Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2006

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

950 CORBINDALE ROAD
SUITE 300
HOUSTON, TX 77024

2b Employer Identification Number (EIN)
74-3072101

2c Plan Sponsor's telephone number
713-528-5544

2d Business code (see instructions)
213110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2015	CHRYSTA DANSBY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	2222
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	2070
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	2101
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	176
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	2278
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	2278
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	978
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	107
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code_____

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

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

A Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

D Employer Identification Number (EIN)
74-3072101

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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

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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	15400	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
ABF LG CAP VAL INV - STATE STREET 225 FRANKLIN STREET BOSTON, MA 02111	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
ARTISAN MID CAP VAL - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
GS SATELLITE STR IS - GOLDMAN, SAC 13-5108880	0.10%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MSIF MID CAP GRTH A - BOSTON FINAN	330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PIMCO TOT RETURN ADM - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.28%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
RS PARTNERS A - BOSTON FINANCIAL D	P.O. BOX 8480 BOSTON, MA 02266	0.55%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

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

A Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

D Employer Identification Number (EIN)
74-3072101

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	2607999

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

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

A Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

D Employer Identification Number (EIN)
74-3072101

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	691684	843449
(9) Value of interest in common/collective trusts	1c(9)	2542662	2607999
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	20500858	24766983
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	23735204	28218431
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	19648	114440
k Total liabilities (add all amounts in lines 1g through1j)	1k	19648	114440
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	23715556	28103991

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2638732	
(B) Participants	2a(1)(B)	3588500	
(C) Others (including rollovers)	2a(1)(C)	223921	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6451153
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	32869	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		32869
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1846960	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1846960
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		23407
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-629194
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		7725195
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3321321	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		3321321
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	15439	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		15439
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3336760
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4388435
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

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

A Name of plan
STALLION OILFIELD SERVICES LTD 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STALLION OILFIELD SERVICES LTD

D Employer Identification Number (EIN)
74-3072101

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

STALLION OILFIELD HOLDINGS, INC.
401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

AS OF DECEMBER 31, 2014 AND 2013
AND FOR THE YEAR ENDED DECEMBER 31, 2014

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

C O N T E N T S

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Statements of Net Assets Available for Benefits 4

Statement of Changes in Net Assets Available for Benefits 5

Notes to Financial Statements ..... 6 - 14

Supplemental Schedule

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) 15

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosures under Employee Retirement Income Security Act of 1974, as amended, are not applicable and have been omitted.

Tel: 713-960-1706
Fax: 713-960-9549
www.bdo.com

2929 Allen Parkway, 20th Floor
Houston, TX 77019-7100

Independent Auditor's Report

To the Plan Administrator of
Stallion Oilfield Holdings, Inc. 401(k) Plan
Houston, Texas

We were engaged to audit the accompanying financial statements of Stallion Oilfield Holdings, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of and for the year ended December 31, 2014 that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

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

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

Other Matter
The supplemental schedule of assets (held at end of year) as of December 31, 2014 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Other Matter - Prior Period Financial Statements
The financial statements of the Plan as of December 31, 2013, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by custodian, Fidelity. Their report, dated October 9, 2014, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements, and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule for December 31, 2014, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BDO USA, LLP

Houston, Texas
October 9, 2015

Financial Statements
and Supplemental Schedule

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2014	December 31, 2013
ASSETS		
INVESTMENTS, at fair value		
Common collective trust	$ 2,607,999	$ 2,542,662
Mutual funds	24,766,983	20,500,858
TOTAL INVESTMENTS AT FAIR VALUE	27,374,982	23,043,520
RECEIVABLES		
Notes receivable from participants	843,449	691,684
LIABILITIES		
Excess contributions	114,440	19,648
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	28,103,991	23,715,556
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	(38,120)	(38,326)
NET ASSETS AVAILABLE FOR BENEFITS	$ 28,065,871	$ 23,677,230

See accompanying notes to financial statements.

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2014

ADDITIONS TO NET ASSETS	
INVESTMENT INCOME	
Dividends	$ 1,846,960
Net appreciation in fair value of common collective trust	23,613
Net depreciation in fair value of mutual funds	(629,194)
TOTAL INVESTMENT INCOME	1,241,379
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	32,869
CONTRIBUTIONS	
Participant	3,588,500
Employer	2,638,732
Rollover	223,921
TOTAL CONTRIBUTIONS	6,451,153
TOTAL ADDITIONS TO NET ASSETS	7,725,401
DEDUCTIONS FROM NET ASSETS	
Distributions to participants	3,321,321
Administrative fees	15,439
TOTAL DEDUCTIONS FROM NET ASSETS	3,336,760
NET INCREASE	4,388,641
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	23,677,230
End of year	$ 28,065,871

See accompanying notes to financial statements.

NOTE A - DESCRIPTION OF PLAN

The following brief description of the Stallion Oilfield Holdings, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Summary Plan Description and legal plan document for more complete information.

General: The Plan was established effective January 1, 2006 and covers substantially all U.S. employees of Stallion Oilfield Holdings, Inc. and subsidiaries (the "Employer" or "Company"). The Plan covers employees on the first day of the month following their date of hire. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent related amendments and revisions.

