

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>TFORCE ENERGY SERVICES, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2006</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2006</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2006</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TFORCE ENERGY SERVICES, INC.</u> <u>6143 S WILLOW DRIVE</u> <u>GREENWOOD VILLAGE, CO 80111</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>81-0344097</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>303-770-6511</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>484200</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>81-0344097</u>	2c Sponsor's telephone number <u>303-770-6511</u>	2d Business code (see instructions) <u>484200</u>	
2b Employer Identification Number (EIN) <u>81-0344097</u>					
2c Sponsor's telephone number <u>303-770-6511</u>					
2d Business code (see instructions) <u>484200</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/15/2013</u> Date	<u>LINDA BUSTOS</u> 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		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																		
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 HEMPHILL TRUCKING, INC.		4b EIN 81-0344097 4c PN 001																		
5 Total number of participants at the beginning of the plan year		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">776</td> </tr> </table>	5	776																
5	776																			
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">739</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">117</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">856</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">856</td> </tr> <tr> <td style="text-align: center;">6g</td> <td style="text-align: right;">400</td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">481</td> </tr> </table>			6a	739	6b	0	6c	117	6d	856	6e	0	6f	856	6g	400	6h	481
6a	739																			
6b	0																			
6c	117																			
6d	856																			
6e	0																			
6f	856																			
6g	400																			
6h	481																			
a Active participants.....		739																		
b Retired or separated participants receiving benefits.....		0																		
c Other retired or separated participants entitled to future benefits.....		117																		
d Subtotal. Add lines 6a , 6b , and 6c		856																		
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		0																		
f Total. Add lines 6d and 6e		856																		
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		400																		
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		481																		
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																	
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 3H																				
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:																				
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)																		
(1) ☒ Insurance	(1) ☒ Insurance																			
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts																			
(3) ☒ Trust	(3) ☒ Trust																			
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor																			
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																				
a Pension Schedules		b General Schedules																		
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)																			
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)																			
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☒ <u>1</u> A (Insurance Information)																			
	(4) ☒ C (Service Provider Information)																			
	(5) ☐ D (DFE/Participating Plan Information)																			
	(6) ☐ G (Financial Transaction Schedules)																			

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan TFORCE ENERGY SERVICES, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TFORCE ENERGY SERVICES, INC.	D Employer Identification Number (EIN) 81-0344097	

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

(a) Name of insurance carrier

GREAT WEST LIFE AND ANNUITY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	333266-01	105	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	1038569
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

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

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

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

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

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

b Balance at the end of the previous year	7b	117891
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c Additions: (1) Contributions deposited during the year	7c(1)	236762
(2) Dividends and credits	7c(2)	0
(3) Interest credited during the year	7c(3)	5571
(4) Transferred from separate account	7c(4)	1419166
(5) Other (specify below)	7c(5)	9734

▶ **LOAN PAYMENTS**

(6) Total additions	7c(6)	1671233
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d Total of balance and additions (add lines 7b and 7c(6))	7d	1789124
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	83935
(2) Administration charge made by carrier	7e(2)	339
(3) Transferred to separate account	7e(3)	666281
(4) Other (specify below)	7e(4)	

(5) Total deductions	7e(5)	750555
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	1038569
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan <u>TFORCE ENERGY SERVICES, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TFORCE ENERGY SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>81-0344097</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	RECORDKEEPER	19500	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MMC SECURITIES CORP

1225 17TH ST #2200
DENVER, CO 80202

(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?
27	INVESTMENT ADVISOR	8887	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGMT	3109	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>TFORCE ENERGY SERVICES, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TFORCE ENERGY SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>81-0344097</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	0
	(2) Participant contributions	1b(2)	0	0
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	59580	384822
	(9) Value of interest in common/collective trusts	1c(9)	0	0
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1421569	4293659
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	117891	1038569
	(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1599040	5717050

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1599040	5717050
---	-----------	---------	---------

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)	763511	
(B) Participants	2a(1)(B)	1212975	
(C) Others (including rollovers)	2a(1)(C)	1759889	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3736375
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	11666	
(F) Other	2b(1)(F)	5572	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		17238
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	122741	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		122741
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		374169
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		4250523

