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 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
KERN OIL & REFINING COMPANY PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1982

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
KERN OIL & REFINING CO.

7724 E. PANAMA LANE
BAKERSFIELD, CA 93307-9210

2b Employer Identification Number (EIN) 33-0011506

2c Plan Sponsor's telephone number 661-845-0761

2d Business code (see instructions) 324110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/02/2017	ROBERT WINCHESTER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5 Total number of participants at the beginning of the plan year	**5**	155
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	128
a(2) Total number of active participants at the end of the plan year	**6a(2)**	125
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	29
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	154
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	154
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	154
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
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:

2C 2F 2G 2T 3D 3H

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
KERN OIL & REFINING COMPANY PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KERN OIL & REFINING CO.

D Employer Identification Number (EIN)
33-0011506

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN FUNDS

95-1411037

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

DREYFUS

13-5673135

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

FIDELITY INVESTMENTS

06-1194217

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

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

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

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

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

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

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

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 49 50 60 62 63 64	SERVICE PROVIDER	16924	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
KERN OIL & REFINING COMPANY PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
KERN OIL & REFINING CO.

D Employer Identification Number (EIN)
33-0011506

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N35

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2251296-001	C	728597

a Name of MTIA, CCT, PSA, or 103-12 IE: WF/BLACKROCK RU 2000 INDEX CIT N35

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2265233-001	C	43385

a Name of MTIA, CCT, PSA, or 103-12 IE: WF/BLACKROCK S&P MC INDEX CIT N35

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2265235-001	C	1788045

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
KERN OIL & REFINING COMPANY PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KERN OIL & REFINING CO.

D Employer Identification Number (EIN)
33-0011506

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	2197662	2560027
(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)	6982930	7268760
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	9180592	9828787
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	9180592	9828787

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)	518128	
	(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)		518128
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)	100012	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		100012
	(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)		323818
(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)		395646
c Other income	2c		3
d Total income. Add all **income** amounts in column (b) and enter total	2d		1337607
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	649053	
(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)		649053
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	40359	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		40359
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		689412
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		648195
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: BARBICH HOOPER KING DILL HOFFMAN **(2)** EIN: 95-3705481

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

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

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

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 sections 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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
KERN OIL & REFINING COMPANY PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KERN OIL & REFINING CO.

D Employer Identification Number (EIN)
33-0011506

Part I Distributions

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

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

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

EIN(s): 41-6257133

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a** 518128

b Enter the amount contributed by the employer to the plan for this plan year **6b** 518128

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** 0

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

Kern Oil & Refining Co.
Pension Plan

Financial Statements

December 31, 2016 and 2015

C O N T E N T S

	Page(s)
Independent Auditors' Report	1 - 2
Financial Statements	
Statements of net assets available for benefits	3
Statements of changes in net assets available for benefits	4
Notes to financial statements	5 - 10
Supplementary Information	
Schedule of assets (held at end of year)	11

BARBICH HOOPER KING
DILL HOFFMAN
ACCOUNTANCY CORPORATION

Independent Auditors' Report

To the Participants and Administrator
Kern Oil & Refining Co. Pension Plan
Bakersfield, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Kern Oil & Refining Co. Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

P.O. BOX 11171 | BAKERSFIELD, CA 93389
5001 E. COMMERCENTER DRIVE | SUITE 350 | BAKERSFIELD, CA 93309
(661) 631-1171 OFFICE | (661) 631-0244 FAX | BHKCPAS.com

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2016, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

BARBICH HOOPER KING
DILL HOFFMAN
Accountancy Corporation

Bakersfield, California
September 21, 2017

Kern Oil & Refining Co.
Pension Plan

Statements of Net Assets Available For Benefits
December 31, 2016 and 2015

ASSETS	***2016***	***2015***
Investments, at fair value:		
Common/collective trusts	$ 2,560,027	$ 2,197,662
Mutual funds	7,268,760	6,982,931
Net assets available for benefits	$ 9,828,787	$ 9,180,593

See Notes to Financial Statements.

