

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan <u>HUSKY REFINING COMPANY PENSION PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>	
	1c Effective date of plan <u>07/01/2007</u>		
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>HUSKY REFINING COMPANY</u> <u>1150 SOUTH METCALF STREET</u> <u>LIMA, OH 45804</u>	2b Employer Identification Number (EIN) <u>98-0537727</u>	2c Sponsor's telephone number <u>419-226-2801</u>	
	2d Business code (see instructions) <u>324110</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/12/2012</u>	<u>DAVID STEIN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/12/2012</u>	<u>DAVID STEIN</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") HUSKY REFINING COMPANY 1150 SOUTH METCALF STREET LIMA, OH 45804	3b Administrator's EIN 98-0537727 3c Administrator's telephone number 419-226-2801
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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
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5 Total number of participants at the beginning of the plan year	5	428
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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	420
b Retired or separated participants receiving benefits.....	6b	5
c Other retired or separated participants entitled to future benefits.....	6c	10
d Subtotal. Add lines 6a , 6b , and 6c	6d	435
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	436
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	3

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE 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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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 <u>HUSKY REFINING COMPANY PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>HUSKY REFINING COMPANY</u>	D Employer Identification Number (EIN) <u>98-0537727</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>8753577</u>
b Actuarial value	2b <u>8753577</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment	3a (1) Number of participants <u>2</u> (2) Funding Target <u>19566</u>
b For terminated vested participants	3b <u>10</u> <u>209533</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>1354776</u>
(2) Vested benefits	3c(2) <u>8075991</u>
(3) Total active	3c(3) <u>416</u> <u>9430767</u>
d Total	3d <u>428</u> <u>9659866</u>
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.03 %</u>
6 Target normal cost	6 <u>1022935</u>

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	<u>10/11/2012</u>
Signature of actuary	Date
<u>ERMINELIA PESTANAS</u>	<u>11-05056</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA, INC.</u>	<u>312-525-2500</u>
Firm name	Telephone number (including area code)
<u>191 N WACKER DR. SUITE 2100</u> <u>CHICAGO, IL 60606-1615</u>	
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 ☐

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

Schedule SB (Form 5500) 2011
v.012611

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 (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>2.55</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		996001
b	Interest on (a) using prior year's effective rate of <u>6.63</u> % except as otherwise provided (see instructions)		66035
c	Total available at beginning of current plan year to add to prefunding balance		1062036
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	90.61 %
15	Adjusted funding target attainment percentage	15	90.61 %
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
04/15/2011	593000				
07/15/2011	593000				
09/15/2011	90000				
			Totals ▶	18(b)	1276000
				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 contributions 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 1244293
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ 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
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 2.94%	2nd segment: 5.82%	3rd segment: 6.46 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
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 contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1022935	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	906289	151383	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	1174318	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	1174318	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1244293	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	69975	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan HUSKY REFINING COMPANY PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HUSKY REFINING COMPANY	D Employer Identification Number (EIN) 98-0537727	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	113	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1110000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	7692519	9848655
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8802632	9848655

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	8802632	9848655
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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)	1276000	
(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)		1276000
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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		
(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)		186075
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1462075

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	401037	
(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)		401037
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	15015	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		15015
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		416052

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1046023
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KPMG

(2) EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>51-0099033</u> <u>21-2037969</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>11</u>

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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Independent Auditors' Report

Corporate Pension Committee
Husky Refining Company Pension Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Husky Refining Company Pension Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of December 31, 2010, and the related statement of changes in accumulated benefits for the year then ended, and the supplemental schedules of (1) schedule H, part IV, line 4i – schedule of assets (held at end of year) as of December 31, 2011, and (2) schedule H, part IV, line 4j – schedule of reportable transactions for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 6, which is certified by Wilmington Trust Company and Verisight Trust Company, the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that Verisight Trust Company held the Plan's investment assets and executed investment transactions from August 9, 2011, to December 31, 2011, and that Wilmington Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2010, and for the period January 1, 2010, to August 9, 2011. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulation for Reporting and Disclosure under the Employee Income Security Act of 1974.

KPMG LLP

October 9, 2012

**HUSKY REFINING COMPANY
HUSKY REFINING COMPANY PENSION PLAN
EIN: 98-0537727 PN: 001**

Attachments to 2011 Schedule SB (Form 5500)

Part V — Statement of Actuarial Assumptions/Methods

Part V — Summary of Plan Provisions

Line 22 — Description of Weighted Average Retirement Age

Line 26 — Schedule of Active Participant Data

Line 32 — Schedule of Amortization Bases

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**HUSKY REFINING COMPANY
HUSKY REFINING COMPANY PENSION PLAN
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Schedule SB, Line 22 - Description of Weighted Average Retirement Age

For each active participant, an expected retirement age was calculated weighted in proportion to the probability that the individual would remain an active participant to each age and then retire at that age. The plan's weighted average retirement age of 62 is the arithmetic average of the expected retirement ages of all participants on January 1, 2011.

**HUSKY REFINING COMPANY
HUSKY REFINING COMPANY PENSION PLAN
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Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Conversion of Account Balances

Account balances are generally converted from the normal form of payment to the optional form of payment on an actuarially equivalent basis. The following actuarial equivalence bases apply to the plan:

Mortality:

The mortality prescribed for purposes of Section 417(e)(3)(B) of the Code

Interest Rate:

Shall be the annual rate of interest as determined under Section 417(e)(3)(C) of the Code for the third full calendar month which precedes the first day of the plan year that includes the annuity start date of the participant or beneficiary.

Optional Forms of Payment

The following table summarizes the optional form of payment assumptions used in the actuarial valuation with regard to the form of payment that plan participants are expected to select.

