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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
HOVENSA EMPLOYEES' PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1998

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
HOVENSA L.L.C.

C/O FRANKLIN QUOW, CHIEF LEGAL OFFICER AND SECRETARY

1 ESTATE HOPE, CHRISTIANSTED
ST. CROIX, VI 00820-5652

2b Employer Identification Number (EIN)
98-0191354

2c Sponsor's telephone number
340-692-3285

2d Business code (see instructions)
324110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2011	DAVID LUTTERBACH
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

HOVENSA BENEFITS COMMITTEE
C/O FRANKLIN QUOW, CHIEF LEGAL OFFICER AND SECRETARY
1 ESTATE HOPE, CHRISTIANSTED
ST. CROIX, VI 00820-5652

3b Administrator's EIN: 66-0572506

3c Administrator's telephone number: 340-692-3285

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**	1758
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**	1180
b	Retired or separated participants receiving benefits	**6b**	293
c	Other retired or separated participants entitled to future benefits	**6c**	229
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1702
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	24
f	Total. Add lines **6d** and **6e**	**6f**	1726
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	36
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:

1G

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
HOVENSA EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
HOVENSA L.L.C.

D Employer Identification Number (EIN)
98-0191354

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2010

2	Assets:			
a	Market value	**2a**		59316854
b	Actuarial value	**2b**		57455296
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	266	17246201
b	For terminated vested participants	**3b**	198	3976840
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		7794286
	(2) Vested benefits	**3c(2)**		42082179
	(3) Total active	**3c(3)**	1294	49876465
d	Total	**3d**	1758	71099506
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.74 %
6	Target normal cost	**6**		7680220

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary	Date: 10/11/2011
JAMES MARPLE	11-04340
Type or print name of actuary	Most recent enrollment number
MERCER	212-345-7000
Firm name	Telephone number (including area code)
1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	2649774	1735945
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	2649774	1257118
9	Amount remaining (Item 7 minus item 8)	0	478827
10	Interest on item 9 using prior year's actual return of 20.14 %	0	96436
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		5892152
b	Interest on (a) using prior year's effective rate of 7.95 %		944676
c	Total available at beginning of current plan year to add to prefunding balance		6836828
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	0	575263

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	91.41 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/01/2010	400000		04/15/2011	920000	
04/15/2010	1610000				
07/15/2010	1610000				
08/02/2010	1500000				
09/01/2010	2100000				
03/31/2011	2000000				
		Totals ► 18(b)		10140000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	9673759

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code) **21b** 4

22 Weighted average retirement age **22** 60

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☒ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment **27**

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) **29** 0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29) **30** 0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions) **31** 7680220

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	11375493	1993474
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33**

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33) **34** 9673694

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35) **36** 9673694

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 9673759

38 Interest-adjusted excess contributions for current year (see instructions) **38** 65

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) **39** 0

40 Unpaid minimum required contribution for all years **40** 0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
HOVENSA EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HOVENSA L.L.C.

D Employer Identification Number (EIN)
98-0191354

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

NORTHERN TRUST CORPORATION

36-2723087

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

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

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

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

MERCER

13-2834414

(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?
11 17 50 70	NONE	69620	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

THE NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50 62	NONE	10991	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

DEMARCHE ASSOCIATES

43-1493130

(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?
16 50 70	NONE	7000	Yes [ ] No [X]	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:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
HOVENSA EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HOVENSA L.L.C.

D Employer Identification Number (EIN)
98-0191354

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: NTGI COLLECTIVE GOVERNMENT STIF

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, N.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)
45-6138589-068	C	395827

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
HOVENSA EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HOVENSA L.L.C.

D Employer Identification Number (EIN)
98-0191354

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)	8600000	2920000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	73889	86436
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)		
(9) Value of interest in common/collective trusts	1c(9)	211226	395827
(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)	50760194	71961521
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	59645309	75363784
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	14707	9773
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	14707	9773
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	59630602	75354011

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	10140000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		10140000
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)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(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)	687086	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		687086
	(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)		231
(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)		6940359
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		17767676
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1844939	
(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)		1844939
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	87611	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	111717	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		199328
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2044267
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		15723409
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [X] 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 [X] No

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

(1) Name: ERNST & YOUNG (2) EIN: 34-6565596

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.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		100000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
HOVENSA EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HOVENSA L.L.C.

