

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;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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 STAR ENTERPRISE RETIREMENT 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>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1989</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1989</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1989</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>STAR ENTERPRISE C/O CHEVRON CORPORATION</u> <u>6001 BOLLINGER CANYON ROAD</u> <u>E1456</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>76-0567102</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>925-842-6544</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>324110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>76-0567102</u>	2c Sponsor's telephone number <u>925-842-6544</u>	2d Business code (see instructions) <u>324110</u>	
2b Employer Identification Number (EIN) <u>76-0567102</u>					
2c Sponsor's telephone number <u>925-842-6544</u>					
2d Business code (see instructions) <u>324110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/14/2013</u> Date	<u>CLAUDIA POLIDORI</u> 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 ☒ 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 1707
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	0
b Retired or separated participants receiving benefits.....	6b	247
c Other retired or separated participants entitled to future benefits.....	6c	1326
d Subtotal. Add lines 6a , 6b , and 6c	6d	1573
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	88
f Total. Add lines 6d and 6e	6f	1661
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
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: 1A 1G		
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) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE 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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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 STAR ENTERPRISE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>STAR ENTERPRISE C/O CHEVRON CORPORATION</u>	D Employer Identification Number (EIN) <u>76-0567102</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>2012</u>	
2 Assets:	
a Market value	2a <u>84542268</u>
b Actuarial value	2b <u>85667176</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>309</u> <u>21766666</u>
b For terminated vested participants.....	3b <u>1398</u> <u>51123297</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>0</u>
(2) Vested benefits.....	3c(2) <u>0</u>
(3) Total active	3c(3) <u>0</u>
d Total	3d <u>1707</u> <u>72889963</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>7.09 %</u>
6 Target normal cost.....	6 <u>400000</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/11/2013</u>
Signature of actuary		Date
<u>JOSEPH STRAZEMSKI</u>		<u>11-03958</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) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	13319099
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	2386489
9	Amount remaining (line 7 minus line 8)	0	10932610
10	Interest on line 9 using prior year's actual return of <u>2.36</u> %	0	258010
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>6.04</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	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	11190620

Part III Funding Percentages			
14	Funding target attainment percentage	14	102.17 %
15	Adjusted funding target attainment percentage	15	117.52 %
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	85.24 %
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
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If line 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: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 61
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 subject to 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	400000	
b Excess assets, if applicable, but not greater than line 31a	31b	400000	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
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	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
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
		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 <u>THE STAR ENTERPRISE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAR ENTERPRISE C/O CHEVRON CORPORATION</u>	D Employer Identification Number (EIN) <u>76-0567102</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

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	164400	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	158035	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET GLOBAL ADVISORS

04-1867445

(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 51	NONE	20517	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

STATE STREET BANK AND TRUST CO.

04-1867445

(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?
25 50	NONE	15394	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

LINDQUIST LLP

52-2385296

(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?
10 50	NONE	13874	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.	

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
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(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:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan THE STAR ENTERPRISE RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 STAR ENTERPRISE C/O CHEVRON CORPORATION				D Employer Identification Number (EIN) 76-0567102	
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: STATE STREET GLOBAL ADVISORS					
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS					
c EIN-PN 04-1867445-101		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 84518880	
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)	

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

Schedule D (Form 5500) 2012 v. 120126

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
		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 THE STAR ENTERPRISE RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 STAR ENTERPRISE C/O CHEVRON CORPORATION	D Employer Identification Number (EIN) 76-0567102	

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)	83547	80
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)	0	55
(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)	84458721	84518880
(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)		
(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	84542268	84519015

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	22306	55990
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	22306	55990

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	84519962	84463025
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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)		
(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)		0
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
(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)		9327855
(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)		
c Other income.....	2c		36
d Total income. Add all income amounts in column (b) and enter total.....	2d		9327891

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8903577	
(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)		8903577
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)	197455	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	20529	
(4) Other	2i(4)	263267	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		481251
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9384828

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-56937
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 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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		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.			

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

A Name of plan <u>THE STAR ENTERPRISE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAR ENTERPRISE C/O CHEVRON CORPORATION</u>	D Employer Identification Number (EIN) <u>76-0567102</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	<u>0</u>
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>49</u>

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete 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: 59.0% Investment-Grade Debt: 39.0% High-Yield Debt: _____% Real Estate: _____% Other: 2.0%

- 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): _____

STAR ENTERPRISE RETIREMENT PLAN

FINANCIAL STATEMENTS
AND ADDITIONAL INFORMATION

TOGETHER WITH
REPORT OF INDEPENDENT AUDITORS

DECEMBER 31, 2012 AND 2011

STAR ENTERPRISE RETIREMENT PLAN
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EIN: 76-0567102**PN: 001****INDEPENDENT AUDITORS' REPORT**

To the Participants and Administrator of
Star Enterprise Retirement Plan

We have audited the accompanying financial statements of Star Enterprise Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011; the related statements of changes in net assets available for benefits for the years then ended; the related notes to the financial statements; and the supplemental schedules. We also audited the statements of accumulated Plan benefits and changes in accumulated Plan benefits of the Plan as of January 1, 2012, and for the year then ended.

Management's Responsibility for the Financial Statements

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, which 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.

