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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>Form 5500</b><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>2015</b>                                   |
|                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                                |
| For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u> |                                                                                                                                                                                                                                                                                                                                                |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____ |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).                                                                                                      |
| <b>C</b> If the plan is a collectively-bargained plan, check here. ....                                  | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                       |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                                                                                                                      |

|                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b>                                                                                                                                                                                                                                                                                                                                                               | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                         |
| <b>1a</b> Name of plan<br><u>TFORCE ENERGY SERVICES, INC. 401(K) PLAN</u>                                                                                                                                                                                                                                                                                                    | <b>1b</b> Three-digit plan number (PN) ▶ <u>001</u><br><b>1c</b> Effective date of plan<br><u>01/01/2006</u>                                                                                           |
| <b>2a</b> Plan sponsor's name (employer, if for a single-employer plan)<br>Mailing address (include room, apt., suite no. and street, or P.O. Box)<br>City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)<br><u>TFORCE ENERGY SERVICES, INC.</u><br><br><u>6143 S WILLOW DRIVE</u><br><u>GREENWOOD VILLAGE, CO 80111</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>81-0344097</u><br><b>2c</b> Plan Sponsor's telephone number<br><u>303-214-6422</u><br><b>2d</b> Business code (see instructions)<br><u>484200</u> |

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

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

|                                                                                                 |                                                          |                   |                                                              |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                | <u>Filed with authorized/valid electronic signature.</u> | <u>10/14/2016</u> | <u>PHYLLIS STRUNC</u>                                        |
|                                                                                                 | <b>Signature of plan administrator</b>                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                |                                                          |                   |                                                              |
|                                                                                                 | <b>Signature of employer/plan sponsor</b>                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                |                                                          |                   |                                                              |
|                                                                                                 | <b>Signature of DFE</b>                                  | Date              | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address (include room or suite number) |                                                          |                   | Preparer's telephone number                                  |
|                                                                                                 |                                                          |                   |                                                              |

|                                                                                                                                                                                                  |  |                                                                                              |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------|-----|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                         |  | <b>3b</b> Administrator's EIN                                                                |     |
|                                                                                                                                                                                                  |  | <b>3c</b> Administrator's telephone number                                                   |     |
|                                                                                                                                                                                                  |  |                                                                                              |     |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:           |  | <b>4b</b> EIN                                                                                |     |
| <b>a</b> Sponsor's name                                                                                                                                                                          |  | <b>4c</b> PN                                                                                 |     |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                          |  | <b>5</b>                                                                                     | 577 |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |  |                                                                                              |     |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year.....                                                                                                           |  | <b>6a(1)</b>                                                                                 | 406 |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....                                                                                                                |  | <b>6a(2)</b>                                                                                 | 82  |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                               |  | <b>6b</b>                                                                                    | 0   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                |  | <b>6c</b>                                                                                    | 176 |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                      |  | <b>6d</b>                                                                                    | 258 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                        |  | <b>6e</b>                                                                                    | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                          |  | <b>6f</b>                                                                                    | 258 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                   |  | <b>6g</b>                                                                                    | 201 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                      |  | <b>6h</b>                                                                                    | 0   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                             |  | <b>7</b>                                                                                     |     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2T 3D 3H          |  |                                                                                              |     |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                      |  |                                                                                              |     |
| <b>9a</b> Plan funding arrangement (check all that apply)                                                                                                                                        |  | <b>9b</b> Plan benefit arrangement (check all that apply)                                    |     |
| <b>(1)</b> <input checked="" type="checkbox"/> Insurance                                                                                                                                         |  | <b>(1)</b> <input checked="" type="checkbox"/> Insurance                                     |     |
| <b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts                                                                                                                   |  | <b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts               |     |
| <b>(3)</b> <input checked="" type="checkbox"/> Trust                                                                                                                                             |  | <b>(3)</b> <input checked="" type="checkbox"/> Trust                                         |     |
| <b>(4)</b> <input type="checkbox"/> General assets of the sponsor                                                                                                                                |  | <b>(4)</b> <input type="checkbox"/> General assets of the sponsor                            |     |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                |  |                                                                                              |     |
| <b>a Pension Schedules</b>                                                                                                                                                                       |  | <b>b General Schedules</b>                                                                   |     |
| <b>(1)</b> <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)                                                                                                            |  | <b>(1)</b> <input checked="" type="checkbox"/> <b>H</b> (Financial Information)              |     |
| <b>(2)</b> <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary                            |  | <b>(2)</b> <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)            |     |
| <b>(3)</b> <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary                                                          |  | <b>(3)</b> <input checked="" type="checkbox"/> <u>1</u> <b>A</b> (Insurance Information)     |     |
|                                                                                                                                                                                                  |  | <b>(4)</b> <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)       |     |
|                                                                                                                                                                                                  |  | <b>(5)</b> <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) |     |
|                                                                                                                                                                                                  |  | <b>(6)</b> <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)               |     |

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|                 |                                                                                   |
|-----------------|-----------------------------------------------------------------------------------|
| <b>Part III</b> | <b>Form M-1 Compliance Information (to be completed by welfare benefit plans)</b> |
|-----------------|-----------------------------------------------------------------------------------|

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**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.

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

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**11c** Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 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 \_\_\_\_\_

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|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                           |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE A</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Insurance Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b><br><br>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). | OMB No. 1210-0110<br><br><b>2015</b><br><br><b>This Form is Open to Public Inspection</b> |
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

|                                                                                               |                                                             |
|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>A</b> Name of plan<br>TFORCE ENERGY SERVICES, INC. 401(K) PLAN                             | <b>B</b> Three-digit plan number (PN) ▶ 001                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>TFORCE ENERGY SERVICES, INC. | <b>D</b> Employer Identification Number (EIN)<br>81-0344097 |

|               |                                                                                                                                                                                                                                                     |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information Concerning Insurance Contract Coverage, Fees, and Commissions</b> Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**1** Coverage Information:

(a) Name of insurance carrier  
GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|------------|
|            |               |                                       |                                                                             | (f) From                | (g) To     |
| 84-0467907 | 68322         | 333266-01                             | 85                                                                          | 01/01/2015              | 12/31/2015 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

|                                               |                               |
|-----------------------------------------------|-------------------------------|
| (a) Total amount of commissions paid<br>10670 | (b) Total amount of fees paid |
|-----------------------------------------------|-------------------------------|

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

SCOTT SCHIELE  
MMC SECURITIES LLC  
111 SW COLUMBIA ST STE 500  
PORTLAND, OR 97201

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
| 0                                             | 40670                           |             | 3                     |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|                                                                                                        |          |        |
|--------------------------------------------------------------------------------------------------------|----------|--------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> | 488868 |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> | 0      |

**6 Contracts With Allocated Funds:****a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

|                                                        |           |        |
|--------------------------------------------------------|-----------|--------|
| <b>b</b> Balance at the end of the previous year ..... | <b>7b</b> | 692857 |
|--------------------------------------------------------|-----------|--------|

|                                                                       |              |       |  |
|-----------------------------------------------------------------------|--------------|-------|--|
| <b>c</b> Additions: (1) Contributions deposited during the year ..... | <b>7c(1)</b> | 35441 |  |
| (2) Dividends and credits .....                                       | <b>7c(2)</b> | 0     |  |
| (3) Interest credited during the year .....                           | <b>7c(3)</b> | 7327  |  |
| (4) Transferred from separate account .....                           | <b>7c(4)</b> | 53252 |  |
| (5) Other (specify below) .....                                       | <b>7c(5)</b> | 6757  |  |

▶ **LOAN PAYMENTS, FORFEITURES**

|                           |              |        |
|---------------------------|--------------|--------|
| (6) Total additions ..... | <b>7c(6)</b> | 102777 |
|---------------------------|--------------|--------|

|                                                                                       |           |        |
|---------------------------------------------------------------------------------------|-----------|--------|
| <b>d</b> Total of balance and additions (add lines <b>7b</b> and <b>7c(6)</b> ) ..... | <b>7d</b> | 795634 |
|---------------------------------------------------------------------------------------|-----------|--------|

