

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 <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>SPEEDWAY SUPERAMERICA LLC RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>006</u> 1c Effective date of plan <u>01/01/1993</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>SPEEDWAY SUPERAMERICA LLC</u> <u>500 SPEEDWAY DRIVE</u> <u>ENON, OH 45323-1056</u>	2b Employer Identification Number (EIN) <u>31-1551430</u> 2c Sponsor's telephone number <u>937-864-3000</u> 2d Business code (see instructions) <u>447100</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2010</u>	<u>CR ROUGH</u>
	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

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

Form 5500 (2009)
v.092307.1

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

C. R. ROUGH

500 SPEEDWAY DRIVE
ENON, OH 45323-1056**3b** Administrator's EIN

31-1398115

3c Administrator's telephone number

937-864-3000

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**

4104

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**

5308

b Retired or separated participants receiving benefits.....**6b**

10

c Other retired or separated participants entitled to future benefits.....**6c**

433

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

5751

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

28

f Total. Add lines **6d** and **6e**.....**6f**

5779

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

2301

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

7

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 2F 2G 2J 2K 3F 3H

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) ☒

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☐**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b General Schedules**(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information - Small Plan)(3) ☐**A** (Insurance Information)(4) ☒**C** (Service Provider Information)(5) ☐**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 SPEEDWAY SUPERAMERICA LLC RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	006
C Plan sponsor's name as shown on line 2a of Form 5500 SPEEDWAY SUPERAMERICA LLC	D Employer Identification Number (EIN) 31-1551430	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

FIDELITY INVESTMENTS-SEE ATTACHED

04-3275867

(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?
64 65	RECORDKEEPER	3975	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 ☐

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	PRICEWATERHOUSECOOPERS LLP	b EIN:	13-4008324
c Position:	AUDITORS		
d Address:	1201 LOUISIANA SUITE 2900 HOUSTON, TX 77002-5678	e Telephone:	713-356-4000
Explanation:		MCCONNELL & JONES LLP, THE NEW AUDITOR IS A CERTIFIED PUBLIC ACCOUNT- ING FIRM WHICH IS MORE SPECIALIZED IN EMPLOYEE BENEFIT PLAN AUDITS. FOR THIS REASON,THE DECISION WAS MADE TO HIRE MCCONNELL & JONES LLP.	

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 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 SPEEDWAY SUPERAMERICA LLC RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	006
C Plan sponsor's name as shown on line 2a of Form 5500 SPEEDWAY SUPERAMERICA LLC	D Employer Identification Number (EIN) 31-1551430	

Part I	Asset and Liability Statement
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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)	1037647	0
(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)	10814862	10015492
(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)	3500092	3983626
(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)	38127563	52698459
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	53480164	66697577

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	53480164	66697577
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	5583169	
(C) Others (including rollovers)	2a(1)(C)	53720	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5636889

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	899085	
(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)	204180	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1103265

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(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

		(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)		0
(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)		10252636
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		16992790

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3716951	
(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)		3716951
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		58426
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)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3775377

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		13217413
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: MCCONNELL & JONES LLP

(2) EIN: 76-0488832

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.).....		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.).....		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.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		40000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

- 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)

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

A Name of plan <u>SPEEDWAY SUPERAMERICA LLC RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPEEDWAY SUPERAMERICA LLC</u>	D Employer Identification Number (EIN) <u>31-1551430</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	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

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

Schedule R (Form 5500) 2009
v.092308.1

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): _____

- 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): _____

Speedway SuperAmerica LLC Retirement Savings Plan

**Financial Statements and Supplemental Schedule
December 31, 2009 and 2008**

Speedway SuperAmerica LLC
Retirement Savings Plan
Index
December 31, 2009 and 2008

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



To the Participants and Plan Administrator of the
Speedway SuperAmerica LLC Retirement Savings Plan

We were engaged to audit the financial statements and supplemental schedule of the Speedway SuperAmerica LLC Retirement Savings Plan (the "Plan") as of December 31, 2009 and for the year then ended, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of and for the year ended December 31, 2008 were reported on by other auditors whose report dated October 12, 2009 disclaimed an opinion for the described in the following paragraph.

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 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. 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, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. 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 as established by the American Institute of Certified Public Accountants 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.