D Employer Identification Number (EIN)
98-0191354

Part I Distributions

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

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

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

EIN(s): 36-1561860

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** 0

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year **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**

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):

---

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: 56% Investment-Grade Debt: 44% 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):

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

HOVENSA Employees' Pension Plan
Years Ended December 31, 2010 and 2009
With Report of Independent Auditors

Ernst & Young LLP

HOVENSA Employees' Pension Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2010 and 2009

Contents

Report of Independent Auditors 1

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Ernst & Young LLP
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Fax: +1 212 773 6350
www.ey.com

Report of Independent Auditors

HOVENSA Benefits Committee and Participants in the
HOVENSA Employees' Pension Plan

We have audited the accompanying statement of net assets available for benefits of the HOVENSA Employees' Pension Plan as of December 31, 2010 and 2009, and related statement of changes in net assets available for benefits and statement of accumulated plan benefits and changes in accumulated plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan at December 31, 2010 and 2009, and the changes in its financial status for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2010, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

Ernst & Young LLP

October 14, 2011

A member firm of Ernst & Young Global Limited

HOVENSA Employees' Pension Plan

Statement of Net Assets Available for Benefits

	At December 31, 2010	At December 31, 2009
Investments:		
Registered mutual funds:		
Vanguard Total Stock Market Index Fund	**$ 33,273,373**	**$ 23,377,900**
Vanguard Total Bond Market Index Fund	**31,275,464**	**22,276,231**
Vanguard Total International Stock Index Fund	**7,412,684**	**5,106,063**
Cash and cash equivalents	**395,827**	**211,226**
Total investments	**72,357,348**	**50,971,420**
Accrued company contributions receivable	**2,920,000**	**8,600,000**
Accrued interest and dividends receivable	**86,436**	**73,889**
Accrued administrative fees	**(9,773)**	**(14,707)**
Net assets available for benefits	**$ 75,354,011**	**$ 59,630,602**

See accompanying notes to financial statements.

HOVENSA Employees' Pension Plan

Statement of Changes in Net Assets Available for Benefits

	Years Ended December 31,	
	2010	**2009**
Investment income:		
Net appreciation in fair value of investments	**$ 6,068,271**	**$ 7,144,612**
Interest	**872,319**	**914,563**
Dividends	**687,086**	**599,247**
Total investment income	**7,627,676**	**8,658,422**
Company contributions	**10,140,000**	**10,000,000**
Benefits paid to participants	**(1,844,939)**	**(1,082,783)**
Administrative fees	**(199,328)**	**(223,806)**
Increase in net assets available for benefits	**15,723,409**	**17,351,833**
Net assets available for benefits at beginning of year	**59,630,602**	**42,278,769**
Net assets available for benefits at end of year	**$ 75,354,011**	**$ 59,630,602**

See accompanying notes to financial statements.

HOVENSA Employees' Pension Plan
Statement of Accumulated Plan Benefits and Changes in Accumulated Plan Benefits

	2010	2009
Actuarial present value of accumulated plan benefits at beginning of year	**$ 76,639,200**	**$ 61,287,700**
Increase (decrease) attributable to:		
Benefits accumulated, actuarial experience and other	**8,789,100**	**8,396,100**
Increase for interest due to decrease in discount period	**4,538,400**	**3,642,100**
Changes in actuarial assumptions	**5,613,700**	**4,396,100**
Benefits paid	**(1,844,900)**	**(1,082,800)**
Net increase	**17,096,300**	**15,351,500**
Actuarial present value of accumulated plan benefits at end of year	**$ 93,735,500**	**$ 76,639,200**
Components of actuarial present value of accumulated plan benefits at December 31:		
Vested benefits:		
Participants currently receiving payments	**$ 24,529,800**	**$ 17,834,500**
Other participants	**59,667,300**	**50,104,400**
Total vested benefits	**84,197,100**	**67,938,900**
Nonvested benefits	**9,538,400**	**8,700,300**
Total actuarial present value of accumulated plan benefits	**$ 93,735,500**	**$ 76,639,200**

See accompanying notes to financial statements.

HOVENSA Employees' Pension Plan

Notes to Financial Statements

1. Description of Plan

Overview: The following description of the HOVENSA Employees' Pension Plan (the Plan) is provided for general information only. For more detailed information, participants should refer to the summary plan description or contact their Human Resources Department.

The Plan is a noncontributory defined benefit pension plan covering employees of HOVENSA L.L.C. (the Company), which is a joint venture between Hess Corporation and Petroleos de Venezuela, S.A. Previously, certain employees had been members of the Hess Corporation Employees' Pension Plan (the Hess Plan). Vested employees who were participants of the Hess Plan as of November 1, 1998 will receive pensions from both the Hess Plan and the Plan. Credited service accumulated through October 31, 1998 will remain frozen in the Hess Plan while credited service earned after November 1, 1998 will accumulate in the Plan. These employees will receive service years for vesting purposes in both plans based on their continued employment with the Company and will receive pensions from both plans based on their final average compensation calculated when their employment with the Company terminates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). For the purpose of carrying out the Plan, a discretionary trust was created by the execution, effective November 1, 1998, of a Trust Agreement with Citibank, N.A. Effective November 3, 2008, the trustee changed from Citibank, N.A. to The Northern Trust Company ("Trustee").

Administrative costs, including premium payments to the Pension Benefit Guaranty Corporation, and payments to the Plan Trustee and actuary are made from Plan assets.

