

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> 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>THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>005</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/06/1977</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>005</u>	1c Effective date of plan <u>12/06/1977</u>	
1b Three-digit plan number (PN) ▶	<u>005</u>				
1c Effective date of plan <u>12/06/1977</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>CHEVRON CORPORATION</u> <u>6001 BOLLINGER CANYON ROAD -H3504</u> <u>SAN RAMON, CA 94583-2324</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>94-0890210</u></td> </tr> <tr> <td>2c Sponsor's telephone number</td> </tr> <tr> <td>2d Business code (see instructions) <u>324110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>94-0890210</u>	2c Sponsor's telephone number	2d Business code (see instructions) <u>324110</u>	
2b Employer Identification Number (EIN) <u>94-0890210</u>					
2c Sponsor's telephone number					
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.	10/12/2012	CLAUDIA POLIDORI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CHEVRON CORPORATION 6001 BOLLINGER CANYON ROAD - H3504 SAN RAMON, CA 94583-2324	3b Administrator's EIN 94-0890210 3c Administrator's telephone number 925-842-6544
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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	532
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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	251
b Retired or separated participants receiving benefits.....	6b	179
c Other retired or separated participants entitled to future benefits.....	6c	61
d Subtotal. Add lines 6a , 6b , and 6c	6d	491
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	60
f Total. Add lines 6d and 6e	6f	551
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	5

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:

1B 1G 3H

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>THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CHEVRON CORPORATION</u>	D Employer Identification Number (EIN) <u>94-0890210</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>38990526</u>
b Actuarial value	2b <u>36503077</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment	3a <u>229</u> (1) Number of participants <u>21778506</u> (2) Funding Target
b For terminated vested participants	3b <u>55</u> <u>1704649</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>2000456</u>
(2) Vested benefits	3c(2) <u>17210171</u>
(3) Total active	3c(3) <u>251</u> <u>19210627</u>
d Total	3d <u>535</u> <u>42693782</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>5.92 %</u>
6 Target normal cost	6 <u>1130683</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>08/24/2012</u>
Signature of actuary	Date
<u>EDWARD A. QUINN</u>	<u>11-05121</u>
Type or print name of actuary	Most recent enrollment number
<u>BUCK CONSULTANTS, LLC</u>	<u>201-902-2300</u>
Firm name	Telephone number (including area code)
<u>500 PLAZA DRIVE</u> <u>SECAUCUS, NJ 07096-1533</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)	6561522	2034089
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1148138	0
9 Amount remaining (line 7 minus line 8)	5413384	2034089
10 Interest on line 9 using prior year's actual return of <u>12.97</u> %	702116	263821
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.58</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	6065359	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	50141	2297910

Part III Funding percentages		
14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	97.10 %
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
12/15/2011	4000000				
			Totals ►	18(b)	4000000
				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	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	3786565
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
0	0	0
		(4) 4th
		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 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
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	1130683	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	8538756	1379832	
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	2510515	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	50141	784922	835063
36 Additional cash requirement (line 34 minus line 35)	36	1675452	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	3786565	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2111113	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	835063	
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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN	B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500 CHEVRON CORPORATION	D Employer Identification Number (EIN) 94-0890210	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

CHEVRON CORPORATION

94-0890210

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14 50	EMPLOYER	21216	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LSV INVESTMENT MANAGEMENT

20-0726879

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	12324	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRIMECAP

95-3868081

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	12035	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

JP MORGAN INVESTMENT MANAGEMENT

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	11360	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL INVESTMENT

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	10483	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

UBS REALTY INVESTORS-RESA

36-3664388

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	9368	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

DODGE & COX INVESTMENT MANAGERS

94-1441976

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	7219	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ACADIAN ASSET MGMT

04-2929221

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	6504	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BUCK CONSULTANTS

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	58025	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN</u>	B Three-digit plan number (PN) <u>005</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CHEVRON CORPORATION</u>	D Employer Identification Number (EIN) <u>94-0890210</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: CHEVRON MASTER PENSION TRUST

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

c EIN-PN <u>94-0890210-101</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>40289179</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 CHEVRON CORPORATION	D Employer Identification Number (EIN) 94-0890210	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	38990526	40289179
(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)		
(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	38990526	40289179

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	38990526	40289179
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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)	4000000	
(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)		4000000
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)		-295232
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3704768

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2175906	
(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)		2175906
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)	58253	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	102419	
(4) Other	2i(4)	69537	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		230209
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2406115

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1298653
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: LINDQUIST LLP

(2) EIN: 52-2385296

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		30000000
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.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 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>THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHEVRON CORPORATION</u>	D Employer Identification Number (EIN) <u>94-0890210</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1347393</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>0</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
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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): _____

**CHEVRON MASTER PENSION TRUST
AND EMPLOYEES' RETIREMENT PLANS**

FINANCIAL STATEMENTS
AND ADDITIONAL INFORMATION

TOGETHER WITH
REPORT OF INDEPENDENT AUDITORS

DECEMBER 31, 2011 AND 2010

CHEVRON MASTER PENSION TRUST
AND EMPLOYEES' RETIREMENT PLANS

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REPORT OF INDEPENDENT AUDITORS

To the Participants and Administrator of
Chevron Master Pension Trust and
Chevron Corporation Employees' Retirement Plans

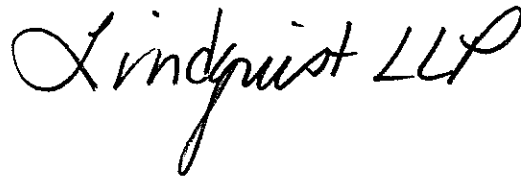
We have audited the accompanying statements of net assets available for benefits of the Chevron Master Pension Trust (the Trust) and the Chevron Retirement Plan, the Pension Plan of Chevron Mining Inc. for Employees Represented by the United Mine Workers of America Under Western Coal Wage Agreements, the Chevron - SUP Marine Pension Plan, the Chevron-MEBA and ROU Marine Pension Plan, and the Kemmerer Coal Company Elkol-Sorensen Mine Pension Plan (the Chevron Corporation Employees' Retirement Plans, referred to collectively as the Plans), as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. We also audited the statements of accumulated Plan benefits of the Chevron Corporation Employees' Retirement Plans as of January 1, 2011, and the related statements of changes in accumulated Plan benefits for the year then ended. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Trust's and Plans' management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Chevron Master Pension Trust and the Chevron Corporation Employees' Retirement Plans as of December 31, 2011 and 2010, and the changes therein for the year then ended and the financial status as of December 31, 2010, and the changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

To the Participants and Administrator of
Chevron Master Pension Trust and
Chevron Corporation Employees' Retirement Plans
Page two

Our audit of the 2011 financial statements was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying information, which appears on Schedule H - Financial Schedules (IRS Form 5500), is presented for the purpose of additional analysis and is not a required part of the basic financial statements. The Schedule H - Financial Schedules (IRS Form 5500) is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements taken as a whole.

A handwritten signature in black ink that reads "Lindquist LLP". The signature is written in a cursive, flowing style.

October 10, 2012

CHEVRON MASTER PENSION TRUST AND EMPLOYEES' RETIREMENT PLANS
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2011

	Combined Plans	Chevron Retirement Plan	Chevron Mining Plan	SUP Marine Plan	MEBA and ROU Plan	Elkol- Sorenson Mine Plan
Assets						
Investments, at fair value (Note 6)	\$8,336,316,327	\$8,239,833,000	\$42,622,574	\$3,248,133	\$12,147,347	\$38,465,273
Securities on loan (Note 5)	469,216,886	463,786,237	2,399,049	182,824	683,724	2,165,052
Collateral held for securities on loan (Note 5)	483,526,010	477,929,749	2,472,210	188,399	704,575	2,231,077
Receivables:						
Employer's contribution	760,300,000	750,000,000	10,300,000	-	-	-
Due from broker for securities sold	194,167,632	191,920,363	992,756	75,655	282,933	895,925
Accrued investment income	12,907,180	12,757,794	65,993	5,029	18,808	59,556
Other	144,620	142,947	739	56	211	667
Total assets	<u>10,256,578,655</u>	<u>10,136,370,090</u>	<u>58,853,321</u>	<u>3,700,096</u>	<u>13,837,598</u>	<u>43,817,550</u>
Liabilities						
Due to broker for securities purchased	273,363,552	270,199,682	1,397,676	106,512	398,334	1,261,348
Accrued expenses	7,790,267	7,700,104	39,832	3,035	11,350	35,946
Liability to return collateral held for securities on loan	483,526,010	477,929,749	2,472,210	188,399	704,575	2,231,077
Total liabilities	<u>764,679,829</u>	<u>755,829,535</u>	<u>3,909,718</u>	<u>297,946</u>	<u>1,114,259</u>	<u>3,528,371</u>
Net assets available for benefits	<u>\$9,491,898,826</u>	<u>\$9,380,540,555</u>	<u>\$54,943,603</u>	<u>\$3,402,150</u>	<u>\$12,723,339</u>	<u>\$40,289,179</u>

