

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>MITCHELL'S OIL FIELD SERVICES, INC. RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/01/2008</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>06/01/2008</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>06/01/2008</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MITCHELLS OIL FIELD SERVICE, INC.</u> <u>PO BOX 1185</u> <u>409 N. CENTRAL AVE</u> <u>SIDNEY, MT 59270-1185</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>81-0375447</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>406-433-8292</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>211110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>81-0375447</u>	2c Sponsor's telephone number <u>406-433-8292</u>	2d Business code (see instructions) <u>211110</u>	
2b Employer Identification Number (EIN) <u>81-0375447</u>					
2c Sponsor's telephone number <u>406-433-8292</u>					
2d Business code (see instructions) <u>211110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/27/2014 Date	ANDREA DAVIDSON Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address MITCHELLS OIL FIELD SERVICES, INC. P.O. BOX 1185 409 N. CENTRAL AVE SIDNEY, MT 59270-1185		3b Administrator's EIN 81-0375447 3c Administrator's telephone number 406-482-4927
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		5 308
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	140
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	29
d Subtotal. Add lines 6a , 6b , and 6c	6d	169
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	170
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	170
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	5
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 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>MITCHELL'S OIL FIELD SERVICES, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MITCHELLS OIL FIELD SERVICE, INC.</u>	D Employer Identification Number (EIN) <u>81-0375447</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
EDWARD JONES 203 N. CENTRAL AVE
SIDNEY, MT 59270

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

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

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

(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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan MITCHELL'S OIL FIELD SERVICES, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 MITCHELLS OIL FIELD SERVICE, INC.	D Employer Identification Number (EIN) 81-0375447	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a	0	1799
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	10867	0
	(2) Participant contributions	1b(2)	26182	0
	(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)	44958	66300
	(8) Participant loans	1c(8)		
	(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)	2110881	3204011
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2192888	3272110

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	2456
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	2456

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2192888	3269654
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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)	266049	
(B) Participants	2a(1)(B)	670695	
(C) Others (including rollovers)	2a(1)(C)	48421	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		985165
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)	2151	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2151
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		315168
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1302484

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	190982	
(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)		190982
f Corrective distributions (see instructions)	2f		32280
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)	2456	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2456
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		225718

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1076766
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CHMS, P.C.

(2) EIN: 81-0415266

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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:

0

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

5b(1) Name of plan(s)

	5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>MITCHELL'S OIL FIELD SERVICES, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MITCHELLS OIL FIELD SERVICE, INC.</u>	D Employer Identification Number (EIN) <u>81-0375447</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>75-3182674</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION
DECEMBER 31, 2012 AND 2011

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
TABLE OF CONTENTS
DECEMBER 31, 2012 AND 2011

	<u>Page Number</u>
INDEPENDENT AUDITOR'S REPORT	1 - 2
FINANCIAL STATEMENTS	
Statement of Net Assets Available for Benefits as of December 31, 2012 and 2011	3
Statement of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2012 and 2011	4
Notes to the Financial Statements	5 - 10
SUPPLEMENTAL INFORMATION	
Schedule H, Line 4i -- Schedule of Assets (Held at End of Year) as of December 31, 2012	11
Schedule H, Line 4i -- Schedule of Assets (Held at End of Year) as of December 31, 2011	12



CHMS, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

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Glendive, Montana 59330
406-377-3361
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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Mitchell's Oil Field Services, Inc.
Retirement Savings Plan
P.O. Box 1185
Sidney, Montana 59270

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mitchell's Oil Field Services, Inc. Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by MG Trust Company, LLC, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

INDEPENDENT AUDITOR'S REPORT (Continued)

Disclaimer of Opinion

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

Other Matters

The supplemental schedules of assets held for investment purposes as of December 31, 2012 and 2011 are 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 are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

CHMS, P.C.

CHMS, P.C.

October 13, 2014

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Cash and Cash Equivalents	\$ 245,278	\$ 186,442
Investments (Notes C and D)		
Investments in Registered Investment Companies	2,960,533	1,924,439
Total Investments	<u>3,205,811</u>	<u>2,110,881</u>
Receivables		
Employer's Contribution Receivable	-	10,867
Employee's Contribution Receivable	-	26,182
Notes Receivable from Participants	66,300	44,958
Total Receivables	<u>66,300</u>	<u>82,007</u>
Total Assets	<u>3,272,111</u>	<u>2,192,888</u>
LIABILITIES		
Administrative Expenses Payable	<u>2,457</u>	-
Total Liabilities	<u>2,457</u>	-
Net Assets Available for Benefits	<u>\$ 3,269,654</u>	<u>\$ 2,192,888</u>

