

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 PLAN</u>	1b Three-digit plan number (PN) ► <u>007</u> 1c Effective date of plan <u>06/30/2007</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>539 SOUTH MAIN STREET</u> <u>FINDLAY, OH 45840-3295</u>	2b Employer Identification Number (EIN) <u>31-1551430</u> 2c Sponsor's telephone number <u>419-422-2121</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>10/15/2010</u>	<u>RODNEY NICHOLS</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") RODNEY P. NICHOLS 539 SOUTH MAIN STREET FINDLAY, OH 45840-3295	3b Administrator's EIN 34-1861584 3c Administrator's telephone number 419-422-2121
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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
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5 Total number of participants at the beginning of the plan year	5	11631
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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	11110
b Retired or separated participants receiving benefits.....	6b	188
c Other retired or separated participants entitled to future benefits.....	6c	1597
d Subtotal. Add lines 6a , 6b , and 6c	6d	12895
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	77
f Total. Add lines 6d and 6e	6f	12972
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2506

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1C 1G 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
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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)
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>SPEEDWAY SUPERAMERICA LLC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>SPEEDWAY SUPERAMERICA LLC</u>	D Employer Identification Number (EIN) <u>31-1551430</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>116743956</u>
b	Actuarial value 2b <u>128418351</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>230</u> <u>5908397</u>
b	For terminated vested participants 3b <u>1251</u> <u>10969622</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>5390501</u>
(2)	Vested benefits 3c(2) <u>94906597</u>
(3)	Total active 3c(3) <u>10150</u> <u>100297098</u>
d	Total 3d <u>11631</u> <u>117175117</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>8.22 %</u>
6	Target normal cost 6 <u>16491943</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/07/2010</u>
Signature of actuary	Date
<u>BRADLEY S. MELTON</u>	<u>08-07063</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>281-363-0456</u>
Firm name	Telephone number (including area code)
<u>2601 RESEARCH FOREST DRIVE</u> <u>THE WOODLANDS, TX 77381</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	28213038	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	28213038	0
10	Interest on item 9 using prior year's actual return of <u>-26.31</u> %	-7422850	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>5.92</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	20790188	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	91.85 %
15	Adjusted funding target attainment percentage.....	15	109.59 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	138.20 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2010	16300000	0			
Totals ►			18(b)	16300000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 14242260
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	16491943
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	16491943
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	2249683	0
36 Additional cash requirement (item 34 minus item 35).....	36	14242260
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	14242260
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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 PLAN	B Three-digit plan number (PN) ▶	007
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)

US STEEL & CARNEGIE PENSION FUND

TRUSTEE
600 GRANT STREET ROOM 2643
PITTSBURGH, PA 15219

25-0851750

(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?
26	NONE	231098	Yes ☒ No ☐	Yes ☐ No ☒	457	Yes ☐ No ☒

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

FIDELITY INVESTMENT

RECORD KEEPER
5411 PAGE ROAD MAILZONE NCW4B
DURHAM, NC 27703

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?
24	NONE	805344	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

HEWITT ASSOCIATES LLC

ACTUARY
2601 RESEARCH FOREST DRIVE
THE WOODLANDS, TX 77381

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	22563	Yes ☐ No ☒	Yes ☐ No ☒	0	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
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

a Name:	PRICEWATERHOUSECOOPERS LLP	b EIN:	13-4008324
c Position:	AUDITORS		
d Address:	1201 LOUISIANNA SUITE 2900 HOUSTON, TX 77002-5678	e Telephone:	713-356-4000
Explanation: MCCONNELL & JONES LLP, THE NEW AUDITOR IS A CERTIFIED PUBLIC ACCTG. FIRM, WHICH IS MORE SPECIALIZED IN EMPL. 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:			

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
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 PLAN				B Three-digit plan number (PN) ▶ 007	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 SPEEDWAY SUPERAMERICA LLC				D Employer Identification Number (EIN) 31-1551430	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: UCF FIXED INCOME LP					
b Name of sponsor of entity listed in (a): UCF FIXED INCOME LP					
c EIN-PN 26-4431645-001		d Entity code E		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25296958	
a Name of MTIA, CCT, PSA, or 103-12 IE: UCF EQUITY FUND LP					
b Name of sponsor of entity listed in (a): UCF EQUITY FUND LP					
c EIN-PN 26-4431645-001		d Entity code E		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 71892920	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN					

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 SPEEDWAY SUPERAMERICA LLC RETIREMENT PLAN	B Three-digit plan number (PN) ►	007
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	180151	513102
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		16300000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	1153972	6578882
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)	8223436	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	11097307	
(B) All other.....	1c(3)(B)	4569318	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	85008830	15696778
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)	3945425	2780082
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(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)		97189878
(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)	1870318	2475602

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	116048757	141534324

Liabilities

g Benefit claims payable	1g	180151	513102
h Operating payables	1h	199114	68151
i Acquisition indebtedness	1i		
j Other liabilities	1j	85147	55433
k Total liabilities (add all amounts in lines 1g through 1j)	1k	464412	636686

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	115584345	140897638
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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)	16300000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		16300000

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)	68273	
(C) Corporate debt instruments	2b(1)(C)	104313	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	30323	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		202909

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	691281	
(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)		691281

(3) Rents	2b(3)		-44857
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	61161478	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	59278788	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1882690

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	-979014	
(B) Other	2b(5)(B)	23429433	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		22450419
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		41482442

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14844196	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	396470	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		15240666
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)	231098	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	697385	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		928483
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		16169149

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		25313293
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 AND 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		7625934
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.		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 <u>SPEEDWAY SUPERAMERICA LLC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</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
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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): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>1223</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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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.
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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: 71% Investment-Grade Debt: 20% High-Yield Debt: 1% Real Estate: 4% Other: 4%

- 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 Plan**

**Financial Statements and
Independent Auditors' Report
December 31, 2009 and 2008**

Speedway SuperAmerica LLC Retirement Plan

Index

December 31, 2009 and 2008

	Page(s)
Independent Auditors' Report	1
Financial Statements	
Statements of Net Assets Available for Benefits December 31, 2009 and 2008	2
Statements of Changes in Net Assets Available for Benefits Year Ended December 31, 2009 and 2008	3
Notes to Financial Statements.....	4-15
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2009.....	16-20

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.



Independent Auditor's Report

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

We have audited the accompanying statement of net assets available for benefits of the Speedway SuperAmerica LLC Retirement Plan (the "Plan") as of December 31, 2009 and the related statement of changes in net assets available for benefits for the year then ended. 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 audit. The financial statements of the Plan as of and for the year ended December 31, 2008 were audited by other auditors whose report dated October 14, 2009 expressed an unqualified opinion on those statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides 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 the Plan as of December 31, 2009 and the changes in net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held 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. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McConnell & Jones LLP

Houston, Texas
October 5, 2010

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

	<u>2009</u>	<u>2008</u>
Assets		
Cash	\$ 513,102	\$ 180,151
Investments, at fair value	118,142,340	114,564,507
Prepaid administrative fees	-	150,127
Receivables:		
Employer contribution	16,300,000	-
Investment sales	6,568,278	601,131
Accrued interest and dividends	<u>10,604</u>	<u>552,841</u>
Total assets	<u>141,534,324</u>	<u>116,048,757</u>
Liabilities		
Equity options, at fair value	-	1,016
Accrued administrative expenses	68,151	199,114
Other	<u>55,433</u>	<u>84,131</u>
Total liabilities	<u>123,584</u>	<u>284,261</u>
Net assets available for benefits	<u><u>\$141,410,740</u></u>	<u><u>\$115,764,496</u></u>

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

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

	<u>2009</u>	<u>2008</u>
Additions		
Investment income:		
Interest	\$ 130,108	\$ 1,636,333
Dividends	691,281	2,382,784
Other	<u>27,946</u>	<u>11,922</u>
Total investment income	849,335	4,031,039
Net appreciation (depreciation) in fair value of investments	24,333,106	(48,690,810)
Contribution from Plan Sponsor	16,300,000	-
Total additions	<u>41,482,441</u>	<u>(44,659,771)</u>
Deductions		
Benefit payments	14,511,245	11,868,010
Administrative expenses	<u>1,324,952</u>	<u>1,804,250</u>
Total deductions	<u>15,836,197</u>	<u>13,672,260</u>
Net increase (decrease)	25,646,244	(58,332,031)
Net assets available for benefits		
Beginning of year	<u>115,764,496</u>	<u>174,096,527</u>
End of year	<u><u>\$ 141,410,740</u></u>	<u><u>\$ 115,764,496</u></u>

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

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

1. Description of the Plan

The following description of the Speedway SuperAmerica LLC (“SSA”) Retirement Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

General

The Plan is a non-contributory employer defined benefit pension plan covering eligible employees of SSA or of a participating employer as defined by the Plan document. The Plan is sponsored by SSA and administered by Marathon, which is SSA’s parent company, on behalf of SSA, 539 S. Main Street, Findlay, Ohio 45840. The Plan was formerly known as the Retail Sub-Plan of the Marathon Petroleum LLC (“MPC”) Retirement Plan and effective June 30, 2007, was spun-off to form the Plan. Prior to January 1, 1999, the Plan was also known as the SSA Petroleum Marketing Retirement Plan (“PRMP”) before merging into the MPC Retirement Plan as the Retail Sub-Plan.

Only the assets and liabilities related to benefits accrued under the Retail Sub Plan as determined by the Plan’s actuary were spun off. Therefore, some participants will have accrued benefits in both the Plan and in the remaining MPC Retirement Plan. The Plan retained provisions identical to the provisions of the Retail Sub-Plan as they existed immediately prior to the spin-off. U.S. Steel & Carnegie Pension Fund (“UCF” or the “Trustee”) is the Trustee and Fidelity Investments is the Record Keeper for the Plan.

