

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                              |
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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                                                                                                                                 |
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| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                                 |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u> |                                                                                                                                                                                                                                                                                                                                                 |
| A This return/report is for:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) _____ |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).                                                                                                       |
| C If the plan is a collectively-bargained plan, check here. ....                                         | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                        |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                                                                                                                       |

|                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                     | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                              |                                                                     |                                                                  |                                                             |  |
| <b>1a</b> Name of plan<br><u>ATWOOD OCEANICS 401(K) RETIREMENT PLAN</u>                                                                                                                                                            | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>08/01/1974</u></td> </tr> </table>                             | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u>                                                       | <b>1c</b> Effective date of plan<br><u>08/01/1974</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                           | <u>001</u>                                                                                                                                                                                                                                                                                                                                  |                                                                     |                                                                  |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>08/01/1974</u>                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><u>ATWOOD OCEANICS, INC.</u><br><br><u>15011 KATY FREEWAY</u><br><u>SUITE 800</u><br><u>HOUSTON, TX 77094</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>74-1611874</u></td> </tr> <tr> <td><b>2c</b> Plan Sponsor's telephone number<br/><u>281-749-7800</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>213110</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>74-1611874</u> | <b>2c</b> Plan Sponsor's telephone number<br><u>281-749-7800</u> | <b>2d</b> Business code (see instructions)<br><u>213110</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>74-1611874</u>                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
| <b>2c</b> Plan Sponsor's telephone number<br><u>281-749-7800</u>                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>213110</u>                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |

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

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

|                                                                                                                                                                                                                              |                                                                                                    |                        |                                                                                  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------|----------------------------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                                                                                                                                             | Filed with authorized/valid electronic signature.<br><br><b>Signature of plan administrator</b>    | 09/14/2015<br><br>Date | RACHEL BROUSSARD<br><br>Enter name of individual signing as plan administrator   |
| <b>SIGN HERE</b>                                                                                                                                                                                                             | Filed with authorized/valid electronic signature.<br><br><b>Signature of employer/plan sponsor</b> | 09/15/2015<br><br>Date | STUART ALLEN<br><br>Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                                                                                                                                             | <b>Signature of DFE</b>                                                                            | Date                   | Enter name of individual signing as DFE                                          |
| Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)<br><u>RONALD ARCULEO</u><br><u>DELOITTE TAX LLP</u><br><u>1700 MARKET STREET</u><br><u>PHILADELPHIA, PA 19103</u> |                                                                                                    |                        | Preparer's telephone number (optional)<br><u>215-246-2300</u>                    |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                                                                                                                                                                                                                                                   | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div>                                                                                                                                                                                                                                                                                                                                             |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    | <b>5</b> 979                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year .....                                                                                                                                                                                                                                                                                                                                    | <b>6a(1)</b> 725                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....                                                                                                                                                                                                                                                                                                                                          | <b>6a(2)</b> 884                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        | <b>6b</b> 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                          | <b>6c</b> 247                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> . ....                                                                                                                                                                                                                                                                                                                                               | <b>6d</b> 1133                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....                                                                                                                                                                                                                                                                                                                 | <b>6e</b> 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> . ....                                                                                                                                                                                                                                                                                                                                                                   | <b>6f</b> 1134                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            | <b>6g</b> 1053                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                                                                                                                                                                                                 | <b>6h</b> 113                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                        | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2C 2G 2J 2S 2T                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (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 \_\_\_\_\_

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2014</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |

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

|                                                                                               |                                                                    |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>ATWOOD OCEANICS 401(K) RETIREMENT PLAN</u>                        | <b>B</b> Three-digit plan number (PN) <u>001</u>                   |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>ATWOOD OCEANICS, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>74-1611874</u> |

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

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

|                                 |                                                                          |
|---------------------------------|--------------------------------------------------------------------------|
| <u>CRAMER ROSENTHAL MCGLYNN</u> | <u>520 MADISON AVE</u><br><u>20TH FLOOR</u><br><u>NEW YORK, NY 10022</u> |
|---------------------------------|--------------------------------------------------------------------------|

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

|                      |                                                                                        |
|----------------------|----------------------------------------------------------------------------------------|
| <u>DODGE AND COX</u> | <u>BOSTON FINANCIAL DATA SERVICES</u><br><u>PO BOX 8422</u><br><u>BOSTON, MA 02266</u> |
|----------------------|----------------------------------------------------------------------------------------|

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

|                    |                                                |
|--------------------|------------------------------------------------|
| <u>JANUS FUNDS</u> | <u>PO BOX 55932</u><br><u>BOSTON, MA 02205</u> |
|--------------------|------------------------------------------------|

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

|                  |                                                     |
|------------------|-----------------------------------------------------|
| <u>JP MORGAN</u> | <u>270 PARK AVENUE</u><br><u>NEW YORK, NY 10017</u> |
|------------------|-----------------------------------------------------|

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

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LOOMIS SAYLES

PO BOX 219594  
KANSAS CITY, MO 64121

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

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PIMCO FUNDS DIST INST

PO BOX 55060  
BOSTON, MA 02205

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

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THE HARTFORD FINANCIAL SERVICES GRO

