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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
COMPASS WELL SERVICES, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2011

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

4100 INTERNATIONAL PLAZA STE 500
FORT WORTH, TX 76109

2b Employer Identification Number (EIN)
27-3686749

2c Plan Sponsor's telephone number
817-244-2555

2d Business code (see instructions)
211110

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.	07/29/2015	MORTINA CASTILLO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**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:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	381
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	282
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	215
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	131
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	346
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	346
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	261
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	162
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 3H

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

- **(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)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
COMPASS WELL SERVICES, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
COMPASS WELL SERVICES LLC

D Employer Identification Number (EIN)
27-3686749

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

EAGLE FUND DISTRIBUTORS, INC.

59-2385219

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

FIDELITY DISTRIBUTORS CORP.
500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

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

FRED ALGER & COMPANY, INCORPORATED

13-2510833

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

GOLDMAN SACHS

71 SOUTH WACKER DRIVE
SUITE 500
CHICAGO, IL 60606

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

LORD ABBETT DISTRIBUTOR, LLC

90 HUDSON STREET
JERSEY CITY, NJ 07032

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

MFS FUND DISTRIBUTORS, INC.

04-2747644

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

OPPENHEIMER FUNDS INC.

13-2527171

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

PRUDENTIAL INVESTMENTS LLC

22-3468527

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

(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)

ADP, LLC

13-3036745

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 50 15 64	RECORD KEEPER	9999	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

STATE STREET CORPORATION

04-1867445

(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?
21 99	DIRECTED TRUSTEE/CUSTODIA	0	Yes [X] No [ ]	Yes [X] No [ ]	500	Yes [ ] No [X]

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

ADP BROKER-DEALER

22-3319984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 59 63 49 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
EAGLE FUND DISTRIBUTORS, INC. 59-2385219	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE O3N SMITHFIELD, RI 02917	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	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.
FRED ALGER & COMPANY, INCORPORATED 13-2510833	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59 99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00780 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LORD ABBETT DISTRIBUTOR, LLC 90 HUDSON STREET JERSEY CITY, NJ 07032	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
MFS FUND DISTRIBUTORS, INC. 04-2747644	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
PRUDENTIAL INVESTMENTS LLC 22-3468527	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STATE STREET CORPORATION 04-1867445	ANNUAL RATE 0.00870 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00750 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00550 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00630 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
COMPASS WELL SERVICES, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
COMPASS WELL SERVICES LLC

D Employer Identification Number (EIN)
27-3686749

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-3884161-001	C	48834

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA INTL IDX SECLEND SER VIII

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0337987-336	C	2507

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSS SC IDX VIII

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0337987-340	C	9216

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P 500 IDX IX

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0337987-344	C	84999

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P MD CP IDX NL J

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0337987-347	C	4815

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA US BD IDX SL VIII

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0337987-362	C	7606

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
COMPASS WELL SERVICES, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
COMPASS WELL SERVICES LLC

D Employer Identification Number (EIN)
27-3686749

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)	115190	25516
(9) Value of interest in common/collective trusts	1c(9)	225372	157977
(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)	1837274	1794967
(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	2177836	1978460
	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	2177836	1978460

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)	438889	
	(B) Participants	2a(1)(B)	672107	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1110996
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)	3977	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3977
	(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)	69578	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		69578
	(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)		12082
(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)		22761
c Other income	2c		35
d Total income. Add all **income** amounts in column (b) and enter total	2d		1219429
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1379631	
(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)		1379631
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		29175
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9999	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		9999
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1418805
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-199376
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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		218000
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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
COMPASS WELL SERVICES, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
COMPASS WELL SERVICES LLC

D Employer Identification Number (EIN)
27-3686749

Part I Distributions

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

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

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

EIN(s): 57-1198022

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Compass Well Services, LLC 401(k) Plan

Financial Statements
(and supplemental schedule)
As of December 31, 2014 and 2013
and for the Year Ended December 31, 2014

This report 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.

Compass Well Services, LLC 401(k) Plan

Financial Statements
(and supplemental schedule)
As of December 31, 2014 and 2013
and for the Year Ended December 31, 2014

Compass Well Services, LLC 401(k) Plan

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Schedule H, Line 4i - Schedule of Assets (Held at End of Year) - as of December 31, 2014 14

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

6050 Southwest Blvd, Suite 300
Fort Worth, TX 76109

Independent Auditor's Report

To the Plan Administrator
Compass Well Services, LLC 401(k) Plan
Fort Worth, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Compass Well Services, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

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Disclaimer of Opinion

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

Other Matter

The supplemental schedule, Schedule H, Line 4i-Schedule of Assets (Held at End of Year) as of December 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

BDO USA, LLP

Fort Worth, Texas
July 23, 2015

Financial Statements

Compass Well Services, LLC 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	**2014**	2013
Assets		
Investments, at fair value		
Registered investment companies	**$ 1,794,967**	$ 1,837,274
Common collective trusts	**157,977**	225,372
Total investments, at fair value	**1,952,944**	2,062,646
Notes receivable from participants	**53,976**	124,415
Net assets available for benefits at fair value	**2,006,920**	2,187,061
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(703)**	(764)
Net assets available for benefits at contract value	**$ 2,006,217**	$ 2,186,297

See accompanying notes to financial statements.

