MAP-21 Supplement to Annual Funding Notice of Total Petrochemicals & Refining USA, Inc. Pension Plan (Plan) for Plan Year Beginning January 1, 2013 and Ending December 31, 2013 (Plan Year)

This is a temporary supplement to your annual funding notice. It is required by a new federal law named Moving Ahead for Progress in the 21st Century Act (MAP-21). MAP-21 changed how pension plans calculate their liabilities. The purpose of this supplement is to show you the effect of these changes. Prior to MAP-21, pension plans determined their liabilities using a two-year average of interest rates. Now pension plans also must take into account a 25-year average of interest rates. This means that MAP-21 interest rates likely will be higher and plan liabilities lower than they were under prior law. As a result, your employer may contribute less money to the plan at a time when market interest rates are at or near historical lows.

The “MAP-21 Information Table” shows how the MAP-21 interest rates affect the Plan’s: (1) Funding Target Attainment Percentage, (2) Funding Shortfall, (3) Minimum Required Contribution, and (4) Total Plan Assets. The funding target attainment percentage of a plan is a measure of how well the plan is funded on a particular date. The funding shortfall of a plan is the amount by which liabilities exceed net plan assets. The minimum required contribution is the amount of money an employer is required by law to contribute to a plan in a given year. The following table shows this information determined with and without the MAP-21 rates to illustrate the effect of MAP-21. The information is provided for the Plan Year and for each of the two preceding plan years, if applicable.

MAP-21 Information Table

	Plan Year Beginning 2013		**Plan Year Beginning 2012**		**Plan Year Beginning 2011**	
	With MAP-21 Interest Rates	**Without MAP-21 Interest Rates**	**With MAP-21 Interest Rates**	**Without MAP-21 Interest Rates**	**With MAP-21 Interest Rates**	**Without MAP-21 Interest Rates**
Funding Target Attainment Percentage	92.47%	79.88%	93.18%	80.00%	not applicable	80.00%
Funding Shortfall	$73,642,192	$227,998,332	$62,799,110	$214,716,546	not applicable	$193,308,823
Minimum Required Contribution	$42,807,804	$70,536,515	$39,321,892	$67,087,782	not applicable	$55,743,213
Total Plan Assets	$935,009,915	$935,221,341	$899,422,598	$899,422,598	not applicable	$800,654,421

The Total Plan Assets used to determine the information above without MAP-21 Interest Rates for 2013 differs from that used to determine the amounts with MAP-21 Interest Rates due to interest adjustments on contributions made after the end of the Plan Year and interest on expected earnings.

Annual Funding Notice
For
Total Petrochemicals & Refining USA, Inc. Pension Plan

Introduction
This notice includes important information about the funding status of your pension plan ("the Plan") and general information about the benefit payments guaranteed by the Pension Benefit Guaranty Corporation ("PBGC"), a federal insurance agency. All traditional pension plans (called "defined benefit pension plans") must provide this notice every year regardless of their funding status. This notice does not mean that the Plan is terminating. It is provided for informational purposes and you are not required to respond in any way. This notice is for the plan year beginning January 1, 2013, and ending December 31, 2013 ("Plan Year").

Funding Target Attainment Percentage
The funding target attainment percentage of a plan is a measure of how well the plan is funded on a particular date. This percentage for a plan year is obtained by dividing the Plan's Net Plan Assets by Plan Liabilities on the Valuation Date. In general, the higher the percentage, the better funded the plan. The Plan's funding target attainment percentage for the Plan Year and two preceding plan years is shown in the chart below, along with a statement of the value of the Plan's assets and liabilities for the same period.

	Plan Year Beginning in 2013	**Plan Year Beginning in 2012**	**Plan Year Beginning in 2011**
1. Valuation Date	January 1, 2013	January 1, 2012	January 1, 2011
2. Plan Assets			
a. Total Plan Assets	$935,009,915	$899,422,598	$800,654,421
b. Funding Standard Carryover Balance	$0	$0	$0
c. Prefunding Balance	$29,759,443	$40,556,410	$27,419,125
d. Net Plan Assets (a) – (b) – (c) = (d)	$905,250,472	$858,866,188	$773,235,296
3. Plan Liabilities	$978,892,664	$921,665,298	$966,544,119
4. At-Risk Liabilities	not applicable	not applicable	not applicable
5. Funding Target Attainment Percentage (2d)/(3)	92.47%	93.18%	80.00%

Credit Balances
Credit balances were subtracted from the Plan's assets before calculating the funding target attainment percentage in the chart above. While pension plans are permitted to maintain credit balances (called "funding standard carryover balance" or "prefunding balance") for funding purposes, such credits may not be taken into account when calculating a plan's funding target attainment percentage. A plan might have a credit balance, for example, if in a prior year an employer made contributions at a level in excess of the minimum level required by law. Generally, the excess payments are counted as "credits" and may be applied in future years toward the minimum level of contributions a plan sponsor is required by law to make to the plan in those years.