690 ASYLUM AVE  
HARTFORD, CT 06115

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

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VANGUARD MARKETING CORP

100 VANGUARD BLVD  
MALVERN, PA 19355

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

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VIRTUS MUTUAL FUNDS

PO BOX 9874  
PROVIDENCE, RI 02940

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

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

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

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

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

T ROWE PRICE RPS INC

100 EAST PRATT STREET  
BALTIMORE, MD 21202

| (b)<br>Service Code(s)                             | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|----------------------------------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 21 25 28<br>37 38 49 50<br>52 59 62 64<br>65 99 | NONE                                                                                              | 145877                                                                 | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

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

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

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

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

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

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

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

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

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| T ROWE PRICE RPS INC                                                                           | 15 21 25 28 37 38 49 50 52 59<br>62 64 65 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. |                                           |
| CRM SMALLMID CAP VALUE INV<br>520 MADISON AVE<br>20TH FLOOR<br>NEW YORK, NY 10022              | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.35%                                                                                                                     |                                           |
| (a) Enter service provider name as it appears on line 2                                        | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| T ROWE PRICE RPS INC                                                                           | 15 21 25 28 37 38 49 50 52 59<br>62 64 65 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. |                                           |
| DODGE COX INTL STOCK FUND<br>BOSTON FINANCIAL DATA SERVICES<br>PO BOX 8422<br>BOSTON, MA 02266 | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.1%                                                                                                                      |                                           |
| (a) Enter service provider name as it appears on line 2                                        | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| T ROWE PRICE RPS INC                                                                           | 15 21 25 28 37 38 49 50 52 59<br>62 64 65 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. |                                           |
| HARTFORD EQUITY INCOME Y<br>690 ASYLUM AVE<br>HARTFORD, CT 06115                               | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.05%                                                                                                                     |                                           |

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:



**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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2014 or fiscal plan year beginning <b>01/01/2014</b> and ending <b>12/31/2014</b>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><b>ATWOOD OCEANICS 401(K) RETIREMENT PLAN</b>                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <b>►</b> <b>001</b>                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>ATWOOD OCEANICS, INC.</b>                                                                                                                                                                            |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><b>74-1611874</b>                                       |

| Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                       |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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 |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                 |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>    | 517906                | 0               |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>    | 392980                | 0               |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>    | 2139679               | 2227083         |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>    | 8425083               | 8153442         |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>   | 67508718              | 82937792        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 78984366              | 93318317        |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 78984366 | 93318317 |
|-----------------------------------------------------------|-----------|----------|----------|

**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 Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 8273301    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 7026641    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 1410470    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 16710412  |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |                 |        |        |
|------------------------------------------------------------------------------------------------------|-----------------|--------|--------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |        |        |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |        |        |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |        |        |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |        |        |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 102980 |        |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |        |        |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |        | 102980 |

|                                                                                           |                 |         |         |
|-------------------------------------------------------------------------------------------|-----------------|---------|---------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |         |         |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |         |         |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 3084259 |         |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |         | 3084259 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                    |                 |  |   |
|----------------------------------------------------------------------------------------------------|-----------------|--|---|
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                 | <b>2b(5)(A)</b> |  |   |
| <b>(B)</b> Other .....                                                                             | <b>2b(5)(B)</b> |  |   |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> ..... | <b>2b(5)(C)</b> |  | 0 |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts.....                              | 2b(6)  |            | 170809    |
| (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) |            | 2130092   |
| c Other income.....                                                                            | 2c     |            |           |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 22198552  |

**Expenses**

|                                                                                     |       |         |         |
|-------------------------------------------------------------------------------------|-------|---------|---------|
| e Benefit payment and payments to provide benefits:                                 |       |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 7785081 |         |
| (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) |         | 7785081 |
| f Corrective distributions (see instructions).....                                  | 2f    |         |         |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |         |         |
| h Interest expense.....                                                             | 2h    |         |         |
| i Administrative expenses: (1) Professional fees.....                               | 2i(1) |         |         |
| (2) Contract administrator fees.....                                                | 2i(2) |         |         |
| (3) Investment advisory and management fees.....                                    | 2i(3) |         |         |
| (4) Other.....                                                                      | 2i(4) | 79520   |         |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |         | 79520   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |         | 7864601 |

**Net Income and Reconciliation**

|                                                         |       |  |          |
|---------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 14333951 |
| l Transfers of assets:                                  |       |  |          |
| (1) To this plan.....                                   | 2l(1) |  |          |
| (2) From this plan.....                                 | 2l(2) |  |          |