McConnell & Jones LLP

Houston, Texas
September 13, 2010

Speedway SuperAmerica LLC
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets		
Investments, at fair value	66,697,577	52,442,517
Receivable:		
Employer contributions	<u>-</u>	<u>1,037,647</u>
Net assets available for benefits	<u>\$ 66,697,577</u>	<u>\$ 53,480,164</u>

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

Speedway SuperAmerica LLC
Retirement Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2009

Additions :

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 10,252,636
Dividends	<u>1,103,265</u>
	11,355,901

Contributions:

Participants	5,583,169
Employer	34,620
Rollovers	<u>19,100</u>
	5,636,889

Total additions	<u>16,992,790</u>
-----------------	-------------------

Deductions :

Deductions from net assets attributed to:

Benefits paid to participants	<u>3,775,377</u>
Total deductions	<u>3,775,377</u>
Net increase	13,217,413

Net assets available for benefits

Beginning of year	<u>53,480,164</u>
End of year	<u><u>\$ 66,697,577</u></u>

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

Speedway SuperAmerica LLC

Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

1. Description of Plan

Speedway SuperAmerica LLC (“SSA” or the “Company”), a wholly owned subsidiary of Marathon Petroleum Company LLC (“MPC”), operates retail outlets throughout the United States Midwest for petroleum products and merchandise. The following brief description of the SSA Retirement Savings Plan (the “Plan”) provides only general information. Participants should refer to the Summary Plan Description or the Plan Document for a more complete description of the Plan’s provisions. The Plan’s administrator is SSA. The Plan’s trustee and record keeper is the Fidelity Management Trust Company (“Fidelity”).

General

The Plan is a defined contribution plan designed to assist employees in saving for their retirement. The Plan is qualified under Section 401(a) of the Internal Revenue Code (“IRC”), and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). All full-time non-highly compensated salaried employees, certain hourly employees, store managers, store manager trainees, and salaried associate managers of the Company are eligible to participate after one year of Company service and the attainment of age 21. An eligible employee may become a Plan participant by completing the appropriate forms and making contributions to the Plan.

Contributions

A participant may make pre-tax contributions through payroll deductions between 1 percent and 25 percent of annual gross pay, including bonuses and overtime, subject to the limitations of the IRC. Participants who have attained age 50 are also eligible to contribute up to \$5,500 in “catch-up contributions”. Participants may also make rollover contributions from qualified plans maintained by their previous employers, subject to the approval of the Plan administrator. All investment allocations are participant directed.

The Company matching contributions are determined based on a discretionary matching formula, which is contingent upon reaching a certain level of operating objective for each year with a maximum contribution of 75 percent of participant contributions up to the first 6 percent of eligible compensation. Based on 2009 performance results, minimum requirements were not achieved therefore a company matching contribution was not earned in the current year. The Company’s matching contribution was 25 percent in 2008. Participants must both be employed by the Company and active Plan participants on December 31 of any year in which the operating objective is met to be eligible for the Company matching contribution. In addition, participants who are age 50 with 10 or more years of vesting service who separate from service during the Plan year are eligible for the Company matching contribution.

Established annual Company performance targets and associated Company matching percentages may be reviewed and adjusted prior to the beginning of each Plan year by the Company’s Salary and Benefits Committee.

Valuation of Participant Accounts

Each participant’s account is credited with the participant’s contributions and allocations of (a) the Company’s contribution and (b) Plan earnings (losses) based on the participant’s relative contribution and investment elections, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants will become fully vested in the Company matching contributions at the earlier of completion of three years of vesting service or attainment of age 65 or upon death.

Participant Loans

Subject to the terms of the Plan, participants may borrow up to 50 percent of their vested account balance with a minimum of \$1,000 and up to a maximum of \$50,000. Repayment of a loan must be made over a period not to exceed five years, and, in the case of active employees, must be made by weekly payroll deduction. The loans are collateralized by the balance in the participant's account and bear interest rates that currently range from 3.25 percent to 8.50 percent, determined in accordance with plan provisions. Principal and interest is paid ratably through payroll deductions for active employees and through coupon payments for participants not receiving pay and retirees.

Payment of Benefits

Upon retirement, termination of employment, death, or attainment of age 59-1/2, a participant is entitled to the full value of his or her vested account. Distributions may be made in fund shares if the participant elects a rollover to a Fidelity Individual Retirement Account ("IRA"). Participants with account balances greater than \$5,000 may remain in the Plan as a non-active participant until age 70-1/2. In compliance with the IRC, automatic rollovers to an IRA are required for mandatory distributions valued over \$1,000 for participants who fail to make an active election otherwise. Distribution of these accounts may be taken at any time, as a lump sum or in installments.