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	802810	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		802810
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		63385
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	19500	
(3) Investment advisory and management fees	2i(3)	11996	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		31496
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		897691

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		3352832
l Transfers of assets:			
(1) To this plan.....	2l(1)		765178
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: COMISKEY AND COMPANY

(2) EIN: 12-3456789

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a	X		4565
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	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.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>TFORCE ENERGY SERVICES, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TFORCE ENERGY SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>81-0344097</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>84-1455663</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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): _____

T Force Energy Services, Inc. 401(k) Plan

Financial Statements

December 31, 2012 and 2011

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SCHEDULE H LINE 4A - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS	16



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
T Force Energy Services, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of T Force Energy Services, Inc. 401(k) Plan ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and the related statements of changes in net assets available for benefits for the year then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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 the Note 6 to the financial statements, which was certified by Great West Trust Company, LLC, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustees as of 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.

Certified Public Accountants & Consultants

7900 East Union Ave • Suite 150 • Denver, CO 80237

(303) 830-2255 • Fax (303) 830-0876 • info@comiskey.com • www.comiskey.com

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, Line 4I-Schedule of Assets (Held At End Of Year) and Schedule H, Line 4A- Schedule of Delinquent Participant Contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis of Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

Denver, Colorado
September 27, 2013


PROFESSIONAL CORPORATION

TForce Energy Services, Inc. 401(k) Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets		
Investments		
Guaranteed investment contract, at contract value	\$ 1,038,443	\$ 117,891
Insurance company pooled separate accounts, at fair value	4,293,659	1,421,569
Forfeiture asset holding account	<u>126</u>	<u>-</u>
Total investments	5,332,228	1,539,460
Receivables		
Participants' contributions receivable	69,971	-
Participants' delinquent contributions receivable	19,795	45,310
Notes receivable from participants	<u>377,296</u>	<u>52,052</u>
Total receivables	467,062	97,362
Total assets	5,799,290	1,636,822
Liabilities	<u>-</u>	<u>-</u>
Net assets available for plan benefits	<u>\$ 5,799,290</u>	<u>\$ 1,636,822</u>

-

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

TForce Energy Services, Inc. 401(k) Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the year ended December 31, 2012

Additions to net assets	
Contributions	
Participants	\$ 1,256,110
Employer	764,831
Rollovers	<u>2,525,338</u>
Total contributions	4,546,279
Investment income	
Interest income on participant loans	12,234
Net realized and unrealized gain on investments	365,284
Other earnings	<u>128,043</u>
Total additions to net assets	5,051,840
Deductions from net assets	
Distributions to participants	806,010
Administrative expenses	19,409
Distributed loans	<u>63,953</u>
Total deductions from net assets	<u>889,372</u>
Increase in net assets available for plan benefits	4,162,468
Net assets available for plan benefits, beginning of year	<u>1,636,822</u>
Net assets available for plan benefits, end of year	<u>\$ 5,799,290</u>

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

TFORCE ENERGY SERVICES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. Plan Description

The following description of the T Force Energy Services, Inc. 401(k) Plan ("the Plan") is provided for general information purposes only. As a single employer plan, the Plan covers all eligible employees of T Force Energy Services Inc. (formerly Hemphill Trucking, Inc.) ("Sponsor") The Plan is a Profit Sharing and Safe Harbor 401(k) Plan. More complete information regarding the Plan's provisions may be found in the Plan document.

General

The Plan was established in January 2006 under the name Hemphill Trucking Inc. 401(k) Plan as a defined contribution plan pursuant to the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective January 1, 2009, the Plan was amended to adopt conforming changes required by the Department of Labor. Effective August 30, 2010, in connection with a merger by the Sponsor with Speedy Heavy Hauling, the plan was amended to add acquired employees and to change the name of the Plan to Hemphill Speedy 401(k) Retirement Plan.