Pension Benefits

Regular full-time or part-time employees, as defined by the Plan, are eligible to participate in the Plan upon meeting the following eligibility requirements: attainment of age 21 and one year of service; a United States citizen, or a non-United States citizen hired in the United States to perform services in the U.S., or within an employee group approved by the Plan administrator; and the employee meets the eligibility requirements. An employee shall not be eligible to participate in the Plan if covered by a collective bargaining agreement (unless such agreement provides for participation in the Plan) or if subject to any employment agreement or contract that waives or excludes participation in the Plan. Casual employees are deemed to be regular employees for Plan purposes at such time compensation or entitlement to compensation for 1,000 hours or more is achieved in a service year.

Benefits for participants in the Plan are calculated using a pension equity formula. This formula is a participant-account-based formula defined as a percentage of average pay based on age and years of service. Grandfathered PMRP participants are entitled to a benefit accrued under the terms of the PMRP based on their average monthly base compensation at either (1) retirement or termination or (2) December 31, 1998, depending upon a participant’s job category as of December 31, 1998. Participants who were transferred from the SuperAmerica division of Ashland, effective January 1, 1999, and who participated in the Ashland Inc. and Affiliates Pension Plan shall receive a supplemental benefit based on Ashland’s pension formula using final average compensation as of the participant’s termination or retirement date.

A participant shall be considered fully vested the earlier of the attainment of normal retirement age of 65 or after completion of three years of vesting service. A participant shall accrue benefits for a particular period of service under the Plan. The Plan was amended effective January 1, 2010 to cease any additional accruals based on service after January 1, 2010. The Plan provides a normal

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

form of benefit, life and joint and survivor annuity, in addition to other optional forms of benefit including lump sum. Participants who have terminated employment are entitled to commence benefits before attaining normal retirement age. Participants who have PMRP or supplemental Ashland benefits may be entitled to subsidized early retirement benefits upon retirement before age 65.

2. Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through October 5, 2010, which is the date the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of additions and deductions during the reporting periods. Actual amounts could differ from those estimates.

Basis of Accounting

The accompanying financial statements of the Plan were prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

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 5 for a 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 (depreciation) 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

Expenses incurred in the administration of the Plan are paid out of Plan assets.

Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

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.

4. Investments

Substantially all of the investable funds of the Plan, the MPC Retirement Plan, and the Retirement Plan of Marathon Oil Company are combined and held in the Marathon Oil Group Trust (the "Trust"), with each plan having a proportionate interest in the assets of the Trust. The Trust is not considered a master trust or a 103-12 investment entity for reporting purposes. Thus, the Plan reports its interest in Trust assets, income, and expenses, which are allocated based on each plan's historical participation.

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) had net appreciation (depreciation) in value of \$24,333,106 and \$(48,690,810) respectively as follows:

	Year Ended December 31,	
	2009	2008
Mutual fund (money market fund)	\$ 113,465	\$ 2,324,507
U.S. government securities	(1,332,302)	4,146,956
Corporate bonds	19,385,224	(1,195,923)
Equities	77,171,868	(50,622,507)
Real estate	(1,119,701)	(2,975,488)
Pooled funds:*		
Bond	(11,045,051)	-
Equity	(58,340,848)	-
Other	(499,549)	(368,355)
	<u>\$ 24,333,106</u>	<u>\$ (48,690,810)</u>

*See Note 5.

5. 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 and there have not been any changes in the methodologies used at December 31, 2009 and 2008.

In the second quarter of 2009, the Plan exchanged the majority of its publicly-traded stocks and bonds for interests in a pooled equity and fixed income investment fund. These two funds are

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

managed with the same style and strategy as when the securities were held separately. Each fund's main objective is to provide investors with exposure to either a publicly-traded equity or fixed income portfolio comprised of both U.S. and non-U.S. securities. The equity fund holdings primarily consist of publicly-traded individually-held securities in various sectors of many industries. The fixed income fund holdings primarily consist of publicly-traded investment-grade bonds.

- Mutual fund - Investments in mutual funds are valued using a market approach at the NAV of shares or units held, which 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.
- U.S. government securities - U.S. Treasuries are valued at the closing price reported in the active market in which the individual security is traded. Mortgage-backed securities, GNMA/FNMA, are valued based on observable transactions in a highly liquid market where pricing is provided by a mortgage broker. Pricing is reviewed to ensure broker supplied quotes are indicative of current market values. This investment is considered Level 1.
- Corporate bonds - An outside pricing service is used to value most corporate debt instruments. Valuation inputs are based on observable market data and/or derived principally from or corroborated by observable market data by correlation or other means. Select corporate debt values are/or maybe determined by brokerage firms when available. Broker indications are not directly observable, but are corroborated by two or more brokers. In addition, subject matter experts who manage the Plan assets (i.e. bond portfolio managers and analysts) perform additional review based on market data such as bond prices from the same issuer and bonds of a similar nature in regards to credit quality to select the broker quote which most accurately reflect current market conditions. These investments are considered Level 2.
- Equities - Equity investments are valued at the closing price reported in an active market. Equity investments consist of individually held securities in various sectors of many industries, S&P 500 exchange traded funds, real estate investment trusts, and public/non-public investment trusts. Non-public investment trusts are valued based on the underlying investments in the trust which are publicly held securities and are considered Level 2. Other equity investments, considered "private equity limited partnerships" are valued based on the sum of the estimated fair value for each holding within the partnership, plus working capital adjusted for liabilities, currency translation, and estimated performance incentives. These private equity investments are considered Level 3. In the case of publicly traded holdings, market price is generally used unless a discount is applied due to legal restrictions on a fund's trading of that security and are therefore considered Level 1.
- Pooled funds – Investments in pooled funds are valued using a market approach at the NAV of units held, but investment opportunities in such funds are limited to institutional investors on the behalf of defined benefit plans for which UCF acts as trustee, investment adviser and/or investment manager. The two funds consist of either an equity or fixed income investment portfolio with underlying investments held in U.S. and non-U.S. securities. These investments are considered Level 2.

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

- Real estate - Valued based on discounted cash flows, comparable sales, outside appraisals, price per square footage, or some combination thereof and is therefore considered Level 3.
- Other – Two limited liability companies, where the Plan owns a percentage interest, which invest in timber with no public market. Value is based on discounted cash flows. These investments are considered Level 3.

The preceding methods 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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine 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 investments at fair value:

	<u>Investments at Fair Value as of December 31, 2009</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual fund (money market fund)	\$ 704,718	\$ 1,218,301	\$ -	\$ 1,923,019
Equity securities:				
Exchange traded funds	2,002,151			2,002,151
Investment trusts	1,614,814	8,807,210		10,422,024
Private equities			3,272,605	3,272,605
Investment funds:				
Pooled fund - equity				
Information technology		12,531,588		12,531,588
Consumer discretionary		12,069,008		12,069,008
Consumer staples		11,164,481		11,164,481
Health care		10,235,054		10,235,054
Energy		7,502,844		7,502,844
Financials		7,442,532		7,442,532
Other		9,742,742		9,742,742
Pooled fund - fixed income				
Government				
U.S.		8,545,723		8,545,723
Mortgage-backed GNMA's & FNMA's		3,159,819		3,159,819
Corporate				
Industrials		8,926,710		8,926,710
Banks & brokers		2,009,559		2,009,559
Other		2,641,515		2,641,515
Real estate			2,780,082	2,780,082
Other			1,770,884	1,770,884
Total investments, at fair value	<u>\$ 4,321,683</u>	<u>\$ 105,997,086</u>	<u>\$ 7,823,571</u>	<u>\$ 118,142,340</u>

No individual investment exceeds 5 percent of net assets.

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

	<u>Investments at Fair Value as of December 31, 2008</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual fund (money market fund)	\$ 1,009,317	\$ -	\$ -	\$ 1,009,317
U.S. government securities*	6,227,007	1,996,429	-	8,223,436
Corporate bonds	-	15,666,625	-	15,666,625
Equities**	74,749,278	6,941,773	3,317,779	85,008,830
Real estate	-	-	3,945,425	3,945,425
Other	-	-	710,874	710,874
Total investments, at fair value	<u>\$ 81,985,602</u>	<u>\$ 24,604,827</u>	<u>\$ 7,974,078</u>	<u>\$ 114,564,507</u>

* Include GNMA and FNMA investments.

** Include private equity limited partnership investments.

No individual investment exceeds 5 percent of net assets.

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

	<u>Level 3 Investments</u>		
	<u>Year Ended December 31, 2009</u>		
	<u>Private equities</u>	<u>Real estate</u>	<u>Other</u>
Balance, beginning of year	\$ 3,317,779	\$ 3,945,425	\$ 710,874
Realized (losses)	(26,942)	(613,095)	-
Unrealized gains (losses) relating to instruments still held at the reporting date	488,173	(506,860)	(499,548)
Purchases, sales, issuances and settlements (net)	<u>(506,405)</u>	<u>(45,388)</u>	<u>1,559,558</u>
Balance, end of year	<u>\$ 3,272,605</u>	<u>\$ 2,780,082</u>	<u>\$ 1,770,884</u>

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2008.