Administration of Plan Assets

All costs, expenses, and fees incurred in administering the Plan to the extent not paid by the company, are incurred by the participants.

Forfeitures

At December 31, 2009, forfeited amounts totaled \$2,594 which will be used to reduce future Company matching contributions.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in any of the funds provided by the Plan.

Effective November 30, 2009, the Plan Sponsor approved several enhancements to the Plan's investment lineup. The investment lineup was reorganized into three tiers: Core Options, Lifecycle Options, and Other Options. Employees have the option to invest in one or a combination of the three tiers.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

2. Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through September 13, 2010, which is the date the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting, except for benefits paid.

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 gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses are paid by the Company.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

3. Accounting Standards

Recently Adopted

The Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) “Fair Value Measurements and Disclosures: *Investments in Certain Entities That Calculate Net Asset Value (“NAV”) per Share (or Its Equivalent)*” was issued in September 2009. This ASU provides guidance on using the NAV per share provided by investees to estimate the fair value of an alternative investment. This ASU is effective for periods ending after December 15, 2009. The adoption of the provisions of this update did not impact the Plan’s financial statements.

In May 2009, subsequent event accounting standards were issued by the FASB, establishing the accounting of and disclosure standards for events that occur after the balance sheet date but before financial statements are issued or available to be issued. An amendment was issued in February 2010 which clarified which entities are required to evaluate subsequent events and the scope of the disclosure requirements related to subsequent events. The adoption of this accounting standard did not impact the Plan’s financial statements.

In April, 2009, the FASB issued guidance for determining fair value when the volume and level of activity for the asset or liability have significantly decreased and guidance on identifying circumstances that indicate a transaction is not orderly. The provisions of this guidance are effective for periods after June 15, 2009. The adoption of this guidance did not impact the Plan’s financial statements.

Not Yet Adopted

In January 2010, the FASB issued a standard to improve disclosures about fair value measurements. The additional disclosures required include 1) the different classes of assets and liabilities measured at fair value; 2) the significant inputs and techniques used to measure Level 2 and Level 3 assets and liabilities for both recurring and nonrecurring fair value measurements; 3) the gross presentation of purchases, sales, issuances and settlements for the rollforward of Level 3 activity; and 4) the transfers in and out of Levels 1 and 2. The provisions to the standard are effective for reporting periods beginning after December 15, 2009, except for the gross presentation of purchases, sales, issuances, and settlements for the rollforward of Level 3 activity. These provisions are effective for periods beginning after December 15, 2010.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

4. Fair Value Measurements

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. There are three approaches for measuring the fair value of assets and liabilities: the market approach, the income approach and the cost approach, each of which includes multiple valuation techniques. This hierarchy consists of three broad levels:

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority;
- Level 2 inputs consist of quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets, or inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means;
- Level 3 inputs are unobservable and significant to the fair value measurement and have the lowest priority.

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable 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 provides a description of the valuation techniques employed for each major plan asset category at December 31, 2009 and 2008.

Money market fund – Investment in a money market fund is valued using a market approach at the NAV of shares held and is considered Level 1 in the fair value hierarchy. The fund invests mainly in short-term instruments and cash.

Mutual funds – Investments in mutual funds are valued using a market approach at the NAV of shares held. The NAV is generally based on prices from a public exchange, which is normally the principal market on which a significant portion of the underlying investments are traded, and is considered Level 1.

Common Collective Trusts ("CCTs") – Investment in CCTs are valued using a market approach at the NAV of units held, but investment opportunities in such funds are limited to institutional investors on behalf of defined contribution plans. A significant portion of the underlying investments are mainly publicly traded. This investment is considered Level 2.

Participant loans – Participant loans are valued at amortized cost, which approximates fair value. The loans are secured by each respective participant's account balance. This investment is considered Level 3.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
International funds	\$ 169,109	\$ -	\$ -	\$ 169,109
Value funds	2,361,608	-	-	2,361,608
Bond funds	7,083,179	-	-	7,083,179
Other funds	2,529,812	-	-	2,529,812
Blend funds	16,604,216	-	-	16,604,216
Growth funds	15,870,251	-	-	15,870,251
Total mutual funds	\$ 44,618,175	\$ -	\$ -	\$ 44,618,175
Money market fund	10,015,492	-	-	10,015,492
Common/collective trusts	-	8,080,284	-	8,080,284
Participant loans	-	-	3,983,626	3,983,626
Total assets at fair value	<u>\$ 54,633,667</u>	<u>\$ 8,080,284</u>	<u>\$ 3,983,626</u>	<u>\$ 66,697,577</u>

