

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☒ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>HUSKY REFINING COMPANY NON-REPRESENTED 401 K PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>07/03/2007</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>HUSKY REFINING COMPANY</u> <u>1150 SOUTH METCALF STREET</u> <u>LIMA, OH 45804</u>	2b Employer Identification Number (EIN) <u>98-0537727</u>	2c Sponsor's telephone number <u>419-226-2300</u>	2d Business code (see instructions) <u>324110</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>06/06/2011</u>	<u>DAVID STEIN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") HUSKY REFINING COMPANY 1150 SOUTH METCALF STREET LIMA, OH 45804	3b Administrator's EIN 98-0537727 3c Administrator's telephone number 419-226-2300
--	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	192
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	203
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	5
d Subtotal. Add lines 6a , 6b , and 6c	6d	208
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	208
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	202
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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

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

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

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

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
--	--

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan HUSKY REFINING COMPANY NON-REPRESENTED 401 K PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 HUSKY REFINING COMPANY	D Employer Identification Number (EIN) 98-0537727

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

(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

(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

(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

(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

(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

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)

THE VANGUARD GROUP, INC

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 52	NONE	308	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan HUSKY REFINING COMPANY NON-REPRESENTED 401 K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HUSKY REFINING COMPANY	D Employer Identification Number (EIN) 98-0537727	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	321363	351418
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	59875	168355
(9) Value of interest in common/collective trusts.....	1c(9)	765513	1542519
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3054831	6813456
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4201582	8875748

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	29232	29232
k Total liabilities (add all amounts in lines 1g through 1j)	1k	29232	29232

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4172350	8846516
---	-----------	---------	---------

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: (A) Employers	2a(1)(A)	1104014	
(B) Participants	2a(1)(B)	2081357	
(C) Others (including rollovers)	2a(1)(C)	131849	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3317220

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5112	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5112

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	108563	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		108563

(3) Rents	2b(3)		
-----------------	--------------	--	--

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		78996
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1223036
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4732927

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	121995	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		121995
f Corrective distributions (see instructions)	2f		1774
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	308	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		308
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		124077

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4608850
l Transfers of assets:			
(1) To this plan.....	2l(1)		65316
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KPMG LLP

(2) EIN: 13-5565207

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		100000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>HUSKY REFINING COMPANY NON-REPRESENTED 401 K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HUSKY REFINING COMPANY</u>	D Employer Identification Number (EIN) <u>98-0537727</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

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

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

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

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

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

Schedule R (Form 5500) 2009
v.092308.1

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 items 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 items 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 items 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 items 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 items 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 items 13e(1) and 13e(2).)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



KPMG LLP
Suite 500
191 West Nationwide Blvd.
Columbus, OH 43215-2568

Independent Auditors' Report

Corporate Pension Committee
Husky Refining Company Non-Represented 401(k) Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Husky Refining Company Non-Represented 401(k) Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules H, part IV, line 4i – schedule of assets (held at end of year) as of December 31, 2009 and 2008. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 8, which is certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2009 and 2008, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. 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 Regulation for Reporting and Disclosure under the Employee Income Security Act of 1974.

KPMG LLP

June 2, 2011



**HUSKY REFINING COMPANY
NON-REPRESENTED 401(k) PLAN**

Financial Statements and Supplemental Schedules

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

Husky Refining Company
Non-represented 401(k) Plan

Statements of Net Assets Available for Benefits
December 31

	<u>2009</u>	<u>2008</u>
Investments		
Registered investment companies:		
Vanguard 500 Index Fund Investor Shares	\$1,455,893	\$ 702,084
Vanguard Asset Allocation Fund Investor Shares	74,675	31,837
Vanguard Explorer Fund Investor Shares	621,065	261,533
Vanguard International Growth Fund Investor Shares	1,060,708	429,608
Vanguard Mid-Cap Index Fund Investor Shares	233,819	101,158
Vanguard Morgan Growth Fund Investor Shares	520,774	272,443
Vanguard PRIMECAP Fund Investor Shares	600,833	254,657
Vanguard Prime Money Market Fund	4,983	-
Vanguard Small-Cap Index Fund Investor Shares	314,424	116,492
Vanguard Total Bond Market Index Fund Investor Shares	498,181	246,162
Vanguard Wellington Fund Investor Shares	1,074,253	464,990
Vanguard Windsor II Fund Investor Shares	353,848	173,867
Total registered investment companies	<u>6,813,456</u>	<u>3,054,831</u>
Vanguard Retirement Savings Trust	1,542,519	765,513
Total investments, at fair value	<u>8,355,975</u>	<u>3,820,344</u>
Participant loans	168,355	59,875
Employer contribution receivable	351,418	321,363
Excess contribution payable	<u>(29,232)</u>	<u>(29,232)</u>
Net assets available for benefits before adjustments	8,846,516	4,172,350
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(33,346)	10,004
Net assets available for benefits	<u>\$8,813,170</u>	<u>\$4,182,354</u>