Administration of the Plan: The investment custodian for the Plan's participant directed assets is Fidelity Management Trust Company ("Fidelity" or "Custodian") as of December 31, 2014 and 2013, and for the year ended December 31, 2014.

Contributions: Plan participants may contribute up to the lesser of 60% of their eligible compensation or $17,500 for 2014 on either a pretax basis, or an after-tax basis as a Roth 401(k) contribution, through payroll deductions. For the year ended December 31, 2014, pretax and after-tax contributions were $3,222,697 and $365,803, respectively. Rollover contributions may also be accepted by the Plan on behalf of participants from other plans qualified under Section 401(a), 403(a) annuity plan, 403(b) annuity contract, eligible 457(b) plan maintained by a governmental employer, and an individual retirement account and individual retirement annuity. The Company may make a discretionary matching contribution each year as determined by the Company's Board of Directors. In addition to matching contributions, the Employer may also make an annual discretionary profit sharing contribution to participants. There were no discretionary profit sharing contributions made during 2014. For the year ended December 31, 2014, the Company made a total discretionary matching contribution of $2,638,732. Effective October 1, 2015, the Company's Board of Directors approved to cease all matching contributions to the Plan by suspending the matching program.

Participant and employer contributions are subject to certain limitations under the Internal Revenue Code of 1986 (the "Code"). Each participant's annual contribution shall not exceed the maximum amount allowed for deferral under the Code, which was $17,500 for 2014. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions of up to $5,500 for 2014. The amount of a participant's annual compensation which may be taken into account for purposes of determining the amount of the employer match or for any other purpose under the Plan shall not exceed the amount permitted annually by the Code, which was $260,000 for 2014.

Participant Accounts: Separate accounts are maintained for each participant. Participant accounts are credited with employee contributions, rollover contributions, the Company's matching contributions and an allocation of investment earnings and losses. Participant accounts are credited with a participant's salary deferrals and rollover contributions, if any, and the Company's discretionary contributions, and an allocation of investment earnings and losses. Participants are able to self-direct their investment accounts in various funds offered by the investment custodian. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A - DESCRIPTION OF PLAN (Continued)

Vesting: Participants' contributions and earnings thereon are immediately vested. Participants are 100% vested in the Employer's contributions upon completion of three years of service or upon death, permanent disability, attainment of age 65 or termination of the Plan. Participants receive vesting credit for the number of years that he or she has worked for the Employer as follows:

Years of Service	Vesting Percentage
Less than 1 year	0%
1 year	33%
2 years	66%
3 years	100%

Benefits: Participants are eligible for a distribution in the event of death, disability, termination of service or attainment of age 65. Participants or beneficiaries will receive their benefits in a single lump-sum distribution, as a cash distribution, direct rollover distribution or both. In addition, participants are permitted to request in-service distributions upon attaining age 59½ or incurring a substantial financial hardship, as defined in the Plan. Financial hardship withdrawals are permitted, as defined in the Plan agreement.

Forfeitures: Forfeiture of the employer's contributions may occur if a participant terminates employment prior to becoming vested in the employer's contributions. Forfeitures are retained in the Plan and used to reduce future employer contributions or pay administrative fees. A terminated participant's vesting status and forfeited amounts may be restored if the participant is reemployed by the employer and repays the full amount of any distributions received within five years of termination. As of December 31, 2014 and 2013, forfeited unallocated accounts totaled $433,862 and $305,687, respectively. For the year ended December 31, 2014, no forfeitures were used to reduce employer contributions or plan administrative fees.

Notes Receivable from Participants: Under the Plan's provisions, participants may borrow from their accounts by transferring from their fund balances a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their fund balances. Participants may initiate one note receivable per calendar year and may have only one note receivable outstanding at any time. Note receivable terms can range up to five years for general purpose notes and longer for home purchase notes. The notes receivable are collateralized by the balances in the participants' accounts and bear interest at rates determined from time to time by the Plan's administrator based on prevailing market rates. Principal and interest are paid through payroll deductions on at least a quarterly basis.

Fees and Expenses: The Plan's expenses are paid either by the Plan or the Employer, as provided by the plan document. Expenses that are paid directly by the Plan Sponsor are excluded from these financial statements. Fees related to the administration of notes receivable from participants, and other participant directed expenses, are charged directly to the participant's account and are included in expenses of the Plan. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America, as codified by the Financial Accounting Statements Board ("FASB") in its Accounting Standards Codification ("ASC").

Notes Receivable from Participants: Notes receivable from participants is measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 or 2013.

Benefit Payments: Benefit payments to participants are recorded when paid.

Excess Contributions Payable: Amounts payable to participants for contributions in excess of amounts allowed by the IRS is recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2014 excess contributions to the applicable participants prior to March 15, 2015.

Investment Valuation and Income Recognition: The Plan's investments are primarily held in various mutual funds and a common collective trust which are administered by the Custodian. The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in orderly transactions between market participants at the measurement date. The Plan's Investment Committee determined the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See Note D for discussion of fair value measurements.