See notes to the financial statements

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income and Appreciation (Depreciation):		
Interest/Dividend Income	\$ 2,151	\$ 965
Net Appreciation (Depreciation) in Fair Value of Investments	<u>315,169</u>	<u>(72,175)</u>
Net Investment Income and Appreciation (Depreciation)	317,320	(71,210)
Contributions		
Participants	670,695	565,715
Employer	266,049	230,120
Rollover	<u>48,421</u>	<u>26,101</u>
Total Additions	<u>1,302,485</u>	<u>750,726</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	190,982	186,782
Administrative Expenses	2,457	-
Other Deductions	<u>32,280</u>	<u>4,671</u>
Total Deductions from Net Assets	<u>225,719</u>	<u>191,453</u>
Net Increase	1,076,766	559,273
Net Assets Available for Benefits,		
Beginning of Year	<u>2,192,888</u>	<u>1,633,615</u>
End of Year	<u>\$ 3,269,654</u>	<u>\$ 2,192,888</u>

See notes to the financial statements

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE A - DESCRIPTION OF PLAN

The following description of the Mitchell's Oil Field Services, Inc. Retirement Savings Plan (the Plan) only provides 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 by Mitchell's Oil Field Services, Inc. (the Company) under the provision of Section 401(a) of the Internal Revenue Code (IRC), which includes a qualified cash or deferred arrangement as described in section 401(k) of the IRC, for the benefit of eligible employees of Mitchell's Oil Field Services, Inc. Employees of Mitchell's Oil Field Services, Inc. who were participants in the Mitchell Oil Field Services, Inc. Employee Stock Ownership Plan on June 1, 2008 are immediately eligible for the Plan. All other employees of Mitchell's Oil Field Services, Inc. who are age eighteen, have completed six months of employment, and who are not otherwise exempt from the plan are eligible to participate. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. A decision to terminate the plan was made October 11, 2012 and no additional employees can become participants after this date.

Contributions - Eligible employees can elect to contribute up to \$17,000, or if they are age fifty or greater, they may contribute up to \$22,500 under the "catch-up provisions" of the IRC for 2012. Mitchell's Oil Field Services, Inc. provides a matching contribution of fifty percent (50%) of the first six percent (6%) of the eligible employee's compensation which is contributed as an elective contribution. Each year Mitchell's Oil Field Services, Inc. may, but is not required to, make an additional discretionary contribution. Participants are eligible for the discretionary contribution only if they are employed on December 31 and have completed 1,000 or more hours of service during the Plan Year, or if they retired on or after age 65. For the years ending December 31, 2012 and 2011, there were no discretionary contributions made. All contributions to the plan ceased on October 11, 2012.

Participant Accounts - For the years ended December 31, 2012 and 2011, each participant's account is credited with (a) the participant's contribution, (b) the employer's matching contribution, (c) the employer's discretionary contribution, (d) allocation of the plan's earnings, and (e) allocation of administrative expenses. The Plan has current year vested allocations of withdrawn participants' accounts who have not been paid as of December 31, 2012 and 2011 of \$335,037 and \$187,781, respectively.

Vesting - Vesting on employer matching and discretionary contributions are based upon years of credited service. A year of credited service is attained by working one thousand (1,000) hours in a plan year. A participant is one hundred percent (100%) vested after six years of credited service or the attainment of retirement age (65 years of age). When the decision to terminate the plan was made on October 11, 2012, all participants became 100% vested in the plan.

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE A - DESCRIPTION OF PLAN (Continued)

Participant Loans - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 (reduced by the participant's largest outstanding loan balance in the preceding 12 months) or fifty percent (50%) of their account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate. Principal and interest is paid ratably through biweekly payroll deductions.

Payment of Benefits - Employees who terminate during a plan year and have a vested account balance of \$1,000 or less receive their vested portion in a single distribution made the following plan year. All employees who terminate and have a vested account balance of more than \$1,000 can elect to receive their vested portion in a lump sum at any time until age 70 and 1/2. If no election is made the Company will make the distribution the plan year after attainment of age 65.

Forfeited Accounts - At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$6,196 and \$4,336, respectively. These accounts will be used to reduce future employer contributions. In 2012 and 2011, respectively, employer contributions were reduced by \$4,336 and \$10,226, respectively, from forfeited nonvested accounts.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the financial statements follows:

Basis of Accounting/Plan Termination - The Board of Directors of Mitchell's Oil Field Services, Inc., the Plan's sponsor, voted on October 11, 2012 to terminate the Plan effective as of that date. In accordance with generally accepted accounting principles, the Plan has changed its basis of accounting used to value plan assets from the accrual basis to the liquidation basis for the period after October 11, 2012. The method of accounting is identical to the accrual method and did not result in any differences in reporting.

Management Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results may differ from those estimates.

Investment Valuation and Income Recognition - Mutual funds are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's trustees determine the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See Note C for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains or losses on investments bought and sold as well as held during the year.

