Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
GRAHAM C-STORES CO. PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1992

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
GRAHAM C-STORES COMPANY

33978 NORTH US HIGHWAY 45
GAGES LAKE, IL 60030-1714

33978 NORTH US HIGHWAY 45
GAGES LAKE, IL 60030-1714

2b Employer Identification Number (EIN)
36-3830551

2c Sponsor's telephone number
847-223-3710

2d Business code (see instructions)
447100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2010	JACK GRAHAM
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
GRAHAM C-STORES COMPANY

33978 NORTH US HIGHWAY 45
GAGES LAKE, IL 60030-1714

3b Administrator's EIN
36-3830551

3c Administrator's telephone number
847-223-3710

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	195
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	161
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	56
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	217
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	217
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	217
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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 Characteristic Codes in the instructions:
2E 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
GRAHAM C-STORES CO. PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAHAM C-STORES COMPANY

D Employer Identification Number (EIN)
36-3830551

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)	240224	
(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)	108705	15389
(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)	2752382	4250025
(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)	15408	24798
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(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	3116719	4290212
	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		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3116719	4290212

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)	255000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)	678	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		255678
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)	1383	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1383
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(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)		

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
	(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)		976525
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1233586
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	60093	
	(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)		60093
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)		
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		60093
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		1173493
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) [X] 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 [X] No

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

(1) Name: FGMK **(2)** EIN: 36-2929601

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	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	
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		X	

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

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

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

SCHEDULE R
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
GRAHAM C-STORES CO. PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAHAM C-STORES COMPANY

D Employer Identification Number (EIN)
36-3830551

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): 36-3868376

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 **6a**

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

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

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

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

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure 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(es). 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 items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

GRAHAM C-STORES, CO.
PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009

GRAHAM C-STORES, CO. PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009

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FGMK, LLC
One Source
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Certified
Public Accountants
and Consultants

INDEPENDENT AUDITOR'S REPORT

Board of Trustees
Graham C-Stores, Co. Profit Sharing Plan

We have audited the accompanying statements of net assets available for benefits of Graham C-Stores, Co. Profit Sharing Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Graham C-Stores Co. Profit Sharing Plan as of December 31, 2009 and 2008, and the changes in its net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes at end of year as of December 31, 2009 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. This supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects to the basic financial statements as a whole.

FGMK, LLC

Bannockburn, Illinois
October 11, 2010

2801 Lakeside Drive
3rd Floor
Bannockburn, IL 60015

847 374 0400 v
847 374 0420 f

www.fgmk.net

GRAHAM C-STORES, CO. PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
Investments, at fair value:	$ 4,290,212	$ 2,876,495
Contributions receivable:		
Employer	-	240,224
	4,290,212	3,116,719
LIABILITIES		
Excess contributions	13,379	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,276,833	$ 3,116,719

The accompanying notes are an integral part of these statements.

GRAHAM C-STORES, CO. PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2009

ADDITIONS	
Investment income:	
Interest, dividends and other income	$ 105,975
Net appreciation in fair value of investments	872,611
	978,586
Employer contributions	241,621
	1,220,207
DEDUCTIONS	
Benefits paid to participants	60,093
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	1,160,114
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	3,116,719
End of year	$ 4,276,833

The accompanying notes are an integral part of this statement.

GRAHAM C-STORES, CO. PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Graham C-Stores, Co. Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General. The Plan is a defined contribution plan covering all full-time employees of the Graham C-Stores, Co. (the "Company", "Employer" and "Plan Administrator") who are employees on the last date of the plan year, have 1,000 hours of service, one year of service and are age twenty and one half years or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions. The Employer contributions to the Plan are at the discretion of the Employer's Board of Directors. The Employer elected to make a gross contribution of 7.50% of eligible compensation totaling $301,265 for the year ended December 31, 2009. Participants may rollover eligible contributions from another qualified retirement plan. The Plan does not permit after tax voluntary contributions.