Assets at Fair Value as of December 31, 2008

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds*	\$48,577,015	\$365,410	-	48,942,425
Participant loans	-	-	3,500,092	3,500,092
Total assets at fair value	<u>\$ 48,577,015</u>	<u>\$ 365,410</u>	<u>\$ 3,500,092</u>	<u>\$ 52,442,517</u>

*Includes a money market fund in Level 1 and common/collective trust in Level 2

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

	<u>Level 3 Assets</u>	
	<u>Participant Loans</u>	
	<u>2009</u>	<u>2008</u>
Balance, beginning of year	\$3,500,092	\$3,183,505
Purchases, sales, issuances and settlements (net)	483,534	316,587
Balance, end of year	<u>\$3,983,626</u>	<u>\$3,500,092</u>

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

5. Investments

The following presents individual investments that represent 5 percent or more of the Plan's net assets available for benefits at:

	December 31,	
	2009	2008
Fidelity Retirement Government Money Market Portfolio	\$ 10,015,492	\$ 10,814,862
Fidelity Government Income Fund	6,161,217	6,544,919
Fidelity Growth Company Fund K	6,163,405	4,127,021
Fidelity Magellan Fund K	5,733,209	4,443,419
Fidelity Spartan U.S. Equity Index Fund	4,748,221	3,680,785
Fidelity Diversified International Fund K	4,059,035	3,354,082
Fidelity Growth and Income Portfolio K	3,506,915	2,876,944

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$10,252,636 as follows:

Mutal funds	\$ 10,101,909
Common/collective trust	150,727
	<u>\$ 10,252,636</u>

6. 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 terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their employer contributions.

7. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated January 13, 2006, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the Plan's administrator and the Plan's tax counsel believe that the Plan, as amended, is designed and is currently being operated in compliance with the applicable requirements of the IRC.

8. Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

9. Risks and Uncertainties

The Plan provides for various investment options. Investment securities are subject to various risks, such as interest rate, market, and credit risks. Due to the level of risks 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 the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

10. Subsequent Event

Effective January 1, 2010, the Plan was amended such that a company contribution of 3.5 percent of annual pay, as defined by the Plan, will be provided for current and future SSA employees who would have otherwise received benefits under the SSA Retirement Plan.

Speedway SuperAmerica LLC
Retirement Savings Plan
EIN 31-1551430, Plan 006
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower, lessor or similar party	Description of Investment	Cost	Current Value
*	Fidelity Investment Grade Bond	Investment Company - 77,451 shares	\$ 536,640	\$ 545,252
*	Fidelity Government Income Fund	Investment Company - 592,995 shares	6,126,881	6,161,217
*	Fidelity Asset Manager 70%	Investment Company - 163,986 shares	2,385,365	2,349,916
*	Fidelity Small Cap Discovery	Investment Company - 34,300 shares	491,867	533,021
	Spartan Extended Market Index	Investment Company - 1,038 shares	30,364	31,545
	Spartan International Index	Investment Company - 1,854 shares	63,354	62,025
*	Fidelity Retirement Government Money Market Portfolio	Investment Company - 10,015,492 shares	10,015,492	10,015,492
*	Fidelity Managed Income Portfolio	Investment Company - 308,036 shares	308,036	308,036
*	Fidelity Spartan U.S. Equity Index Fund	Investment Company - 120,422 shares	4,803,469	4,748,221
*	Fidelity Large Cap Value	Investment Company - 21,241 shares	245,421	206,884
*	Fidelity Mid Cap Value	Investment Company - 29,345 shares	409,396	374,736
*	Fidelity Mid Cap Growth	Investment Company - 34,176 shares	338,109	339,708
*	Fidelity Growth Strategies Fund K	Investment Company - 70,771 shares	1,219,191	1,153,567
*	Fidelity Balanced Fund K	Investment Company - 10,996 shares	179,090	179,896
*	Fidelity Contrafund K	Investment Company - 31,321 shares	1,762,048	1,824,462
*	Fidelity Diversified International Fund K	Investment Company - 145,069 shares	4,242,210	4,059,035
*	Fidelity Equity-Income II Fund K	Investment Company - 93,533 shares	1,648,627	1,526,466
*	Fidelity Exports & Multinational K	Investment Company - 25,598 shares	487,339	501,967
*	Fidelity Fund K	Investment Company - 4,179 shares	117,054	118,377
*	Fidelity Growth & Income Portfolio K	Investment Company - 218,499 shares	4,235,905	3,506,915
*	Fidelity Growth Company Fund K	Investment Company - 89,402 shares	5,956,451	6,163,405
*	Fidelity International Discovery K	Investment Company - 49,327 shares	1,469,909	1,493,632
*	Fidelity Low-Priced Stock K	Investment Company - 58,687 shares	1,738,657	1,875,056
*	Fidelity Magellan Fund K	Investment Company - 89,206 shares	6,199,680	5,733,209
*	Pyramis Core Lifecycle 2000 Commingled	Investment Company - 31,073 shares	296,156	297,987
*	Pyramis Core Lifecycle 2005 Commingled	Investment Company - 3,005 shares	27,942	28,033
*	Pyramis Core Lifecycle 2010 Commingled	Investment Company - 105,942 shares	975,510	987,377