**e Deductions:**

|                                                                                 |              |        |  |
|---------------------------------------------------------------------------------|--------------|--------|--|
| (1) Disbursed from fund to pay benefits or purchase annuities during year ..... | <b>7e(1)</b> | 298821 |  |
| (2) Administration charge made by carrier .....                                 | <b>7e(2)</b> | 767    |  |
| (3) Transferred to separate account .....                                       | <b>7e(3)</b> | 7178   |  |
| (4) Other (specify below) .....                                                 | <b>7e(4)</b> |        |  |

|                            |              |        |
|----------------------------|--------------|--------|
| (5) Total deductions ..... | <b>7e(5)</b> | 306766 |
|----------------------------|--------------|--------|

|                                                                                                         |           |        |
|---------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>f</b> Balance at the end of the current year (subtract line <b>7e(5)</b> from line <b>7d</b> ) ..... | <b>7f</b> | 488868 |
|---------------------------------------------------------------------------------------------------------|-----------|--------|

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
**b** ☐ Dental     
**c** ☐ Vision     
**d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
**f** ☐ Long-term disability     
**g** ☐ Supplemental unemployment     
**h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
**j** ☐ HMO contract     
**k** ☐ PPO contract     
**l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                   |                 |                 |   |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|---|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |   |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |   |
| (3) Increase (decrease) in unearned premium reserve.....                                                                                          | <b>9a(3)</b>    |                 |   |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    | 0 |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |   |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |   |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    | 0 |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |   |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |   |
| (A) Commissions.....                                                                                                                              | <b>9c(1)(A)</b> |                 |   |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |   |
| (C) Other specific acquisition costs.....                                                                                                         | <b>9c(1)(C)</b> |                 |   |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |   |
| (E) Taxes.....                                                                                                                                    | <b>9c(1)(E)</b> |                 |   |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |   |
| (G) Other retention charges.....                                                                                                                  | <b>9c(1)(G)</b> |                 |   |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> | 0 |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    | 0 |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....                                |                 | <b>9d(1)</b>    |   |
| (2) Claim reserves.....                                                                                                                           |                 | <b>9d(2)</b>    |   |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |   |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....                                           |                 | <b>9e</b>       |   |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                |            |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                           | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount..... | <b>10b</b> |  |

Specify nature of costs ▶

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

|                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                             |                                         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury</div> <div>Internal Revenue Service</div> <div>Department of Labor</div> <div>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                       |
|                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                             | 2015                                    |
|                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015 |                                                      |     |
| A Name of plan<br>TFORCE ENERGY SERVICES, INC. 401(K) PLAN                                 | B Three-digit plan number (PN) ▶                     | 001 |
|                                                                                            |                                                      |     |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>TFORCE ENERGY SERVICES, INC.     | D Employer Identification Number (EIN)<br>81-0344097 |     |

|        |                                                 |
|--------|-------------------------------------------------|
| Part I | Service Provider Information (see instructions) |
|--------|-------------------------------------------------|

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                         |
| 04-2647786                                                                                                 |

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

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

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

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

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

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

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

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

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

GREAT-WEST LIFE & ANNUITY INS. CO

8515 E. ORCHARD RD  
GREENWOOD VILLAGE, CO 80111

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 64                     | RECORDKEEPER                                                                                      | 29178                                                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 60 64 65               | RECORDKEEPER                                                                                      | 905                                                                    | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

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

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

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

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2                 | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| 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 SM CAP VALUE INST - GOLDMAN, SA<br><br>13-5108880                    | 0.10%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                 | (b) Service Codes<br>(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. |                                           |
| HARBOR MDCP VAL INST - HARBOR SERV<br><br>34-1953399                    | 0.10%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                 | (b) Service Codes<br>(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. |                                           |
| LOOMIS SM CP GRTH IS - BOSTON FINA<br>P.O. BOX 8480<br>BOSTON, MA 02266 | 0.15%                                                                                                                                                              |                                           |

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIRE BAL - T. ROWE PRICE SER<br><br>52-2269240                | 0.15%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2005 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2010 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                              |

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect<br>compensation |
|---------------------------------------------------------|-----------------------------------------|----------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 0                                            |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2015 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                                    |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect<br>compensation |
|---------------------------------------------------------|-----------------------------------------|----------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 0                                            |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2020 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                                    |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect<br>compensation |
|---------------------------------------------------------|-----------------------------------------|----------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 0                                            |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2025 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                                    |

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2030 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2035 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2040 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                              |

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2045 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2050 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TRP RETIREMENT 2055 - T. ROWE PRIC<br><br>52-2269240                | 0.15%                                                                                                                                                              |

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

|                                                                                                                                                                                                           |                                                                                                                                                                                                                              |                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2015</b><br><br><b>This Form is Open to Public Inspection.</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

|                                                                                                             |                                                                    |            |
|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>TFORCE ENERGY SERVICES, INC. 401(K) PLAN</u>                                    | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <u>001</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>TFORCE ENERGY SERVICES, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>81-0344097</u> |            |

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

|                                                                                            |                               |                                                                                                                 |
|--------------------------------------------------------------------------------------------|-------------------------------|-----------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>MIP CL 1</u>                             |                               |                                                                                                                 |
| <b>b</b> Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u> |                               |                                                                                                                 |
| <b>c</b> EIN-PN <u>04-3022712-024</u>                                                      | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9613</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                             |                               |                                                                                                                 |
| <b>b</b> Name of sponsor of entity listed in (a):                                          |                               |                                                                                                                 |
| <b>c</b> EIN-PN                                                                            | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)             |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                             |                               |                                                                                                                 |
| <b>b</b> Name of sponsor of entity listed in (a):                                          |                               |                                                                                                                 |
| <b>c</b> EIN-PN                                                                            | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)             |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                             |                               |                                                                                                                 |
| <b>b</b> Name of sponsor of entity listed in (a):                                          |                               |                                                                                                                 |
| <b>c</b> EIN-PN                                                                            | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)             |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                             |                               |                                                                                                                 |
| <b>b</b> Name of sponsor of entity listed in (a):                                          |                               |                                                                                                                 |
| <b>c</b> EIN-PN                                                                            | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)             |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                             |                               |                                                                                                                 |
| <b>b</b> Name of sponsor of entity listed in (a):                                          |                               |                                                                                                                 |
| <b>c</b> EIN-PN                                                                            | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)             |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                             |                               |                                                                                                                 |
| <b>b</b> Name of sponsor of entity listed in (a):                                          |                               |                                                                                                                 |
| <b>c</b> EIN-PN                                                                            | <b>d</b> Entity code          | <b>e</b> 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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2015</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br><u>TFORCE ENERGY SERVICES, INC. 401(K) PLAN</u>                                                                                                                                                                                                 | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                                                                                                                                                                                                   | <u>001</u>                                                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>TFORCE ENERGY SERVICES, INC.</u>                                                                                                                                                                     | <b>D</b> Employer Identification Number (EIN)<br><u>81-0344097</u>                                                                                                                                                                                                           |                                                                                           |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                              |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                                                                                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                              |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                       | <b>1a</b>       | 0                     | 0               |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                        |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Employer contributions .....                                                           | <b>1b(1)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) Participant contributions .....                                                        | <b>1b(2)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Other.....                                                                             | <b>1b(3)</b>    | 0                     | 0               |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                       |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) U.S. Government securities.....                                                        | <b>1c(2)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                        | <b>1c(3)(A)</b> | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) All other.....                                                                         | <b>1c(3)(B)</b> | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4) Corporate stocks (other than employer securities):                                     |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                        | <b>1c(4)(A)</b> | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) Common .....                                                                           | <b>1c(4)(B)</b> | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (5) Partnership/joint venture interests .....                                              | <b>1c(5)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (6) Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (7) Loans (other than to participants) .....                                               | <b>1c(7)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (8) Participant loans .....                                                                | <b>1c(8)</b>    | 643962                | 148617          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (9) Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 0                     | 9613            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (10) Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (11) Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (12) Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (13) Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 5614503               | 2887058         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (14) Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   | 692857                | 488868          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (15) Other .....                                                                           | <b>1c(15)</b>   | 0                     | 0               |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 0                     | 0               |
| (2) Employer real property .....                                     | <b>1d(2)</b> | 0                     | 0               |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    | 0                     | 0               |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 6951322               | 3534156         |

