Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SAN JOAQUIN REFINING COMPANY 401(K) PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1971

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

SAN JOAQUIN REFINING COMPANY, INC.

3129 STANDARD STREET
BAKERSFIELD, CA 93388

2b Employer Identification Number (EIN) 95-3341023

2c Sponsor's telephone number 661-852-2216

2d Business code (see instructions) 324110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/26/2013	JAY PHELPS
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	128
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**	138
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	8
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	146
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	148
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	131
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE 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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
SAN JOAQUIN REFINING COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
SAN JOAQUIN REFINING COMPANY, INC.

D Employer Identification Number (EIN)
95-3341023

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN FUNDS

95-1411037

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

BARON CAPITAL GROUP

13-3122938

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

BLACKROCK

04-6171663

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

COLUMBIA

93-0577450

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

DAVIS FUNDS

52-1346931

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

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

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

JPMORGAN

13-2624428

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

OPPENHEIMER FUNDS

13-2527171

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

VIRTUS

95-4191764

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

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 49 50 52 60 62 63 64	SERVICE PROVIDER	4253	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
SAN JOAQUIN REFINING COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SAN JOAQUIN REFINING COMPANY, INC.

D Employer Identification Number (EIN)
95-3341023

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N60

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2251407-001	C	2074484

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
SAN JOAQUIN REFINING COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
SAN JOAQUIN REFINING COMPANY, INC.

D Employer Identification Number (EIN)
95-3341023

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	911290	945176
(9) Value of interest in common/collective trusts	1c(9)	2238215	2074484
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9386777	11076951
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	12536282	14096611
	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 through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	12536282	14096611

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)	373761	
	(B) Participants	2a(1)(B)	433905	
	(C) Others (including rollovers)	2a(1)(C)	17729	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		825395
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)	43183	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		43183
	(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)	373719	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		373719
	(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
	(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		28422
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1017905
c Other income	2c		-38
d Total income. Add all **income** amounts in column (b) and enter total	2d		2288586

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	662353	
(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)		662353
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		21873
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	44031	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		44031
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		728257

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		1560329
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: BROWN ARMSTRONG **(2)** EIN: 95-3109182

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		750000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
SAN JOAQUIN REFINING COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
SAN JOAQUIN REFINING COMPANY, INC.

D Employer Identification Number (EIN)
95-3341023

Part I Distributions

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

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

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

EIN(s): 41-6257133

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

BROWN ARMSTRONG
CERTIFIED PUBLIC ACCOUNTANTS

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FRESNO, CALIFORNIA 93711
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STOCKTON, CA 95207
TEL: 209.451.4833

PKF
North America
REGISTERED with the Public Company Accounting Oversight Board and MEMBER of the American Institute of Certified Public Accountants

BROWN ARMSTRONG
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator
of the San Joaquin Refining Company 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the San Joaquin Refining Company 401(k) Plan (the Plan), which comprise the statements of net position available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net position available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis of Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of the Schedule of Assets Held for Investment, which are the responsibility of the Plan's management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplementary schedules referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

BROWN ARMSTRONG
ACCOUNTANCY CORPORATION

Brown Armstrong
Accountancy Corporation

Bakersfield, California
July 19, 2013

SAN JOAQUIN REFINING 401(k) PLAN
EIN: 95-3341023
THREE DIGIT PLAN NUMBER: 003
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2012