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

CHEVRON MASTER PENSION TRUST AND EMPLOYEES' RETIREMENT PLANS
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2010

	Combined Plans	Chevron Retirement Plan	Chevron Mining Plan	SUP Marine Plan	MEBA and ROU Plan	Elkol- Sorenson Mine Plan
Assets						
Investments, at fair value (Note 6)	\$8,291,400,827	\$8,194,619,744	\$43,520,758	\$2,925,689	\$12,743,298	\$37,591,338
Securities on loan (Note 5)	389,198,004	384,655,103	2,042,863	137,332	598,170	1,764,536
Collateral held for securities on loan (Note 5)	399,875,891	395,208,353	2,098,910	141,100	614,581	1,812,947
Receivables:						
Employer's contribution	1,003,100,000	1,000,000,000	2,500,000	600,000	-	-
Due from broker for securities sold	427,970,968	422,975,492	2,246,378	151,013	657,761	1,940,324
Accrued investment income	12,949,243	12,798,094	67,969	4,569	19,902	58,709
Other	332,192	330,439	788	53	231	681
Total assets	<u>10,524,827,125</u>	<u>10,410,587,225</u>	<u>52,477,666</u>	<u>3,959,756</u>	<u>14,633,943</u>	<u>43,168,535</u>
Liabilities						
Due to broker for securities purchased	515,412,763	509,396,625	2,705,352	181,868	792,153	2,336,765
Accrued expenses	6,241,273	6,168,422	32,761	2,202	9,591	28,297
Liability to return collateral held for securities on loan	399,875,891	395,208,353	2,098,910	141,100	614,581	1,812,947
Total liabilities	<u>921,529,927</u>	<u>910,773,400</u>	<u>4,837,023</u>	<u>325,170</u>	<u>1,416,325</u>	<u>4,178,009</u>
Net assets available for benefits	<u>\$9,603,297,198</u>	<u>\$9,499,813,825</u>	<u>\$47,640,643</u>	<u>\$3,634,586</u>	<u>\$13,217,618</u>	<u>\$38,990,526</u>

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

CHEVRON MASTER PENSION TRUST AND EMPLOYEES' RETIREMENT PLANS
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

	Combined Plans	Chevron Retirement Plan	Chevron Mining Plan	SUP Marine Plan	MEBA and ROU Plan	Elkol- Sorenson Mine Plan
Investment income:						
Net depreciation in fair value of investments (Note 6)	(\$254,293,487)	(251,855,088)	(1,112,035)	(92,635)	(327,367)	(906,362)
Interest	50,921,044	50,341,091	262,272	18,561	76,451	222,669
Dividends	82,816,299	81,866,104	429,110	30,103	125,482	365,500
Other	5,214,765	5,155,066	26,962	1,931	7,845	22,961
	(115,341,379)	(114,492,827)	(393,691)	(42,040)	(117,589)	(295,232)
Less investment expenses	23,297,223	23,031,364	119,940	8,531	34,969	102,419
	(138,638,602)	(137,524,191)	(513,631)	(50,571)	(152,558)	(397,651)
Contributions						
Employer	764,300,000	750,000,000	10,300,000	-	-	4,000,000
Total additions	625,661,398	612,475,809	9,786,369	(50,571)	(152,558)	3,602,349
Benefits paid	724,967,354	719,987,265	2,372,720	143,305	288,158	2,175,906
Administrative expenses	12,092,416	11,761,814	110,689	38,560	53,563	127,790
Total deductions	737,059,770	731,749,079	2,483,409	181,865	341,721	2,303,696
Net change	(111,398,372)	(119,273,270)	7,302,960	(232,436)	(494,279)	1,298,653
Net assets available for plan benefits						
Beginning of year	9,603,297,198	9,499,813,825	47,640,643	3,634,586	13,217,618	38,990,526
End of year	<u>\$9,491,898,826</u>	<u>\$9,380,540,555</u>	<u>\$54,943,603</u>	<u>\$3,402,150</u>	<u>\$12,723,339</u>	<u>\$40,289,179</u>

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

CHEVRON MASTER PENSION TRUST AND EMPLOYEES' RETIREMENT PLANS
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2010

	Combined Plans	Chevron Retirement Plan	Chevron Mining Plan	SUP Marine Plan	MEBA and ROU Plan	Elkol- Sorenson Mine Plan
Investment income:						
Net appreciation in fair value of investments (Note 6)	\$815,969,754	\$806,117,230	\$4,430,391	\$300,496	\$1,274,516	\$3,847,121
Interest	55,965,782	55,300,269	300,145	19,288	90,287	255,793
Dividends	73,845,067	72,969,911	394,713	25,345	118,973	336,125
Other	4,137,675	4,088,279	22,282	1,428	6,711	18,975
	<u>949,918,278</u>	<u>938,475,689</u>	<u>5,147,531</u>	<u>346,557</u>	<u>1,490,487</u>	<u>4,458,014</u>
Less investment expenses	<u>20,896,022</u>	<u>20,649,514</u>	<u>111,136</u>	<u>7,183</u>	<u>33,352</u>	<u>94,837</u>
	<u>929,022,256</u>	<u>917,826,175</u>	<u>5,036,395</u>	<u>339,374</u>	<u>1,457,135</u>	<u>4,363,177</u>
Contributions Employer	1,753,100,000	1,750,000,000	2,500,000	600,000	-	-
Total additions	<u>2,682,122,256</u>	<u>2,667,826,175</u>	<u>7,536,395</u>	<u>939,374</u>	<u>1,457,135</u>	<u>4,363,177</u>
Benefits paid	696,503,817	692,067,167	2,060,358	72,702	243,336	2,060,254
Administrative expenses	11,492,703	11,211,937	106,836	34,788	40,116	99,026
Total deductions	<u>707,996,520</u>	<u>703,279,104</u>	<u>2,167,194</u>	<u>107,490</u>	<u>283,452</u>	<u>2,159,280</u>
Net change	1,974,125,736	1,964,547,071	5,369,201	831,884	1,173,683	2,203,897
Net assets available for plan benefits						
Beginning of year	7,629,171,462	7,535,266,754	42,271,442	2,802,702	12,043,935	36,786,629
End of year	<u>\$9,603,297,198</u>	<u>\$9,499,813,825</u>	<u>\$47,640,643</u>	<u>\$3,634,586</u>	<u>\$13,217,618</u>	<u>\$38,990,526</u>

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

CHEVRON MASTER PENSION TRUST AND EMPLOYEES' RETIREMENT PLANS
STATEMENTS OF ACCUMULATED PLAN BENEFITS
JANUARY 1, 2011

	Chevron Retirement Plan	Chevron Mining Plan	SUP Marine Plan	MEBA and ROU Plan	Elkol- Sorenson Mine Plan
Actuarial present value of accumulated plan benefits (Note 4):					
Vested benefits:					
Participants currently receiving payments	\$1,213,214,000	\$19,996,000	\$455,000	\$2,000,000	\$18,487,000
Other vested benefits	5,825,309,000	19,430,000	1,844,000	2,838,000	14,923,000
Nonvested benefits	222,067,000	97,000	339,000	44,000	1,588,000
Total actuarial present value of accumulated plan benefits	<u>\$7,260,590,000</u>	<u>\$39,523,000</u>	<u>\$2,638,000</u>	<u>\$4,882,000</u>	<u>\$34,998,000</u>

Actuarial assumptions:
Investment return

	7.75% per annum	7.75% per annum	7.75% per annum	7.75% per annum	7.75% per annum
Mortality basis	RP 2000 white collar mortality projected to 2015	2011 Static Mortality tables mandated by PPA as specified in IRS §1.430(h)(3)-1(e) for Annuitants and Non Annuitants	RP 2000 combined health mortality table projected with scale AA to 2015	RP 2000 combined health mortality table projected with scale AA to 2015	2011 Static Mortality tables mandated by PPA as specified in IRS §1.430(h)(3)-1(e) for Annuitants and Non Annuitants

Termination and retirement basis

	Aon Hewitt Associates Actuarial Report - May, 2012	Buck Consultants Actuarial Report - Nov, 2011	Aon Hewitt Associates Actuarial Report - Feb, 2012	Aon Hewitt Associates Actuarial Report - Feb, 2012	Buck Consultants Actuarial Report - Nov, 2011
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The accompanying notes are an integral part of these financial statements.

CHEVRON MASTER PENSION TRUST AND EMPLOYEES' RETIREMENT PLANS
STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS
YEAR ENDED JANUARY 1, 2011

	Chevron Retirement Plan	Chevron Mining Plan	SUP Marine Plan	MEBA and ROU Plan	Elkol- Sorenson Mine Plan
Actuarial present value of accumulated plan benefits at January 1, 2010	\$7,027,455,000	\$37,593,000	\$2,468,000	\$4,806,000	\$33,831,000
Increase (decrease) during the year attributable to:					
Plan amendments	219,000	-	-	-	-
Change in actuarial assumptions	17,125,000	51,000	-	-	44,000
Other changes in accumulated plan benefits	215,791,000	1,879,000	170,000	76,000	1,123,000
Net increase (decrease)	233,135,000	1,930,000	170,000	76,000	1,167,000
Actuarial present value of accumulated plan benefits at January 1, 2011	\$7,260,590,000	\$39,523,000	\$2,638,000	\$4,882,000	\$34,998,000

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

**CHEVRON MASTER PENSION TRUST
AND EMPLOYEES' RETIREMENT PLANS
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

Note 1 - Description:

On January 1, 2004, ChevronTexaco Corporation entered into a Master Trust Agreement with State Street Bank and Trust Company, as trustee of the ChevronTexaco Corporation Master Pension Trust and as custodian of its assets. On May 9, 2005, ChevronTexaco Corporation, Plan Administrator of the Plans, changed its corporate name to Chevron Corporation. Subsequent to the merger of Chevron Corporation and Unocal Corporation on August 17, 2005, the Unocal Retirement Plan was transferred into the ChevronTexaco Corporation Master Pension Trust on October 3, 2005. On July 1, 2006, the Unocal Retirement Plan was merged into the Chevron Retirement Plan and the ChevronTexaco Corporation Master Pension Trust was renamed the Chevron Master Pension Trust. On December 31, 2008, the Supplemental Pension Plan for Licensed Officers – Texaco Inc. was merged into the Chevron Retirement Plan. On May 31, 2009, the Texaco Caribbean Inc. – U.S. Virgin Islands Pension Plan was merged into the Chevron Retirement Plan.