<u>Optional Form of payment</u>	<u>Payment method assumption</u>
Lump Sum	100%
Single life annuity	0%
Joint and 50% survivor annuity	0%
Joint and 75% survivor annuity	0%
Joint and 100% survivor annuity	0%
Five-year certain and life annuity	0%
Ten-year certain and life annuity	0%
Fifteen-year certain and life annuity	0%

**HUSKY REFINING COMPANY
HUSKY REFINING COMPANY PENSION PLAN
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Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont...)

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

Interest rate basis:

- | | |
|---------------------|---------------|
| ▶ Applicable month | January 2011 |
| ▶ Yield curve basis | Segment rates |

Interest rates:¹

- | | |
|---------------------------|-------|
| ▶ First segment rate | 2.94% |
| ▶ Second segment rate | 5.82% |
| ▶ Third segment rate | 6.46% |
| ▶ Effective interest rate | 6.03% |

Annual rates of increase

- | | |
|------------------------------------|-------|
| ▶ Compensation: | 4.50% |
| ▶ Statutory limits on compensation | 3.00% |

Interest crediting rate ²	6.53%
--------------------------------------	-------

Lump sum conversion rate ²	2.94%/5.82%/6.46%
---------------------------------------	-------------------

¹ Segment rates without transition, reflecting bond yields through December of the prior year.

² Applicable rates for the applicable plan year as defined by the plan document. Note the PPA final regulations clarify that IRC section 430 rates should be used in place of the IRC section 417(e) segment rates for purposes of valuing obligations and minimum funding requirement under PPA for all plans that define the lumps sum conversion bases using IRC section 417(e) interest rates

HUSKY REFINING COMPANY
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Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont...)

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
New or rehired employees	It was assumed there will be no new or rehired employees.
Mortality	
► Healthy and Disabled	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2026 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2018 using Scale AA).
Termination	Rates varying by age and service

Representative Termination Rates

Percentage leaving during the year						
Years of Service						
Age	0 – 1	1 – 2	2 – 3	3 – 4	4 – 5	5 +
20	.08	.08	.07	.06	.05	.050
25	.08	.08	.07	.06	.05	.045
30	.08	.08	.07	.06	.05	.040
35	.08	.08	.07	.06	.05	.035
40	.08	.08	.07	.06	.05	.030
45	.08	.08	.07	.06	.05	.025
50	.08	.08	.07	.06	.05	.020
55+	.08	.08	.07	.06	.05	.016

Disability None

Retirement Rates varying by age, average age 62

For purpose of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Percentage retiring during the year	
Age	Rate
55-59	.06
60-61	.15
62	.3
63	.2
64	.2
65	.6
66-69	.4
70	1

HUSKY REFINING COMPANY
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Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont...)

Benefit commencement date:

- ▶ Preretirement death benefit Non-Represented:
Participant's early retirement age
Represented:
Upon death of the active participant
- ▶ Deferred vested benefit Later of age 65 or current age
- ▶ Retirement benefit Upon termination of employment

Form of payment 100% of participants elect a lump sum

Percent married 85% of participants

Spouse age Wife three years younger than husband.

Covered pay Pensionable earnings as described in the Plan Provisions

Administrative expenses None paid from the pension trust assets

At-risk assumptions For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually the lump sum form of payment.

Cash flow

- ▶ Amount and timing of contributions Contributions are assumed made as indicated in the Minimum Required Contribution section of Section 1 of the report
- ▶ Timing of benefit payments Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

HUSKY REFINING COMPANY
HUSKY REFINING COMPANY PENSION PLAN
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Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont...)

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year
Actuarial value of assets	Actuarial Value of Assets is equal to the market value of assets as of the valuation date plus the discounted present value of contributions made after the valuation date for the 2010 plan year, discounted using the effective interest rate for the 2010 plan year
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Husky Refining Company and, based on that review, is not aware of any significant benefits required to be valued that were not
Change in assumptions and methods since prior valuation	The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of January 2010 to January 2011 The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements The assumed plan-related expenses added to the target normal cost were changed from \$16,300 for 2010 to \$15,000 for 2011 The interest crediting rate was updated from the applicable segment for 2010 to the applicable segment rate for 2011 per the plan document The interest and mortality basis was used to convert optional forms of payment were updated from the applicable basis for 2010 to the applicable basis for 2011

**HUSKY REFINING COMPANY
HUSKY REFINING COMPANY PENSION PLAN
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Schedule SB, Part V – Summary of Plan Provisions

Alternate Form Conversion Factors

The normal form of payment is generally converted to the optional form of payment on an actuarially equivalent basis. The following actuarial equivalence bases apply to the plan:

Mortality: The mortality prescribed for purposes of Section 417(e)(3)(B) of the Internal Revenue Code

Interest Rate: Shall be the annual rate of interest as determined under Section 417(e)(3)(C) of the Internal Revenue Code for the third full calendar month which precedes the first day of the plan year that includes the annuity start date of the participant or beneficiary.

Optional Forms of Benefits

The following table summarizes the optional form of payment assumptions used in the actuarial valuation with regard to the form of payment that plan participants are expected to select.

<u>Optional Form of payment</u>
Lump Sum
Single life annuity
Joint and 50% survivor annuity
Joint and 75% survivor annuity
Joint and 100% survivor annuity
Five-year certain and life annuity
Ten-year certain and life annuity
Fifteen-year certain and life annuity

Early Retirement Reduction Factors

The following table is a representative sample of early retirement reduction factors for the non-represented group. No early retirement reductions are applied to represented participants.

