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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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
PREFERRED PUMP & EQUIPMENT, L.P. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1988

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

PREFERRED PUMP & EQUIPMENT, L.P.

2201 SCOTT AVENUE - SUITE 100
FORT WORTH, TX 76103

2b Employer Identification Number (EIN)
75-2798186

2c Sponsor's telephone number
817-536-9800

2d Business code (see instructions)
423800

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.	10/10/2014	MARK A FOSTER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	MARK A FOSTER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	481
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**	515
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	112
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	627
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f	Total. Add lines **6d** and **6e**.	**6f**	631
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	576
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	43
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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan PREFERRED PUMP & EQUIPMENT, L.P. 401(K) PLAN	**B** Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 PREFERRED PUMP & EQUIPMENT, L.P.	**D** Employer Identification Number (EIN) 75-2798186

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

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

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

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

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

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

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

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

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

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

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

(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)

MASSMUTUAL RETIREMENT SERVICES, LLC

26-1589907

(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?
15 37 38 49 59 60 62 63 64 65 72 99 50	NONE	6995	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

RELIANCE TRUST COMPANY

58-1428634

(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?
19 25 99	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	13	Yes [ ] No [X]

(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
MASSMUTUAL RETIREMENT SERVICES, LLC	52 59 60 62 63	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.
SEE THE FEE AND COMPENSATION DISCLO 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE ATTACHED

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RELIANCE TRUST COMPANY	19 25 99	13

(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.
MASSMUTUAL RETIREMENT SERVICES, LLC 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE ATTACHED

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(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 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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
PREFERRED PUMP & EQUIPMENT, L.P. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PREFERRED PUMP & EQUIPMENT, L.P.

D Employer Identification Number (EIN)
75-2798186

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)	501399	625527
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	18225921	24125443
(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	18727320	24750970
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	18727320	24750970

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)	1223248	
(B) Participants	2a(1)(B)	1629695	
(C) Others (including rollovers)	2a(1)(C)	241517	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3094460
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)	26121	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		26121
(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)	632685	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		632685
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2992885
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		6746151
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	715507	
(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)		715507
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	6994	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6994
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		722501
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		6023650
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
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		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?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
PREFERRED PUMP & EQUIPMENT, L.P. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PREFERRED PUMP & EQUIPMENT, L.P.

D Employer Identification Number (EIN)
75-2798186

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): 06-0974148

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):

Preferred Pump & Equipment, LP 401(k) Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2013 and 2012 and for the
Year Ended December 31, 2013

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

Preferred Pump & Equipment, LP 401(k) Plan

Financial Statements and Supplemental Schedule
As of December 31, 2013 and 2012 and for the
Year Ended December 31, 2013

Preferred Pump & Equipment, LP 401(k) Plan

Contents

Independent Auditor's Report 1

Financial Statements

Statements of Net Assets Available for Benefits - December 31, 2013 and 2012 3

Statement of Changes in Net Assets Available for Benefits - for the year ended December 31, 2013 4

Notes to Financial Statements 5

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) - as of December 31, 2013 13

Tel: 817-738-2400
Fax: 817-738-1995
www.bdo.com

6050 Southwest Blvd.
Suite 300
Fort Worth, Texas 76109

Independent Auditor's Report

To the Retirement Committee
Preferred Pump & Equipment, LP 401(k) Plan
Fort Worth, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Preferred Pump & Equipment, LP 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, 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 (DOL) 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 5, which was certified by Reliance Trust Company, as agent for Massachusetts Mutual Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the 2013 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 and for the year ended December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

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

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

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 on the 2013 financial statements. Accordingly, we do not express an opinion on these financial statements.

Other Matter - Supplemental Schedule

The supplemental schedule, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013, 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 the supplemental schedule.

Other Matter - 2012 Financial Statements

The financial statements of the Plan as of December 31, 2012, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Reliance Trust Company, as agent for Hartford Life Insurance Company, the custodian of the Plan. Their report, dated October 7, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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.

BDO USA, LLP

October 7, 2014
Fort Worth, Texas

Financial Statements

Preferred Pump & Equipment, LP 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	**2013**	2012
Assets		
Investments at fair value		
Registered investment companies	**$ 24,125,443**	$ 18,225,921
Receivables		
Employer profit sharing match receivable	**801,693**	626,584
Notes receivable from participants	**625,527**	501,399
Total receivables	**1,427,220**	1,127,983
Net assets available for benefits	**$ 25,552,663**	$ 19,353,904

See accompanying notes to financial statements.

Preferred Pump & Equipment, LP 401(k) Plan

Statement of Changes Net Assets Available for Benefits

Year ended December 31,	**2013**
Additions:	
Investment income:	
Net appreciation in fair value of investments	**$ 2,992,885**
Interest and dividends	**632,685**
Total investment income	**3,625,570**
Interest on participant notes receivable	**26,121**
Contributions:	
Employer contributions	**1,398,357**
Participant contributions	**1,629,695**
Rollover contributions	**241,517**
Total contributions	**3,269,569**
Total additions	**6,921,260**
Deductions:	
Benefits paid to participants	**715,507**
Expenses	**6,994**
Total deductions	**722,501**
Net increase	**6,198,759**
Net assets available for benefits, beginning of year	**19,353,904**
Net assets available for benefits, end of year	**$ 25,552,663**

See accompanying notes to financial statements.

1. Description of Plan

The following brief description of the Preferred Pump & Equipment, LP 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established to provide retirement, disability, and death benefits for qualified employees of Preferred Pump & Equipment, LP (the "Company" or "Employer") and its affiliates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by a committee (the "Retirement Committee") whose members are appointed by the Company's board of directors. Under the plan document, Reliance Trust Company, as agent for Massachusetts Mutual Life Insurance Company (the "Custodian" and "Recordkeeper") holds the Plan's investment assets and executes investment transactions and maintains the accounting of participant accounts.

Eligibility

The Plan covers all employees of the Company who have three months of service and have reached age twenty and one-half. Eligible plan participants may begin making contributions either of any of the entry dates: January 1 and July 1.

Contributions

Each year, participants may contribute up to 20% of pretax annual compensation, as defined in the plan document, not exceeding the Internal Revenue Service (IRS) limit of $17,500. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollover distributions from other qualified defined contribution plans. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions are invested in the MFS Conservative Allocation R3 fund. The Company's contributions are made on a discretionary basis. The Company matches 50% of the participant's contribution, up to 6% of annual compensation. In 2013, the Company made a discretionary matching contribution of $626,584 and accrued a discretionary profit sharing contribution of $801,693 and $626,584 as of December 31, 2013 and 2012, respectively. The discretionary contribution is based on eligible compensation for all eligible employees.