Kern Oil & Refining Co.
Pension Plan

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2016 and 2015

	2016	2015
Additions (deductions):		
Investment income:		
Dividends and interest	$ 100,012	$ 80,895
Net appreciation (depreciation) in fair value of investments	688,101	(81,917)
	788,113	(1,022)
Contributions:		
Employer	518,128	477,996
Other income	31,365	32,555
Total additions	1,337,606	509,529
Deductions:		
Benefits paid to participants	649,053	237,460
Plan fees	40,359	41,201
Total deductions	689,412	278,661
Net increase	648,194	230,868
Net assets available for benefits:		
Beginning of year	9,180,593	8,949,725
End of year	$ 9,828,787	$ 9,180,593

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the Kern Oil & Refining Co. Pension Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan established effective April 1, 1982 covering employees of Kern Oil & Refining Co. (the Company). Any employee who was a participant in the Plan before January 1, 1989, and had not terminated as a participant, became a participant on January 1, 1989 as a result of an amendment on January 1, 2001. Employees hired after January 1, 1989 become eligible to participate on the first of the month, following or coincident with 3 months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

The Company makes a monthly contribution equivalent to 5.1% of the participant's monthly earnings, as of January 1 of the current Plan year. Contributions are funded currently.

The forfeiture reserve balance can be used to offset employer contributions or to pay Plan expenses, which would otherwise be payable by the Company, in accordance with the Plan agreement. The Company’s contributions were reduced by $3,602 and $25,488 from forfeited nonvested account balances for the years ended December 31, 2016 and 2015, respectively. The forfeiture reserve balance as of December 31, 2016 and 2015 was $16,701 and $3,602, respectively.

Participant accounts:

Separate accounts are kept for each participant. Each participant's account is credited with the allocation of the Company's contribution, allocation of earnings and Plan fees. Investments in participant accounts are participant directed; participants direct the investment of their contributions into various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in employer contributions plus actual earnings thereon is based on years of service as follows:

Years of Service	***Vesting***
1	20%
2	40%
3	60%
4	80%
5	100%

If an active participant dies or is disabled prior to attaining the normal retirement age of 65, the participant becomes 100% vested.

Payment of benefits:

On termination of service, a participant may elect distribution of their account or they may defer distribution and leave the value of their account on deposit with the Plan until normal retirement (age 65). Participants may elect to receive either a lump-sum amount equal to the vested value of the participant's vested interest in his or her account, a distribution in the form of an annuity, or a combination of both.

There were no amounts allocated to withdrawing participants for benefit claims that have been processed and approved for payment prior to year end that have not been paid as of December 31, 2016.

Note 2. Significant Accounting Policies

Basis of accounting:

The financial statements of the Plan are maintained on the accrual basis of accounting.

Use of estimates:

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

Investment valuation and income recognition:

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements. Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Benefits:

Benefit payments are recorded when paid.

Plan fees:

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses paid by the Company are excluded from these financial statements. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

Income tax status:

The Internal Revenue Service has determined and informed the Company by a letter dated October 15, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and therefore, believes the Plan is qualified, and related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income examinations for years prior to 2014.

Note 3. Fair Value Disclosures

The Financial Accounting Standards Board (FASB) provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB are described as follows: Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access; Level 2 inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means; Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015:

Common/collective trusts: The fair value of the common/collective trusts are from broker quotations from market makers, original transaction price and recent transactions in recent or similar instruments.

Registered investment companies (mutual funds): The fair values of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realized value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

		December 31, 2016		
		Fair Value Measurements Using:		
	Fair Value	***Level 1***	***Level 2***	***Level 3***
Common/collective trusts	$ 2,560,027	$ -	$ 2,560,027	$ -
Registered investment companies	7,268,760	7,268,760	-	-
Total assets at fair value	$ 9,828,787	$ 7,268,760	$ 2,560,027	$ -

		December 31, 2015		
		Fair Value Measurements Using:		
	Fair Value	***Level 1***	***Level 2***	***Level 3***
Common/collective trusts	$ 2,197,662	$ -	$ 2,197,662	$ -
Registered investment companies	6,982,931	6,982,931	-	-
Total assets at fair value	$ 9,180,593	$ 6,982,931	$ 2,197,662	$ -

Realized and unrealized gains and losses included in the statements of changes in net assets available for benefits for the years ended December 31, 2016 and 2015, are reported in net appreciation (depreciation) in fair value of investments.