Master Trust

The assets of the following plans (the Plans) were held in the Master Trust during the year 2011:

Chevron Retirement Plan (CRP);

Pension Plan of Chevron Mining Inc. for Employees Represented by the United Mine Workers of America Under Western Coal Wage Agreements (Chevron Mining Plan);

Chevron-SUP Marine Pension Plan (SUP Marine Plan);

Chevron-MEBA and ROU Marine Pension Plan (MEBA and ROU Plan);

Kemmerer Coal Company Elkol-Sorensen Mine Pension Plan (Elkol-Sorensen Mine Plan)

Trust assets, realized gains and losses, interest and dividend income, and trust administrative expenses are allocated each month among the Plans on the basis of each Plan's share of the Master Trust. However, certain expenses that are plan-specific remain with the specific plan and are not allocated.

The individual Plans are reporting entities subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. United States Department of Labor (DOL) regulations require that a separate Master Trust filing be submitted to the DOL. Such filings are integral parts of the annual report filed with the DOL by each participating Plan.

**CHEVRON MASTER PENSION TRUST
AND EMPLOYEES' RETIREMENT PLANS
NOTES TO FINANCIAL STATEMENTS (Continued)**

**EIN: 94-0890210
PN: 005**

Benefits

The Plans are noncontributory defined benefit pension plans that are maintained primarily to provide retirement and death benefits for eligible employees and their spouses, joint pensioners and beneficiaries. Certain former participants of the Retirement Plan of Texaco, Inc. who are now participants of the Chevron Retirement Plan, had the option of making non-forfeitable contributions and receiving an additional amount of pension benefits. This option of making non-forfeitable contributions was terminated on July 1, 2005. A more detailed description of the eligibility & vesting requirements, normal & early retirement rules, benefit formula, and death benefits provided by the Plans, are included in the "Summary Plan Description" of each Plan.

Plan Administrator

Chevron Corporation (the Corporation) has been designated as the Plan Administrator of the Plans.

Allocation Upon Termination/Reversion

It is the intent of the Corporation to continue the Trust and the Plans in full force and effect; however, the right to discontinue the Trust or Plans is reserved to the Corporation. To the extent required to provide all of the accrued benefits under any of the Plans that are terminated, the Corporation will allocate the terminated Plan's share of the assets of the Master Trust, on an actuarial basis, among the Plan's participants and their spouses, joint pensioners and beneficiaries in the manner prescribed by Section 4044 of ERISA. If the terminated Plan or Plans have assets in excess of the amount required to fully provide for the accrued benefits thereunder, then except as provided below, the excess assets will be returned to the Corporation, subject to any restriction imposed by applicable law. With respect to the Chevron Master Pension Trust, if the assets of the terminated Plan or Plans are insufficient to fully provide for the vested accrued benefits thereunder (other than benefits that are vested solely by reason of the plan termination and benefits that are guaranteed by the Pension Benefit Guaranty Corporation (PBGC)), the Corporation has guaranteed to contribute sufficient funds to provide such benefits. In addition, certain benefits under the Plans are insured by the PBGC if the Plan or Plans terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. The PBGC does not guarantee all types of benefits and the amount of any individual participant's benefit protection is subject to certain limitations, particularly with respect to benefit increases as a result of plan amendments in effect for less than five years. Some benefits may be fully or partially provided for while other benefits may not be provided at all.

Frozen Plan

The MEBA and ROU Plan was frozen as of December 31, 1997. For each participant, the Plan Administrator calculated the accrued benefit under the Plan as of the frozen date. This accrued benefit was used to determine the Plan's obligations.

**CHEVRON MASTER PENSION TRUST
AND EMPLOYEES' RETIREMENT PLANS
NOTES TO FINANCIAL STATEMENTS (Continued)**

**EIN: 94-0890210
PN: 005**

Note 2 - Summary of Significant Accounting Policies:

Basis of Accounting

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

Use of Estimates

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

Investment Valuation

Investments are carried at fair value which is determined, presented and disclosed in accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 820, *Fair Value Measurements and Disclosures*. Under FASB ASC 820, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price"), in an orderly transaction between market participants at the measurement date.

FASB ASC 820 establishes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Plan. Unobservable inputs reflect the Plan's assumptions about inputs market participants would use in pricing the investments developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels, based on the inputs, as follows:

Level 1 - Valuations based on quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access.

Level 2 - Valuations based on quoted prices in markets that are not active, quoted prices for similar investments in active markets or model-based valuations for which all significant assumptions are observable and can be corroborated by observable market data.

Level 3 - Valuations based on unobservable inputs that are supported by little or no market activity and are significant to the overall fair value measurement. Values are determined using proprietary pricing models, discounted cash flow models that include the investment entities own judgments and estimations or some other pricing method using unobservable inputs.

**CHEVRON MASTER PENSION TRUST
AND EMPLOYEES' RETIREMENT PLANS
NOTES TO FINANCIAL STATEMENTS (Continued)**

**EIN: 94-0890210
PN: 005**

In January 2010, the FASB issued Accounting Standards Update (ASU) 2010-6, *Improving Disclosures About Fair Value Measurements*, which requires the Entity (i.e. Organization or Plan) to make new disclosures about recurring or nonrecurring fair-value measurements including significant transfers into and out of Level 1 and Level 2 fair-value measurements and information on purchases, sales, issuances, and settlements on a gross basis in the reconciliation of Level 3 fair-value measurements. ASU 2010-6 is effective for annual reporting periods beginning after December 15, 2009, except for Level 3 reconciliation disclosures which are effective for annual periods beginning after December 15, 2010. The adoption of ASU 2010-6 did not have a material impact on the Entity's net assets available for benefits or its changes in net assets available for benefits.

In determining fair value, FASB ASC 820 allows various valuation approaches. The specific method for each of the Plans' investment classes are presented below.

Valuation Methods

Investments with Quoted Market Price. Where available, quoted market Prices are used to value the plans investments.

U.S. Government and Government Agency obligations and International Government Securities. The fair value of U.S. government and government agency obligations is generally based on quoted market prices in active markets (level 1). When quoted prices are not available, valuation is determined using a market based model in which valuation consideration is given to yield or price of comparable securities, coupon rate, maturity, credit quality and dealer provided prices. (level 2)

Corporate debt securities. The fair value of corporate debt securities are generally determined based on a model that uses inputs that may include interest-rate yield curves that are similar to the valued obligations in terms of issuer, maturity and seniority. (level 2)

Equity securities and Exchange Traded Funds. The fair value of common stocks are generally based on quoted market prices in active markets (level 1). When quoted prices are not available, valuation is determined from dealer prices based on a model where consideration is given to recent transactions and comparable securities. (level 3)

Common/collective trusts (includes Collateral). The fair value of the units in common/collective trusts is estimated based on the net asset value per unit of the investments. The underlying asset values of the common/collective trusts may be calculated based on quoted market prices or other observable inputs (level 2).

Real Estate Fund. The fair value of the Real Estate limited partnerships are estimated based on the ownership interest in the partners' capital. The underlying investments of the limited partnerships are estimated based on quarterly appraisals. An independent appraisal is also performed at least annually (level 3).

**CHEVRON MASTER PENSION TRUST
AND EMPLOYEES' RETIREMENT PLANS
NOTES TO FINANCIAL STATEMENTS (Continued)**

**EIN: 94-0890210
PN: 005**

Insurance Co. Account (PRISA II). The underlying investments in PRISA II real estate accounts are valued at estimated fair value, based upon appraisal reports prepared by independent real estate appraisers no less frequently than annually. (level 3)

Partnership/Joint Ventures. The fair value is estimated by the partnership/joint venture based on the underlying assets. (level 3)

Real Estate Loans. Valued on the basis of their future principal and interest payments discounted at prevailing interest rates for similar investments. (level 2)

Insurance Co. General Account. The Insurance Co. General account is carried at contract value in accordance with FASB ASC 960 (*Reporting by Defined Benefit Pension Plans of Investment Contracts*). (level 3)

Derivative Use

Derivatives are used by some of the investment managers. The use of derivatives within the Master Trust is limited to three types of activities: (1) achieving a desired market exposure at lowest possible cost, (2) achieving timely market exposure until actual securities may be purchased or sold, and (3) reducing the price volatility of securities denominated in foreign currencies. In addition, as part of the Plan's investment strategy, its active bond manager makes use of forward delivery securities. Forward delivery securities are securities whose terms are available, and for which a market exist, but which are not available for immediate delivery. Some part of the security, for example the size of the investment pool, is not yet determinable at the time when the commitment to purchase was made. Settlement on these transactions occurred in January and February, 2012.

Valuation Methods, Consistency

The valuation techniques used in the accompanying financial statements have been consistently applied.

Contributions from the Corporation

The Plans record employer's contributions when the amounts are approved by the employer.