Fair Market Value of Assets

Asset values in the chart above are actuarial values, not market values. Market values tend to show a clearer picture of a plan's funded status as of a given point in time. However, because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market, pension law allows plans to use actuarial values for funding purposes. While actuarial values fluctuate less than market values, they are estimates. As of December 31, 2013, the fair market value of the Plan's assets was $879,868,312. On this same date, the Plan's liabilities were $1,057,228,944.

Participant Information

The total number of participants in the plan as of the Plan's valuation date was 12,142. Of this number, 1,459 were active participants, 6,563 were retired or separated from service and receiving benefits, and 4,120 were retired or separated from service and entitled to future benefits.

Funding & Investment Policies

The law requires that every pension plan have a procedure for establishing a funding policy to carry out the plan objectives. A funding policy relates to the level of contributions needed to pay for promised benefits.

Total Petrochemicals & Refining USA, Inc.'s current funding policy for the Plan is to contribute, at such intervals as are required by law, an amount at least equal to the minimum contribution required by law. Total Petrochemicals & Refining USA, Inc. may, at its discretion, contribute from time to time amounts in excess of the legally required minimum contribution.

Once money is contributed to the Plan, the money is invested by plan officials called fiduciaries. Specific investments are made in accordance with the Plan's investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries who are responsible for plan investments with guidelines or general instructions concerning various types or categories of investment management decisions.

Under federal law, the fiduciaries responsible for investing the Plan's assets have a duty to diversify investments of the Plan's assets to minimize the risk of large losses and to prudently select investments. The Pension Plan Investment Committee of TOTAL Finance USA, Inc. has primary responsibility for selecting the Plan's investments and selecting any investment advisors hired to manage any portion of the Plan's investment portfolio. The Pension Plan Investment Committee of TOTAL Finance USA, Inc. has adopted an investment policy that provides guidelines for choosing the Plan's investments and any investment advisors so as to ensure that the Plan has a prudently selected and diversified investment portfolio. The Pension Plan Investment Committee of TOTAL Finance USA, Inc. periodically reviews and may update its investment policy to reflect new information, including the performance of particular investments and the Plan's assets as a whole. Generally, the Plan's investment policy takes a long-term perspective, reflecting the fact that benefits may be paid for many years. Actual investment results may vary from year to year and investment results over a relatively short period do not necessarily preclude the Plan from obtaining reasonable long-term investment returns.

In accordance with the Plan's investment policy, the Plan's assets were allocated among the following categories of investments, as of the end of the Plan Year. These allocations are percentages of total assets:

Asset Allocations		Percentage
1.	Cash (interest-bearing and non-interest bearing)	0%
2.	U.S. Government Securities	0%
3.	Corporate Debt Instruments (other than employer securities):	
	Preferred	0%
	All Other	0%
4.	Corporate Stocks (other than employer securities):	
	Preferred	0%
	Common	0%
5.	Partnership/Joint Venture Interests	0%
6.	Real Estate (other than employer real property)	0%
7.	Loans (other than to participants)	0%
8.	Participant Loans	0%
9.	Value of Interest in Common/Collective Trusts	1%
10.	Value of Interest in Pooled Separate Accounts	0%
11.	Value of Interest in Master Trust Investment Accounts	99%
12.	Value of Interest in 103-12 Investment Entities	0%
13.	Value of Interest in Registered Investment Companies (e.g., mutual funds)	0%
14.	Value of Funds Held in Insurance Co. General Account (unallocated contracts)	0%
15.	Employer-Related Investments:	
	Employer Securities	0%
	Employer Real Property	0%
16.	Buildings and Other Property Used in Plan Operation	0%
17.	Other	0%

The master trust assets (line 11) are invested in the following categories:

Master Trust Investment Accounts Allocations		Percentage
1.	Interest-bearing cash	0%
2.	U.S. Government securities	2%
3.	Corporate debt instruments (other than employer securities):	
	Preferred	2%
	All Other	8%
4.	Corporate stocks (other than employer securities):	
	Preferred	0%
	All Other	7%
5.	Partnership/joint venture interests	11%
6.	Value of interest in common/collective trusts	69%
7.	Value of interest in pooled separate accounts	0%
8.	Value of interest in registered investment companies (e.g., mutual funds)	0%
9.	Other	1%

Right to Request a Copy of the Annual Report
A pension plan is required to file with the US Department of Labor an annual report (i.e., Form 5500) containing financial and other information about the plan. Copies of the annual report are available from the US Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 1.202.693.8673. Or you may obtain a copy of the Plan's annual report by making a written request to the plan administrator. For current employees, the Plan's annual report is also available on the Total Petrochemicals & Refining USA, Inc. web site at http://nic.pch.chem.corp.local/.