(A)	(B) Identity of Issuer, Borrower, Lessor, or Similar Party	(C) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(E) Current Value
*	Wells Fargo Stable Return (S)	Common/Collective Fund	$ 2,074,484
*	Wells Fargo Advantage Government Securities (Admin)	Registered Investment Company	534,987
	Columbia Intermediate Bond (Z)	Registered Investment Company	651,311
	Oppenheimer International Bond (A)	Registered Investment Company	434,126
*	Wells Fargo Advantage Index (Admin)	Registered Investment Company	151,976
	Davis NY Venture (A)	Registered Investment Company	59,893
*	Wells Fargo Advantage Capital Growth (Admin)	Registered Investment Company	2,186,238
*	Wells Fargo Advantage Mid Cap Discipline (Admin)	Registered Investment Company	35,238
	JP Morgan Capital Growth (A)	Registered Investment Company	245,092
*	Wells Fargo Advantage Small Cap Value - Inv	Registered Investment Company	654,012
	Oppenheimer Main Street Small Cap (A)	Registered Investment Company	576,682
	Baron Growth	Registered Investment Company	1,123,229
	John Hancock III- Discipline-A	Registered Investment Company	1,666,974
	American Funds Europacific Growth (R4)	Registered Investment Company	887,821
	Oppenheimer Developing Markets (A)	Registered Investment Company	1,041,405
	Virtus Real Estate Sec (A)	Registered Investment Company	135,557
*	Wells Fargo Advantage Dow Jones Target Today (Admin)	Registered Investment Company	80,903
*	Wells Fargo Advantage Dow Jones Target 2015 (Admin)	Registered Investment Company	18,872
*	Wells Fargo Advantage Dow Jones Target 2020 (Admin)	Registered Investment Company	31,654
*	Wells Fargo Advantage Dow Jones Target 2025 (Admin)	Registered Investment Company	187,192
*	Wells Fargo Advantage Dow Jones Target 2030 (Admin)	Registered Investment Company	12,610
*	Wells Fargo Advantage Dow Jones Target 2035 (Admin)	Registered Investment Company	202,068
*	Wells Fargo Advantage Dow Jones Target 2040 (Admin)	Registered Investment Company	44,113
*	Wells Fargo Advantage Dow Jones Target 2045 (Admin)	Registered Investment Company	81,399
*	Wells Fargo Advantage Dow Jones Target 2050 (Admin)	Registered Investment Company	33,599
*	Participant loans, net	4.00% - 9.25%	945,176
	Total Assets Held for Investment Purposes		$ 14,096,611

* Denotes a party at interest.

SAN JOAQUIN REFINING 401(k) PLAN
EIN: 95-3341023
THREE DIGIT PLAN NUMBER: 003
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2011

(A)	(B) Identity of Issuer, Borrower, Lessor, or Similar Party	(C) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(E) Current Value
*	Wells Fargo Stable Return (S)	Common/Collective Fund	$ 2,238,215
*	Wells Fargo Advantage Government Securities (Admin)	Registered Investment Company	428,914
	Columbia Intermediate Bond (Z)	Registered Investment Company	587,802
	Oppenheimer International Bond (A)	Registered Investment Company	382,740
	Blackrock Large Cap Value (A)	Registered Investment Company	1,453,518
*	Wells Fargo Advantage Index (Admin)	Registered Investment Company	93,748
	Davis NY Venture (A)	Registered Investment Company	81,129
*	Wells Fargo Advantage Capital Growth (Admin)	Registered Investment Company	1,825,226
*	Wells Fargo Advantage Mid Cap Discipline (Admin)	Registered Investment Company	39,361
	JP Morgan Capital Growth (A)	Registered Investment Company	255,837
*	Wells Fargo Advantage Small Cap Value - Inv	Registered Investment Company	573,878
	Oppenheimer Main Street Small Cap (A)	Registered Investment Company	507,123
	Baron Growth	Registered Investment Company	945,763
	American Funds Europacific Growth (R4)	Registered Investment Company	711,670
	Oppenheimer Developing Markets (A)	Registered Investment Company	821,513
	Virtus Real Estate Sec (A)	Registered Investment Company	147,253
*	Wells Fargo Advantage Dow Jones Target Today (Admin)	Registered Investment Company	50,490
*	Wells Fargo Advantage Dow Jones Target 2015 (Admin)	Registered Investment Company	12,299
*	Wells Fargo Advantage Dow Jones Target 2020 (Admin)	Registered Investment Company	20,931
*	Wells Fargo Advantage Dow Jones Target 2025 (Admin)	Registered Investment Company	169,755
*	Wells Fargo Advantage Dow Jones Target 2030 (Admin)	Registered Investment Company	10,604
*	Wells Fargo Advantage Dow Jones Target 2035 (Admin)	Registered Investment Company	155,193
*	Wells Fargo Advantage Dow Jones Target 2040 (Admin)	Registered Investment Company	29,650
*	Wells Fargo Advantage Dow Jones Target 2045 (Admin)	Registered Investment Company	70,038
*	Wells Fargo Advantage Dow Jones Target 2050 (Admin)	Registered Investment Company	12,342
*	Participant loans, net	4.25% - 9.25%	911,290
	Total Assets Held for Investment Purposes		$ 12,536,282

* Denotes a party at interest.