On December 1, 2011, in connection with the Sponsor's acquisition of IE Miller, the name of the plan was changed back to Hemphill Trucking 401(k) Plan, and other provisions relating to eligibility and compensation were amended effective January 1, 2012, the most significant of which was to remove the requirement for 1,000 hours of service prior to eligibility.

In June 2012, the plan name was changed to T Force Energy Services, Inc. 401(k) Plan to correspond with an equivalent name change by the Sponsor.

Administration

The Plan is administered by the Sponsor. The Plan trustees have been appointed by the management of the Sponsor. The third party administrator and custodian is Great-West Life & Annuity Insurance Company.

Participation

An employee is eligible to participate in the Plan upon reaching age twenty-one.

Plan entry dates are the first day of each payroll period immediately after meeting the eligibility requirements of the Plan.

Contributions

Eligible employees can contribute an amount up to 75% of compensation as defined by the Plan, limited by the requirements of the IRC. The employer matching contribution for each Plan Year will be a percentage the employer determines at its discretion and will be made on behalf of participants who make elective deferrals to the Plan. The employer will determine the maximum percentage or dollar limitation for matching contributions for each Plan Year using a pro rata allocation. There were \$764,831 employer matching contributions for the year ended December 31, 2012.

The Plan also allows catch-up contributions for participants over the age of 50 based on IRC limitations (\$5,500 for 2012 and 2011).

The Plan is a Safe Harbor Plan and the employer matches up to 100% of salary deferrals up to 4% of Plan compensation.

TFORCE ENERGY SERVICES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. Plan Description (continued)

Vesting

Participants are fully vested in their contributions and the earnings thereon. Vesting for employer contributions is based on a modified top-heavy vesting schedule. Vesting for employer contributions are as follows:

<u>Years of Service</u>	<u>Vesting</u>
Less than 1	0 %
1	25 %
2	50 %
3	75 %
4	100 %
5	100 %
6 or more	100 %

Forfeitures

Any forfeitures occurring during the Plan year will be reallocated as additional employer contributions and will be used to reduce non-elective and matching contributions. Forfeitures will be applied for the Plan year in which the forfeitures occurred. Forfeitures may also be used to pay Plan expenses. Non-vested Company contributions are forfeited upon a break in service.

Payments of Benefits

Upon termination of service, a participant may elect to receive an amount equal to the value of the participant's vested interest in their account. The form of payment is a lump-sum distribution made to the participant, his or her estate, or rolled to an acceptable retirement plan pursuant to the elections and restrictions identified in the Plan.

If a participant's employment is terminated for reasons other than death, disability, or retirement, the participant forfeits any unvested contributions of the Company and related earnings on the contributions.

The Plan will make a mandatory distribution following severance from employment. For participants who incur severance from employment and will receive distributions before attaining the later of age 62 or normal retirement age, the mandatory distribution maximum amount is equal to \$5,000. Timing of the distribution will be immediately following severance from employment. This payment may be made in a lump-sum.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contribution, and an allocation of Plan earnings, and is charged with administrative expenses that relate to the investment holding company.

TFORCE ENERGY SERVICES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

1. Plan Description (continued)

Participant Loans

A participant may, with the consent of the plan administrator, borrow a minimum of \$1,000 up to the lesser of \$50,000 or one-half of his or her vested account balance. Participants may not have more than one loan outstanding at any time and pre-existing loans may be consolidated into a new loan if certain criteria are met. The maximum loan term is five years, except that a loan shall immediately become due and payable if such participant terminates employment for any reason or fails to make principal and/or interest payment provided in the loan agreement. The loans are secured by the balance in the participant's account and bear interest at a rate of 1% above the Wall Street Journal Prime Rate on the first day of the month the loan is originated. The interest rate is fixed for the term of the loan. Principal and interest are generally paid ratably through monthly payroll deductions.

Investment Options

A Participant's direct contributions are allocated to specific investment funds as elected by the participant. Participants may change their investment elections at their own discretion. Presently there are 33 investment elections available to the participants.

2. Summary of Significant Accounting Policies

Limitations on Contributions

The total of elective contributions in any year may not exceed the dollar limit set by the Internal Revenue Service ("IRS"). The IRS limit may change from year to year. For 2012 and 2011, the limit was \$17,000 and \$16,500 respectively. Individuals who will be at least age 50 by the end of the 2012 and 2011 tax year may make an additional contribution of \$5,500.