Participants direct the investment of their contributions, rollover contributions, if applicable, and the Company's matching contribution and profit sharing, if any, into various investment options offered by the Plan. The Plan currently offers 18 registered investment companies as investment options for participants.

Participant Accounts

Each participant's account is credited with the participant's and the Company's contributions and allocations of plan earnings and expenses. Allocations are based on participant account balances or earnings, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions and rollover contributions plus actual earnings thereon. Vesting in the Company's matching contribution and profit sharing portion of their accounts is based on years of continuous service according to the following schedule:

Years of Service	Vesting Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Forfeited Accounts

At December 31, 2013 and 2012, forfeited non-vested account balances totaled $30,652 and $55,447, respectively. In accordance with Plan provisions, amounts will be used to pay for expenses of the Plan or to reduce future employer contributions. During 2013, forfeitures were utilized to reduce employer profit sharing contributions by $62,000.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or substantially equal installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

If a participant terminates employment with the Company for any reason other than death, disability, or attainment of normal retirement age, they will be entitled to receive only the vested percentage of their account balance. Contributions made by the Company which are not vested are subject to forfeiture.

Notes Receivable from Participants

Participants are allowed to borrow from their account, subject to a minimum loan of $1,000 up to a maximum equal to the lesser of $50,000 reduced by, if any, the highest outstanding loan balance within the previous 12-month period or 50 percent of the participant's vested account balance. Loans are secured by the balance in the participant account and bear a reasonable rate of interest in accordance with prevailing rates.

Principal and interest is paid ratably through payroll deductions over a period not to exceed five years from the date of the loan, unless used to acquire a principal residence, in which case the repayment period may not exceed ten years. As of December 31, 2013, interest rates on outstanding loans range from 4.25% to 4.75%. As of December 31, 2012, interest rates on outstanding loans range from 4.25% to 9.75%. Maturity dates on outstanding loans at December 31, 2013, range from March 2014 to October 2018. Maturity dates on outstanding loans at December 31, 2012, range from March 2013 to December 2017.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared under the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are presented in the financial statements at fair value determined by quoted market prices at the end of the year. The Plan's investment committee determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance company. See Note 4 for discussion of fair value measurements. Shares of registered investment companies are valued at the net asset value (NAV) of shares held by the Plan at year-end.

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

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefits paid to participants are charged directly to the participant's account and are included in expenses. Investment related expenses are included in net appreciation of fair value of investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded

Payment of Benefits

Benefit payments are recorded when paid.

New Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2013-09, Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans, in Update No. 2011-04. ASU 2013-09 amended Accounting Standards Codification 820, Fair Value Measurements and Disclosures, to defer indefinitely the effective date of certain required disclosures in Update 2011-04 of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's nonpublic affiliated entities. The deferral in this amendment is effective upon issuance. The adoption of ASU 2013-09 did not have an effect on the Plan.

3. Investments

The fair values of investments that represent 5 percent or more of the Plan's net assets available for benefits are as follows:

December 31,		**2013**		2012
American Funds Fundamental Investors – R3	**$**	**2,308,180**	$	1,627,027
MFS Bond Fund – R3		**1,588,682**		1,388,177
Eaton Vance Large Cap Value Fund – A		**1,361,216**		1,039,666
MFS Cash Reserve Fund – R3		**1,622,593**		1,692,659
MFS Conservative Allocation Fund – R3		**2,305,711**		1,557,939
MFS Moderate Allocation Fund – R3		**2,948,945**		2,256,432
MFS Growth Allocation Fund – R3		**2,832,012**		1,876,361
Franklin Growth Fund – A		**2,264,352**		1,766,779
Blackrock Large Cap Growth Fund – A		**1,992,543**		1,587,146
Thornburg International Value – R4		**1,381,602**		1,122,255
Total investments greater than 5%		**20,605,836**		15,914,441
Total investments less than 5%		**3,519,607**		2,311,480
Total investments	**$**	**24,125,443**	$	18,225,921

During 2013, the Plan's investments in registered investment companies (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $2,992,885.

4. Fair Value Measurements

The accounting standards establish 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 are described below:

Basis of Fair Value Measurement

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

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

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

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, 2013 and 2012.

Registered Investment Companies

Registered investment companies (RICs) are valued daily based on exchange listed prices, for exchange traded RICs, or NAV for open-ended continuously offered closed-end RICs and are classified in Level 1 of the fair value hierarchy. These RICs are required to publish their daily NAV and to transact at that price. The RICs held by the Plan are deemed to be actively traded.

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

The following tables set forth by level within the fair value hierarchy the Plan's investment assets at fair value as of December 31, 2013 and 2012:

	Investment Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Value funds	$ 1,644,662	$ -	$ -	$ 1,644,662
Blended funds	4,300,723	-	-	4,300,723
Growth funds	14,386,072	-	-	14,386,072
Bond funds	2,171,392	-	-	2,171,392
Money market funds	1,622,594	-	-	1,622,594
Total assets at fair value	$ 24,125,443	$ -	$ -	$ 24,125,443

	Investment Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Value funds	$ 1,182,635	$ -	$ -	$ 1,182,635
Blended funds	3,214,173	-	-	3,214,173
Growth funds	10,205,767	-	-	10,205,767
Bond funds	1,930,687	-	-	1,930,687
Money market funds	1,692,659	-	-	1,692,659
Total assets at fair value	$ 18,225,921	$ -	$ -	$ 18,225,921

5. Information Certified By Reliance Trust Company

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

- Investments as reflected in the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012;
- Net investment income, as reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013 as follows:

Year ended December 31,	**2013**
Interest and dividends	**$ 632,685**
Net appreciation in fair value of investments	**$ 2,992,885**

- Investment information disclosed in Note 3;
- Investment values disclosed in Note 4; and
- Investments as reflected in the Schedule H, Line 4i- Schedule of Assets (Held at End of Year) as of December 31, 2013.

The plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this certified information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

8. Related Party and Party-In-Interest Transactions

Certain Plan investments are registered investment companies managed by Massachusetts Mutual Life Insurance Company, the custodian, and, therefore, these transactions qualify as party-in-interest which are exempt from the prohibited transaction provisions of ERISA and the Internal Revenue Code (IRC). Fees incurred by the Plan for investment management services are included in net appreciation in fair value of the investments, as they are paid through revenue sharing, rather than a direct payment.