**Part III Accountant's Opinion**

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

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

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

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: LJ MOSBY PC

(2) EIN: 84-1656069

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

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

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          |     | X  |          |
| <b>4c</b>                                                                                                                                                                                                                     |     |    |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                |     | X  |          |
| <b>4d</b>                                                                                                                                                                                                                     |     |    |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 20000000 |
| <b>4e</b>                                                                                                                                                                                                                     |     |    |          |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>4f</b>                                                                                                                                                                                                                     |     |    |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....                                                     |     | X  |          |
| <b>4g</b>                                                                                                                                                                                                                     |     |    |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....                                           |     | X  |          |
| <b>4h</b>                                                                                                                                                                                                                     |     |    |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>4i</b>                                                                                                                                                                                                                     |     |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... |     | X  |          |
| <b>4j</b>                                                                                                                                                                                                                     |     |    |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>4k</b>                                                                                                                                                                                                                     |     |    |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?.....                                                                                                                                             |     | X  |          |
| <b>4l</b>                                                                                                                                                                                                                     |     |    |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |          |
| <b>4m</b>                                                                                                                                                                                                                     |     |    |          |
| <b>n</b> 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. ....                                      |     |    |          |
| <b>4n</b>                                                                                                                                                                                                                     |     |    |          |

**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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                               |                                                                    |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>ATWOOD OCEANICS 401(K) RETIREMENT PLAN</u>                        | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>ATWOOD OCEANICS, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>74-1611874</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>52-1481931</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>0</u> |

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

|                                                                                                                                                                                                                                                                                                                                                             |                              |                                        |                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | <input type="checkbox"/> N/A            |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                              |                                        |                                         |
| <b>5</b> 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 _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                              |                                        |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                               | <b>6a</b>                    | <u>8273301</u>                         |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                   | <b>6b</b>                    | <u>8273301</u>                         |                                         |
| <b>c</b> 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) .....                                                                                                                                                                                                            | <b>6c</b>                    | <u>0</u>                               |                                         |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                              |                                        |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input checked="" type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                  | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input type="checkbox"/> N/A            |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_

# **Atwood Oceanics 401(k) Retirement Plan**

**EIN 74-1611874  
Plan Number 001**

**Financial Statements and Supplemental Schedules  
December 31, 2014**

# Atwood Oceanics 401(k) Retirement Plan

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December 31, 2014

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\* Other supplemental schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.

## Report of Independent Auditors

To the Plan Administrative Committee of the Atwood Oceanics 401(k) Retirement Plan

### ***Report on the Financial Statements***

We were engaged to audit the accompanying financial statements of the Atwood Oceanics 401(k) Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditor's Responsibility***

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate 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 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 3, which was certified by T. Rowe Price Trust Company (the "Trustee") the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Trustee held 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 years then ended that the information provided to the Plan administrator by the Trustee is complete and accurate.

***Disclaimer of Opinion***

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

***Other Matters***

We were engaged for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental Schedule of Assets Held at Year End as of December 31, 2014 which is the responsibility of Plan management, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the 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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



August 19, 2015

Houston, Texas

**Atwood Oceanics 401(k) Retirement Plan**  
**Statement of Net Assets Available for Benefits**  
**December 31, 2014 and 2013**

---

|                                                                                                  | <b>December 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|--------------------------------------------------------------------------------------------------|------------------------------|------------------------------|
| Investments, at fair value (Notes 3, 4 and 5)                                                    | \$ 91,091,234                | \$ 75,933,801                |
| Notes receivable from participants                                                               | 2,227,083                    | 2,139,679                    |
| Contributions receivable:                                                                        |                              |                              |
| Employee                                                                                         | -                            | 392,980                      |
| Employer                                                                                         | -                            | 517,906                      |
| Total assets                                                                                     | <u>93,318,317</u>            | <u>78,984,366</u>            |
| Liabilities                                                                                      | <u>-</u>                     | <u>-</u>                     |
| Net assets available for benefits at fair value                                                  | 93,318,317                   | 78,984,366                   |
| Adjustment from fair value to contract value<br>for fully benefit-responsive investment contract | <u>(118,193)</u>             | <u>(117,740)</u>             |
| Net assets available for benefits                                                                | <u>\$ 93,200,124</u>         | <u>\$ 78,866,626</u>         |

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

**Atwood Oceanics 401(k) Retirement Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
**Year Ended December 31, 2014**

---

**Additions**

|                                               |                   |
|-----------------------------------------------|-------------------|
| Additions to net assets attributed to         |                   |
| Dividend and interest income                  | \$ 3,254,615      |
| Interest on loans                             | 102,980           |
| Net appreciation in fair value of investments | <u>2,130,092</u>  |
| Total investment income                       | <u>5,487,687</u>  |
| Contributions                                 |                   |
| Employee                                      | 7,026,641         |
| Employer                                      | 8,273,301         |
| Rollovers                                     | <u>1,410,470</u>  |
| Total contributions                           | <u>16,710,412</u> |
| Total additions                               | <u>22,198,099</u> |

**Deductions**

|                                      |                  |
|--------------------------------------|------------------|
| Deductions from assets attributed to |                  |
| Benefits paid to participants        | 7,785,081        |
| Administrative expenses              | <u>79,520</u>    |
| Total deductions                     | <u>7,864,601</u> |

**Net increase** 14,333,498

**Net assets available for benefits**

|                   |                      |
|-------------------|----------------------|
| Beginning of year | <u>78,866,626</u>    |
| End of year       | <u>\$ 93,200,124</u> |

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

# **Atwood Oceanics 401(k) Retirement Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2014**

---

#### **1. Description of the Plan**

The following brief description of the Atwood Oceanics 401(k) Retirement Plan (the “Plan” formerly known as the Atwood Oceanics, Inc. Retirement Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan’s provisions.