Speedway SuperAmerica LLC
Retirement Savings Plan
EIN 31-1551430, Plan 006
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower, lessor or similar party	Description of Investment	Cost	Current Value
*	Pyramis Core Lifecycle 2015 Commingled	Investment Company - 5,851 shares	52,872	53,358
*	Pyramis Core Lifecycle 2020 Commingled	Investment Company - 300,397 shares	2,549,560	2,592,425
*	Pyramis Core Lifecycle 2025 Commingled	Investment Company - 19,518 shares	165,053	166,486
*	Pyramis Core Lifecycle 2030 Commingled	Investment Company - 281,767 shares	2,227,373	2,279,496
*	Pyramis Core Lifecycle 2035 Commingled	Investment Company - 7,950 shares	62,820	63,920
*	Pyramis Core Lifecycle 2040 Commingled	Investment Company - 156,411 shares	1,203,542	1,235,650
*	Pyramis Core Lifecycle 2045 Commingled	Investment Company - 7,427 shares	57,442	58,601
*	Pyramis Core Lifecycle 2050 Commingled	Investment Company - 1,144 shares	8,829	8,915
	PIMCO Total Return Fund	Investment Company - 26,293 shares	287,475	283,968
	Columbia Acorn International Fund	Investment Company - 3,351 shares	113,929	114,807
	Morgan Standley MidCap Growth	Investment Company - 859 shares	23,707	24,206
	DFA-Dimensional Emerging Markets	Investment Company - 5,379 shares	168,162	169,109
	Eaton Vance Large Cap Value	Investment Company - 15,109 shares	253,044	253,522
	Strong Advanced Small Cap Value Z	Investment Company - 6,430 shares	167,235	176,389
	Vanguard Total Bond Market Index	Investment Company - 8,961 shares	94,294	92,742
	Kalmar Growth with Value Small Cap	Investment Company - 1,224 shares	14,032	14,920
		Loans to Plan participants with interest rates ranging from 3.25% to 8.50%, due 1/1/10 - 1/31/2015		
*	Participant loans		-	3,983,626
	Total		<u>\$63,759,532</u>	<u>\$ 66,697,577</u>

* Denotes party-in-interest

** Cost is not required for participant directed funds

The information in this schedule has been certified as to its completeness and accuracy by the trustee.

Speedway SuperAmerica LLC Retirement Savings Plan

**Financial Statements and Supplemental Schedule
December 31, 2009 and 2008**

Speedway SuperAmerica LLC
Retirement Savings Plan
Index
December 31, 2009 and 2008

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



To the Participants and Plan Administrator of the
Speedway SuperAmerica LLC Retirement Savings Plan

We were engaged to audit the financial statements and supplemental schedule of the Speedway SuperAmerica LLC Retirement Savings Plan (the "Plan") as of December 31, 2009 and for the year then ended, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of and for the year ended December 31, 2008 were reported on by other auditors whose report dated October 12, 2009 disclaimed an opinion for the described in the following paragraph.

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 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. 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, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. 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 as established by the American Institute of Certified Public Accountants 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.