9. Tax Status

The Company has adopted an amended and restated prototype plan document on which the IRS issued a determination letter dated March 31, 2008, stating that the Plan qualifies under section 401(a) of the IRC of 1986, as amended, and is exempt from federal income tax under section 501(a). The Company believes that the Plan has operated in a manner, since that date, which does not jeopardize this tax status.

Salary deferral and catch-up contributions made by participants, matching employer contributions and discretionary profit sharing contributions, interest, dividends, and earnings need not be reported by participants for federal income tax purposes until their account is wholly or partially withdrawn or distributed.

Accounting principles generally accepted in the Unites States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS and the DOL. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain tax 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 plan administrator believes the Plan is no longer subject to examinations for years prior to 2010.

10. Reconciliation of Financial Statements to Form 5500

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

December 31,	**2013**	2012
Net assets available for benefits per the financial statements	**$ 25,552,663**	$ 19,353,904
Employer profit sharing match receivable	**(801,693)**	(626,584)
Net assets available for benefits per Form 5500	**$ 24,750,970**	$ 18,727,320

The following is the reconciliation of the change in net assets available for benefits per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2013:

Year Ended December 31,	**2013**
Net increase in net assets per the financial statements	**$ 6,198,759**
Employer profit sharing match receivables at December 31, 2012	**626,584**
Employer profit sharing match receivable December 31, 2013	**(801,693)**
Net income per Schedule H of Form 5500	**$ 6,023,650**

11. Subsequent Events

Preferred Pump & Equipment, LP has evaluated the impact of all subsequent events through October 7, 2014, the date the financial statements and supplemental schedule were available to be issued, and has determined that there were no subsequent events requiring adjustment or disclosure in the financial statements.

Supplemental Schedule

Preferred Pump & Equipment, LP 401(k) Plan

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

EIN: 75-2798186
December 31, 2013 Plan Number: 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
	Registered Investment Companies:			
	American Funds	American Funds Fundamental Investors - R3	**	**$ 2,308,180**
	Calvert	Calvert Income Fund - A	**	**533,480**
*	MFS	MFS Bond Fund -R3	**	**1,588,682**
	Eaton Vance	Eaton Vance Large Cap Value Fund – A	**	**1,361,216**
*	MFS	MFS Cash Reserve Fund – R3	**	**1,622,593**
*	MFS	MFS Conservative Allocation Fund – R3	**	**2,305,711**
*	MFS	MFS Moderate Allocation Fund – R3	**	**2,948,945**
*	MFS	MFS Growth Allocation Fund – R3	**	**2,832,012**
*	MFS	MFS Aggressive Growth Allocation Fund – R3	**	**1,147,818**
	Franklin	Franklin Growth Fund – A	**	**2,264,352**
	Blackrock	Blackrock Large Cap Growth Fund – A	**	**1,992,543**
	PIMCO	PIMCO Real Return Fund – A	**	**49,231**
*	MFS	MFS Conservative Allocation – A	**	**1,139**
	Thornburg	Thornburg International Value – R4	**	**1,381,602**
*	MFS	MFS New Discovery Fund – A	**	**995,655**
	Columbia	Columbia Small Cap Value I –A	**	**283,446**
	Oppenheimer	Oppenheimer Developing Markets – A	**	**138,740**
	Oppenheimer	Oppenheimer Discovery Fund – A	**	**370,098**
	Notes Receivable from Participants:			
*	Participants of the Plan	Various maturity dates through October 2018 with rates ranging from 4.25% to 4.75%		**625,527**
	Total			**$ 24,750,970**

* Issuer is a party-in-interest to the Plan
** Cost information is not presented as all investments are participant-directed.

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in completing the Form 5500 Schedule C[1] by identifying different types of compensation paid with respect to the product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2013 - 12/31/2013 and indirect compensation is presented on a calendar year basis ending 12/31/2013.

This report includes compensation actually paid to or by MassMutual within the indicated plan year as part of your MassMutual-serviced product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your MassMutual customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than MassMutual). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

Please contact your MassMutual Service Team should you require additional information regarding the compensation paid to or by MassMutual with respect to your plan.

****

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan's service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

---

[1] Please refer to the Schedule C of the Form 5500 and its instructions (available at: http://www.dol.gov/ebsa/5500main.html), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

PREFERRED PUMP & EQUIP L.P. 401 PLN (2812650)
EIN #: 75-1830915

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2013 - 12/31/2013 and indirect compensation is presented on a calendar year basis ending 12/31/2013.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid **$6,994.78**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: MassMutual Retirement Services, LLC EIN: 26-1589907

Service Codes: 15, 37, 38, 49, 59, 60, 62, 63, 64, 65, 72, 99, 50 (if direct compensation amount reflected below)

Direct Compensation **$6,994.78**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2013 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to MassMutual Retirement Services, LLC ("MMRS") are the net result of aggregating direct compensation after the effects of adjustments processed in 2013, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Float compensation Payor: Reliance Trust Company EIN: 58-1428634 **$13.46**

This is an estimate based on the average annual rate of float compensation (0.01% for 2013) earned on certain processing bank accounts for the 2013 calendar year multiplied by an estimate of the assets related to uncashed checks*. This estimate does not include float earned for any other reason (e.g., if amounts remitted to MassMutual cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

* A complete listing of distribution checks that remain outstanding for your plan is available on the Retirement Plan Access web site under the Standard Reports section (Report R03998-Outstanding Distribution Checks). Uncashed check assets will continue to remain in a float-earning bank account until such time direction is received from the Plan Sponsor. The Plan Sponsor should consult with their tax advisor or benefits counsel to determine if assets attributable to uncashed checks should be included on the Form 5500 filing.