##### **General**

The Plan is a defined contribution plan for certain employees of Atwood Oceanics, Inc. and Subsidiaries (the “Company”) and was established on August 1, 1974. Effective January 1, 2014, the Company transferred sponsorship of the Plan to Atwood Oceanics Management, Inc. (the “Sponsor”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). An employee can elect to contribute to the Plan effective with the commencement of employment. There is no minimum age requirement.

The Plan is administered by an administrative committee (the “Committee”) which is appointed by the Board of Atwood Oceanics Management, Inc. The Committee is given the powers necessary to carry out the purposes of the Plan.

##### **Contributions**

Participants must contribute from 1 to 5% of their eligible compensation as defined by the Plan as a Required Employee Contribution in order to be eligible to receive matching employer contributions. Participants subject to United States taxation can elect to make this Required Contribution on a before or after tax basis. Participants can also elect to rollover account balances from other qualified plans into the Plan. Effective January 1, 2014 new employees are auto-enrolled in the Plan at a 5% contribution level, unless they opt out.

Participants can elect to make additional voluntary contributions from 1 to 100% of their before and after-tax defined earnings; however, total employee (required and additional) and employer contributions cannot exceed the required annual IRS limits.

The Company contributes twice the sum of the participants’ Required Employee Contributions. Prior to January 1, 2014, the Company’s contributions began upon the completion of six months of service by an employee. Participants can elect to allocate their contributions, along with Company contributions and earnings thereon, among various mutual funds and collective trust fund options in increments of 10%, up to a maximum of 100%, and can elect to change from one investment option to another with respect to future contributions and also with respect to existing account balances, subject to certain limitations. Participant and Company matching contributions are generally funded into the trust shortly after each pay period.

The maximum tax deferral limitation for 2014 was \$17,500. US taxpayers age 50 and older are permitted to make additional contributions up to \$5,500. The maximum permitted annual combined employee and employer contributions was \$ 51,000 for 2014.

##### **Participant Accounts**

Each participant’s account is credited with the participant’s contributions, Company contributions and allocations of plan earnings and administrative expenses in accordance with the Plan’s provisions. Allocations are based on participant earnings or account balances, as defined. Certain expenses are charged directly to the account of the as well as to individual participant initiating certain types of transactions. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

# **Atwood Oceanics 401(k) Retirement Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2014**

---

#### **Vesting**

Participants have an immediate 100% vested right in the portion of their account attributable to their contributions. A participant's vested right in the Company's contribution depends on the number of years of service with the Company during which contributions were made to the Plan and any periods of ineligibility mandated by the Plan.

The Plan provides for participants to be fully vested in Company contributions after three years of service, with zero vesting prior to that point. In the event of a change in control of the Company as defined in the Plan agreement, the participants would become fully vested in Company contributions.

#### **Notes Receivable from Participants**

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and currently bear interest at the rate of 4.25%. The interest rates have been determined as the prime interest rate plus one percent at the inception of the loan. Principal and interest is paid ratably through payroll deductions.

Participants may take out one loan per year, but may have multiple loans outstanding under the Plan up to limited amounts as described above. The Plan has been amended to allow new loans only in the event there would be no more than two loans outstanding after the new loan is issued.

#### **Benefit Payments and Withdrawals**

A participant is entitled to withdraw the vested portion of his/her account upon termination of employment or any time thereafter.

A participant, or his/her beneficiary, is entitled to a full distribution of the value of his/her account (including the vested portion of the Company's contributions) in the event of (a) termination of employment, (b) permanent disability prior to retirement or (c) death. Participants retiring may elect to receive payments in a lump sum, or equal payment intervals not to exceed 10 years. Participants whose employment is terminated prior to retirement may elect to receive payments of their vested portion in a lump sum or have their vested portion not subjected to federal tax rolled over into another qualified retirement plan.

A participant may withdraw his/her after tax contributions at any time and can resume making additional after tax contributions at any time while still employed. A participant, however, is allowed only one withdrawal election a year. Withdrawals before age 59 ½ may be subject to a 10% federal excise tax in certain circumstances.

#### **Forfeitures**

If a participant terminates his/her employment before becoming fully vested, the unvested portion of the Company's contributions, together with the earnings thereon, will be credited to the Company's forfeiture account. The participant irrevocably forfeits these amounts at such time as he/she incurs five consecutive one-year breaks in service. A one-year break in service occurs when the participant has less than 500 hours of service to the Company in any 12-month period. Forfeitures related to participants who terminate before earning 100% vesting may be utilized by the Company to reduce Company contributions after a one-year break in service has occurred. The Company is liable for reinstatement of forfeitures and earnings on forfeitures utilized prior to the fifth consecutive one-year break in service of participants who return to service and meet the requirements for reinstatement.