Compass Well Services, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,		**2014**
Additions:		
Investment income:		
Net appreciation in fair value of investments	**$**	**34,939**
Interest and dividends		**69,578**
Total investment income		**104,517**
Interest income on notes receivable from participants		**3,977**
Contributions:		
Employer contributions		**438,889**
Participant contributions		**672,107**
Total contributions		**1,110,996**
Total additions		**1,219,490**
Deductions:		
Benefits paid to participants		**1,389,571**
Administrative expenses		**9,999**
Total deductions		**1,399,570**
Net decrease in net assets available for benefits		**(180,080)**
Net assets available for benefits at contract value, beginning of year		**2,186,297**
Net assets available for benefits at contract value, end of year	**$**	**2,006,217**

See accompanying notes to financial statements.

1. Description of Plan

The following brief description of the Compass Well Services, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of Plan's provisions.

Plan Organization, Amendments, and General Provisions

The Plan is a defined contribution plan covering eligible employees of Compass Well Services, LLC, a Texas limited partnership, (the "Employer" or "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The purpose of the Plan is to provide employees with the opportunity to save for retirement on a tax deferred basis.

The Plan is sponsored and administered by the Company, while the Plan's trustee responsibilities and investments are held by State Street Bank and Trust Company (the "Trustee").

Eligibility, Contributions and Vesting

The Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and permits elective contributions in accordance with Section 401(k) of the Code. Prior to November 1, 2013, all employees, over 18 years of age, were eligible to participate in the Plan after completing one month of service. Effective November 1, 2013, the Plan was amended to require completion of two months of service. The maximum salary deferral contribution per year is 85% of compensation, as defined by the Plan, subject to Code limitation of $17,500 for plan year 2014. Participants who reach the age of 50 by the end of the Plan year are eligible to contribute up to an additional $5,500 as a "Catch-up" contribution. In addition to traditional pre-tax salary deferrals, participants may elect to make Roth 401(k) deferrals, which are subject to current income tax in the year of deferral; however, such deferrals' earnings, subject to qualifications, will not be subjected to federal income taxes when distributed to the participant.

The Company also makes a matching contribution equal to 100% of the first 4% of the participant's contributions.

Vesting in salary deferral and rollover contributions is 100%. Participants were 100% vested in employer matching contributions made through December 2013. Effective January 1, 2014, the Plan was amended to require three years of service before becoming fully vested in employer matching contributions that were made subsequent to December 2013. The vesting schedule is 0% for less than 1 year of service, 30% for less than 2 years of service, 60% for less than 3 years of service, and 100% vested after 3 years of service. The years of service is based on date of hire, and not based on the effective date of the amendment.

At December 31, 2014, forfeited nonvested accounts totaled $4,421. Forfeitures of unvested Company matching contributions from terminated participant accounts are used to offset future Company matching contributions. During the year ended December 31, 2014, employer contributions were offset by forfeitures of $68,049.

Participants can elect to have their contributions invested in a number of investment fund options. Participants can change elections and can also reallocate existing funds between

available investment fund options daily, subject to certain restrictions and fees on a fund by fund basis.

Notes Receivable from Participants

Effective June 1, 2014, the Plan was amended to not allow participants to borrow from their 401(k) balance. Prior to June 1, 2014, loans were available to all participants at the current prime lending rate plus 2% (5.25% for 2014 and 2013), with required repayments through payroll deductions over no more than five years. The prime rate was determined based upon the prime rate of interest that was published in the Wall Street journal on the 14th day of each month. In the event that loans were used to acquire the participant's principal residence, the repayment period could be extended beyond five years. A participant could also pay off any remaining loan balance at any time directly to the Trustee. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

Loan issuances had to be at least $500 and were limited to the lesser of $50,000 or 50% of the participant's vested account balance, and participants could only have one loan outstanding at any given time. Loan balances for active participants that have not had payments credited when they are due are considered in default, and defaulted amounts will be recorded as deemed distributions taxable to the participant. There were no delinquent participant notes receivable as of December 31, 2014 or 2013.

Distribution of Benefits

Distributions of vested benefits may be made to a participant upon retirement, disability, death, or termination of employment. Prior to the age of 59½, a participant, while still employed, may make a withdrawal from vested accounts to the extent necessary to satisfy an immediate and substantial financial need, as defined in Section 401(k) of the Code, subject to certain conditions contained in the Plan document. Subsequent to age 59½, the participant may withdraw all or any portion of vested accounts at any time. Any withdrawals from the Plan will be subject to federal income tax at a minimum withholding rate of 20%.

An additional 10% excise tax will be imposed on the withdrawn amount if the distribution is made prior to the age of 59½, except that the additional 10% tax is not imposed on distributions made by reason of death, disability, termination of employment after age 55, a qualified domestic order, and other reasons enumerated in the Code. A participant may transfer distributable amounts to an individual retirement account, to an annuity described in Section 403(b) of the Code, to a plan described in Section 457(b) of the Code maintained by certain governmental entities, or to another qualified plan within 60 days, without being subject to taxation.

Amendment or Termination

The Company has reserved the right to amend, modify, or terminate the Plan at any time, subject to the Plan document and applicable laws and regulations. The Company has no intentions of terminating the Plan and is not aware of any occurrences that could reasonably result in the termination of the Plan. In the event of Plan termination, participants will become 100% vested in their entire account balance, including employer contributions, if any, regardless of years of service.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are presented on 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 could different from those estimates.