Transaction and Investment Recognition

Purchases and sales of securities are reflected on a trade date basis. Interest and other income are recorded as earned on an accrual basis. Dividend income is recorded on the ex-dividend date.

In accordance with the policy of stating investments at fair value, the change in net realized and unrealized appreciation or depreciation is included in the statement of changes in net assets available for benefits.

Administrative Expenses

The administrative expenses include trustee, consultant, actuarial, accountant, and external administrators, which are applicable to the Master Trust as a whole. In addition, the Plan

**CHEVRON MASTER PENSION TRUST
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Administrator provides certain other administrative services for which no charges are made.

Note 3 - Funding Policy:

The Plan Administrator annually determines the normal cost of the Plans and the amount of unfunded past service cost. This determination is based on an actuarial estimate of the amount required to provide benefits ultimately due each Plan's participants. The Plans are subject to the funding provisions of ERISA. In accordance with these ERISA provisions, employer contributions must be equal to at least the normal cost plus an annual payment sufficient to amortize the "past service cost" over a period of forty years for pre-ERISA liabilities and thirty years for post-ERISA liabilities, less any balance in the Funding Standard Account. The term "past service cost" refers to amounts that have been contributed in the past if a Plan had been in effect and the current actuarial procedures had been used to determine annual pension cost from the earliest date from which service was credited. All Plans in the Master Trust meet the minimum funding requirements of ERISA.

Note 4 - Actuarial Present Value of Accumulated Plan Benefits:

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plans' provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of deceased employees, and (c) present employees or their beneficiaries. Benefits payable under all circumstances: retirement, death, disability, and termination of employment are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial assumptions are based on the presumption that the Plans will continue. Were the Plans to terminate, different actuarial assumptions and other factors might be applicable in determining actuarial results. Pension benefits in excess of the present assets of the Plans are dependent upon contributions received from the employer and income from investments.

Since information on the accumulated Plan benefits at December 31, 2011 and the changes therein for the year then ended are not included in the financial statements or the notes thereto, these financial statements do not purport to present a complete presentation of the financial status of the Plans as of December 31, 2011 and the changes in its financial status for the year then ended, but only a presentation of the net assets available for benefits and the changes therein as of and for the year ended December 31, 2011.

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Note 5 - Securities Lending Program:

In January 2004, the Corporation entered into an agreement with State Street Bank and Trust Company (the Bank), the custodian for the Master Trust's investments. This agreement authorizes the Bank to lend securities held in the Master Trust's accounts to third parties. The Bank must obtain collateral from the borrower in the form of cash, letters of credit issued by an entity other than the borrower, or acceptable securities. Both the collateral and the securities loaned are marked to market on a daily basis so that all loaned securities are fully collateralized at all times. In the event that the loaned securities are not returned by the borrower, the Bank will, at its own expense, either replace the loaned securities or, if unable to purchase those securities on the open market, credit the Plan's accounts with cash equal to the fair value of the loaned securities.

Investment income includes \$1,760,796 and \$1,520,072 earned by the Master Trust during 2011 and 2010, respectively, in connection with securities lending activities.

Although the securities lending activities are collateralized as described above, and although the terms of the securities lending agreement with the custodial bank require the Bank to comply with government rules and regulations related to the lending of securities held by ERISA plans, the securities lending program involves both market and credit risk. In this context, market risk refers to the possibility that the borrower of securities will be unable to collateralize their loan upon a sudden material change in the fair value of the loaned securities or the collateral, or that the Bank's investment of the cash collateral received from the borrowers of the Plan's securities may be subject to unfavorable market fluctuations. Credit risk refers to the possibility that counterparties involved in the securities lending program may fail to perform in accordance with the terms of their contracts.

The market value of loaned securities was \$469,216,886 and \$389,198,004 as of December 31, 2011 and 2010, respectively, while the collateral held was \$483,526,010 and \$399,875,891, respectively. In accordance with FASB ASC 860, the Plan has segregated securities on loan to third parties from other investments and the value of the collateral held and a corresponding liability to return the collateral are reported on the accompanying statements of net assets available for benefits.

Note 6 - Investments:

The investments are held by State Street Bank and Trust Company. The table on the following pages 17 and 18 presents the fair value of those investments as of December 31, 2011 and 2010. Assets that represent 5% or more of the Trust's net assets available for benefits are separately identified. The table on pages 19 and 20 presents the net appreciation/depreciation in the Master Trust's held assets for the years ended December 31, 2011 and 2010, by major category.

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Note 6 - Investments (Continued):	December 31, 2011
	<u>Fair Value</u>
Master Trust:	
Investments at fair value as determined by quoted market price:	
Cash Equivalent	\$ 9,531,832
U.S. Government and Government	
Agency Obligations	145,706,172
Equities:	
Preferred	18,811,274
Common	2,654,837,065
Exchanged Traded Funds	13,700,051
Total investments at quoted market price	<u>2,842,586,394</u>
Investments as determined by models or other observable inputs:	
Cash Equivalent	394,194,904
U.S. Government and Government	
Agency Obligations	480,414,759
International Government Securities	8,817,145
Corporate Bonds:	
Preferred	194,008,653
Other	195,329,102
Real Estate Loans	54,669,754
Common/Collective Trusts:	
SSgA	3,664,738,507
Other	48,883,162
Collateral (1)	483,526,010
Total investments as determined by models or other observable inputs	<u>5,524,581,996</u>
Investments at fair value as determined by the investment manager:	
Equities:	
Common	9,815
Partnerships/Joint Ventures	17,029,527
Real Estate Funds	609,653,377
Insurance Co. General Account	37,811,818
Insurance Co. Account (PRISA II)	257,386,296
Total investments as determined by the investment manager	<u>921,890,833</u>
Total Master Trust Investments	<u><u>\$ 9,289,059,223</u></u>
The following is a reconciliation of investments per the financial statements to the note above.	
Investments per the financial statements	\$ 8,336,316,327
Add: Securities on loan at year end	469,216,886
Collateral held for securities on loan at year end	483,526,010
Total investment per Note 6	<u><u>\$ 9,289,059,223</u></u>

(1) State Street Bank Navigator Securities Lending Prime Portfolio.

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Note 6 - Investments (Continued):	December 31, 2010
	<u>Fair Value</u>
Master Trust:	
Investments at fair value as determined by quoted market price:	
Cash Equivalent	\$ 5,643,026
U.S. Government and Government	
Agency Obligations	124,224,560
Equities:	
Preferred	11,994,407
Common	3,513,491,745
Common/Collective Trusts	5,129,576
Total investments at quoted market price	<u>3,660,483,314</u>
Investments as determined by models or other observable inputs:	
Cash Equivalent	207,467,870
U.S. Government and Government	
Agency Obligations	501,890,143
International Government Securities	7,511,577
Corporate Bonds:	
Preferred	199,356,641
Other	188,719,264
Real Estate Loans	82,282,824
Common/Collective Trusts:	
SSgA	3,127,378,338
Other	25,348,096
Collateral (1)	399,875,891
Total investments as determined by models or other observable inputs	<u>4,739,830,644</u>
Investments at fair value as determined by the investment manager:	
Equities:	
Common	10,601
Partnerships/Joint Ventures	17,643,194
Real Estate Funds	422,184,412
Insurance Co. General Account	36,913,842
Insurance Co. Account (PRISA II)	203,408,715
Total investments as determined by the investment manager	<u>680,160,764</u>
Total Master Trust Investments	<u>\$ 9,080,474,722</u>
The following is a reconciliation of investments per the financial statements to the note above.	
Investments per the financial statements	\$ 8,291,400,827
Add: Securities on loan at year end	389,198,004
Collateral held for securities on loan at year end	399,875,891
Total investment per Note 6	<u>\$ 9,080,474,722</u>

(1) State Street Bank and Trust Co. Quality D Short-Term Investment Fund.

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NOTES TO FINANCIAL STATEMENTS (Continued)**

During 2011, the Plans' investments including gains and losses on investments bought and sold, as well as held during the year depreciated in value by \$254,293,487.

	Year Ended December 31, 2011
Master Trust:	
Investments at fair value as determined by quoted market price:	
Cash Equivalent	\$ (144,993)
U.S. Government and Government Agency Obligations	7,506,124
Equities:	
Preferred	(1,775,724)
Common	(281,283,868)
Exchange Traded Funds	(1,950,131)
Total investments at quoted market price	<u>(277,648,592)</u>
Investments as determined by models or other observable inputs:	
U.S. Government and Government Agency Obligations	10,214,389
Corporate Bonds:	
Preferred	1,862,758
Other	4,293,171
Real Estate Loans	926,673
Common/Collective Trusts:	
SSgA	(107,640,253)
Other	7,223,565
Total investments as determined by models or other observable inputs	<u>(83,119,697)</u>
Investments at fair value as determined by the investment manager:	
Partnerships/Joint Ventures	875,648
Real Estate Funds	63,480,783
Insurance Co. Account	42,118,371
Total investments as determined by the investment manager	<u>106,474,802</u>
Net depreciation in fair value of investments	<u><u>\$ (254,293,487)</u></u>

**CHEVRON MASTER PENSION TRUST
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NOTES TO FINANCIAL STATEMENTS (Continued)**

During 2010, the Plans' investments including gains and losses on investments bought and sold, as well as held during the year appreciated in value by \$815,969,754.

