022	-	457,512
	TOTAL INVESTMENTS, AT FAIR VALUE			$ 17,685,742

* Party-in-interest as defined by ERISA.
** All investment transactions are participant-directed; therefore, information is not required.

See independent auditor's report.

STALLION OILFIELD HOLDINGS, INC.
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

C O N T E N T S

Page

Independent Auditor's Report ..... 2 - 3

Statements of Net Assets Available for Benefits 4

Statement of Changes in Net Assets Available for Benefits 5

Notes to Financial Statements ..... 6 - 13

Supplemental Schedule

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) 14

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosures under Employee Retirement Income Security Act of 1974, as amended, are not applicable and have been omitted.

UHY LLP
Certified Public Accountants

2929 Allen Parkway, 20th Floor
Houston, TX 77019
Phone 713-561-6500
Fax 713-968-7128
Web www.uhy-us.com

Independent Auditor's Report

To the Participants and Plan Administrator of
Stallion Oilfield Holdings, Inc. 401(k) Plan
Houston, Texas

We were engaged to audit the accompanying financial statements of Stallion Oilfield Holdings, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

UHY LLP

Houston, Texas
October 14, 2013

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	December 31, 2011
ASSETS		
INVESTMENTS, at fair value		
Common collective trust	$ 2,066,640	$ 1,685,284
Mutual funds	15,161,590	12,315,540
TOTAL INVESTMENTS AT FAIR VALUE	17,228,230	14,000,824
RECEIVABLES		
Notes receivable from participants	457,512	434,606
TOTAL RECEIVABLES	457,512	434,606
LIABILITIES		
Excess contributions	37,680	4,047
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	17,648,062	14,431,383
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	(59,141)	(41,566)
NET ASSETS AVAILABLE FOR BENEFITS	$ 17,588,921	$ 14,389,817

See notes to financial statements.

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS	
INVESTMENT INCOME	
Dividends	$ 457,792
Net appreciation in fair value of common collective trust	22,316
Net appreciation in fair value of mutual funds	1,315,261
TOTAL INVESTMENT INCOME	1,795,369
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	26,769
CONTRIBUTIONS	
Participant	2,652,027
Employer	1,156,736
Rollover	147,140
TOTAL CONTRIBUTIONS	3,955,903
TOTAL ADDITIONS TO NET ASSETS	5,778,041
DEDUCTIONS FROM NET ASSETS	
Distributions to participants	2,537,039
Deemed distributions of participant loans	5,505
Administrative fees	36,393
TOTAL DEDUCTIONS FROM NET ASSETS	2,578,937
NET INCREASE	3,199,104
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	14,389,817
End of year	$ 17,588,921

See notes to financial statements.

NOTE A - DESCRIPTION OF PLAN

The following brief description of the Stallion Oilfield Holdings, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the summary plan description and legal plan document for more complete information.

General: The Plan was established effective January 1, 2006 and covers substantially all U.S. employees of Stallion Oilfield Holdings, Inc. and subsidiaries (the "Employer" or "Company"). The Plan covers Employees on the first day of the month following their date of hire. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent related amendments and revisions.

Administration of the Plan: The investment custodian for the Plan's participant directed assets is Fidelity Management Trust Company ("Fidelity" or "Custodian") for the years ended December 31, 2012 and 2011.

Contributions: Plan participants may contribute up to the lesser of 60% of their eligible compensation or $17,000 (in 2012) on either a pretax basis, or an after-tax basis as a Roth 401(k) contribution, through payroll deductions. For the year ended December 31, 2012, pretax and after-tax contributions were $2,455,429 and $196,598, respectively. Rollover contributions may also be accepted by the Plan on behalf of participants from other plans qualified under Section 401(a), 403(a) annuity plan, 403(b) annuity contract, eligible 457(b) plan maintained by a governmental employer, and an individual retirement account and individual retirement annuity. The Company may make a discretionary matching contribution each year as determined by the Company's Board of Directors. In addition to matching contributions, the Employer may also make an annual discretionary profit sharing contribution to participants. There were no discretionary profit sharing contributions made during 2012. For the year ended December 31, 2012, the Company made a total discretionary matching contribution of $1,156,736.

Participant and Employer contributions are subject to certain limitations under the Internal Revenue Code of 1986 (the "Code"). Each participant's annual contribution shall not exceed the maximum amount allowed for deferral under the Code, which was $17,000 for 2012. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions of up to $5,500 for 2012. The amount of a participant's annual compensation which may be taken into account for purposes of determining the amount of the Employer match or for any other purpose under the Plan shall not exceed the amount permitted annually by the Code, which was $250,000 for 2012.