Interest and dividend income are recorded on the accrual basis. The change in the current value of investments (including investments bought and sold) during the period are reflected in the Statement of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

The Plan's interest in the common collective trust is based on the fair value of the common collective trust's underlying investments which is based on information reported by the Custodian using the audited financial statements of the common collective trust at year end. The common collective trust invests in certain investments that are considered to be benefit responsive. As described in ASC 962, *Plan Accounting - Defined Contribution Pension Plans*, defined contribution plans holding an investment in a common/collective trust which invests in guaranteed investment contracts ("GICs") are required to report the investment at fair value. However, contract value is the relevant measurement attribute for that portion of 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. As required by ASC 962, the Statements of Net Assets Available for Benefits presents the common collective trust (which has underlying investments that are considered fully benefit-responsive investment contracts) at fair value within the total investments of the Plan and is adjusted from fair value to contract value for fully benefit-responsive investment contracts. The Statement of Changes in Net Assets Available for Benefits is presented on a contract value basis.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Risks and Uncertainties: The Plan's assets include various investments and such investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect the amounts reported in the statement of net assets available for benefits and the statement of a changes in net assets available for benefits.

Plan Termination: Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA. In the event of Plan termination, the net assets would be allocated among participants and beneficiaries of the Plan in the order provided for by ERISA and participants would become fully vested.

NOTE C - INFORMATION CERTIFIED BY THE CUSTODIAN

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

NOTE C - INFORMATION CERTIFIED BY THE CUSTODIAN (Continued)

Individual investments that represent 5% or more of the Plan's net assets available for benefits for either of the years presented are as follows:

	December 31, 2014	December 31, 2013	
INVESTMENTS			
Common Collective Trust:			
Fidelity Managed Income Portfolio	$ 2,607,999	$ 2,542,662	
Mutual Funds:			
Fidelity Freedom 2025	2,050,019	1,532,987	
Fidelity Capital Appreciation	1,912,350	1,787,153	
Fidelity Freedom 2045	1,815,418	1,216,372	
Fidelity Freedom 2030	1,710,317	1,105,076	*
Fidelity Freedom 2020	1,684,345	1,459,365	
Fidelity Freedom 2035	1,499,103	1,168,828	*
RS Partners A	1,484,750	1,493,212	
Fidelity Freedom 2040	1,480,783	1,045,690	*
Artisan Mid Cap Value	1,459,620	1,556,362	
Fidelity Freedom 2050	1,425,084	1,011,093	*
Total investments exceeding 5%	19,129,788	15,918,800	
Other	8,245,194	7,124,720	
TOTAL INVESTMENTS	27,374,982	23,043,520	
Notes receivable - participant loans	843,449	691,694	
TOTAL ASSETS	$ 28,218,431	$ 23,735,214	

* Investment individually does not represent 5% or more of the net assets available for benefits at the date indicated, but has been shown for comparative purposes.

	Year Ended December 31, 2014
Dividend income	$ 1,846,960
Interest income on notes receivable from participants	$ 32,869
Interest income on guaranteed investment contract	$ 23,613
Net depreciation in fair value of mutual funds	$ (629,194)

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

NOTE D - FAIR VALUE DISCLOSURES

The fair value standard establishes a formal fair value hierarchy, which prioritizes the inputs used in measuring fair value into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

The three levels of the fair value hierarchy are as follows:

- Level 1: Defined as observable inputs such as quoted prices in active markets;
- Level 2: Defined as observable inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3: Defined as unobservable inputs in which there is little or no market data available; therefore, requiring an entity to develop its own assumptions.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

- *Mutual Funds*: The fair values of mutual funds are determined based on quoted market prices ("fair value") on the last business day of the plan year as reported by the Custodian of the Plan's assets. The change in the current value of investments during the period are reflected in the statement of changes in net assets available for benefits as net appreciation or depreciation in fair value of mutual funds. Investments are generally subject to the volatility of the major stock markets in which the underlying investments are held. Based upon these considerations, the Plan has classified mutual funds within Level 1 of the ASC 820 hierarchy framework.

- *Common Collective Trust:* Units held in common collective trusts are valued at the net asset value ("NAV") based on fair value of the underlying investments of accounts less its liabilities. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The common collective trust has underlying investments in investment contracts which are valued at fair value of the underlying investments and then adjusted by the issuer to contract value. The Fidelity Managed Income Portfolio (common collective trust) is designed for retirement trusts to earn a high level of return, consistent with and providing for stability of investment returns, preservation of capital, liquidity to pay plan benefits, high credit quality, and reasonable tracking of interest rates. The fund may invest in conventional, synthetic, and separate account investment contracts issued by life insurance companies, banks and other financial institutions. Characteristics of these contracts allow for their principal value to remain stable regardless of the volatility of the markets. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment. Based upon these considerations, the Plan has classified such investments within Level 2 of the ASC 820 hierarchy framework.

NOTE D - FAIR VALUE DISCLOSURES (Continued)

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 instruments could result in a different fair value measurement at the reporting date.

The assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 fair value hierarchy levels as of December 31, 2014 and 2013 are as follows:

	Fair Value Measurements at December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Income funds	$ 914,809	$ -	$ -	$ 914,809
International funds	988,146	-	-	988,146
Growth funds	2,927,362	-	-	2,927,362
Asset allocation funds	13,994,258	-	-	13,994,258
Index fund	920,343	-	-	920,343
Equity funds	4,239,154	-	-	4,239,154
Bond funds	782,911	-	-	782,911
Total Mutual Funds	24,766,983	-	-	24,766,983
Common Collective Trust				
Stable value fund	-	2,607,999	-	2,607,999
TOTAL	$ 24,766,983	$ 2,607,999	$ -	$ 27,374,982

	Fair Value Measurements at December 31, 2013			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Income funds	$ 639,420	$ -	$ -	$ 639,420
International funds	1,150,095	-	-	1,150,095
Growth funds	2,714,636	-	-	2,714,636
Asset allocation funds	10,380,056	-	-	10,380,056
Index fund	672,293	-	-	672,293
Equity funds	4,210,506	-	-	4,210,506
Bond funds	733,852	-	-	733,852
Total Mutual Funds	20,500,858	-	-	20,500,858
Common Collective Trust				
Stable value fund	-	2,542,662	-	2,542,662
TOTAL	$ 20,500,858	$ 2,542,662	$ -	$ 23,043,520

NOTE E - TAX STATUS

The Company amended and restated the Plan, effective July 4, 2009, by adopting a Volume Submitter Profit Sharing/401(k) Plan sponsored by Fidelity Management & Research Co. which received a favorable advisory letter from the Internal Revenue Service, dated March 31, 2008, stating that the form of the Volume Submitter Plan is acceptable under section 401 of the IRC for use by employers for the benefit of their employees. The Plan has not applied for its own determination letter. The Plan has been amended since its amendment and restatement effective as of July 4, 2009. However, the Company believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and will take any actions necessary to maintain the tax status qualification of the Plan.

Accounting principles generally accepted in the United States of America require the Employer to evaluate tax positions taken by the Plan and recognize tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Employer 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 a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Employer believes it is no longer subject to income tax examinations for years prior to 2011. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE F - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and common/collective trust managed by Fidelity Investments, an affiliated company of the Plan's custodian. Therefore, these transactions qualify as party-in-interest transactions. The Plan's management has approved these activities and transactions. Fees paid by the Plan to the custodian for the daily operational services of the Plan were $15,439 for the year ended December 31, 2014. Notes receivable from participants also qualify as party-in-interest transactions.

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2014	2013
Net assets available for benefits per the financial statements	$ 28,065,871	$ 23,677,230
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	38,120	38,326
Net assets available for benefits per the Form 5500	$ 28,103,991	$ 23,715,556

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

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

Net increase in net assets available for benefits per the financial statement	$	4,388,641
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts per the financial statements - beginning of year		(38,326)
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts per the financial statements - end of year		38,120
Net increase in net assets available for benefits per the Form 5500	$	4,388,435

NOTE H - SUBSEQUENT EVENTS

Subsequent to year end, the Company incurred employee layoffs and the Company is evaluating the impact of these layoffs.

Effective October 1, 2015, the Company's Board of Directors approved to cease all matching contributions to the Plan. At any time, the Board of Directors can approve the reinstatement of matching contributions.

Subsequent events have been evaluated through October 9, 2015, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2014

Plan EIN: 74-3072101
Plan No. 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Common/Collective Trust:			
*	Fidelity Management Trust Company	Fidelity Managed Income Portfolio	**	$ 2,607,999
	Mutual Funds:			
*	Fidelity Management Trust Company	Fidelity Capital Appreciation	**	$ 1,912,350
	RS Investment Management Co. LLC	RS Partners A	**	1,484,750
	American Beacon Advisors, Inc.	American Beacon Fund Large Cap Value	**	1,294,784
*	Fidelity Management Trust Company	Fidelity International Discovery	**	776,375
	Pacific Investment Management Co.	PIMCO Total Return	**	782,911
*	Fidelity Management Trust Company	Fidelity Real Estate Investments	**	914,809
*	Fidelity Management Trust Company	Fidelity Freedom 2030	**	1,710,317
	Artisan Partners Limited Partnership	Artisan Mid Cap Value	**	1,459,620
*	Fidelity Management Trust Company	Fidelity Freedom 2025	**	2,050,019
*	Fidelity Management Trust Company	Fidelity Freedom 2020	**	1,684,345
*	Fidelity Management Trust Company	Fidelity Freedom 2040	**	1,480,783
*	Fidelity Management Trust Company	Fidelity Freedom 2035	**	1,499,103
*	Fidelity Management Trust Company	Spartan US Equity Index	**	920,343
*	Fidelity Management Trust Company	Fidelity Freedom 2010	**	283,707
*	Fidelity Management Trust Company	Fidelity Freedom 2015	**	899,126
*	Fidelity Management Trust Company	Fidelity Freedom Income Fund	**	448,734
*	Fidelity Management Trust Company	Fidelity Freedom 2005	**	131,825
*	Fidelity Management Trust Company	Fidelity Freedom 2045	**	1,815,418
*	Fidelity Management Trust Company	Fidelity Freedom 2050	**	1,425,084
*	Fidelity Management Trust Company	Fidelity Freedom 2055	**	565,797
	Goldman Sachs	GS Satellite Str Is	**	211,771
	Morgan Stanley Investment Management, Inc.	MSIF Mid Cap Growth Portfolio	**	1,015,012
	Total Mutual Funds			24,766,983
*	Participant Loans	Participant loans bearing interest between 4.25% and 9.25% per annum with varying maturity dates through 2024	-	843,449
	Total Investments, at Fair Value			$ 28,218,431