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

Compensation paid with respect to Funds

Investment Option Name	*EIN*	*Rate of Fees and Payments Received By MassMutual with Respect to the Fund* [*] *(rates as of 12/31/2013)*	*Total Fund Annual Operating Expenses* [**] *(Fund Expense Ratio) (as of 12/31/2013)*
AMERICAN FUNDS FUNDAMENTAL IN-R3	22-1557722	0.65% x assets	0.96%
BLACKROCK LARGE CAP GROWTH FD-A	13-3806694	0.55% x assets	1.26%
CALVERT INCOME FUND-A	52-6228948	0.45% x assets plus $16/particpant	1.30%
COLUMBIA SMALL CAP VALUE I-A	36-3376651	0.50% x assets	1.32%
EATON VANCE LARGE CAP VALUE FD-A	04-6039283	0.55% x assets	0.99%
FRANKLIN GROWTH FUND-A	13-2573775	0.35% x assets plus $16/particpant	0.96%
MFS AGGRESS GROWTH ALLOCATION-R3	04-3158862	0.63% x assets	1.20%
MFS BOND FUND-R3	04-2535629	0.63% x assets	0.83%
MFS CASH RESERVE FUND-R3	04-3158862	0.63% x assets	0.93%
MFS CONSERVATIVE ALLOCATION FD-A	04-3158862	0.63% x assets	0.99%
MFS CONSERVATIVE ALLOCATION-R3	04-3158862	0.63% x assets	0.99%
MFS GROWTH ALLOCATION FUND-R3	04-3158862	0.63% x assets	1.12%
MFS MODERATE ALLOCATION FUND-R3	04-3158862	0.63% x assets	1.05%
MFS NEW DISCOVERY FUND-R3	04-3158862	0.63% x assets	1.35%
OPPENHEIMER DEVELOPING MKTS-A	93-6305075	0.55% x assets	1.31%
OPPENHEIMER DISCOVERY FUND-A	22-2725700	0.55% x assets	1.29%
PIMCO REAL RETURN FUND-A	33-0629048	0.40% x assets	0.88%
THORNBURG INTERNATIONAL VALUE-R4	06-1158764	0.45% x assets plus $16/particpant	1.45%

The list includes any investment option held by the plan on at least one month end during the 2013 calendar year. To arrive at an estimate of the dollar amount that MassMutual received from each fund, multiply the rate of fees received from each fund by your plan's year-end balance (or if the fund was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the fund at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

[*] Please note that Hartford Securities Distribution Company, Inc., received the sales compensation (12b-1 fees) portion of this amount. After compensating the plan's broker-dealer firm, if applicable, any residual amount is paid to MassMutual Retirement Services, LLC ("MMRS") or it's affiliate.

[**]This amount is the sum of the fund's distribution, management and other fees, which are also identified in the fund's prospectus. Please note that some of the funds available through your service contract or arrangement are funds from the Oppenheimer family of mutual funds, which are affiliated with MassMutual (The Oppenheimer Funds). These affiliated mutual funds have contracts for services with companies that are affiliated with MassMutual. The MassMutual-affiliated companies that provide these services, and are compensated in connection with those services, are listed below. For more information about these affiliated mutual funds, see the applicable fund prospectus.

MassMutual Affiliate	**Services**	**Compensation**
OppenheimerFunds Distributor, Inc.	Principal Underwriter to The Oppenheimer Funds	As Principal Underwriter paid by the

		Fund in the form of dealer concessions
OFI Global Asset Management, Inc.	Transfer Agent to The Oppenheimer Funds	Paid by the Fund in the form of fees for services
Shareholder Services, Inc. (doing business as OppenheimerFunds Services)	Sub-Transfer Agent to The Oppenheimer Funds	Paid by the Transfer Agent in the form of fees for services
OFI Global Asset Management, Inc.	Investment Adviser to The Oppenheimer Funds	Paid by the Fund in the form of investment advisory fees based on assets under management
OppenheimerFunds, Inc.	Sub-Adviser to The Oppenheimer Funds	Paid by the Investment Adviser in the form of investment advisory fees based on assets under management

Recipient: Reliance Trust Company EIN: 58-1428634

Indirect Compensation

Custodial/Trust service fee **$1,068.96**
Service Codes: 19, 25, 99

Payors: Massachusetts Mutual Life Insurance Company EIN: 04-1590850
MassMutual Retirement Services, LLC EIN: 26-1589907

This is an estimate based on multiplying actual 2013 month end assets by 0.005%/12 and then summing the results.

Direct Revenue Detail

Recipient: ***MassMutual Retirement Services, LLC***

Fee Description	**Dollar Amount**
Loan Set-up Fee	$1,950.00
One-Time Distribution Fee	$1,469.78
Loan Administration Fee	$3,575.00
Total Direct Revenue:	**$6,994.78**
Grand Total Direct Fees:	**$6,994.78**

Preferred Pump & Equipment, LP 401(k) Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2013 and 2012 and for the
Year Ended December 31, 2013

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

Preferred Pump & Equipment, LP 401(k) Plan

Financial Statements and Supplemental Schedule
As of December 31, 2013 and 2012 and for the
Year Ended December 31, 2013

Preferred Pump & Equipment, LP 401(k) Plan

Contents

Independent Auditor's Report 1

Financial Statements

Statements of Net Assets Available for Benefits - December 31, 2013 and 2012 3

Statement of Changes in Net Assets Available for Benefits - for the year ended December 31, 2013 4

Notes to Financial Statements 5

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) - as of December 31, 2013 13

Tel: 817-738-2400
Fax: 817-738-1995
www.bdo.com

6050 Southwest Blvd.
Suite 300
Fort Worth, Texas 76109

Independent Auditor's Report

To the Retirement Committee
Preferred Pump & Equipment, LP 401(k) Plan
Fort Worth, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Preferred Pump & Equipment, LP 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, 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 (DOL) 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 5, which was certified by Reliance Trust Company, as agent for Massachusetts Mutual Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the 2013 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 and for the year ended December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

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

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

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 on the 2013 financial statements. Accordingly, we do not express an opinion on these financial statements.

Other Matter - Supplemental Schedule

The supplemental schedule, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013, 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 the supplemental schedule.

Other Matter - 2012 Financial Statements

The financial statements of the Plan as of December 31, 2012, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Reliance Trust Company, as agent for Hartford Life Insurance Company, the custodian of the Plan. Their report, dated October 7, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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.

BDO USA, LLP

October 7, 2014
Fort Worth, Texas

Financial Statements

Preferred Pump & Equipment, LP 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	**2013**	2012
Assets		
Investments at fair value		
Registered investment companies	**$ 24,125,443**	$ 18,225,921
Receivables		
Employer profit sharing match receivable	**801,693**	626,584
Notes receivable from participants	**625,527**	501,399
Total receivables	**1,427,220**	1,127,983
Net assets available for benefits	**$ 25,552,663**	$ 19,353,904

See accompanying notes to financial statements.