SAN JOAQUIN REFINING COMPANY 401(k) PLAN

FINANCIAL STATEMENTS
WITH INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2012 AND 2011

SAN JOAQUIN REFINING COMPANY 401(k) PLAN
DECEMBER 31, 2012 AND 2011

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BROWN ARMSTRONG

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator
of the San Joaquin Refining Company 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the San Joaquin Refining Company 401(k) Plan (the Plan), which comprise the statements of net position available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net position available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis of Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of the Schedule of Assets Held for Investment, which are the responsibility of the Plan's management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplementary schedules referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

BROWN ARMSTRONG
ACCOUNTANCY CORPORATION

Brown Armstrong
Accountancy Corporation

Bakersfield, California
July 19, 2013

SAN JOAQUIN REFINING COMPANY 401(k) PLAN
STATEMENTS OF NET POSITION
AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
Investments at Fair Value		
Registered investment company mutual funds	$ 13,151,435	11,624,992
Participant loans, net	945,176	911,290
Total Investments at Fair Value	14,096,611	12,536,282
Net Position Available for Plan Benefits	$ 14,096,611	$ 12,536,282

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

SAN JOAQUIN REFINING COMPANY 401(k) PLAN
STATEMENTS OF CHANGES IN NET POSITION
AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS TO NET POSITION ATTRIBUTED TO:		
Investment Income		
Interest	$ 43,183	$ 49,175
Dividends	373,719	108,307
Net increase (decrease) in fair value of investments	1,046,327	(538,953)
Contributions		
Participants	433,905	441,356
Employers	373,761	374,588
Others (including rollovers)	17,729	-
Other income (loss)	(38)	30,794
Total Additions	2,288,586	465,267
DEDUCTIONS FROM NET POSITION ATTRIBUTED TO:		
Payments to Participants	662,353	769,104
Administrative Expenses	44,031	34,292
Deemed Distribution	21,873	-
Total Deductions	728,257	803,396
Changes in Net Position Available for Plan Benefits	1,560,329	(338,129)
NET POSITION AVAILABLE FOR PLAN BENEFITS:		
Beginning of Year	12,536,282	12,874,411
End of Year	$ 14,096,611	$ 12,536,282

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

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the San Joaquin Refining Company (the Company) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time non-excluded employees who are at least 21 or older and have completed three months of service with the Company. Part-time/temporary/seasonal employees whose regularly scheduled service is less than 1,000 hours are not eligible. The following classifications of employees are not eligible for the specified contributions: non-union employees are not eligible for the fixed non-elective contribution; union employees are not eligible for the discretionary non-elective contribution. The Plan accepts rollover contributions. The Plan permits participant direction of investments.

Effective Date

The Plan is an amendment and restatement of an existing retirement plan originally established effective as of May 1, 1987. The restated plan became effective April 27, 2006. As a result of the Plan merger, the early retirement provision in the hourly plan is preserved as a protected benefit for all accrued benefits in the hourly plan as of April 27, 2006 (the provision is available upon attainment of age 60 and completion of 5 years of service). All non-excluded employees employed on that date were eligible to participate immediately.

Plan Year

The Plan year is the 12 consecutive month period beginning January 1 and ending December 31. Plan records are maintained on this basis.

Contributions

Participants may contribute to the Plan on a tax deferred basis up to the maximum allowable by Federal and State laws. The Company may, at its sole discretion, match such contributions in an amount determined by the Company. The Company may contribute a discretionary amount to be allocated to each participant's account using the nonintegrated (pro rata) allocation formula. The Company may also contribute a fixed amount specified in the collective bargaining agreement to the participant's account. The formula for employer contribution is equal to $1.55 of total hours worked, excluding bonuses, over-time, and sick time.

Participant Accounts

Each participant's account is credited with the participant's contribution. Allocation of the Company's contributions, Plan earnings, and administrative expenses are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their voluntary contributions, plus actual earnings thereon. Vesting in their matching non-elective and discretionary non-elective accounts is based on years of continuous service. A participant is 100% vested in employer matching immediately.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Payment on Benefits

On termination of service due to death, disability, or retirement, a participant may receive a lump-sum immediately. Prior to separation from service, participants may elect to receive a portion of, or all of, a participant's account balance attributable to deferral contributions, qualified non-elective contributions, qualified matching, safe harbor contributions, or regular matching contributions if, 1) the participant has incurred a hardship; 2) the participant has attained age 59 ½; or 3) the participant has incurred a disability. Distribution of all or any portion of a participant's account balance attributable to the participant contributions is distributed as rollover contributions only.