	Year Ended December 31, 2010
Master Trust:	
Investments at fair value as determined by quoted market price:	
Cash Equivalent	\$ 96,033
U.S. Government and Government Agency Obligations	2,406,035
Equities:	
Preferred	3,055,713
Common	390,021,424
Total investments at quoted market price	<u>395,579,205</u>
Investments as determined by models or other observable inputs:	
U.S. Government and Government Agency Obligations	9,890,176
Corporate Bonds:	
Preferred	8,702,733
Other	10,063,130
Real Estate Loans	4,539,496
Common/Collective Trusts:	
SSgA	299,497,843
Other	1,935,447
Total investments as determined by models or other observable inputs	<u>334,628,825</u>
Investments at fair value as determined by the investment manager:	
Partnerships/Joint Ventures	1,590,503
Real Estate Funds	43,279,175
Insurance Co. Account	40,892,046
Total investments as determined by the investment manager	<u>85,761,724</u>
Net appreciation in fair value of investments	<u><u>\$ 815,969,754</u></u>

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Note 7 - Investments at Fair Value Hierarchy:

Assets measured at fair value on a recurring basis based on their fair value hierarchy at December 31, 2011 are as follows:

Description	Total	Fair Value Measurements at Reporting Date Using:		
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
		Level 1	Level 2	Level 3
Cash Equivalents	\$ 9,531,832	\$ 9,531,832	\$ -	\$ -
Equities:				
U.S. Small Cap	211,957,963	211,948,148	-	9,815
U.S. Mid Cap	344,165,642	344,165,642	-	-
U.S. Large Cap	914,235,101	914,235,101	-	-
International	1,203,299,448	1,203,299,448	-	-
Exchange Traded Funds:	13,700,051	13,700,051	-	-
U.S. Government and Government Agency Obligations:				
Treasury Bill	145,706,172	145,706,172	-	-
U.S. Government Agency Obligations	480,414,759	-	480,414,759	-
International Government Securities	8,817,145	-	8,817,145	-
Common/Collective Trust Funds				
Domestic Equities	440,435,665	-	440,435,665	-
International Equities	2,178,056,775	-	2,178,056,775	-
Fixed Income	1,046,246,067	-	1,046,246,067	-
Short Term Investments	394,194,904	-	394,194,904	-
Corporate Obligations				
Asset backed	61,437,201	-	61,437,201	-
Corporate bonds	327,900,554	-	327,900,554	-
Real Estate Loans				
Residential	14,969,483	-	14,969,483	-
Commercial	39,700,271	-	39,700,271	-
Limited Partnerships *	17,029,527	-	-	17,029,527
Real Estate Funds				
Limited Partnerships	296,075,310	-	-	296,075,310
Commingled Fund	313,578,067	-	-	313,578,067
Insurance Co. Account	257,386,296	-	-	257,386,296
Insurance Co. General Account	37,811,818	-	-	37,811,818
Collateral	483,526,010	-	483,526,010	-
Other *	48,883,162	-	48,883,162	-
Total	\$ 9,289,059,223	\$ 2,842,586,394	\$ 5,524,581,996	\$ 921,890,833

* Based on its analysis of the nature and risk of these investments, the Plan has determined that presenting them as a single line item is appropriate.

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Note 7 - Investments at Fair Value Hierarchy:

Assets measured at fair value on a recurring basis based on their fair value hierarchy at December 31, 2010 are as follows:

<u>Description</u>	<u>Fair Value Measurements at Reporting Date Using:</u>			
	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Cash Equivalents	\$ 5,652,258	\$ 5,643,026	\$ -	\$ 9,232
Equities:				
U.S. Small Cap	240,010,162	240,000,347	-	9,815
U.S. Mid Cap	458,836,377	458,836,377	-	-
U.S. Large Cap	1,421,527,992	1,421,527,992	-	-
International	1,405,122,222	1,405,121,436	-	786
U.S. Government and Government Agency Obligations:				
Treasury Bill	124,224,560	124,224,560	-	-
U.S. Government Agency Obligations	501,890,143	-	501,890,143	-
International Government Securities	7,511,577	-	7,511,577	-
Common/Collective Trust Funds				
Domestic Equities	1,163,856,861	5,129,576	1,158,727,285	-
International Equities	904,737,069	-	904,737,069	-
Fixed Income	1,063,913,984	-	1,063,913,984	-
Short Term Investments	207,458,638	-	207,458,638	-
Corporate Obligations				
Asset backed	74,098,435	-	74,098,435	-
Corporate bonds	313,977,470	-	313,977,470	-
Real Estate Loans				
Residential	16,707,512	-	16,707,512	-
Commercial	65,575,312	-	65,575,312	-
Limited Partnerships *	17,643,193	-	50,516	17,592,677
Real Estate Funds				
Limited Partnerships	149,712,062	-	-	149,712,062
Commingled Fund	272,472,349	-	-	272,472,349
Insurance Co. Account	203,408,715	-	-	203,408,715
Insurance Co. General Account	36,913,842	-	-	36,913,842
Collateral	399,875,891	-	399,875,891	-
Other *	25,348,098	-	25,348,098	-
Total	\$ 9,080,474,722	\$ 3,660,483,314	\$ 4,739,871,930	\$ 680,119,478

* Based on its analysis of the nature and risk of these investments, the Plan has determined that presenting them as a single line item is appropriate.

**CHEVRON MASTER PENSION TRUST
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Note 7 - Investments at Fair Value Hierarchy (Continued):

The following table sets forth a summary of changes in the fair value of the trust's level 3 assets for year ended December 31, 2011.

	Cash Equivalents	Equities	Real Estate	Insurance Co. Account	Insurance Co. General Account	Limited Partnerships	Total
Balance, beginning of year	\$ 9,232	\$ 10,601	\$ 422,184,411	\$ 203,408,715	\$ 36,913,842	\$ 17,592,677	\$ 680,119,478
Realized gains/(losses)	-	3,391,475	511,796	757,899	-	(2,138,209)	2,522,961
Unrealized gains/(losses)	(9,232)	(3,391,574)	62,968,989	41,360,472	-	2,927,870	103,856,525
Purchases, at cost	-	-	126,306,578	14,114,000	2,055,184	1,010,000	143,485,762
Sales, at proceeds	-	(687)	(2,318,397)	(2,254,790)	(1,157,208)	(2,362,811)	(8,093,893)
Balance, end of year	\$ -	\$ 9,815	\$ 609,653,377	\$ 257,386,296	\$ 37,811,818	\$ 17,029,527	\$ 921,890,833

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instrument form one fair value level to another. In such instances, the transfer is reported at the end of the reporting period. We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of transfer relative to total net assets available for benefits. For the years ended December 31, 2011 and 2010, there were no significant transfers in or out of level 1, 2 or 3.

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Note 7 - Investments at Fair Value Hierarchy (Continued):

The following table sets forth a summary of changes in the fair value of the trust's level 3 assets for year ended December 31, 2010.

	Cash Equivalents	Fixed Income	Equities	Real Estate	Insurance Co. Account	Insurance Co. General Account	Limited Partnerships	Total
Balance, beginning of year	\$ 9,179	\$ 449,799	\$ 140,699	\$ 294,527,362	\$ 163,457,283	\$ 36,010,569	\$ 14,905,240	\$ 509,500,131
Realized gains/(losses)	-	-	(92,175)	207,575	1,091,254	-	-	1,206,654
Unrealized gains/(losses)	-	(449,799)	434,782	43,071,599	39,800,794	-	1,591,526	84,448,902
Purchases, at cost	53	-	-	85,842,225	4,590,000	2,362,327	1,808,203	94,602,808
Sales, at proceeds	-	-	(472,705)	(1,464,350)	(5,530,616)	(1,459,054)	(712,292)	(9,639,017)
Balance, end of year	\$ 9,232	\$ -	\$ 10,601	\$ 422,184,411	\$ 203,408,715	\$ 36,913,842	\$ 17,592,677	\$ 680,119,478

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Note 8 – Investments in Certain Entities That Calculate Net Asset Value

FASB ASC 820 allows entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance.

Year Ended December 31, 2011

<u>Investment Type</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Common/collective trusts:				
Domestic equities	\$440,435,665 {a}	\$ -	daily	2 days
International equities	2,178,056,775 {b}	-	daily	2 days
Fixed income	1,046,246,067 {c}	-	daily	2 days
Short term investments	394,194,904 {d}	-	daily	0 days
Real Estate Funds	609,653,377 {e}	-	quarterly	45- 60 days
Insurance Co. Account	257,386,296 {f}	-	quarterly	90 days
Limited Partnerships	17,029,527 {g}	3,839,847	-	-

Year Ended December 31, 2010

<u>Investment Type</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Common/collective trusts:				
Domestic equities	\$1,158,727,285 {a}	\$ -	daily	2 days
International equities	904,737,069 {b}	-	daily	2 days
Fixed income	1,063,913,984 {c}	-	daily	2 days
Short term investments	207,458,638 {d}	-	daily	0 days
Real Estate Funds	422,184,411 {e}	-	quarterly	45- 60 days
Insurance Co. Account	203,408,715 {f}	-	quarterly	90 days
Limited Partnerships	17,451,798 {g}	4,849,847	-	-

{a} This category is comprised of passive investments in domestic equity common/collective trusts that match, as closely as possible, the returns of its respective indexes. The fair values of the investments in this category have been estimated using the net asset value per share/unit of the investments.

{b} This category is comprised of passive investments in international equity securities that match, as closely as possible, the return of the MSCI ACWI ex USA index. The fair values of the investments in this category have been estimated using the net asset value per share/unit of the investments.