McConnell & Jones LLP

Houston, Texas
September 13, 2010

Speedway SuperAmerica LLC
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets		
Investments, at fair value	66,697,577	52,442,517
Receivable:		
Employer contributions	<u>-</u>	<u>1,037,647</u>
Net assets available for benefits	<u>\$ 66,697,577</u>	<u>\$ 53,480,164</u>

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

Speedway SuperAmerica LLC
Retirement Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2009

Additions :

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 10,252,636
Dividends	<u>1,103,265</u>
	11,355,901

Contributions:

Participants	5,583,169
Employer	34,620
Rollovers	<u>19,100</u>
	5,636,889

Total additions	<u>16,992,790</u>
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Deductions :

Deductions from net assets attributed to:

Benefits paid to participants	<u>3,775,377</u>
Total deductions	<u>3,775,377</u>
Net increase	13,217,413

Net assets available for benefits

Beginning of year	<u>53,480,164</u>
End of year	<u><u>\$ 66,697,577</u></u>

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

Speedway SuperAmerica LLC

Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

1. Description of Plan

Speedway SuperAmerica LLC (“SSA” or the “Company”), a wholly owned subsidiary of Marathon Petroleum Company LLC (“MPC”), operates retail outlets throughout the United States Midwest for petroleum products and merchandise. The following brief description of the SSA Retirement Savings Plan (the “Plan”) provides only general information. Participants should refer to the Summary Plan Description or the Plan Document for a more complete description of the Plan’s provisions. The Plan’s administrator is SSA. The Plan’s trustee and record keeper is the Fidelity Management Trust Company (“Fidelity”).

General

The Plan is a defined contribution plan designed to assist employees in saving for their retirement. The Plan is qualified under Section 401(a) of the Internal Revenue Code (“IRC”), and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). All full-time non-highly compensated salaried employees, certain hourly employees, store managers, store manager trainees, and salaried associate managers of the Company are eligible to participate after one year of Company service and the attainment of age 21. An eligible employee may become a Plan participant by completing the appropriate forms and making contributions to the Plan.

Contributions

A participant may make pre-tax contributions through payroll deductions between 1 percent and 25 percent of annual gross pay, including bonuses and overtime, subject to the limitations of the IRC. Participants who have attained age 50 are also eligible to contribute up to \$5,500 in “catch-up contributions”. Participants may also make rollover contributions from qualified plans maintained by their previous employers, subject to the approval of the Plan administrator. All investment allocations are participant directed.

The Company matching contributions are determined based on a discretionary matching formula, which is contingent upon reaching a certain level of operating objective for each year with a maximum contribution of 75 percent of participant contributions up to the first 6 percent of eligible compensation. Based on 2009 performance results, minimum requirements were not achieved therefore a company matching contribution was not earned in the current year. The Company’s matching contribution was 25 percent in 2008. Participants must both be employed by the Company and active Plan participants on December 31 of any year in which the operating objective is met to be eligible for the Company matching contribution. In addition, participants who are age 50 with 10 or more years of vesting service who separate from service during the Plan year are eligible for the Company matching contribution.

Established annual Company performance targets and associated Company matching percentages may be reviewed and adjusted prior to the beginning of each Plan year by the Company’s Salary and Benefits Committee.

Valuation of Participant Accounts

Each participant’s account is credited with the participant’s contributions and allocations of (a) the Company’s contribution and (b) Plan earnings (losses) based on the participant’s relative contribution and investment elections, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants will become fully vested in the Company matching contributions at the earlier of completion of three years of vesting service or attainment of age 65 or upon death.

Participant Loans

Subject to the terms of the Plan, participants may borrow up to 50 percent of their vested account balance with a minimum of \$1,000 and up to a maximum of \$50,000. Repayment of a loan must be made over a period not to exceed five years, and, in the case of active employees, must be made by weekly payroll deduction. The loans are collateralized by the balance in the participant's account and bear interest rates that currently range from 3.25 percent to 8.50 percent, determined in accordance with plan provisions. Principal and interest is paid ratably through payroll deductions for active employees and through coupon payments for participants not receiving pay and retirees.

Payment of Benefits

Upon retirement, termination of employment, death, or attainment of age 59-1/2, a participant is entitled to the full value of his or her vested account. Distributions may be made in fund shares if the participant elects a rollover to a Fidelity Individual Retirement Account ("IRA"). Participants with account balances greater than \$5,000 may remain in the Plan as a non-active participant until age 70-1/2. In compliance with the IRC, automatic rollovers to an IRA are required for mandatory distributions valued over \$1,000 for participants who fail to make an active election otherwise. Distribution of these accounts may be taken at any time, as a lump sum or in installments.