Auditors' Responsibility

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 the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding Star Enterprise Retirement Plan's net assets available for benefits as of December 31, 2012, and changes therein for the year then ended and its financial status as of December 31, 2011, and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Regulatory Requirements

Our audit of the financial statements of the Star Enterprise Retirement Plan for the year ended December 31, 2012, was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The additional information included in 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 4, 2013

STAR ENTERPRISE RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
Assets		
Investments, at fair value (Note 5):	\$ 84,518,935	\$ 84,458,721
Receivables		
Due from broker for securities sold	-	83,547
Accrued investment income	80	-
Total receivables	80	83,547
Total assets	84,519,015	84,542,268
Liabilities		
Accrued expenses	55,990	22,306
Total liabilities	55,990	22,306
Net assets available for benefits	\$ 84,463,025	\$ 84,519,962

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

STAR ENTERPRISE RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	2012	2011
Additions:		
Investment income:		
Net appreciation in fair value of investments	\$ 9,327,249	\$ 1,773,948
Interest	605	590
Dividends	1	2,532
Other	36	35
Less investment expenses	(20,529)	(24,077)
Net investment income- net	9,307,362	1,753,028
Contribution - Employer	-	-
Total additions	9,307,362	1,753,028
Deductions:		
Benefits paid	8,903,577	9,370,625
Administrative and other expenses	460,722	262,701
Total deductions	9,364,299	9,633,326
Net change	(56,937)	(7,880,298)
Net assets available for benefits		
Beginning of year	84,519,962	92,400,260
End of year	\$ 84,463,025	\$ 84,519,962

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

STAR ENTERPRISE RETIREMENT PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS
AS OF JANUARY 1, 2012

ACTUARIAL PRESENT VALUE OF
ACCUMULATED PLAN BENEFITS:

Vested benefits:	
Participants currently receiving payments	\$ 19,515,000
Other participants	49,424,000
	<u>68,939,000</u>
Non-vested benefits	<u>-</u>
Total Actuarial Present Value of Accumulated Plan Benefits	<u>\$ 68,939,000</u>

ACTUARIAL ASSUMPTIONS:

ASC 960 discount rate: 8.75%

Retirement rates for participants not yet in pay status:

Participants who are not eligible for the lump sum options are assumed to retire at age 60.

For participants who are eligible for the lump sum option, it is assumed that normal and early retirements will occur in accordance with the following rates:

Age	Rate of Eligible Participants at Indicated Age Assumed to Retire in the Next Year	Age	Rate of Eligible Participants at Indicated Age Assumed to Retire in the Next Year
50	0.028	58	0.035
51	0.010	59	0.044
52	0.012	60	0.132
53	0.015	61	0.122
54	0.019	62	0.217
55	0.042	63	0.123
56	0.035	64	0.123
57	0.035	65	1.000

Mortality basis: 2012 Static Mortality tables mandated by The Pension Protection Act of 2006 (PPA) as specified in IRS Regulation 1.430(h)(3)-1, for annuitants and non-annuitants.

Termination and retirement basis:

Retirement age: The expected average age of retirement is 60.0.

Turnover: Since no participants are current employees of Star Enterprise, turnover rates do not apply.

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

STAR ENTERPRISE RETIREMENT PLAN
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
YEAR ENDED JANUARY 1, 2012

Actuarial present value of accumulated plan benefits at beginning of year:	<u>\$ 66,855,000</u>
Increase (decrease) during the year attributable to:	
Change in actuarial assumptions	3,238,000
Increase in benefits accumulated, and gains and losses	2,958,000
Interest cost on accumulated plan benefits	5,441,000
Benefits paid	<u>(9,553,000)</u>
Net Change	<u>2,084,000</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 68,939,000</u></u>

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

**STAR ENTERPRISE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011**

Note 1 - Description

On December 29, 1989, Star Enterprise, a general partnership between Texaco Refining and Marketing Inc., (East) and Saudi Refining, Inc., (the Company) entered into a Master Trust Agreement with Mellon Trust Company to establish the Star Enterprise Master Trust (Master Trust) comprised of the Star Enterprise Retirement Plan and the Star Enterprise Group Pension Plan (the Plans).

With the merger of Chevron Corporation and Texaco Inc. on October 9, 2001, the new company ChevronTexaco Corporation became the Plan Administrator of the Plans.

The Plans were frozen as of July 1, 2002 and there are no active participants. For each participant, the Plan Administrator calculated the July 1, 2002 accrued benefit under the Plan. This accrued benefit was used to determine the Plan's obligations. ChevronTexaco Corporation has represented to the Pension Benefit Guaranty Corporation (PBGC) that the Corporation is prepared to formally agree to assume all of the obligations of the Plans.

On January 1, 2004, Star Enterprise and ChevronTexaco Corporation entered into a Master Trust Agreement with State Street Bank and Trust Company (the Trustee). The Trustee has authority to manage the assets in accordance with the Plans' terms and those of the trust agreement.

On December 31, 2004, the Star Enterprise Group Pension Plan was merged into the Star Enterprise Retirement Plan (The Plan), creating a single plan within the Trust.

On May 9, 2005, ChevronTexaco Corporation, Plan Administrator of the Plan, changed its corporate name to Chevron Corporation (the Corporation). The name change has no impact on the Plan.

Benefits

The Plan is a defined benefit pension plan, subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), that is maintained primarily to provide retirement and death benefits for eligible members and their spouses, joint pensioners and beneficiaries. The Plan provides pension benefits funded by contributions from the Corporation and the Saudi Refining, Inc.

A more detailed description of the eligibility and vesting requirements, normal and early retirement rules, and benefits formula provided by the Plan is included in the "Summary Plan Description" of the plan.