Preferred Pump & Equipment, LP 401(k) Plan

Statement of Changes Net Assets Available for Benefits

Year ended December 31,	**2013**
Additions:	
Investment income:	
Net appreciation in fair value of investments	**$ 2,992,885**
Interest and dividends	**632,685**
Total investment income	**3,625,570**
Interest on participant notes receivable	**26,121**
Contributions:	
Employer contributions	**1,398,357**
Participant contributions	**1,629,695**
Rollover contributions	**241,517**
Total contributions	**3,269,569**
Total additions	**6,921,260**
Deductions:	
Benefits paid to participants	**715,507**
Expenses	**6,994**
Total deductions	**722,501**
Net increase	**6,198,759**
Net assets available for benefits, beginning of year	**19,353,904**
Net assets available for benefits, end of year	**$ 25,552,663**

See accompanying notes to financial statements.

1. Description of Plan

The following brief description of the Preferred Pump & Equipment, LP 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established to provide retirement, disability, and death benefits for qualified employees of Preferred Pump & Equipment, LP (the "Company" or "Employer") and its affiliates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by a committee (the "Retirement Committee") whose members are appointed by the Company's board of directors. Under the plan document, Reliance Trust Company, as agent for Massachusetts Mutual Life Insurance Company (the "Custodian" and "Recordkeeper") holds the Plan's investment assets and executes investment transactions and maintains the accounting of participant accounts.

Eligibility

The Plan covers all employees of the Company who have three months of service and have reached age twenty and one-half. Eligible plan participants may begin making contributions either of any of the entry dates: January 1 and July 1.

Contributions

Each year, participants may contribute up to 20% of pretax annual compensation, as defined in the plan document, not exceeding the Internal Revenue Service (IRS) limit of $17,500. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollover distributions from other qualified defined contribution plans. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions are invested in the MFS Conservative Allocation R3 fund. The Company's contributions are made on a discretionary basis. The Company matches 50% of the participant's contribution, up to 6% of annual compensation. In 2013, the Company made a discretionary matching contribution of $626,584 and accrued a discretionary profit sharing contribution of $801,693 and $626,584 as of December 31, 2013 and 2012, respectively. The discretionary contribution is based on eligible compensation for all eligible employees.

Participants direct the investment of their contributions, rollover contributions, if applicable, and the Company's matching contribution and profit sharing, if any, into various investment options offered by the Plan. The Plan currently offers 18 registered investment companies as investment options for participants.

Participant Accounts

Each participant's account is credited with the participant's and the Company's contributions and allocations of plan earnings and expenses. Allocations are based on participant account balances or earnings, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions and rollover contributions plus actual earnings thereon. Vesting in the Company's matching contribution and profit sharing portion of their accounts is based on years of continuous service according to the following schedule:

Years of Service	Vesting Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Forfeited Accounts

At December 31, 2013 and 2012, forfeited non-vested account balances totaled $30,652 and $55,447, respectively. In accordance with Plan provisions, amounts will be used to pay for expenses of the Plan or to reduce future employer contributions. During 2013, forfeitures were utilized to reduce employer profit sharing contributions by $62,000.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or substantially equal installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

If a participant terminates employment with the Company for any reason other than death, disability, or attainment of normal retirement age, they will be entitled to receive only the vested percentage of their account balance. Contributions made by the Company which are not vested are subject to forfeiture.

Notes Receivable from Participants

Participants are allowed to borrow from their account, subject to a minimum loan of $1,000 up to a maximum equal to the lesser of $50,000 reduced by, if any, the highest outstanding loan balance within the previous 12-month period or 50 percent of the participant's vested account balance. Loans are secured by the balance in the participant account and bear a reasonable rate of interest in accordance with prevailing rates.

Principal and interest is paid ratably through payroll deductions over a period not to exceed five years from the date of the loan, unless used to acquire a principal residence, in which case the repayment period may not exceed ten years. As of December 31, 2013, interest rates on outstanding loans range from 4.25% to 4.75%. As of December 31, 2012, interest rates on outstanding loans range from 4.25% to 9.75%. Maturity dates on outstanding loans at December 31, 2013, range from March 2014 to October 2018. Maturity dates on outstanding loans at December 31, 2012, range from March 2013 to December 2017.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared under the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are presented in the financial statements at fair value determined by quoted market prices at the end of the year. The Plan's investment committee determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance company. See Note 4 for discussion of fair value measurements. Shares of registered investment companies are valued at the net asset value (NAV) of shares held by the Plan at year-end.

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

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefits paid to participants are charged directly to the participant's account and are included in expenses. Investment related expenses are included in net appreciation of fair value of investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded

Payment of Benefits

Benefit payments are recorded when paid.

New Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2013-09, Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans, in Update No. 2011-04. ASU 2013-09 amended Accounting Standards Codification 820, Fair Value Measurements and Disclosures, to defer indefinitely the effective date of certain required disclosures in Update 2011-04 of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's nonpublic affiliated entities. The deferral in this amendment is effective upon issuance. The adoption of ASU 2013-09 did not have an effect on the Plan.

3. Investments

The fair values of investments that represent 5 percent or more of the Plan's net assets available for benefits are as follows:

December 31,		**2013**		2012
American Funds Fundamental Investors – R3	**$**	**2,308,180**	$	1,627,027
MFS Bond Fund – R3		**1,588,682**		1,388,177
Eaton Vance Large Cap Value Fund – A		**1,361,216**		1,039,666
MFS Cash Reserve Fund – R3		**1,622,593**		1,692,659
MFS Conservative Allocation Fund – R3		**2,305,711**		1,557,939
MFS Moderate Allocation Fund – R3		**2,948,945**		2,256,432
MFS Growth Allocation Fund – R3		**2,832,012**		1,876,361
Franklin Growth Fund – A		**2,264,352**		1,766,779
Blackrock Large Cap Growth Fund – A		**1,992,543**		1,587,146
Thornburg International Value – R4		**1,381,602**		1,122,255
Total investments greater than 5%		**20,605,836**		15,914,441
Total investments less than 5%		**3,519,607**		2,311,480
Total investments	**$**	**24,125,443**	$	18,225,921

During 2013, the Plan's investments in registered investment companies (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $2,992,885.

4. Fair Value Measurements

The accounting standards establish 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 are described below:

Basis of Fair Value Measurement

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

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

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

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, 2013 and 2012.

Registered Investment Companies

Registered investment companies (RICs) are valued daily based on exchange listed prices, for exchange traded RICs, or NAV for open-ended continuously offered closed-end RICs and are classified in Level 1 of the fair value hierarchy. These RICs are required to publish their daily NAV and to transact at that price. The RICs held by the Plan are deemed to be actively traded.