<u>Years Prior to Normal Retirement Date</u>	<u>Early Retirement Reduction Factor</u>
0	100%
1	100%
2	100%
3	100%
4	96%
5	92%
6	88%
7	84%
8	80%
9	76%
10	72%

HUSKY REFINING COMPANY
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Schedule SB, Part V – Summary of Plan Provisions (cont...)

Plan Provisions

Effective Date	July 1, 2007, most recently amended April 1, 2011
Covered Employees	Employees other than: ▶ Leased employees ▶ Non-resident aliens with no U.S. source income
Participation Date	Completion of one year of service for non-represented employees or completion of six months of service for represented employees. For participants in a prior plan who were eligible on the effective date, the participation date was the effective date.

Definitions

Plan Year	The period beginning on the Effective Date and ending on December 31, 2007, and each subsequent calendar year.
Credited service	Total period of an employee's service, used for benefit accrual purposes. A participant earns one year of credited service for each 12 month period of service as an eligible employee. Credited service is frozen as of March 31, 2011 for non-represented participants.
Vesting service	Total period of an employee's service. Employees will earn one vesting year for each 12 month period of service beginning on the employee's employment or reemployment date. Vesting service of a participant of a prior plan immediately prior to the effective date shall include all vesting years credited to the participant under the prior plan.
Compensation	For Non-Represented employees, all wages that are includible in gross income including but not limited to commissions and bonuses. Compensation after March 31, 2011 is not considered. For represented employees, any compensation above base pay, overtime and shift-differential shall be disregarded. Recognized compensation for any plan year shall not exceed \$245,000, as adjusted by the Secretary of the Treasury in the manner described in Section 401(a)(17) of the Internal Revenue Code.

HUSKY REFINING COMPANY
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Schedule SB, Part V – Summary of Plan Provisions (cont...)

Average Monthly Compensation	The total of a participant's monthly compensation during the three consecutive plan years which produce the highest total during the 10 consecutive plan year period immediately preceding the participant's severance from service, divided by the number of months of the participant's active employment during such three plan year period. Average monthly compensation is frozen as of March 31, 2011 for non-represented participants.
Benefit Account	The notional account maintained for each Participant accruing a benefit consisting of the sum of a Participant's pay credits and interest credits.
Leased Employee	A person who has performed services for an affiliated business (or for such recipient and related persons determined in accordance with Section 414(n)(6) of the Code) on a substantially full time basis for a period of at least one year under the primary direction or control of the affiliated business.

Eligibility for Benefits

Normal retirement	<u>Non-Represented:</u> The later of (i) the date on which the participant reaches age 65, or (ii) the 5th anniversary of the participant's employment date. <u>Represented:</u> The date on which a participant reaches age 65.
Early retirement	<u>Non-Represented:</u> The date on which a participant has reached age 55 and earned 5 or more vesting years. <u>Represented:</u> Upon termination of employment.
Deferred vested	<u>Non-Represented:</u> 5 years of service. <u>Represented:</u> 3 years of service.

**HUSKY REFINING COMPANY
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Schedule SB, Part V – Summary of Plan Provisions (cont...)

Preretirement death
benefit

Participant death while eligible for normal, early or deferred vested benefits. Non-Represented employees must have a surviving spouse.

Monthly Benefits Paid Upon the Following Events

Normal Retirement

Non-Represented:

An annuity in the normal form which is the actuarial equivalent of the participant's single life annuity payable monthly, equal to 1.6% of the Participant's average monthly compensation, multiplied by the participant's years of credited service.

Represented:

An annuity in the normal form which is the actuarial equivalent of the participant's benefit account.

A participant's benefit account balance at the end of a plan year shall be the sum of the following:

A) The opening benefit account balance

B) A pay credit equal to a percentage of the Participant's Compensation during the Plan Year determined under the following table.

Age Plus Vesting Years* at End of Plan Year	Percentage of Compensation
Less than 35	2.0%
35 - 49	2.5%
50 – 64	3.0%
65 – 79	4.0%
80 or more	5.0%

* Vesting years measured from later of hire date or August 10, 1998.

C) An interest credit equal to the third segment rate (as described in Section 430(h)(2)(C)(iii) of the Internal Revenue Code) in effect for the month of October preceding the first day of the plan year, multiplied by the opening benefit account balance. If a participant's annuity start date occurs during the plan year, the interest credit for the plan year must be adjusted.

In no event shall a participant receive more than forty total annual pay credits under the plan.

HUSKY REFINING COMPANY
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Schedule SB, Part V – Summary of Plan Provisions (cont...)

Early Retirement

Non-Represented:

Equal to the participant's normal retirement benefit, reduced by 1/3% for each full or fractional month by which the participant's annuity starting date precedes age 62.

Represented:

An annuity in the normal form which is the actuarial equivalent of the participants benefit account.

Termination with vested benefit

Non-Represented:

The participant shall be entitled to receive the accrued benefit before, on or after the normal retirement date, subject to necessary benefit adjustments.

Represented:

An annuity in the normal form which is the actuarial equivalent of the participants benefit account. The participant's benefit account determined as of the actual severance from service date increased by interest credits to the annuity starting date.

Death benefits

Non-Represented:

- ▶ If a participant dies prior to the annuity start date, a vested participant's spouse shall be entitled to one of the following benefits:
- ▶ Small Preretirement Death Benefit: If the value of the accrued benefit is less than or equal to \$5,000, the vested participant's spouse shall be entitled to a lump sum payment.
- ▶ Spousal Death Benefit: The vested participant's spouse shall be entitled to the benefit payable as if the participant had commenced receiving a Qualified Joint and Survivor Annuity on the later of the day before death or early retirement age.