Investment Options

Upon enrollment into the Plan, a participant may direct contributions to any of 25 investment options, which include pooled-separate funds.

Termination

In the event of Plan termination, the assets, if any, then remaining in the Plan after providing for expenses of liquidation, will be allocated in accordance with the terms, conditions, and restrictions of the Employee Retirement Income Security Act of 1974 (ERISA) and all relevant determinations of the Pension Benefit Guaranty Corporation (PBGC) and the Secretary of the Treasury as to the acceptability of any allocation of assets which may be made.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

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

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Valuation of Investments

Investments are recorded at fair value as determined by quoted market prices of the securities held in the funds. The unrealized appreciation or depreciation of the investments, based on the quoted market value at December 31, is recorded as an increase or decrease in net position available for plan benefits.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

NOTE 3 – INVESTMENTS

The following is a summary of information regarding the Plan, included in the Plan's financial statements, that were prepared by the prototype sponsor and trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has also obtained a certification from the trustee that such information is complete and accurate. There were no 5% transactions to be reported in 2012 or 2011.

Fair Market of Investments	December 31, 2012	December 31, 2011
Pooled-Separate Funds		
Wells Fargo Collective Stable Return (S)	$ 2,074,484	2,238,215
Wells Fargo Advantage Government Securities (Admin)	534,987	428,914
Columbia Intermediate Bond (Z)	651,311	587,802
Oppenheimer International Bond (A)	434,126	382,740
Blackrock Large Cap Value (A)	-	1,453,518
Wells Fargo Advantage Index (Admin)	151,976	93,748
Davis NY Venture (A)	59,893	81,129
Wells Fargo Advantage Capital Growth (Admin)	2,186,238	1,825,226
Wells Fargo Advantage Mid Cap Discipline (Admin)	35,238	39,361
JP Morgan Capital Growth (A)	245,092	255,837
Wells Fargo Advantage Small Cap Value - Inv	654,012	573,878
Oppenheimer Main Street Small Cap (A)	576,682	507,123
Baron Growth	1,123,229	945,763
John Hancock III- Discipline-A	1,666,974	-
American Funds Europacific Growth (R4)	887,821	711,670
Oppenheimer Developing Markets (A)	1,041,405	821,513
Virtus Real Estate Sec (A)	135,557	147,253
Wells Fargo Advantage Dow Jones Target Today (Admin)	80,903	50,490
Wells Fargo Advantage Dow Jones Target 2015 (Admin	18,872	12,299
Wells Fargo Advantage Dow Jones Target 2020 (Admin)	31,654	20,931
Wells Fargo Advantage Dow Jones Target 2025 (Admin)	187,192	169,755
Wells Fargo Advantage Dow Jones Target 2030 (Admin)	12,610	10,604
Wells Fargo Advantage Dow Jones Target 2035 (Admin)	202,068	155,193
Wells Fargo Advantage Dow Jones Target 2040 (Admin)	44,113	29,650
Wells Fargo Advantage Dow Jones Target 2045 (Admin)	81,399	70,038
Wells Fargo Advantage Dow Jones Target 2050 (Admin)	33,599	12,342
Total Pooled-Separate Funds	13,151,435	11,624,992
Total Participant Loans, Net	945,176	911,290
Total Investments	$ 14,096,611	$ 12,536,282

NOTE 4 – PARTICIPANT LOANS

Under the terms of the Plan, participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. Only two loans may be outstanding to a borrower at any time. The loans are secured by the balance in the participant's account and bear interest at prime plus 1%.

At December 31, 2012 and 2011, $945,176 and $911,290, respectively, had been borrowed from the Plan by participants.

NOTE 5 – CERTIFIED INFORMATION

The financial statements and the financial information presented in Note 3 are prepared from information supplied by the trustee. Specifically, investments and contributions received as of and for the years ended December 31, 2012 and 2011, were supplied by the trustee. Such information has been certified by the trustee as being complete and correct.