	Level 3 Investments		
	Year Ended December 31, 2008		
	<u>Equities</u>	<u>Real estate</u>	<u>Other</u>
Balance, beginning of year	\$ 3,527,940	\$ 4,428,183	\$ -
Realized gains	193,149	57,879	-
Unrealized (losses) relating to instruments still held at the reporting date	(1,968,104)	(3,033,367)	(368,355)
Purchases, sales, issuances and settlements (net)	<u>1,564,794</u>	<u>2,492,730</u>	<u>1,079,139</u>
Balance, end of year	<u>\$ 3,317,779</u>	<u>\$ 3,945,425</u>	<u>\$ 710,784</u>

6. Accumulated Plan Benefits

A third party actuary determines the actuarial present value of accumulated plan benefits. The amount results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements for termination after becoming vested, death, disability, withdrawal, and retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in determining accumulated plan benefits as of January 1, 2009 are as follows:

Interest rate	8.50%
Mortality rates	2009 Static Mortality Table
Assumed average retirement age	62

The interest rate assumption used to value accrued benefits remained level at 8.5 percent from 2008 to 2009. The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan is terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

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

	January 1 2009
Actuarial present value of accumulated plan benefits	
Vested benefits:	
Participants currently receiving payments	\$ 5,841,172
Other participants	<u>102,366,799</u>
	108,207,971
Nonvested benefits	<u>8,388,357</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 116,596,328</u></u>
The changes in the actuarial present value of accumulated plan benefits are as follows:	
Actuarial present value of accumulated plan benefits at beginning of year	\$ 105,321,384
Increase (decrease) during the year attributable to:	
Benefit payments	(11,868,010)
Interest accumulation	8,425,915
Actuarial assumptions	2,127,196
Benefits accumulated, net of experience gain or loss or changes in data	<u>12,589,843</u>
Net increase	<u>\$ 11,274,944</u>
Actuarial present value of accumulated Plan benefits at end of year	<u><u>\$ 116,596,328</u></u>

7. Funding Policy

The actuarial cost method used for funding of the Plan is the “projected unit credit” method of actuarial valuation. The funding policy provides that SSA will contribute amounts necessary to maintain the Plan on a sound actuarial basis and in accordance with the minimum funding requirements of ERISA plus any additional amounts which may be approved from time to time. The minimum funding requirement was zero for the 2009 plan year; however, a discretionary contribution was made for \$16 million on September 14, 2010. The minimum funding requirement was zero for the 2008 plan year.

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

8. Reconciliation of Financial Statements to Form 5500

	December 31,	
	2009	2008
Net assets available for benefits per the financial statements	\$ 141,410,740	\$ 115,764,496
Amounts allocated to withdrawing participants	<u>(513,102)</u>	<u>(180,151)</u>
Net assets available for benefits per the Form 5500	<u><u>\$ 140,897,638</u></u>	<u><u>\$ 115,584,345</u></u>

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500:

	Year Ended December 31, 2009
Benefits paid to participants per the financial statements	\$ 14,511,245
Add: Amounts allocated to withdrawing participants at December 31, 2009	513,102
Less: Amounts allocated to withdrawing participants at December 31, 2008	<u>(180,151)</u>
Benefits paid to participants per the Form 5500	<u><u>\$ 14,844,196</u></u>

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

9. Party-In-Interest Transactions

SSA, Fidelity and UCF have all been identified as parties-in-interest and these transactions are exempt from the prohibited transaction rules.

Fees paid by the Plan to the Trustee for the year ended December 31, 2009 and 2008 were \$231,098 and \$243,386, respectively. In addition, fees paid by the Plan to Fidelity were \$805,344 and \$1,031,236 for the year ended December 31, 2009 and 2008, respectively.

10. Plan Termination

Although it has not expressed any intent to do so, SSA has retained the right to amend, terminate, or otherwise modify the Plan, including the right to discontinue the contributions thereto, at any time, solely at the discretion of SSA. In the event of the termination of the Plan, the assets thereof shall be distributed in accordance with Section 4044 of ERISA. The Plan is a covered plan under the plan termination insurance provisions of ERISA, and the Pension Benefit Guaranty Corporation ("PBGC") guarantees the payments of certain benefits thereunder. Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the PBGC at

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

11. Income Tax Status

MPC was informed by a letter from the Internal Revenue Service (“IRS”) dated May 2, 2001 that the Retail Sub-Plan was referred to the National Office for technical advice (as required by an IRS field directive dated September 15, 1999). The IRS has yet to make a determination on the Retail Sub-Plan. The Plan administrator and the Plan’s tax counsel believe that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

12. Other

At December 31, 2009 and 2008, the Plan had additional funding commitments related to various real estate and limited partnerships investments amounting to \$10 million and \$13 million respectively.

At December 31, 2008, the fair value of “Equities” includes \$1,015 for shares on which covered call options have been written during the year.

On August 17, 2006, the Pension Protection Act of 2006 (“PPA Act”), was signed into law which revised many rules surrounding defined benefit plans. Defined benefit plans were required to amend and conform to the PPA Act by the end of the 2009 plan year. The Plan sponsor has determined the provisions of the PPA Act did not have a material impact on the Plan or the Plan’s financial statements. The PPA Act did impose vesting requirements for employees with an hour of service on or after January 1, 2008, for hybrid type pension plans; therefore the Plan was amended to provide 100 percent vesting after three years of service effective for years beginning after December 31, 2007.

13. Subsequent Event

Effective January 1, 2010, the Plan was amended such that retirement benefits accrued through December 31, 2009 will continue application of compensation updates for all future years of employment. After December 31, 2009, participants stop earning service credits and age growth updates. All eligible participants will begin accruing an annual 3.5 percent Company contribution to the SSA Retirement Savings Plan, a defined contribution plan, effective January 1, 2010.

SSA Retirement Plan
EIN 31-1551430 / PN 007

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

Year Ending 12/31/2009

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Corporate Stocks: Common					
AEA Investors 2006 LP			273,426	273,426.34	188,780.10
CAI Partners & Company II LP			332,990	80,749.34	91,260.53
CAI Partners & Company III LP			102,496	96,288.65	57,028.10
CAI Partners & Company IV LP			145,008	145,007.82	116,374.44
Cinven Fund US No. 1 LP			557,792	39,939.46	26,118.58
Clayton Dubilier Rice Fund VI			503,438	149,649.99	85,464.96
Clayton Dubilier Rice Fund VII			140,470	135,966.34	92,574.06
Clayton Dubilier Rice Fd VIII			145,960	145,960.41	97,133.28
Devon Park Bioventures LP			102,437	88,684.77	34,850.52
Cognetas Fund II			281,641	263,107.32	64,060.00
Cognetas Fund I			525,042	147,174.40	46,055.09
Electra Partners Allflex Club			291,579	201,336.80	165,443.39
Electra Partners Club 2007 LP			188,285	188,285.42	35,236.85
Emerging World Investors LP			835,645	813,922.60	1,856,484.17
FF&P Investor LP			180,802	175,917.64	61,819.04
Fourth Cinven Fund			352,577	352,576.68	206,166.66
Geam Intl Private Equity Fund			341,979	283,812.73	212,657.76
Tenaya Capital V			165,841	165,840.70	107,719.82
Monks Investment Trust Orp 5P			347,495	405,644.68	1,088,340.16
New port Asia Institutional Fnd			9,515	1,974,401.42	2,120,126.62
PERFORMANCE DIRECT II			472,160	472,160.27	225,871.50
SPDR Trust Series 1			27,003	2,397,627.31	2,002,150.52
Scottish And English Investors			426,868	3,948,802.84	4,830,598.93
Scottish Investment Trust			66,317	247,505.94	320,066.63
Second Cinven Fund			337,588	48,669.53	22,873.17
Third Cinven Fund			463,084	167,432.26	117,997.11
TRIDENT IV LP			678,325	667,447.56	518,507.60
Warburg Pincus Investors Fund			315,791	0.12	394.17
Warburg Pincus Pvt Equity VIII			231,818	99,880.22	126,574.56
Warburg Pincus Pvt Equity IX			389,073	343,357.12	253,999.20
Warburg Pincus Pvt Equity X			592,320	592,320.43	314,659.05
Electra Private Equity			15,956	161,946.59	206,406.81
Arch Capital Group Ltd.			63	4,371.01	2,985.63
Total				15,279,214.71	15,696,778.98

SSA Retirement Plan
EIN 31-1551430 / PN 007

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

Year Ending 12/31/2009

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Real Estate:					
AG CORE PLUS REALTY II			341,811	341,810.81	180,588.99
Aetos Capital Asia TE LP			433,143	261,322.99	111,042.46
Aetos Capital Asia II LP			430,351	384,552.42	123,561.05
Aetos Capital Asia III LP			204,163	204,163.44	(2,627.26)
Avanti Strategic Land II-ACT			15,735	0.12	309.09
Avanti Strategic Land II-PAS			72,439	403.59	4,172.78
Avanti Strategic Land III-ACT			135,416	1,275.81	24,032.17
Avanti Strategic Land III-PAS			147,212	0.12	42,346.09
Avanti Strategic Land IV-ACT			40,020	10,709.17	19,782.11
Avanti Strategic Land IV-PAS			19,542	366.43	3,786.41
Avanti Strategic Land V			214,982	214,982.19	100,224.22
Avanti Strategic Land Inv VI			159,506	159,505.62	104,010.67
Blackstone R/E Partners IV			580,706	474,039.73	173,016.13
Blackstone R/E Partners V			802,133	699,654.81	318,677.54
Blackstone R/E Partners VI			417,275	416,847.94	128,892.85
CPI Asia Pacific			684,218	635,116.99	293,640.54
CPI Europe			682,554	679,270.13	275,326.94
DLJ RE Capital Partners III LP			673,540	626,888.36	277,335.83
DLJ RE Capital Partners IV LP			445,746	445,745.51	165,984.18
K/B Opportunity Fund II LP			341,722	0.12	0.00
K/B Opportunity Fund III LP			348,425	0.12	0.00
Lasalle Mexico Fund I			483,416	483,416.24	130,206.46
Rockpoint R E Fund I LP			548,505	219,472.55	49,764.54
Rockpoint RE Fund III LP			190,986	190,986.06	65,219.14
Rockpoint R E Fund II LP			507,729	425,687.84	133,606.46
Transwestern Mezzanine III			243,139	209,970.27	29,286.84
Westbrook R E Fund I LP			587,333	0.12	5,486.53
Westbrook R E Fund II LP			588,773	42,236.37	12,054.91
Westbrook R E Fund III LP			374,166	32,453.24	7,495.61
Westbrook R E Fund IV LP			319,518	253.03	2,859.11
Total				7,161,132.11	2,780,082.39