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{c} This category is comprised of passive investments in fixed income that match, as closely as possible, the return of the Barclays Aggregate Bond Index. The fair values of the investments in this category have been estimated using the net asset value per share/unit of the investments.

{d} This category include investments that invest in U.S. Government securities which provides safety of principal, daily liquidity, and a competitive yield. The fair values of the investments in this category have been estimated using the net asset value per share/unit of the investments.

{e} This category include investments in real estate funds that invest primarily in U.S. commercial real estate. The fair values of the investments in this category have been estimated using the net asset value of the Company's ownership interest in partners' capital. The nature of the investments in this category is that distributions are received through the liquidation of the underlying assets of the fund.

{f} This category includes investment in a real estate fund that invests primarily in U.S. commercial real estate. The fair values of the investments in this category have been estimated using the net asset value of contract holders' equity. The nature of the investments in this category is that distributions are received through the liquidation of the underlying assets of the fund.

{g} This category include investments in private equity partnerships that in turn invest their assets in U.S. and non-U.S. companies. The fair values of the investments in this category have been estimated using the net asset value per share/unit of the investments. The nature of the investments in this category is that distributions are received through the liquidation of the underlying assets of the fund.

Note 9 - Financial Instruments:

The Master Trust investment policy defines its primary objectives as paying trust benefits due or expected to become due, preserving fund assets, and achieving results that allow asset levels to increase beyond the requirements of the previous objectives, but within acceptable risk parameters.

As part of their total investment strategy, and to meet the primary objectives established, several of the Master Trust's investment managers utilize derivatives for risk reduction. Risk reduction provides for achievement of desired portfolio characteristics that allow the Trust to meet its investment objectives. Risks associated with derivatives vary widely, but generally may be categorized as market risk and credit risk. Market risk is defined as that risk associated with fluctuations in market price. Credit risk is defined as that risk associated with an entity not paying.

To monitor the Trust's investment portfolio, reports are reviewed and investments monitored by the Corporation's personnel and its investment managers on a monthly basis. Specific

**CHEVRON MASTER PENSION TRUST
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NOTES TO FINANCIAL STATEMENTS (Continued)**

reports related to accounts with derivative transactions are prepared by the investment custodian in which market values, realized and unrealized gains and losses, and duration gaps are presented for Trust investment advisors' review.

Some of the Trust's investment managers enter into spot currency contracts. These contracts are standardized agreements between two parties to buy and sell domestic and foreign currency at a set price on a future date. The Trust invests in spot currency contracts in order to gain exposure to certain classes and securities at a lower cost than buying the specific assets. Should foreign currency conditions move unexpectedly, the Trust may not achieve the anticipated benefits of the forward and spot currency contracts and may realize a loss. The use of spot currency contracts involves the risk of imperfect correlation in movements in foreign currency values.

Total open contracts, unrealized gain (loss) by category and currency type at December 31, 2011 and 2010 consisted of the following:

**CHEVRON MASTER PENSION TRUST
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NOTES TO FINANCIAL STATEMENTS (Continued)**

YEAR ENDED DECEMBER 31, 2011

Expiration	Open Contracts	Position	Notional/ Contractual Amount	Unrealized Gain/(Loss)
January 2012	U.S. Dollar	Long	\$ 375,433	\$ -
January 2012	Australian Dollar	Long	62,276	964
January 2012	Canadian Dollar	Long	92,231	257
January 2012	Hong Kong Dollar	Long	96,562	46
January 2012	Malaysian Ringgit	Long	72,087	30
January 2012	Philippine Peso	Long	7,132	(4)
January 2012	Polish Zloty	Long	10,942	(49)
January 2012	Singapore Dollar	Long	11,576	26
January 2012	South African Rand	Long	43,052	351
Total long spot currency contracts			771,291	1,621
January 2012	U.S. Dollar	Short	\$ (395,858)	-
January 2012	Brazilian Real	Short	(12,046)	(34)
January 2012	Canadian Dollar	Short	(90,016)	(231)
January 2012	Hong Kong Dollar	Short	(105,856)	(74)
January 2012	Indonesian Rupiah	Short	(10,373)	(184)
January 2012	South African Rand	Short	(157,142)	(2,206)
Total short spot currency contracts			(771,291)	(2,729)
Total			\$ -	\$ (1,108)

**CHEVRON MASTER PENSION TRUST
AND EMPLOYEES' RETIREMENT PLANS
NOTES TO FINANCIAL STATEMENTS (Continued)**

YEAR ENDED DECEMBER 31, 2010

<u>Expiration</u>	<u>Open Contracts</u>	<u>Position</u>	<u>Notional/ Contractual Amount</u>	<u>Unrealized Gain/(Loss)</u>
January 2011	U.S. Dollar	Long	\$ 48,819	\$ -
January 2011	Euro Monetary Unit	Long	414,894	7,482
January 2011	Japanese Yen	Long	6,625	109
January 2011	Singapore Dollar	Long	72,974	395
Total long spot currency contracts			<u>543,312</u>	<u>7,986</u>
January 2011	U.S. Dollar	Short	(262,110)	-
January 2011	British Pound	Short	(48,819)	(427)
January 2011	Singapore Dollar	Short	(203,300)	(3,537)
January 2011	Hong Kong Dollar	Short	(29,083)	(245)
Total short spot currency contracts			<u>(543,312)</u>	<u>(4,209)</u>
Total			<u>\$ -</u>	<u>\$ 3,777</u>

**CHEVRON MASTER PENSION TRUST
AND EMPLOYEES' RETIREMENT PLANS
NOTES TO FINANCIAL STATEMENTS (Continued)**

EIN: 94-0890210
PN: 005

Note 10 - 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 of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Note 11 – Tax Status:

The Plan Administrator believes the Plans continue to fulfill the requirements for qualified plans under Section 401 (a) of the Internal Revenue Code and were, therefore, exempt from federal income taxes under the provisions of Section 501(a). The Plans have been amended since receiving its determination letters. The Plans' administrator and the Plans' tax counsel believe that the Plans are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. The Master Trust that forms a part of each Plan is not subject to income tax. Accordingly, no provision for federal or state income taxes has been made.

Accounting principles generally accepted in the United States of America require management to evaluate the tax positions taken by the Plans and recognize a tax liability if the Plans have taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan's administrator and tax counsel have analyzed the tax positions taken by the Plans, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plans are subject to routine audits by the taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan believes it is no longer subject to income tax examinations for the years prior to 2008.

Note 12 – Plan Amendments, Assumptions and, Mergers:

Effective January 1, 2011, the Chevron Mining Plan and the Elkol-Sorenson Mine Plan use the 2011 static mortality tables for annuitants and non-annuitants mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1(e).

**CHEVRON MASTER PENSION TRUST
AND EMPLOYEES' RETIREMENT PLANS
NOTES TO FINANCIAL STATEMENTS (Continued)**

**EIN: 94-0890210
PN: 005**

Effective January 1, 2011, the changes in Plan assumptions for the Chevron Retirement Plan are as follows:

- 1) A change in the assumed payment form election percentage from 90% electing a lump sum to 50% electing a lump sum for terminated vested participants. This change was made to better reflect anticipated experience.
- 2) An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.

Note 13 - Subsequent Event:

Effective March 16, 2012, the Plan sponsorship of the Kemmerer Coal Co. Elkol-Sorensen Mine Pension Plan was transferred to Westmoreland Coal Company. The Plan's net asset value at March 15, 2012 was transferred in cash to Westmoreland Coal Company's trustee on March 16, 2012.

As a result of the McKinley Mine being closed and the workers being laid off, the Chevron Mining Plan has no active participants, effective May 1, 2012

Subsequent events were evaluated through the date on which the financial statements were available to be issued. The date is approximately the same as the independent auditor's report.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, line 24 – Change in Actuarial Assumptions

The actuarial assumptions have been changed from the January 1, 2010 valuation as follows:

- Expected expenses of \$190,000 were added to the Target Normal Cost.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, line 32 - Schedule of Amortization Bases

Date Established	Initial Amount	Remaining Installments	Shortfall Amortization Installment	Present Value of Remaining Installments as of January 1, 2011
January 1, 2011	<u>\$ 8,538,756</u>	7	<u>\$ 1,379,832</u>	<u>\$ 8,538,756</u>
Total charge	\$ 8,538,756		\$ 1,379,832	\$ 8,538,756

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, line 22 - Description of Weighted Average Retirement Age

The retirement age shown is based on an employee who fulfilled the requirement for early eligibility who is assumed to have entered the Plan at the average entry age of the population and is calculated in accordance with the following formula which generally assumes employees terminate at the middle of the year.

$$\frac{\sum_{t=0}^{FRA-ERA} (i p_{ERA}) * (q^r_{ERA+t}) * (ERA + t + \frac{1}{2})}{\sum_{t=0}^{FRA-ERA} (i p_{ERA}) * (q^r_{ERA+t})}$$

note (1) the $\frac{1}{2}$ in the formula shown above is not used for $t = FRA-ERA$.

In the formula shown above $i p_{ERA}$ is calculated using all of the decrements, and the q^r_{ERA+t} represents the sum of the applicable retirement decrements.

Also, ERA represents the earliest retirement age and FRA represents the age at which everyone is assumed to retire.