See accompanying notes to financial statements

Husky Refining Company
Non-represented 401(k) Plan

Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Investment income (loss):		
Interest income	\$ 35,646	\$ 21,888
Dividend income	108,563	122,059
Interest income, participant loans	5,112	1,442
Net appreciation (depreciation) in fair value of investments	<u>1,223,036</u>	<u>(1,252,364)</u>
Total investment income (loss)	<u>1,372,357</u>	<u>(1,106,975)</u>
Contributions		
Employer	1,104,014	1,097,335
Participant	2,081,357	1,716,787
Rollover	<u>131,849</u>	<u>111,428</u>
Total contributions	<u>3,317,220</u>	<u>2,925,550</u>
Deductions		
Payment of benefits	123,769	27,756
Administrative expenses	<u>308</u>	<u>50</u>
Total deductions	<u>124,077</u>	<u>27,806</u>
Transfer in from other plan		
Asset transfer in	<u>65,316</u>	<u>23,036</u>
Net increase	4,630,816	1,813,805
Net assets available for benefits at beginning of year	4,182,354	2,368,549
Net assets available for benefits at end of year	<u>\$8,813,170</u>	<u>\$4,182,354</u>

See accompanying notes to financial statements

Husky Refining Company Non-represented 401(k) Plan

Notes to Financial Statements For the Years Ended December 31, 2009 and 2008

1. Description of Plan:

The following description of the Husky Refining Company Non-represented 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan’s provisions.

a. General:

The Plan is a defined contribution plan covering substantially all U.S. employees of Husky Refining Company (“the Company”) upon commencement of employment. The Plan excludes certain classes of employees as follows: a) employees covered by a collective bargaining agreement, b) nonresident aliens, c) leased employees and d) independent contractors. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and became effective July 3, 2007.

The general administration of the Plan is the responsibility of the Company (the plan administrator). Pursuant to the Plan’s trust agreement, an independent trustee maintains custody of the Plan’s assets. Vanguard Fiduciary Trust Company (“Vanguard”) serves as trustee of the Plan and Vanguard Group Inc. serves as independent record keeper of the Plan.

b. Contributions

Each year, participants may contribute up to 30 percent of pretax annual compensation, as defined in the Plan. Participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 12 registered investment companies and a common/collective trust fund as investment options for participants. The Company contributes 75 percent of the first eight percent of base compensation, as defined, that a participant contributes to the Plan. Contributions are subject to certain Internal Revenue Service limitations.

c. Participant Accounts

Each participant’s account is credited with the participant’s contribution and Company’s contribution and an allocation of Plan earnings (losses). Allocations are based on participant’s earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

d. Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company’s contribution portion of their accounts is based on years of continuous service. A participant vests 20 percent each year until 100 percent vested after five years of credited service.

e. Participant Loans

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 reduced by their highest outstanding loan balance on the date of the loan or 50 percent of their vested account balance. The loans are secured by the balance in the participant’s account and bear interest at prime lending rate plus one percent. Principal and interest are paid ratably through payroll deductions each pay period. As of December 31, 2009, interest rates ranged from 4.25 percent to 8.50 percent and maturity dates ranged from September 2010 to December 2014. As of December 31, 2008, interest rates ranged from 4.25 percent to 8.50 percent and maturity dates ranged from July 2009 to September 2013.

Husky Refining Company Non-represented 401(k) Plan

Notes to Financial Statements For the Years Ended December 31, 2009 and 2008

f. Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum equal to the value of the participant's vested interest in his or her account or annual installments over a ten year period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

g. Forfeited Accounts

Accounts forfeited by former unvested participants may be used to reduce future Company contributions. During 2009, \$6,714 in forfeitures reduced Company contributions. As of December 31, 2008, there were no forfeited non-vested accounts. There were no unallocated forfeited non-vested accounts at December 31, 2009.

h. Asset Transfer In /Out

From time to time, asset transfers occur between the Plan and the Husky Refining Company Represented 401(k) Plan due to the transfer or re-employment of employees to or from the represented and non-represented employment status.

i. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100 percent vested in their employer contributions.

2. Summary of significant accounting policies:

The following accounting policies have been used in the preparations of the Plan's financial statements:

a. Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts, as well as, the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

b. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

c. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 of these financial statements for discussion of fair value measurement.