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE B - SUMMARY OF ACCOUNTING POLICIES (Continued)

Payments of Benefits - Benefits are recorded when paid.

Plan Expenses - All significant expenses of maintaining the Plan are paid by the Company. For 2012 these fees were paid using forfeited nonvested accounts equaling \$2,457. These fees were paid subsequent to year end.

Net Appreciation/(Depreciation) in Fair Value of Investments - Net realized and unrealized appreciation/(depreciation) is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

Date of Management's Review - Subsequent events were evaluated through October 13, 2014, which is the date the financial statements were available to be issued.

NOTE C - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows.

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

Level 2: Inputs to the valuation methodology include, quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE C - FAIR VALUE MEASUREMENTS (Continued)

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

The Plan has all mutual funds. Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following table sets forth the Plan's assets at fair value as of December 31, 2012 and 2011. All investments are Level 1.

	Fair Value Measurements at Reporting Date Using	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)
December 31, 2012		
Mutual Funds	<u>\$ 2,960,533</u>	<u>\$ 2,960,533</u>
December 31, 2011		
Mutual Funds	<u>\$ 1,924,439</u>	<u>\$ 1,924,439</u>

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE D - INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the custodian:

	2012	2011
Cash and Cash Equivalents		
Cash	\$ 1,798	\$ -
American Funds Money Market	* 243,480	* 186,442
Total Cash and Cash Equivalents	<u>\$ 245,278</u>	<u>\$ 186,442</u>
Mutual Funds		
American Funds Bond Fund of America	\$ 27,949	\$ 17,471
American Funds Cap World Growth/Income	* 211,472	* 137,089
American Funds Europacific Growth	82,287	46,603
American Funds Growth Fund of America	91,081	62,242
American Funds Income Fund of America	90,780	54,190
American Funds SmallCap World Fund	44,250	28,114
American Funds Washington Mutual Investors	58,736	30,571
American 2010 Target Date Retirement Fund	106,293	79,615
American 2015 Target Date Retirement Fund	* 403,927	* 311,891
American 2020 Target Date Retirement Fund	141,857	84,940
American 2025 Target Date Retirement Fund	* 464,771	* 303,034
American 2030 Target Date Retirement Fund	* 179,335	* 138,045
American 2035 Target Date Retirement Fund	* 193,968	* 113,995
American 2040 Target Date Retirement Fund	* 205,351	* 167,640
American 2045 Target Date Retirement Fund	155,183	89,676
American 2050 Target Date Retirement Fund	44,803	15,360
Columbia Small Cap Value Fund	38,168	20,248
Dreyfus Midcap Index Fund	89,898	46,309
Fidelity Spartan International Index	42,187	20,826
Franklin Income Fund	109,007	70,731
Lord Abbett Mid-Cap Value	51,562	26,643
Vanguard 500 Index Fund	90,114	37,533
Vanguard Small-Cap Index	37,554	21,673
Total Investments	<u>\$ 2,960,533</u>	<u>\$ 1,924,439</u>

* Indicates single investments that represent 5% or more of the Plan's net assets.

	2012	2011
Investment Income:		
Interest and Dividends - Mutual Funds	\$ 2,151	\$ 965
Net Appreciation (Depreciation) in Fair Value of Investments	315,169	(72,175)
Total Investment Income (Loss)	<u>\$ 317,320</u>	<u>\$ (71,210)</u>

All investments are participant directed.

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE E - PLAN AMENDMENTS

Effective April 1, 2012, the plan was amended to allow a maximum of two outstanding loans per participant.

NOTE F - PLAN TERMINATION

On October 11, 2012 a decision was made by the Company's Board of Directors to terminate the Plan. As of this date, all contributions to the plan stopped, no additional employees shall become participants, and all participants became one hundred percent (100%) vested in their accounts. All funds are expected to be distributed as soon thereafter as is reasonably possible.

NOTE G - TAX STATUS

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

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 it is no longer subject to income tax examinations for years prior to 2009.

NOTE H - RISKS 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE I - SUBSEQUENT EVENTS

The Plan recognizes all effects of subsequent events that provide additional evidence about conditions that existed as of December 31, 2012, including estimates inherent in the process of preparing financial statements. Subsequent events that provide evidence about conditions that did not exist as of December 31, 2012, but arose after that date and prior to issuance are not recognized in these financial statements other than disclosure. See Note F for subsequent events that are required to be disclosed as of December 31, 2012. IRS approval for termination was received October 18, 2013. With IRS approval the trustee was able to begin disbursing funds to participants.