Investments

Investments are presented in the financial statements at fair value determined by quoted market prices at the end of the year. The Plan's administrator determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance company. See Note 3 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. The Plan invests in units of four common collective trusts sponsored by the Trustee. Common collective trust funds are stated at fair value as determined by the issuer of the common collective trust funds based on the fair market value of the underlying investments. However, as described in Accounting Standards Codification (ASC) Topic 962 – *Plan Accounting – Defined Contribution Pension Plans*, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The common collective trust funds with underlying investments in investment contracts are valued at fair market value of the underlying investments and then adjusted by the issuer to contract value. The change in the difference between fair value and the cost of the investments, including realized gains and losses, is reflected in the statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments during the year.

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 on investments bought and sold as well as held during the year.

Administrative Expenses

Expenses incurred by the Plan are paid from Plan Assets or by the Company. Certain expenses of maintaining the Plan are paid directly by 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 loan and administrative fees in the statement of changes in net assets available for benefits. Investment related expenses are included in net appreciation of fair value of investments.

Payment of Benefits

Benefits are recorded on the statement of changes in net assets available for benefits when paid. As of December 31, 2014 and 2013, there were no amounts included in plan assets payable to withdrawing participants.

New Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board ("FASB") 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 ("ASC") 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 own nonpublic entity equity securities, including equity securities of 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. 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 required inputs that are both significant to the fair value measurement and 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, 2014 and 2013.

Registered Investment Companies

Registered investment companies (RICs) are valued daily based on exchange listed prices, for exchange traded registered investment companies, or NAV for open-ended continuously offered closed-end registered investment companies 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.

Shares of Common Collective Trusts

Investments in common collective trusts are valued on the basis of relative interest of each participating investor in the fair value of the underlying assets of the trust. While the underlying assets are valued based on the fair value of the underlying securities or upon pricing from observable market information in a non-active market as determined by the investment account manager and are classified in Level 2 of the fair value hierarchy. The NAV of the common collective trusts are used as a practical expedient to estimate fair value and are classified in Level 2 of the fair value hierarchy. The NAV is determined by the respective trustee as of the financial statement date.

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, 2014 and 2013:

	Investment Assets at Fair Value as of December 31, 2014			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Income funds	**$ 82,895**	**$ -**	**$ -**	**$ 82,895**
Growth & income funds	**1,380,495**	**-**	**-**	**1,380,495**
Growth funds	**106,303**	**-**	**-**	**106,303**
Aggressive growth funds	**225,274**	**-**	**-**	**225,274**
Common collective trusts	**-**	**157,977**	**-**	**157,977**
Total investments at fair value	**$ 1,794,967**	**$ 157,977**	**$ -**	**$ 1,952,944**

	Investment Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Income funds	$ 44,803	$ -	$ -	$ 44,803
Growth & income funds	1,486,453	-	-	1,486,453
Growth funds	94,340	-	-	94,340
Aggressive growth funds	211,678	-	-	211,678
Common collective trusts	-	225,372	-	225,372
Total investments at fair value	$ 1,837,274	$ 225,372	$ -	$ 2,062,646

Fair Value of Investments in Entities that use Net Asset Value

The fair value of the common collective trusts based on NAV per share as of December 31, 2014 and 2013 is $157,977 and $225,372, respectively. The trust provides for daily redemptions by the Plan at reported net asset value with no advance notice requirement. The Plan is permitted to redeem investment units at net asset value on the measurement date.

4. Plan Investments

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

December 31,		**2014**		2013
SSgA S&P 500 Index Fund	**$**	******	$	111,798
T. Rowe Price Retirement Fund – 2025 Fund		**159,329**		119,992
T. Rowe Price Retirement Fund – 2030 Fund		**107,152**		174,189
T. Rowe Price Retirement Fund – 2020 Fund		**160,345**		151,780
T. Rowe Price Retirement Fund – 2035 Fund		**151,530**		211,999
T. Rowe Price Retirement Fund – 2045 Fund		**181,207**		221,079
T. Rowe Price Retirement Fund – 2055 Fund		**285,150**		309,941
T. Rowe Price Retirement Balanced		**139,508**		**
Total investments greater than 5%		**1,184,221**		1,300,778
Total investments less than 5%		**768,723**		761,868
Total Investments	**$**	**1,952,944**	$	2,062,646

** Investment did not exceed 5% of assets available for benefits.

Net appreciation in the fair value of the Plan's Investments including gains and losses on investments bought and sold as well as held during the year were as follows:

Year ended December 31,		**2014**
Registered investment companies	**$**	**22,796**
Common collective trusts		**12,143**
	$	**34,939**

5. Information Certified by Trustee

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

- Investments as reflected in the Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013;
- Net investment income, as reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2014 as follows:

Year ended December 31,		**2014**
Interest & dividends	**$**	**69,578**
Net appreciation in fair value of investments	**$**	**34,939**

- Investment values disclosed in Note 3;
- Investment information 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, 2014.

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. Related Party and Party-in-Interest Transactions

Certain plan investments are units of common collective trusts managed by State Street Global Advisors, an affiliate of the Trustee, and, therefore, these transactions qualify as party-in-interest which are exempt from the prohibited transaction provisions of ERISA and the Internal Revenue Code. 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.

8. Income Tax Status

The Company has adopted an amended and restated prototype plan document, on which the Internal Revenue Service issued a determination letter dated July 8, 2014, stating that the Plan qualifies under section 401(a) of the Internal Revenue Code of 1986, as amended, and is exempt from federal income tax under section 501(a). Although the Plan has been amended since receiving the determination letter, the Plan administrator and Plan management believe 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.