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting. Contributions receivable include the amounts due, as of the financial statement date, to the Plan from the participants and employer.

Income Recognition

Interest income is recognized as recorded by the Custodian. Dividend income is recorded on the ex-dividend date.

Investment Valuation

Investments of the Plan are stated at fair value. Securities traded in public markets are valued at their quoted market prices. Purchases and sales of securities are reflected on a trade-date basis. The difference between cost and market value from one period to the next is recognized as net increase (decrease) in fair value of investments in the accompanying statement of changes in net assets available for benefits.

TFORCE ENERGY SERVICES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

2. Summary of Significant Accounting Policies (continued)

Accounting for Investment Contract with Insurance Companies

The Plan entered into a fully benefit-responsive investment contract with Great West (through the Key Guaranteed Portfolio Fund investment). The Great West maintains the contributions in a general account (the "General Account"). The account is credited with earnings on the underlying investments and charged for participants' withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to pay the principal and specified interest rates are guaranteed.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully- benefit-responsive investment contracts because contract value is the amounts participants would receive if they were to initiate permitted transactions under the terms of the Plan. Contract value approximates fair value and the adjustment from contract value to fair value as of December 31, 2012 and 2011 was immaterial to the Plan. Therefore, the Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. Contract value was \$1,038,443 for 2012 and \$117,891 for 2011. Average yield based on interest rates credited to participants was 1.45% in 2012. The interest rate earned is reset quarterly. Certain events could limit the ability of the Plan to transact at contractual value such as liquidation of the entire contract which would cause a one-time adjustment to the aggregate contract value. This could result in a fair value different from the contract value; however no liquidation by the Plan is intended in the near future.

Administrative Expenses

Each participant's account may be charged with an allocation of administrative expenses. In addition, the Plan's sponsor incurs certain plan administration costs, including audit fees that are not reimbursed by the Plan. Total administrative expenses were \$19,409 for the year ended December 31, 2012.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect 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 revenues, expenses, gains, losses, and other changes in the net assets during the reporting period. Actual results may differ from these estimates.

Fair Value Measurements

The Plan has adopted the latest pronouncements on fair value measurements as of January 1, 2008, which among other things requires enhanced disclosures about investments, that are measured and reported at fair value, and establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, are described below:

TFORCE ENERGY SERVICES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

2. Summary of Significant Accounting Policies (continued)
Fair Value Measurements (continued)

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Guaranteed Investment Contract: Is valued at the amount plan participants or plan sponsors would receive if they were to withdraw or transfer funds within the Plan prior to their maturity (some investments allow withdrawals without penalty for death, disability, termination or retirement) and is based on the contractual agreement between the Company and Great-West. The contract is fully benefit-responsive and is shown at contract value which approximates fair value as further described in Note 2- *Summary of Significant Accounting Policies- Accounting for Investment Contract with Insurance Companies*. Participants were able to transact at contract value on the measurement date.

Participant Loans: Are stated at the outstanding principal balance at year end, which approximates fair value.

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

TFORCE ENERGY SERVICES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

2. Summary of Significant Accounting Policies (continued)

Fair Value Measurements (continued)

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

In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect the investment balances and the amounts reported in the balance sheets.

3. Investments

Great-West Life & Annuity Insurance Company, custodian of the Plan during 2012, held the Plan's investments and executed transactions therein with respect to the individually directed participants' elective contributions.

The fair market values of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2012 are as follows:

	<u>2012</u>
T. Rowe Price Retirement 2015 ADV	\$ 458,910
T. Rowe Price Retirement 2020 ADV	538,663
Key Guaranteed Portfolio Fund	1,038,443

The fair market values of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2011 are as follows:

	<u>2011</u>
American Funds Europacific Growth R3	\$ 117,568
Dreyfus Mid Cap Index Fund	114,942
Goldman Sachs Small Cap Value IR	157,415
Loomis Sayles Small Cap Growth Fund Retail	106,772
Maxim American Century Growth Portfolio	103,505
Maxim Loomis Sayles Bond Portfolio	148,467
Maxim T. Rowe Price Equity Income	116,707
Oppenheimer Global Y	118,345
T. Rowe Price Retirement 2005 ADV	147,851
Vanguard 500 Index Signal	125,473
Key Guaranteed Portfolio Fund	117,891

During 2012, the Plan's mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$365,284.