SSA Retirement Plan
EIN 31-1551430 / PN 007

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

Year Ending 12/31/2009

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Short Term Investment Funds (STIF):					
S-T Invest Fund - Ctfi	12/31/50		1,059,179	1,059,179.21	704,718.35
Total				1,059,179.21	704,718.35

SSA Retirement Plan
EIN 31-1551430 / PN 007

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

Year Ending 12/31/2009

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Other Investments:					
TC&I Timber Company - Shasta			878,957	878,957.06	495,789.08
TC&I Timber Company - Chinook			1,759,830	1,759,830.44	1,275,095.88
Total				2,638,787.50	1,770,884.95

SSA Retirement Plan

EIN 31-1551430 / PN 007

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

Year Ending 12/31/2009

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Value of Interest in 103-12 Investment Entities:					
Bond LP			161,094	36,342,007.42	25,296,958.13
Equity LP			197,266	84,122,605.60	71,892,920.36
Total				120,464,613.02	97,189,878.49
Total Marathon Group Trust				146,602,927.02	118,142,343.16

**Speedway SuperAmerica LLC
Retirement Plan**

**Financial Statements and
Independent Auditors' Report
December 31, 2009 and 2008**

Speedway SuperAmerica LLC Retirement Plan

Index

December 31, 2009 and 2008

	Page(s)
Independent Auditors' Report	1
Financial Statements	
Statements of Net Assets Available for Benefits December 31, 2009 and 2008	2
Statements of Changes in Net Assets Available for Benefits Year Ended December 31, 2009 and 2008	3
Notes to Financial Statements.....	4-15
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2009.....	16-20

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.



Independent Auditor's Report

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

We have audited the accompanying statement of net assets available for benefits of the Speedway SuperAmerica LLC Retirement Plan (the "Plan") as of December 31, 2009 and the related statement of changes in net assets available for benefits for the year then ended. 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 audit. The financial statements of the Plan as of and for the year ended December 31, 2008 were audited by other auditors whose report dated October 14, 2009 expressed an unqualified opinion on those statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides 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 the Plan as of December 31, 2009 and the changes in net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held 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. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McConnell & Jones LLP

Houston, Texas
October 5, 2010

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

	<u>2009</u>	<u>2008</u>
Assets		
Cash	\$ 513,102	\$ 180,151
Investments, at fair value	118,142,340	114,564,507
Prepaid administrative fees	-	150,127
Receivables:		
Employer contribution	16,300,000	-
Investment sales	6,568,278	601,131
Accrued interest and dividends	<u>10,604</u>	<u>552,841</u>
Total assets	<u>141,534,324</u>	<u>116,048,757</u>
Liabilities		
Equity options, at fair value	-	1,016
Accrued administrative expenses	68,151	199,114
Other	<u>55,433</u>	<u>84,131</u>
Total liabilities	<u>123,584</u>	<u>284,261</u>
Net assets available for benefits	<u><u>\$141,410,740</u></u>	<u><u>\$115,764,496</u></u>

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

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

	<u>2009</u>	<u>2008</u>
Additions		
Investment income:		
Interest	\$ 130,108	\$ 1,636,333
Dividends	691,281	2,382,784
Other	<u>27,946</u>	<u>11,922</u>
Total investment income	849,335	4,031,039
Net appreciation (depreciation) in fair value of investments	24,333,106	(48,690,810)
Contribution from Plan Sponsor	16,300,000	-
Total additions	<u>41,482,441</u>	<u>(44,659,771)</u>
Deductions		
Benefit payments	14,511,245	11,868,010
Administrative expenses	<u>1,324,952</u>	<u>1,804,250</u>
Total deductions	<u>15,836,197</u>	<u>13,672,260</u>
Net increase (decrease)	25,646,244	(58,332,031)
Net assets available for benefits		
Beginning of year	<u>115,764,496</u>	<u>174,096,527</u>
End of year	<u><u>\$ 141,410,740</u></u>	<u><u>\$ 115,764,496</u></u>

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

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

1. Description of the Plan

The following description of the Speedway SuperAmerica LLC (“SSA”) Retirement Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

General

The Plan is a non-contributory employer defined benefit pension plan covering eligible employees of SSA or of a participating employer as defined by the Plan document. The Plan is sponsored by SSA and administered by Marathon, which is SSA’s parent company, on behalf of SSA, 539 S. Main Street, Findlay, Ohio 45840. The Plan was formerly known as the Retail Sub-Plan of the Marathon Petroleum LLC (“MPC”) Retirement Plan and effective June 30, 2007, was spun-off to form the Plan. Prior to January 1, 1999, the Plan was also known as the SSA Petroleum Marketing Retirement Plan (“PRMP”) before merging into the MPC Retirement Plan as the Retail Sub-Plan.

Only the assets and liabilities related to benefits accrued under the Retail Sub Plan as determined by the Plan’s actuary were spun off. Therefore, some participants will have accrued benefits in both the Plan and in the remaining MPC Retirement Plan. The Plan retained provisions identical to the provisions of the Retail Sub-Plan as they existed immediately prior to the spin-off. U.S. Steel & Carnegie Pension Fund (“UCF” or the “Trustee”) is the Trustee and Fidelity Investments is the Record Keeper for the Plan.

Pension Benefits

Regular full-time or part-time employees, as defined by the Plan, are eligible to participate in the Plan upon meeting the following eligibility requirements: attainment of age 21 and one year of service; a United States citizen, or a non-United States citizen hired in the United States to perform services in the U.S., or within an employee group approved by the Plan administrator; and the employee meets the eligibility requirements. An employee shall not be eligible to participate in the Plan if covered by a collective bargaining agreement (unless such agreement provides for participation in the Plan) or if subject to any employment agreement or contract that waives or excludes participation in the Plan. Casual employees are deemed to be regular employees for Plan purposes at such time compensation or entitlement to compensation for 1,000 hours or more is achieved in a service year.

Benefits for participants in the Plan are calculated using a pension equity formula. This formula is a participant-account-based formula defined as a percentage of average pay based on age and years of service. Grandfathered PMRP participants are entitled to a benefit accrued under the terms of the PMRP based on their average monthly base compensation at either (1) retirement or termination or (2) December 31, 1998, depending upon a participant’s job category as of December 31, 1998. Participants who were transferred from the SuperAmerica division of Ashland, effective January 1, 1999, and who participated in the Ashland Inc. and Affiliates Pension Plan shall receive a supplemental benefit based on Ashland’s pension formula using final average compensation as of the participant’s termination or retirement date.

A participant shall be considered fully vested the earlier of the attainment of normal retirement age of 65 or after completion of three years of vesting service. A participant shall accrue benefits for a particular period of service under the Plan. The Plan was amended effective January 1, 2010 to cease any additional accruals based on service after January 1, 2010. The Plan provides a normal

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

form of benefit, life and joint and survivor annuity, in addition to other optional forms of benefit including lump sum. Participants who have terminated employment are entitled to commence benefits before attaining normal retirement age. Participants who have PMRP or supplemental Ashland benefits may be entitled to subsidized early retirement benefits upon retirement before age 65.

2. Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through October 5, 2010, which is the date the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of additions and deductions during the reporting periods. Actual amounts could differ from those estimates.

Basis of Accounting

The accompanying financial statements of the Plan were prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

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 5 for a 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 (depreciation) 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

Expenses incurred in the administration of the Plan are paid out of Plan assets.

Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

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.

4. Investments

Substantially all of the investable funds of the Plan, the MPC Retirement Plan, and the Retirement Plan of Marathon Oil Company are combined and held in the Marathon Oil Group Trust (the “Trust”), with each plan having a proportionate interest in the assets of the Trust. The Trust is not considered a master trust or a 103-12 investment entity for reporting purposes. Thus, the Plan reports its interest in Trust assets, income, and expenses, which are allocated based on each plan’s historical participation.

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) had net appreciation (depreciation) in value of \$24,333,106 and \$(48,690,810) respectively as follows:

	Year Ended December 31,	
	2009	2008
Mutual fund (money market fund)	\$ 113,465	\$ 2,324,507
U.S. government securities	(1,332,302)	4,146,956
Corporate bonds	19,385,224	(1,195,923)
Equities	77,171,868	(50,622,507)
Real estate	(1,119,701)	(2,975,488)
Pooled funds:*		
Bond	(11,045,051)	-
Equity	(58,340,848)	-
Other	(499,549)	(368,355)
	<u>\$ 24,333,106</u>	<u>\$ (48,690,810)</u>

*See Note 5.

5. 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 and there have not been any changes in the methodologies used at December 31, 2009 and 2008.

In the second quarter of 2009, the Plan exchanged the majority of its publicly-traded stocks and bonds for interests in a pooled equity and fixed income investment fund. These two funds are

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

managed with the same style and strategy as when the securities were held separately. Each fund's main objective is to provide investors with exposure to either a publicly-traded equity or fixed income portfolio comprised of both U.S. and non-U.S. securities. The equity fund holdings primarily consist of publicly-traded individually-held securities in various sectors of many industries. The fixed income fund holdings primarily consist of publicly-traded investment-grade bonds.