**Liabilities**

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

**Net Assets**

|                                                           |           |         |         |
|-----------------------------------------------------------|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 6951322 | 3534156 |
|-----------------------------------------------------------|-----------|---------|---------|

**Part II Income and Expense Statement**

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

**Income****a Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 158997     |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 285870     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 70495      |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    | 0          |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 515362    |

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

|                                                                                                      |                 |      |       |
|------------------------------------------------------------------------------------------------------|-----------------|------|-------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> | 0    |       |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> | 0    |       |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> | 0    |       |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> | 0    |       |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 4510 |       |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> | 7291 |       |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |      | 11801 |

|                                                                                           |                 |        |        |
|-------------------------------------------------------------------------------------------|-----------------|--------|--------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> | 0      |        |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> | 0      |        |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 135515 |        |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |        | 135515 |

|                 |              |  |   |
|-----------------|--------------|--|---|
| (3) Rents ..... | <b>2b(3)</b> |  | 0 |
|-----------------|--------------|--|---|

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

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

|                                                                                                 | (a) Amount    | (b) Total |
|-------------------------------------------------------------------------------------------------|---------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | <b>2b(6)</b>  | 87        |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | <b>2b(7)</b>  | 0         |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | <b>2b(8)</b>  | 0         |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | <b>2b(9)</b>  | 0         |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | <b>2b(10)</b> | -99863    |
| <b>c</b> Other income .....                                                                     | <b>2c</b>     | 596       |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....        | <b>2d</b>     | 563498    |

**Expenses**

|                                                                                             |              |         |
|---------------------------------------------------------------------------------------------|--------------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                  |              |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....             | <b>2e(1)</b> | 3833233 |
| (2) To insurance carriers for the provision of benefits .....                               | <b>2e(2)</b> | 0       |
| (3) Other .....                                                                             | <b>2e(3)</b> | 0       |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                 | <b>2e(4)</b> | 3833233 |
| <b>f</b> Corrective distributions (see instructions) .....                                  | <b>2f</b>    | 0       |
| <b>g</b> Certain deemed distributions of participant loans (see instructions) .....         | <b>2g</b>    | 120372  |
| <b>h</b> Interest expense .....                                                             | <b>2h</b>    | 0       |
| <b>i</b> Administrative expenses: (1) Professional fees .....                               | <b>2i(1)</b> | 0       |
| (2) Contract administrator fees .....                                                       | <b>2i(2)</b> | 0       |
| (3) Investment advisory and management fees .....                                           | <b>2i(3)</b> | 0       |
| (4) Other .....                                                                             | <b>2i(4)</b> | 27059   |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....          | <b>2i(5)</b> | 27059   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | <b>2j</b>    | 3980664 |

**Net Income and Reconciliation**

|                                                                               |              |          |
|-------------------------------------------------------------------------------|--------------|----------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    | -3417166 |
| <b>l</b> Transfers of assets:                                                 |              |          |
| (1) To this plan .....                                                        | <b>2l(1)</b> | 0        |
| (2) From this plan .....                                                      | <b>2l(2)</b> |          |

**Part III Accountant's Opinion**

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

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

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

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

☒ Yes ☐ No

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

(1) Name: COMISKEY AND COMPANY

(2) EIN: 84-0936730

**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                                  | N/A | Amount |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-------------------------------------|-----|--------|
| <b>a</b> 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.) .....                 |     | <input checked="" type="checkbox"/> |     |        |
| <b>b</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.) ..... |     | <input checked="" type="checkbox"/> |     |        |

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

**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

|                                        |                                                     |
|----------------------------------------|-----------------------------------------------------|
| <b>6a</b> Name of trust                | <b>6b</b> Trust's EIN                               |
| <b>6c</b> Name of trustee or custodian | <b>6d</b> Trustee's or custodian's telephone number |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2015</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

|                                                                                                      |                                                                    |
|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>TFORCE ENERGY SERVICES, INC. 401(K) PLAN</u>                             | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>TFORCE ENERGY SERVICES, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>81-0344097</u> |

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

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

|                                                                                                                                                                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                | <b>1</b> |  |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>04-6568107</u> <u>84-1455663</u> |          |  |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                                              |          |  |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                                      | <b>3</b> |  |

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

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

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

|                                                                                                                                                                                                                             |                                   |                                   |                               |                             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. .... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

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

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

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

|           |                                                                                                                                                                                                                                                      |  |            |  |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------|--|
| <b>14</b> | Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:                                                                                                                    |  | <b>14a</b> |  |
|           | <b>a</b> The current year .....                                                                                                                                                                                                                      |  | <b>14b</b> |  |
|           | <b>b</b> The plan year immediately preceding the current plan year .....                                                                                                                                                                             |  | <b>14c</b> |  |
|           | <b>c</b> The second preceding plan year .....                                                                                                                                                                                                        |  |            |  |
| <b>15</b> | Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:                                                                         |  |            |  |
|           | <b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....                                                                                                                                                |  | <b>15a</b> |  |
|           | <b>b</b> The corresponding number for the second preceding plan year .....                                                                                                                                                                           |  | <b>15b</b> |  |
| <b>16</b> | Information with respect to any employers who withdrew from the plan during the preceding plan year:                                                                                                                                                 |  |            |  |
|           | <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                                                                                                             |  | <b>16a</b> |  |
|           | <b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers .....                                                                               |  | <b>16b</b> |  |
| <b>17</b> | 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. .... <input type="checkbox"/> |  |            |  |

|                |                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------|
| <b>Part VI</b> | <b>Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans</b> |
|----------------|---------------------------------------------------------------------------------------------------|

|           |                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>18</b> | 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 ..... <input type="checkbox"/> |
| <b>19</b> | If the total number of participants is 1,000 or more, complete lines (a) through (c)                                                                                                                                                                                                                                                                                                                  |
|           | <b>a</b> Enter the percentage of plan assets held as:<br>Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%                                                                                                                                                                                                                                        |
|           | <b>b</b> Provide the average duration of the combined investment-grade and high-yield debt:<br><input type="checkbox"/> 0-3 years <input type="checkbox"/> 3-6 years <input type="checkbox"/> 6-9 years <input type="checkbox"/> 9-12 years <input type="checkbox"/> 12-15 years <input type="checkbox"/> 15-18 years <input type="checkbox"/> 18-21 years <input type="checkbox"/> 21 years or more  |
|           | <b>c</b> What duration measure was used to calculate line 19(b)?<br><input type="checkbox"/> Effective duration <input type="checkbox"/> Macaulay duration <input type="checkbox"/> Modified duration <input type="checkbox"/> Other (specify): _____                                                                                                                                                 |

|                 |                                 |
|-----------------|---------------------------------|
| <b>Part VII</b> | <b>IRS Compliance Questions</b> |
|-----------------|---------------------------------|

|                                                                                                                                                                                                                                                                                |                                                          |                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
| <b>20a</b> Is the plan a 401(k) plan?.....                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes                             | <input type="checkbox"/> No                              |
| <b>20b</b> If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?.....                                                               | <input type="checkbox"/> Design-based safe harbor method | <input type="checkbox"/> ADP/ACP test                    |
| <b>20c</b> If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))? .....                   | <input type="checkbox"/> Yes                             | <input type="checkbox"/> No                              |
| <b>21a</b> Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b): .....                                                                                                                                              | <input type="checkbox"/> Ratio percentage test           | <input type="checkbox"/> Average benefit test            |
| <b>21b</b> Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? .....                                                                           | <input type="checkbox"/> Yes                             | <input type="checkbox"/> No                              |
| <b>22a</b> Has the plan been timely amended for all required tax law changes?.....                                                                                                                                                                                             | <input type="checkbox"/> Yes                             | <input type="checkbox"/> No <input type="checkbox"/> N/A |
| <b>22b</b> Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).                                                                            |                                                          |                                                          |
| <b>22c</b> If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____. |                                                          |                                                          |
| <b>22d</b> If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.                                                                           |                                                          |                                                          |
| <b>23</b> Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)? .....                               | <input type="checkbox"/> Yes                             | <input type="checkbox"/> No                              |