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

TFORCE ENERGY SERVICES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

3. Investments (continued)

The following tables present the Plan's fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31, 2012:

<u>December 31, 2012</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Investments:				
Guaranteed	\$ 1,038,443	\$ -	\$ 1,038,443	\$ -
Investment contract*				
Participant loans	377,296	-	-	377,296
Mutual Funds *	<u>4,293,659</u>	<u>4,293,659</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 5,709,398</u>	<u>\$ 4,293,659</u>	<u>\$ 1,038,443</u>	<u>\$ 377,296</u>

*Contract value approximates fair value.

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 investments measured at fair value for the year ended December 31, 2012:

	Participant Loans
Fair value, beginning of year	\$ 52,052
New loans issued	358,591
Transferred Loans	150,227
Loan principal payments	(119,621)
Distributed upon termination	<u>(63,953)</u>
Fair value, end of year	<u>\$ 377,296</u>

In the normal course of investment activity within the Plan there were transfers in and out between Level 1 and Level 2 investments. During the 2012 year \$804,070 was transferred out of Level 1 investments and in to Level 2 investments and \$50,916 was transferred out of Level 2 investments and in to Level 1 investments. All transfers are within the Plan's investment policy and in the normal course of investment activity.

The following tables present the Plan's fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31, 2011:

<u>December 31, 2011</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Investments:				
Guaranteed	\$ 117,891	\$ -	\$ 117,891	\$ -
Investment contract *				
Participant loans	52,052	-	-	52,052
Mutual Funds *	<u>1,421,569</u>	<u>1,421,569</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 1,591,512</u>	<u>\$ 1,421,569</u>	<u>\$ 117,891</u>	<u>\$ 52,052</u>

*Contract value approximates fair value.

TFORCE ENERGY SERVICES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

3. Investments (continued)

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 investments measured at fair value for the year ended December 31, 2011:

	Participant Loans
Fair value, beginning of year	\$ 96,072
New loans issued	7,508
Loan principal repayments	(9,353)
Distributed upon termination	<u>(42,175)</u>
Fair value, end of year	<u>\$ 52,052</u>

4. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Upon termination, participants may elect to receive a lump-sum amount equal to the vested value of his or her account. Terminated employees' contributions, as well as vested employer contributions, are available for distribution as soon as is administratively possible after the receipt of the distribution request.

5. Tax Status

No provision for income taxes has been included in the Plan's financial statements. Interest and penalties are included in income tax expense for the year ended December 31, 2012, there were no interest or penalties related to income tax positions. Management does not believe there are material uncertainties related to unrecognized tax benefits that would require disclosures in the financial statements. The Plan is no longer subject to examination by federal tax authorities for the years prior to 2009 and by state tax authorities for years prior to 2008.

6. Information Prepared and Certified by Custodian

Pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, certain information herein has not been audited by the Plan's independent accountants but has been certified as complete and accurate by the Custodian including:

Investments and participant loans as shown in the statement of net assets available for benefits as of December 31, 2012.

Investment income as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

Net appreciation in fair value of investments for the year ended December 31, 2012.

Information included in the schedule of assets held for investment purposes as of December 31, 2012.

TFORCE ENERGY SERVICES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

7. Risks and Uncertainties

The Plan provides for various investment options in mutual funds. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

As of December 31, 2012 and 2011 concentrations of credit risk exists in notes receivable from participants with one participant having approximately 6% and 28% of the balance respectively.

8. Delinquent Participant Contributions

During 2012 and 2011 the Company failed to timely remit certain employee contributions to the Plan in the amount of \$457,921 and \$112,120 respectively. As of the date of these financial statements, no lost earnings on these untimely deposits have been remitted to the Plan. All late remittances have been included in the accompanying Supplemental Schedule of Delinquent Participant Contributions.

9. Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Schedule H of Form 5500:

As of and for the year ended December 31:	<u>2012</u>	<u>2011</u>
Net assets available for Plan benefits per the financial statements	\$ 5,799,290	\$ 1,636,822
Allowance for uncollectable loan	7,528	7,528
Amounts receivable at the end of the year recorded on the financial statements	<u>(89,768)</u>	<u>(45,310)</u>
Net assets available for benefits per Schedule H to the Form 5500	<u>\$ 5,717,050</u>	<u>\$ 1,599,040</u>

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

Increase in net assets available for plan benefits per the financial statements for the year ended December 31, 2012	\$ 4,162,468
Difference in the recording of end of year accounts receivable	(44,458)
Transfer of assets to this plan per Schedule H Part II Line I	<u>(765,178)</u>
Net income per Schedule H Part II Line K of Form 5500:	<u>\$ 3,352,832</u>

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

TFORCE ENERGY SERVICES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

10. Party-In-Interest and Related Party Transactions

Certain Plan investments are shares of mutual funds managed by Great-West Life & Annuity Insurance Company, the asset custodian of the Plan as of December 31, 2012 and Orchard Trust Company LLC, the asset custodian of the Plan as of December 31, 2011. Orchard Trust Company, LLC is a member of Great-West Life & Annuity Insurance Company and therefore the Key Guaranteed Portfolio Fund is considered a party-in-interest. Additionally Great-West Life & Annuity Insurance Company was the record keeper for the Plan with direct compensation paid of \$19,409 for 2012. These transactions qualify as exempt party-in-interest transactions.

11. Subsequent Events

The Plan has evaluated subsequent events for the period from December 31, 2012, the date of these financial statements, through September 27, 2013. The Plan has been operated as a single employer plan. Effective January 1, 2013 the plan was amended to add provisions governing contributions and allocations for participating related employers. TFI Holdings was added as a related employer. With respect to this disclosure, the Plan has not evaluated subsequent events occurring after September 27, 2013.

TForce Energy Services, Inc. 401(k) Plan
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 81-0344097
Plan No. 001
December 31, 2012

(a) (b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
American Funds Europacific Growth-R3	Mutual Funds	(1)	\$ 177,417
DFA Emerging Markets Core Equity I	Mutual Funds	(1)	\$ 48,929
Dreyfus Mid Cap Index Fund	Mutual Funds	(1)	215,475
Dreyfus Small Cap Stock Index Fund	Mutual Funds	(1)	61,638
Goldman Sachs Small Cap Value IR	Mutual Funds	(1)	161,845
* Great-West American Centruy GR Fund I	Mutual Funds	(1)	114,102
* Great-West Bond Index Fund I	Mutual Funds	(1)	51,271
* Great-West Loomis Sayles Bond Fund I	Mutual Funds	(1)	220,933
* Great-West T Rowe Price Midcap GR Fund I	Mutual Funds	(1)	23,224
* Great-West T Rowe Price EQ Inc Fund I	Mutual Funds	(1)	198,908
* Great-West US Govt Mortgage Secur Fund I	Mutual Funds	(1)	41,312
JP Morgan US Equity A	Mutual Funds	(1)	91,477
Loomis Sayles Small Cap Growth Fund Retail	Mutual Funds	(1)	85,769
Lord Abbett Value Opportunities I	Mutual Funds	(1)	15,920
MFS International Values R3	Mutual Funds	(1)	68,307
Oppenheimer Global Y	Mutual Funds	(1)	204,569
PIMCO Total Return Admin	Mutual Funds	(1)	32,551
Ridgeworth Mid-Cap Value-Equity I	Mutual Funds	(1)	8,619
T. Rowe Price Retirement 2005 ADV	Mutual Funds	(1)	135,305
T. Rowe Price Retirement 2010 ADV	Mutual Funds	(1)	181,729
T. Rowe Price Retirement 2015 ADV	Mutual Funds	(1)	458,910
T. Rowe Price Retirement 2020 ADV	Mutual Funds	(1)	538,663
T. Rowe Price Retirement 2025 ADV	Mutual Funds	(1)	199,769
T. Rowe Price Retirement 2030 ADV	Mutual Funds	(1)	214,926
T. Rowe Price Retirement 2035 ADV	Mutual Funds	(1)	163,601
T. Rowe Price Retirement 2040 ADV	Mutual Funds	(1)	179,365
T. Rowe Price Retirement 2045 ADV	Mutual Funds	(1)	97,486
T. Rowe Price Retirement 2050 ADV	Mutual Funds	(1)	31,247
T. Rowe Price Retirement 2055 ADV	Mutual Funds	(1)	15,535
T. Rowe Price Retirement Income ADV	Mutual Funds	(1)	20,162
T. Rowe Price Small Cap Stock-ADV	Mutual Funds	(1)	85,262
Vanguard 500 Index Signal	Mutual Funds	(1)	149,433
* Key Guaranteed Portfolio Fund	Guaranteed investment contract with credit rating interest rate of 1.80%	(1)	1,038,443
* Forfeiture Holding Account			126
Total Without Loans			<u>5,332,228</u>
* Participant Loans	Interest rates ranging from 4.0% - 9.25% various maturity dates		377,296
Total Including Loans			<u><u>5,709,524</u></u>