Husky Refining Company Non-represented 401(k) Plan

Notes to Financial Statements For the Years Ended December 31, 2009 and 2008

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation (depreciation) includes gains and losses on investments bought and sold as well as held during the year.

d. Participant Loans

Participant loans are valued at amortized cost. Amortized cost represents the unpaid principal balance plus accrued but unpaid interest.

e. Payment of Benefits

Benefits are recorded when paid.

f. Effect of New Accounting Standards and Interpretations

In January 2010, the Financial Accounting Standards Board ("FASB") issued ASU 2010-06, which amends FASB ASC 820 (pre-codification Financial Accounting Standard 157), *Fair Value Measurement and Disclosures*. This guidance requires new disclosures and provides amendments to clarify existing disclosures. The new requirements include disclosing transfer in and out of Levels 1 and 2 fair value measurements, describing reasons for the transfers and disclosing more disaggregated information related to the activity in Level 3 fair value measurements. The clarification of existing disclosure guidance includes further disaggregation of fair value measurements by providing fair value measurement disclosures for each class of assets and liabilities and providing disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. The guidance also includes conforming amendments to the guidance on employers' disclosures about the postretirement benefit plan assets. This guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for the new disclosures regarding the activity in Level 3 measurements, which shall be effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Plan will adopt this guidance for Plan years beginning on or after January 1, 2010, except for the new disclosure.

In September 2010, the FASB issued ASU 2010-25, which amends FASB ASC 962, *Plan Accounting — Defined Contribution Plans*. This guidance will require that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. The Plan will adopt this guidance for Plan years beginning on or after January 1, 2010. The plan administrator does not expect that the adoption of this guidance will have a material effect on the Plan's financial statements.

In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The new standard provides additional disclosures and clarifications of existing guidance to align with IFRS. A nonpublic entity is required to apply the ASU prospectively for annual periods beginning after December 15, 2011. A nonpublic entity may elect to adopt the requirements early, but no earlier than interim periods beginning after December 15, 2011. The Plan will adopt this guidance for Plan years beginning on or after January 1, 2012.

In September 2009 the FASB issued ASU 2009-12, which amends FASB ASC 820, *Fair Value Measurements and Disclosures*. This guidance allows, as a practical expedient, the use of net asset value (NAV) as the basis to estimate fair value for certain investments. Additionally, the guidance provides updated disclosures for investments within its scope. This guidance is effective for interim and annual periods ending after December 15, 2009 with early adoption permitted. The Company adopted this guidance effective December 31, 2009. This did not have a material impact to the Plan.

Husky Refining Company Non-represented 401(k) Plan

Notes to Financial Statements For the Years Ended December 31, 2009 and 2008

3. Related Party Transactions

The Plan invests in shares of registered investment companies and units of the Vanguard Retirement Savings Trust managed by an affiliate of Vanguard. Vanguard acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. Fees paid in 2009 and 2008 were \$308 and \$50, respectively.

4. Fair Value Measurements

FASB ASC 820 establishes a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The three level valuation hierarchy is based upon the transparency of inputs to the valuation of an asset as of the measurement date.

The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets that the Plan has the ability to access at the measurement date.
- Level 2 – inputs to the valuation methodology are observable for the asset (other than quoted prices included in level 1), either directly or indirectly. Observable inputs are those that reflect the assumptions market participants would use in pricing the asset developed on market data obtained from sources independent of the Plan.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement. Unobservable inputs are those that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing the asset, developed based on the best information available in the circumstances.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the Plan's valuation methodologies for assets at fair value. Such valuation methodologies were applied to all of the assets carried at fair value.

- **Registered investment companies**

Shares of registered investment companies are valued at the closing net asset value on the measurement date and are classified within level 1 of the valuation hierarchy.

- **Common/collective trust fund**

The Plan's investment in the Vanguard Retirement Savings Trust, a common/collective trust fund which is fully benefit responsive, is presented in the statement of net assets available for benefits at the fair value of units held by the Plan as of December 31, with separate disclosure of the adjustment from fair value to contract value, which is equal to principal balance plus accrued interest. The fair value of the portfolio is calculated by the issuer utilizing quoted market prices, most recent bid prices in the principal market in which the securities are normally traded, pricing services and dealer quotes. The fair value of the underlying wrapper contracts held by the portfolio are valued using a discounted cash flow model, which considers (i) recent fee bids as determined by recognized dealers, (ii) discount rate, and (iii) the duration or the underlying portfolio securities. Purchases and sales of securities are recorded on a trade-date basis. The Vanguard Retirement Savings Trust is classified within level 2 of the valuation hierarchy.