**T Force Energy Services, Inc. 401(k) Plan**

**Financial Statements**

**December 31, 2015 and 2014**

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## **INDEPENDENT AUDITORS' REPORT**

To the Plan Administrator  
T Force Energy Services, Inc. 401(k) Plan

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

We were engaged to audit the accompanying financial statements of T Force Energy Services, Inc. 401(k) Plan ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statements 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**

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

### **Auditor's Responsibility**

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

### **Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 the Note 6 to the financial statements, which was certified by Fidelity Workplace Services, LLC and Great West Trust Company, LLC the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustees as of and for the year ended December 31, 2015, and 2014 that the information provided to the plan administrator by the trustees are 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.

**Certified Public Accountants & Consultants**

7900 E Union Ave • Suite 150 • Denver, CO 80237  
(303) 830-2255 • Fax (303) 830-0876 • [info@comiskey.com](mailto:info@comiskey.com) • [www.comiskey.com](http://www.comiskey.com)

## **Other Matter**

The supplemental schedule of assets held at end of year is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

Denver, Colorado  
October 12, 2016

A handwritten signature in black ink, reading "Cornish & Company". The signature is written in a cursive, flowing style.

**PROFESSIONAL CORPORATION**

**TForce Energy Services, Inc. 401(k) Plan**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**December 31, 2015 and 2014**

|                                                           | <u>2015</u>         | <u>2014</u>         |
|-----------------------------------------------------------|---------------------|---------------------|
| <b>Assets</b>                                             |                     |                     |
| Investments                                               |                     |                     |
| Guaranteed investment contract, at contract value         | \$ 488,868          | \$ 688,859          |
| Interest in collective trusts                             | 9,613               | -                   |
| Insurance company pooled separate accounts, at fair value | <u>2,887,058</u>    | <u>5,618,501</u>    |
| Total investments                                         | 3,385,539           | 6,307,360           |
| Receivables                                               |                     |                     |
| Notes receivable from participants                        | <u>148,617</u>      | <u>643,962</u>      |
| Total receivables                                         | <u>148,617</u>      | <u>643,962</u>      |
| Total assets                                              | 3,534,156           | 6,951,322           |
| <b>Liabilities</b>                                        | <u>-</u>            | <u>-</u>            |
| Net assets available for plan benefits                    | <u>\$ 3,534,156</u> | <u>\$ 6,951,322</u> |

**The accompanying notes are an integral part of the financial statements.**

**TForce Energy Services, Inc. 401(k) Plan**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**For the year ended December 31, 2015**

|                                                           |                     |
|-----------------------------------------------------------|---------------------|
| Additions to net assets                                   |                     |
| Contributions                                             |                     |
| Participants                                              | \$ 285,870          |
| Employer                                                  | 158,997             |
| Rollovers                                                 | <u>70,495</u>       |
| Total contributions                                       | 515,362             |
| Investment income                                         |                     |
| Interest income on participant loans                      | 4,510               |
| Net realized and unrealized loss on investments           | (99,776)            |
| Interest /Dividends                                       | 142,806             |
| Other                                                     | <u>596</u>          |
| Total additions to net assets                             | 563,498             |
| Deductions from net assets                                |                     |
| Benefits paid to participants                             | 3,953,605           |
| Administrative expenses                                   | <u>27,059</u>       |
| Total deductions from net assets                          | <u>3,980,664</u>    |
| Decrease in net assets available for plan benefits        | (3,417,166)         |
| Net assets available for plan benefits, beginning of year | <u>6,951,322</u>    |
| Net assets available for plan benefits, end of year       | <u>\$ 3,534,156</u> |

**The accompanying notes are an integral part of the financial statements.**

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**1. Plan Description**

The following description of the T Force Energy Services, Inc. 401(k) Plan ("the Plan") is provided for general information purposes only. As a single employer plan, the Plan covers all eligible employees of T Force Energy Services Inc. (formerly Hemphill Trucking, Inc.) ("Sponsor") The Plan is a Profit Sharing and Safe Harbor 401(k) Plan. More complete information regarding the Plan's provisions may be found in the Plan document.

**General**

The Plan was established in January 2006 under the name Hemphill Trucking Inc. 401(k) Plan as a defined contribution plan pursuant to the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective January 1, 2009, the Plan was amended to adopt conforming changes required by the Department of Labor. Effective August 30, 2010, in connection with a merger by the Sponsor with Speedy Heavy Hauling, the plan was amended to add acquired employees and to change the name of the Plan to Hemphill Speedy 401(k) Retirement Plan.

On December 1, 2011, in connection with the Sponsor's acquisition of IE Miller, the name of the plan was changed back to Hemphill Trucking 401(k) Plan, and other provisions relating to eligibility and compensation were amended effective January 1, 2012, the most significant of which was to remove the requirement for 1,000 hours of service prior to eligibility.

In June 2012, the plan name was changed to T Force Energy Services, Inc. 401(k) Plan to correspond with an equivalent name change by the Sponsor.

Effective January 1, 2013 the plan was amended to add provisions governing contributions and allocations for participating related employers. TFI Holdings was added as a related employer.

In July of 2015, matching provisions in the plan were suspended. In October of 2015, the plan changed trustees from Great-West Life & Annuity Insurance Company to Fidelity Management Trust Company for the majority of its investments.

**Participation**

An employee is eligible to participate in the Plan upon reaching age twenty-one, and rendering 30 days of service.

Plan entry dates are the first day of each payroll period immediately after meeting the eligibility requirements of the Plan.

**Contributions**

Eligible employees can contribute an amount up to 75% of compensation as defined by the Plan, limited by the requirements of the IRC. The employer also may make an additional discretionary matching contribution and/or a discretionary non-elective contribution.

The Plan also allows catch-up contributions for participants over the age of 50 based on IRC limitations (\$6,000 for 2015 and \$5,500 for 2014).

The Plan is a Safe Harbor Plan and the employer matches up to 100% of elective salary deferrals up to 4% of compensation. There were \$158,997 employer matching contributions for the year ended December 31, 2015. As of the payroll date of July 27, 2015 the company has suspended their safe harbor match.

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**1. Plan Description (continued)**

**Vesting**

Participants are fully vested in their elective contributions, employers safe harbor match and the earnings thereon. Vesting for non-elective employee contributions and discretionary employer match is:

| <u>Years of Service</u> | <u>Vesting</u> |
|-------------------------|----------------|
| 1                       | 25 %           |
| 2                       | 50 %           |
| 3                       | 75 %           |
| 4 or more               | 100 %          |

**Forfeitures**

Any forfeitures occurring during the Plan year will be reallocated as additional employer contributions and will be used to reduce non-elective and matching contributions. Forfeitures will be applied for the Plan year in which the forfeitures occurred. Forfeitures may also be used to pay Plan expenses. Non-vested Company contributions are forfeited upon a break in service.

**Payments of Benefits**

Upon termination of service, a participant may elect to receive an amount equal to the value of the participant's vested interest in their account. The form of payment is a lump-sum distribution made to the participant, his or her estate, or rolled to an acceptable retirement plan pursuant to the elections and restrictions identified in the Plan.

If a participant's employment is terminated for reasons other than death, disability, or retirement, the participant forfeits any unvested contributions of the Company and related earnings on the contributions.