Plan Administrator

Chevron Corporation has been designated as the Plan Administrator of the Trust and the Plan.

STAR ENTERPRISE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

Allocation Upon Termination/Reversion

It is the intent of the Corporation to continue the Trust and the Plan in full force and effect; however, the right to discontinue the Trust and the Plan is reserved to the Corporation. To the extent required to provide all of the accrued benefits under the Plan that if terminated, the Corporation will allocate the terminated Plan's assets on an actuarial basis among the Plan's members and their spouses, joint pensioners and beneficiaries in the manner prescribed by Section 4044 of the Employee Retirement Income Security Act of 1974 (ERISA). If the terminated Plan has 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.

Moreover, certain benefits under the Plan are insured by the PBGC if the Plan 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.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements, in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may 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 input 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

STAR ENTERPRISE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

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.

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

Valuation Methods

Common/commingled trusts. 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).

Transactions and Investment Recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are 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.

Contributions from Company

The Plan records the Corporation's and Saudi Refining, Inc.'s contributions when the amounts are determined by the Corporation.

Administrative Expenses

The administrative expenses include trustee, consultant, actuarial, accountant, and external administrators, which are applicable to the Plan as a whole. In addition, the Plan Administrator provides certain other administrative services for which no charges are made.

STAR ENTERPRISE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

Note 3 - Funding Policy

The Plan Administrator annually determines the normal cost of the Plan and the amount of unfunded past service cost. This determination is based on an annual actuarial estimate of the amount required to provide benefits ultimately due. The Plan is subject to the funding provisions of ERISA. The funding policy of the Plan Administrator is to make employer contributions to the Plan that are at least equal to 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, which are attributable under the Plan's 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, and (b) beneficiaries of deceased employees. 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 Plan will continue. Were the Plan 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 Plan are dependent upon contributions received from the employer and income from investments.

Since information on the accumulated Plan benefits at December 31, 2012 and the changes therein for the year then ended are not included in the financial statements or notes thereto, these financial statements do not purport to present a complete presentation of the financial status as of December 31, 2012 and the changes in 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, 2012. The complete financial status is presented as of December 31, 2011.

STAR ENTERPRISE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

Note 5 – Investments

The investments are held by State Street Bank & Trust Company. The following summary presents the fair value for each of the investment categories:

	December 31,	
	2012	2011
Investments at fair value as determined by quoted market price:		
Common stock	\$ 55	\$ -
Investments at estimated fair value as determined by models or other observable inputs:		
Common/collective trust funds	84,518,880	84,458,721
Total Investments	<u>\$84,518,935</u>	<u>\$84,458,721</u>

Investments that represent 5% or more of the plan's net assets available for benefits are as follows:

	December 31,	
	2012	2011
Investments at estimated fair value:		
Interest in common/collective trusts:		
SSgA Russell 3000 Index Fund	\$38,025,513	\$37,738,000
SSgA Daily MSCI EAFE Index Fund	11,955,045	10,769,267
SSgA Aggregate Bond Index Fund	32,788,671	33,168,925

During 2012 and 2011, the Plan's investments including gains and losses on investments bought and sold, as well as held during the year, appreciated in value as follows:

	2012	2011
Investments at estimated value:		
Interest in common/collective trusts	<u>\$9,327,249</u>	<u>\$1,773,948</u>
Appreciation in fair value of investments	<u>\$9,327,249</u>	<u>\$1,773,948</u>

STAR ENTERPRISE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

NOTE 6 - INVESTMENTS AT FAIR VALUE HIERARCHY

Assets measured at fair value on a recurring basis based on their fair value hierarchy at December 31, 2012 and 2011 are as follows:

<u>Description</u>	<u>December 31, 2012</u>	<u>Fair Value Measurements at Reporting Date Using:</u>		
		<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Equities				
U.S. Mid Cap	\$ 55	\$ 55	\$ -	\$ -
Common/Collective Trust Funds				
Domestic equities	38,025,513	-	38,025,513	-
International equities	11,955,045	-	11,955,045	-
Fixed income	32,788,671	-	32,788,671	-
Short term investments	1,749,651	-	1,749,651	-
Total	<u>\$ 84,518,935</u>	<u>\$ 55</u>	<u>\$ 84,518,880</u>	<u>\$ -</u>

<u>Description</u>	<u>December 31, 2011</u>	<u>Fair Value Measurements at Reporting Date Using:</u>		
		<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Common/Collective Trust Funds				
Domestic equities	\$ 37,738,000	\$ -	\$ 37,738,000	\$ -
International equities	10,769,267	-	10,769,267	-
Fixed income	34,065,520	-	34,065,520	-
Short term investments	1,885,934	-	1,885,934	-
Total	<u>\$ 84,458,721</u>	<u>\$ -</u>	<u>\$ 84,458,721</u>	<u>\$ -</u>

Note 7 - 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.

STAR ENTERPRISE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

The following is a summary of the Plan's investments measured at fair value based on NAV, per share (or its equivalent).