Note 4. Certified Financial Information

The following information as of and for the years ended December 31, 2016 and 2015, was obtained and certified as complete and accurate by Wells Fargo Bank, N.A., the Plan trustee, in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The information certified includes the following:

	2016	*2015*
Common/collective trust:		
Wells Fargo Collective Stable Return Fund	$ 728,597	$ 710,970
Wells Fargo S&P Midcap Index Fund	1,788,045	1,452,907
Wells Fargo Russell 2000 Index Fund	43,385	33,785
	2,560,027	2,197,662
Registered investment companies:		
Wells Fargo Advantage Index Fund	2,635,871	2,452,148
Dreyfus Intermediate Term Income	82,655	136,433
Wells Fargo Dow Jones Target 2010	27,893	102,599
Wells Fargo Dow Jones Target 2020	524,153	627,108
Wells Fargo Dow Jones Target 2030	418,927	344,332
Wells Fargo Dow Jones Target 2040	927,392	780,549
Wells Fargo Dow Jones Target 2050	565,684	494,718
Wells Fargo Dow Jones Target 2060	48,511	-
Fidelity Advisor Growth Opportunities Fund	1,394,877	1,266,319
Fidelity Advisor Balanced Fund	245,700	333,646
Wells Fargo Dow Jones Target Today Inv Fund	21,072	18,492
American Funds New Perspectives Fund	254,140	262,857
American Europacific Growth Fund	121,885	163,730
	7,268,760	6,982,931
Total certified investments	$ 9,828,787	$ 9,180,593

	2016	*2015*
Investment income:		
Net appreciation (depreciation) in fair value of investments		
Common/collective trusts	$ 323,817	$ (23,107)
Mutual funds	364,284	(58,810)
	$ 688,101	$ (81,917)
Dividends and interest	$ 100,012	$ 80,895

Note 5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 6. Party-in-Interest Transactions

For the years ended December 31, 2016 and 2015, certain Plan investments are shares of common/collective trusts and mutual funds managed by Wells Fargo Bank, N.A., which is the trustee as defined by the Plan. In addition, during the years ended December 31, 2016 and 2015, the Plan paid fees to Wells Fargo Bank, N.A. of $40,359 and $41,201, respectively. These transactions qualify as party-in-interest transactions which are exempt from prohibited transaction rule

Wells Fargo Bank N.A. receives revenue from mutual funds and collective trust fund service provides for services Wells Fargo Bank N.A. provides to the funds. This revenue can be used to offset certain expenses of the Plan. Any excess amount is remitted to the Plan. The Plan received $31,365 in revenue-sharing income during the year ended December 31, 2016.

Note 7. Reconciliation of Financial Statements to Form 5500

Certain balances included on Schedule H Part II on the Annual Return of Employee Benefits Plan have been reclassified for purposes of presentation in the financial statements.

Note 8. Subsequent Events

The Plan has evaluated events and transactions subsequent to December 31, 2016 through September 21, 2017, the date the financial statements were available to be issued, noting no significant items requiring further discussion.

Kern Oil & Refining Co.
Pension Plan

Schedule H, Line 4i Form 5500 - Schedule of Assets (Held at End of Year)
EIN: 33-0011506 Plan No. 001
December 31, 2016

(a)	*(b) Identity of Issue, Borrower, lessor or Similar Party*	*(c) Description of Investment including maturity date, rate of interest, collateral, par or maturity value*	*(d) Cost*	*(e) Current Value*
*	Wells Fargo Collective Stable Return Fund	Common/collective trust	**	$ 728,597
*	Wells Fargo S&P Midcap Index Fund	Common/collective trust	**	1,788,045
*	Wells Fargo Russell 2000 Index Fund	Common/collective trust	**	43,385
*	Wells Fargo Advantage Index Fund	Mutual Fund	**	2,635,871
	Dreyfus Intermediate Term Income	Mutual Fund	**	82,655
*	Wells Fargo Dow Jones Target 2010 Fund	Mutual Fund	**	27,893
*	Wells Fargo Dow Jones Target 2020 Fund	Mutual Fund	**	524,153
*	Wells Fargo Dow Jones Target 2030 Fund	Mutual Fund	**	418,927
*	Wells Fargo Dow Jones Target 2040 Fund	Mutual Fund	**	927,392
*	Wells Fargo Dow Jones Target 2050 Fund	Mutual Fund	**	565,684
*	Wells Fargo Dow Jones Target 2060 Fund	Mutual Fund	**	48,511
	Fidelity Advisor Growth Opportunities Fund	Mutual Fund	**	1,394,877
	Fidelity Advisor Balanced Fund	Mutual Fund	**	245,700
*	Wells Fargo Dow Jones Target Today Inv Fund	Mutual Fund	**	21,072
	American Funds New Perspective Fund	Mutual Fund	**	254,140
	American Europacific Growth Fund	Mutual Fund	**	121,885
				$ 9,828,787