Generally, employees with five or more years of service with the company are vested in the Plan and entitled to annual pension benefits beginning at normal retirement age (65) based on 1.6% of their final average compensation for each year of credited service. The Plan was amended effective January 1, 2007 to define final average compensation as the average of the three calendar years with the highest compensation during the 10 calendar years prior to retirement, provided that (A) the applicable 10 calendar years shall include the calendar year containing the retirement date and the nine full calendar years immediately preceding such calendar year, and (B) in no event shall final average compensation be less than the amount of final average compensation as of December 31, 2006. Through December 31, 2006, final average compensation was defined as the greater of (1) the 36 consecutive calendar months of highest compensation during the last 120 calendar months prior to retirement or (2) the average of the three calendar years with the highest compensation during the 10 calendar years prior to retirement. The amount calculated is reduced by 1.5% of the annual primary Social Security amount at the time of retirement for each year of credited service, subject to a maximum reduction of 50% of such annual primary Social Security amount.

The Plan permits reduced early retirement benefits commencing at age 55 for employees who have completed 10 or more years of service. Also, full retirement benefits at age 60 are available to employees who terminate from active service at or after age 55 with 10 or more years of service. Employees may elect optional forms of pension benefits at reduced rates. Death and disability benefits also are provided by the Plan.

As required by the Omnibus Budget Reconciliation Act of 1993, for the determination of pension benefits under the Plan, each employee's compensation was limited to $245,000 per year in 2010 and 2009 and also will remain unchanged for 2011.

Tax Status: The Plan received a determination letter from the Internal Revenue Service dated November 29, 2010, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt. The Plan is subject to routine audits by the Internal Revenue Service of the Plan's tax exempt status; however, there are currently no open audits of the Plan's tax exempt status by the Internal Revenue Service for any periods. The Plan administrator believes that the Plan is not subject to Internal Revenue Service audit review for years prior to 2007.

2. Summary of Significant Accounting Policies

Basis of Accounting: The accompanying financial statements for the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America on the accrual basis of accounting.

Valuation of Investments: The Plan's investments are stated at fair value in accordance with the provisions of the accounting standard on fair value measurements (ASC 820 – Fair Value Measurements and Disclosures). See note 3, Fair Value Measurements, for further disclosure.

Interest and Dividend Income: Interest and dividend income is recorded as earned.

Sales of Investments: Gains or losses on sales of investments are calculated using average cost. Purchases and sales are recorded on a trade date basis.

Actuarial Present Value of Accumulated Plan Benefits: Accumulated plan benefits are those estimated future periodic payments that are attributable under the Plan to service that both vested and nonvested employees have rendered through the valuation date (December 31, 2010). Such benefits include amounts expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries, including disability benefits. The actuarial present value of accumulated plan benefits is estimated by the independent actuaries (Mercer) based on various actuarial assumptions determined by the Plan's management.

The significant actuarial assumptions used to determine the actuarial present value of accumulated plan benefits at December 31, 2010 and 2009 were (1) mortality of participants (based on the RP 2000 mortality tables with projected mortality improvements to 2010 for males and females, blended healthy employees and retirees), (2) assumed retirement age (early retirement assumed based on past experience), (3) assumed employee turnover based on historical experience and (4) an adjustment for the time value of money (an assumed discount rate of 5.60% at year-end 2010 and 6.00% at year-end 2009). Estimated future salary increases

are not considered in the determination of the actuarial present value of accumulated plan benefits in accordance with generally accepted accounting principles in the United States.

Payment of Benefits: Benefit payments to participants are recorded as paid.

Estimates and Assumptions: In preparing financial statements, management makes estimates and assumptions that affect the amounts reported in the financial statements. Actual results could differ from those estimates. Estimates made by the Plan relate primarily to actuarial assumptions and benefits.

Subsequent Events: Subsequent events have been evaluated through October 14, 2011, the date the financial statements were available to be issued.

3. Fair Value Measurements

The provisions of ASC 820 – Fair Value Measurements and Disclosures establish a hierarchy for the inputs used to measure fair value based on the source of the input, which generally range from quoted prices for identical instruments in a principal trading market (Level 1) to measurements derived indirectly from observable inputs (Level 2), to estimates determined using related market data (Level 3).

At December 31, 2010 and 2009, all of the plan's registered mutual fund investments are classified as Level 1 under the fair value hierarchy. The Plan's investments in the bond market index fund and the stock market index funds are valued using the last quoted trading price on the measurement date. All of these funds have readily determinable net asset values, are publically registered with the United States Securities and Exchange Commission and are traded on a daily basis. Cash and cash equivalents consist of an investment in a government short-term investment fund whose principal holdings are obligations of the U.S. Government, its agencies or instrumentalities, and related money market instruments. The government short term investment fund provides for daily investments and redemptions and is valued and carried at a $1 net asset value. This investment is classified as Level 2 in the fair value hierarchy.

At December 31, 2010 and 2009, amounts invested in the Vanguard mutual funds represents 99% of the Plan's total investments.