	<u>December 31,</u> <u>2012</u>			<u>Redemption</u> <u>Frequency</u> <u>(if currently</u> <u>eligible)</u>	<u>Redemption</u> <u>Notice</u> <u>Period</u>
<u>Investment Type</u>	<u>Fair Value</u>		<u>Unfunded</u> <u>Commitments</u>		
Common/collective trusts:					
Domestic equities	\$38,025,513	{a}	\$ -	daily	2 days
International equities	11,955,045	{b}	-	daily	2 days
Fixed income	32,788,671	{c}	-	daily	2 days
Short term investments	1,749,651	{d}	-	daily	0 days
	<u>\$84,518,880</u>		<u>\$ -</u>		

	<u>December 31,</u> <u>2011</u>			<u>Redemption</u> <u>Frequency</u> <u>(if currently</u> <u>eligible)</u>	<u>Redemption</u> <u>Notice</u> <u>Period</u>
<u>Investment Type</u>	<u>Fair Value</u>		<u>Unfunded</u> <u>Commitments</u>		
Common/collective trusts:					
Domestic equities	\$37,738,000	{a}	\$ -	daily	2 days
International equities	10,769,267	{b}	-	daily	2 days
Fixed income	34,065,520	{c}	-	daily	2 days
Short term investments	1,885,934	{d}	-	daily	0 days
	<u>\$84,458,721</u>		<u>\$ -</u>		

- {a} This category includes investments that invest in domestic equity securities that match, as closely as possible, the return of the Russell 3000 Index.
- {b} This category includes investments that invest in international equity securities that match, as closely as possible, the return of the MSCI EAFE index.
- {c} This category include investments that invest in fixed income that match, as closely as possible, the return of the Barclays Aggregate Bond Index.
- {d} This category include investments that invest in U.S. Government securities which provides safety of principal, daily liquidity, and a competitive yield.

Note 8 – 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

STAR ENTERPRISE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

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 9 – Tax Status

The Plan Administrator believes the Plan continues to fulfill the requirements for qualified plans under Section 401 (a) of the Internal Revenue Code and is, therefore, exempt from federal income taxes under the provisions of Section 501(a). The Plan has been amended since receiving the determination letter. The Plan's administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. The 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 Plan and recognize a tax liability if the Plan has 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 Plan, and has concluded that as of December 31, 2012, 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 Plan is 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 2009.

Note 10 – Plan Assumptions

Effective January 2012, the lump sum mortality rates were changed from the 2011 IRS Applicable Mortality Table to 2012 IRS Applicable Mortality Table and the lump sum interest rate basis was updated from November 2010 PPA Spot Segment Rates to November 2011 PPA Yield Curve.

Note 11 – Subsequent Events

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.

Star Enterprise
The Star Enterprise Retirement Plan
EIN : 76-0567102
Plan 001

SCHEDULE SB, PART V - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Prescribed Funding/PBGC Assumptions and Methods

Funding

Current Year: Segment Rates with no lookback

First Segment Rate	1.98%
Second Segment Rate	5.07%
Third Segment Rate	6.19%
Effective Interest Rate	5.50%

In accordance with MAP-21, the first, second and third Segment Rates are constrained to a 90%-110% Corridor around the average Segment Rates for the 25-year period ending September 30, 2011, or 5.54%, 6.85% and 7.52%, respectively for minimum funding and benefit restrictions but not maximum tax-deductible purposes. The effective interest rate is 7.09%

Prior Year: Segment Rates with no lookback

First Segment Rate	2.94%
Second Segment Rate	5.82%
Third Segment Rate	6.46%
Effective Interest Rate	6.04%

PBGC variable premium

Current Year:	Same as for 2012 Funding Valuation
Prior Year:	Same as for 2011 Funding Valuation

Mortality

	<u>Current Year</u>	<u>Prior Year</u>
Healthy and Disabled Lives	Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected from year 2000 to 7 years after the valuation date for annuitants and 15 years for non-annuitants.	
Lump Sum	2012 IRS Applicable Mortality Table	2011 IRS Applicable Mortality Table

Star Enterprise
The Star Enterprise Retirement Plan
EIN : 76-0567102
Plan 001

SCHEDULE SB, PART V - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Prescribed Funding/PBGC Assumptions and Methods (continued)

Actuarial Cost method:

For minimum required and maximum contribution purposes:

The Plan was frozen as of July 1, 2002. The Funding Target is the present value of the accrued benefits and based on the accrued benefit calculated as of July 1, 2002 for the participants who are not yet in-pay status. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year and since the plan was frozen, the Target Normal Cost without regard to expected expenses is \$0.

Asset valuation method:

For minimum required contribution and maximum deduction limit:

Actuarial value of asset is equal to the 2-year annually smoothed amended by WRERA.

The actuarial value of assets is determined using a method that spreads asset gains/(losses) over two 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 the corridor from 90% to 110% of market value. Accrued contributions, if any, are included in the actuarial value of assets at their discounted value where applicable.

Fair Market Value as of the determination date is the fair market value as of December 31 of the previous year adjusted for benefits due but not yet paid as of such date.

The expected return on plan assets is 8.75% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2011 measurement period:	6.46%
2010 measurement period:	6.76%

**Star Enterprise
The Star Enterprise Retirement Plan
EIN : 76-0567102
Plan 001**

SCHEDULE SB, PART V - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Non-Prescribed Funding Assumptions and Methods

Salary increase assumption

N/A

Social Security

N/A

Expenses

Expected plan related expenses of \$400,000 for 2012 were added to the Target Normal Cost. Because the plan was frozen accruing a benefit, the normal cost is \$0.