Annual Rates of:

<u>Age</u>	<u>Early Retirement</u>	<u>Normal Retirement</u>
55	20.0%	
56	10.0	
57	10.0	
58	10.0	
59	10.0	
60	10.0	
61	10.0	
62		50.0%
63		10.0
64		20.0
65		40.0
66		100.0
67		100.0
68		100.0
69		100.0
70		100.0

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB – Statement by Enrolled Actuary

In preparing Schedule SB, the actuary relied on other parties for – and applied reasonability tests to – information on assets, contributions, plan provisions and data on people covered by the Plan.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, line 3d – PPA Target Liability for active participants

This entry includes 18 employees with accrued benefits under the Plan currently working for the employer in a position that does not permit benefits to accrue under this Plan.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

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

Funding interest rates

Current Year:	Segment Rates with no lookback:
	First Segment Rate 2.94%
	Second Segment Rate 5.82%
	Third Segment Rate 6.46%
	Effective Interest Rate 5.92%
Prior Year:	Segment Rates with no lookback:
	First Segment Rate 4.60%
	Second Segment Rate 6.65%
	Third Segment Rate 6.76%
	Effective Interest Rate 6.58%

PBGC variable premium

Current Year:	Same as for funding: Segment rates with no lookback
Prior Year:	Same as for funding: Segment rates with no lookback

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

Unit Credit Method. The Funding Target is the present value of accrued benefits and based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected administrative and investment expenses to be paid from plan assets during the year.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (continued)

Expenses

Expected plan expenses of \$190,000 were added to the Target Normal Cost

Frequency of optional payment forms

Actives:	100% of married active participants are assumed to take a 75% Joint & Survivor annuity upon first eligibility after termination of employment.
----------	--

Deferred Vested Members:	100% of married deferred vested participants are assumed to take either a 50% Joint & Survivor annuity or, if eligible, 75% of the participant's monthly pension upon attaining age 62.
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Marital percentage

All participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (continued)

Early Retirement rates

Age	Assumption
55	20%
56	10%
57	10%
58	10%
59	10%
60	10%
61	10%

Normal Retirement rates

Age	Assumption
62	50%
63	10%
64	20%
65	40%
66	100%
67	100%
68	100%
69	100%
70	100%

In addition, for purposes of determining at-risk Funding Target and at-risk Target Normal Cost, employees eligible to retire and receive a benefit in the next 11 years are assumed to retire when first eligible (but not before the end of the current plan year) and will elect to receive the form of benefit producing the highest present value.

Disability rates

Age	Male	Female
25	0.06%	0.06%
30	0.06%	0.06%
35	0.06%	0.06%
40	0.08%	0.08%
45	0.16%	0.16%
50	0.42%	0.42%
55	0.90%	0.90%

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (continued)

Withdrawal rates⁽¹⁾

Based on experience. Sample rates as follows:

Age	Service	
	0-4 Years	5 Years & Later
20	11.3%	0.0%
25	9.3%	0.0%
30	7.8%	3.8%
35	6.5%	2.5%
40	5.6%	3.5%
45	5.2%	5.0%
50	5.0%	4.5%
55	4.8%	0.7%
60	4.7%	0.4%
64	0.0%	0.0%

Asset valuation method

The Actuarial Value of Assets is determined using a method that spreads asset gains/(losses) over 2 years. The gain/(loss) for each period is determined as the actual return during the period less the expected return based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value. The discounted value of accrued contributions, if any, is included in the Actuarial Value of Assets.

The expected return on plan assets is 7.75% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2010 measurement periods: 6.76%
2009 measurement periods: 6.69%

⁽¹⁾ For active participants not eligible for retirement.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

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Schedule SB, Part V- Summary of Plan Provisions

There have been no changes to the Plan's provisions during 2010. However, effective August 7, 2010, the monthly multiplier for Credited Service completed after December 31, 2006 increased from \$ 57 to \$ 59.

The Plan was established pursuant to The Kemmerer Coal Company - UMWA Western Coal Wage Agreements of 1977 between The Kemmerer Coal Company (the Employer) and the International Union, United Mine Workers of America (the Union). The Plan covers employees represented by the Union and working for the Employer on or after December 6, 1977 and certain specified former employees. The Kemmerer Coal Company, as Employer, has been succeeded by The Chevron Mining, Inc. Company. The Plan was last amended to reflect the provisions of the August, 2006 union agreement.

1.- DEFINITIONS

"Employer" means Chevron Mining, Inc., hereinafter referred to as Chevron Mining.

"Classified job" means a job classified in a then existing Wage Agreement, with the Union, without regard to whether or not such job is with an employer signatory to any Wage Agreement.

"Western Coal Wage Agreement" means any collective bargaining agreement dated on or after December 6, 1977 between the Employer and the Union or between a Signatory Employer and the Union if such agreement provides for establishment or continuation of a retirement plan which provides for reciprocal service credits with this Plan.

"1974 Pension Plan" means the United Mine Workers of America 1974 Pension Plan as in effect on December 5, 1977.

"1950 Pension Plan" means the United Mine Workers of America 1950 Pension Plan as in effect on December 5, 1977.

"Signatory Employer" means any business organization other than the Employer which has entered into a Western Coal Wage Agreement with the Union so long as such Signatory Employer maintains a retirement plan providing reciprocal service credits for Employer Future Service under this Plan.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, Part V- Summary of Plan Provisions (continued)

"Signatory Past Service" means service prior to January 1, 1978 in a classified job for an employer while it is signatory to a Wage Agreement (as defined in the Plan) determined, (a) for the period prior to January 1, 1975, on the basis of 3 months of Signatory Past Service for each 1-1/2 months worked and (b) for the period after January 1, 1975 but prior to January 1, 1978, on the basis of 3 months of Signatory Past Service for each 250 hours worked (in both instances, a maximum of 12 months for any calendar year).

"Nonsignatory Past Service" means service prior to March 31, 1971 in a classified job for an employer in the coal industry while it was not signatory to a Wage Agreement (determined in the same manner as Signatory Past Service for the period prior to January 1, 1975).

"Employer Future Service" means service on or after January 1, 1978 performed for the Employer as an employee in a classified job, determined on the basis of one year for each calendar year in which the participant performs at least 1,400 hours of service, with fractional recognition as follows:

Under 350 hours	No credit
350 hours to 699	3 months of service
700 hours to 1,049	6 months of service
1,050 hours to 1,399	9 months of service

"Credited Service" means the sum of Signatory Past Service and Employer Future Service.

"Reciprocal Service" (as used for determining Vesting Service, eligibility for benefits and for determining the rate of accrual of benefits based on Credited Service, but not for calculating Credited Service and Nonsignatory Past Service) means credited service of a participant in the Union retirement plan of a signatory employer, excluding Nonsignatory Past Service as defined under such plan, if such plan is maintained pursuant to a Western Coal Wage Agreement and provides for Reciprocal Service for Credited Service under this Plan.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, Part V- Summary of Plan Provisions (continued)

"Vesting Service", in general, means (a) for service after May 18, 1946 and before January 1, 1978, one year of Vesting Service for each year of Signatory Past Service; (b) for service after December 31, 1977, one-quarter year of Vesting service for each 250 hours of service; and (c) Vesting Service for all Reciprocal Service earned with another Signatory Employer; provided, in no event will more than one year of Vesting Service be credited for any calendar year.

2 – PARTICIPATION

Any person who was an Employee of the Employer on the effective date and was eligible to participate in the 1974 Pension Plan became a participant as of the effective date.

Any person who is not eligible to participate on the effective date becomes a participant after the completion of (a) one year of Vesting Service or (b) a 12 month period in which he completes 1,000 hours of service.

3 - BENEFITS

Normal Retirement Pension

Eligibility

A participant who attains Normal Retirement Age prior to termination of employment with the Employer or a Signatory Employer is, upon Retirement, eligible for a pension.

Normal Retirement Age means the earlier of

- (a) attaining age 62 and completing either 10 years of Vesting Service or 20 total years of Credited Service, Reciprocal Service and Nonsignatory Past Service; or
- (b) the later of attaining age 65 or the 5th anniversary of the date the participant commenced participation in the Plan or the 1974 Pension Plan.

Retirement means termination of employment with the Employer and all Signatory Employers after fulfilling the requirements for Age 62, Age 55, Disability or Minimum Disability Retirement.

Benefits

For retirements on and after August 7, 2006, the monthly pension payable to a participant for his lifetime is equal to

- (1) \$7.50 multiplied by Nonsignatory Past Service

plus

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, Part V- Summary of Plan Provisions (continued)

- (2) \$38.50 multiplied by Credited Service earned prior to January 1, 1994

plus

- (3) \$49.50 multiplied by Credited Service completed from January 1, 1994 through December 31, 2006

plus

- (4) \$55.00 multiplied by Credited Service completed after December 31, 2006

For a working miner who retires on or after the second anniversary of the union agreement and who is eligible for a pension under the terms of this agreement, the dollar amount in (4) is increased by \$2.00.

For a working miner who retires on or after the fourth anniversary of the union agreement and who is eligible for a pension under the terms of this agreement, the dollar amount in (4) is increased by an additional \$2.00.