# **Atwood Oceanics 401(k) Retirement Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2014**

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At December 31, 2014 and 2013, forfeited nonvested accounts totaled approximately \$229,924 and \$102,875, respectively. These accounts may be used to reduce future employer contributions or pay plan expenses. In 2014 forfeitures of \$637,000 were utilized to reduce employer contributions.

#### **Expenses**

All administrative expenses are borne by the Plan and its participants unless paid for by the Company. Individual participant accounts are charged directly with fees related to certain transactions initiated by the participant. Each participant's account is allocated a portion of the Plan expenses on a fixed dollar basis each quarter. Expense credits may be issued in a subsequent quarter when actual expenses are less than the fixed dollar allocation. The Company has elected to pay legal and auditing fees of the Plan without charge to or reimbursement from the Plan.

## **2. Significant Accounting Policies**

#### **Basis of Accounting**

The financial statements of the Plan are prepared under the accrual method of accounting.

#### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

#### **Investment Valuation**

The Plan's investments are stated at fair value as proscribed by Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820-10 and determined by T. Rowe Price Trust Company (the "Trustee") as of December 31, 2014 and 2013. Mutual funds (issued by registered investment companies) are stated at net asset value for the shares held. Collective trust funds are valued at fair value as determined and reported by the investment advisor using discounted cash flow analysis performed for the underlying assets held by the trust based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

FASB ASC 962 "Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pension Plans" requires that plans holding fully benefit-responsive investment contracts, such as the stable value fund option provided by the Plan, as defined in the pronouncement present those investments at fair value. However, 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 participants in the Plan invest in investment contracts through a collective trust. Contract value for this collective trust is based on the net asset value of the fund as reported by the investment advisor. As required by FASB ASC 962, the Statement of Net Assets Available for Benefits presents the fair value of the investment in the collective trust, as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis as proscribed by FASB ASC 962.

# **Atwood Oceanics 401(k) Retirement Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2014**

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#### **Notes Receivable From Participants**

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest and are excluded from investments as proscribed by Accounting Standards Update 2010-25. Delinquent loans are treated as distributions based upon the terms of the Plan document.

#### **Investment Income**

The Plan presents, in the statement of changes in net assets available for benefits, income earned from investments, which includes interest income, dividend income, other income and net appreciation (depreciation) in the fair value of the plan investments, which consists of realized gains (losses) and unrealized appreciation (depreciation).

Purchases and sales of securities are recorded on a trade date basis. Interest and dividend income are recorded as earned.

#### **Payments of Benefits**

Benefits are recorded when paid.

#### **Recent Accounting Pronouncements**

On July 31, 2015 the Financial Accounting Standards Board (the FASB) issued Accounting Standards Update (ASU) 2015-12 “Plan Accounting: Defined Benefit Pension Plans (Topic 960) Defined Contribution Pension Plans (Topic 962) Health and Welfare Benefit Plans (Topic 965)” to simplify reporting for the financial statements of employee benefit plans. The ASU eliminates or reduces the scope of several financial statement disclosures required in financial statements and becomes effective for plan years beginning after December 15, 2015, with earlier application permitted. Among the simplifications included in the ASU are the elimination of fair value presentation of fully benefit-responsive investment contracts (using only contract value in the financial statements), elimination of separate disclosure of investments exceeding 5% of the net assets available for benefits, and elimination of the disaggregation of investments by nature, characteristics and risk as currently presented in Note 4, with presentation of fair value to be made only by investment type (such as mutual funds). The Plan expects to implement this pronouncement in its 2015 financial statements with retroactive application for comparative 2014 data.

#### **Subsequent Events Updating**

The Plan Administrators have reviewed and evaluated events subsequent to December 31, 2014 through August 19, 2015, the date the financial statements were available to be issued, for their impact on amounts recorded, and related disclosures, in these financial statements, and incorporated the related effects as appropriate.

#### **Risks and Uncertainties**

The Plan provides for various investments in collective trust funds and mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term.

### **3. Information Certified by the Plan’s Trustee (Unaudited)**

The Committee has elected the limited scope method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Under this method of compliance, no audit procedures are performed by the Plan’s independent auditors with respect to investments and investment related activity information certified by the Trustee.

# Atwood Oceanics 401(k) Retirement Plan

## Notes to Financial Statements

### Year Ended December 31, 2014

The Committee has obtained a certification from the Trustee that the following data included in the schedules listed below is complete and accurate. Accordingly, the Plan's independent auditors performed no audit procedures with respect to such information.

- a. Cash and temporary investments, including mutual funds and common collective trusts, as shown in the statement of net assets available for benefits as of December 31, 2014 and 2013.
- b. Dividend income, interest income (except for interest income on participant loans) and net appreciation (depreciation) in fair value of investments as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2014.
- c. All information included in the schedule of assets held at December 31, 2014, as shown in the supplemental schedule, except for participant loan balances.

### Fair Values of Financial Instruments

FASB ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between willing participants at the measurement date. FASB ASC 820-10 also establishes a hierarchy for the valuation inputs that emphasizes the use of observable inputs when measuring fair value. A financial instrument categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The fair value hierarchy established by FASB ASC 820-10 is broken down as follows:

Level 1- inputs are based upon unadjusted quoted prices for identical instruments traded in active markets that the Plan has the ability to access.