Administration of Plan Assets

All costs, expenses, and fees incurred in administering the Plan to the extent not paid by the company, are incurred by the participants.

Forfeitures

At December 31, 2009, forfeited amounts totaled \$2,594 which will be used to reduce future Company matching contributions.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in any of the funds provided by the Plan.

Effective November 30, 2009, the Plan Sponsor approved several enhancements to the Plan's investment lineup. The investment lineup was reorganized into three tiers: Core Options, Lifecycle Options, and Other Options. Employees have the option to invest in one or a combination of the three tiers.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

2. Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through September 13, 2010, which is the date the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting, except for benefits paid.

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 gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses are paid by the Company.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

3. Accounting Standards

Recently Adopted

The Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) “Fair Value Measurements and Disclosures: *Investments in Certain Entities That Calculate Net Asset Value (“NAV”) per Share (or Its Equivalent)*” was issued in September 2009. This ASU provides guidance on using the NAV per share provided by investees to estimate the fair value of an alternative investment. This ASU is effective for periods ending after December 15, 2009. The adoption of the provisions of this update did not impact the Plan’s financial statements.

In May 2009, subsequent event accounting standards were issued by the FASB, establishing the accounting of and disclosure standards for events that occur after the balance sheet date but before financial statements are issued or available to be issued. An amendment was issued in February 2010 which clarified which entities are required to evaluate subsequent events and the scope of the disclosure requirements related to subsequent events. The adoption of this accounting standard did not impact the Plan’s financial statements.

In April, 2009, the FASB issued guidance for determining fair value when the volume and level of activity for the asset or liability have significantly decreased and guidance on identifying circumstances that indicate a transaction is not orderly. The provisions of this guidance are effective for periods after June 15, 2009. The adoption of this guidance did not impact the Plan’s financial statements.

Not Yet Adopted

In January 2010, the FASB issued a standard to improve disclosures about fair value measurements. The additional disclosures required include 1) the different classes of assets and liabilities measured at fair value; 2) the significant inputs and techniques used to measure Level 2 and Level 3 assets and liabilities for both recurring and nonrecurring fair value measurements; 3) the gross presentation of purchases, sales, issuances and settlements for the rollforward of Level 3 activity; and 4) the transfers in and out of Levels 1 and 2. The provisions to the standard are effective for reporting periods beginning after December 15, 2009, except for the gross presentation of purchases, sales, issuances, and settlements for the rollforward of Level 3 activity. These provisions are effective for periods beginning after December 15, 2010.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

4. Fair Value Measurements

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. There are three approaches for measuring the fair value of assets and liabilities: the market approach, the income approach and the cost approach, each of which includes multiple valuation techniques. This hierarchy consists of three broad levels:

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority;
- Level 2 inputs consist of quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets, or inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means;
- Level 3 inputs are unobservable and significant to the fair value measurement and have the lowest priority.

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable 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 provides a description of the valuation techniques employed for each major plan asset category at December 31, 2009 and 2008.

Money market fund – Investment in a money market fund is valued using a market approach at the NAV of shares held and is considered Level 1 in the fair value hierarchy. The fund invests mainly in short-term instruments and cash.

Mutual funds – Investments in mutual funds are valued using a market approach at the NAV of shares held. The NAV is generally based on prices from a public exchange, which is normally the principal market on which a significant portion of the underlying investments are traded, and is considered Level 1.

Common Collective Trusts ("CCTs") – Investment in CCTs are valued using a market approach at the NAV of units held, but investment opportunities in such funds are limited to institutional investors on behalf of defined contribution plans. A significant portion of the underlying investments are mainly publicly traded. This investment is considered Level 2.

Participant loans – Participant loans are valued at amortized cost, which approximates fair value. The loans are secured by each respective participant's account balance. This investment is considered Level 3.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
International funds	\$ 169,109	\$ -	\$ -	\$ 169,109
Value funds	2,361,608	-	-	2,361,608
Bond funds	7,083,179	-	-	7,083,179
Other funds	2,529,812	-	-	2,529,812
Blend funds	16,604,216	-	-	16,604,216
Growth funds	15,870,251	-	-	15,870,251
Total mutual funds	\$ 44,618,175	\$ -	\$ -	\$ 44,618,175
Money market fund	10,015,492	-	-	10,015,492
Common/collective trusts	-	8,080,284	-	8,080,284
Participant loans	-	-	3,983,626	3,983,626
Total assets at fair value	<u>\$ 54,633,667</u>	<u>\$ 8,080,284</u>	<u>\$ 3,983,626</u>	<u>\$ 66,697,577</u>