Represented:

- ▶ Small Preretirement Death Benefit: If the vested participant's accrued benefit is less than or equal to \$5,000, the vested participant's spouse or beneficiary shall be entitled to a lump sum payment equal to the Vested participant's benefit account.
- ▶ Spousal Alternate Beneficiary Death Benefit: If a vested participant dies prior to the annuity start date, the vested participant's spouse alternate beneficiary shall be entitled to receive payment of the vested participant's accrued benefit in the form of a single life annuity or an alternate form of payment elected by the spouse.

**HUSKY REFINING COMPANY
HUSKY REFINING COMPANY PENSION PLAN
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Schedule SB, Part V – Summary of Plan Provisions (cont...)

Maximum on benefits and pay	Benefit limitation under IRC section 415 in effect beginning on the valuation date, recognizes limitations for retirement prior to Social Security retirement age. Pay limitation under IRC section 401(a)(17) in effect beginning on the valuation date.
Optional forms of payment	Single life annuity, 50% joint and survivor, 75% joint and survivor, 100% joint and survivor, five year certain and life, 10 year certain and life, 15 year certain and life, and lump sum.

Future Plan Changes

Towers Watson is not aware of any additional future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

Since the prior valuation, the plan has been amended to freeze pay and accruals beyond March 31, 2011 for non-represented participants.

Plan provisions have not changed since the prior year for represented participants.

HUSKY REFINING COMPANY
HUSKY REFINING COMPANY PENSION PLAN
EIN: 98-0537727 PN: 001

Schedule SB, Line 26 -- Schedule of Active Participant Data

		-----Years of Credited Service -----										
Attained Age		Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	30 to 39	Over 40	Total
Under 25	Number	0	5	0	0	0	0	0	0	0	0	5
25 to 29	Number	0	12	0	0	0	0	0	0	0	0	12
30 to 34	Number	0	31	0	0	0	0	0	0	0	0	31
35 to 39	Number	0	45	0	0	0	0	0	0	0	0	45
40 to 44	Number	0	40	0	0	0	0	0	0	0	0	40
45 to 49	Number	1	43	0	0	0	0	0	0	0	0	44
50 to 54	Number	0	71	0	0	0	0	0	0	0	0	71
55 to 59	Number	0	108	0	0	0	0	0	0	0	0	108
60 to 64	Number	0	54	0	0	0	0	0	0	0	0	54
65 to 69	Number	0	6	0	0	0	0	0	0	0	0	6
70 & Up	Number	0	0	0	0	0	0	0	0	0	0	0
Total	Number	1	415	0	0	0	0	0	0	0	0	416

Average age = 49.6

Average Service = 3.2

**HUSKY REFINING COMPANY
HUSKY REFINING COMPANY PENSION PLAN
EIN: 98-0537727 PN: 001**

Schedule SB, Line 32 -- Schedule of Amortization Bases

Plan Year period:

1/1/2011 through 12/31/2011

	Date of Base Creation	Initial Amount	Amortization Installment	Remaining Period	PV of Future Installments
Shortfall Amortization Bases					
2010 Shortfall	1/1/2010	256,320	42,838	6	234,584
2011 Shortfall	1/1/2011	671,705	108,545	7	671,705
Total Shortfall Amortization Installments			151,383		906,289
Waiver Amortization Bases					
Total Waiver Amortization Installments			0		0
Total Amortization Installments			151,383		906,289



**HUSKY REFINING COMPANY
PENSION PLAN**

Financial Statements and Supplemental Schedules

December 31, 2011 and 2010

(With Independent Auditors' Report Thereon)



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

Independent Auditors' Report

Corporate Pension Committee
Husky Refining Company Pension Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Husky Refining Company Pension Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of December 31, 2010, and the related statement of changes in accumulated benefits for the year then ended, and the supplemental schedules of (1) schedule H, part IV, line 4i – schedule of assets (held at end of year) as of December 31, 2011, and (2) schedule H, part IV, line 4j – schedule of reportable transactions for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 6, which is certified by Wilmington Trust Company and Verisight Trust Company, the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that Verisight Trust Company held the Plan's investment assets and executed investment transactions from August 9, 2011, to December 31, 2011, and that Wilmington Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2010, and for the period January 1, 2010, to August 9, 2011. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulation for Reporting and Disclosure under the Employee Income Security Act of 1974.

KPMG LLP

October 9, 2012

**Husky Refining Company
Pension Plan**

**Statements of Net Assets Available for Benefits
December 31**

	<u>2011</u>	<u>2010</u>
Assets		
Cash, non-interest bearing	\$ -	\$ 113
Investments, at fair value		
Registered investment company		
(Vanguard Short-Term Treasury Fund)	9,848,654	7,692,519
Contribution receivable	-	1,110,000
Net assets available for benefits	<u>\$ 9,848,654</u>	<u>\$8,802,632</u>

See accompanying notes to financial statements

Husky Refining Company
Pension Plan

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

	<u>2011</u>	<u>2010</u>
Additions:		
Investment income:		
Net appreciation (depreciation) in fair value of registered investment company	\$ 119,043	\$ (40,959)
Dividends	67,047	187,982
	<u>186,090</u>	<u>147,023</u>
Employer contributions	1,277,692	3,593,100
Total additions	<u>1,463,782</u>	<u>3,740,123</u>
Deductions:		
Benefits paid to participants	(417,760)	(35,536)
Pension Benefit Guaranty Corporation premium	-	(16,258)
Total deductions	<u>(417,760)</u>	<u>(51,794)</u>
Net increase	1,046,022	3,688,329
Net assets available for benefits at beginning of year	8,802,632	5,114,303
Net assets available for benefits at end of year	<u>\$ 9,848,654</u>	<u>\$ 8,802,632</u>