Level 2- inputs are based upon quoted prices for similar instruments in active markets, quoted prices for similar or identical instruments in inactive markets and valuation techniques for which all significant assumptions are observable in the market can be corroborated by observable market data for substantially the full term of the assets and liabilities.

Level 3- inputs are generally unobservable and reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models and similar valuation techniques.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013:

|                                  | <u>Fair Value Measurements at December 31, 2014</u> |                     |                     |          |
|----------------------------------|-----------------------------------------------------|---------------------|---------------------|----------|
|                                  | December 31, 2014                                   | Level 1             | Level 2             | Level 3  |
| Registered investment companies: |                                                     |                     |                     |          |
| Equity funds                     | \$27,698,615                                        | \$27,698,615        | -                   | -        |
| Target date funds                | 39,859,675                                          | 39,859,675          | -                   | -        |
| International equity funds       | 4,823,786                                           | 4,823,786           | -                   | -        |
| Fixed income funds               | 5,486,991                                           | 5,486,991           | -                   | -        |
| Index funds                      | 5,068,725                                           | 5,068,725           | -                   | -        |
| Total registered investment co.  | 82,937,792                                          | 82,937,792          | -                   | -        |
| Common collective trust          | 8,153,442                                           | -                   | \$ 8,153,442        | -        |
| Total                            | <u>\$ 91,091,234</u>                                | <u>\$82,937,792</u> | <u>\$ 8,153,443</u> | <u>-</u> |

**Atwood Oceanics 401(k) Retirement Plan**  
**Notes to Financial Statements**  
**Year Ended December 31, 2014**

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|                                  | <u>Fair Value Measurements at December 31, 2013</u> |                     |                     |          |
|----------------------------------|-----------------------------------------------------|---------------------|---------------------|----------|
|                                  | December 31, 2013                                   | Level 1             | Level 2             | Level 3  |
| Registered investment companies: |                                                     |                     |                     |          |
| Equity funds                     | \$23,580,768                                        | \$23,580,768        | -                   | -        |
| Target date funds                | 33,091,844                                          | 33,091,844          | -                   | -        |
| International equity funds       | 4,668,640                                           | 4,668,640           | -                   | -        |
| Fixed income funds               | 2,650,184                                           | 2,650,184           | -                   | -        |
| Index funds                      | <u>3,517,282</u>                                    | <u>3,517,282</u>    | <u>-</u>            | <u>-</u> |
| Total registered investment co.  | 67,508,718                                          | 67,508,718          | -                   | -        |
| Common collective trust          | <u>8,425,083</u>                                    | <u>-</u>            | <u>\$ 8,425,083</u> | <u>-</u> |
| Total                            | <u>\$75,933,891</u>                                 | <u>\$67,508,718</u> | <u>\$ 8,425,083</u> | <u>-</u> |

The level 2 investments above were valued under the income approach, using discounted cash flows.

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 Plan held no Level 3 assets, and there were no Level 3 related gains or losses during 2014 or 2013. There were no transfers between Levels in 2014 or 2013.

#### **4. Significant Investments (Unaudited)**

Investments that represent 5% or more of the Plan's net assets as of December 31, 2014 and 2013 are separately disclosed as follows:

|                                      | 2014         | 2013         |
|--------------------------------------|--------------|--------------|
| T. Rowe Price Stable Value Fund      | \$ 8,153,442 | \$ 8,425,083 |
| T. Rowe Price Blue Chip Growth Fund  | 9,734,788    | 8,474,402    |
| T. Rowe Price Mid Cap Growth Fund    | 8,463,347    | 7,552,983    |
| Vanguard Retirement Date 2020 Fund   | 7,859,621    | 7,100,458    |
| Vanguard Retirement Date 2030 Fund   | 6,781,387    | 5,513,663    |
| Dodge & Cox International Stock Fund | 4,823,785    | 4,668,640    |
| Vanguard Retirement Date 2015 Fund   | *            | 3,944,919    |
| Vanguard Retirement Date 2025 Fund   | 4,847,866    | *            |
| Vanguard 500 Index Fund Admiral      | 4,726,289    | *            |
| Vanguard Retirement Date 2045 Fund   | 4,884,037    | *            |

\* Amount did not exceed 5% at this date.

All net appreciation in the fair value of Plan assets for 2014 relates to mutual funds.