SUPPLEMENTAL INFORMATION

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
SUPPLEMENTAL INFORMATION
DECEMBER 31, 2012

Mitchell's Oil Field Services, Inc. Retirement Savings Plan

81-0375447

Plan Number 001

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

(a) (b) Identity of issue, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost**	(e) Current Value
Participant Loans			
Participant Loans	Eleven (11) Outstanding Loans with interest at 3.25%	\$ -	\$ 66,300
Investment in Registered Investment Companies			
American Funds	Bond Fund of America 2,158,183 Units	-	27,949
American Funds	Capital World Growth & Income 5,717,014 Units	-	211,472
American Funds	Europacific Growth 2,034,283 Units	-	82,287
American Funds	Growth Fund of America 2,687,533 Units	-	91,081
American Funds	Income Fund of America 5,040,510 Units	-	90,780
American Funds	Small Cap World Fund 1,132,582 Units	-	44,250
American Funds	Washington Mutual Investors 1,893,490 Units	-	58,736
American Funds	2010 Target Date 11,200,551 Units	-	106,293
American Funds	2015 Target Date 42,031,965 Units	-	403,927
American Funds	2020 Target Date 14,685,009 Units	-	141,857
American Funds	2025 Target Date 47,377,295 Units	-	464,771
American Funds	2030 Target Date 17,862,071 Units	-	179,335
American Funds	2035 Target Date 19,377,453 Units	-	193,968
American Funds	2040 Target Date 20,311,632 Units	-	205,351
American Funds	2045 Target Date 15,395,119 Units	-	155,183
American Funds	2050 Target Date 4,525,572 Units	-	44,803
Columbia Funds	Small Cap Value I Fund 919,264 Units	-	38,168
Dreyfus	Midcap Index Fund 3,107,435 Units	-	89,898
Fidelity Investments	Spartan International Index Fund 1,230,655 Units	-	42,187
Franklin Templeton Investments	Income Fund 49,324,495 Units	-	109,007
Lord Abbett	Mid-Cap Value Fund 2,874,143 Units	-	51,562
Vanguard	500 Index Fund 685,953 Units	-	90,114
Vanguard	Small Cap Index Fund 969,377 Units	-	37,554
Total Investment in Registered Investment Companies		-	2,960,533
Total Assets Held for Investment		\$ -	\$ 3,026,833

** Cost information has been omitted under CFR 2520.103-11(d)

MITCHELL'S OIL FIELD SERVICES, INC.
RETIREMENT SAVINGS PLAN
SUPPLEMENTAL INFORMATION
DECEMBER 31, 2011

Mitchell's Oil Field Services, Inc. Retirement Savings Plan

81-0375447

Plan Number 001

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

(a) (b) Identity of issue, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost**	(e) Current Value
Participant Loans			
Participant Loans	Five (5) Outstanding Loans with interest at 3.25%	\$ -	\$ 44,958
Investment in Registered Investment Companies			
American Funds	Bond Fund of America 1,392.083 Units	-	17,471
American Funds	Capital World Growth & Income 4,290.750 Units	-	137,089
American Funds	Europacific Growth 1,350.021 Units	-	46,603
American Funds	Growth Fund of America 2,197.033 Units	-	62,242
American Funds	Income Fund of America 3,242.996 Units	-	54,190
American Funds	Small Cap World Fund 865.053 Units	-	28,114
American Funds	Washington Mutual Investors 1,082.556 Units	-	30,571
American Funds	2010 Target Date 8,895.489 Units	-	79,615
American Funds	2015 Target Date 34,770.409 Units	-	311,891
American Funds	2020 Target Date 9,608.577 Units	-	84,940
American Funds	2025 Target Date 34,553.529 Units	-	303,034
American Funds	2030 Target Date 15,475.910 Units	-	138,045
American Funds	2035 Target Date 12,880.766 Units	-	113,995
American Funds	2040 Target Date 18,814.796 Units	-	167,640
American Funds	2045 Target Date 10,087.305 Units	-	89,676
American Funds	2050 Target Date 1,761.503 Units	-	15,360
Columbia Funds	Small Cap Value I Fund 517.715 Units	-	20,248
Dreyfus	Midcap Index Fund 1,786.629 Units	-	46,309
Fidelity Investments	Spartan International Index Fund 700.032 Units	-	20,826
Franklin Templeton Investments	Income Fund 34,169.546 Units	-	70,731
Lord Abbett	Mid-Cap Value Fund 1,689.461 Units	-	26,643
Vanguard	500 Index Fund 324.115 Units	-	37,533
Vanguard	Small Cap Index Fund 649.279 Units	-	21,673
Total Investment in Registered Investment Companies		-	1,924,439
Total Assets Held for Investment		\$ -	\$ 1,969,397

**** Cost information has been omitted under CFR 2520.103-11(d)**

Name of Plan:			
▶ Mitchell's Oil Field Services, Inc. Retirement Savings Plan			
Employer Identification Number: ▶ 81-0375447			
For plan year (beginning/ending): ▶ 01/01/2012/12/31/2012		Plan number: ▶	002

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