Assets at Fair Value as of December 31, 2008

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds*	\$48,577,015	\$365,410	-	48,942,425
Participant loans	-	-	3,500,092	3,500,092
Total assets at fair value	<u>\$ 48,577,015</u>	<u>\$ 365,410</u>	<u>\$ 3,500,092</u>	<u>\$ 52,442,517</u>

*Includes a money market fund in Level 1 and common/collective trust in Level 2

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

	<u>Level 3 Assets</u>	
	<u>Participant Loans</u>	
	<u>2009</u>	<u>2008</u>
Balance, beginning of year	\$3,500,092	\$3,183,505
Purchases, sales, issuances and settlements (net)	483,534	316,587
Balance, end of year	<u>\$3,983,626</u>	<u>\$3,500,092</u>

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

5. Investments

The following presents individual investments that represent 5 percent or more of the Plan's net assets available for benefits at:

	December 31,	
	2009	2008
Fidelity Retirement Government Money Market Portfolio	\$ 10,015,492	\$ 10,814,862
Fidelity Government Income Fund	6,161,217	6,544,919
Fidelity Growth Company Fund K	6,163,405	4,127,021
Fidelity Magellan Fund K	5,733,209	4,443,419
Fidelity Spartan U.S. Equity Index Fund	4,748,221	3,680,785
Fidelity Diversified International Fund K	4,059,035	3,354,082
Fidelity Growth and Income Portfolio K	3,506,915	2,876,944

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$10,252,636 as follows:

Mutal funds	\$ 10,101,909
Common/collective trust	150,727
	<u>\$ 10,252,636</u>

6. 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 terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their employer contributions.

7. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated January 13, 2006, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the Plan's administrator and the Plan's tax counsel believe that the Plan, as amended, is designed and is currently being operated in compliance with the applicable requirements of the IRC.

8. Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

Speedway SuperAmerica LLC
Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

9. Risks and Uncertainties

The Plan provides for various investment options. Investment securities are subject to various risks, such as interest rate, market, and credit risks. Due to the level of risks 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 the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

10. Subsequent Event

Effective January 1, 2010, the Plan was amended such that a company contribution of 3.5 percent of annual pay, as defined by the Plan, will be provided for current and future SSA employees who would have otherwise received benefits under the SSA Retirement Plan.

Speedway SuperAmerica LLC
Retirement Savings Plan
EIN 31-1551430, Plan 006
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2009

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower, lessor or similar party	Description of Investment	Cost	Current Value
*	Fidelity Investment Grade Bond	Investment Company - 77,451 shares	\$ 536,640	\$ 545,252
*	Fidelity Government Income Fund	Investment Company - 592,995 shares	6,126,881	6,161,217
*	Fidelity Asset Manager 70%	Investment Company - 163,986 shares	2,385,365	2,349,916
*	Fidelity Small Cap Discovery	Investment Company - 34,300 shares	491,867	533,021
	Spartan Extended Market Index	Investment Company - 1,038 shares	30,364	31,545
	Spartan International Index	Investment Company - 1,854 shares	63,354	62,025
*	Fidelity Retirement Government Money Market Portfolio	Investment Company - 10,015,492 shares	10,015,492	10,015,492
*	Fidelity Managed Income Portfolio	Investment Company - 308,036 shares	308,036	308,036
*	Fidelity Spartan U.S. Equity Index Fund	Investment Company - 120,422 shares	4,803,469	4,748,221
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*	Fidelity Exports & Multinational K	Investment Company - 25,598 shares	487,339	501,967
*	Fidelity Fund K	Investment Company - 4,179 shares	117,054	118,377
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Speedway SuperAmerica LLC
Retirement Savings Plan
EIN 31-1551430, Plan 006
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
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	Kalmar Growth with Value Small Cap	Investment Company - 1,224 shares	14,032	14,920
		Loans to Plan participants with interest rates ranging from 3.25% to 8.50%, due 1/1/10 - 1/31/2015		
*	Participant loans		-	3,983,626
	Total		<u>\$63,759,532</u>	<u>\$ 66,697,577</u>

* Denotes party-in-interest

** Cost is not required for participant directed funds

The information in this schedule has been certified as to its completeness and accuracy by the trustee.