Participant Accounts: Separate accounts are maintained for each participant. Participant accounts are credited with employee contributions, rollover contributions, the Company's matching contributions and an allocation of investment earnings and losses. Participant accounts are credited with a participant's salary deferrals and rollover contributions, if any, and the Company's discretionary contributions, and an allocation of investment earnings and losses. Participants are able to self-direct their investment accounts in various funds offered by the investment custodian. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A - DESCRIPTION OF PLAN (Continued)

Vesting: Participants' contributions and earnings thereon are immediately vested. Participants are 100% vested in the Employer's contributions upon completion of three years of service or upon death, permanent disability, attainment of age 65 or termination of the Plan. Participants receive vesting credit for the number of years that he or she has worked for the Employer as follows:

Years of Service	Vesting Percentage
Less than 1 year	0%
1 year	33%
2 years	66%
3 years	100%

Benefits: Participants are eligible for a distribution in the event of death, disability, termination of service or attainment of age 65. Participants or beneficiaries will receive their benefits in a single lump-sum distribution, as a cash distribution, direct rollover distribution or both. In addition, participants are permitted to request in-service distributions upon attaining age 59½ or incurring a substantial financial hardship, as defined in the Plan.

Forfeitures: Forfeiture of the Employer's contributions may occur if a participant terminates employment prior to becoming vested in the Employer's contributions. Forfeitures are retained in the Plan and used to reduce future Employer contributions or pay administrative fees. A terminated participant's vesting status and forfeited amounts may be restored if the participant is reemployed by the Employer and repays the full amount of any distributions received within five years of termination. As of December 31, 2012 and 2011, forfeited unallocated accounts totaled $154,756 and $167,004, respectively. For the year ended December 31, 2012, administrative expenses of $17,635 were paid from forfeited nonvested accounts.

Notes Receivable from Participants: Under the Plan's provisions, participants may borrow from their accounts by transferring from their fund balances a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their fund balances. Participants may initiate one note per calendar year and may have only one note outstanding at any time. Note terms can range up to five years for general purpose notes and longer for home purchase notes. The notes are collateralized by the balances in the participants' accounts and bear interest at rates determined from time to time by the Plan's administrator based on prevailing market rates. Principal and interest are paid through payroll deductions on at least a quarterly basis.

Fees and Expenses: The Plan's expenses are paid either by the Plan or the Employer, as provided by the plan document. Expenses that are paid directly by the Plan Sponsor are excluded from these financial statements. Fees related to the administration of notes receivable from participants, and other participant directed expenses, are charged directly to the participant's account and are included in expenses of the Plan. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America, as codified by the Financial Accounting Statements Board ("FASB") in its Accounting Standards Codification ("ASC")

Benefit Payments: Benefit payments to participants are recorded when paid.

Investment Valuation and Income Recognition: The Plan's investments are primarily held in various mutual funds and a common collective trust which are administered by the Custodian. The Plan's investments are stated at fair value. See Note D for discussion of fair value measurements.

Interest and dividend income are recorded when received. The change in the current value of investments (including investments bought and sold) during the period are reflected in the Statement of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

The Plan's interest in the common collective trust is based on the fair value of the common collective trust's underlying investments which is based on information reported by the Custodian using the audited financial statements of the common collective trust at year end. The common collective trust invests in certain investments that are considered to be benefit responsive. As described in ASC 962, *Plan Accounting - Defined Contribution Pension Plans*, defined contribution plans holding an investment in a common/collective trust which invests in guaranteed investment contracts ("GICs") are required to report the investment at fair value. However, contract value is the relevant measurement attribute for that portion of net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by ASC 962, the Statements of Net Assets Available for Benefits presents the common collective trust (which has underlying investments that are considered fully benefit-responsive investment contracts) at fair value within the total investments of the Plan and is adjusted from fair value to contract value for fully benefit-responsive investment contracts. The Statement of Changes in Net Assets Available for Benefits is presented on a contract value basis.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator and management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan's assets include various investments and such investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect the amounts reported in the statement of net assets available for benefits and the statement of a changes in net assets available for benefits.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Plan Termination: Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA. In the event of Plan termination, the net assets would be allocated among participants and beneficiaries of the Plan in the order provided for by ERISA and participants would become fully vested.