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

The following tables set forth by level within the fair value hierarchy the Plan's investment assets at fair value as of December 31, 2013 and 2012:

	Investment Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Value funds	$ 1,644,662	$ -	$ -	$ 1,644,662
Blended funds	4,300,723	-	-	4,300,723
Growth funds	14,386,072	-	-	14,386,072
Bond funds	2,171,392	-	-	2,171,392
Money market funds	1,622,594	-	-	1,622,594
Total assets at fair value	$ 24,125,443	$ -	$ -	$ 24,125,443

	Investment Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Value funds	$ 1,182,635	$ -	$ -	$ 1,182,635
Blended funds	3,214,173	-	-	3,214,173
Growth funds	10,205,767	-	-	10,205,767
Bond funds	1,930,687	-	-	1,930,687
Money market funds	1,692,659	-	-	1,692,659
Total assets at fair value	$ 18,225,921	$ -	$ -	$ 18,225,921

5. Information Certified By Reliance Trust Company

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

- Investments as reflected in the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012;
- Net investment income, as reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013 as follows:

Year ended December 31,	**2013**
Interest and dividends	**$ 632,685**
Net appreciation in fair value of investments	**$ 2,992,885**

- Investment information disclosed in Note 3;
- Investment values disclosed in Note 4; and
- Investments as reflected in the Schedule H, Line 4i- Schedule of Assets (Held at End of Year) as of December 31, 2013.

The plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this certified information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

8. Related Party and Party-In-Interest Transactions

Certain Plan investments are registered investment companies managed by Massachusetts Mutual Life Insurance Company, the custodian, and, therefore, these transactions qualify as party-in-interest which are exempt from the prohibited transaction provisions of ERISA and the Internal Revenue Code (IRC). Fees incurred by the Plan for investment management services are included in net appreciation in fair value of the investments, as they are paid through revenue sharing, rather than a direct payment.

9. Tax Status

The Company has adopted an amended and restated prototype plan document on which the IRS issued a determination letter dated March 31, 2008, stating that the Plan qualifies under section 401(a) of the IRC of 1986, as amended, and is exempt from federal income tax under section 501(a). The Company believes that the Plan has operated in a manner, since that date, which does not jeopardize this tax status.

Salary deferral and catch-up contributions made by participants, matching employer contributions and discretionary profit sharing contributions, interest, dividends, and earnings need not be reported by participants for federal income tax purposes until their account is wholly or partially withdrawn or distributed.

Accounting principles generally accepted in the Unites States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS and the DOL. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain tax 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 plan administrator believes the Plan is no longer subject to examinations for years prior to 2010.

10. Reconciliation of Financial Statements to Form 5500

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

December 31,	**2013**	2012
Net assets available for benefits per the financial statements	**$ 25,552,663**	$ 19,353,904
Employer profit sharing match receivable	**(801,693)**	(626,584)
Net assets available for benefits per Form 5500	**$ 24,750,970**	$ 18,727,320

The following is the reconciliation of the change in net assets available for benefits per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2013:

Year Ended December 31,	**2013**
Net increase in net assets per the financial statements	**$ 6,198,759**
Employer profit sharing match receivables at December 31, 2012	**626,584**
Employer profit sharing match receivable December 31, 2013	**(801,693)**
Net income per Schedule H of Form 5500	**$ 6,023,650**

11. Subsequent Events

Preferred Pump & Equipment, LP has evaluated the impact of all subsequent events through October 7, 2014, the date the financial statements and supplemental schedule were available to be issued, and has determined that there were no subsequent events requiring adjustment or disclosure in the financial statements.

Supplemental Schedule

Preferred Pump & Equipment, LP 401(k) Plan

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

EIN: 75-2798186
December 31, 2013 Plan Number: 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
	Registered Investment Companies:			
	American Funds	American Funds Fundamental Investors - R3	**	**$ 2,308,180**
	Calvert	Calvert Income Fund - A	**	**533,480**
*	MFS	MFS Bond Fund -R3	**	**1,588,682**
	Eaton Vance	Eaton Vance Large Cap Value Fund – A	**	**1,361,216**
*	MFS	MFS Cash Reserve Fund – R3	**	**1,622,593**
*	MFS	MFS Conservative Allocation Fund – R3	**	**2,305,711**
*	MFS	MFS Moderate Allocation Fund – R3	**	**2,948,945**
*	MFS	MFS Growth Allocation Fund – R3	**	**2,832,012**
*	MFS	MFS Aggressive Growth Allocation Fund – R3	**	**1,147,818**
	Franklin	Franklin Growth Fund – A	**	**2,264,352**
	Blackrock	Blackrock Large Cap Growth Fund – A	**	**1,992,543**
	PIMCO	PIMCO Real Return Fund – A	**	**49,231**
*	MFS	MFS Conservative Allocation – A	**	**1,139**
	Thornburg	Thornburg International Value – R4	**	**1,381,602**
*	MFS	MFS New Discovery Fund – A	**	**995,655**
	Columbia	Columbia Small Cap Value I –A	**	**283,446**
	Oppenheimer	Oppenheimer Developing Markets – A	**	**138,740**
	Oppenheimer	Oppenheimer Discovery Fund – A	**	**370,098**
	Notes Receivable from Participants:			
*	Participants of the Plan	Various maturity dates through October 2018 with rates ranging from 4.25% to 4.75%		**625,527**
	Total			**$ 24,750,970**

* Issuer is a party-in-interest to the Plan
** Cost information is not presented as all investments are participant-directed.

Preferred Pump & Equipment, LP 401(k) Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2013 and 2012 and for the
Year Ended December 31, 2013

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

Preferred Pump & Equipment, LP 401(k) Plan

Financial Statements and Supplemental Schedule
As of December 31, 2013 and 2012 and for the
Year Ended December 31, 2013

Preferred Pump & Equipment, LP 401(k) Plan

Contents

Independent Auditor's Report 1

Financial Statements

Statements of Net Assets Available for Benefits - December 31, 2013 and 2012 3

Statement of Changes in Net Assets Available for Benefits - for the year ended December 31, 2013 4

Notes to Financial Statements 5

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) - as of December 31, 2013 13

Tel: 817-738-2400
Fax: 817-738-1995
www.bdo.com

6050 Southwest Blvd.
Suite 300
Fort Worth, Texas 76109

Independent Auditor's Report

To the Retirement Committee
Preferred Pump & Equipment, LP 401(k) Plan
Fort Worth, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Preferred Pump & Equipment, LP 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, 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 (DOL) 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 5, which was certified by Reliance Trust Company, as agent for Massachusetts Mutual Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the 2013 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 and for the year ended December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

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

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

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 on the 2013 financial statements. Accordingly, we do not express an opinion on these financial statements.