The Plan will make a mandatory distribution following severance from employment. For participants who incur severance from employment and will receive distributions before attaining the later of age 62 or normal retirement age, the mandatory distribution maximum amount is equal to \$5,000. Timing of the distribution will be immediately following severance from employment. This payment may be made in a lump-sum.

**Participant Accounts**

Each participant's account is credited with the participant's contributions, the Company's contribution, and an allocation of Plan earnings, and is charged with administrative expenses that relate to the investment holding company.

**Participant Loans**

A participant may, with the consent of the plan administrator, borrow a minimum of \$1,000 up to the lesser of \$50,000 or one-half of his or her vested account balance. Participants may not have more than one loan outstanding at any time and pre-existing loans may be consolidated into a new loan if certain criteria are met. The maximum loan term is five years, except that a loan shall immediately become due and payable if such participant terminates employment for any reason or fails to make principal and/or interest payment provided in the loan agreement. The loans are secured by the balance in the participant's account and bear interest at a rate of 1% above the Wall Street Journal Prime Rate on the first day of the month the loan is originated. The interest rate is fixed for the term of the loan. Principal and interest are generally paid ratably through monthly payroll deductions.

**Investment Options**

A Participant's direct contributions are allocated to specific investment funds as elected by the participant. Participants may change their investment elections at their own discretion. Presently there are 30 investment elections available to the participants.

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**2. Summary of Significant Accounting Policies**

**Limitations on Contributions**

The total of elective contributions in any year may not exceed the dollar limit set by the Internal Revenue Service ("IRS"). The IRS limit may change from year to year. For 2015 and 2014, the limit was \$18,000 and \$17,500 respectively. Individuals who will be at least age 50 by the end of the 2015 and 2014 tax year may make an additional contribution of \$6,000 and \$5,500 respectively.

**Basis of Accounting**

The accompanying financial statements are prepared on the accrual basis of accounting. Contributions receivable include the amounts due, as of the financial statement date, to the Plan from the participants and employer.

**Income Recognition**

Interest income is recognized as recorded by the trustee. Dividend income is recorded on the ex-dividend date.

**Investment Valuation**

Investments of the Plan are stated at fair value. Securities traded in public markets are valued at their quoted market prices. Purchases and sales of securities are reflected on a trade-date basis. The difference between cost and market value from one period to the next is recognized as net increase (decrease) in fair value of investments in the accompanying statement of changes in net assets available for benefits.

**Accounting for Investment Contract with Insurance Companies**

The Plan entered into a fully benefit-responsive investment contract with Great West (through the Key Guaranteed Portfolio Fund investment). The Great West maintains the contributions in a general account (the "General Account"). The account is credited with earnings on the underlying investments and charged for participants' withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to pay the principal and specified interest rates are guaranteed.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value was \$488,868 for 2015 and \$5,614,503 for 2014. Average yield based on interest rates credited to participants was 1.20% in 2015, with rates reset quarterly. Certain events could limit the ability of the Plan to transact at contract value. Such events include amendments to the plan document, changes to competing investment options, significant changes to the Plan sponsor resulting in full or partial liquidation of the contract, or failure by the Trust to qualify for federal income tax exemption. The Plan Administrator does not believe that any events limiting the Plan's ability to transact at contract value with Plan participants or the issuer are probable of occurring.

**Administrative Expenses**

Each participant's account may be charged with an allocation of administrative expenses. In addition, the Plan's sponsor incurs certain plan administration costs, including audit fees that are not reimbursed by the Plan. Total administrative expenses were \$27,059 for the year ended December 31, 2015.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenses, gains, losses, and other changes in the net assets during the reporting period. Actual results may differ from these estimates.

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**2. Summary of Significant Accounting Policies (continued)**

**Fair Value Measurements**

The Plan has adopted the latest pronouncements on fair value measurements as of January 1, 2008, which among other things requires enhanced disclosures about investments, that are measured and reported at fair value, and establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, are described below:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used for assets measured at fair value.

*Mutual funds:* Valued at the closing price reported on the active market on which the individual securities are traded.

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

In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect the investment balances and the amounts reported in the balance sheets.

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**3. Investments**

Fidelity Management Trust Company, trustee of the Plan since October 2015, held the Plan's investments and executed transactions therein with respect to the individually directed participants' elective contributions.

The fair market values of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2015 are as follows:

|                                   | <u>2015</u> |
|-----------------------------------|-------------|
| MFS International Values R5       | \$ 189,259  |
| T. Rowe Price Retirement 2015 ADV | 295,976     |
| T. Rowe Price Retirement 2020 ADV | 279,564     |
| T. Rowe Price Retirement 2035 ADV | 197,384     |
| Key Guaranteed Portfolio Fund     | 488,868     |

The fair market values of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2014 are as follows:

|                                   | <u>2014</u> |
|-----------------------------------|-------------|
| T. Rowe Price Retirement 2015 ADV | \$ 413,689  |
| T. Rowe Price Retirement 2020 ADV | 559,586     |
| Key Guaranteed Portfolio Fund     | 688,858     |

During 2015, the Plan's mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$(99,776).

The following tables present the Plan's fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31, 2015:

| <u>December 31, 2015</u> | <u>Total</u>        | <u>Level 1</u>      | <u>Level 2</u> | <u>Level 3</u> |
|--------------------------|---------------------|---------------------|----------------|----------------|
| Mutual Funds             | <u>2,887,058</u>    | <u>2,887,058</u>    | -              | -              |
| Total                    | <u>\$ 2,887,058</u> | <u>\$ 2,887,058</u> | <u>\$ -</u>    | <u>\$ -</u>    |

In the normal course of investment activity within the Plan there were transfers in and out between Level 1 and Level 2 investments. During the 2015 year \$7,178 was transferred out of Level 1 investments and in to Level 2 investments and \$53,252 was transferred out of Level 2 investments and in to Level 1 investments. All transfers are within the Plan's investment policy and in the normal course of investment activity.

The following tables present the Plan's fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31, 2014:

| <u>December 31, 2014</u> | <u>Total</u>        | <u>Level 1</u>      | <u>Level 2</u> | <u>Level 3</u> |
|--------------------------|---------------------|---------------------|----------------|----------------|
| Mutual Funds             | <u>5,618,501</u>    | <u>5,618,501</u>    | -              | -              |
| Total                    | <u>\$ 5,618,501</u> | <u>\$ 5,618,501</u> | <u>\$ -</u>    | <u>\$ -</u>    |

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**4. Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Upon termination, participants may elect to receive a lump-sum amount equal to the vested value of his or her account. Terminated employees' contributions, as well as vested employer contributions, are available for distribution as soon as is administratively possible after the receipt of the distribution request.

**5. Information Prepared and Certified by Trustee**

Pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, certain information herein has not been audited by the Plan's independent accountants but has been certified as complete and accurate by the trustees including:

Investments and participant loans as shown in the statement of net assets available for benefits as of December 31, 2015.

Investment income as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2015.

Net appreciation in fair value of investments for the year ended December 31, 2015.

Information included in the schedule of assets held for investment purposes as of December 31, 2015.

**6. Risks and Uncertainties**

The Plan provides for various investment options in mutual funds. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

As of December 31, 2015 and 2014 concentrations of credit risk exists in notes receivable from participants with three participants having approximately 55% and one two participants having approximately 12% of the balance, respectively.

**7. Party-In-Interest and Related Party Transactions**

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company, the asset trustee of the Plan as of December 31, 2015. Orchard Trust Company, LLC is a member of Great-West Life & Annuity Insurance Company and therefore the Key Guaranteed Portfolio Fund considered parties-in-interest. Additionally Fidelity Management Trust Company was the record keeper for the Plan with direct compensation paid of \$27,059 for 2015. These transactions qualify as exempt party-in-interest transactions.

**8. Subsequent Events**

The Plan has evaluated subsequent events for the period from December 31, 2015, the date of these financial statements, through October 12, 2016. The Plan has been operated as a single employer plan. As of September 1, 2016 the plan has merged with TFI Holdings USA, Inc. Plan. The Plan has not evaluated subsequent events occurring after October 12, 2016.