Disability rates

None

Frequency of optional payment forms

Based on the experience of the Plan, for participants who are eligible for the lump sum options, it has been assumed that 90% of retirement benefits will be paid as a lump sum for both contributory and non-contributory participants. Annuity payments are assumed to be paid in the form of a single life annuity for non-contributory participants not currently receiving benefits and in the form of a 2 year certain and life annuity for contributory participants not currently receiving benefits. The latter is used to approximate the effect of the cash refund feature.

Marital percentage

100% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Star Enterprise
The Star Enterprise Retirement Plan
EIN : 76-0567102
Plan 001

SCHEDULE SB, PART V - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Non-Prescribed Funding Assumptions and Methods (continued)

Retirement rates for participants not yet in pay status

Participants who are not eligible for the lump sum option are assumed to retire at age 60. For participants who are eligible for the lump sum option it is assumed that normal and early retirement will occur in accordance with the following rates:

Age	Rate of Eligible Participants at Indicated Age Assumed to Retire in the Next Year
50	0.028
51	0.010
52	0.012
53	0.015
54	0.019
55	0.042
56	0.035
57	0.035
58	0.035
59	0.044
60	0.132
61	0.122
62	0.217
63	0.123
64	0.123
65	1.000

Withdrawal rates

Since no participants are current employees of Star Enterprise, turnover rates do not apply.

SEEC

STAR ENTERPRISE PENSION TRUST
SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES
BEGINNING NET ASSET VALUE: 84,542,268.15
5% OF ASSET VALUE: 4,227,113.41

PAGE: 2
PLAN YEAR ENDING: 12/31/12

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	RATE	MAT DATE	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	#TOTAL	(H) CURR VALUE	(I) GAIN/LOSS
INTEREST BEARING CASH										
3839909B6	GOVERNMENT STIF 10	1.000	12/31/2030							
33	9,505,779.61 45			9,642,062.91		0.00	9,642,062.91	78	19,147,842.52	0.00
INTEREST BEARING CASH TOTALS										
33	9,505,779.61 45			9,642,062.91		0.00	9,642,062.91	78	19,147,842.52	0.00

SEEC

STAR ENTERPRISE PENSION TRUST
SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES
BEGINNING NET ASSET VALUE: 84,542,268.15
5% OF ASSET VALUE: 4,227,113.41

PAGE: 3

PLAN YEAR ENDING: 12/31/12

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	RATE	MAT DATE	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	#TOTAL	(H) CURR VALUE	(I) GAIN/LOSS
CORPORATE STOCKS - COMMON										
CORPORATE STOCKS - COMMON TOTALS										
0	0.00	0	0.00	0.00	0.00	0.00	0	0.00	0.00	0.00

SEEC

STAR ENTERPRISE PENSION TRUST
SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES
BEGINNING NET ASSET VALUE: 84,542,269.15
5% OF ASSET VALUE: 4,227,113.41

PAGE: 4
PLAN YEAR ENDING: 12/31/12

(A) IDENTITY OF PARTY #FOR	(B) DESCRIPTION OF ASSET (C) PURCHASE PRICE (D) SELLING PRICE	(E) RATE	(F) EXPENSES INCURRED	(G) COST OF ASSET	(H) CURR VALUE	(I) GAIN/LOSS
COMMON/COLLECTIVE TRUSTS						
77999W993 0	RUSSELL 3000 INDEX FUND 0.00 5	5,700,000.00	0.00	3,019,828.92	5	5,700,000.00 2,680,171.08
COMMON/COLLECTIVE TRUSTS TOTALS						
0	0.00 5	5,700,000.00	0.00	3,019,828.92	5	5,700,000.00 2,680,171.08

STAR ENTERPRISE PENSION TRUST	
SCHEDULE K, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES	
BEGINNING NET ASSET VALUE:	84,542,268.15
5% OF ASSET VALUE:	4,227,113.41

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	RATE	MAT DATE						
#PUR (C) PURCHASE PRICE	#SALE (D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	#TOTAL	(H) CURR VALUE	(I) GAIN/LOSS			
INTEREST BEARING CASH									
33	9,505,779.61	45	9,642,062.91	0.00	9,642,062.91	78	19,147,842.52		0.00
CERTIFICATES OF DEPOSIT									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
U.S. GOVERNMENT SECURITIES									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
CORP. DEBT INSTR. - PREFERRED									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
CORP. DEBT INSTR. - ALL OTHER									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
CORPORATE STOCKS - PREFERRED									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
CORPORATE STOCKS - COMMON									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
PARTN./JOINT VENTURE INTERESTS									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
REAL ESTATE-INCOME PRODUCING									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
REAL ESTATE-NON INC. PRODUCING									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
LOANS SECURED BY MTGES-RESID.									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
LOANS SECURED BY MTGES-COM'L									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
LOANS TO PARTIC. - MORTGAGES									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
LOANS TO PARTICIPANTS - OTHER									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
OTHER									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
COMMON/COLLECTIVE TRUSTS									
0	0.00	5	5,700,000.00	0.00	3,019,828.92	5	5,700,000.00	2,680,171.08	
POOLED SEPARATE ACCOUNTS									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
103-12 INVESTMENTS									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
REGISTERED INVESTMENT COMPANY									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
INSURANCE CO. GENERAL ACCOUNT									
0	0.00	0	0.00	0.00	0.00	0	0.00		0.00
** ASSET CATEGORY NOT FOUND **									
0	0.00	0	0.00	0.00	0.00	0	0.00		0