Other Matter - Supplemental Schedule

The supplemental schedule, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013, 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 the supplemental schedule.

Other Matter - 2012 Financial Statements

The financial statements of the Plan as of December 31, 2012, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Reliance Trust Company, as agent for Hartford Life Insurance Company, the custodian of the Plan. Their report, dated October 7, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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.

BDO USA, LLP

October 7, 2014
Fort Worth, Texas

Financial Statements

Preferred Pump & Equipment, LP 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	**2013**	2012
Assets		
Investments at fair value		
Registered investment companies	**$ 24,125,443**	$ 18,225,921
Receivables		
Employer profit sharing match receivable	**801,693**	626,584
Notes receivable from participants	**625,527**	501,399
Total receivables	**1,427,220**	1,127,983
Net assets available for benefits	**$ 25,552,663**	$ 19,353,904

See accompanying notes to financial statements.

Preferred Pump & Equipment, LP 401(k) Plan

Statement of Changes Net Assets Available for Benefits

Year ended December 31,	**2013**
Additions:	
Investment income:	
Net appreciation in fair value of investments	**$ 2,992,885**
Interest and dividends	**632,685**
Total investment income	**3,625,570**
Interest on participant notes receivable	**26,121**
Contributions:	
Employer contributions	**1,398,357**
Participant contributions	**1,629,695**
Rollover contributions	**241,517**
Total contributions	**3,269,569**
Total additions	**6,921,260**
Deductions:	
Benefits paid to participants	**715,507**
Expenses	**6,994**
Total deductions	**722,501**
Net increase	**6,198,759**
Net assets available for benefits, beginning of year	**19,353,904**
Net assets available for benefits, end of year	**$ 25,552,663**

See accompanying notes to financial statements.

1. Description of Plan

The following brief description of the Preferred Pump & Equipment, LP 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established to provide retirement, disability, and death benefits for qualified employees of Preferred Pump & Equipment, LP (the "Company" or "Employer") and its affiliates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is administered by a committee (the "Retirement Committee") whose members are appointed by the Company's board of directors. Under the plan document, Reliance Trust Company, as agent for Massachusetts Mutual Life Insurance Company (the "Custodian" and "Recordkeeper") holds the Plan's investment assets and executes investment transactions and maintains the accounting of participant accounts.

Eligibility

The Plan covers all employees of the Company who have three months of service and have reached age twenty and one-half. Eligible plan participants may begin making contributions either of any of the entry dates: January 1 and July 1.

Contributions

Each year, participants may contribute up to 20% of pretax annual compensation, as defined in the plan document, not exceeding the Internal Revenue Service (IRS) limit of $17,500. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollover distributions from other qualified defined contribution plans. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions are invested in the MFS Conservative Allocation R3 fund. The Company's contributions are made on a discretionary basis. The Company matches 50% of the participant's contribution, up to 6% of annual compensation. In 2013, the Company made a discretionary matching contribution of $626,584 and accrued a discretionary profit sharing contribution of $801,693 and $626,584 as of December 31, 2013 and 2012, respectively. The discretionary contribution is based on eligible compensation for all eligible employees.

Participants direct the investment of their contributions, rollover contributions, if applicable, and the Company's matching contribution and profit sharing, if any, into various investment options offered by the Plan. The Plan currently offers 18 registered investment companies as investment options for participants.

Participant Accounts

Each participant's account is credited with the participant's and the Company's contributions and allocations of plan earnings and expenses. Allocations are based on participant account balances or earnings, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions and rollover contributions plus actual earnings thereon. Vesting in the Company's matching contribution and profit sharing portion of their accounts is based on years of continuous service according to the following schedule:

Years of Service	Vesting Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Forfeited Accounts

At December 31, 2013 and 2012, forfeited non-vested account balances totaled $30,652 and $55,447, respectively. In accordance with Plan provisions, amounts will be used to pay for expenses of the Plan or to reduce future employer contributions. During 2013, forfeitures were utilized to reduce employer profit sharing contributions by $62,000.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or substantially equal installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

If a participant terminates employment with the Company for any reason other than death, disability, or attainment of normal retirement age, they will be entitled to receive only the vested percentage of their account balance. Contributions made by the Company which are not vested are subject to forfeiture.

Notes Receivable from Participants

Participants are allowed to borrow from their account, subject to a minimum loan of $1,000 up to a maximum equal to the lesser of $50,000 reduced by, if any, the highest outstanding loan balance within the previous 12-month period or 50 percent of the participant's vested account balance. Loans are secured by the balance in the participant account and bear a reasonable rate of interest in accordance with prevailing rates.

Principal and interest is paid ratably through payroll deductions over a period not to exceed five years from the date of the loan, unless used to acquire a principal residence, in which case the repayment period may not exceed ten years. As of December 31, 2013, interest rates on outstanding loans range from 4.25% to 4.75%. As of December 31, 2012, interest rates on outstanding loans range from 4.25% to 9.75%. Maturity dates on outstanding loans at December 31, 2013, range from March 2014 to October 2018. Maturity dates on outstanding loans at December 31, 2012, range from March 2013 to December 2017.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared under the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are presented in the financial statements at fair value determined by quoted market prices at the end of the year. The Plan's investment committee determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance company. See Note 4 for discussion of fair value measurements. Shares of registered investment companies are valued at the net asset value (NAV) of shares held by the Plan at year-end.

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

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefits paid to participants are charged directly to the participant's account and are included in expenses. Investment related expenses are included in net appreciation of fair value of investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded

Payment of Benefits

Benefit payments are recorded when paid.

New Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2013-09, Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans, in Update No. 2011-04. ASU 2013-09 amended Accounting Standards Codification 820, Fair Value Measurements and Disclosures, to defer indefinitely the effective date of certain required disclosures in Update 2011-04 of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's nonpublic affiliated entities. The deferral in this amendment is effective upon issuance. The adoption of ASU 2013-09 did not have an effect on the Plan.

3. Investments

The fair values of investments that represent 5 percent or more of the Plan's net assets available for benefits are as follows:

December 31,		**2013**		2012
American Funds Fundamental Investors – R3	**$**	**2,308,180**	$	1,627,027
MFS Bond Fund – R3		**1,588,682**		1,388,177
Eaton Vance Large Cap Value Fund – A		**1,361,216**		1,039,666
MFS Cash Reserve Fund – R3		**1,622,593**		1,692,659
MFS Conservative Allocation Fund – R3		**2,305,711**		1,557,939
MFS Moderate Allocation Fund – R3		**2,948,945**		2,256,432
MFS Growth Allocation Fund – R3		**2,832,012**		1,876,361
Franklin Growth Fund – A		**2,264,352**		1,766,779
Blackrock Large Cap Growth Fund – A		**1,992,543**		1,587,146
Thornburg International Value – R4		**1,381,602**		1,122,255
Total investments greater than 5%		**20,605,836**		15,914,441
Total investments less than 5%		**3,519,607**		2,311,480
Total investments	**$**	**24,125,443**	$	18,225,921

During 2013, the Plan's investments in registered investment companies (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $2,992,885.