4. Funding Policy

The Company's funding policy is to make annual cash contributions to the Plan which are at least equal to the minimum amount required by ERISA. The Company at its discretion may also make additional contributions. Effective January 1, 2008, required minimum funding is based on the revised rules under the Pension Protection Act (PPA). As plan sponsor HOVENSA made the following elections under PPA: (1) Effective January 1, 2010 the discount rate selected is the segmented yield curve as of the September 1 prior to the valuation date. For periods beginning prior to January 1, 2010, the discount rate used was the full yield curve as of the November 1 prior to the valuation date (i.e., for 2010 the November 1, 2009 yield curve was used), (2) plan assets are averaged over the six months ending on the valuation date based on quarterly averaging intervals, using an allowance for expected return as permitted under IRS regulations; and (3) the mortality assumption is the generational basis.

Under PPA, changes in past service liability by reason of plan amendment or actuarial experience different from assumed are amortized over seven years in accordance with ERISA minimum funding standard requirements. The Plan has met the minimum funding requirements as set forth in ERISA as amended by PPA.

Company contributions for the 2010 plan year were $10,140,000 ($7,220,000 contributed in 2010 and $2,920,000 contributed in 2011). Additionally, Company contributions for the 2009 plan year were $10,000,000 ($1,400,000 contributed in 2009 and $8,600,000 contributed in 2010).

5. Plan Termination

Although it has not expressed any intention 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 set forth in ERISA.

In the unlikely event that the Plan terminates and there are insufficient assets available to provide for pension benefits, a certain portion of unfunded benefits would be insured by the Pension Benefit Guaranty Corporation (PBGC), a U.S. governmental agency. Generally, the PBGC guarantees most vested normal retirement age benefits, early retirement benefits and certain disability and survivor's pensions subject to restrictions and limitations. The net assets would be allocated as prescribed by Section 4044 of ERISA in priority order as follows: (1) benefits attributable to employee contributions, (2) continuation of benefits which have been received for at least three years by former employees or their beneficiaries, (3) vested benefits insured by the PBGC, (4) other vested benefits, and (5) nonvested benefits.

6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as overall market volatility, commodity prices, interest rates, foreign exchange rates 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 that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

7. Investments

The fair value of investments that represent 5% or more of the Plan's net assets at year end are as follows:

At December 31, 2010:	
Registered mutual funds:	
Vanguard Total Stock Market Index Fund	$ 33,273,373
Vanguard Total Bond Market Index Fund	31,275,464
Vanguard Total International Stock Index Fund	7,412,684
At December 31, 2009:	
Registered mutual funds:	
Vanguard Total Stock Market Index Fund	$ 23,377,900
Vanguard Total Bond Market Index Fund	22,276,231
Vanguard Total International Stock Index Fund	5,106,063

8. Net Realized and Unrealized Gains

The following table presents net realized and unrealized gains during the year:

	2010	2009
Vanguard Total Bond Market Index Fund	**$ 653,264**	**$ 324,001**
Vanguard Total Stock Market Index Fund	**741,351**	**5,319,087**
Vanguard Total International Stock Index Fund	**4,673,656**	**1,501,524**
Net appreciation in fair value of assets	**$ 6,068,271**	**$ 7,144,612**

Supplemental Schedules

HOVENSA Employees' Pension Plan

EIN 98-0191354 Plan 001

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

December 31, 2010

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Northern Trust*	Short-term Investment Fund – Northern Trust Commingled Employee Benefit Trust Fund – 395,835 units	$ 395,827	$ 395,827
Vanguard Group	Vanguard Total Stock Market Index Fund – 1,053,955 units	28,772,880	33,273,373
Vanguard Group	Vanguard Total Bond Market Index Fund – 2,950,515 units	30,218,654	31,275,464
Vanguard Group	Vanguard Total International Stock Index Fund – 470,348 units	5,721,713	7,412,684
		$ 65,109,074	$ 72,357,348

** Party-in-interest to the Plan.*

HOVENSA Employees' Pension Plan

EIN 98-0191354 Plan 001

Schedule H, Line 4(j) – Schedule of Reportable Transactions

Year Ended December 31, 2010

During 2010, there were no nonexempt party-in-interest transactions, loans, obligations or leases involving the Plan.