Participant Accounts. Each participant's account is credited with an allocation of (a) the Employer's contribution, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. Allocations are based on participants' earnings or account balances as defined 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 rollover contributions plus actual earnings thereon. Vesting in the Employer contributions portion of their accounts plus earnings thereon is based on years of service. A participant vests 20% with three years of service and is 100% vested after seven years of credited service. If the Plan was top heavy a participant would be 20% vested at two years of service and 100% vested with six years of service. A participant becomes fully vested in the portion attributable to the Employer contribution if employment is terminated because of death, normal retirement age, or total and permanent disability.

Participant Loans. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balances, whichever is less. The loans are secured by the balance of the participant's account and bear interest at the rate defined in the Plan document. Principal and interest is paid ratably through payroll deductions.

Forfeited Accounts. A terminated participant's nonvested account balance is forfeited in the Plan year following such participant's fifth consecutive one-year break in service. Forfeitures are reallocated to participants as additional Employer contributions. Reallocated forfeitures were $59,644 for the year ended December 31, 2009.

Payments of Benefits. Benefits representing the vested portion of a participate balance are payable upon retirement, age 65, death or disability. Benefits to participants whose employment has terminated are payable after the end of the Plan year in the month following the issuance of the Annual Report.

Federal tax law requires that distributions begin no later than the year after a person reaches the age 70 1/2, regardless of whether employment has ceased. For participants who qualify and have elected, distributions may be deferred until the first day of April in the calendar year following retirement.

Distributions may be made as an eligible rollover to an IRA, an eligible rollover to another plan, a lump sum payment or substantially equal installments, paid at least annually over the participants' life expectancy.

Party-in-Interest Transactions. Administrative expenses of the Plan, consisting principally of accounting and trustee fees, are paid directly by the Employer. Various administrative, legal and accounting services are performed by the Employer personnel on behalf of the Plan for which no charges are made to the Plan, and the Employer's management has no plans to obtain reimbursement of these expenses from the Plan.

GRAHAM C-STORES, CO. PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS
(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting. The accompanying financial statements have been prepared on the accrual method of accounting.

Estimates and Assumptions. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Plan Administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition. Investments are reported 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 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

NOTE 3 – INVESTMENTS

The Plan's investments are held in an account with a major securities broker. All of the investments are nonparticipant-directed. The following is a summary of investments that represent 5% or more of the Plan's net assets as of December 31:

	2009	2008
Common Stocks:		
International Business Machines	$ 523,600	$ 336,640
BP PLC Sponsor ADR	$ 394,195	$ 200,328
Merck & Co.	$ 334,449	
Cisco Systems, Inc.	$ 215,460	
JPMorgan Chase & Company	$ 208,350	$ 157,650
Medtronic, Inc.	$ 189,114	
Monsanto Co. New	$ 163,500	

NOTE 4 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, *Fair Value Measurements and Disclosures*, 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 ASC 820 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 the following:

- 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.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

(Continued)

GRAHAM C-STORES, CO. PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS
(Continued)

NOTE 4 – FAIR VALUE MEASUREMENTS (Concluded)

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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2009 and 2008.

Common Stocks, Corporate Bonds and U.S. Government Securities. Valued at the closing price reported on the active market on which the individual securities are traded.

Participant Loans. Valued at amortized cost, which approximates fair value.

Money Market Funds. Valued at 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 realizable value or reflective of future fair values. Furthermore, although the plan administrator believes the 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 table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008.