4. Fair Value Measurements

The accounting standards establish 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 are described below:

Basis of Fair Value Measurement

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

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

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

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, 2013 and 2012.

Registered Investment Companies

Registered investment companies (RICs) are valued daily based on exchange listed prices, for exchange traded RICs, or NAV for open-ended continuously offered closed-end RICs and are classified in Level 1 of the fair value hierarchy. These RICs are required to publish their daily NAV and to transact at that price. The RICs held by the Plan are deemed to be actively traded.

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

The following tables set forth by level within the fair value hierarchy the Plan's investment assets at fair value as of December 31, 2013 and 2012:

	Investment Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Value funds	$ 1,644,662	$ -	$ -	$ 1,644,662
Blended funds	4,300,723	-	-	4,300,723
Growth funds	14,386,072	-	-	14,386,072
Bond funds	2,171,392	-	-	2,171,392
Money market funds	1,622,594	-	-	1,622,594
Total assets at fair value	$ 24,125,443	$ -	$ -	$ 24,125,443

	Investment Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Value funds	$ 1,182,635	$ -	$ -	$ 1,182,635
Blended funds	3,214,173	-	-	3,214,173
Growth funds	10,205,767	-	-	10,205,767
Bond funds	1,930,687	-	-	1,930,687
Money market funds	1,692,659	-	-	1,692,659
Total assets at fair value	$ 18,225,921	$ -	$ -	$ 18,225,921

5. Information Certified By Reliance Trust Company

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

- Investments as reflected in the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012;
- Net investment income, as reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013 as follows:

Year ended December 31,	**2013**
Interest and dividends	**$ 632,685**
Net appreciation in fair value of investments	**$ 2,992,885**

- Investment information disclosed in Note 3;
- Investment values disclosed in Note 4; and
- Investments as reflected in the Schedule H, Line 4i- Schedule of Assets (Held at End of Year) as of December 31, 2013.

The plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this certified information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

8. Related Party and Party-In-Interest Transactions

Certain Plan investments are registered investment companies managed by Massachusetts Mutual Life Insurance Company, the custodian, and, therefore, these transactions qualify as party-in-interest which are exempt from the prohibited transaction provisions of ERISA and the Internal Revenue Code (IRC). Fees incurred by the Plan for investment management services are included in net appreciation in fair value of the investments, as they are paid through revenue sharing, rather than a direct payment.

9. Tax Status

The Company has adopted an amended and restated prototype plan document on which the IRS issued a determination letter dated March 31, 2008, stating that the Plan qualifies under section 401(a) of the IRC of 1986, as amended, and is exempt from federal income tax under section 501(a). The Company believes that the Plan has operated in a manner, since that date, which does not jeopardize this tax status.

Salary deferral and catch-up contributions made by participants, matching employer contributions and discretionary profit sharing contributions, interest, dividends, and earnings need not be reported by participants for federal income tax purposes until their account is wholly or partially withdrawn or distributed.

Accounting principles generally accepted in the Unites States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS and the DOL. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain tax 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 plan administrator believes the Plan is no longer subject to examinations for years prior to 2010.

10. Reconciliation of Financial Statements to Form 5500

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

December 31,	**2013**	2012
Net assets available for benefits per the financial statements	**$ 25,552,663**	$ 19,353,904
Employer profit sharing match receivable	**(801,693)**	(626,584)
Net assets available for benefits per Form 5500	**$ 24,750,970**	$ 18,727,320

The following is the reconciliation of the change in net assets available for benefits per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2013:

Year Ended December 31,	**2013**
Net increase in net assets per the financial statements	**$ 6,198,759**
Employer profit sharing match receivables at December 31, 2012	**626,584**
Employer profit sharing match receivable December 31, 2013	**(801,693)**
Net income per Schedule H of Form 5500	**$ 6,023,650**

11. Subsequent Events

Preferred Pump & Equipment, LP has evaluated the impact of all subsequent events through October 7, 2014, the date the financial statements and supplemental schedule were available to be issued, and has determined that there were no subsequent events requiring adjustment or disclosure in the financial statements.

Supplemental Schedule

Preferred Pump & Equipment, LP 401(k) Plan

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

EIN: 75-2798186
December 31, 2013 Plan Number: 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
	Registered Investment Companies:			
	American Funds	American Funds Fundamental Investors - R3	**	**$ 2,308,180**
	Calvert	Calvert Income Fund - A	**	**533,480**
*	MFS	MFS Bond Fund -R3	**	**1,588,682**
	Eaton Vance	Eaton Vance Large Cap Value Fund – A	**	**1,361,216**
*	MFS	MFS Cash Reserve Fund – R3	**	**1,622,593**
*	MFS	MFS Conservative Allocation Fund – R3	**	**2,305,711**
*	MFS	MFS Moderate Allocation Fund – R3	**	**2,948,945**
*	MFS	MFS Growth Allocation Fund – R3	**	**2,832,012**
*	MFS	MFS Aggressive Growth Allocation Fund – R3	**	**1,147,818**
	Franklin	Franklin Growth Fund – A	**	**2,264,352**
	Blackrock	Blackrock Large Cap Growth Fund – A	**	**1,992,543**
	PIMCO	PIMCO Real Return Fund – A	**	**49,231**
*	MFS	MFS Conservative Allocation – A	**	**1,139**
	Thornburg	Thornburg International Value – R4	**	**1,381,602**
*	MFS	MFS New Discovery Fund – A	**	**995,655**
	Columbia	Columbia Small Cap Value I –A	**	**283,446**
	Oppenheimer	Oppenheimer Developing Markets – A	**	**138,740**
	Oppenheimer	Oppenheimer Discovery Fund – A	**	**370,098**
	Notes Receivable from Participants:			
*	Participants of the Plan	Various maturity dates through October 2018 with rates ranging from 4.25% to 4.75%		**625,527**
	Total			**$ 24,750,970**

* Issuer is a party-in-interest to the Plan
** Cost information is not presented as all investments are participant-directed.