Transactions during 2010 in excess of 5% of the fair value of the Plan assets at the beginning of the year:

Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Expenses Incurred With Transaction	Cost of Asset	Current Value on Transaction Date	Net Gain or (Loss)
Single transactions							
Acquisitions:							
None							
Dispositions:							
None							
Series of transactions							
Acquisitions:							
Vanguard	Total Bond Market Index Fund	$ 8,680,322		$ –	$ 8,680,322	$ 8,680,322	$ –
Vanguard	Total Stock Market Index Fund	8,221,817		–	8,221,817	8,221,817	–
Northern Trust	Short-Term Investment Fund	3,565,454		–	3,565,454	3,565,454	–
Dispositions:							
Vanguard	Total Bond Market Index Fund		$ 200,000	$ –	$ 193,057	$ 200,000	$ 6,943
Vanguard	Total Stock Market Index Fund		3,000,000	–	2,737,582	3,000,000	262,418
Northern Trust	Short-Term Investment Fund		3,294,413	–	3,294,413	3,294,413	–

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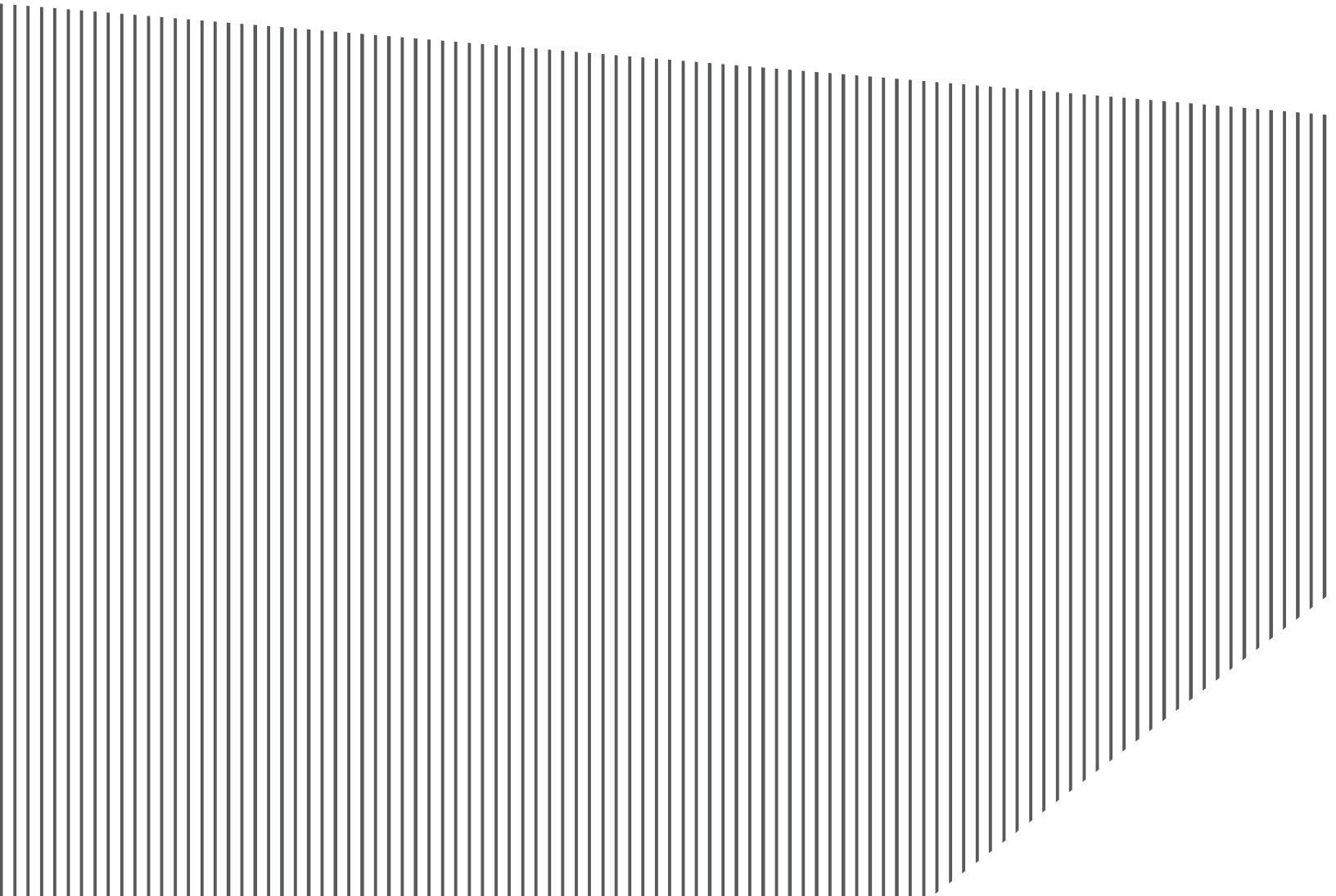

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan: HOVENSA EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: HOVENSA L.L.C.