Salary deferral and catch-up contributions made by participants, matching employer 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 United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service and the Department of Labor. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, 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 2011.

9. Plan Amendments

Effective January 1, 2014, the Plan was amended to discontinue the safe harbor provisions, to establish an employer matching provision of 4% of compensation, and to revise the employer matching vesting schedule to require three years of service before becoming fully vested.

Effective June 1, 2014, the Plan was amended to discontinue the automatic enrollment feature and to discontinue participant loan provisions.

Effective December 31, 2014, the plan was amended and restated to bring it into compliance with the Pension Protection Act of 2006 and other legal requirements.

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2014 and 2013:

December 31,	**2014**	2013
Net assets available for benefits per the financial statements	**$ 2,006,217**	$ 2,186,297
Certain deemed distributions of participants loans	**(28,460)**	(9,225)
Adjustment from contract value to fair value	**703**	764
Net assets available for benefits per Form 5500	**$ 1,978,460**	$ 2,177,836

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2014:

December 31,	**2014**
Net decrease in net assets available for benefits per the financial statements	**$ (180,080)**
Certain deemed distributions of participant loans	**(19,235)**
Net change in fair value to contract value adjustments	**(61)**
Increase in net assets per Form 5500	**$ (199,376)**

10. Subsequent Events

Effective April 1, 2015, the Plan was amended to reduce the matching contribution from 100% of the first 4% of the participant's contributions to 20% of the first 5% of the participant's contributions.

In May 2015, the plan experienced a significant decrease in plan participation as a result of an employer-initiated action. Plan management is reviewing the circumstances to determine if this event meets the definition of a partial plan termination. If it is determined to be a partial termination, all affected participants will become 100% vested in their participant accounts.

Compass Well Services, LLC has evaluated the impact of all subsequent events through July 23, 2015, 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

Compass Well Service, LLC 401(k) Plan

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

EIN: 27-3686749
December 31, 2014 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
		Alger Capital Appreciation Institutional Fund	Registered investment company	**	$ 18,788
		Invesco Comstock Fund	Registered investment company	**	30,436
		GS Small Cap Value Fund	Registered investment company	**	50,408
		MFS Research International Value Fund	Registered investment company	**	10,270
		Oppenheimer Developing Markets Fund	Registered investment company	**	13,281
		PIMCO Real Return Fund-Class A	Registered investment company	**	31,057
		PIMCO Total Return Fund-Class A	Registered investment company	**	28,619
		Fidelity Advisor Small Cap Fund - Class T	Registered investment company	**	53,393
		Fidelity Advisor Real Estate Fund - Class T	Registered investment company	**	39,349
		Eagle Small Cap Growth Fund - Class A	Registered investment company	**	8,413
		MFS Research International Fund - Class R2	Registered investment company	**	14,375
		Prudential Jennison Mid-Cap Growth Fund - Class A	Registered investment company	**	40,206
		Oppenheimer Global Fund - Class A	Registered investment company	**	19,321
		Prudential Jennison Natural Resources Fund - Class A	Registered investment company	**	16,463
		Prudential High Yield Fund-Class A	Registered investment company	**	23,219
		Lord Abbett Fundamental Equity Fund	Registered investment company	**	16,873
		T. Rowe Price Retirement 2010 Fund-R Class	Registered investment company	**	4,031
		T. Rowe Price Retirement 2015 Fund-R Class	Registered investment company	**	12,217
		T. Rowe Price Retirement 2020 Fund-R Class	Registered investment company	**	160,345
		T. Rowe Price Retirement 2025 Fund-R Class	Registered investment company	**	159,329
		T. Rowe Price Retirement 2030 Fund-R Class	Registered investment company	**	107,152
		T. Rowe Price Retirement 2035 Fund-R Class	Registered investment company	**	151,530
		T. Rowe Price Retirement 2040 Fund-R Class	Registered investment company	**	85,146
		T. Rowe Price Retirement 2045 Fund-R Class	Registered investment company	**	181,207
		T. Rowe Price Retirement 2050 Fund-R Class	Registered investment company	**	94,881
		T. Rowe Price Retirement 2055 Fund-R Class	Registered investment company	**	285,150
		T. Rowe Price Retirement Income Fund	Registered investment company	**	139,508
			Total registered investment companies		1,794,967
		Invesco Stable Asset Fund	Common Collective Trust	**	48,834
*		SSgA S&P 500 Index Fund	Common Collective Trust	**	84,999
*		SSgA US Bond Index Fund	Common Collective Trust	**	7,606
*		SSgA International Index Fund	Common Collective Trust	**	2,507
*		SSgA Russell Small Cap Index Fund	Common Collective Trust	**	9,216
*		SSgA S&P Mid-Cap Index Fund	Common Collective Trust	**	4,815
			Total Common collective trusts		157,977
		Notes receivable from participants	Loans to participants with interest rates of 5.25%		53,976
		Total assets held at end of year			$ 2,006,920

* Party-in-interest
** Cost information not required for participant directed accounts

Schedule C, Line 2(h) Formula Description

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

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

Compass Well Services, LLC 401(k) Plan

Financial Statements
(and supplemental schedule)
As of December 31, 2014 and 2013
and for the Year Ended December 31, 2014

This report 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.