The methods described above may produce a fair value calculation that may not be indicative of net realization value or reflective of future values. Furthermore, while the Plan's 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 different estimate of fair value at the reporting date.

Husky Refining Company Non-represented 401(k) Plan

Notes to Financial Statements

For the Years Ended December 31, 2009 and 2008

The following table presents the financial instruments carried at fair value as of December 31, 2009 and 2008 by ASC 820 valuation hierarchy (as described above) The Plan has no investments classified within level 3 of the valuation hierarchy.

Assets measured at fair value on a recurring basis:

	Level 1	Level 2	Level 3	Total
December 31, 2009				
Registered investment companies	\$6,813,456	\$ —	\$ —	\$6,813,456
Common/collective trust fund	—	1,542,519	—	1,542,519
	<u>\$6,813,456</u>	<u>\$1,542,519</u>	<u>\$ —</u>	<u>\$8,355,975</u>
December 31, 2008:				
Registered investment companies	\$3,054,831	\$ —	\$ —	\$3,054,831
Common/collective trust fund	—	765,513	—	765,513
	<u>\$3,054,831</u>	<u>\$765,513</u>	<u>\$ —</u>	<u>\$3,820,344</u>

There were no transfers between levels 1, 2 or 3 in 2009 and 2008.

5. Plan Expenses

All expenses of maintaining the Plan, unless paid by the Company, are paid by the Plan.

6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statement of net assets available for benefits.

7. Tax Status

Management considers the Plan to be in compliance with Section 401(a) of the Internal Revenue Code of 1986, as amended (“the Code”) and, accordingly, to be entitled to an exemption from federal income taxes under the provisions of Section 501(a) of the Code. An opinion letter dated March 31, 2008 has been received by Vanguard stating that the form of the prototype plan adopted by the Plan is acceptable under the Code Section 401 for use by employers for the benefit of their employees. The opinion letter, in effect, states that an employer who adopts the Plan will be considered to be qualified under the Code Section 401(a) provided all terms of the Plan are met and the Plan does not discriminate in favor of key or highly compensated employees. Therefore, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirement of the Code.

GAAP require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that is more likely than not would not be sustained upon examination by the Internal Revenue Service (“IRS”). During 2008 and 2007, the Company identified operational errors in the administration of the Plan. The Company intends to submit an application to the IRS for the issuance of a Compliance Statement under the Employee Plans Compliance Resolution System’s Voluntary Correction Program (“VCP”) The Plan has recorded a contribution receivable in the Plan’s financial statements as of December 31, 2009 and 2008 for the correction and does not expect the VCP submission to affect the Plan’s tax status. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. In general, the plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

Husky Refining Company
Non-represented 401(k) Plan

Notes to Financial Statements
For the Years Ended December 31, 2009 and 2008

8. Information Certified by the Plan's Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election Vanguard, as trustee, has certified that all of the information provided by them is complete and accurate. Information included in the accompanying financial statements and note to financial statements as to investments (excluding the Vanguard Retirement Saving Trust, at fair value), participant loans, interest income, dividend income, net depreciation in fair value of registered investment companies and all information in the supplemental schedules (excluding the Vanguard Retirement Savings Trust, at current value), is presented in reliance solely upon these certifications.

9. Reconciliation of Financial Statements to Form 5500

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

	December 31,	
	2009	2008
Net assets available for benefits per financial statements	\$8,813,170	\$4,182,354
Adjustment from fair value to contract value for fully benefit responsive investment contracts	33,346	(10,004)
Net assets available for benefits per Form 5500	<u>\$8,846,516</u>	<u>\$4,172,350</u>

The following is a reconciliation of investment loss per the financial statements to the Form 5500:

	Year ended December 31, 2009	Year ended December 31, 2008
Investment income (loss) per financial statements	\$ 1,372,357	\$(1,106,975)
Current year adjustment from fair value to contract value for fully benefit responsive investment contracts	33,346	(10,004)
Reversal of prior year adjustment from fair value to contract value for fully benefit responsive investment contracts	10,004	(2,712)
Investment income(loss) per Form 5500	<u>\$1,415,707</u>	<u>\$(1,119,691)</u>

Fully benefit responsive investment contracts are recorded on the Form 5500 at fair value but are adjusted to contract value of financial statement presentation.