* Party-in-interest

** Column (d) is blank as all investments are participant directed.

Kern Oil & Refining Co.
Pension Plan

Financial Statements

December 31, 2016 and 2015

C O N T E N T S

	Page(s)
Independent Auditors' Report	1 - 2
Financial Statements	
Statements of net assets available for benefits	3
Statements of changes in net assets available for benefits	4
Notes to financial statements	5 - 10
Supplementary Information	
Schedule of assets (held at end of year)	11

BARBICH HOOPER KING
DILL HOFFMAN
ACCOUNTANCY CORPORATION

Independent Auditors' Report

To the Participants and Administrator
Kern Oil & Refining Co. Pension Plan
Bakersfield, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Kern Oil & Refining Co. Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

P.O. BOX 11171 | BAKERSFIELD, CA 93389
5001 E. COMMERCENTER DRIVE | SUITE 350 | BAKERSFIELD, CA 93309
(661) 631-1171 OFFICE | (661) 631-0244 FAX | BHKCPAS.com

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2016, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

BARBICH HOOPER KING
DILL HOFFMAN
Accountancy Corporation

Bakersfield, California
September 21, 2017

Kern Oil & Refining Co.
Pension Plan

Statements of Net Assets Available For Benefits
December 31, 2016 and 2015

ASSETS	***2016***	***2015***
Investments, at fair value:		
Common/collective trusts	$ 2,560,027	$ 2,197,662
Mutual funds	7,268,760	6,982,931
Net assets available for benefits	$ 9,828,787	$ 9,180,593

See Notes to Financial Statements.

Kern Oil & Refining Co.
Pension Plan

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2016 and 2015

	2016	2015
Additions (deductions):		
Investment income:		
Dividends and interest	$ 100,012	$ 80,895
Net appreciation (depreciation) in fair value of investments	688,101	(81,917)
	788,113	(1,022)
Contributions:		
Employer	518,128	477,996
Other income	31,365	32,555
Total additions	1,337,606	509,529
Deductions:		
Benefits paid to participants	649,053	237,460
Plan fees	40,359	41,201
Total deductions	689,412	278,661
Net increase	648,194	230,868
Net assets available for benefits:		
Beginning of year	9,180,593	8,949,725
End of year	$ 9,828,787	$ 9,180,593

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the Kern Oil & Refining Co. Pension Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan established effective April 1, 1982 covering employees of Kern Oil & Refining Co. (the Company). Any employee who was a participant in the Plan before January 1, 1989, and had not terminated as a participant, became a participant on January 1, 1989 as a result of an amendment on January 1, 2001. Employees hired after January 1, 1989 become eligible to participate on the first of the month, following or coincident with 3 months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

The Company makes a monthly contribution equivalent to 5.1% of the participant's monthly earnings, as of January 1 of the current Plan year. Contributions are funded currently.

The forfeiture reserve balance can be used to offset employer contributions or to pay Plan expenses, which would otherwise be payable by the Company, in accordance with the Plan agreement. The Company’s contributions were reduced by $3,602 and $25,488 from forfeited nonvested account balances for the years ended December 31, 2016 and 2015, respectively. The forfeiture reserve balance as of December 31, 2016 and 2015 was $16,701 and $3,602, respectively.

Participant accounts:

Separate accounts are kept for each participant. Each participant's account is credited with the allocation of the Company's contribution, allocation of earnings and Plan fees. Investments in participant accounts are participant directed; participants direct the investment of their contributions into various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in employer contributions plus actual earnings thereon is based on years of service as follows:

Years of Service	***Vesting***
1	20%
2	40%
3	60%
4	80%
5	100%

If an active participant dies or is disabled prior to attaining the normal retirement age of 65, the participant becomes 100% vested.

Payment of benefits:

On termination of service, a participant may elect distribution of their account or they may defer distribution and leave the value of their account on deposit with the Plan until normal retirement (age 65). Participants may elect to receive either a lump-sum amount equal to the vested value of the participant's vested interest in his or her account, a distribution in the form of an annuity, or a combination of both.

There were no amounts allocated to withdrawing participants for benefit claims that have been processed and approved for payment prior to year end that have not been paid as of December 31, 2016.

Note 2. Significant Accounting Policies

Basis of accounting:

The financial statements of the Plan are maintained on the accrual basis of accounting.