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Common stocks	$ 4,115,225	$ -	$ -	$ 4,115,225
Corporate bonds	134,800	-	-	134,800
Money market fund	15,389	-	-	15,389
Participant loans	-	-	24,798	24,798
Total investment assets at fair value	$ 4,265,414	$ -	$ 24,798	$ 4,290,212

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Common stocks	$ 2,752,382	$ -	$ -	$ 2,752,382
Money market fund	108,705	-	-	108,705
Participant loans	-	-	15,408	15,408
Total investment assets at fair value	$ 2,861,087	$ -	$ 15,408	$ 2,876,495

The following table sets forth a summary of the changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Participant Loans
Beginning balance	$ 15,408
Advances and repayments, net	9,390
Ending balance	$ 24,798

GRAHAM C-STORES, CO. PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS
(Concluded)

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 – TAX STATUS

The Plan obtained its latest determination letter on October 18, 2001, in which the Internal Revenue Service stated that the Plan, as then designed, is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. The Plan Administrator believes that the Plan is currently designed in accordance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the accompanying financial statements.

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

During 2009, the Company made excess contributions in the amount of $13,379. These funds are invested in the Plan assets and will be used to offset future employer contributions. Net assets available for benefits per Form 5500 and Employer contributions per Form 5500 are overstated by this amount as of December 31, 2009 and for the year ended December 31, 2009, respectively.

NOTE 8 – RISK AND UNCERTAINTIES

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

NOTE 9 – SUBSEQUENT EVENTS

The Plan's management has evaluated all known subsequent events from December 31, 2009 through October 11, 2010, the date the accompanying financial statements were available to be issued, and is not aware of any material subsequent events occurring during this period.

SUPPLEMENTARY INFORMATION

GRAHAM C-STORES, CO. PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2009

EMPLOYER IDENTIFICATION NUMBER: 36-3830551

PLAN NUMBER: 001

(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
	UBS Financial Services Inc.	Abbott Laboratories, Common Stock	$ 29,825	$ 86,384
	UBS Financial Services Inc.	Altria Group Inc., Common Stock	10,706	16,195
	UBS Financial Services Inc.	Amgen Inc., Common Stock	129,266	113,140
	UBS Financial Services Inc.	AOL, Inc., Common Stock	2,750	1,746
	UBS Financial Services Inc.	Bank of America Corp., Common Stock	56,526	18,117
	UBS Financial Services Inc.	Bed Bath & Beyond, Common Stock	75,502	115,830
	UBS Financial Services Inc.	Biovail Corp, Common Stock	16,217	10,470
	UBS Financial Services Inc.	BP PLC Sponsor ADR, Common Stock	244,963	394,195
	UBS Financial Services Inc.	Celgene Corp., Common Stock	59,781	83,520
	UBS Financial Services Inc.	Cisco Systems Inc., Common Stock	45,363	215,460
	UBS Financial Services Inc.	Citigroup Inc. Common Stock	44,396	3,310
	UBS Financial Services Inc.	Coca Cola Co. Common Stock	31,852	45,600
	UBS Financial Services Inc.	Colgate Palmolive Co., Common Stock	43,128	41,075
	UBS Financial Services Inc.	Community Health Systems Inc., Common Stock	59,739	53,400
	UBS Financial Services Inc.	Dow Chemical, Common Stock	93,239	69,075
	UBS Financial Services Inc.	El Paso Corp., Common Stock	28,538	39,320
	UBS Financial Services Inc.	Energy Recovery Inc., Common Stock	89,314	68,800
	UBS Financial Services Inc.	EXXON Mobil Corp., Common Stock	137,768	136,380
	UBS Financial Services Inc.	FedEx Corp, Common Stock	102,993	75,105
	UBS Financial Services Inc.	General Electric Company, Common Stock	60,080	30,260
	UBS Financial Services Inc.	Halliburton Company, Common Stock	43,465	60,180
	UBS Financial Services Inc.	Hospira Inc., Common Stock	1,978	8,160
	UBS Financial Services Inc.	International Business Machines, Common Stock	60,778	523,600
	UBS Financial Services Inc.	JPMorgan Chase & Company, Common Stock	164,605	208,350
	UBS Financial Services Inc.	Kraft Foods Inc. Class A Common Stock	77,332	69,853
	UBS Financial Services Inc.	Medco Health Solutions, Inc., Common Stock	14,819	19,173
	UBS Financial Services Inc.	Medtronic Inc. Common Stock	140,787	189,114
	UBS Financial Services Inc.	Merck & Co., Common Stock	318,375	334,449
	UBS Financial Services Inc.	Monsanto Co. New, Common Stock	149,475	163,500
	UBS Financial Services Inc.	Pfizer Inc., Common Stock	37,455	18,190
	UBS Financial Services Inc.	Philip Morris International Inc., Common Stock	24,396	39,757
	UBS Financial Services Inc.	Pioneer National Resource Company, Common Stock	76,143	48,170
	UBS Financial Services Inc.	Proctor & Gamble Co., Common Stock	63,093	118,229
	UBS Financial Services Inc.	Public Service Enterprise, Common Stock	46,683	33,250
	UBS Financial Services Inc.	Raytheon Co. New, Common Stock	60,256	103,040
	UBS Financial Services Inc.	Sara Lee Corp, Common Stock	12,337	13,398
	UBS Financial Services Inc.	Schering Plough Corp. Common Stock	89,952	130,180
	UBS Financial Services Inc.	Sunoco, Inc., Common Stock	76,322	26,100
	UBS Financial Services Inc.	Time Warner Cable, Inc., Common Stock	13,419	8,651
		Subtotal to page 9	$ 2,833,616	$ 3,732,726