D Employer Identification Number (EIN): 98-0191354

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2010

2	Assets:			
	a Market value		**2a**	59,316,854
	b Actuarial value		**2b**	57,455,296
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	266	17,246,201
	b For terminated vested participants	**3b**	198	3,976,840
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		7,794,286
	(2) Vested benefits	**3c(2)**		42,082,179
	(3) Total active	**3c(3)**	1,294	49,876,465
	d Total	**3d**	1,758	71,099,506
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	6.74 %
6	Target normal cost		**6**	7,680,220

Statement by Enrolled Actuary

To the best of my knowledge the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE JAMES MARPLE

Signature of actuary

10/11/2011

Date

James Marple

Type or print name of actuary

11-04340

Most recent enrollment number

Mercer

Firm name

(212) 345-7000

Telephone number (including area code)

1166 Avenue of the Americas

New York NY 10036

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	2,649,774	1,735,945
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	2,649,774	1,257,118
9	Amount remaining (Item 7 minus item 8)	0	478,827
10	Interest on item 9 using prior year's actual return of 20.14 %	0	96,436
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		5,892,152
	b Interest on (a) using prior year's effective rate of 7.95 %		944,676
	c Total available at beginning of current plan year to add to prefunding balance		6,836,828
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	575,263

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	91.41 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/01/2010	400,000		04/15/2011	920,000	
04/15/2010	1,610,000				
07/15/2010	1,610,000				
08/02/2010	1,500,000				
09/01/2010	2,100,000				
03/31/2011	2,000,000				
			Totals ▶ 18(b)	10,140,000	18(c) 0

19	Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	9,673,759

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	60

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**	7,680,220

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	11,375,493	1,993,474
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	**34**	9,673,694

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35)	**36**	9,673,694
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	9,673,759
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	65
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

Schedule SB, Part V — Summary of Plan Provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **IRC Section 436 benefit restrictions:**
  - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
  - *Plan amendments:* See above.
  - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
  - *Benefit accruals:* The plan's funding target and the target normal cost do not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Late retirement increases:**
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions

Summary of major plan provisions

Following is a summary of the major plan provisions used to determine the plan's financial position. It should not be used in determining plan benefits.

Effective date and plan year	Original plan: November 1, 1998 Restated plan: January 1, 2002 Plan year: January 1 – December 31
Most recent amendment	Amendment Number 4: May 1, 2007
Significant events that occurred during the year	None.
Definitions	
▪ Covered Employees	All regular non-union employees of Hovensa are covered; for the valuation, we use the records as provided to us by the administrator.
▪ Membership	A covered employee becomes a Member on the first of the month following his or her completion of 1 year of Vesting Service.
▪ Employee Contributions	None.
▪ Vesting Service	Years of covered employment with 1,000 or more hours worked; special rules apply in special circumstances such as historic corporate acquisitions; for the valuation, we use the amount as provided to us by the administrator.
▪ Credited service	Years and months of covered employment, special rules apply in special circumstances such as historic corporate acquisitions; for the valuation, we use the amount as provided to us by the administrator.
▪ Pensionable Earnings	Base pay, annual bonus, and overtime are included. The estimated pensionable earnings for the valuation year (2010 in this case) is either: – (a) for employees not eligible for an annual performance bonus, the prior year's pensionable earnings increased by the assumed salary scale for the age nearest birthday as of the prior valuation date, or – (b) for employees eligible for an annual performance bonus, the sum of (i) the 2009 base salary rate increased by the assumed salary scale as in (a) plus (ii) the target bonus derived from the current target bonus percentage multiplied by the 2009 base salary, in either case as provided to us by Hovensa and the administrator.

Schedule SB, Part V — Summary of Plan Provisions

▪ Final Average Compensation	Highest average of any 3 calendar years (non-consecutive) of a Member's Pensionable Earnings during the 10 calendar years immediately preceding the date of determination; historical earnings as provided to us by the administrator are used for this purpose.
▪ Primary Social Security	Amount payable by Social Security at the normal retirement date of the Member without regard to any reduction for early commencement. Pay history for the period, if any, prior to the availability of Hovensa employment records is imputed by estimating an historic pay progression at a 6% annual pay escalation rate, and no earnings are assumed for the period, if any, between the determination date and the Member's Normal Retirement Date. No allowance is made in the valuation for Member pay history which may result in a lower Primary Social Security Amount. In the case of a disability pension benefit, the Primary Social Security Amount is based on the Social Security disability award payable to the Member (or would be payable to the Member as if such Member qualified for such award).
▪ Accrued benefit (annual)	1.6% of Final Average Compensation multiplied by Credited Service minus 1.5% of Primary Social Security Amount multiplied by Credited Service (subject to a maximum offset of 50% of Primary Social Security Amount).
Normal retirement	
▪ Eligibility	Age 65.
▪ Benefit	Accrued Benefit.
Early retirement	
▪ Eligibility	Attainment of age 55 and completion of 10 years of Vesting Service.
▪ Benefit	If Member terminates while eligible to retire: Accrued benefit reduced 5% per year prior to age 60.
Late retirement	
▪ Eligibility	Termination after Member's normal retirement date.
▪ Benefit	The Member's accrued benefit at late retirement date.
Deferred vested	
▪ Eligibility	5 years of Vesting Service.
▪ Benefit	Accrued benefit payable at normal retirement date (early retirement factors for deferred vested benefits are ignored for valuation purposes).