Use of estimates:

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

Investment valuation and income recognition:

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements. Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Benefits:

Benefit payments are recorded when paid.

Plan fees:

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses paid by the Company are excluded from these financial statements. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

Income tax status:

The Internal Revenue Service has determined and informed the Company by a letter dated October 15, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and therefore, believes the Plan is qualified, and related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income examinations for years prior to 2014.

Note 3. Fair Value Disclosures

The Financial Accounting Standards Board (FASB) provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB are described as follows: Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access; Level 2 inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means; Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015:

Common/collective trusts: The fair value of the common/collective trusts are from broker quotations from market makers, original transaction price and recent transactions in recent or similar instruments.

Registered investment companies (mutual funds): The fair values of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realized value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

		December 31, 2016		
		Fair Value Measurements Using:		
	Fair Value	***Level 1***	***Level 2***	***Level 3***
Common/collective trusts	$ 2,560,027	$ -	$ 2,560,027	$ -
Registered investment companies	7,268,760	7,268,760	-	-
Total assets at fair value	$ 9,828,787	$ 7,268,760	$ 2,560,027	$ -

		December 31, 2015		
		Fair Value Measurements Using:		
	Fair Value	***Level 1***	***Level 2***	***Level 3***
Common/collective trusts	$ 2,197,662	$ -	$ 2,197,662	$ -
Registered investment companies	6,982,931	6,982,931	-	-
Total assets at fair value	$ 9,180,593	$ 6,982,931	$ 2,197,662	$ -

Realized and unrealized gains and losses included in the statements of changes in net assets available for benefits for the years ended December 31, 2016 and 2015, are reported in net appreciation (depreciation) in fair value of investments.

Note 4. Certified Financial Information

The following information as of and for the years ended December 31, 2016 and 2015, was obtained and certified as complete and accurate by Wells Fargo Bank, N.A., the Plan trustee, in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The information certified includes the following:

	2016	*2015*
Common/collective trust:		
Wells Fargo Collective Stable Return Fund	$ 728,597	$ 710,970
Wells Fargo S&P Midcap Index Fund	1,788,045	1,452,907
Wells Fargo Russell 2000 Index Fund	43,385	33,785
	2,560,027	2,197,662
Registered investment companies:		
Wells Fargo Advantage Index Fund	2,635,871	2,452,148
Dreyfus Intermediate Term Income	82,655	136,433
Wells Fargo Dow Jones Target 2010	27,893	102,599
Wells Fargo Dow Jones Target 2020	524,153	627,108
Wells Fargo Dow Jones Target 2030	418,927	344,332
Wells Fargo Dow Jones Target 2040	927,392	780,549
Wells Fargo Dow Jones Target 2050	565,684	494,718
Wells Fargo Dow Jones Target 2060	48,511	-
Fidelity Advisor Growth Opportunities Fund	1,394,877	1,266,319
Fidelity Advisor Balanced Fund	245,700	333,646
Wells Fargo Dow Jones Target Today Inv Fund	21,072	18,492
American Funds New Perspectives Fund	254,140	262,857
American Europacific Growth Fund	121,885	163,730
	7,268,760	6,982,931
Total certified investments	$ 9,828,787	$ 9,180,593

	2016	*2015*
Investment income:		
Net appreciation (depreciation) in fair value of investments		
Common/collective trusts	$ 323,817	$ (23,107)
Mutual funds	364,284	(58,810)
	$ 688,101	$ (81,917)
Dividends and interest	$ 100,012	$ 80,895

Note 5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 6. Party-in-Interest Transactions

For the years ended December 31, 2016 and 2015, certain Plan investments are shares of common/collective trusts and mutual funds managed by Wells Fargo Bank, N.A., which is the trustee as defined by the Plan. In addition, during the years ended December 31, 2016 and 2015, the Plan paid fees to Wells Fargo Bank, N.A. of $40,359 and $41,201, respectively. These transactions qualify as party-in-interest transactions which are exempt from prohibited transaction rule

Wells Fargo Bank N.A. receives revenue from mutual funds and collective trust fund service provides for services Wells Fargo Bank N.A. provides to the funds. This revenue can be used to offset certain expenses of the Plan. Any excess amount is remitted to the Plan. The Plan received $31,365 in revenue-sharing income during the year ended December 31, 2016.