Compass Well Services, LLC 401(k) Plan

Financial Statements
(and supplemental schedule)
As of December 31, 2014 and 2013
and for the Year Ended December 31, 2014

Compass Well Services, LLC 401(k) Plan

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Independent Auditor's Report

To the Plan Administrator
Compass Well Services, LLC 401(k) Plan
Fort Worth, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Compass Well Services, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

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Disclaimer of Opinion

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

Other Matter

The supplemental schedule, Schedule H, Line 4i-Schedule of Assets (Held at End of Year) as of December 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

BDO USA, LLP

Fort Worth, Texas
July 23, 2015

Financial Statements

Compass Well Services, LLC 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	**2014**	2013
Assets		
Investments, at fair value		
Registered investment companies	**$ 1,794,967**	$ 1,837,274
Common collective trusts	**157,977**	225,372
Total investments, at fair value	**1,952,944**	2,062,646
Notes receivable from participants	**53,976**	124,415
Net assets available for benefits at fair value	**2,006,920**	2,187,061
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(703)**	(764)
Net assets available for benefits at contract value	**$ 2,006,217**	$ 2,186,297

See accompanying notes to financial statements.

Compass Well Services, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,		**2014**
Additions:		
Investment income:		
Net appreciation in fair value of investments	**$**	**34,939**
Interest and dividends		**69,578**
Total investment income		**104,517**
Interest income on notes receivable from participants		**3,977**
Contributions:		
Employer contributions		**438,889**
Participant contributions		**672,107**
Total contributions		**1,110,996**
Total additions		**1,219,490**
Deductions:		
Benefits paid to participants		**1,389,571**
Administrative expenses		**9,999**
Total deductions		**1,399,570**
Net decrease in net assets available for benefits		**(180,080)**
Net assets available for benefits at contract value, beginning of year		**2,186,297**
Net assets available for benefits at contract value, end of year	**$**	**2,006,217**

See accompanying notes to financial statements.

1. Description of Plan

The following brief description of the Compass Well Services, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of Plan's provisions.

Plan Organization, Amendments, and General Provisions

The Plan is a defined contribution plan covering eligible employees of Compass Well Services, LLC, a Texas limited partnership, (the "Employer" or "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The purpose of the Plan is to provide employees with the opportunity to save for retirement on a tax deferred basis.

The Plan is sponsored and administered by the Company, while the Plan's trustee responsibilities and investments are held by State Street Bank and Trust Company (the "Trustee").

Eligibility, Contributions and Vesting

The Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and permits elective contributions in accordance with Section 401(k) of the Code. Prior to November 1, 2013, all employees, over 18 years of age, were eligible to participate in the Plan after completing one month of service. Effective November 1, 2013, the Plan was amended to require completion of two months of service. The maximum salary deferral contribution per year is 85% of compensation, as defined by the Plan, subject to Code limitation of $17,500 for plan year 2014. Participants who reach the age of 50 by the end of the Plan year are eligible to contribute up to an additional $5,500 as a "Catch-up" contribution. In addition to traditional pre-tax salary deferrals, participants may elect to make Roth 401(k) deferrals, which are subject to current income tax in the year of deferral; however, such deferrals' earnings, subject to qualifications, will not be subjected to federal income taxes when distributed to the participant.

The Company also makes a matching contribution equal to 100% of the first 4% of the participant's contributions.

Vesting in salary deferral and rollover contributions is 100%. Participants were 100% vested in employer matching contributions made through December 2013. Effective January 1, 2014, the Plan was amended to require three years of service before becoming fully vested in employer matching contributions that were made subsequent to December 2013. The vesting schedule is 0% for less than 1 year of service, 30% for less than 2 years of service, 60% for less than 3 years of service, and 100% vested after 3 years of service. The years of service is based on date of hire, and not based on the effective date of the amendment.

At December 31, 2014, forfeited nonvested accounts totaled $4,421. Forfeitures of unvested Company matching contributions from terminated participant accounts are used to offset future Company matching contributions. During the year ended December 31, 2014, employer contributions were offset by forfeitures of $68,049.

Participants can elect to have their contributions invested in a number of investment fund options. Participants can change elections and can also reallocate existing funds between

available investment fund options daily, subject to certain restrictions and fees on a fund by fund basis.

Notes Receivable from Participants

Effective June 1, 2014, the Plan was amended to not allow participants to borrow from their 401(k) balance. Prior to June 1, 2014, loans were available to all participants at the current prime lending rate plus 2% (5.25% for 2014 and 2013), with required repayments through payroll deductions over no more than five years. The prime rate was determined based upon the prime rate of interest that was published in the Wall Street journal on the 14th day of each month. In the event that loans were used to acquire the participant's principal residence, the repayment period could be extended beyond five years. A participant could also pay off any remaining loan balance at any time directly to the Trustee. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

Loan issuances had to be at least $500 and were limited to the lesser of $50,000 or 50% of the participant's vested account balance, and participants could only have one loan outstanding at any given time. Loan balances for active participants that have not had payments credited when they are due are considered in default, and defaulted amounts will be recorded as deemed distributions taxable to the participant. There were no delinquent participant notes receivable as of December 31, 2014 or 2013.

Distribution of Benefits

Distributions of vested benefits may be made to a participant upon retirement, disability, death, or termination of employment. Prior to the age of 59½, a participant, while still employed, may make a withdrawal from vested accounts to the extent necessary to satisfy an immediate and substantial financial need, as defined in Section 401(k) of the Code, subject to certain conditions contained in the Plan document. Subsequent to age 59½, the participant may withdraw all or any portion of vested accounts at any time. Any withdrawals from the Plan will be subject to federal income tax at a minimum withholding rate of 20%.