The monthly accrued benefit as of August 7, 2006 is no less than that equal to

- (1) \$7.50 multiplied by Nonsignatory Past Service

plus

- (2) \$34.50 multiplied by Credited Service included within his first 10 total years of Credited Service and Reciprocal Service completed before January 1, 1989

plus

- (3) \$35.00 multiplied by Credited Service included within his first 10 total years of Credited Service and Reciprocal Service completed before January 1, 1989

plus

- (4) \$35.50 multiplied by Credited Service included within his first 10 total years of Credited Service and Reciprocal Service completed before January 1, 1989

plus

- (5) \$36.00 multiplied by Credited Service after his first 30 total years of Credited Service and Reciprocal Service completed before January 1, 1989

plus

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, Part V- Summary of Plan Provisions (continued)

(6) \$42.00 multiplied by Credited Service completed from January 1, 1989 through December 31, 1989

plus

(7) \$46.50 multiplied by Credited Service completed from January 1, 1990 through December 31, 1993

plus

(8) \$49.50 multiplied by Credited Service completed from January 1, 1994 through August 7, 2006

Age 55 Retirement Pension

Eligibility

Age 55 and (a) 10 years of Vesting Service or (b) 20 total years of Credited Service, Reciprocal Service and Nonsignatory Past Service.

Benefits

Accrued pension deferred to age 62 or reduced pension payable on or after the date of Age 55 Retirement; the reduced pension is equal to the amount payable at age 62 reduced by 1/4% for each full month by which the date payments commence precedes the participant's 62nd birthday.

Disability Pension

Eligibility

10 years of Vesting Service and totally disabled on or after December 6, 1977 as a result of a mine accident while working for the Employer or a Signatory Employer.

Benefits

Accrued monthly pension or, if greater, \$200 per month.

Minimum Disability Retirement

Eligibility

Less than 10 years of Vesting Service and totally disabled as a result of a mine accident while working for the Employer.

Benefits

Monthly pension - \$200.

Deferred Vested Retirement Pension

Eligibility

Termination of employment with the Employer and all Signatory Employers (a) with 5 years of Vesting Service or 20 total years of Credited Service, Reciprocal Service and Nonsignatory Service or (b) effective May 1, 1981, due to involuntary layoff or permanent and total disability, provided that upon attaining age 55, participant is not being credited with Credited or Reciprocal Service and has met the Age 55 service eligibility requirements.

Benefits

For (a), accrued pension deferred to age 62 or actuarially reduced pension payable on or after attainment of age 55, provided that if Credited Service plus Reciprocal Service is at least 20 years, such monthly pension is not to be reduced to less than \$150 multiplied by

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

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Schedule SB, Part V- Summary of Plan Provisions (continued)

a fraction, the numerator of which is the participant's number of years of Credited Service and the denominator of which is the participant's total number of years of Credited Service and Reciprocal Service.

For (b), an Age 55 Retirement Pension, determined on the basis of the benefit levels in effect at termination.

Survivor Benefit for Death in Service After Retirement

Eligibility

The eligible spouse of a participant is entitled to a surviving spouse benefit if, at the date of death, the participant:

- (a) had retired and was receiving a pension under the Plan (except a participant receiving a Deferred Vested Retirement Pension whose Nonsignatory Past Service, Credited Service and Reciprocal Service did not total at least 20 years), or
- (b) was employed by the Employer or a Signatory Employer or had become totally disabled, and met the eligibility requirements for an immediate pension, or
- (c) was not employed by the Employer or a Signatory Employer but was entitled to elect an immediate pension, and was over age 55 with at least 20 total years of Nonsignatory Past Service, Credited Service and Reciprocal Service.

Benefits

75% of the participant's monthly pension payable at the time of the participant's death or, in the event the participant dies after age 55 at a time when eligible to elect a pension but prior to receipt of such pension, 75% of the amount of the pension the participant would have received if the participant had elected an immediate pension or retired and became entitled to a pension as of the date immediately preceding his date of death.

Preretirement Survivor Annuity

Eligibility

On and after August 23, 1984, provided the participant did not waive the coverage, the eligible spouse of a participant is entitled to a preretirement survivor annuity if the participant (a) dies while employed by the Employer after having at least 5 years of Vesting Service or (b) dies after termination of employment with the Employer and all Signatory Employers while eligible for a Deferred Vested Retirement pension and prior to being eligible for an immediate pension.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, Part V- Summary of Plan Provisions (continued)

Benefits

The preretirement survivor annuity for the surviving spouse is 50% of the joint and survivor annuity that would have been payable if the participant had elected to have his Deferred Vested Retirement Pension commence upon his attainment of age 55 or his date of death, if later.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, Part V- Summary of Plan Provisions (continued)

Joint and Survivor Annuity

- (a) If a participant is
 - (i) eligible for a pension, but
 - (ii) the spouse is not eligible for a surviving spouse benefit, and
 - (iii) if the participant is married on the first day of the month in which the pension first becomes payable,the pension payable is a reduced 50% joint and survivorship pension.
- (b) The participant and spouse can elect not to receive the pension in the joint and survivor annuity form, but instead to receive a single life annuity.
- (c) If a participant who is eligible to receive an immediate pension dies prior to requesting such pension or prior to receipt of the first pension payment, the joint and survivor annuity otherwise payable, based upon the pension which would have been payable to the participant had an election been made to have it commence on the date immediately prior to the participant's death, shall be paid to the surviving spouse.

Eligible Spouse

An eligible spouse is one to whom the participant was married throughout the 9 month period ending on the participant's death.

Skull Point Pension Plan Benefits

Skull Point Mine employees who were formerly covered under the Skull Point Pension Plan will be entitled to a benefit based upon total service at the Skull Point Mine and total service at the Kemmerer Mine, in accordance with the provisions of the Plan. The total benefit will be offset by the benefit payable from the Skull Point Pension Plan based on the provisions of that plan in effect at the time of Chevron Mining's acquisition of the Skull Point Mine.

Supplemental Payments to Certain Pensioners

Eligibility

Participants and surviving spouses who receive a pension during the first month following the effective date of the agreement and on the contract anniversary date for the length of the contract.

Benefits

Single payment equal to

- (1) \$550 for participants receiving a Disability Retirement Pension or Minimum Disability Retirement Pension, or
- (2) \$650 for surviving spouses, or
- (3) \$800 for other participants

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, Part V- Summary of Plan Provisions (continued)

Widow's Pension

Eligible widows of those Participants who were former employees of the Employer, who were retired under the 1950 Pension Plan and who died on or after January 1, 1978 shall receive:

\$125.00 from and after June 1, 1987

\$155.00 from and after June 1, 1990

\$175.00 from and after June 1, 1992

\$185.00 from and after June 1, 1994

**Continuation of Prior
Plan's Benefits**

Benefits payable to or on account of specified former employees of the Employer under the 1950 or the 1974 UMWA Plan will be paid under this Plan.

4 – CONTRIBUTIONS

All contributions to support the Plan are made by the Employer.

THE KEMMERER COAL COMPANY ELKOL-SORENSEN MINE PENSION PLAN

EIN: 94-0890210 PN: 005

Schedule SB, line 26 – Schedule of Active Participant Data

Attained Age	Years of Credited Service									Total
	0 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	
Under 25	7	0	0	0	0	0	0	0	0	7
25 to 29	15	5	0	0	0	0	0	0	0	20
30 to 34	20	13	2	0	0	0	0	0	0	35
35 to 39	12	7	2	0	0	0	0	0	0	21
40 to 44	10	6	0	0	0	0	0	0	0	16
45 to 49	7	3	5	2	4	2	0	0	0	23
50 to 54	3	1	7	4	8	7	16	3	0	49
55 to 59	1	2	3	0	3	3	18	24	3	57
60 to 64	2	0	0	1	2	2	5	8	3	23
65 to 69	0	0	0	0	0	0	0	0	0	0
70 & up	0	0	0	0	0	0	0	0	0	0
Total	77	37	19	7	17	14	39	35	6	251

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	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>The Kemmerer Coal Company Elkol-Sorensen Mine Pension Plan</u>	B Three-digit plan number (PN) <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Chevron Corporation</u>	D Employer Identification Number (EIN) <u>94-0890210</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
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		38,990,526
b Actuarial value	2b		36,503,077
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	229	21,778,506
b For terminated vested participants	3b	55	1,704,649
c For active participants:			
(1) Non-vested benefits.....	3c(1)		2,000,456
(2) Vested benefits	3c(2)		17,210,171
(3) Total active.....	3c(3)	251	19,210,627
d Total.....	3d	535	42,693,782
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		5.92 %
6 Target normal cost	6		1,130,683

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>Edward A. Quinn</u> Signature of actuary	<u>8/04/2012</u> Date
	<u>Edward A. Quinn</u> Type or print name of actuary	<u>11-05121</u> Most recent enrollment number
	<u>Buck Consultants, LLC</u> Firm name	<u>(201) 902-2300</u> Telephone number (including area code)
	<u>500 Plaza Drive</u> Address of the firm	
	<u>Secaucus NJ 07096-1533</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).....	6,561,522	2,034,089
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1,148,138	0
9	Amount remaining (line 7 minus line 8).....	5,413,384	2,034,089
10	Interest on line 9 using prior year's actual return of <u>12.97</u> %.....	702,116	263,821
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.58</u> % except as otherwise provided (see instructions).....		0
c	Total available at beginning of current plan year to add to prefunding balance.....		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Other reductions in balances due to elections or deemed elections.....	6,065,359	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	50,141	2,297,910

Part III		Funding percentages	
14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	97.10 %
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
12/15/2011	4,000,000				
Totals •			18(b)	4,000,000	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
b Contributions made to avoid restrictions adjusted to valuation date.....	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 3,786,565
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 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
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	1,130,683	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	8,538,756	1,379,832	
	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	2,510,515	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	50,141	784,922	835,063
36 Additional cash requirement (line 34 minus line 35)	36	1,675,452	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	3,786,565	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2,111,113	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	835,063	
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		