NOTE 6 – ADMINISTRATION OF PLAN ASSETS

The Plan's assets are held by the trustee. The trustee also provides record keeping and investment services to the Plan.

Company contributions are managed by the trustee which invests cash received, interest, and dividend income and makes distributions to participants.

Administrative functions are jointly performed by the trustee and by officers or employees of the Company. No officer or employee receives compensation from the Plan. The trustee's administrative expenses are absorbed by the Plan and allocated among the participants' accounts. The independent auditor's fees are paid directly by the Company.

NOTE 7 – PLAN TERMINATION

The Company has a right at any time to discontinue its contributions and terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 8 – TAX STATUS

Management believes that the Plan is qualified under Section 401(a) of the Internal Revenue Service Code, and therefore the Plan is exempt from taxation. The trustee has provided the Company with a determination letter dated August 30, 2001, from the Internal Revenue Service wherein the Plan was deemed to be acceptable under Section 401(a). Generally, contributions to a qualified plan are deductible by the Company when made, earnings of the trust are tax-exempt, and participants are not taxed on their benefits until withdrawn from the Plan.

Management is unaware of any variations in the operation of the Plan from the terms of the Plan documents. Management believes the Plan is qualified under the applicable sections of the Internal Revenue Code and ERISA.

NOTE 9 – DISCLOSURES ABOUT FAIR VALUE MEASUREMENTS

Effective January 1, 2008, the Company adopted Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Subtopic 820-10 (formerly Statement of Financial Accounting Standards (SFAS) No. 157, "Fair Value Measurements"). FASB ASC Subtopic 820-10 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. FASB ASC Subtopic 820-10 has been applied prospectively as of the beginning of the year.

FASB ASC Subtopic 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. FASB ASC Subtopic 820-10 also establishes a fair value hierarchy which requires the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

NOTE 9 – DISCLOSURES ABOUT FAIR VALUE MEASUREMENTS (Continued)

Level 1 Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for assets or liabilities, either directly or indirectly through corroboration with observable market data. Level 2 inputs include (a) quoted prices for similar assets or liabilities in active markets, (b) quoted prices for identical or similar assets or liabilities in markets that are not active, (c) inputs other than quoted prices that are observable for the asset or liability (for example, interest rates and yield curves observable at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates), and (d) inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Unobservable inputs used to measure fair value to the extent that observable market based inputs are not available and are supported by little or no market activity for the asset or liability. These unobservable inputs reflect the Company's own estimates about the assumptions that market participants would use in pricing the asset or liability.

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for plan benefits, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Trading Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include primarily highly liquid pooled funds and government bonds such as U.S. Treasury securities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. All trading securities for the reporting period are categorized in Level 1.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

		Fair Value at Reporting Date Using		
Description	December 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Trading Securities	$ 13,151,435	$ 13,151,435	$ -	$ -

		Fair Value at Reporting Date Using		
Description	December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Trading Securities	$ 11,624,992	$ 11,624,992	$ -	$ -

NOTE 10 – SUBSEQUENT EVENTS

Subsequent events have been evaluated through July 19, 2013, which is the date the financial statements were issued.

SAN JOAQUIN REFINING 401(k) PLAN
EIN: 95-3341023
THREE DIGIT PLAN NUMBER: 003
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2012