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

* A party-in-interest as defined by ERISA

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

TForce Energy Services, Inc. 401(k) Plan
SCHEDULE H LINE 4A - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN: 81-0344097
Attachment to Form 5500
Plan No. 001
December 31, 2012

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction In VFCP	
2012 \$ 457,921	\$ 457,921	\$ -	\$ -	-
2011 \$ 112,120	\$ 112,120	\$ -	\$ -	-

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

[illegible]

ASSETS HELD FOR INVESTMENT PURPOSES

TForce Energy Services, Inc. 401(k) Plan
01-JAN-12 to 31-DEC-12

21-JAN-13 18:28:32

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IPARIX			19,474.02	20,162.00
IPARGX			129,858.93	135,304.94
IPARAX			173,661.31	181,729.18
IPARHX			428,919.49	458,910.07
IPARBX			509,717.87	538,662.88
IPARJX			188,861.96	199,768.61
IPARCX			201,757.59	214,925.69
IPARKX			153,341.28	163,601.42
IPARDX			168,267.85	179,365.26
IPARLX			91,006.25	97,485.63
IPARFX			29,880.63	31,246.76
IPAROX			14,853.68	15,535.45
192AFEP			162,947.84	177,417.24
IDFCEX			46,288.46	48,929.47
IMINGX			65,329.26	68,306.77
IOGL.YX			183,699.29	204,568.96
IDISSX			62,662.57	61,637.54
IGSQTX			154,228.57	161,845.08
ILCGRX			80,391.77	85,769.22
IPASSX			88,758.85	85,262.17
IPESPX			210,709.31	215,474.61
IMGRXTM			23,174.47	23,224.21
ILVOYX			14,871.92	15,919.89
ISMVTX			8,446.56	8,619.39
IMXGRX			109,918.92	114,102.12
180TEIX			184,083.83	198,907.91
IJUEAX			90,748.03	91,476.70
IYIFSX			137,604.51	149,432.99
IBIMXBI			51,600.33	51,270.54
IBMSXLC			211,104.72	220,932.85
IBIMXUS			42,007.70	41,311.79
IPTRAX			32,795.09	32,551.48
IKGPF		1.450	1,033,404.30	1,038,443.09
			5,104,377.16	5,332,101.91
PARTICIPANT LOANS	VARIOUS	4,000-9.250	383,770.00	384,822.49
FORFEITURES			125.42	125.83