Summary of Rules Governing Termination of Single-Employer Plans
Employers can end a pension plan through a process called "plan termination." There are two ways an employer can terminate its pension plan. The employer can end the plan in a "standard termination" but only after showing the PBGC that the plan has enough money to pay all benefits owed to participants. The plan must either purchase an annuity from an insurance company (which will provide you with lifetime benefits when you retire) or, if your plan allows, issue one lump-sum payment that covers your entire benefit. Before purchasing your annuity, your plan administrator must give you advance notice that identifies the insurance company (or companies) that your employer may select to provide the annuity. The PBGC's guarantee ends when your employer purchases your annuity or gives you the lump-sum payment.

If the plan is not fully-funded, the employer may apply for a distress termination if the employer is in financial distress. To do so, however, the employer must prove to a bankruptcy court or to the PBGC that the employer cannot remain in business unless the plan is terminated. If the application is granted, the PBGC will take over the plan as trustee and pay plan benefits, up to the legal limits, using plan assets and PBGC guarantee funds.

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

Benefit Payments Guaranteed by the PBGC
If a single-employer pension plan terminates without enough money to pay all benefits, the PBGC will take over the plan and pay pension benefits through its insurance program. Most participants and beneficiaries receive all of the pension benefits they would have received under their plan, but some people may lose certain benefits that are not guaranteed.

The PBGC pays pension benefits up to certain maximum limits. The maximum guaranteed benefit is $4,943.18 per month, or $59,318.16 per year, payable in the form of a straight life annuity, for a 65-year-old person in a plan that terminates in 2014. The maximum benefit may be reduced for an individual who is younger than age 65. The maximum benefit will also be reduced when a benefit is provided to a survivor of a plan participant.

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

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

The PBGC does not guarantee certain types of benefits:

- The PBGC does not guarantee benefits for which you do not have a vested right when a plan terminates, usually because you have not worked enough years for the company.
- The PBGC does not guarantee benefits for which you have not met all age, service, or other requirements at the time the plan terminates.
- Benefit increases and new benefits that have been in place for less than one year are not guaranteed. Those that have been in place for less than five years are only partly guaranteed.
- Early retirement payments that are greater than payments at normal retirement age may not be guaranteed. For example, a supplemental benefit that stops when you become eligible for Social Security may not be guaranteed.
- Benefits other than pension benefits, such as health insurance, life insurance, death benefits, vacation pay, or severance pay, are not guaranteed.
- The PBGC generally does not pay lump sums exceeding $5,000.

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

Corporate Information on File With the PBGC

The law requires a plan sponsor to provide the PBGC with financial information about the sponsor and the plan under certain circumstances, such as when the funding target attainment percentage of the plan (or any other pension plan sponsored by a member of the sponsor's controlled group) falls below 80% (other triggers may also apply). The sponsor of the Plan, Total Petrochemicals & Refining USA, Inc., and each member of its controlled group, if any, was subject to this requirement to provide corporate financial information and plan actuarial information to the PBGC. The PBGC uses this information for oversight and monitoring purposes.

Where to Get More Information

For more information about this notice, you may contact Total Petrochemicals & Refining USA, Inc., at P.O. Box 674411, Houston TX 77267-4411 or (713) 483-5000. For identification purposes, the official plan number is 021 and the plan sponsor's employer identification number or "EIN" is 75-0990403. For more information about the PBGC and benefit guarantees, go to PBGC's Web site, www.pbgc.gov, or call PBGC toll-free at 1.800.400.7242 (TTY/TDD users may call the Federal relay service toll free at 1.800.877.8339 and ask to be connected to 1.800.400.7242).

Additional Information

We wanted to remind you of your ability to request an estimate of your plan benefit. You can request an estimate of your current accrued benefit, or you can request an estimate of your benefit projected to a future date.

Disclosure Statement and Disclaimer

This notice is intended to comply with the requirements of section 101(f) of the Employee Retirement Income Security Act of 1974, as amended. The disclosures provided in this notice are based on information available and believed to be accurate as of the date this notice is provided. All computations reflected in these disclosures have been performed based on a good faith interpretation of the applicable statutory and regulatory guidance in effect on the date this notice is provided. Such information and computations include, but are not limited to, the measurement of plan liabilities, reported values of plan assets, and allocation of assets. However, actual results for the Plan Year may change and will not be considered final until filed with the Department of Labor as part of the Annual Report (i.e., the Form 5500). Subsequently, such results will change only by amendment of the Annual Report for the Plan Year. See the Right to Request a Copy of the Annual Report section for information about how to obtain a copy of the Annual Report. The plan sponsor does not undertake any obligation to update or publicly release any revisions to this notice, and no such revisions will be issued, to reflect any changes, including but not limited to, changes in the manner in which particular calculations are performed, changes in expectations, the adoption of plan amendments or any other events or circumstances occurring after this notice is provided.