An additional 10% excise tax will be imposed on the withdrawn amount if the distribution is made prior to the age of 59½, except that the additional 10% tax is not imposed on distributions made by reason of death, disability, termination of employment after age 55, a qualified domestic order, and other reasons enumerated in the Code. A participant may transfer distributable amounts to an individual retirement account, to an annuity described in Section 403(b) of the Code, to a plan described in Section 457(b) of the Code maintained by certain governmental entities, or to another qualified plan within 60 days, without being subject to taxation.

Amendment or Termination

The Company has reserved the right to amend, modify, or terminate the Plan at any time, subject to the Plan document and applicable laws and regulations. The Company has no intentions of terminating the Plan and is not aware of any occurrences that could reasonably result in the termination of the Plan. In the event of Plan termination, participants will become 100% vested in their entire account balance, including employer contributions, if any, regardless of years of service.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are presented on 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 could different from those estimates.

Investments

Investments are presented in the financial statements at fair value determined by quoted market prices at the end of the year. The Plan's administrator determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance company. See Note 3 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. The Plan invests in units of four common collective trusts sponsored by the Trustee. Common collective trust funds are stated at fair value as determined by the issuer of the common collective trust funds based on the fair market value of the underlying investments. However, as described in Accounting Standards Codification (ASC) Topic 962 – *Plan Accounting – Defined Contribution Pension Plans*, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The common collective trust funds with underlying investments in investment contracts are valued at fair market value of the underlying investments and then adjusted by the issuer to contract value. The change in the difference between fair value and the cost of the investments, including realized gains and losses, is reflected in the statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments during the year.

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 on investments bought and sold as well as held during the year.

Administrative Expenses

Expenses incurred by the Plan are paid from Plan Assets or by the Company. Certain expenses of maintaining the Plan are paid directly by 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 loan and administrative fees in the statement of changes in net assets available for benefits. Investment related expenses are included in net appreciation of fair value of investments.

Payment of Benefits

Benefits are recorded on the statement of changes in net assets available for benefits when paid. As of December 31, 2014 and 2013, there were no amounts included in plan assets payable to withdrawing participants.

New Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board ("FASB") 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 ("ASC") 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 own nonpublic entity equity securities, including equity securities of 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. 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 required inputs that are both significant to the fair value measurement and 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, 2014 and 2013.

Registered Investment Companies

Registered investment companies (RICs) are valued daily based on exchange listed prices, for exchange traded registered investment companies, or NAV for open-ended continuously offered closed-end registered investment companies 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.

Shares of Common Collective Trusts

Investments in common collective trusts are valued on the basis of relative interest of each participating investor in the fair value of the underlying assets of the trust. While the underlying assets are valued based on the fair value of the underlying securities or upon pricing from observable market information in a non-active market as determined by the investment account manager and are classified in Level 2 of the fair value hierarchy. The NAV of the common collective trusts are used as a practical expedient to estimate fair value and are classified in Level 2 of the fair value hierarchy. The NAV is determined by the respective trustee as of the financial statement date.

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, 2014 and 2013:

	Investment Assets at Fair Value as of December 31, 2014			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies:				
Income funds	**$ 82,895**	**$ -**	**$ -**	**$ 82,895**
Growth & income funds	**1,380,495**	**-**	**-**	**1,380,495**
Growth funds	**106,303**	**-**	**-**	**106,303**
Aggressive growth funds	**225,274**	**-**	**-**	**225,274**
Common collective trusts	**-**	**157,977**	**-**	**157,977**
Total investments at fair value	**$ 1,794,967**	**$ 157,977**	**$ -**	**$ 1,952,944**

	Investment Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Income funds	$ 44,803	$ -	$ -	$ 44,803
Growth & income funds	1,486,453	-	-	1,486,453
Growth funds	94,340	-	-	94,340
Aggressive growth funds	211,678	-	-	211,678
Common collective trusts	-	225,372	-	225,372
Total investments at fair value	$ 1,837,274	$ 225,372	$ -	$ 2,062,646

Fair Value of Investments in Entities that use Net Asset Value

The fair value of the common collective trusts based on NAV per share as of December 31, 2014 and 2013 is $157,977 and $225,372, respectively. The trust provides for daily redemptions by the Plan at reported net asset value with no advance notice requirement. The Plan is permitted to redeem investment units at net asset value on the measurement date.

4. Plan Investments

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

December 31,		**2014**		2013
SSgA S&P 500 Index Fund	**$**	******	$	111,798
T. Rowe Price Retirement Fund – 2025 Fund		**159,329**		119,992
T. Rowe Price Retirement Fund – 2030 Fund		**107,152**		174,189
T. Rowe Price Retirement Fund – 2020 Fund		**160,345**		151,780
T. Rowe Price Retirement Fund – 2035 Fund		**151,530**		211,999
T. Rowe Price Retirement Fund – 2045 Fund		**181,207**		221,079
T. Rowe Price Retirement Fund – 2055 Fund		**285,150**		309,941
T. Rowe Price Retirement Balanced		**139,508**		**
Total investments greater than 5%		**1,184,221**		1,300,778
Total investments less than 5%		**768,723**		761,868
Total Investments	**$**	**1,952,944**	$	2,062,646

** Investment did not exceed 5% of assets available for benefits.

Net appreciation in the fair value of the Plan's Investments including gains and losses on investments bought and sold as well as held during the year were as follows:

Year ended December 31,		**2014**
Registered investment companies	**$**	**22,796**
Common collective trusts		**12,143**
	$	**34,939**

5. Information Certified by Trustee

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

- Investments as reflected in the Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013;
- Net investment income, as reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2014 as follows:

Year ended December 31,		**2014**
Interest & dividends	**$**	**69,578**
Net appreciation in fair value of investments	**$**	**34,939**

- Investment values disclosed in Note 3;
- Investment information 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, 2014.