* Party-in-interest as defined by ERISA.
** All investment transactions are participant-directed; therefore, information is not required.

The above information has been certified by the Custodian as being complete and accurate.

See independent auditor's report.

STALLION OILFIELD HOLDINGS, INC.
401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

AS OF DECEMBER 31, 2014 AND 2013
AND FOR THE YEAR ENDED DECEMBER 31, 2014

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

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Statement of Changes in Net Assets Available for Benefits 5

Notes to Financial Statements ..... 6 - 14

Supplemental Schedule

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) 15

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosures under Employee Retirement Income Security Act of 1974, as amended, are not applicable and have been omitted.

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Independent Auditor's Report

To the Plan Administrator of
Stallion Oilfield Holdings, Inc. 401(k) Plan
Houston, Texas

We were engaged to audit the accompanying financial statements of Stallion Oilfield Holdings, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the custodian as of and for the year ended December 31, 2014 that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

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

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

Other Matter
The supplemental schedule of assets (held at end of year) as of December 31, 2014 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Other Matter - Prior Period Financial Statements
The financial statements of the Plan as of December 31, 2013, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by custodian, Fidelity. Their report, dated October 9, 2014, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements, and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule for December 31, 2014, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BDO USA, LLP

Houston, Texas
October 9, 2015

Financial Statements
and Supplemental Schedule

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2014	December 31, 2013
ASSETS		
INVESTMENTS, at fair value		
Common collective trust	$ 2,607,999	$ 2,542,662
Mutual funds	24,766,983	20,500,858
TOTAL INVESTMENTS AT FAIR VALUE	27,374,982	23,043,520
RECEIVABLES		
Notes receivable from participants	843,449	691,684
LIABILITIES		
Excess contributions	114,440	19,648
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	28,103,991	23,715,556
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	(38,120)	(38,326)
NET ASSETS AVAILABLE FOR BENEFITS	$ 28,065,871	$ 23,677,230

See accompanying notes to financial statements.

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2014

ADDITIONS TO NET ASSETS	
INVESTMENT INCOME	
Dividends	$ 1,846,960
Net appreciation in fair value of common collective trust	23,613
Net depreciation in fair value of mutual funds	(629,194)
TOTAL INVESTMENT INCOME	1,241,379
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	32,869
CONTRIBUTIONS	
Participant	3,588,500
Employer	2,638,732
Rollover	223,921
TOTAL CONTRIBUTIONS	6,451,153
TOTAL ADDITIONS TO NET ASSETS	7,725,401
DEDUCTIONS FROM NET ASSETS	
Distributions to participants	3,321,321
Administrative fees	15,439
TOTAL DEDUCTIONS FROM NET ASSETS	3,336,760
NET INCREASE	4,388,641
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	23,677,230
End of year	$ 28,065,871

See accompanying notes to financial statements.

NOTE A - DESCRIPTION OF PLAN

The following brief description of the Stallion Oilfield Holdings, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Summary Plan Description and legal plan document for more complete information.

General: The Plan was established effective January 1, 2006 and covers substantially all U.S. employees of Stallion Oilfield Holdings, Inc. and subsidiaries (the "Employer" or "Company"). The Plan covers employees on the first day of the month following their date of hire. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent related amendments and revisions.

Administration of the Plan: The investment custodian for the Plan's participant directed assets is Fidelity Management Trust Company ("Fidelity" or "Custodian") as of December 31, 2014 and 2013, and for the year ended December 31, 2014.

Contributions: Plan participants may contribute up to the lesser of 60% of their eligible compensation or $17,500 for 2014 on either a pretax basis, or an after-tax basis as a Roth 401(k) contribution, through payroll deductions. For the year ended December 31, 2014, pretax and after-tax contributions were $3,222,697 and $365,803, respectively. Rollover contributions may also be accepted by the Plan on behalf of participants from other plans qualified under Section 401(a), 403(a) annuity plan, 403(b) annuity contract, eligible 457(b) plan maintained by a governmental employer, and an individual retirement account and individual retirement annuity. The Company may make a discretionary matching contribution each year as determined by the Company's Board of Directors. In addition to matching contributions, the Employer may also make an annual discretionary profit sharing contribution to participants. There were no discretionary profit sharing contributions made during 2014. For the year ended December 31, 2014, the Company made a total discretionary matching contribution of $2,638,732. Effective October 1, 2015, the Company's Board of Directors approved to cease all matching contributions to the Plan by suspending the matching program.