See Independent Auditor's Report.

GRAHAM C-STORES, CO. PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2009

EMPLOYER IDENTIFICATION NUMBER: 36-3830551

PLAN NUMBER: 001
(Concluded)

(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
		Subtotal from page 8	$ 2,833,616	$ 3,732,726
	UBS Financial Services Inc.	Time Warner Inc., New, Common Stock	37,967	24,274
	UBS Financial Services Inc.	UGI Corp, Common Stock	49,067	48,380
	UBS Financial Services Inc.	UnitedHealth Group Inc., Common Stock	50,421	30,480
	UBS Financial Services Inc.	URS Corp., Common Stock	31,371	44,520
	UBS Financial Services Inc.	Viacom Inc. B, Non Voting Common Stock	40,849	22,298
	UBS Financial Services Inc.	Walgreen Co, Common Stock	72,204	73,440
	UBS Financial Services Inc.	Walt Disney Co., Common Stock	42,288	96,750
	UBS Financial Services Inc.	Wyndham Worldwide Corp., Common Stock	74,602	42,357
			3,232,385	4,115,225
	UBS Financial Services Inc.	Chesapeake Energy Corp. Conv., Corporate Bond	117,348	134,800
	UBS Financial Services Inc.	RMA Money Market Portfolio	15,389	15,389
*	Various Participants	Participant Loans (at interest rates ranging from 6.25% - 10.25%, maturing from 2010 to 2014)	-	24,798
			$ 3,365,122	$ 4,290,212

* Represents a permitted party in interest.

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Plan Name: Graham C-Stores Co. Profit Sharing Plan
Plan Year End: December 31, 2009
Plan Number: 001
EIN: 36-3830551