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. Related Party and Party-in-Interest Transactions

Certain plan investments are units of common collective trusts managed by State Street Global Advisors, an affiliate of the Trustee, and, therefore, these transactions qualify as party-in-interest which are exempt from the prohibited transaction provisions of ERISA and the Internal Revenue Code. 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.

8. Income Tax Status

The Company has adopted an amended and restated prototype plan document, on which the Internal Revenue Service issued a determination letter dated July 8, 2014, stating that the Plan qualifies under section 401(a) of the Internal Revenue Code of 1986, as amended, and is exempt from federal income tax under section 501(a). Although the Plan has been amended since receiving the determination letter, the Plan administrator and Plan management believe 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.

Salary deferral and catch-up contributions made by participants, matching employer 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 United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service and the Department of Labor. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, 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 2011.

9. Plan Amendments

Effective January 1, 2014, the Plan was amended to discontinue the safe harbor provisions, to establish an employer matching provision of 4% of compensation, and to revise the employer matching vesting schedule to require three years of service before becoming fully vested.

Effective June 1, 2014, the Plan was amended to discontinue the automatic enrollment feature and to discontinue participant loan provisions.

Effective December 31, 2014, the plan was amended and restated to bring it into compliance with the Pension Protection Act of 2006 and other legal requirements.

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2014 and 2013:

December 31,	**2014**	2013
Net assets available for benefits per the financial statements	**$ 2,006,217**	$ 2,186,297
Certain deemed distributions of participants loans	**(28,460)**	(9,225)
Adjustment from contract value to fair value	**703**	764
Net assets available for benefits per Form 5500	**$ 1,978,460**	$ 2,177,836

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2014:

December 31,	**2014**
Net decrease in net assets available for benefits per the financial statements	**$ (180,080)**
Certain deemed distributions of participant loans	**(19,235)**
Net change in fair value to contract value adjustments	**(61)**
Increase in net assets per Form 5500	**$ (199,376)**

10. Subsequent Events

Effective April 1, 2015, the Plan was amended to reduce the matching contribution from 100% of the first 4% of the participant's contributions to 20% of the first 5% of the participant's contributions.

In May 2015, the plan experienced a significant decrease in plan participation as a result of an employer-initiated action. Plan management is reviewing the circumstances to determine if this event meets the definition of a partial plan termination. If it is determined to be a partial termination, all affected participants will become 100% vested in their participant accounts.

Compass Well Services, LLC has evaluated the impact of all subsequent events through July 23, 2015, 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

Compass Well Service, LLC 401(k) Plan

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

EIN: 27-3686749
December 31, 2014 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
		Alger Capital Appreciation Institutional Fund	Registered investment company	**	$ 18,788
		Invesco Comstock Fund	Registered investment company	**	30,436
		GS Small Cap Value Fund	Registered investment company	**	50,408
		MFS Research International Value Fund	Registered investment company	**	10,270
		Oppenheimer Developing Markets Fund	Registered investment company	**	13,281
		PIMCO Real Return Fund-Class A	Registered investment company	**	31,057
		PIMCO Total Return Fund-Class A	Registered investment company	**	28,619
		Fidelity Advisor Small Cap Fund - Class T	Registered investment company	**	53,393
		Fidelity Advisor Real Estate Fund - Class T	Registered investment company	**	39,349
		Eagle Small Cap Growth Fund - Class A	Registered investment company	**	8,413
		MFS Research International Fund - Class R2	Registered investment company	**	14,375
		Prudential Jennison Mid-Cap Growth Fund - Class A	Registered investment company	**	40,206
		Oppenheimer Global Fund - Class A	Registered investment company	**	19,321
		Prudential Jennison Natural Resources Fund - Class A	Registered investment company	**	16,463
		Prudential High Yield Fund-Class A	Registered investment company	**	23,219
		Lord Abbett Fundamental Equity Fund	Registered investment company	**	16,873
		T. Rowe Price Retirement 2010 Fund-R Class	Registered investment company	**	4,031
		T. Rowe Price Retirement 2015 Fund-R Class	Registered investment company	**	12,217
		T. Rowe Price Retirement 2020 Fund-R Class	Registered investment company	**	160,345
		T. Rowe Price Retirement 2025 Fund-R Class	Registered investment company	**	159,329
		T. Rowe Price Retirement 2030 Fund-R Class	Registered investment company	**	107,152
		T. Rowe Price Retirement 2035 Fund-R Class	Registered investment company	**	151,530
		T. Rowe Price Retirement 2040 Fund-R Class	Registered investment company	**	85,146
		T. Rowe Price Retirement 2045 Fund-R Class	Registered investment company	**	181,207
		T. Rowe Price Retirement 2050 Fund-R Class	Registered investment company	**	94,881
		T. Rowe Price Retirement 2055 Fund-R Class	Registered investment company	**	285,150
		T. Rowe Price Retirement Income Fund	Registered investment company	**	139,508
			Total registered investment companies		1,794,967
		Invesco Stable Asset Fund	Common Collective Trust	**	48,834
*		SSgA S&P 500 Index Fund	Common Collective Trust	**	84,999
*		SSgA US Bond Index Fund	Common Collective Trust	**	7,606
*		SSgA International Index Fund	Common Collective Trust	**	2,507
*		SSgA Russell Small Cap Index Fund	Common Collective Trust	**	9,216
*		SSgA S&P Mid-Cap Index Fund	Common Collective Trust	**	4,815
			Total Common collective trusts		157,977
		Notes receivable from participants	Loans to participants with interest rates of 5.25%		53,976
		Total assets held at end of year			$ 2,006,920