Note 7. Reconciliation of Financial Statements to Form 5500

Certain balances included on Schedule H Part II on the Annual Return of Employee Benefits Plan have been reclassified for purposes of presentation in the financial statements.

Note 8. Subsequent Events

The Plan has evaluated events and transactions subsequent to December 31, 2016 through September 21, 2017, the date the financial statements were available to be issued, noting no significant items requiring further discussion.

Kern Oil & Refining Co.
Pension Plan

Schedule H, Line 4i Form 5500 - Schedule of Assets (Held at End of Year)
EIN: 33-0011506 Plan No. 001
December 31, 2016

(a)	*(b) Identity of Issue, Borrower, lessor or Similar Party*	*(c) Description of Investment including maturity date, rate of interest, collateral, par or maturity value*	*(d) Cost*	*(e) Current Value*
*	Wells Fargo Collective Stable Return Fund	Common/collective trust	**	$ 728,597
*	Wells Fargo S&P Midcap Index Fund	Common/collective trust	**	1,788,045
*	Wells Fargo Russell 2000 Index Fund	Common/collective trust	**	43,385
*	Wells Fargo Advantage Index Fund	Mutual Fund	**	2,635,871
	Dreyfus Intermediate Term Income	Mutual Fund	**	82,655
*	Wells Fargo Dow Jones Target 2010 Fund	Mutual Fund	**	27,893
*	Wells Fargo Dow Jones Target 2020 Fund	Mutual Fund	**	524,153
*	Wells Fargo Dow Jones Target 2030 Fund	Mutual Fund	**	418,927
*	Wells Fargo Dow Jones Target 2040 Fund	Mutual Fund	**	927,392
*	Wells Fargo Dow Jones Target 2050 Fund	Mutual Fund	**	565,684
*	Wells Fargo Dow Jones Target 2060 Fund	Mutual Fund	**	48,511
	Fidelity Advisor Growth Opportunities Fund	Mutual Fund	**	1,394,877
	Fidelity Advisor Balanced Fund	Mutual Fund	**	245,700
*	Wells Fargo Dow Jones Target Today Inv Fund	Mutual Fund	**	21,072
	American Funds New Perspective Fund	Mutual Fund	**	254,140
	American Europacific Growth Fund	Mutual Fund	**	121,885
				$ 9,828,787

* Party-in-interest

** Column (d) is blank as all investments are participant directed.

Kern Oil & Refining Co.
Pension Plan

Financial Statements

December 31, 2016 and 2015

C O N T E N T S

	Page(s)
Independent Auditors' Report	1 - 2
Financial Statements	
Statements of net assets available for benefits	3
Statements of changes in net assets available for benefits	4
Notes to financial statements	5 - 10
Supplementary Information	
Schedule of assets (held at end of year)	11

BARBICH HOOPER KING
DILL HOFFMAN
ACCOUNTANCY CORPORATION

Independent Auditors' Report

To the Participants and Administrator
Kern Oil & Refining Co. Pension Plan
Bakersfield, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Kern Oil & Refining Co. Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

P.O. BOX 11171 | BAKERSFIELD, CA 93389
5001 E. COMMERCENTER DRIVE | SUITE 350 | BAKERSFIELD, CA 93309
(661) 631-1171 OFFICE | (661) 631-0244 FAX | BHKCPAS.com

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2016, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

BARBICH HOOPER KING
DILL HOFFMAN
Accountancy Corporation

Bakersfield, California
September 21, 2017

Kern Oil & Refining Co.
Pension Plan

Statements of Net Assets Available For Benefits
December 31, 2016 and 2015

ASSETS	***2016***	***2015***
Investments, at fair value:		
Common/collective trusts	$ 2,560,027	$ 2,197,662
Mutual funds	7,268,760	6,982,931
Net assets available for benefits	$ 9,828,787	$ 9,180,593

See Notes to Financial Statements.