**TForce Energy Services, Inc. 401(k) Plan**  
**SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**EIN: 81-0344097**  
**Plan No. 001**  
**December 31, 2015**

| (a) (b)                                                  | (c)                                                                                                           | (d)  | (e)              |
|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|------|------------------|
| Identity of Issuer, Borrower,<br>Lessor or Similar Party | Description of Investment, including<br>Maturity Date, Rate of Interest,<br>Collateral, Par or Maturity Value | Cost | Current<br>Value |
| DFA Emerging Markets Core Equity I                       | Mutual Funds                                                                                                  | (1)  | 35,861           |
| Eagle Mid Cap Growth Fund R6                             | Mutual Funds                                                                                                  | (1)  | 12,108           |
| * Fidelity 500 Index Fund                                | Mutual Funds                                                                                                  | (1)  | 163,781          |
| * Fidelity Extended Market Index Fund                    | Mutual Funds                                                                                                  | (1)  | 130,381          |
| * Fidelity Growth Company Fund                           | Mutual Funds                                                                                                  | (1)  | 80,059           |
| * Fidelity US Bond Index Fund                            | Mutual Funds                                                                                                  | (1)  | 122,711          |
| Goldman Sachs Small Cap Value IR                         | Mutual Funds                                                                                                  | (1)  | 142,480          |
| Harbor Mid Cap Value Fund Institutional                  | Mutual Funds                                                                                                  | (1)  | 30,701           |
| John Hancock Disciplined Value R6                        | Mutual Funds                                                                                                  | (1)  | 84,614           |
| JP Morgan US Equity R6                                   | Mutual Funds                                                                                                  | (1)  | 65,656           |
| Loomis Sayles Bond Fund N                                | Mutual Funds                                                                                                  | (1)  | 125,551          |
| Loomis Sayles Small Cap Growth Fund Retail               | Mutual Funds                                                                                                  | (1)  | 88,575           |
| MFS International Values R5                              | Mutual Funds                                                                                                  | (1)  | 189,259          |
| T. Rowe Price Retirement 2005 ADV                        | Mutual Funds                                                                                                  | (1)  | 94,466           |
| T. Rowe Price Retirement 2010 ADV                        | Mutual Funds                                                                                                  | (1)  | 85,675           |
| T. Rowe Price Retirement 2015 ADV                        | Mutual Funds                                                                                                  | (1)  | 295,976          |
| T. Rowe Price Retirement 2020 ADV                        | Mutual Funds                                                                                                  | (1)  | 279,564          |
| T. Rowe Price Retirement 2025 ADV                        | Mutual Funds                                                                                                  | (1)  | 161,978          |
| T. Rowe Price Retirement 2030 ADV                        | Mutual Funds                                                                                                  | (1)  | 66,225           |
| T. Rowe Price Retirement 2035 ADV                        | Mutual Funds                                                                                                  | (1)  | 197,384          |
| T. Rowe Price Retirement 2040 ADV                        | Mutual Funds                                                                                                  | (1)  | 167,940          |
| T. Rowe Price Retirement 2045 ADV                        | Mutual Funds                                                                                                  | (1)  | 81,650           |
| T. Rowe Price Retirement 2050 ADV                        | Mutual Funds                                                                                                  | (1)  | 20,723           |
| T. Rowe Price Retirement 2055 ADV                        | Mutual Funds                                                                                                  | (1)  | 5,636            |
| T. Rowe Price Retirement Balanced ADV                    | Mutual Funds                                                                                                  | (1)  | 7,388            |
| Vanguard Total International Stock Index Fund            | Mutual Funds                                                                                                  | (1)  | 150,716          |
| * Key Guaranteed Portfolio Fund                          | Guaranteed investment contract with<br>credit rating interest rate of 1.20%                                   | (1)  | 488,868          |
| * Managed Income Portfolio Class 1                       |                                                                                                               |      | 9,613            |
| Total Without Loans                                      |                                                                                                               |      | 3,385,539        |
| * Participant Loans                                      | Interest rates ranging from 4.0% - 9.25%<br>various maturity dates                                            |      | 148,617          |
| Total Including Loans                                    |                                                                                                               |      | 3,534,156        |

(1) The cost of participant-directed investments is not required to be disclosed

\* A party-in-interest as defined by ERISA

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

**T Force Energy Services, Inc. 401(k) Plan**

**Financial Statements**

**December 31, 2015 and 2014**

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## **INDEPENDENT AUDITORS' REPORT**

To the Plan Administrator  
T Force Energy Services, Inc. 401(k) Plan

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

We were engaged to audit the accompanying financial statements of T Force Energy Services, Inc. 401(k) Plan ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statements 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**

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles general 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 the Note 6 to the financial statements, which was certified by Fidelity Workplace Services, LLC and Great West Trust Company, LLC the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustees as of and for the year ended December 31, 2015, and 2014 that the information provided to the plan administrator by the trustees are 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.

**Certified Public Accountants & Consultants**

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(303) 830-2255 • Fax (303) 830-0876 • [info@comiskey.com](mailto:info@comiskey.com) • [www.comiskey.com](http://www.comiskey.com)

## **Other Matter**

The supplemental schedule of assets held at end of year is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

Denver, Colorado  
October 12, 2016

A handwritten signature in black ink, reading "Cornish & Company". The signature is written in a cursive, flowing style.

**PROFESSIONAL CORPORATION**

**TForce Energy Services, Inc. 401(k) Plan**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**December 31, 2015 and 2014**

|                                                           | <u>2015</u>         | <u>2014</u>         |
|-----------------------------------------------------------|---------------------|---------------------|
| <b>Assets</b>                                             |                     |                     |
| Investments                                               |                     |                     |
| Guaranteed investment contract, at contract value         | \$ 488,868          | \$ 688,859          |
| Interest in collective trusts                             | 9,613               | -                   |
| Insurance company pooled separate accounts, at fair value | <u>2,887,058</u>    | <u>5,618,501</u>    |
| Total investments                                         | 3,385,539           | 6,307,360           |
| Receivables                                               |                     |                     |
| Notes receivable from participants                        | <u>148,617</u>      | <u>643,962</u>      |
| Total receivables                                         | <u>148,617</u>      | <u>643,962</u>      |
| Total assets                                              | 3,534,156           | 6,951,322           |
| <b>Liabilities</b>                                        | <u>-</u>            | <u>-</u>            |
| Net assets available for plan benefits                    | <u>\$ 3,534,156</u> | <u>\$ 6,951,322</u> |

**The accompanying notes are an integral part of the financial statements.**

**TForce Energy Services, Inc. 401(k) Plan**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**For the year ended December 31, 2015**

|                                                           |                     |
|-----------------------------------------------------------|---------------------|
| Additions to net assets                                   |                     |
| Contributions                                             |                     |
| Participants                                              | \$ 285,870          |
| Employer                                                  | 158,997             |
| Rollovers                                                 | <u>70,495</u>       |
| Total contributions                                       | 515,362             |
| Investment income                                         |                     |
| Interest income on participant loans                      | 4,510               |
| Net realized and unrealized loss on investments           | (99,776)            |
| Interest /Dividends                                       | 142,806             |
| Other                                                     | <u>596</u>          |
| Total additions to net assets                             | 563,498             |
| Deductions from net assets                                |                     |
| Benefits paid to participants                             | 3,953,605           |
| Administrative expenses                                   | <u>27,059</u>       |
| Total deductions from net assets                          | <u>3,980,664</u>    |
| Decrease in net assets available for plan benefits        | (3,417,166)         |
| Net assets available for plan benefits, beginning of year | <u>6,951,322</u>    |
| Net assets available for plan benefits, end of year       | <u>\$ 3,534,156</u> |

**The accompanying notes are an integral part of the financial statements.**

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**1. Plan Description**

The following description of the T Force Energy Services, Inc. 401(k) Plan ("the Plan") is provided for general information purposes only. As a single employer plan, the Plan covers all eligible employees of T Force Energy Services Inc. (formerly Hemphill Trucking, Inc.) ("Sponsor") The Plan is a Profit Sharing and Safe Harbor 401(k) Plan. More complete information regarding the Plan's provisions may be found in the Plan document.