- **Mutual fund** - Investments in mutual funds are valued using a market approach at the NAV of shares or units held, which 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.
- **U.S. government securities** - U.S. Treasuries are valued at the closing price reported in the active market in which the individual security is traded. Mortgage-backed securities, GNMA/FNMA, are valued based on observable transactions in a highly liquid market where pricing is provided by a mortgage broker. Pricing is reviewed to ensure broker supplied quotes are indicative of current market values. This investment is considered Level 1.
- **Corporate bonds** - An outside pricing service is used to value most corporate debt instruments. Valuation inputs are based on observable market data and/or derived principally from or corroborated by observable market data by correlation or other means. Select corporate debt values are/or maybe determined by brokerage firms when available. Broker indications are not directly observable, but are corroborated by two or more brokers. In addition, subject matter experts who manage the Plan assets (i.e. bond portfolio managers and analysts) perform additional review based on market data such as bond prices from the same issuer and bonds of a similar nature in regards to credit quality to select the broker quote which most accurately reflect current market conditions. These investments are considered Level 2.
- **Equities** - Equity investments are valued at the closing price reported in an active market. Equity investments consist of individually held securities in various sectors of many industries, S&P 500 exchange traded funds, real estate investment trusts, and public/non-public investment trusts. Non-public investment trusts are valued based on the underlying investments in the trust which are publicly held securities and are considered Level 2. Other equity investments, considered "private equity limited partnerships" are valued based on the sum of the estimated fair value for each holding within the partnership, plus working capital adjusted for liabilities, currency translation, and estimated performance incentives. These private equity investments are considered Level 3. In the case of publicly traded holdings, market price is generally used unless a discount is applied due to legal restrictions on a fund's trading of that security and are therefore considered Level 1.
- **Pooled funds** - Investments in pooled funds are valued using a market approach at the NAV of units held, but investment opportunities in such funds are limited to institutional investors on the behalf of defined benefit plans for which UCF acts as trustee, investment adviser and/or investment manager. The two funds consist of either an equity or fixed income investment portfolio with underlying investments held in U.S. and non-U.S. securities. These investments are considered Level 2.

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

- Real estate - Valued based on discounted cash flows, comparable sales, outside appraisals, price per square footage, or some combination thereof and is therefore considered Level 3.
- Other – Two limited liability companies, where the Plan owns a percentage interest, which invest in timber with no public market. Value is based on discounted cash flows. These investments are considered Level 3.

The preceding methods 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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine 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 investments at fair value:

	<u>Investments at Fair Value as of December 31, 2009</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual fund (money market fund)	\$ 704,718	\$ 1,218,301	\$ -	\$ 1,923,019
Equity securities:				
Exchange traded funds	2,002,151			2,002,151
Investment trusts	1,614,814	8,807,210		10,422,024
Private equities			3,272,605	3,272,605
Investment funds:				
Pooled fund - equity				
Information technology		12,531,588		12,531,588
Consumer discretionary		12,069,008		12,069,008
Consumer staples		11,164,481		11,164,481
Health care		10,235,054		10,235,054
Energy		7,502,844		7,502,844
Financials		7,442,532		7,442,532
Other		9,742,742		9,742,742
Pooled fund - fixed income				
Government				
U.S.		8,545,723		8,545,723
Mortgage-backed GNMA's & FNMA's		3,159,819		3,159,819
Corporate				
Industrials		8,926,710		8,926,710
Banks & brokers		2,009,559		2,009,559
Other		2,641,515		2,641,515
Real estate			2,780,082	2,780,082
Other			1,770,884	1,770,884
Total investments, at fair value	<u>\$ 4,321,683</u>	<u>\$ 105,997,086</u>	<u>\$ 7,823,571</u>	<u>\$ 118,142,340</u>

No individual investment exceeds 5 percent of net assets.

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

	<u>Investments at Fair Value as of December 31, 2008</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual fund (money market fund)	\$ 1,009,317	\$ -	\$ -	\$ 1,009,317
U.S. government securities*	6,227,007	1,996,429	-	8,223,436
Corporate bonds	-	15,666,625	-	15,666,625
Equities**	74,749,278	6,941,773	3,317,779	85,008,830
Real estate	-	-	3,945,425	3,945,425
Other	-	-	710,874	710,874
Total investments, at fair value	<u>\$ 81,985,602</u>	<u>\$ 24,604,827</u>	<u>\$ 7,974,078</u>	<u>\$ 114,564,507</u>

* Include GNMA and FNMA investments.

** Include private equity limited partnership investments.

No individual investment exceeds 5 percent of net assets.

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

	<u>Level 3 Investments</u>		
	<u>Year Ended December 31, 2009</u>		
	<u>Private equities</u>	<u>Real estate</u>	<u>Other</u>
Balance, beginning of year	\$ 3,317,779	\$ 3,945,425	\$ 710,874
Realized (losses)	(26,942)	(613,095)	-
Unrealized gains (losses) relating to instruments still held at the reporting date	488,173	(506,860)	(499,548)
Purchases, sales, issuances and settlements (net)	<u>(506,405)</u>	<u>(45,388)</u>	<u>1,559,558</u>
Balance, end of year	<u>\$ 3,272,605</u>	<u>\$ 2,780,082</u>	<u>\$ 1,770,884</u>

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2008.

	Level 3 Investments		
	Year Ended December 31, 2008		
	<u>Equities</u>	<u>Real estate</u>	<u>Other</u>
Balance, beginning of year	\$ 3,527,940	\$ 4,428,183	\$ -
Realized gains	193,149	57,879	-
Unrealized (losses) relating to instruments still held at the reporting date	(1,968,104)	(3,033,367)	(368,355)
Purchases, sales, issuances and settlements (net)	<u>1,564,794</u>	<u>2,492,730</u>	<u>1,079,139</u>
Balance, end of year	<u>\$ 3,317,779</u>	<u>\$ 3,945,425</u>	<u>\$ 710,784</u>

6. Accumulated Plan Benefits

A third party actuary determines the actuarial present value of accumulated plan benefits. The amount results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements for termination after becoming vested, death, disability, withdrawal, and retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in determining accumulated plan benefits as of January 1, 2009 are as follows:

Interest rate	8.50%
Mortality rates	2009 Static Mortality Table
Assumed average retirement age	62

The interest rate assumption used to value accrued benefits remained level at 8.5 percent from 2008 to 2009. The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan is terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

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

	January 1 2009
Actuarial present value of accumulated plan benefits	
Vested benefits:	
Participants currently receiving payments	\$ 5,841,172
Other participants	<u>102,366,799</u>
	108,207,971
Nonvested benefits	<u>8,388,357</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 116,596,328</u></u>
The changes in the actuarial present value of accumulated plan benefits are as follows:	
Actuarial present value of accumulated plan benefits at beginning of year	\$ 105,321,384
Increase (decrease) during the year attributable to:	
Benefit payments	(11,868,010)
Interest accumulation	8,425,915
Actuarial assumptions	2,127,196
Benefits accumulated, net of experience gain or loss or changes in data	<u>12,589,843</u>
Net increase	<u>\$ 11,274,944</u>
Actuarial present value of accumulated Plan benefits at end of year	<u><u>\$ 116,596,328</u></u>

7. Funding Policy

The actuarial cost method used for funding of the Plan is the “projected unit credit” method of actuarial valuation. The funding policy provides that SSA will contribute amounts necessary to maintain the Plan on a sound actuarial basis and in accordance with the minimum funding requirements of ERISA plus any additional amounts which may be approved from time to time. The minimum funding requirement was zero for the 2009 plan year; however, a discretionary contribution was made for \$16 million on September 14, 2010. The minimum funding requirement was zero for the 2008 plan year.

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

8. Reconciliation of Financial Statements to Form 5500

	December 31,	
	2009	2008
Net assets available for benefits per the financial statements	\$ 141,410,740	\$ 115,764,496
Amounts allocated to withdrawing participants	<u>(513,102)</u>	<u>(180,151)</u>
Net assets available for benefits per the Form 5500	<u>\$ 140,897,638</u>	<u>\$ 115,584,345</u>

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500:

	Year Ended December 31, 2009
Benefits paid to participants per the financial statements	\$ 14,511,245
Add: Amounts allocated to withdrawing participants at December 31, 2009	513,102
Less: Amounts allocated to withdrawing participants at December 31, 2008	<u>(180,151)</u>
Benefits paid to participants per the Form 5500	<u>\$ 14,844,196</u>

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

9. Party-In-Interest Transactions

SSA, Fidelity and UCF have all been identified as parties-in-interest and these transactions are exempt from the prohibited transaction rules.

Fees paid by the Plan to the Trustee for the year ended December 31, 2009 and 2008 were \$231,098 and \$243,386, respectively. In addition, fees paid by the Plan to Fidelity were \$805,344 and \$1,031,236 for the year ended December 31, 2009 and 2008, respectively.

10. Plan Termination

Although it has not expressed any intent to do so, SSA has retained the right to amend, terminate, or otherwise modify the Plan, including the right to discontinue the contributions thereto, at any time, solely at the discretion of SSA. In the event of the termination of the Plan, the assets thereof shall be distributed in accordance with Section 4044 of ERISA. The Plan is a covered plan under the plan termination insurance provisions of ERISA, and the Pension Benefit Guaranty Corporation ("PBGC") guarantees the payments of certain benefits thereunder. Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the PBGC at

Speedway SuperAmerica LLC Retirement Plan

Notes to the Financial Statements

December 31, 2009 and 2008

that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

11. Income Tax Status

MPC was informed by a letter from the Internal Revenue Service (“IRS”) dated May 2, 2001 that the Retail Sub-Plan was referred to the National Office for technical advice (as required by an IRS field directive dated September 15, 1999). The IRS has yet to make a determination on the Retail Sub-Plan. The Plan administrator and the Plan’s tax counsel believe that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

12. Other

At December 31, 2009 and 2008, the Plan had additional funding commitments related to various real estate and limited partnerships investments amounting to \$10 million and \$13 million respectively.

At December 31, 2008, the fair value of “Equities” includes \$1,015 for shares on which covered call options have been written during the year.

On August 17, 2006, the Pension Protection Act of 2006 (“PPA Act”), was signed into law which revised many rules surrounding defined benefit plans. Defined benefit plans were required to amend and conform to the PPA Act by the end of the 2009 plan year. The Plan sponsor has determined the provisions of the PPA Act did not have a material impact on the Plan or the Plan’s financial statements. The PPA Act did impose vesting requirements for employees with an hour of service on or after January 1, 2008, for hybrid type pension plans; therefore the Plan was amended to provide 100 percent vesting after three years of service effective for years beginning after December 31, 2007.