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► 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 THE STAR ENTERPRISE RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF STAR ENTERPRISE C/O CHEVRON CORPORATION	D Employer Identification Number (EIN) 76-0567102	
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>2012</u>		
2	Assets:		
	a Market value	2a	84542268
	b Actuarial value	2b	85667176
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	21766666
	b For terminated vested participants.....	3b	51123297
	c For active participants:		
	(1) Non-vested benefits	3c(1)	0
	(2) Vested benefits	3c(2)	0
	(3) Total active.....	3c(3)	0
	d Total.....	3d	72889963
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	7.09%
6	Target normal cost	6	400000

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	JOSEPH STRAZEMSKI Signature of actuary
JOSEPH STRAZEMSKI Type or print name of actuary	<div style="text-align: right; margin-bottom: 10px;"> <u>10/11/2013</u> Date </div> 1103958 Most recent enrollment number
BUCK CONSULTANTS, LLC. Firm name	201-902-2300 Telephone number (including area code)
500 PLAZA DRIVE SECAUCUS NJ 07096-1533 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) 2012 v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	13319099
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	2386489
9	Amount remaining (line 7 minus line 8)	0	10932610
10	Interest on line 9 using prior year's actual return of <u>2.36</u> %	0	258010
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>6.04</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	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	11190620

Part III Funding Percentages			
14	Funding target attainment percentage	14	102.17 %
15	Adjusted funding target attainment percentage	15	117.52 %
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	85.24 %
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
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:			
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:			
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No			
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No			
c If 20a is "Yes," see instructions and complete the following table as applicable:			
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52%
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 0
22 Weighted average retirement age			22 61
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 subject to 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	400000
b Excess assets, if applicable, but not greater than line 31a		31b	400000
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		0	0
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	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36		0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
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		

Star Enterprise
The Star Enterprise Retirement Plan
EIN : 76-0567102
Plan 001

SCHEDULE SB, LINE 22 – DESCRIPTION OF WEIGHTED AVERAGE RETIREMENT AGE

(1) Age	(2) Rate of Retirement	(3) Assumed Age At Retirement	(4) Portion Retiring (2) x (5) from previous year	(5) Portion Remaining (5) from previous year minus (4)	(6) (3) x (4)
50	2.80%	50	0.02800	0.97200	1.4000
51	1.00%	51	0.00972	0.96228	0.4957
52	1.20%	52	0.01155	0.95073	0.6006
53	1.50%	53	0.01426	0.93647	0.7558
54	1.90%	54	0.01779	0.91868	0.9607
55	4.20%	55	0.03858	0.88010	2.1219
56	3.50%	56	0.03080	0.84930	1.7248
57	3.50%	57	0.02973	0.81957	1.6946
58	3.50%	58	0.02868	0.79089	1.6634
59	4.40%	59	0.03480	0.75609	2.0532
60	13.20%	60	0.09980	0.65629	5.9880
61	12.20%	61	0.08007	0.57622	4.8843
62	21.70%	62	0.12504	0.45118	7.7525
63	12.30%	63	0.05550	0.39568	3.4965
64	12.30%	64	0.04867	0.34701	3.1149
65	100.00%	65	0.34701	0.00000	22.5557
Average Retirement Age					61.2626

The above assumes that retirement is the only operative decrement.

Star Enterprise
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SCHEDULE SB NOTES FOR 2012 PLAN YEAR

In preparing Schedule SB, the Enrolled Actuary relied on the following information which was provided by other parties:

- (a) Contribution information as provided by the Plan Sponsor.
- (b) Financial information as provided by the Trustee and Plan Sponsor.
- (c) Data on persons covered by the Plan as provided by the Plan Administrator. While not verifying the data at source, the actuary performed tests for consistency and reasonability.
- (d) Information on the Plan provisions as provided by the Plan Sponsor.

Star Enterprise
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SCHEDULE SB, PART V – STATEMENT REGARDING ERISA SECTION 103(D)(10)

The actuarial assumptions used in the valuation are predicated on the assumption that the plan will continue indefinitely and do not anticipate the possible effects of extraordinary events which may occur after the valuation date. To the best of our knowledge and belief, based on inquiries made of the plan administrator, no extraordinary events have occurred since the valuation date which, in our judgment, would cause a large change in the plan's annual rate of cost or required contribution.

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, increases or decreases expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions or applicable law. Because of limited scope, Buck performed no analysis of the potential range of such future differences.

Star Enterprise
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Plan 001

SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Effective Date

January 1, 1989. Effective December 31, 2004, the Group Pension Plan was merged into the Retirement Plan.

Member

An employee who becomes eligible under the Plan after the Effective Date will become a Member on the first day of the month coinciding with or next following the date on which he or she becomes eligible.

Normal Retirement Date

First of month following age 65

Early Retirement Date

Participants who were active employees at Alliance on May 1, 2001 can commence benefits after attainment of age 50.

Participants who terminated (from Star or Alliance) prior to May 1, 2001 with 10 years of service can commence their Retirement Plan benefit after attainment of age 50 and their Group Pension Plan benefit after attainment of age 55.

Vesting

All participants in the plan are vested in their Retirement Income.

Accrued Benefit

The plans were frozen as of July 1, 2002. For each participant the plan administrator calculated the July 1, 2002 accrued benefit under the plan(s). This accrued benefit was used to determine the plan's obligations.

Normal Form of Payment

Married Members: An actuarially reduced joint and 50% surviving spouse annuity with modified cash refund (MCR) (i.e., the excess, if any, of employee contributions with interest as of the retirement date over the sum of the pension payments to the employee and surviving spouse is paid to the beneficiary).