Schedule SB, Part V — Summary of Plan Provisions

Disability	
▪ Eligibility	Completion of 10 years of service and the earlier of (a) six months of disability after age 55 or (b) following eligibility for and receipt of Social Security disability benefits.
▪ Benefit	Accrued Benefit at disability retirement date.
Death Benefits	
▪ Eligibility Condition 1	Active Member dies with 5 years of Vesting service but before attaining Early or Normal retirement eligibility.
▪ Benefit Amount 1	Surviving spouse receives accrued benefit assuming the Member had terminated on date of death, survived and retired with an immediate qualified joint and 50% survivor annuity upon reaching earliest retirement age, and died on such date.
▪ Eligibility Condition 2	Active Member dies after attaining Early or Normal retirement eligibility.
▪ Benefit Amount 2	Surviving spouse receives accrued benefit assuming the Member had retired the day before date of death with an immediate qualified joint and 50% survivor annuity.
▪ Eligibility Condition 3	Active Member dies after attaining age 65 or retired Member dies after retiring directly from service due to Normal, Early, or Disability retirement.
▪ Benefit Amount 3	$2,500 lump sum to the Member's beneficiary.
Form of benefits	
▪ Automatic form for unmarried participants	Single Life Annuity
▪ Automatic form for married participants	Joint and 50% Survivor
▪ Optional forms	Single Life Annuity 5 year Certain and Life 10 year Certain and Life Joint and 50% Survivor Joint and 66-2/3% Survivor Joint and 75%Survivor Joint and 100% Survivor
▪ Actuarial equivalence	Mortality as designated by Internal Revenue Code section 417(e) for 2008 and an interest rate of 5.5%.

Schedule SB, Part V — Summary of Plan Provisions

Miscellaneous	
▪ Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. For 2010, this limit is $245,000. The limit is indexed annually.
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. For 2010, this limit was $195,000. The limit is indexed annually.
▪ Benefits not explicitly included in valuation	Disability (no assumption for disability is made).

Plan provision changes since prior valuation

Maximum compensation and maximum benefits were updated from 2009 to 2010.

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 60.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	10.00%	10,000	1,000	55,000
56	10.00%	9,000	900	50,400
57	10.00%	8,100	810	46,170
58	10.00%	7,290	729	42,282
59	10.00%	6,561	656	38,704
60	15.00%	5,905	886	53,160
61	10.00%	5,019	502	30,622
62	35.00%	4,517	1,581	98,022
63	15.00%	2,936	440	27,720
64	15.00%	2,496	374	23,936
65	100.00%	2,122	2,122	137,930
Total			10,000	603,946
Average				60.3946

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial assumptions

Discount rate sponsor elections	**Funding**
▪ Segment rates or full yield curve	Segment
▪ Look-back months	4
▪ 1st 5 years	5.03%
▪ Next 15 years	6.73%
▪ Over 20 years	6.82%
Mortality sponsor elections	
▪ Healthy participants	Section 430(h)(3) prescribed separate generational annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement.
Other economic assumptions	
▪ Salary increases	See Table of sample rates
▪ Social Security wage base	4.00% per year
▪ Inflation	3.50% per year
▪ Expected investment return	7.50% per year through 2009, 7.00% thereafter
▪ Expenses	$500,000 added to current year normal cost
Demographic assumptions	
Withdrawal	2003 SOA Pension Plan Turnover Study Select and Ultimate Table scaled by 80%. See table of sample rates.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Retirement age

The assumed rates of retirement for actives are as follows, applicable to eligible participants age 55 or older:

Attained age	Percentage
Under 55	0%
55	10%
56	10%
57	10%
58	10%
59	10%
60	15%
61	10%
62	35%
63	15%
64	15%
65 and above	100%

The expected retirement age under this assumption is 60.4.

Benefit commencement age for

- Future vested deferred: Age 65 or attained age if older
- Current vested deferred: Age 65 or attained age if older

Spouse assumptions	Male participants	Female participants
Percentage married	90%	90%
Spouse age difference	3 years younger	3 years older

Form of payment	Single Life	66-2/3% J&S	50% J&S
Active retirements	85%	15%	0%
Future vested deferred	85%	15%	0%
Future deaths	0%	0%	100%
Current vested deferred	85%	15%	0%

Unpredictable contingent event assumptions: N/A

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Table of sample rates

	Percentage				
	Withdrawal				Salary Increases
Attained age	Service < 2	Service = 2-4	Service = 5-9	Service ≥ 10	
20	14.4%	11.4%	-	-	8.00%
25	17.4	13.7	10.4%	-	7.50
30	14.9	10.9	6.7	3.9%	7.00
35	13.4	8.8	5.7	4.0	6.38
40	12.7	8.3	4.8	3.3	5.75
45	12.4	7.6	4.7	3.0	5.00
50	12.5	7.1	4.3	2.8	4.25
55	10.8	6.3	2.1	0.7	3.88
60	10.9	6.3	1.7	0.2	3.50

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial methods

Asset methods

We used financial data submitted by the plan sponsor as January 1, 2010 without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy. The market value is the unaudited amount reported to Mercer by the plan sponsor, plus discounted receivable contributions

The asset valuation method is a quarterly average of the adjusted market value over the last 6 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset valuation method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value is greater than market.