**General**

The Plan was established in January 2006 under the name Hemphill Trucking Inc. 401(k) Plan as a defined contribution plan pursuant to the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective January 1, 2009, the Plan was amended to adopt conforming changes required by the Department of Labor. Effective August 30, 2010, in connection with a merger by the Sponsor with Speedy Heavy Hauling, the plan was amended to add acquired employees and to change the name of the Plan to Hemphill Speedy 401(k) Retirement Plan.

On December 1, 2011, in connection with the Sponsor's acquisition of IE Miller, the name of the plan was changed back to Hemphill Trucking 401(k) Plan, and other provisions relating to eligibility and compensation were amended effective January 1, 2012, the most significant of which was to remove the requirement for 1,000 hours of service prior to eligibility.

In June 2012, the plan name was changed to T Force Energy Services, Inc. 401(k) Plan to correspond with an equivalent name change by the Sponsor.

Effective January 1, 2013 the plan was amended to add provisions governing contributions and allocations for participating related employers. TFI Holdings was added as a related employer.

In July of 2015, matching provisions in the plan were suspended. In October of 2015, the plan changed trustees from Great-West Life & Annuity Insurance Company to Fidelity Management Trust Company for the majority of its investments.

**Participation**

An employee is eligible to participate in the Plan upon reaching age twenty-one, and rendering 30 days of service.

Plan entry dates are the first day of each payroll period immediately after meeting the eligibility requirements of the Plan.

**Contributions**

Eligible employees can contribute an amount up to 75% of compensation as defined by the Plan, limited by the requirements of the IRC. The employer also may make an additional discretionary matching contribution and/or a discretionary non-elective contribution.

The Plan also allows catch-up contributions for participants over the age of 50 based on IRC limitations (\$6,000 for 2015 and \$5,500 for 2014).

The Plan is a Safe Harbor Plan and the employer matches up to 100% of elective salary deferrals up to 4% of compensation. There were \$158,997 employer matching contributions for the year ended December 31, 2015. As of the payroll date of July 27, 2015 the company has suspended their safe harbor match.

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**1. Plan Description (continued)**

**Vesting**

Participants are fully vested in their elective contributions, employers safe harbor match and the earnings thereon. Vesting for non-elective employee contributions and discretionary employer match is:

| <u>Years of Service</u> | <u>Vesting</u> |
|-------------------------|----------------|
| 1                       | 25 %           |
| 2                       | 50 %           |
| 3                       | 75 %           |
| 4 or more               | 100 %          |

**Forfeitures**

Any forfeitures occurring during the Plan year will be reallocated as additional employer contributions and will be used to reduce non-elective and matching contributions. Forfeitures will be applied for the Plan year in which the forfeitures occurred. Forfeitures may also be used to pay Plan expenses. Non-vested Company contributions are forfeited upon a break in service.

**Payments of Benefits**

Upon termination of service, a participant may elect to receive an amount equal to the value of the participant's vested interest in their account. The form of payment is a lump-sum distribution made to the participant, his or her estate, or rolled to an acceptable retirement plan pursuant to the elections and restrictions identified in the Plan.

If a participant's employment is terminated for reasons other than death, disability, or retirement, the participant forfeits any unvested contributions of the Company and related earnings on the contributions.

The Plan will make a mandatory distribution following severance from employment. For participants who incur severance from employment and will receive distributions before attaining the later of age 62 or normal retirement age, the mandatory distribution maximum amount is equal to \$5,000. Timing of the distribution will be immediately following severance from employment. This payment may be made in a lump-sum.

**Participant Accounts**

Each participant's account is credited with the participant's contributions, the Company's contribution, and an allocation of Plan earnings, and is charged with administrative expenses that relate to the investment holding company.

**Participant Loans**

A participant may, with the consent of the plan administrator, borrow a minimum of \$1,000 up to the lesser of \$50,000 or one-half of his or her vested account balance. Participants may not have more than one loan outstanding at any time and pre-existing loans may be consolidated into a new loan if certain criteria are met. The maximum loan term is five years, except that a loan shall immediately become due and payable if such participant terminates employment for any reason or fails to make principal and/or interest payment provided in the loan agreement. The loans are secured by the balance in the participant's account and bear interest at a rate of 1% above the Wall Street Journal Prime Rate on the first day of the month the loan is originated. The interest rate is fixed for the term of the loan. Principal and interest are generally paid ratably through monthly payroll deductions.

**Investment Options**

A Participant's direct contributions are allocated to specific investment funds as elected by the participant. Participants may change their investment elections at their own discretion. Presently there are 30 investment elections available to the participants.

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**2. Summary of Significant Accounting Policies**

**Limitations on Contributions**

The total of elective contributions in any year may not exceed the dollar limit set by the Internal Revenue Service ("IRS"). The IRS limit may change from year to year. For 2015 and 2014, the limit was \$18,000 and \$17,500 respectively. Individuals who will be at least age 50 by the end of the 2015 and 2014 tax year may make an additional contribution of \$6,000 and \$5,500 respectively.

**Basis of Accounting**

The accompanying financial statements are prepared on the accrual basis of accounting. Contributions receivable include the amounts due, as of the financial statement date, to the Plan from the participants and employer.

**Income Recognition**

Interest income is recognized as recorded by the trustee. Dividend income is recorded on the ex-dividend date.

**Investment Valuation**

Investments of the Plan are stated at fair value. Securities traded in public markets are valued at their quoted market prices. Purchases and sales of securities are reflected on a trade-date basis. The difference between cost and market value from one period to the next is recognized as net increase (decrease) in fair value of investments in the accompanying statement of changes in net assets available for benefits.

**Accounting for Investment Contract with Insurance Companies**

The Plan entered into a fully benefit-responsive investment contract with Great West (through the Key Guaranteed Portfolio Fund investment). The Great West maintains the contributions in a general account (the "General Account"). The account is credited with earnings on the underlying investments and charged for participants' withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to pay the principal and specified interest rates are guaranteed.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value was \$488,868 for 2015 and \$5,614,503 for 2014. Average yield based on interest rates credited to participants was 1.20% in 2015, with rates reset quarterly. Certain events could limit the ability of the Plan to transact at contract value. Such events include amendments to the plan document, changes to competing investment options, significant changes to the Plan sponsor resulting in full or partial liquidation of the contract, or failure by the Trust to qualify for federal income tax exemption. The Plan Administrator does not believe that any events limiting the Plan's ability to transact at contract value with Plan participants or the issuer are probable of occurring.

**Administrative Expenses**

Each participant's account may be charged with an allocation of administrative expenses. In addition, the Plan's sponsor incurs certain plan administration costs, including audit fees that are not reimbursed by the Plan. Total administrative expenses were \$27,059 for the year ended December 31, 2015.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenses, gains, losses, and other changes in the net assets during the reporting period. Actual results may differ from these estimates.

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**2. Summary of Significant Accounting Policies (continued)**

**Fair Value Measurements**

The Plan has adopted the latest pronouncements on fair value measurements as of January 1, 2008, which among other things requires enhanced disclosures about investments, that are measured and reported at fair value, and establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, are described below:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used for assets measured at fair value.

*Mutual funds:* Valued at the closing price reported on the active market on which the individual securities are traded.

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

In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect the investment balances and the amounts reported in the balance sheets.

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**3. Investments**

Fidelity Management Trust Company, trustee of the Plan since October 2015, held the Plan's investments and executed transactions therein with respect to the individually directed participants' elective contributions.