Single participants: Single life annuity with MCR.

Optional Form of Payment

All optional Forms of payment are actuarially equivalent to the normal form of payment. The Actuarial Factors are based on a three-month rolling average of the annual rate of interest described in Sections 417(e)(3)(C) and 417(e)(3)(D) of the Code for the third, fourth and fifth months preceding the month in which the Participant's Retirement Income is due to commence, and the mortality table determined under Section 417(e)(3)(B) of the Code.

Star Enterprise
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SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS (CONTINUED)

The Optional Forms are:

1. Straight Life Annuity Option – A married Member may elect to receive his or her monthly retirement income during his or her life, ceasing upon his or her death.
2. Uniform Income Option – If a Member's Annuity Starting Date is before the earliest date on which he or she is eligible to receive Social Security benefits under the Social Security Act, the Member may have the amount of his or her retirement income payments actuarially adjusted to provide for larger monthly payments until the earliest date on which he or she may be eligible to receive Social Security benefits.
3. Alternate Options – A Member may elect on of the following Alternate Options:
 - (a) Single Life Annuity Option with 5 years certain;
 - (b) Single Life Annuity Option with 10 years certain;
 - (c) Single Life Annuity Option with 15 years certain;
 - (d) Lump Sum Option - The Member's retirement income will be changed to and paid in a single sum amount if the Member meets the eligibility requirement for the Lump Sum Option under the Plan. For Members who terminated (from Star or Alliance) prior to May 1, 2001, the Cash Option is available only if the Member retired after attaining age 55 with at least 10 years of service;
 - (e) Joint and Survivor Annuity Option - The retirement income will be changed to a actuarially reduced amount payable to the Member during his or her life and a monthly income payable after his or her death to a surviving designated Beneficiary so long as the Beneficiary may live. The amount of each such payment to the Beneficiary will be equal to a percentage specified by the Member, not exceeding 100%, of the amount of the retired Member's reduced retirement income.

Star Enterprise
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SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS (CONTINUED)

Early retirement

The accrued benefit is reduced as follows:

For participants who were an Alliance Employee on May 1, 2001											
Age at Pension Starting Date	Total Points (Age + Service) at earlier of termination or 7/1/2002										
	45 or Less	46	47	48	49	50	51	52	53	54	55 or More
50	30%	32%	34%	36%	38%	40%	42%	44%	46%	48%	50%
51	35%	37%	39%	41%	43%	45%	47%	49%	51%	53%	55%
52	40%	42%	44%	46%	48%	50%	52%	54%	56%	58%	60%
53	45%	47%	49%	51%	53%	55%	57%	59%	61%	63%	65%
54	50%	52%	54%	56%	58%	60%	62%	64%	66%	68%	70%
55	55%	57%	59%	61%	63%	65%	67%	69%	71%	73%	75%
56	60%	62%	64%	66%	68%	70%	72%	74%	76%	78%	80%
57	65%	67%	69%	71%	73%	75%	77%	79%	81%	83%	85%
58	70%	72%	74%	76%	78%	80%	82%	84%	86%	88%	90%
59	75%	77%	79%	81%	83%	85%	87%	89%	91%	93%	95%
60	80%	82%	84%	86%	88%	90%	92%	94%	96%	98%	100%
61	85%	87%	89%	91%	93%	95%	97%	99%	100%	100%	100%
62	90%	92%	94%	96%	98%	100%	100%	100%	100%	100%	100%
63	95%	97%	99%	100%	100%	100%	100%	100%	100%	100%	100%
64	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
65	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
The Single Life Annuity (SLA), payable at age 50 will increase by .4166% of the age 65 SLA for each month (i.e., 5% per year) a Member delays their commencement (i.e., the annuity starting date beyond the first of the month or termination) up to a maximum of 100% of the age 65 SLA.											
For participants who terminated from either Star Enterprise or Alliance before May 1, 2001											
Terminate before age 50 (before age 55 for benefits under the Group Pension Plan)						0.6% per month from age 65 down to age 60, and 0.35% per month from age 60 down to age 50 (down to age 55 for benefits under the Group Pension Plan).					
Terminate with at least 10 years of service and after age 50 (age 55 for benefits under the Group Pension Plan)						0.4166% per month from age 60 down to age 50 (down to age 55 for benefits under the Group Pension Plan).					

Star Enterprise
The Star Enterprise Retirement Plan
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SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS (CONTINUED)

Disability:

For a Member who terminates employment under the Star or Alliance Long Term Disability Plan, he or she will be deemed to have at least 55 points (Age + Service) as of his or her termination date, regardless of the Member's actual total points. He or she will be entitled to a Normal Retirement Income or an Early Retirement Income that assumes the member is deemed to have at least 55 points.

Death Benefit:

50% Survivor Annuity: 50% of the benefit that would have been payable to the employee is paid to the Beneficiary. If the Beneficiary elects to have the benefit commence earlier than the date the employee would have attained age 50, additional reductions apply that are based on what would have been the employee's age as follows: 5% per year from age 50 down to age 40, 3% per year from age 40 down to age 30, and 1% per year below age 30.

Survivor's Benefit: For a Participant who dies as an Employee, this benefit is payable in lieu of the 50% Survivor Annuity if elected by the Beneficiary or if a participant has elected more than one primary Beneficiary. The benefit is paid for 120 months and is equal to the monthly annuity that would have been paid to the employee under the 10-year certain and life form. If the Beneficiary elects to have the benefit commence earlier than the date the employee would have attained age 50, additional reductions apply that are based on what would have been the employee's age as follows: 5% per year from age 50 down to age 40, 3% per year from age 40 down to age 30, and 1% per year below age 30.