13. Subsequent Event

Effective January 1, 2010, the Plan was amended such that retirement benefits accrued through December 31, 2009 will continue application of compensation updates for all future years of employment. After December 31, 2009, participants stop earning service credits and age growth updates. All eligible participants will begin accruing an annual 3.5 percent Company contribution to the SSA Retirement Savings Plan, a defined contribution plan, effective January 1, 2010.

SSA Retirement Plan
EIN 31-1551430 / PN 007

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

Year Ending 12/31/2009

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Corporate Stocks: Common					
AEA Investors 2006 LP			273,426	273,426.34	188,780.10
CAI Partners & Company II LP			332,990	80,749.34	91,260.53
CAI Partners & Company III LP			102,496	96,288.65	57,028.10
CAI Partners & Company IV LP			145,008	145,007.82	116,374.44
Cinven Fund US No. 1 LP			557,792	39,939.46	26,118.58
Clayton Dubilier Rice Fund VI			503,438	149,649.99	85,464.96
Clayton Dubilier Rice Fund VII			140,470	135,966.34	92,574.06
Clayton Dubilier Rice Fd VIII			145,960	145,960.41	97,133.28
Devon Park Bioventures LP			102,437	88,684.77	34,850.52
Cognetas Fund II			281,641	263,107.32	64,060.00
Cognetas Fund I			525,042	147,174.40	46,055.09
Electra Partners Allflex Club			291,579	201,336.80	165,443.39
Electra Partners Club 2007 LP			188,285	188,285.42	35,236.85
Emerging World Investors LP			835,645	813,922.60	1,856,484.17
FF&P Investor LP			180,802	175,917.64	61,819.04
Fourth Cinven Fund			352,577	352,576.68	206,166.66
Geam Intl Private Equity Fund			341,979	283,812.73	212,657.76
Tenaya Capital V			165,841	165,840.70	107,719.82
Monks Investment Trust Orp 5P			347,495	405,644.68	1,088,340.16
New port Asia Institutional Fnd			9,515	1,974,401.42	2,120,126.62
PERFORMANCE DIRECT II			472,160	472,160.27	225,871.50
SPDR Trust Series 1			27,003	2,397,627.31	2,002,150.52
Scottish And English Investors			426,868	3,948,802.84	4,830,598.93
Scottish Investment Trust			66,317	247,505.94	320,066.63
Second Cinven Fund			337,588	48,669.53	22,873.17
Third Cinven Fund			463,084	167,432.26	117,997.11
TRIDENT IV LP			678,325	667,447.56	518,507.60
Warburg Pincus Investors Fund			315,791	0.12	394.17
Warburg Pincus Pvt Equity VIII			231,818	99,880.22	126,574.56
Warburg Pincus Pvt Equity IX			389,073	343,357.12	253,999.20
Warburg Pincus Pvt Equity X			592,320	592,320.43	314,659.05
Electra Private Equity			15,956	161,946.59	206,406.81
Arch Capital Group Ltd.			63	4,371.01	2,985.63
Total				15,279,214.71	15,696,778.98

SSA Retirement Plan
EIN 31-1551430 / PN 007

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

Year Ending 12/31/2009

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Real Estate:					
AG CORE PLUS REALTY II			341,811	341,810.81	180,588.99
Aetos Capital Asia TE LP			433,143	261,322.99	111,042.46
Aetos Capital Asia II LP			430,351	384,552.42	123,561.05
Aetos Capital Asia III LP			204,163	204,163.44	(2,627.26)
Avanti Strategic Land II-ACT			15,735	0.12	309.09
Avanti Strategic Land II-PAS			72,439	403.59	4,172.78
Avanti Strategic Land III-ACT			135,416	1,275.81	24,032.17
Avanti Strategic Land III-PAS			147,212	0.12	42,346.09
Avanti Strategic Land IV-ACT			40,020	10,709.17	19,782.11
Avanti Strategic Land IV-PAS			19,542	366.43	3,786.41
Avanti Strategic Land V			214,982	214,982.19	100,224.22
Avanti Strategic Land Inv VI			159,506	159,505.62	104,010.67
Blackstone R/E Partners IV			580,706	474,039.73	173,016.13
Blackstone R/E Partners V			802,133	699,654.81	318,677.54
Blackstone R/E Partners VI			417,275	416,847.94	128,892.85
CPI Asia Pacific			684,218	635,116.99	293,640.54
CPI Europe			682,554	679,270.13	275,326.94
DLJ RE Capital Partners III LP			673,540	626,888.36	277,335.83
DLJ RE Capital Partners IV LP			445,746	445,745.51	165,984.18
K/B Opportunity Fund II LP			341,722	0.12	0.00
K/B Opportunity Fund III LP			348,425	0.12	0.00
Lasalle Mexico Fund I			483,416	483,416.24	130,206.46
Rockpoint R E Fund I LP			548,505	219,472.55	49,764.54
Rockpoint RE Fund III LP			190,986	190,986.06	65,219.14
Rockpoint R E Fund II LP			507,729	425,687.84	133,606.46
Transwestern Mezzanine III			243,139	209,970.27	29,286.84
Westbrook R E Fund I LP			587,333	0.12	5,486.53
Westbrook R E Fund II LP			588,773	42,236.37	12,054.91
Westbrook R E Fund III LP			374,166	32,453.24	7,495.61
Westbrook R E Fund IV LP			319,518	253.03	2,859.11
Total				7,161,132.11	2,780,082.39

SSA Retirement Plan
EIN 31-1551430 / PN 007

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

Year Ending 12/31/2009

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Short Term Investment Funds (STIF):					
S-T Invest Fund - Ctfi	12/31/50		1,059,179	1,059,179.21	704,718.35
Total				1,059,179.21	704,718.35

SSA Retirement Plan
EIN 31-1551430 / PN 007

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

Year Ending 12/31/2009

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Other Investments:					
TC&I Timber Company - Shasta			878,957	878,957.06	495,789.08
TC&I Timber Company - Chinook			1,759,830	1,759,830.44	1,275,095.88
Total				2,638,787.50	1,770,884.95

SSA Retirement Plan

EIN 31-1551430 / PN 007

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

Year Ending 12/31/2009

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Value of Interest in 103-12 Investment Entities:					
Bond LP			161,094	36,342,007.42	25,296,958.13
Equity LP			197,266	84,122,605.60	71,892,920.36
Total				120,464,613.02	97,189,878.49
Total Marathon Group Trust				146,602,927.02	118,142,343.16

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>Speedway SuperAmerica LLC Retirement Plan</u>	B Three-digit plan number (PN) ►	<u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Speedway SuperAmerica LLC</u>	D Employer Identification Number (EIN) <u>31-1551430</u>	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value.....	2a	116,743,956	
b Actuarial value.....	2b	128,418,351	
3 Funding target/participant count breakdown	(1) Number of participants		(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	230	5,908,397
b For terminated vested participants	3b	1,251	10,969,622
c For active participants:			
(1) Non-vested benefits.....	3c(1)		5,390,501
(2) Vested benefits.....	3c(2)		94,906,597
(3) Total active	3c(3)	10,150	100,297,098
d Total.....	3d	11,631	117,175,117
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	8.22 %	
6 Target normal cost.....	6	16,491,943	

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

SIGN HERE	<u>Bradley S Melton BSM</u> Signature of actuary	<u>10/07/2010</u> Date
<u>Bradley S. Melton</u> Type or print name of actuary		<u>08-07063</u> Most recent enrollment number
<u>Hewitt Associates LLC</u> Firm name		<u>(281) 363-0456</u> Telephone number (including area code)
<u>2601 Research Forest Drive</u> Address of the firm		
<u>The Woodlands TX 77381</u> Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	28,213,038	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	28,213,038	0
10 Interest on item 9 using prior year's actual return of <u>(26.31)%</u>	(7,422,850)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>5.92 %</u>		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	20,790,188	0

Part III Funding percentages

14 Funding target attainment percentage	14	91.85 %
15 Adjusted funding target attainment percentage	15	109.59 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	138.20 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2010	16,300,000	0			
Totals ▶			18(b)	16,300,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	14,242,260

20 Quarterly contributions and liquidity shortfalls:**a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No**b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No**c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	16,491,943
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	16,491,943
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	2,249,683	0
36 Additional cash requirement (item 34 minus item 35)	36	14,242,260
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	14,242,260
38 Interest-adjusted excess contributions for current year (see instructions)	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2009

Date	Amount	Interest Rate	Interest Adjusted Contribution
September 14, 2010	\$ 16,300,000	8.22%	\$ 14,242,260
Total Contribution	\$ 16,300,000		\$ 14,242,260

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	5.00%	0.9500	2.68
57.5	5.00%	0.9025	2.59
58.5	10.00%	0.8574	5.02
59.5	10.00%	0.7716	4.59
60.5	10.00%	0.6945	4.20
61.5	10.00%	0.6250	3.84
62.5	25.00%	0.5625	8.79
63.5	20.00%	0.4219	5.36
64.5	20.00%	0.3375	4.35
65.5	30.00%	0.2700	5.31
66.5	20.00%	0.1890	2.51
67.5	20.00%	0.1512	2.04
68.5	20.00%	0.1210	1.66
69.5	20.00%	0.0968	1.35
70	100.00%	0.0774	5.42
Weighted Average			62.49

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates	Based on the October 2008 full yield curve, with rates as follows: Duration 0.5 – 5.45% Duration 5.5 – 8.25% Duration 10.5 – 8.87% Duration 15.5 – 8.65% Duration 20.5 – 8.11% Duration 25.5 – 7.71% Duration 30.5 – 7.46%
Salary Increases	
Minimum Funding Target Normal Cost	4.50%.
Maximum Tax Expected Benefit Increase	4.50%.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.
Social Security COLA Increases	3.00% per year.
Optional Payment Form Election Percentage	96% Lump Sum. 4% Single Life Annuity.
Conversion Basis for Pension Equity Account to Annuities	The mortality table specified in Revenue Ruling 2001-62 and an interest rate of 4.71% (24 month average of 30-Year Treasury Rates through prior August).
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 65 for those assumed to elect a Single Life Annuity. Immediate payment at termination for those assumed to elect a Lump Sum.
Mortality Rates	
Healthy and Disabled	2009 Static Mortality Table for Annuitants and Non-Annuitants Per §1.430(h)(3)-1(e).
Withdrawal Rates	See Table 2.
Disability Rates	See Table 3.
Surviving Spouse Benefit	It is assumed that 90% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC Section 415 maximum benefit of \$195,000 and the 401(a)(17) compensation limit of \$245,000.