See accompanying notes to financial statements

**Husky Refining Company
Pension Plan**

**Statement of Accumulated Plan Benefits
December 31,**

	<u>2010</u>
Vested benefits	
Participants currently receiving benefit payments	\$ 21,875
Other participants	9,209,937
	<u>9,231,812</u>
Nonvested benefits	1,571,428
Total actuarial present value of accumulated plan benefits	<u>\$ 10,803,240</u>

See accompanying notes to financial statements

**Husky Refining Company
Pension Plan**

**Statement of Changes in Accumulated Benefits
For the year ended December 31,**

	<u>2010</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 6,056,890
Increase during the year attributable to:	
Benefits accumulated	3,302,401
Decrease in discount period	400,413
Benefits paid	(35,536)
Assumption changes	1,079,072
Actuarial present value of accumulated plan benefits at end of period	<u>\$ 10,803,240</u>

See accompanying notes to financial statements

Husky Refining Company

Pension Plan

Notes to Financial Statements

December 31, 2011 and 2010

1. Description of Plan:

The following brief description of the Husky Refining Company Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more comprehensive description.

a. General

The Plan is a defined benefit pension plan covering all U.S. employees, except leased employees and non-resident aliens, of Husky Refining Company ("the Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Plan effective date is July 1, 2007.

The Company established a Corporate Pension Committee ("the Committee") to carry out fiduciary responsibilities, including the general operations and administration of the Plan. The Committee appointed an officer of the Company as the trustee of the Plan effective December 12, 2007. Effective April 1, 2008, the officer as trustee along with AST Capital Trust Company became the trustee of the Plan. Effective July, 2008, AST Capital Trust Company was renamed Wilmington Trust Retirement and Institutional Services Company ("the Trustee"). Effective August 9, 2011, Wilmington Trust Retirement and Institutional Services Company was relieved of its duties as Trustee and replaced by Verisight Trust Company. The Committee appointed Towers Perrin as the actuary of the Plan. On January 3, 2010, Towers Perrin and Watson Wyatt completed a merger to form Towers Watson & Co.

b. Participation

The Plan covers union and non-union employees who participated in either the Premcor Pension Plan for certain union employees or the Valero Energy Corporation Pension Plan ("the Prior Plan") immediately before July 1, 2007, and who became employed by the Company on July 1, 2007. Union employees hired on or after July 1, 2007, become participants in the Plan on the first of the month after six months of continuous employment. Non-union employees hired on or after July 1, 2007, become participants in the Plan on the first day of the month after one year of continuous employment.

c. Eligibility for benefits

The Plan provides benefits based on the classification of employees as union ("Represented Participants") or non-union ("Non-represented Participants"). Both classes of employees are eligible to receive early and normal retirement benefits at retirement dates defined below.

Eligibility to receive benefits is subject to certain vesting periods. The vesting period for Non-represented Participants is five years and the vesting period for Represented Participants is three years. Once vested, the participant becomes eligible to receive the vested portion of their accrued benefit under the Plan.

The normal retirement date for Represented Participants is the first day of the month following the date the participant attains age 65. The normal retirement date for Non-represented Participants is the later of (i) the first day of the month following the date the participant attains age 65, or (ii) the fifth anniversary of the participant's employment date. Early retirement date for both classes of employees is the first day of the month after the date the participant attains age 55 and has five or more vesting years.

Husky Refining Company

Pension Plan

Notes to Financial Statements

December 31, 2011 and 2010

d. Pension Benefits

- Represented Participants

Eligible Represented Participants are entitled to an annuity in the normal form, which is the actuarial equivalent of the participants benefit account. The participants benefit account at the end of a plan year is equal to the sum of:

- i. The opening benefit account balance;
- ii. A pay credit equal to a percentage of the participant's compensation during the plan year. The percentage is determined as follows:

Age plus vesting years at end of plan year	Percentage of compensation
Less than 35 years	2.0%
35 to 49	2.5%
50 to 64	3.0%
65 to 79	4.0%
80 or more	5.0%

- iii. An interest credit equal to the third segment rate (as described in Section 430(h)(2)(C)(iii) of the Internal Revenue Code) in effect for the month of October preceding the first day of the plan year, multiplied by the opening benefit account balance. If a participant's annuity start date occurs during the plan year, the interest credit for the plan year must be adjusted.
- iv. Vesting years include any service under the Prior Plan; however, service prior to August 10, 1998 is not included.

- Non-represented Participants

The Company amended the Plan in February 2011 whereby eligibility and accrued benefits under the Plan were frozen effective April 1, 2011 for Non-represented Participants. As a result, benefits for Non-represented Participants will be determined by years of credited service and average monthly compensation as of March 31, 2011.

Only compensation and service earned after July 1, 2007 are considered for pension benefit purposes.

e. Death benefits

- Represented Participants

If a vested participant dies prior to the annuity start date and has a spouse, the participant's spouse is entitled to receive payment of the participant's accrued benefit in the form of payment elected by the spouse. If a vested participant dies prior to the annuity start date and does not have a spouse, the participant's beneficiary is entitled to receive a lump sum payment of the participant's benefit account as of the date of the participant's death

- Non-represented Participants

If a vested participant dies prior to the annuity start date and has a spouse, the participant's spouse shall be entitled to an annuity. The amount of the annuity shall be equal to the survivor benefit that would have been payable to the spouse if the participant had: (i) separated from service on the date of death; (ii) survived to the earliest retirement age; (iii) retired with an immediate qualified joint and survivor annuity at the earliest retirement age; and (iv) died on the day after the earliest retirement age. If a vested participant dies prior to the annuity start date and does not have a spouse, no benefit is paid.