Participant and employer contributions are subject to certain limitations under the Internal Revenue Code of 1986 (the "Code"). Each participant's annual contribution shall not exceed the maximum amount allowed for deferral under the Code, which was $17,500 for 2014. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions of up to $5,500 for 2014. The amount of a participant's annual compensation which may be taken into account for purposes of determining the amount of the employer match or for any other purpose under the Plan shall not exceed the amount permitted annually by the Code, which was $260,000 for 2014.

Participant Accounts: Separate accounts are maintained for each participant. Participant accounts are credited with employee contributions, rollover contributions, the Company's matching contributions and an allocation of investment earnings and losses. Participant accounts are credited with a participant's salary deferrals and rollover contributions, if any, and the Company's discretionary contributions, and an allocation of investment earnings and losses. Participants are able to self-direct their investment accounts in various funds offered by the investment custodian. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A - DESCRIPTION OF PLAN (Continued)

Vesting: Participants' contributions and earnings thereon are immediately vested. Participants are 100% vested in the Employer's contributions upon completion of three years of service or upon death, permanent disability, attainment of age 65 or termination of the Plan. Participants receive vesting credit for the number of years that he or she has worked for the Employer as follows:

Years of Service	Vesting Percentage
Less than 1 year	0%
1 year	33%
2 years	66%
3 years	100%

Benefits: Participants are eligible for a distribution in the event of death, disability, termination of service or attainment of age 65. Participants or beneficiaries will receive their benefits in a single lump-sum distribution, as a cash distribution, direct rollover distribution or both. In addition, participants are permitted to request in-service distributions upon attaining age 59½ or incurring a substantial financial hardship, as defined in the Plan. Financial hardship withdrawals are permitted, as defined in the Plan agreement.

Forfeitures: Forfeiture of the employer's contributions may occur if a participant terminates employment prior to becoming vested in the employer's contributions. Forfeitures are retained in the Plan and used to reduce future employer contributions or pay administrative fees. A terminated participant's vesting status and forfeited amounts may be restored if the participant is reemployed by the employer and repays the full amount of any distributions received within five years of termination. As of December 31, 2014 and 2013, forfeited unallocated accounts totaled $433,862 and $305,687, respectively. For the year ended December 31, 2014, no forfeitures were used to reduce employer contributions or plan administrative fees.

Notes Receivable from Participants: Under the Plan's provisions, participants may borrow from their accounts by transferring from their fund balances a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their fund balances. Participants may initiate one note receivable per calendar year and may have only one note receivable outstanding at any time. Note receivable terms can range up to five years for general purpose notes and longer for home purchase notes. The notes receivable are collateralized by the balances in the participants' accounts and bear interest at rates determined from time to time by the Plan's administrator based on prevailing market rates. Principal and interest are paid through payroll deductions on at least a quarterly basis.

Fees and Expenses: The Plan's expenses are paid either by the Plan or the Employer, as provided by the plan document. Expenses that are paid directly by the Plan Sponsor are excluded from these financial statements. Fees related to the administration of notes receivable from participants, and other participant directed expenses, are charged directly to the participant's account and are included in expenses of the Plan. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America, as codified by the Financial Accounting Statements Board ("FASB") in its Accounting Standards Codification ("ASC").

Notes Receivable from Participants: Notes receivable from participants is measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 or 2013.

Benefit Payments: Benefit payments to participants are recorded when paid.

Excess Contributions Payable: Amounts payable to participants for contributions in excess of amounts allowed by the IRS is recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2014 excess contributions to the applicable participants prior to March 15, 2015.

Investment Valuation and Income Recognition: The Plan's investments are primarily held in various mutual funds and a common collective trust which are administered by the Custodian. The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in orderly transactions between market participants at the measurement date. The Plan's Investment Committee determined the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See Note D for discussion of fair value measurements.

Interest and dividend income are recorded on the accrual basis. The change in the current value of investments (including investments bought and sold) during the period are reflected in the Statement of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

The Plan's interest in the common collective trust is based on the fair value of the common collective trust's underlying investments which is based on information reported by the Custodian using the audited financial statements of the common collective trust at year end. The common collective trust invests in certain investments that are considered to be benefit responsive. As described in ASC 962, *Plan Accounting - Defined Contribution Pension Plans*, defined contribution plans holding an investment in a common/collective trust which invests in guaranteed investment contracts ("GICs") are required to report the investment at fair value. However, contract value is the relevant measurement attribute for that portion of 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. As required by ASC 962, the Statements of Net Assets Available for Benefits presents the common collective trust (which has underlying investments that are considered fully benefit-responsive investment contracts) at fair value within the total investments of the Plan and is adjusted from fair value to contract value for fully benefit-responsive investment contracts. The Statement of Changes in Net Assets Available for Benefits is presented on a contract value basis.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Risks and Uncertainties: The Plan's assets include various investments and such investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect the amounts reported in the statement of net assets available for benefits and the statement of a changes in net assets available for benefits.