* Party-in-interest
** Cost information not required for participant directed accounts

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name COMPASS WELL SERVICES, LLC 401(K) PLAN **EIN:** 27-3686749
Plan Sponsor's Name COMPASS WELL SERVICES LLC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	ALGER CAPITAL APPR INSTIT - I	REGISTERED INVESTMENT COMPANY		18,788
	T.ROWE PRICE RETIREMENT 2025-R	REGISTERED INVESTMENT COMPANY		159,329
	T.ROWE PRICE RETIREMENT 2030-R	REGISTERED INVESTMENT COMPANY		107,152
	INVESCO COMSTOCK A	REGISTERED INVESTMENT COMPANY		30,436
	T. ROWE PRICE RETIRE 2050 - R	REGISTERED INVESTMENT COMPANY		94,881
	T.ROWE PRICE RETIREMENT 2020-R	REGISTERED INVESTMENT COMPANY		160,345
	GS SMALL CAP VALUE FUND - A	REGISTERED INVESTMENT COMPANY		50,408

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name COMPASS WELL SERVICES, LLC 401(K) PLAN **EIN:** 27-3686749
Plan Sponsor's Name COMPASS WELL SERVICES LLC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	T.ROWE PRICE RETIREMENT 2035-R	REGISTERED INVESTMENT COMPANY		151,530
	PIMCO REAL RETURN FUND - A	REGISTERED INVESTMENT COMPANY		31,057
	T.ROWE PRICE RETIREMENT 2015-R	REGISTERED INVESTMENT COMPANY		12,217
	T.ROWE PRICE RETIREMENT 2055-R	REGISTERED INVESTMENT COMPANY		285,150
	OPPENHEIMER DEVELOP MARKETS-A	REGISTERED INVESTMENT COMPANY		13,281
	MFS RESEARCH INTL - R2	REGISTERED INVESTMENT COMPANY		10,270
	T. ROWE PRICE RETIRE BALANCE R	REGISTERED INVESTMENT COMPANY		139,508

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name COMPASS WELL SERVICES, LLC 401(K) PLAN **EIN:** 27-3686749
Plan Sponsor's Name COMPASS WELL SERVICES LLC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	PRUDENTIAL HIGH YIELD - A	REGISTERED INVESTMENT COMPANY		23,219
	PIMCO TOTAL RETURN FUND - A	REGISTERED INVESTMENT COMPANY		28,619
	T.ROWE PRICE RETIREMENT 2040-R	REGISTERED INVESTMENT COMPANY		85,146
	FIDELITY ADVISOR SMALL CAP - T	REGISTERED INVESTMENT COMPANY		53,393
	FIDELITY ADVISOR REAL ESTATE-T	REGISTERED INVESTMENT COMPANY		39,349
	EAGLE SMALL CAP GROWTH - A	REGISTERED INVESTMENT COMPANY		8,413
	MFS INTERNATIONAL VAL - R2	REGISTERED INVESTMENT COMPANY		14,375

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name COMPASS WELL SERVICES, LLC 401(K) PLAN **EIN:** 27-3686749
Plan Sponsor's Name COMPASS WELL SERVICES LLC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	JENNISON MID-CAP GROWTH - A	REGISTERED INVESTMENT COMPANY		40,206
	OPPENHEIMER GLOBAL FUND - A	REGISTERED INVESTMENT COMPANY		19,321
	JENNISON NATURAL RESOURCES - A	REGISTERED INVESTMENT COMPANY		16,463
	T.ROWE PRICE RETIREMENT 2045-R	REGISTERED INVESTMENT COMPANY		181,207
	LORD ABBETT FUN EQUITY FND - A	REGISTERED INVESTMENT COMPANY		16,873
	T.ROWE PRICE RETIREMENT 2010-R	REGISTERED INVESTMENT COMPANY		4,030
	PARTICIPANT LOANS	INTEREST RATES (5.25% TO 5.25%)		25,516

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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	INVESCO STABLE ASSET	COMMON/COLLECTIVE TRUST		48,834
	SSGA INTL IDX SECLEND SER VIII	COMMON/COLLECTIVE TRUST		2,507
	SSGA RUSS SC IDX VIII	COMMON/COLLECTIVE TRUST		9,216
	SSGA S&P 500 IDX IX	COMMON/COLLECTIVE TRUST		84,999
	SSGA S&P MD CP IDX NL J	COMMON/COLLECTIVE TRUST		4,815
	SSGA US BD IDX SL VIII	COMMON/COLLECTIVE TRUST		7,606