The fair market values of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2015 are as follows:

|                                   | <u>2015</u> |
|-----------------------------------|-------------|
| MFS International Values R5       | \$ 189,259  |
| T. Rowe Price Retirement 2015 ADV | 295,976     |
| T. Rowe Price Retirement 2020 ADV | 279,564     |
| T. Rowe Price Retirement 2035 ADV | 197,384     |
| Key Guaranteed Portfolio Fund     | 488,868     |

The fair market values of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2014 are as follows:

|                                   | <u>2014</u> |
|-----------------------------------|-------------|
| T. Rowe Price Retirement 2015 ADV | \$ 413,689  |
| T. Rowe Price Retirement 2020 ADV | 559,586     |
| Key Guaranteed Portfolio Fund     | 688,858     |

During 2015, the Plan's mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$(99,776).

The following tables present the Plan's fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31, 2015:

| <u>December 31, 2015</u> | <u>Total</u>        | <u>Level 1</u>      | <u>Level 2</u> | <u>Level 3</u> |
|--------------------------|---------------------|---------------------|----------------|----------------|
| Mutual Funds             | <u>2,887,058</u>    | <u>2,887,058</u>    | -              | -              |
| Total                    | <u>\$ 2,887,058</u> | <u>\$ 2,887,058</u> | <u>\$ -</u>    | <u>\$ -</u>    |

In the normal course of investment activity within the Plan there were transfers in and out between Level 1 and Level 2 investments. During the 2015 year \$7,178 was transferred out of Level 1 investments and in to Level 2 investments and \$53,252 was transferred out of Level 2 investments and in to Level 1 investments. All transfers are within the Plan's investment policy and in the normal course of investment activity.

The following tables present the Plan's fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31, 2014:

| <u>December 31, 2014</u> | <u>Total</u>        | <u>Level 1</u>      | <u>Level 2</u> | <u>Level 3</u> |
|--------------------------|---------------------|---------------------|----------------|----------------|
| Mutual Funds             | <u>5,618,501</u>    | <u>5,618,501</u>    | -              | -              |
| Total                    | <u>\$ 5,618,501</u> | <u>\$ 5,618,501</u> | <u>\$ -</u>    | <u>\$ -</u>    |

**TFORCE ENERGY SERVICES, INC. 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2015 and 2014**

**4. Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Upon termination, participants may elect to receive a lump-sum amount equal to the vested value of his or her account. Terminated employees' contributions, as well as vested employer contributions, are available for distribution as soon as is administratively possible after the receipt of the distribution request.

**5. Information Prepared and Certified by Trustee**

Pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, certain information herein has not been audited by the Plan's independent accountants but has been certified as complete and accurate by the trustees including:

Investments and participant loans as shown in the statement of net assets available for benefits as of December 31, 2015.

Investment income as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2015.

Net appreciation in fair value of investments for the year ended December 31, 2015.

Information included in the schedule of assets held for investment purposes as of December 31, 2015.

**6. Risks and Uncertainties**

The Plan provides for various investment options in mutual funds. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

As of December 31, 2015 and 2014 concentrations of credit risk exists in notes receivable from participants with three participants having approximately 55% and one two participants having approximately 12% of the balance, respectively.

**7. Party-In-Interest and Related Party Transactions**

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company, the asset trustee of the Plan as of December 31, 2015. Orchard Trust Company, LLC is a member of Great-West Life & Annuity Insurance Company and therefore the Key Guaranteed Portfolio Fund considered parties-in-interest. Additionally Fidelity Management Trust Company was the record keeper for the Plan with direct compensation paid of \$27,059 for 2015. These transactions qualify as exempt party-in-interest transactions.

**8. Subsequent Events**

The Plan has evaluated subsequent events for the period from December 31, 2015, the date of these financial statements, through October 12, 2016. The Plan has been operated as a single employer plan. As of September 1, 2016 the plan has merged with TFI Holdings USA, Inc. Plan. The Plan has not evaluated subsequent events occurring after October 12, 2016.

**TForce Energy Services, Inc. 401(k) Plan**  
**SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**EIN: 81-0344097**  
**Plan No. 001**  
**December 31, 2015**

| (a) (b)                                                  | (c)                                                                                                           | (d)  | (e)              |
|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|------|------------------|
| Identity of Issuer, Borrower,<br>Lessor or Similar Party | Description of Investment, including<br>Maturity Date, Rate of Interest,<br>Collateral, Par or Maturity Value | Cost | Current<br>Value |
| DFA Emerging Markets Core Equity I                       | Mutual Funds                                                                                                  | (1)  | 35,861           |
| Eagle Mid Cap Growth Fund R6                             | Mutual Funds                                                                                                  | (1)  | 12,108           |
| * Fidelity 500 Index Fund                                | Mutual Funds                                                                                                  | (1)  | 163,781          |
| * Fidelity Extended Market Index Fund                    | Mutual Funds                                                                                                  | (1)  | 130,381          |
| * Fidelity Growth Company Fund                           | Mutual Funds                                                                                                  | (1)  | 80,059           |
| * Fidelity US Bond Index Fund                            | Mutual Funds                                                                                                  | (1)  | 122,711          |
| Goldman Sachs Small Cap Value IR                         | Mutual Funds                                                                                                  | (1)  | 142,480          |
| Harbor Mid Cap Value Fund Institutional                  | Mutual Funds                                                                                                  | (1)  | 30,701           |
| John Hancock Disciplined Value R6                        | Mutual Funds                                                                                                  | (1)  | 84,614           |
| JP Morgan US Equity R6                                   | Mutual Funds                                                                                                  | (1)  | 65,656           |
| Loomis Sayles Bond Fund N                                | Mutual Funds                                                                                                  | (1)  | 125,551          |
| Loomis Sayles Small Cap Growth Fund Retail               | Mutual Funds                                                                                                  | (1)  | 88,575           |
| MFS International Values R5                              | Mutual Funds                                                                                                  | (1)  | 189,259          |
| T. Rowe Price Retirement 2005 ADV                        | Mutual Funds                                                                                                  | (1)  | 94,466           |
| T. Rowe Price Retirement 2010 ADV                        | Mutual Funds                                                                                                  | (1)  | 85,675           |
| T. Rowe Price Retirement 2015 ADV                        | Mutual Funds                                                                                                  | (1)  | 295,976          |
| T. Rowe Price Retirement 2020 ADV                        | Mutual Funds                                                                                                  | (1)  | 279,564          |
| T. Rowe Price Retirement 2025 ADV                        | Mutual Funds                                                                                                  | (1)  | 161,978          |
| T. Rowe Price Retirement 2030 ADV                        | Mutual Funds                                                                                                  | (1)  | 66,225           |
| T. Rowe Price Retirement 2035 ADV                        | Mutual Funds                                                                                                  | (1)  | 197,384          |
| T. Rowe Price Retirement 2040 ADV                        | Mutual Funds                                                                                                  | (1)  | 167,940          |
| T. Rowe Price Retirement 2045 ADV                        | Mutual Funds                                                                                                  | (1)  | 81,650           |
| T. Rowe Price Retirement 2050 ADV                        | Mutual Funds                                                                                                  | (1)  | 20,723           |
| T. Rowe Price Retirement 2055 ADV                        | Mutual Funds                                                                                                  | (1)  | 5,636            |
| T. Rowe Price Retirement Balanced ADV                    | Mutual Funds                                                                                                  | (1)  | 7,388            |
| Vanguard Total International Stock Index Fund            | Mutual Funds                                                                                                  | (1)  | 150,716          |
| * Key Guaranteed Portfolio Fund                          | Guaranteed investment contract with<br>credit rating interest rate of 1.20%                                   | (1)  | 488,868          |
| * Managed Income Portfolio Class 1                       |                                                                                                               |      | 9,613            |
| Total Without Loans                                      |                                                                                                               |      | 3,385,539        |
| * Participant Loans                                      | Interest rates ranging from 4.0% - 9.25%<br>various maturity dates                                            |      | 148,617          |
| Total Including Loans                                    |                                                                                                               |      | 3,534,156        |

(1) The cost of participant-directed investments is not required to be disclosed

\* A party-in-interest as defined by ERISA

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