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

Expected Return on Assets

2007 Plan Year

6.09%

2008 Plan Year

6.38%

Actuarial Method

Standard Unit Credit Cost Method.

Trustee Expenses Included in Target Normal Cost

Administrative expenses paid during the prior year as reported by the trustee (\$1,823,855 for 2009).

Valuation Date

January 1, 2009.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Table 1
Retirement Rates

Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	10.00%
59	10.00%
60	10.00%
61	10.00%
62	25.00%
63	20.00%
64	20.00%
65	30.00%
66	20.00%
67	20.00%
68	20.00%
69	20.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2009 Plan Year
 Speedway SuperAmerica LLC Retirement Plan
 EIN: 31-1551430 PN: 007

Table 2—Page 1 of 4
Termination Rates - Male

Age	Years of Service				
	0-1	2	3	4	5+
15	42.00%	36.00%	30.00%	25.00%	22.00%
16	42.00%	36.00%	30.00%	25.00%	22.00%
17	42.00%	36.00%	30.00%	25.00%	22.00%
18	42.00%	36.00%	30.00%	25.00%	22.00%
19	42.00%	36.00%	30.00%	25.00%	22.00%
20	42.00%	36.00%	30.00%	25.00%	22.00%
21	42.00%	36.00%	30.00%	25.00%	21.00%
22	42.00%	36.00%	30.00%	25.00%	20.00%
23	42.00%	36.00%	30.00%	25.00%	19.00%
24	42.00%	36.00%	30.00%	25.00%	18.00%
25	42.00%	36.00%	30.00%	25.00%	17.00%
26	42.00%	36.00%	30.00%	25.00%	16.00%
27	42.00%	36.00%	30.00%	25.00%	15.00%
28	42.00%	36.00%	30.00%	25.00%	14.75%
29	42.00%	36.00%	30.00%	25.00%	14.50%
30	42.00%	36.00%	30.00%	25.00%	14.25%
31	42.00%	36.00%	30.00%	25.00%	14.00%
32	42.00%	36.00%	30.00%	25.00%	13.75%
33	42.00%	36.00%	30.00%	25.00%	13.50%
34	42.00%	36.00%	30.00%	25.00%	13.25%
35	42.00%	36.00%	30.00%	25.00%	13.00%
36	42.00%	36.00%	30.00%	25.00%	12.75%
37	42.00%	36.00%	30.00%	25.00%	12.50%
38	42.00%	36.00%	30.00%	25.00%	12.50%
39	42.00%	36.00%	30.00%	25.00%	12.50%
40	42.00%	36.00%	30.00%	25.00%	12.50%
41	42.00%	36.00%	30.00%	25.00%	12.50%
42	42.00%	36.00%	30.00%	25.00%	12.50%
43	42.00%	36.00%	30.00%	25.00%	12.50%
44	42.00%	36.00%	30.00%	25.00%	12.50%

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Table 2—Page 2 of 4
Termination Rates - Male

Age	Years of Service				
	0-1	2	3	4	5+
45	42.00%	36.00%	30.00%	25.00%	12.50%
46	42.00%	36.00%	30.00%	25.00%	12.50%
47	42.00%	36.00%	30.00%	25.00%	12.50%
48	42.00%	36.00%	30.00%	25.00%	12.50%
49	42.00%	36.00%	30.00%	25.00%	12.50%
50	42.00%	36.00%	30.00%	25.00%	12.50%
51	42.00%	36.00%	30.00%	25.00%	12.50%
52	42.00%	36.00%	30.00%	25.00%	12.50%
53	42.00%	36.00%	30.00%	25.00%	12.50%
54	42.00%	36.00%	30.00%	25.00%	12.50%
55	42.00%	36.00%	30.00%	25.00%	0.00%
56	42.00%	36.00%	30.00%	25.00%	0.00%
57	42.00%	36.00%	30.00%	25.00%	0.00%
58	42.00%	36.00%	30.00%	25.00%	0.00%
59	42.00%	36.00%	30.00%	25.00%	0.00%
60	42.00%	36.00%	30.00%	25.00%	0.00%
61	42.00%	36.00%	30.00%	25.00%	0.00%
62	42.00%	36.00%	30.00%	25.00%	0.00%
63	42.00%	36.00%	30.00%	25.00%	0.00%
64	42.00%	36.00%	30.00%	25.00%	0.00%
65+	0.00%	0.00%	0.00%	0.00%	0.00%

Schedule SB Attachment (Form 5500)—2009 Plan Year
 Speedway SuperAmerica LLC Retirement Plan
 EIN: 31-1551430 PN: 007

Table 2—Page 3 of 4
Termination Rates - Female

Age	Years of Service				
	0-1	2	3	4	5+
15	39.00%	33.00%	28.00%	25.00%	25.00%
16	39.00%	33.00%	28.00%	25.00%	25.00%
17	39.00%	33.00%	28.00%	25.00%	25.00%
18	39.00%	33.00%	28.00%	25.00%	25.00%
19	39.00%	33.00%	28.00%	25.00%	25.00%
20	39.00%	33.00%	28.00%	25.00%	25.00%
21	39.00%	33.00%	28.00%	25.00%	25.00%
22	39.00%	33.00%	28.00%	25.00%	25.00%
23	39.00%	33.00%	28.00%	25.00%	24.00%
24	39.00%	33.00%	28.00%	25.00%	23.00%
25	39.00%	33.00%	28.00%	25.00%	22.00%
26	39.00%	33.00%	28.00%	25.00%	21.00%
27	39.00%	33.00%	28.00%	25.00%	20.00%
28	39.00%	33.00%	28.00%	25.00%	19.00%
29	39.00%	33.00%	28.00%	25.00%	18.00%
30	39.00%	33.00%	28.00%	25.00%	17.00%
31	39.00%	33.00%	28.00%	25.00%	16.00%
32	39.00%	33.00%	28.00%	25.00%	15.00%
33	39.00%	33.00%	28.00%	25.00%	14.75%
34	39.00%	33.00%	28.00%	25.00%	14.50%
35	39.00%	33.00%	28.00%	25.00%	14.25%
36	39.00%	33.00%	28.00%	25.00%	14.00%
37	39.00%	33.00%	28.00%	25.00%	13.75%
38	39.00%	33.00%	28.00%	25.00%	13.50%
39	39.00%	33.00%	28.00%	25.00%	13.25%
40	39.00%	33.00%	28.00%	25.00%	13.00%
41	39.00%	33.00%	28.00%	25.00%	12.75%
42	39.00%	33.00%	28.00%	25.00%	12.50%
43	39.00%	33.00%	28.00%	25.00%	12.50%
44	39.00%	33.00%	28.00%	25.00%	12.50%

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Table 2—Page 4 of 4
Termination Rates - Female

Age	Years of Service				
	0-1	2	3	4	5+
45	39.00%	33.00%	28.00%	25.00%	12.50%
46	39.00%	33.00%	28.00%	25.00%	12.50%
47	39.00%	33.00%	28.00%	25.00%	12.50%
48	39.00%	33.00%	28.00%	25.00%	12.50%
49	39.00%	33.00%	28.00%	25.00%	12.50%
50	39.00%	33.00%	28.00%	25.00%	12.50%
51	39.00%	33.00%	28.00%	25.00%	12.50%
52	39.00%	33.00%	28.00%	25.00%	12.50%
53	39.00%	33.00%	28.00%	25.00%	12.50%
54	39.00%	33.00%	28.00%	25.00%	12.50%
55	39.00%	33.00%	28.00%	25.00%	0.00%
56	39.00%	33.00%	28.00%	25.00%	0.00%
57	39.00%	33.00%	28.00%	25.00%	0.00%
58	39.00%	33.00%	28.00%	25.00%	0.00%
59	39.00%	33.00%	28.00%	25.00%	0.00%
60	39.00%	33.00%	28.00%	25.00%	0.00%
61	39.00%	33.00%	28.00%	25.00%	0.00%
62	39.00%	33.00%	28.00%	25.00%	0.00%
63	39.00%	33.00%	28.00%	25.00%	0.00%
64	39.00%	33.00%	28.00%	25.00%	0.00%
65+	39.00%	33.00%	28.00%	25.00%	0.00%

Schedule SB Attachment (Form 5500)—2009 Plan Year
 Speedway SuperAmerica LLC Retirement Plan
 EIN: 31-1551430 PN: 007