Minimum death benefit: Employee contributions with interest as of the date when benefits are paid from the plan.

Getty Offset:

Members of the plan with the 12/31/84 Getty Oil Company benefit payable from Met Life ("Getty offset") have their plan benefit reduced by such Getty offset. The Getty offset is equal to the (i) Getty gross benefit minus (ii) the Getty PIA offset reduced 1/15th (6.667%) per year, maximum 3 years, that the benefit commencement date precedes normal retirement. The Getty offset is reduced 0.416667% for each month (5% per year) that the benefit commencement date precedes age 60.

SEEC

STAR ENTERPRISE PENSION TRUST
COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

PAGE: 1
PLAN YEAR ENDING: 12/31/12

THIS IS A COMPOSITE REPORT FOR:

SEBA STAR - CASH
SEBF STAR - FIXED INCOME
SEBH STAR - FIXED INCOME
SEBI STAR - ALL CAP CORE
SEBJ STAR - INTERNATIONAL EQUITY

SEEC

STAR ENTERPRISE PENSION TRUST
COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

PAGE: 2
PLAN YEAR ENDING: 12/31/12

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE	(E) CURRENT VALUE
				(D) COST	
INTEREST BEARING CASH					
	GOVERNMENT STIF 10		1.000	12/31/2030	
		1,749,650.71		1,749,650.71	1,749,650.71
SEBA	3839909B6	1,749,650.71		1,749,650.71	1,749,650.71
		1,749,650.71		1,749,650.71	1,749,650.71

SEEC

STAR ENTERPRISE PENSION TRUST
COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

PAGE: 3
PLAN YEAR ENDING: 12/31/12

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE (D) COST	MAT DATE	(E) CURRENT VALUE
CORPORATE STOCKS - COMMON					
	INTERPUBLIC GROUP OF COS INC	COMMON STOCK USD.1			
		5.000		0.00	55.10
SEBA	460690100	5.000		0.00	55.10
		5.000		0.00	55.10

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
COMMON/COLLECTIVE TRUSTS					
	DAILY EAFE FUND				
SEBJ	03599A967	716,256.975	7,176,484.51		11,955,045.17
		716,256.975	7,176,484.51		11,955,045.17
	STATESTREET BANK TR	PASS BOND MKT INDEX PD			
		1,209,155.544	26,575,743.69		32,788,670.89
SEBH	41988A933	1,209,155.544	26,575,743.69		32,788,670.89
	RUSSELL 3000 INDEX FUND	FD CMV1			
		2,707,791.253	19,404,701.84		38,025,512.57
SEBI	77999H993	2,707,791.253	19,404,701.84		38,025,512.57
		4,633,203.772	53,156,930.04		82,769,228.63

SEEC

STAR ENTERPRISE PENSION TRUST
COMPOSITE
SCHEDULE H, LINE 41 - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

PAGE: 5
PLAN YEAR ENDING: 12/31/12

ASSET CATEGORY	UNITS	COST	CURRENT VALUE
INTEREST BEARING CASH	1,749,650.710	1,749,650.71	1,749,650.71
CERTIFICATES OF DEPOSIT	0.000	0.00	0.00
U.S. GOVERNMENT SECURITIES	0.000	0.00	0.00
CORP. DEBT INSTR. - PREFERRED	0.000	0.00	0.00
CORP. DEBT INSTR. - ALL OTHER	0.000	0.00	0.00
CORPORATE STOCKS - PREFERRED	0.000	0.00	0.00
CORPORATE STOCKS - COMMON	5.000	0.00	55.10
PARTN./JOINT VENTURE INTERESTS	0.000	0.00	0.00
REAL ESTATE-INCOME PRODUCING	0.000	0.00	0.00
REAL ESTATE-NON INC. PRODUCING	0.000	0.00	0.00
LOANS SECURED BY MTGES-RESID.	0.000	0.00	0.00
LOANS SECURED BY MTGES-COM'L	0.000	0.00	0.00
LOANS TO PARTIC. - MORTGAGES	0.000	0.00	0.00
LOANS TO PARTICIPANTS - OTHER	0.000	0.00	0.00
OTHER	0.000	0.00	0.00
COMMON/COLLECTIVE TRUSTS	4,633,203.772	53,156,930.04	82,769,228.63
POOLED SEPARATE ACCOUNTS	0.000	0.00	0.00
103-12 INVESTMENTS	0.000	0.00	0.00
REGISTERED INVESTMENT COMPANY	0.000	0.00	0.00
INSURANCE CO. GENERAL ACCOUNT	0.000	0.00	0.00
** ASSET CATEGORY NOT FOUND **	0.000	0.00	0.00
GRAND TOTALS	6,382,859.482	54,906,580.75	84,518,934.44

RUN DATE: 03/14/13

Star Enterprise
The Star Enterprise Retirement Plan
EIN : 76-0567102
Plan 001

SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

The actuarial assumptions have been changed from the January 1, 2011 valuation as follows:

- The expected expenses added to the Target Normal Cost have increased from \$350,000 to \$400,000.
- The mortality assumption used for the lump sum conversion was changed to the mortality table prescribed by the IRS under 417(e) for lump sums payable in 2012.