# **Atwood Oceanics 401(k) Retirement Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2014**

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#### **5. Investments in Collective Trust Fund (Unaudited)**

At December 31, 2014 and 2013, the Plan held investments with a contract value of \$8,035,249 and \$8,307,343, respectively, in the T. Rowe Price Stable Value Common Trust Fund, which had an effective yield of 1.83% and had a total return rate (spot crediting rate) of 2.10% at December 31, 2014. This fund had an effective yield of 2.06% and had a total return rate (spot crediting rate) of 2.29% at December 31, 2013. The crediting rate of the fund is typically reset on a quarterly basis, with the crediting rate being driven by the rates on contracts held by the fund and the discount rate (given prevailing market rates) that would generally result in the discounted cash flows approximating contract value. This fund is a diversified pool of investment contracts (“GICs”) of varying maturity, size and yield. The fund also invests in short-term investments and may invest in separate account GICs, synthetic GICs, GIC alternatives and bank investment contracts. The fund also has purchased wrapper contracts which are designed to ensure that withdrawals can occur at contract value despite differences between fair value and contract value at the time due to differences in prevailing interest rates. The number of parties that issue wrapper contracts is limited and there can be no assurance that wrapper contracts will always be available in the future. All of the fund’s investment contracts are fully benefit-responsive and are recorded at fair value. The value of these contracts and the T. Rowe Price Stable Value Common Trust Fund may be impacted by the current and future creditworthiness of the financial institutions issuing the related investment contracts, wrappers and guarantees. The Plan must provide 30 days notice to this fund manager prior to the termination of this Plan investment option. Certain other events, deemed improbable of occurring by Plan management, could result in limitations on the ability of the Plan to transact at contract value.

#### **6. Related Party Transactions**

The Plan invests in certain investments managed by the Trustee and, as such, these transactions qualify as party-in-interest transactions. Notes receivable from participants, which totaled \$2,227,083 and \$2,139,679 at December 31, 2014 and 2013, respectively, also qualify as party-in-interest transactions. Administrative fees paid by participants in 2014 amounted to \$79,520, net of reimbursements. These transactions are exempt from the prohibited transactions rules under ERISA. Fees for investment management and related accounting services to the mutual and common collective trust fund managers and the Trustee result in a reduction in the quoted prices of the investments, therefore reducing the net appreciation in the fair value of investments in the Statement of Changes in Net Assets.

The Company provides certain administrative support to the Plan with no reimbursement. Those expenses are not reflected in these financial statements.

#### **7. Termination of Plan**

Although it has not expressed any intent to do so, the Company may, at any time, amend, discontinue contributions to, or terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, participants become fully vested, and the full value of their accounts will be distributed as directed by the plan document.

#### **8. Federal Income Taxes**

The Internal Revenue Service has determined and informed the Company by a letter dated January 15, 2015 that the Plan is designed in accordance with applicable sections of the Internal Revenue Code of 1986, as amended (the “IRC”). The Plan has been amended since receiving the determination letter. However, the Committee believes that the Plan is designed and is currently being operated in compliance with the applicable

**Atwood Oceanics 401(k) Retirement Plan**  
**Notes to Financial Statements**  
**Year Ended December 31, 2014**

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requirements of the IRC. Therefore, the Committee and the Plan's tax counsel believe that the Plan is qualified and tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014, there are no uncertain positions taken, or expected to be taken that would require recognition of liability 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 it is no longer subject to tax examinations for years prior to 2011.

**9. Reconciliation Between Financial Statements and Form 5500**

Following is a reconciliation of the differences between amounts reported in these financial statements and amounts reported in the Plan's Form 5500 for the year ended December 31, 2014.

|                                                                    |                     |
|--------------------------------------------------------------------|---------------------|
| Net assets reported in the December 31, 2014 financial statements  | \$93,200,124        |
| Adjustment from contract value to fair value included in Form 5500 | <u>118,193</u>      |
| Net assets at December 31, 2014 reported in the 2014 Form 5500     | <u>\$93,318,317</u> |

|                                                                    |                     |
|--------------------------------------------------------------------|---------------------|
| Net assets reported in the December 31, 2013 financial statements  | \$78,866,626        |
| Adjustment from contract value to fair value included in Form 5500 | <u>117,740</u>      |
| Net assets at December 31, 2013 reported in the 2014 Form 5500     | <u>\$78,984,366</u> |

|                                                                                                                             |                      |
|-----------------------------------------------------------------------------------------------------------------------------|----------------------|
| Total additions reported in the Statement of Changes in Net Assets of the financial statements                              | \$ 14,333,498        |
| Change in fair value of fully benefit responsive investment contract reported in Form 5500, but not in financial statements | <u>453</u>           |
| Total income reported in 2014 Form 5500                                                                                     | <u>\$ 14,333,951</u> |

**Atwood Oceanics 401(k) Retirement Plan**  
**Schedule H Line 4(i) Schedule of Assets Held at End of Year**  
**EIN: 74-1611874 PN: 001**  
**December 31, 2014**