Husky Refining Company

Pension Plan

Notes to Financial Statements

December 31, 2011 and 2010

f. Contributions

The Plan is funded by contributions from the Company based upon determinations made annually by the Plan's actuaries, in accordance with an accepted actuarial cost method. The Plan met the minimum funding requirements of ERISA for 2011 and 2010.

g. Rules governing plan termination

Employers can terminate a pension plan in two ways.

- 1) The employer can terminate the plan in a standard termination but only after demonstrating to the Pension Benefit Guaranty Corporation ("PBGC") that the plan has sufficient funds to pay all benefits owed to participants. The plan must either purchase an annuity from an insurance company, which will provide the participants with life time benefits upon retirement, or the Plan may issue one lump-sum payment that covers the entire accumulated benefit balance, if permitted. Prior to purchasing the annuities the plan administrator must notify all participants and identify the insurance company that has been selected to provide annuities. The PBGC's guarantee ends when the annuities have been purchased or lump-sum paid.
- 2) If the plan is not fully-funded, the employer may apply for a distress termination if the employer is in financial distress. The employer must prove to a bankruptcy court or to the PBGC that the employer cannot remain in business unless the plan is terminated. If the application is granted, the PBGC will take over the plan as trustee and pay the benefits up to the legal limits using the plan assets and PBGC guarantee funds.

Under certain circumstances, the PBGC may take unprompted action to end a pension plan. Most terminations initiated by the PBGC occur when the PBGC determines that plan termination is needed to protect the interests of plan participants or the PBGC insurance program. The PBGC can do so if, for example, a plan does not have sufficient funds to pay benefits currently due.

h. Benefit payments guaranteed by the PBGC

If a single-employer plan terminates without sufficient funds to pay all benefits, the PBGC will take over the plan and pay pension benefits through its insurance program. Most participants and beneficiaries receive all of the pension benefits they would have received under the plan, but some may not be guaranteed.

The PBGC pays pension benefits up to certain maximum limits. The maximum guaranteed benefit is \$4,500 per month, or \$54,000 per year, payable in the form of a straight line annuity, for a participant aged 65 in a plan that terminates in 2010. The maximum benefit may be reduced for an individual who is younger than age 65. The maximum benefit will also be reduced when a benefit is provided to a survivor of a plan participant.

The PBGC guarantees basic benefits earned before a plan is terminated, which includes:

- Pension benefits at normal retirement age;
- Most early retirement benefits;
- Annuity benefits for survivors of plan participants; and
- Disability benefits for a disability that occurred before the date the plan terminated.

The PBGC does not guarantee certain types of payments, which include:

- Benefits in which a participant has not vested;
- Benefits which a participant is ineligible to receive due to age, service or other requirements at the time the plan terminates;
- Benefit increases and new benefits that have been effective for less than one year at the time the plan terminates;

Husky Refining Company

Pension Plan

Notes to Financial Statements

December 31, 2011 and 2010

- Benefit increases and new benefits that have been effective for less than five years are only partly guaranteed;
- Benefits other than pension benefits, such as health insurance, life insurance, death benefits, vacation pay or severance pay are not guaranteed;
- Lump-sums greater than \$5,000 are generally not paid.

Even if certain benefits are not guaranteed, participants and beneficiaries still may receive some of those benefits from the PBGC depending on how much money the terminated plan has and how much the PBGC collects from the employer.

2. Summary of significant accounting policies:

a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated benefits at the date of the financial statements. Actual results could differ from those estimates.

c) Investment Valuation and Income Recognition

Investments are stated at fair value. The Plan's investments are valued at the share values supplied by the fund administrator, determined using closing market prices. The difference between the fair value and cost of the fund at the beginning and end of each year and net realized gain (loss) on sales of investments is reflected in the statement of changes in the net assets available for benefits as net appreciation (depreciation) in fair value of registered investment company. Security transactions are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest is recorded as earned.

The following table discloses the fair value of investments held by the Plan at December 31, 2011 and 2010:

	Fair value at December 31,	
	2011	2010
Vanguard Short-Term Treasury Fund Admiral Shares	\$9,848,654	\$7,692,519

d) Administrative Expenses

The Company currently pays expenses incurred in respect of the operation and administration of the Plan. Any expenses not paid by the Company may be paid by the Trustee out of the Plan's assets, subject to any restrictions of laws or Plan provisions.

e) Accumulated Plan Benefits

The Plan's actuary estimates the accumulated plan benefits in accordance with generally accepted actuarial principles and practices.

Accumulated plan benefits are those actuarially estimated future periodic payments, including lump sum distributions that, under the Plan's provisions, are attributable to service rendered by the participants to the valuation date. Accumulated plan benefits include benefits expected to be paid to retired or terminated participants and their spouses or designated beneficiaries and currently employed participants and their spouses or designated beneficiaries. Benefits payable under all circumstances (retirement, death and termination of employment) are included to the extent that they are deemed attributable to the employee service rendered prior to the valuation date.

Husky Refining Company

Pension Plan

Notes to Financial Statements

December 31, 2011 and 2010

f) Actuarial Estimates and Assumptions

The present value of accumulated plan benefits is calculated by adjusting the total estimated future periodic payments to reflect the time value of money and the probability of payment including mortality, disability, termination and retirement between the valuation date and the expected date of payment.