(A)	(B) Identity of Issuer, Borrower, Lessor, or Similar Party	(C) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(E) Current Value
*	Wells Fargo Stable Return (S)	Common/Collective Fund	$ 2,074,484
*	Wells Fargo Advantage Government Securities (Admin)	Registered Investment Company	534,987
	Columbia Intermediate Bond (Z)	Registered Investment Company	651,311
	Oppenheimer International Bond (A)	Registered Investment Company	434,126
*	Wells Fargo Advantage Index (Admin)	Registered Investment Company	151,976
	Davis NY Venture (A)	Registered Investment Company	59,893
*	Wells Fargo Advantage Capital Growth (Admin)	Registered Investment Company	2,186,238
*	Wells Fargo Advantage Mid Cap Discipline (Admin)	Registered Investment Company	35,238
	JP Morgan Capital Growth (A)	Registered Investment Company	245,092
*	Wells Fargo Advantage Small Cap Value - Inv	Registered Investment Company	654,012
	Oppenheimer Main Street Small Cap (A)	Registered Investment Company	576,682
	Baron Growth	Registered Investment Company	1,123,229
	John Hancock III- Discipline-A	Registered Investment Company	1,666,974
	American Funds Europacific Growth (R4)	Registered Investment Company	887,821
	Oppenheimer Developing Markets (A)	Registered Investment Company	1,041,405
	Virtus Real Estate Sec (A)	Registered Investment Company	135,557
*	Wells Fargo Advantage Dow Jones Target Today (Admin)	Registered Investment Company	80,903
*	Wells Fargo Advantage Dow Jones Target 2015 (Admin)	Registered Investment Company	18,872
*	Wells Fargo Advantage Dow Jones Target 2020 (Admin)	Registered Investment Company	31,654
*	Wells Fargo Advantage Dow Jones Target 2025 (Admin)	Registered Investment Company	187,192
*	Wells Fargo Advantage Dow Jones Target 2030 (Admin)	Registered Investment Company	12,610
*	Wells Fargo Advantage Dow Jones Target 2035 (Admin)	Registered Investment Company	202,068
*	Wells Fargo Advantage Dow Jones Target 2040 (Admin)	Registered Investment Company	44,113
*	Wells Fargo Advantage Dow Jones Target 2045 (Admin)	Registered Investment Company	81,399
*	Wells Fargo Advantage Dow Jones Target 2050 (Admin)	Registered Investment Company	33,599
*	Participant loans, net	4.00% - 9.25%	945,176
	Total Assets Held for Investment Purposes		$ 14,096,611

* Denotes a party at interest.

SAN JOAQUIN REFINING 401(k) PLAN
EIN: 95-3341023
THREE DIGIT PLAN NUMBER: 003
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2011

(A)	(B) Identity of Issuer, Borrower, Lessor, or Similar Party	(C) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(E) Current Value
*	Wells Fargo Stable Return (S)	Common/Collective Fund	$ 2,238,215
*	Wells Fargo Advantage Government Securities (Admin)	Registered Investment Company	428,914
	Columbia Intermediate Bond (Z)	Registered Investment Company	587,802
	Oppenheimer International Bond (A)	Registered Investment Company	382,740
	Blackrock Large Cap Value (A)	Registered Investment Company	1,453,518
*	Wells Fargo Advantage Index (Admin)	Registered Investment Company	93,748
	Davis NY Venture (A)	Registered Investment Company	81,129
*	Wells Fargo Advantage Capital Growth (Admin)	Registered Investment Company	1,825,226
*	Wells Fargo Advantage Mid Cap Discipline (Admin)	Registered Investment Company	39,361
	JP Morgan Capital Growth (A)	Registered Investment Company	255,837
*	Wells Fargo Advantage Small Cap Value - Inv	Registered Investment Company	573,878
	Oppenheimer Main Street Small Cap (A)	Registered Investment Company	507,123
	Baron Growth	Registered Investment Company	945,763
	American Funds Europacific Growth (R4)	Registered Investment Company	711,670
	Oppenheimer Developing Markets (A)	Registered Investment Company	821,513
	Virtus Real Estate Sec (A)	Registered Investment Company	147,253
*	Wells Fargo Advantage Dow Jones Target Today (Admin)	Registered Investment Company	50,490
*	Wells Fargo Advantage Dow Jones Target 2015 (Admin)	Registered Investment Company	12,299
*	Wells Fargo Advantage Dow Jones Target 2020 (Admin)	Registered Investment Company	20,931
*	Wells Fargo Advantage Dow Jones Target 2025 (Admin)	Registered Investment Company	169,755
*	Wells Fargo Advantage Dow Jones Target 2030 (Admin)	Registered Investment Company	10,604
*	Wells Fargo Advantage Dow Jones Target 2035 (Admin)	Registered Investment Company	155,193
*	Wells Fargo Advantage Dow Jones Target 2040 (Admin)	Registered Investment Company	29,650
*	Wells Fargo Advantage Dow Jones Target 2045 (Admin)	Registered Investment Company	70,038
*	Wells Fargo Advantage Dow Jones Target 2050 (Admin)	Registered Investment Company	12,342
*	Participant loans, net	4.25% - 9.25%	911,290
	Total Assets Held for Investment Purposes		$ 12,536,282

* Denotes a party at interest.