Participant methods

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** On behalf of the plan sponsor, the administrative vendor provides us with data on substantially all plan participants as of the valuation date, but only those employees who have completed the plan's eligibility requirements as of 1/1/2010 are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date.
- **Insurance contracts:** The plan does not have any insurance contracts which would require special treatment in the valuation.
- **Transferred participants:** The liabilities for employees who have transferred to Hess have been included with the liabilities for active participants.

Minimum funding methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the funding target computed using the projected unit credit method over the minimum funding target. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected funding target** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the projected funding target for an individual is the sum of the component projected funding targets associated with the various anticipated separation dates.
- The plan's **projected funding target** is the sum of the projected funding targets for all participants under the plan. The excess of the plan's projected funding target over the plan's funding target is included in the "cushion amount."

Schedule SB, Line 24 — Change in Actuarial Assumptions

- Interest discounts were updated from 2009 to 2010 in accordance with PPA and the sponsor changed their interest rate election from full yield curve with a two-month look-back to segmented rates with a 4-month look-back.
- Withdrawal rates were updated to better reflect expected future plan experience.

Schedule SB, Line 26 — Schedule of Active Participant Data

Years of vesting service as of January 1, 2010										
AGE	**Under 1**	**1-4**	**5-9**	**10-14**	**15-19**	**20-24**	**25-29**	**30-34**	**35-39**	**40 & up**
Under 25		56 59,346	8 *							
25 - 29		82 67,499	38 68,893	1 *						
30 - 34		53 58,421	72 71,367	19 *						
35 - 39		51 64,443	83 73,392	40 84,937	31 86,514	2 *				
40 - 44		28 82,047	54 74,864	36 79,491	47 95,299	9 *				
45 - 49		36 91,029	43 78,766	17 *	30 95,254	18 *	3 *	2 *		
50 - 54		22 77,131	41 96,904	18 *	22 101,923	14 *	10 *	29 105,926		
55 - 59		25 108,792	30 84,539	15 *	9 *	24 100,698	6 *	28 102,096	14 *	
60 - 64		8 *	24 90,257	6 *	11 *	11 *	8 *	16 *	11 *	2 *
65 - 69		4 *	2 *	1 *	3 *		2 *	6 *	7 *	2 *
70 & up								2 *	1 *	1 *

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2009 limited to $245,000. Average pay is not shown for cells with fewer than 20 participants.

Schedule SB, Line 32 — Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases

Year established		Outstanding balance	Years remaining		Installment
2009	$	3,656,800	6	$	694,479
2010		7,718,693	7		1,298,995
Total	$	11,375,493		$	1,993,474

HOVENSA Employees' Pension Plan

EIN 98-0191354 Plan 001

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

December 31, 2010

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Northern Trust*	Short-term Investment Fund – Northern Trust Commingled Employee Benefit Trust Fund – 395,835 units	$ 395,827	$ 395,827
Vanguard Group	Vanguard Total Stock Market Index Fund – 1,053,955 units	28,772,880	33,273,373
Vanguard Group	Vanguard Total Bond Market Index Fund – 2,950,515 units	30,218,654	31,275,464
Vanguard Group	Vanguard Total International Stock Index Fund – 470,348 units	5,721,713	7,412,684
		$ 65,109,074	$ 72,357,348

** Party-in-interest to the Plan.*

HOVENSA Employees' Pension Plan

EIN 98-0191354 Plan 001

Schedule H, Line 4(j) – Schedule of Reportable Transactions

Year Ended December 31, 2010

During 2010, there were no nonexempt party-in-interest transactions, loans, obligations or leases involving the Plan.

Transactions during 2010 in excess of 5% of the fair value of the Plan assets at the beginning of the year:

Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Expenses Incurred With Transaction	Cost of Asset	Current Value on Transaction Date	Net Gain or (Loss)
Single transactions							
Acquisitions:							
None							
Dispositions:							
None							
Series of transactions							
Acquisitions:							
Vanguard	Total Bond Market Index Fund	$ 8,680,322		$ –	$ 8,680,322	$ 8,680,322	$ –
Vanguard	Total Stock Market Index Fund	8,221,817		–	8,221,817	8,221,817	–
Northern Trust	Short-Term Investment Fund	3,565,454		–	3,565,454	3,565,454	–
Dispositions:							
Vanguard	Total Bond Market Index Fund		$ 200,000	$ –	$ 193,057	$ 200,000	$ 6,943
Vanguard	Total Stock Market Index Fund		3,000,000	–	2,737,582	3,000,000	262,418
Northern Trust	Short-Term Investment Fund		3,294,413	–	3,294,413	3,294,413	–