Significant assumptions include:

Average retirement age	Rates vary by age (rates do not vary by service, gender or participant group)
Interest rate	4.70% - 2010; 6.63% - 2009
Interest rate used for determining lump sum distributions (Segment Rates)	2.02%, 4.56%, 5.75% - 2010; 3.24%, 5.02%, 5.32% - 2009
Interest Crediting Rate	6.53% - 2010; 6.80% - 2009
Mortality	Separate IRS-prescribed RP-2000 healthy annuitant and non-annuitant tables with "static" projection of assumed mortality improvements. This table is updated each year for mortality improvements.
Mortality basis for calculation of lump sum distributions	The mortality table prescribed for purposes of Section 417 (e)(3)(B) of the Code, as determined from time to time by the Secretary of the Treasury. This table is updated each year for mortality improvements.
Funding Method	Contributions from the Company based upon determinations made annually by the Plan's actuaries, in accordance with an accepted actuarial cost method.

These actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Interest rates used to determine lump-sum distributions under the Plan are updated in accordance with statutory requirements and the provisions of the Plan.

In accordance with ASC 960, "Accounting and Reporting by Defined Benefit Pension Plans", the Plan has elected the option to measure accumulated plan benefits at the beginning of the Plan year.

For the period ended December 31, 2011, changes in actuarial assumptions primarily represent changes in the interest rate, the interest crediting rate applied to the cash balance formula and the interest rates and mortality used to determine lump sum distributions in accordance with statutory requirements and the provisions of the Plan.

Plan amendments made in February of 2011 to Non-represented participant benefits have not been reflected in the actuarial's calculation of present value of accumulated benefits as at December 31, 2010 (see note 1(d)).

g) Payment of Benefits

Benefit payments are recorded upon distribution.

Husky Refining Company

Pension Plan

Notes to Financial Statements

December 31, 2011 and 2010

h) Recent Accounting Standards

In May 2011, the Financial Accounting Standards Board issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. Further, ASU 2011-04 requires additional fair value disclosures. A nonpublic entity is required to apply the ASU prospectively for annual periods beginning after December 15, 2011. The Plan will adopt this guidance for Plan years beginning on or after January 1, 2012 and is currently evaluating the effect that the provisions of ASU 2011-04 will have on its financial statements.

3. Investments:

The Plan's investment funds are managed by the Trustee who has discretionary investment authority over the investment of the Plan's funds. The Committee is responsible for the selection of the Plan's investment managers but not the underlying investments. Neither the Committee nor the Trustee is involved in the investment funds' day-to-day investment operations. The Plan employs a capital preservation approach whereby short-term treasury investments are used to minimize risk and earn a commensurate level of return. Risk tolerance is established through careful consideration of plan liabilities, plan funded status and corporate financial condition. On a periodic basis, the portfolio is analyzed to establish the optimal mix of assets given current market conditions and risk tolerance.

The Plan's investments are currently held in the Vanguard Short-Term Treasury Fund, which invests at least 80% of its assets in U.S. Treasury securities that are backed by the U.S. government.

4. Fair Value Measurements:

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

The three levels are defined as follows:

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

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

Husky Refining Company

Pension Plan

Notes to Financial Statements

December 31, 2011 and 2010

The following table presents the financial instruments carried at fair value as of December 31, 2011 and 2010 by ASC 820 valuation hierarchy (as described above).

	Quoted prices in active markets	Significant other observable inputs	Significant unobservable inputs	Total
	Level 1	Level 2	Level 3	
December 31, 2011				
Registered Investment Company	\$ 9,848,654	\$ -	\$ -	\$ 9,848,654
December 31, 2010				
Registered Investment Company	\$7,692,519	\$ -	\$ -	\$7,692,519

The Plan's investments have been recorded at net asset value and are classified as Level 1 as there are no restrictions on trading and there is sufficient trading activity.

There were no transfers between levels during 2011 or 2010.

5. Risks and Uncertainties

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

Plan contributions are made and 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 estimates and assumptions process, it is at least reasonably possible the changes in these estimates and assumptions in the near term would be material to the financial statements.

6. Information Certified by the Plan's Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting under ERISA. Accordingly as permitted under such election, the Plan administrator has obtained certifications from the Trustee of the Plan that all information provided by them is complete and accurate.

Information included in the accompanying financial statements and notes to financial statements as to investments, investment income and all information in the supplemental schedules are presented in reliance solely upon those certifications.

Husky Refining Company

Pension Plan

Notes to Financial Statements

December 31, 2011 and 2010

7. Tax Status

The Plan obtained a determination letter dated March 24, 2009 in which the Internal Revenue Service stated that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("Code"). The Plan administrator believes that the Plan is designed and has been operated in compliance with the Code and, therefore, the related trust is tax exempt. Accordingly, no provision for federal income taxes has been made in the accompanying financial statements.

U.S. GAAP require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that is more likely than not would not be sustained upon examination by the Internal Revenue Service ("IRS"). The plan administrator has analyzed the tax positions taken by the Plan, and concluded that as of December 31, 2011, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. In general, the plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

8. Subsequent Event

The Plan evaluated subsequent events through October 9, 2012, the date the financial statements were issued. No significant subsequent events were noted.

Schedule 1

HUSKY REFINING COMPANY
DEFINED BENEFIT PENSION PLAN
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2011

Identity of issue, borrower, lessor or similar party	Description of investment	Cost	Current value
Vanguard Fiduciary Trust Company	Vanguard Short-Term Treasury Fund	\$ 9,904,173	\$ 9,848,654

This information has been summarized from information provided by Verisight Inc., the trustee of the Plan, which the trustee has certified as being complete and accurate.

See accompanying independent auditors' report.