Subsequent Events: The Plan administrator has evaluated all events and transactions through October 14, 2013 the date these financial statements were available for issuance, and concluded that no subsequent events have occurred that should require recognition or disclosure in the Plan's financial statements.

NOTE C - INFORMATION CERTIFIED BY THE CUSTODIAN (UNAUDITED)

As permitted by the rules and regulations of the Department of Labor with respect to reporting and disclosure under ERISA, the investment custodian, Fidelity, has certified to the Plan administrator that the listing of investments (stated at fair value) together with all other transactions which affect Plan investments, are complete and accurate as of December 31, 2012 and 2011, and for the year ended December 31, 2012.

Individual investments that represent 5% or more of the Plan's net assets available for benefits for either of the years presented are as follows:

	December 31,			
	2012		2011	
INVESTMENTS				
Common Collective Trust:				
Fidelity Managed Income Portfolio	$ 2,066,640		$ 1,685,284	
Mutual Funds:				
Fidelity Capital Appreciation	1,249,785		976,438	
RS Partners A	958,903		735,381	
Fidelity Freedom 2015	623,480	*	720,199	
Fidelity Freedom 2020	1,128,109		896,862	
Fidelity Freedom 2025	1,174,412		968,934	
Fidelity Freedom 2030	763,595	*	758,028	
Artisan Mid Cap Value	986,373		797,748	
Total investments exceeding 5%	8,951,297		7,538,874	
Other	8,276,933		6,461,950	
TOTAL INVESTMENTS	$ 17,228,230		$ 14,000,824	

* Investment individually does not represent 5% or more of the net assets available for benefits at the date indicated, but has been shown for comparative purposes.

NOTE D - FAIR VALUE DISCLOSURES

The fair value standard establishes a formal fair value hierarchy, which prioritizes the inputs used in measuring fair value into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

The three levels of the fair value hierarchy are as follows:

- Level 1: Defined as observable inputs such as quoted prices in active markets;
- Level 2: Defined as observable inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3: Defined as unobservable inputs in which there is little or no market data available; therefore, requiring an entity to develop its own assumptions.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- *Mutual Funds*: The fair values of mutual funds are determined based on quoted market prices ("fair value") on the last business day of the plan year as reported by the Custodian of the Plan's assets. The change in the current value of investments during the period are reflected in the statement of changes in net assets available for benefits as net appreciation or depreciation in fair value of mutual funds. Investments are generally subject to the volatility of the major stock markets in which the underlying investments are held. Based upon these considerations, the Plan has classified mutual funds within Level 1 of the ASC 820 hierarchy framework.

- *Common Collective Trust:* The common collective trust is stated at fair value as determined by the issuer of the common collective trust fund based on the fair market value of the underlying investments. The common collective trust has underlying investments in investment contracts which are valued at fair value of the underlying investments and then adjusted by the issuer to contract value. The Fidelity Managed Income Portfolio (common collective trust) is designed for retirement trusts to earn a high level of return, consistent with and providing for stability of investment returns, preservation of capital, liquidity to pay plan benefits, high credit quality, and reasonable tracking of interest rates. The fund may invest in conventional, synthetic, and separate account investment contracts issued by life insurance companies, banks and other financial institutions. Characteristics of these contracts allow for their principal value to remain stable regardless of the volatility of the markets. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment. Based upon these considerations, the Plan has classified such investments within Level 2 of the ASC 820 hierarchy framework.

NOTE D - FAIR VALUE DISCLOSURES (Continued)

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

The assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 fair value hierarchy levels as of December 31, 2012 and 2011 are as follows:

	Fair Value Measurements at December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Income funds	$ 724,473	$ -	$ -	$ 724,473
International funds	1,144,392	-	-	1,144,392
Growth funds	1,973,123	-	-	1,973,123
Asset allocation funds	7,379,727	-	-	7,379,727
Index fund	461,356	-	-	461,356
Equity funds	2,694,912	-	-	2,694,912
Bond funds	783,607	-	-	783,607
Total Mutual Funds	15,161,590	-	-	15,161,590
Common Collective Trust				
Stable value fund	-	2,066,640	-	2,066,640
TOTAL	$ 15,161,590	$ 2,066,640	$ -	$ 17,228,230