Identity of Issue	Description of Investment	Cost	Current Value
UBS Financial Services, Inc.-Common Stock	Cash		
UBS Financial Services, Inc.-Common Stock	RMA Money Market	15,389	15,389
UBS Financial Services, Inc.-Common Stock	Abbott Labs	29,825	86,384
UBS Financial Services, Inc.-Common Stock	Altria Group, Inc.	10,706	16,195
UBS Financial Services, Inc.-Common Stock	Amgen	129,266	113,140
UBS Financial Services, Inc.-Common Stock	AOL, Inc.	2,750	1,746
UBS Financial Services, Inc.-Common Stock	Bank of Amer Corp	56,526	18,117
UBS Financial Services, Inc.-Common Stock	Bed, Bath & Beyond	75,502	115,830
UBS Financial Services, Inc.-Common Stock	Biovail Corp.	16,217	10,470
UBS Financial Services, Inc.-Common Stock	BP PLC Spon ADR	244,963	394,196
UBS Financial Services, Inc.-Common Stock	Cengene Corp	59,781	83,520
UBS Financial Services, Inc.-Common Stock	Cisco	45,363	215,460
UBS Financial Services, Inc.-Common Stock	Citigroup	44,396	3,310
UBS Financial Services, Inc.-Common Stock	Coca Cola	31,852	45,600
UBS Financial Services, Inc.-Common Stock	Colgate Palmolive Co	43,128	41,075
UBS Financial Services, Inc.-Common Stock	Community Health Systems, Inc.	59,739	53,400
UBS Financial Services, Inc.-Common Stock	Dow Chemical	93,239	69,075
UBS Financial Services, Inc.-Common Stock	El Paso Corp	28,538	39,320
UBS Financial Services, Inc.-Common Stock	Energy Recovery, Inc.	89,314	68,800
UBS Financial Services, Inc.-Common Stock	EXXON Mobil Corp	137,768	136,380
UBS Financial Services, Inc.-Common Stock	FEDEX Corp	102,993	75,105
UBS Financial Services, Inc.-Common Stock	Genl Electric Co.	60,080	30,260
UBS Financial Services, Inc.-Common Stock	Halliburton Co.	43,465	60,180
UBS Financial Services, Inc.-Common Stock	Hospira Inc.	1,978	8,160
UBS Financial Services, Inc.-Common Stock	Intl Business Mach	60,778	523,600
UBS Financial Services, Inc.-Common Stock	JPMorgan Chase & Co.	164,605	208,350
UBS Financial Services, Inc.-Common Stock	Kraft Foods	77,332	69,853
UBS Financial Services, Inc.-Common Stock	Medco Health Solutions, Inc.	14,819	19,173
UBS Financial Services, Inc.-Common Stock	Medtronic	140,787	189,114
UBS Financial Services, Inc.-Common Stock	Merck & Co.	318,375	334,451
UBS Financial Services, Inc.-Common Stock	Monsanto Co. New	149,475	163,500
UBS Financial Services, Inc.-Common Stock	Pfizer Inc.	37,455	18,190
UBS Financial Services, Inc.-Common Stock	Philip Morris Intl Inc.	24,396	39,757
UBS Financial Services, Inc.-Common Stock	Pioneer Nat Res Co.	76,143	48,170
UBS Financial Services, Inc.-Common Stock	Procter & Gamble Co.	63,093	118,229
UBS Financial Services, Inc.-Common Stock	Public Service Enterprise	46,683	33,250
UBS Financial Services, Inc.-Common Stock	Raytheon	60,256	103,040
UBS Financial Services, Inc.-Common Stock	Sara Lee	12,337	13,398
UBS Financial Services, Inc.-Common Stock	Schering Plough	89,952	130,180
UBS Financial Services, Inc.-Common Stock	Sunoco, Inc.	76,322	26,100
UBS Financial Services, Inc.-Common Stock	Time Warner Cable, Inc.	13,419	8,651
UBS Financial Services, Inc.-Common Stock	Time Warner, Inc. New	37,967	24,274
UBS Financial Services, Inc.-Common Stock	UGI Corp New	49,067	48,380
UBS Financial Services, Inc.-Common Stock	Unitedhealth Group, Inc.	50,421	30,480
UBS Financial Services, Inc.-Common Stock	URS Corp New	31,371	44,520
UBS Financial Services, Inc.-Common Stock	Viacom	40,849	22,298
UBS Financial Services, Inc.-Common Stock	Walgreen	72,204	73,440
UBS Financial Services, Inc.-Common Stock	Walt Disney	42,288	96,750
UBS Financial Services, Inc.-Common Stock	Wyndham Worldwide Corp.	74,602	42,357
UBS Financial Services, Inc.-Common Stock	Chesapeake Energy Corp Conv	117,348	134,800
Loans	Participant Loans	24,798	24,798