ASSETS HELD FOR INVESTMENT PURPOSES

TForce Energy Services, Inc. 401(k) Plan
01-JAN-12 to 31-DEC-12

21-JAN-13 18:28:32

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
INVESTMENT OPTION:				
1PAR1X	T. Rowe Price Retirement Income Adv		1PARGX	T. Rowe Price Retirement 2005 Adv
1PARAX	T. Rowe Price Retirement 2010 Adv		1PARHX	T. Rowe Price Retirement 2015 Adv
1PARBX	T. Rowe Price Retirement 2020 Adv		1PARJX	T. Rowe Price Retirement 2025 Adv
1PARCX	T. Rowe Price Retirement 2030 Adv		1PARKX	T. Rowe Price Retirement 2035 Adv
1PARDX	T. Rowe Price Retirement 2040 Adv		1PARLX	T. Rowe Price Retirement 2045 Adv
1PARFX	T. Rowe Price Retirement 2050 Adv		1PAROX	T. Rowe Price Retirement 2055 Adv
192AFEP	American Funds EuroPacific Gr R3		1DFCEX	DFA Emerging Markets Core Equity I
1MINGX	MFS International Value R3		1OGLYX	Oppenheimer Global Y
1DISSX	Dreyfus Small Cap Stock Index Fund		1GSQTX	Goldman Sachs Small Cap Value IR
1LCGRX	Loomis Sayles Small Cap Growth Retail		1PASSX	T. Rowe Price Small Cap Stock - Adv
1PESPX	Dreyfus Mid Cap Index Fund		1MGRXTM	Great-West T Rowe Price MidCap Gr Fund I
1LVOYX	Lord Abbert Value Opportunities I		1SMVTX	RidgeWorth Mid-Cap Value Equity I
1MXGRX	Great-West American Century Gr Fund I		180TEIX	Great-West T. Rowe Price Eq Inc Fund I
1JUEAX	JPMorgan US Equity A		1VIFSX	Vanguard 500 Index Signal
1BIMXBI	Great-West Bond Index Fund I		1BMSXLC	Great-West Loomis Sayles Bond Fund I
1BIMXUS	Great-West US Govt Mortgage Secur Fund I			
1KGPF	Key Guaranteed Portfolio Fund		1PTRAX	PIMCO Total Return Admin

LEGEND

INVESTMENT OPTION:

1PAR1X	T. Rowe Price Retirement Income Adv	1PARGX	T. Rowe Price Retirement 2005 Adv
1PARAX	T. Rowe Price Retirement 2010 Adv	1PARHX	T. Rowe Price Retirement 2015 Adv
1PARBX	T. Rowe Price Retirement 2020 Adv	1PARJX	T. Rowe Price Retirement 2025 Adv
1PARCX	T. Rowe Price Retirement 2030 Adv	1PARKX	T. Rowe Price Retirement 2035 Adv
1PARDX	T. Rowe Price Retirement 2040 Adv	1PARLX	T. Rowe Price Retirement 2045 Adv
1PARFX	T. Rowe Price Retirement 2050 Adv	1PAROX	T. Rowe Price Retirement 2055 Adv
192AFEP	American Funds EuroPacific Gr R3	1DFCEX	DFA Emerging Markets Core Equity I
1MINGX	MFS International Value R3	1OGLYX	Oppenheimer Global Y
1DISSX	Dreyfus Small Cap Stock Index Fund	1GSQTX	Goldman Sachs Small Cap Value IR
1LCGRX	Loomis Sayles Small Cap Growth Retail	1PASSX	T. Rowe Price Small Cap Stock - Adv
1PESPX	Dreyfus Mid Cap Index Fund	1MGRXTM	Great-West T Rowe Price MidCap Gr Fund I
1LVOYX	Lord Abbert Value Opportunities I	1SMVTX	RidgeWorth Mid-Cap Value Equity I
1MXGRX	Great-West American Century Gr Fund I	180TEIX	Great-West T. Rowe Price Eq Inc Fund I
1JUEAX	JPMorgan US Equity A	1VIFSX	Vanguard 500 Index Signal
1BIMXBI	Great-West Bond Index Fund I	1BMSXLC	Great-West Loomis Sayles Bond Fund I
1BIMXUS	Great-West US Govt Mortgage Secur Fund I		
1KGPF	Key Guaranteed Portfolio Fund	1PTRAX	PIMCO Total Return Admin

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

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