	Fair Value Measurements at December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Income funds	$ 513,864	$ -	$ -	$ 513,864
International funds	589,021	-	-	589,021
Growth funds	1,870,741	-	-	1,870,741
Asset allocation funds	6,024,937	-	-	6,024,937
Index fund	419,329	-	-	419,329
Equity funds	2,197,780	-	-	2,197,780
Bond funds	699,868	-	-	699,868
Total Mutual Funds	12,315,540	-	-	12,315,540
Common Collective Trust				
Stable value fund	-	1,685,284	-	1,685,284
TOTAL	$ 12,315,540	$ 1,685,284	$ -	$ 14,000,824

NOTE E - TAX STATUS

The Company amended and restated the Plan, effective July 4, 2009, by adopting a Volume Submitter Profit Sharing/401(k) Plan sponsored by Fidelity Management & Research Co. which received a favorable advisory letter from the Internal Revenue Service, dated March 31, 2008, stating that the form of the Volume Submitter Plan is acceptable under section 401 of the IRC for use by employers for the benefit of their employees. The Plan has not applied for its own determination letter. The Plan has been amended since its amendment and restatement effective as of July 4, 2009. However, the Company believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and will take any actions necessary to maintain the tax status qualification of the Plan.

Accounting principles generally accepted in the United States of America require the Employer to evaluate tax positions taken by the Plan and recognize tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Employer has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Employer believes it is no longer subject to income tax examinations for years prior to 2009. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE F - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Investments, an affiliated company of the Plan's custodian. Therefore, these transactions qualify as party-in-interest transactions. The Plan's management has approved these activities and transactions.

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	December 31,	
	2012	2011
Net assets available for benefits per the financial statements	$ 17,588,921	$ 14,389,817
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	59,141	41,566
Net assets available for benefits per the Form 5500	$ 17,648,062	$ 14,431,383

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net appreciation in net assets available for benefits per the financial statements	$ 3,199,104
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	17,575
Net increase in net assets available for benefits per the Form 5500	$ 3,216,679

SUPPLEMENTAL SCHEDULE

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2012

Plan EIN: 74-3072101
Plan No. 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
*	Fidelity Management Trust Company	Fidelity Capital Appreciation	**	$ 1,249,785
	RS Investment Management Co. LLC	RS Partners A	**	958,903
	American Beacon Advisors, Inc.	American Beacon Fund Large Cap Value	**	749,636
*	Fidelity Management Trust Company	Fidelity Managed Income Portfolio	**	2,066,640
*	Fidelity Management Trust Company	Fidelity International Discovery	**	748,221
	Pacific Investment Management Company	PIMCO Total Return	**	783,607
*	Fidelity Management Trust Company	Fidelity Real Estate Investments	**	724,473
*	Strategic Advisors, Inc.	Fidelity Freedom 2030	**	763,595
	Artisan Partners Limited Partnership	Artisan Mid Cap Value	**	986,373
*	Strategic Advisors, Inc.	Fidelity Freedom 2025	**	1,174,412
*	Strategic Advisors, Inc.	Fidelity Freedom 2020	**	1,128,109
*	Strategic Advisors, Inc.	Fidelity Freedom 2040	**	732,001
*	Strategic Advisors, Inc.	Fidelity Freedom 2035	**	858,220
*	Fidelity Management Trust Company	Spartan US Equity Index	**	418,242
*	Strategic Advisors, Inc.	Fidelity Freedom 2010	**	243,769
*	Strategic Advisors, Inc.	Fidelity Freedom 2015	**	623,480
*	Strategic Advisors, Inc.	Fidelity Freedom 2000	**	231,529
*	Strategic Advisors, Inc.	Fidelity Freedom Income Fund	**	128,335
*	Strategic Advisors, Inc.	Fidelity Freedom 2005	**	94,832
*	Strategic Advisors, Inc.	Fidelity Freedom 2045	**	732,547
*	Strategic Advisors, Inc.	Fidelity Freedom 2050	**	668,898
*	Strategic Advisors, Inc.	Fidelity Freedom 2055	**	43,114
*	Goldman Sachs	GS Satellite Str Is	**	396,171
	Morgan Stanley Investment Management, Inc.	MSIF Mid Cap Growth Portfolio		723,338
*	Participant Loans	Participant loans bearing interest between 4.25% and 9.25% per annum with varying maturity dates through 2022	-	457,512
	TOTAL INVESTMENTS, AT FAIR VALUE			$ 17,685,742

* Party-in-interest as defined by ERISA.
** All investment transactions are participant-directed; therefore, information is not required.

See independent auditor's report.