Table 3
Disability Rates

Age	Male	Female	Age	Male	Female
15	0.0356%	0.0356%	45	0.1900%	0.2850%
16	0.0356%	0.0356%	46	0.2138%	0.3206%
17	0.0356%	0.0356%	47	0.2494%	0.3563%
18	0.0356%	0.0356%	48	0.2969%	0.3919%
19	0.0356%	0.0356%	49	0.3325%	0.4275%
20	0.0356%	0.0356%	50	0.3919%	0.4750%
21	0.0356%	0.0356%	51	0.4631%	0.5225%
22	0.0356%	0.0356%	52	0.5463%	0.5819%
23	0.0356%	0.0356%	53	0.6294%	0.6413%
24	0.0356%	0.0356%	54	0.7244%	0.7006%
25	0.0356%	0.0356%	55	0.8194%	0.7600%
26	0.0356%	0.0356%	56	0.9144%	0.8194%
27	0.0356%	0.0356%	57	1.0213%	0.8788%
28	0.0356%	0.0475%	58	1.1281%	0.9500%
29	0.0356%	0.0475%	59	1.2469%	1.0094%
30	0.0356%	0.0475%	60	1.3656%	1.0687%
31	0.0356%	0.0594%	61	1.4963%	1.1400%
32	0.0356%	0.0594%	62	1.6388%	1.1994%
33	0.0356%	0.0712%	63	1.7931%	1.2469%
34	0.0356%	0.0712%	64	1.9475%	1.2944%
35	0.0475%	0.0831%	65+	0.0000%	0.0000%
36	0.0475%	0.0950%			
37	0.0594%	0.1069%			
38	0.0712%	0.1188%			
39	0.0831%	0.1425%			
40	0.0950%	0.1544%			
41	0.1069%	0.1781%			
42	0.1188%	0.2019%			
43	0.1425%	0.2256%			
44	0.1663%	0.2613%			

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Schedule SB, line 25—Change in Funding Method

The January 1, 2009 funding valuation reflects the following method changes:

- A change in the interest rate assumption from segment rates with a four month lookback (September 2007 segment rates) to the full yield curve with a two month lookback (October 2008 full yield curve).
- A change in the asset valuation method from the Two-Month Average Value method to the Two-Year Smoothed Value method.
- An addition to the Target Normal Cost of assumed expenses payable from the trust, as required by WRERA.

These changes have automatic approval under final regulations, Notice 2009-22 or other IRS guidance.

Schedule SB Attachment (Form 5500)—2009 Plan Year
 Speedway SuperAmerica LLC Retirement Plan
 EIN: 31-1551430 PN: 007

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2009
 Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		1,132 \$16,059 \$444	62 \$21,748 \$1,679							
25-29		1,017 \$19,905 \$999	344 \$27,859 \$4,767	36 \$36,869 \$8,868						
30-34		632 \$20,405 \$1,286	261 \$30,157 \$7,166	157 \$36,644 \$12,012	12					
35-39		561 \$21,433 \$1,577	223 \$30,245 \$8,139	136 \$42,183 \$17,678	109 \$46,456 \$24,177	15				
40-44		573 \$19,727 \$1,601	229 \$28,670 \$9,564	129 \$36,878 \$17,977	133 \$54,818 \$30,635	104 \$56,426 \$39,195	3			
45-49		621 \$19,724 \$2,052	299 \$29,247 \$11,437	148 \$35,945 \$22,078	116 \$50,342 \$34,046	119 \$55,494 \$42,717	88 \$67,552 \$63,484	9		
50-54		524 \$19,319 \$2,612	254 \$26,563 \$12,186	144 \$31,204 \$26,028	92 \$38,926 \$31,305	76 \$47,806 \$41,313	81 \$80,343 \$69,211	44 \$83,369 \$91,101	8	
55-59		336 \$17,625 \$2,653	161 \$24,142 \$12,745	127 \$30,069 \$25,673	78 \$37,893 \$38,181	51 \$44,045 \$44,930	34 \$58,705 \$66,484	27 \$104,705 \$159,612	16	1
60-64		193 \$16,460 \$3,126	121 \$21,936 \$13,057	84 \$24,931 \$22,501	50 \$30,909 \$30,606	35 \$39,781 \$47,156	18	6	5	4
65-69		90 \$13,465 \$2,659	43 \$15,647 \$9,955	29 \$21,066 \$21,328	16	11	4	4		1
70+		47 \$12,848 \$3,338	39 \$15,213 \$11,601	16	6	3	1		1	1

N-10150

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Schedule SB, Part V—Summary of Plan Provisions

Effective Date

The Marathon Petroleum Company LLC Retirement Plan was established in 1988. Effective January 1, 1999, the Petroleum Marketing Retirement Plan (the "PMRP") and the Ashland Inc. and Affiliates Retirement Plan, applicable to Oil Chemical and Atomic Workers International Union Locals No. 3-214 Catlettsburg, Kentucky and 3-505 Catlettsburg, Kentucky (the "P.A.C.E." Plan) were merged into the plan. Effective September 1, 1999, the Northwestern Refinery Pension Plan for Hourly Employees was merged into the Plan. The Plan is comprised of various Sub-Plans: Refining, Marketing, and Transportation ("RMT") Sub-Plan; Retail Sub-Plan; Catlettsburg Refining Sub-Plan; and Northwestern Refinery Sub-Plan.

Effective June 30, 2007, the Retail Sub-Plan was spun off from the Marathon Petroleum Company LLC Retirement Plan, and the new Speedway SuperAmerica LLC Retirement Plan was established.

Eligibility for Participation

Effective January 1, 1999, the Petroleum Marketing Retirement Plan (the "PMRP") was merged into the Marathon Petroleum Company Retirement Plan as the Retail Sub-Plan. Effective January 1, 1999, the Sub-Plan was amended to include a pension equity benefit formula based on a vesting age points-based schedule. Any regular employee of Speedway SuperAmerica LLC, SuperAmerica Franchising LLC and Speedway Beverage LLC shall participate under the provisions of this Sub-Plan upon attainment of age 21 and one year of vesting service.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Normal Retirement

Eligibility

Age 65.

Benefit

Annual benefit payable to a member upon normal retirement is equal to the sum of (1), (2), and (3):

1. Pension Equity Benefit: For credited service on or after January 1, 2004, the actuarial equivalent of the participant's aggregated Pension Equity Benefit accruals. Accruals equal a percentage of Final Average Pay based on age and service points as of the end of the calendar year according to the following schedule:

Age Plus Participation Service	Accrual Percentage
0-29	2.50%
30-39	4.00%
40-49	5.25%
50-59	7.75%
60-69	10.50%
70-79	13.00%
80+	15.50%

2. Former PMRP participants only. For participants with 25 or more years of credited service prior to January 1, 2004, 50% of Average Monthly Pay reduced by the lesser of (a) 50% of the Primary Insurance Amount of (b) 25% of participant's average monthly base compensation. If less than 25 years of credited service, the formula as stated above shall be multiplied by the fraction of credited service prior to January 1, 2004 divided by 25.
3. Participants transferred from the SuperAmerica Division of Ashland Inc. only. An additional benefit equal to the excess of (a) minus (b), where (a) is the amount calculated based upon the Ashland formula, service as of December 31, 1998 and pay at termination and (b) is the amount calculated based upon the Ashland formula, service as of December 31, 1998 and pay as of December 31, 1998.

The Ashland formula is defined as 1.08% of Average Monthly Base Pay up to \$10,700 plus 1.5% of Average Monthly Base Pay in excess of \$10,700, all times credited service up to 35 years.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Early Retirement

Eligibility

Former PMRP and Ashland participants only.
Age 50 and 10 years of vesting service for former PMRP participants. Earlier of age 55 or 80 points (age + service) for form Ashland participants.

Benefit

Benefit is the actuarial equivalent of (1) as defined above, (2) as defined above is reduced by 3% for each year benefits commence prior to age 65, and (3) as defined above is reduced by 3% per year prior to age 62, 4% per year prior to age 58, and 5% per year prior to age 56.

Vested Termination Benefits

Eligibility

Three years of Vesting Service or age 65.

Benefit

Accrued benefit payable at age 65 (actuarially reduced for early commencement).

Preretirement Death Benefit

Eligibility

Death in active service after becoming eligible for normal retirement, early retirement or vesting.

Benefit

100% of the actuarial equivalent of the pension equity benefit defined in (1) above, plus 50% of the benefit defined in (2) and (3) above reduced for joint and survivor election.

Death After Vested Termination

Eligibility

Death after vested termination but prior to commencement of benefit.

Benefits

100% of the actuarial equivalent of the pension equity benefit defined in (1) above, plus 50% of the benefit defined in (2) above reduced for joint and survivor election.

Normal Form of Annuity

Without Spouse: Life Annuity.

With Spouse: Reduced joint and survivor annuity.
Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continued to surviving spouse.

Optional Forms of Annuity

Life Annuity; 120 Months or More Certain and Life Annuity; Joint and Survivor Annuity (50% or 100%); Lump Sum. All optional forms are adjusted to be Actuarially Equivalent to the Life Annuity.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Definitions

Plan Year	January 1 to December 31.
Actuarial Equivalence	Based on the mortality rates specified in Revenue Ruling 2001-62 and an interest rate equal to the average annual rate of interest on 30-year Treasury securities as published by the IRS for the months of August through October of the preceding calendar year.
Benefit and Vesting Service	Generally based on elapsed time. Any period of service with an employer commencing on employee's date of hire for Vesting Service and upon Plan Participation for Benefit Service and ending on the date of termination.
Compensation	Total regular annual salary including overtime, bonuses, and commissions.
Final Average Pay	Average annual Compensation during the final 36 months of employment.
Average Monthly Pay	Average monthly Compensation during the final 36 months of employment.
Average Monthly Base Pay	Average monthly base pay during the final 36 months of employment.
Primary Insurance Amount	Estimated Social Security benefit at age 65 assuming no future earnings after termination.

Plan Changes

The January 1, 2009 funding and accounting valuations reflect the following plan changes:

- An increase in the annual pay limit under IRC Section 401(a)(17) from \$230,000 in 2008 to \$245,000 in 2009.
- An increase in the annual maximum benefit limit under IRC Section 415 from \$185,000 in 2008 to \$195,000 in 2009.
- The mortality and interest rates under IRC Section 417(e)(3) were updated to the applicable rates for the current plan year.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

The target liability was calculated using the full yield curve based on corporate bonds rates for October. As such, "2" was entered on line 21b as the applicable lookback month.