HUSKY REFINING COMPANY
DEFINED BENEFIT PENSION PLAN
Schedule H, Part IV, Line 4j -- Schedule of Reportable Transactions
Year ended December 31, 2011

Single transactions involving a net amount in excess of 5% of the current value of plan net assets at the beginning of the year:

(a) Identity of party involved	(b) Description of asset (including interest rate and maturity in case of loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Vanguard Fiduciary Trust Company	Vanguard Short-Term Treasury Fund: Purchase	\$ 592,985	\$ -	\$ -	-	\$ 592,985	\$ 592,985	\$ -
	Purchase	592,985	-	-	-	592,985	592,985	-
	Purchase	1,200,000	-	-	-	1,200,000	1,200,000	-

Series of transactions involving a net amount in excess of 5% of the current value of plan net assets at the beginning of the year:

(a) Identity of party involved	(b) Description of asset (including interest rate and maturity in case of loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Vanguard Fiduciary Trust Company	Vanguard Short-Term Treasury Fund: Purchases	\$ 2,385,970	\$ -	\$ -	-	\$ 2,385,970	\$ 2,385,970	\$ -

This information has been summarized from information provided by Verisight Trust Company, the trustee of the Plan effective August 9, 2011, and Wilmington Trust Retirement and Institutional Services Company, the trustee of the Plan prior to August 9, 2011, which have certified as being complete and accurate.

See accompanying independent auditors' report.

Schedule 1

HUSKY REFINING COMPANY
DEFINED BENEFIT PENSION PLAN
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2011

Identity of issue, borrower, lessor or similar party	Description of investment	Cost	Current value
Vanguard Fiduciary Trust Company	Vanguard Short-Term Treasury Fund	\$ 9,904,173	\$ 9,848,654

This information has been summarized from information provided by Verisight Inc., the trustee of the Plan, which the trustee has certified as being complete and accurate.

See accompanying independent auditors' report.

HUSKY REFINING COMPANY
DEFINED BENEFIT PENSION PLAN
Schedule H, Part IV, Line 4j -- Schedule of Reportable Transactions
Year ended December 31, 2011

Single transactions involving a net amount in excess of 5% of the current value of plan net assets at the beginning of the year:

(a) Identity of party involved	(b) Description of asset (including interest rate and maturity in case of loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Vanguard Fiduciary Trust Company	Vanguard Short-Term Treasury Fund: Purchase	\$ 592,985	\$ -	\$ -	-	\$ 592,985	\$ 592,985	\$ -
	Purchase	592,985	-	-	-	592,985	592,985	-
	Purchase	1,200,000	-	-	-	1,200,000	1,200,000	-

Series of transactions involving a net amount in excess of 5% of the current value of plan net assets at the beginning of the year:

(a) Identity of party involved	(b) Description of asset (including interest rate and maturity in case of loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Vanguard Fiduciary Trust Company	Vanguard Short-Term Treasury Fund: Purchases	\$ 2,385,970	\$ -	\$ -	-	\$ 2,385,970	\$ 2,385,970	\$ -

This information has been summarized from information provided by Verisight Trust Company, the trustee of the Plan effective August 9, 2011, and Wilmington Trust Retirement and Institutional Services Company, the trustee of the Plan prior to August 9, 2011, which have certified as being complete and accurate.

See accompanying independent auditors' report.

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 2011 This Form Is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

► 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 Husky Refining Company Pension Plan	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">B Three-digit plan number (PN) ►</td> <td style="width:40%; text-align: center;">001</td> </tr> </table>	B Three-digit plan number (PN) ►	001
B Three-digit plan number (PN) ►	001		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Husky Refining Company	D Employer Identification Number (EIN) 98-0537727		
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B			
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500			

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a		8,753,577
b Actuarial value	2b		8,753,577
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	2	19,566
b For terminated vested participants	3b	10	209,533
c For active participants:			
(1) Non-vested benefits.....	3c(1)		1,354,776
(2) Vested benefits	3c(2)		8,075,991
(3) Total active.....	3c(3)	416	9,430,767
d Total.....	3d	428	9,659,866
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5	6.03 %	
6 Target normal cost	6	1,022,935	

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	Erminelia Pestanas _____ Signature of actuary	October 11, 2012 _____ Date 11-05056 _____ Most recent enrollment number (312) 525-2500 _____ Telephone number (including area code)
Erminelia Pestanas _____ Type or print name of actuary Towers Watson Pennsylvania, Inc. _____ Firm name 191 N Wacker Dr. Suite 2100 _____ Chicago IL 60606-1615 _____ 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 ☐

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

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v.012611

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 (line 13 from prior year).....	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8).....	0	0
10	Interest on line 9 using prior year's actual return of <u>2.55%</u>		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		996,001
b	Interest on (a) using prior year's effective rate of <u>6.63%</u> except as otherwise provided (see instructions).....		66,035
c	Total available at beginning of current plan year to add to prefunding balance.....		1,062,036
d	Portion of (c) to be added to prefunding balance.....		0
12	Other reductions in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....	0	0

Part III Funding percentages			
14	Funding target attainment percentage	14	90.61 %
15	Adjusted funding target attainment percentage	15	90.61 %
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
04/15/2011	593,000				
07/15/2011	593,000				
09/15/2011	90,000				
Totals •			18(b)	1,276,000	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 contributions 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	1,244,293

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ 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: 2.94 %	2nd segment: 5.82 %	3rd segment: 6.46 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 0
22 Weighted average retirement age			22 62
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 contributions for all prior years	28
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29 0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30 0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1,022,935	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	906,289	151,383	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	1,174,318	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0
36 Additional cash requirement (line 34 minus line 35)	36	1,174,318	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	1,244,293	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	69,975	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:				
a Schedule elected	☐ 2 plus 7 years ☐ 15 years			
b Eligible plan year(s) for which the election in line 41a was made	2008	2009	2010	2011
42 Amount of acceleration adjustment	42			
43 Excess installment acceleration amount to be carried over to future plan years	43			