Plan Termination: Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA. In the event of Plan termination, the net assets would be allocated among participants and beneficiaries of the Plan in the order provided for by ERISA and participants would become fully vested.

NOTE C - INFORMATION CERTIFIED BY THE CUSTODIAN

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

NOTE C - INFORMATION CERTIFIED BY THE CUSTODIAN (Continued)

Individual investments that represent 5% or more of the Plan's net assets available for benefits for either of the years presented are as follows:

	December 31, 2014	December 31, 2013	
INVESTMENTS			
Common Collective Trust:			
Fidelity Managed Income Portfolio	$ 2,607,999	$ 2,542,662	
Mutual Funds:			
Fidelity Freedom 2025	2,050,019	1,532,987	
Fidelity Capital Appreciation	1,912,350	1,787,153	
Fidelity Freedom 2045	1,815,418	1,216,372	
Fidelity Freedom 2030	1,710,317	1,105,076	*
Fidelity Freedom 2020	1,684,345	1,459,365	
Fidelity Freedom 2035	1,499,103	1,168,828	*
RS Partners A	1,484,750	1,493,212	
Fidelity Freedom 2040	1,480,783	1,045,690	*
Artisan Mid Cap Value	1,459,620	1,556,362	
Fidelity Freedom 2050	1,425,084	1,011,093	*
Total investments exceeding 5%	19,129,788	15,918,800	
Other	8,245,194	7,124,720	
TOTAL INVESTMENTS	27,374,982	23,043,520	
Notes receivable - participant loans	843,449	691,694	
TOTAL ASSETS	$ 28,218,431	$ 23,735,214	

* Investment individually does not represent 5% or more of the net assets available for benefits at the date indicated, but has been shown for comparative purposes.

	Year Ended December 31, 2014
Dividend income	$ 1,846,960
Interest income on notes receivable from participants	$ 32,869
Interest income on guaranteed investment contract	$ 23,613
Net depreciation in fair value of mutual funds	$ (629,194)

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

NOTE D - FAIR VALUE DISCLOSURES

The fair value standard establishes a formal fair value hierarchy, which prioritizes the inputs used in measuring fair value into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

The three levels of the fair value hierarchy are as follows:

- Level 1: Defined as observable inputs such as quoted prices in active markets;
- Level 2: Defined as observable inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3: Defined as unobservable inputs in which there is little or no market data available; therefore, requiring an entity to develop its own assumptions.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

- *Mutual Funds*: The fair values of mutual funds are determined based on quoted market prices ("fair value") on the last business day of the plan year as reported by the Custodian of the Plan's assets. The change in the current value of investments during the period are reflected in the statement of changes in net assets available for benefits as net appreciation or depreciation in fair value of mutual funds. Investments are generally subject to the volatility of the major stock markets in which the underlying investments are held. Based upon these considerations, the Plan has classified mutual funds within Level 1 of the ASC 820 hierarchy framework.

- *Common Collective Trust:* Units held in common collective trusts are valued at the net asset value ("NAV") based on fair value of the underlying investments of accounts less its liabilities. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The common collective trust has underlying investments in investment contracts which are valued at fair value of the underlying investments and then adjusted by the issuer to contract value. The Fidelity Managed Income Portfolio (common collective trust) is designed for retirement trusts to earn a high level of return, consistent with and providing for stability of investment returns, preservation of capital, liquidity to pay plan benefits, high credit quality, and reasonable tracking of interest rates. The fund may invest in conventional, synthetic, and separate account investment contracts issued by life insurance companies, banks and other financial institutions. Characteristics of these contracts allow for their principal value to remain stable regardless of the volatility of the markets. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment. Based upon these considerations, the Plan has classified such investments within Level 2 of the ASC 820 hierarchy framework.

NOTE D - FAIR VALUE DISCLOSURES (Continued)

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 instruments could result in a different fair value measurement at the reporting date.

The assets measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 fair value hierarchy levels as of December 31, 2014 and 2013 are as follows:

	Fair Value Measurements at December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Income funds	$ 914,809	$ -	$ -	$ 914,809
International funds	988,146	-	-	988,146
Growth funds	2,927,362	-	-	2,927,362
Asset allocation funds	13,994,258	-	-	13,994,258
Index fund	920,343	-	-	920,343
Equity funds	4,239,154	-	-	4,239,154
Bond funds	782,911	-	-	782,911
Total Mutual Funds	24,766,983	-	-	24,766,983
Common Collective Trust				
Stable value fund	-	2,607,999	-	2,607,999
TOTAL	$ 24,766,983	$ 2,607,999	$ -	$ 27,374,982