| <b>Identity of Issue</b> |                   | <b>Description of Investment</b>                                                | <b>Cost</b> | <b>Current Value</b> |
|--------------------------|-------------------|---------------------------------------------------------------------------------|-------------|----------------------|
| <b>(a)</b>               | <b>(b)</b>        | <b>(c)</b>                                                                      | <b>(d)</b>  | <b>(e)</b>           |
|                          |                   | <b>Collective trust fund</b>                                                    |             |                      |
| *                        | T. Rowe Price     | Stable Value Common Trust Fund                                                  | (**)        | \$8,153,442          |
|                          |                   | <b>Mutual funds – fixed income funds</b>                                        |             |                      |
|                          | Loomis Sayles     | Core Bond Fund Y                                                                | (**)        | 2,793,889            |
|                          | PIMCO             | All Asset Fund Institutional                                                    | (**)        | 284,521              |
|                          | Janus             | Short Term Bond Fund CIT                                                        | (**)        | 376,877              |
|                          | Vanguard          | Inflation Protected Bond                                                        | (**)        | 240,294              |
|                          | Vanguard          | Total Bond Market Index Signal                                                  | (**)        | 89,578               |
|                          |                   | <b>Mutual funds – equity funds</b>                                              |             |                      |
| *                        | T. Rowe Price     | Blue Chip Growth Fund                                                           | (**)        | 9,734,788            |
| *                        | T. Rowe Price     | Prime Reserve Fund                                                              | (**)        | 50,133               |
| *                        | T. Rowe Price     | Mid Cap Growth Fund                                                             | (**)        | 8,463,347            |
| *                        | T. Rowe Price     | New Horizon Fund                                                                | (**)        | 2,532,246            |
| *                        | T. Rowe Price     | Small Cap Value Fund                                                            | (**)        | 682,345              |
|                          | Dodge & Cox       | International Stock Fund                                                        | (**)        | 4,823,786            |
|                          | Hartford          | Equity Income Fund Y                                                            | (**)        | 2,748,993            |
|                          | Frontier          | Phocas Small Cap Value Fund Institutional                                       | (**)        | 3,486,763            |
|                          | Vanguard          | FTSE World US Index                                                             | (**)        | 46,431               |
|                          | Vanguard          | Ext Markets Index Signal                                                        | (**)        | 296,005              |
|                          | Vanguard          | 500 Index Admiral                                                               | (**)        | 4,726,289            |
|                          | Vanguard          | Target Retirement Income Fund Inv                                               | (**)        | 1,701,832            |
|                          | Vanguard          | Retirement Date 2010 Fund                                                       | (**)        | 1,787,574            |
|                          | Vanguard          | Retirement Date 2015 Fund                                                       | (**)        | 3,480,239            |
|                          | Vanguard          | Retirement Date 2020 Fund                                                       | (**)        | 7,859,621            |
|                          | Vanguard          | Retirement Date 2025 Fund                                                       | (**)        | 4,847,866            |
|                          | Vanguard          | Retirement Date 2030 Fund                                                       | (**)        | 6,781,388            |
|                          | Vanguard          | Retirement Date 2035 Fund                                                       | (**)        | 4,520,300            |
|                          | Vanguard          | Retirement Date 2040 Fund                                                       | (**)        | 4,265,350            |
|                          | Vanguard          | Retirement Date 2045 Fund                                                       | (**)        | 4,884,037            |
|                          | Vanguard          | Retirement Date 2050 Fund                                                       | (**)        | 824,402              |
|                          | Vanguard          | Retirement Date 2055 Fund                                                       | (**)        | 516,738              |
|                          | Vanguard          | Retirement Date 2060 Fund                                                       | (**)        | 92,160               |
| *                        | Participant loans | to be repaid at interest rates of 4.25%<br>with various maturities through 2019 | 0           | 2,227,083            |
|                          |                   |                                                                                 |             | <u>\$ 93,318,317</u> |

\* Party in interest to the Plan.

(\*\*) Cost omitted for participant-directed investments.

The information shown on this schedule has been summarized from information provided and certified as being complete and accurate by the Trustee.

See accompanying financial statements, footnotes and report of independent auditors.

|                         |                                               |
|-------------------------|-----------------------------------------------|
| <b>Plan Name</b>        | <b>Atwood Oceanics 401(k) Retirement Plan</b> |
| <b>Plan Sponsor EIN</b> | <b>74-1611874</b>                             |
| <b>ERISA Plan #</b>     | <b>001</b>                                    |
| <b>Plan Year Ending</b> | <b>December 31, 2014</b>                      |

**The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).**

| <b>Form / Schedule</b> | <b>Line #</b> | <b>Description</b>                                          | <b>Attachment</b> |
|------------------------|---------------|-------------------------------------------------------------|-------------------|
| 5500 Sch. H            | Line 3        | Financial statements used in formulating the IQPA's opinion | X                 |
| 5500 Sch. H            | Line 4i       | Schedule of Assets (Held at End of Year)                    | X                 |
| 5500 Sch. H            | Line 4i       | Schedule of Assets (Acquired and Disposed of Within Year)   |                   |
| 5500 Sch. H            | Line 4j       | Schedule of Reportable Transactions                         |                   |
| 5500 Sch. H            | Line 4a       | Schedule of Delinquent Participant Contributions            |                   |

|                         |                                               |
|-------------------------|-----------------------------------------------|
| <b>Plan Name</b>        | <b>Atwood Oceanics 401(k) Retirement Plan</b> |
| <b>Plan Sponsor EIN</b> | <b>74-1611874</b>                             |
| <b>ERISA Plan #</b>     | <b>001</b>                                    |
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| 5500 Sch. H            | Line 4j       | Schedule of Reportable Transactions                         |                   |
| 5500 Sch. H            | Line 4a       | Schedule of Delinquent Participant Contributions            |                   |