Kern Oil & Refining Co.
Pension Plan

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2016 and 2015

	2016	2015
Additions (deductions):		
Investment income:		
Dividends and interest	$ 100,012	$ 80,895
Net appreciation (depreciation) in fair value of investments	688,101	(81,917)
	788,113	(1,022)
Contributions:		
Employer	518,128	477,996
Other income	31,365	32,555
Total additions	1,337,606	509,529
Deductions:		
Benefits paid to participants	649,053	237,460
Plan fees	40,359	41,201
Total deductions	689,412	278,661
Net increase	648,194	230,868
Net assets available for benefits:		
Beginning of year	9,180,593	8,949,725
End of year	$ 9,828,787	$ 9,180,593

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the Kern Oil & Refining Co. Pension Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan established effective April 1, 1982 covering employees of Kern Oil & Refining Co. (the Company). Any employee who was a participant in the Plan before January 1, 1989, and had not terminated as a participant, became a participant on January 1, 1989 as a result of an amendment on January 1, 2001. Employees hired after January 1, 1989 become eligible to participate on the first of the month, following or coincident with 3 months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

The Company makes a monthly contribution equivalent to 5.1% of the participant's monthly earnings, as of January 1 of the current Plan year. Contributions are funded currently.

The forfeiture reserve balance can be used to offset employer contributions or to pay Plan expenses, which would otherwise be payable by the Company, in accordance with the Plan agreement. The Company’s contributions were reduced by $3,602 and $25,488 from forfeited nonvested account balances for the years ended December 31, 2016 and 2015, respectively. The forfeiture reserve balance as of December 31, 2016 and 2015 was $16,701 and $3,602, respectively.

Participant accounts:

Separate accounts are kept for each participant. Each participant's account is credited with the allocation of the Company's contribution, allocation of earnings and Plan fees. Investments in participant accounts are participant directed; participants direct the investment of their contributions into various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting:

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in employer contributions plus actual earnings thereon is based on years of service as follows:

Years of Service	***Vesting***
1	20%
2	40%
3	60%
4	80%
5	100%

If an active participant dies or is disabled prior to attaining the normal retirement age of 65, the participant becomes 100% vested.

Payment of benefits:

On termination of service, a participant may elect distribution of their account or they may defer distribution and leave the value of their account on deposit with the Plan until normal retirement (age 65). Participants may elect to receive either a lump-sum amount equal to the vested value of the participant's vested interest in his or her account, a distribution in the form of an annuity, or a combination of both.

There were no amounts allocated to withdrawing participants for benefit claims that have been processed and approved for payment prior to year end that have not been paid as of December 31, 2016.

Note 2. Significant Accounting Policies

Basis of accounting:

The financial statements of the Plan are maintained on the accrual basis of accounting.

Use of estimates:

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

Investment valuation and income recognition:

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements. Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Benefits:

Benefit payments are recorded when paid.

Plan fees:

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses paid by the Company are excluded from these financial statements. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

Income tax status:

The Internal Revenue Service has determined and informed the Company by a letter dated October 15, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and therefore, believes the Plan is qualified, and related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income examinations for years prior to 2014.

Note 3. Fair Value Disclosures

The Financial Accounting Standards Board (FASB) provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB are described as follows: Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access; Level 2 inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means; Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015:

Common/collective trusts: The fair value of the common/collective trusts are from broker quotations from market makers, original transaction price and recent transactions in recent or similar instruments.

Registered investment companies (mutual funds): The fair values of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realized value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

		December 31, 2016		
		Fair Value Measurements Using:		
	Fair Value	***Level 1***	***Level 2***	***Level 3***
Common/collective trusts	$ 2,560,027	$ -	$ 2,560,027	$ -
Registered investment companies	7,268,760	7,268,760	-	-
Total assets at fair value	$ 9,828,787	$ 7,268,760	$ 2,560,027	$ -

		December 31, 2015		
		Fair Value Measurements Using:		
	Fair Value	***Level 1***	***Level 2***	***Level 3***
Common/collective trusts	$ 2,197,662	$ -	$ 2,197,662	$ -
Registered investment companies	6,982,931	6,982,931	-	-
Total assets at fair value	$ 9,180,593	$ 6,982,931	$ 2,197,662	$ -

Realized and unrealized gains and losses included in the statements of changes in net assets available for benefits for the years ended December 31, 2016 and 2015, are reported in net appreciation (depreciation) in fair value of investments.