	Fair Value Measurements at December 31, 2013			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Income funds	$ 639,420	$ -	$ -	$ 639,420
International funds	1,150,095	-	-	1,150,095
Growth funds	2,714,636	-	-	2,714,636
Asset allocation funds	10,380,056	-	-	10,380,056
Index fund	672,293	-	-	672,293
Equity funds	4,210,506	-	-	4,210,506
Bond funds	733,852	-	-	733,852
Total Mutual Funds	20,500,858	-	-	20,500,858
Common Collective Trust				
Stable value fund	-	2,542,662	-	2,542,662
TOTAL	$ 20,500,858	$ 2,542,662	$ -	$ 23,043,520

NOTE E - TAX STATUS

The Company amended and restated the Plan, effective July 4, 2009, by adopting a Volume Submitter Profit Sharing/401(k) Plan sponsored by Fidelity Management & Research Co. which received a favorable advisory letter from the Internal Revenue Service, dated March 31, 2008, stating that the form of the Volume Submitter Plan is acceptable under section 401 of the IRC for use by employers for the benefit of their employees. The Plan has not applied for its own determination letter. The Plan has been amended since its amendment and restatement effective as of July 4, 2009. However, the Company believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and will take any actions necessary to maintain the tax status qualification of the Plan.

Accounting principles generally accepted in the United States of America require the Employer to evaluate tax positions taken by the Plan and recognize tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Employer 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 a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Employer believes it is no longer subject to income tax examinations for years prior to 2011. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE F - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and common/collective trust managed by Fidelity Investments, an affiliated company of the Plan's custodian. Therefore, these transactions qualify as party-in-interest transactions. The Plan's management has approved these activities and transactions. Fees paid by the Plan to the custodian for the daily operational services of the Plan were $15,439 for the year ended December 31, 2014. Notes receivable from participants also qualify as party-in-interest transactions.

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2014	2013
Net assets available for benefits per the financial statements	$ 28,065,871	$ 23,677,230
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	38,120	38,326
Net assets available for benefits per the Form 5500	$ 28,103,991	$ 23,715,556

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

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

Net increase in net assets available for benefits per the financial statement	$	4,388,641
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts per the financial statements - beginning of year		(38,326)
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts per the financial statements - end of year		38,120
Net increase in net assets available for benefits per the Form 5500	$	4,388,435

NOTE H - SUBSEQUENT EVENTS

Subsequent to year end, the Company incurred employee layoffs and the Company is evaluating the impact of these layoffs.

Effective October 1, 2015, the Company's Board of Directors approved to cease all matching contributions to the Plan. At any time, the Board of Directors can approve the reinstatement of matching contributions.

Subsequent events have been evaluated through October 9, 2015, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

STALLION OILFIELD HOLDINGS, INC. 401(k) PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2014

Plan EIN: 74-3072101
Plan No. 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Common/Collective Trust:			
*	Fidelity Management Trust Company	Fidelity Managed Income Portfolio	**	$ 2,607,999
	Mutual Funds:			
*	Fidelity Management Trust Company	Fidelity Capital Appreciation	**	$ 1,912,350
	RS Investment Management Co. LLC	RS Partners A	**	1,484,750
	American Beacon Advisors, Inc.	American Beacon Fund Large Cap Value	**	1,294,784
*	Fidelity Management Trust Company	Fidelity International Discovery	**	776,375
	Pacific Investment Management Co.	PIMCO Total Return	**	782,911
*	Fidelity Management Trust Company	Fidelity Real Estate Investments	**	914,809
*	Fidelity Management Trust Company	Fidelity Freedom 2030	**	1,710,317
	Artisan Partners Limited Partnership	Artisan Mid Cap Value	**	1,459,620
*	Fidelity Management Trust Company	Fidelity Freedom 2025	**	2,050,019
*	Fidelity Management Trust Company	Fidelity Freedom 2020	**	1,684,345
*	Fidelity Management Trust Company	Fidelity Freedom 2040	**	1,480,783
*	Fidelity Management Trust Company	Fidelity Freedom 2035	**	1,499,103
*	Fidelity Management Trust Company	Spartan US Equity Index	**	920,343
*	Fidelity Management Trust Company	Fidelity Freedom 2010	**	283,707
*	Fidelity Management Trust Company	Fidelity Freedom 2015	**	899,126
*	Fidelity Management Trust Company	Fidelity Freedom Income Fund	**	448,734
*	Fidelity Management Trust Company	Fidelity Freedom 2005	**	131,825
*	Fidelity Management Trust Company	Fidelity Freedom 2045	**	1,815,418
*	Fidelity Management Trust Company	Fidelity Freedom 2050	**	1,425,084
*	Fidelity Management Trust Company	Fidelity Freedom 2055	**	565,797
	Goldman Sachs	GS Satellite Str Is	**	211,771
	Morgan Stanley Investment Management, Inc.	MSIF Mid Cap Growth Portfolio	**	1,015,012
	Total Mutual Funds			24,766,983
*	Participant Loans	Participant loans bearing interest between 4.25% and 9.25% per annum with varying maturity dates through 2024	-	843,449
	Total Investments, at Fair Value			$ 28,218,431

* Party-in-interest as defined by ERISA.
** All investment transactions are participant-directed; therefore, information is not required.

The above information has been certified by the Custodian as being complete and accurate.

See independent auditor's report.