**Husky Refining Company
Non-represented 401(k) Plan**

**Notes to Financial Statements
For the Years Ended December 31, 2009 and 2008**

10. Subsequent Event

The Plan evaluated subsequent events through June 2, 2011, the date the financial statements were issued. Effective April 1, 2011, the Plan was amended to allow for enhanced features as a result of the termination of the non-represented portion of the Husky Refining Company Pension Plan. The amended Plan provide for a 7 percent company contribution for all eligible employees regardless of participation in the Plan, 100 percent matching contribution up to 6 percent of eligible compensation, as defined by the Plan document and immediate vesting in the Company contribution and matching contribution.

On March 23, 2011 a letter was received from the U.S. Department of Labor informing the plan sponsor that the 2009 Form 5500 that had been filed by the Plan was rejected due to the absence of an Accountant's Opinion, audited financial statements, or accompanying footnotes. On May 31, 2011, a Notice of Intent to Assess Penalty was issued noting potential penalty amount and required specific actions to be undertaken. Such penalty and interest, if any, will be paid by the plan sponsor and not the Plan. The plan sponsor anticipates refiling the 2009 Form 5500 with the required Accountant's Opinion by no later than mid-June.

Husky Refining Company Non-Represented 401(k) Plan

Schedule H, Line 4i — Schedule of Assets (Held at end of Year)

December 31, 2009

Identity of issue	Description of Investment	Current Value
Vanguard Fiduciary Company *	Vanguard 500 Index Fund Investor Shares	\$ 1,455,893
Vanguard Fiduciary Company *	Vanguard Asset Allocation Fund Investor Shares	74,675
Vanguard Fiduciary Company *	Vanguard Explorer Fund Investor Shares	621,065
Vanguard Fiduciary Company *	Vanguard International Growth Fund Investor Shares	1,060,708
Vanguard Fiduciary Company *	Vanguard Mid-Cap Index Fund Investor Shares	233,819
Vanguard Fiduciary Company *	Vanguard Morgan Growth Fund Investor Shares	520,774
Vanguard Fiduciary Company *	Vanguard PRIMECAP Fund Investor Shares	600,833
Vanguard Fiduciary Company *	Vanguard Prime Money Market Fund	4,983
Vanguard Fiduciary Company *	Vanguard Small-Cap Index Fund Investor Shares	314,424
Vanguard Fiduciary Company *	Vanguard Total Bond Market Index Fund Investor Shares	498,181
Vanguard Fiduciary Company *	Vanguard Wellington Fund Investor Shares	1,074,253
Vanguard Fiduciary Company *	Vanguard Windsor II Fund Investor Shares	353,848
Vanguard Fiduciary Company *	Vanguard Retirement Savings Trust	1,542,519
Participant Loans *	Interest rates ranging from 4.25% to 8.50% maturity dates from September 2010 to December 2014	168,355
		\$8,524,330

* Indicates a party in interest

The information shown on this schedule (excluding the current value of the Vanguard Retirement Saving Trust) was prepared from information provided by the trustee, which the trustee certified as being complete and accurate

See accompanying independent auditors' report.

Husky Refining Company Non-Represented 401(k) Plan

Schedule H, Line 4i — Schedule of Assets (Held at end of Year)

December 31, 2008

Identity of issue	Description of Investment	Current Value
Vanguard Fiduciary Company *	Vanguard 500 Index Fund Investor Shares	\$ 702,084
Vanguard Fiduciary Company *	Vanguard Asset Allocation Fund Investor Shares	31,837
Vanguard Fiduciary Company *	Vanguard Explorer Fund Investor Shares	261,533
Vanguard Fiduciary Company *	Vanguard International Growth Fund Investor Shares	429,608
Vanguard Fiduciary Company *	Vanguard Mid-Cap Index Fund Investor Shares	101,158
Vanguard Fiduciary Company *	Vanguard Morgan Growth Fund Investor Shares	272,443
Vanguard Fiduciary Company *	Vanguard PRIMECAP Fund Investor Shares	254,657
Vanguard Fiduciary Company *	Vanguard Small-Cap Index Fund Investor Shares	116,492
Vanguard Fiduciary Company *	Vanguard Total Bond Market Index Fund Investor Shares	246,162
Vanguard Fiduciary Company *	Vanguard Wellington Fund Investor Shares	464,990
Vanguard Fiduciary Company *	Vanguard Windsor II Fund Investor Shares	173,867
Vanguard Fiduciary Company *	Vanguard Retirement Savings Trust	765,513
Participant Loans *	Interest rates ranging from 4.25% to 8.50% maturity dates from July 2009 to September 2013.	59,875
		\$ 3,880,219

* Indicates a party in interest

The information shown on this schedule (excluding the current value of the Vanguard Retirement Saving Trust) was prepared from information provided by the trustee, which the trustee certified as being complete and accurate

See accompanying independent auditors' report.