Note 4. Certified Financial Information

The following information as of and for the years ended December 31, 2016 and 2015, was obtained and certified as complete and accurate by Wells Fargo Bank, N.A., the Plan trustee, in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The information certified includes the following:

	2016	*2015*
Common/collective trust:		
Wells Fargo Collective Stable Return Fund	$ 728,597	$ 710,970
Wells Fargo S&P Midcap Index Fund	1,788,045	1,452,907
Wells Fargo Russell 2000 Index Fund	43,385	33,785
	2,560,027	2,197,662
Registered investment companies:		
Wells Fargo Advantage Index Fund	2,635,871	2,452,148
Dreyfus Intermediate Term Income	82,655	136,433
Wells Fargo Dow Jones Target 2010	27,893	102,599
Wells Fargo Dow Jones Target 2020	524,153	627,108
Wells Fargo Dow Jones Target 2030	418,927	344,332
Wells Fargo Dow Jones Target 2040	927,392	780,549
Wells Fargo Dow Jones Target 2050	565,684	494,718
Wells Fargo Dow Jones Target 2060	48,511	-
Fidelity Advisor Growth Opportunities Fund	1,394,877	1,266,319
Fidelity Advisor Balanced Fund	245,700	333,646
Wells Fargo Dow Jones Target Today Inv Fund	21,072	18,492
American Funds New Perspectives Fund	254,140	262,857
American Europacific Growth Fund	121,885	163,730
	7,268,760	6,982,931
Total certified investments	$ 9,828,787	$ 9,180,593

	2016	*2015*
Investment income:		
Net appreciation (depreciation) in fair value of investments		
Common/collective trusts	$ 323,817	$ (23,107)
Mutual funds	364,284	(58,810)
	$ 688,101	$ (81,917)
Dividends and interest	$ 100,012	$ 80,895

Note 5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 6. Party-in-Interest Transactions

For the years ended December 31, 2016 and 2015, certain Plan investments are shares of common/collective trusts and mutual funds managed by Wells Fargo Bank, N.A., which is the trustee as defined by the Plan. In addition, during the years ended December 31, 2016 and 2015, the Plan paid fees to Wells Fargo Bank, N.A. of $40,359 and $41,201, respectively. These transactions qualify as party-in-interest transactions which are exempt from prohibited transaction rule

Wells Fargo Bank N.A. receives revenue from mutual funds and collective trust fund service provides for services Wells Fargo Bank N.A. provides to the funds. This revenue can be used to offset certain expenses of the Plan. Any excess amount is remitted to the Plan. The Plan received $31,365 in revenue-sharing income during the year ended December 31, 2016.

Note 7. Reconciliation of Financial Statements to Form 5500

Certain balances included on Schedule H Part II on the Annual Return of Employee Benefits Plan have been reclassified for purposes of presentation in the financial statements.

Note 8. Subsequent Events

The Plan has evaluated events and transactions subsequent to December 31, 2016 through September 21, 2017, the date the financial statements were available to be issued, noting no significant items requiring further discussion.

Kern Oil & Refining Co.
Pension Plan

Schedule H, Line 4i Form 5500 - Schedule of Assets (Held at End of Year)
EIN: 33-0011506 Plan No. 001
December 31, 2016

(a)	*(b) Identity of Issue, Borrower, lessor or Similar Party*	*(c) Description of Investment including maturity date, rate of interest, collateral, par or maturity value*	*(d) Cost*	*(e) Current Value*
*	Wells Fargo Collective Stable Return Fund	Common/collective trust	**	$ 728,597
*	Wells Fargo S&P Midcap Index Fund	Common/collective trust	**	1,788,045
*	Wells Fargo Russell 2000 Index Fund	Common/collective trust	**	43,385
*	Wells Fargo Advantage Index Fund	Mutual Fund	**	2,635,871
	Dreyfus Intermediate Term Income	Mutual Fund	**	82,655
*	Wells Fargo Dow Jones Target 2010 Fund	Mutual Fund	**	27,893
*	Wells Fargo Dow Jones Target 2020 Fund	Mutual Fund	**	524,153
*	Wells Fargo Dow Jones Target 2030 Fund	Mutual Fund	**	418,927
*	Wells Fargo Dow Jones Target 2040 Fund	Mutual Fund	**	927,392
*	Wells Fargo Dow Jones Target 2050 Fund	Mutual Fund	**	565,684
*	Wells Fargo Dow Jones Target 2060 Fund	Mutual Fund	**	48,511
	Fidelity Advisor Growth Opportunities Fund	Mutual Fund	**	1,394,877
	Fidelity Advisor Balanced Fund	Mutual Fund	**	245,700
*	Wells Fargo Dow Jones Target Today Inv Fund	Mutual Fund	**	21,072
	American Funds New Perspective Fund	Mutual Fund	**	254,140
	American Europacific Growth Fund	Mutual Fund	**	121,885
				$ 9,828,787

* Party-in-interest

** Column (d) is blank as all investments are participant directed.