

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</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>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>007</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/30/2007</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>007</u>	1c Effective date of plan <u>06/30/2007</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>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-1551430</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>419-422-2121</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>447100</u></td> </tr> </table>	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>	
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	Filed with authorized/valid electronic signature.	10/14/2011	RODNEY NICHOLS
	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 (2010)
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	12972
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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	8681
b Retired or separated participants receiving benefits.....	6b	190
c Other retired or separated participants entitled to future benefits.....	6c	1763
d Subtotal. Add lines 6a , 6b , and 6c	6d	10634
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	68
f Total. Add lines 6d and 6e	6f	10702
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	1495

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE 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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **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>2010</u>
2	Assets:
a	Market value 2a
b	Actuarial value 2b
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a
b	For terminated vested participants 3b
c	For active participants:
(1)	Non-vested benefits 3c(1)
(2)	Vested benefits 3c(2)
(3)	Total active 3c(3) <u>0</u>
d	Total 3d <u>0</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 %
6	Target normal cost 6

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

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) 2010
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)	20790188		0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	2249683		0
9 Amount remaining (Item 7 minus item 8).....	18540505		0
10 Interest on item 9 using prior year's actual return of _____ %			
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>8.22</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.....			
12 Reduction in balances due to elections or deemed elections.....			
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	18540505		0

Part III	Funding percentages		
14 Funding target attainment percentage.....	14	100.00	%
15 Adjusted funding target attainment percentage.....	15		%
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		%
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	
Totals ►			18(b)	0	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
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c
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
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
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29
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
32 Amortization installments:	
a Net shortfall amortization installment	Outstanding Balance
b Waiver amortization installment	Installment
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 0
	Carryover balance
35 Balances used to offset funding requirement	Prefunding balance
	Total balance
36 Additional cash requirement (item 34 minus item 35).....	36 0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37
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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider 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>	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

<div>A Name of plan</div> <div>SPEEDWAY SUPERAMERICA LLC RETIREMENT PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>007</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>SPEEDWAY SUPERAMERICA LLC</div>	<div>D Employer Identification Number (EIN)</div> <div>31-1551430</div>

Part I

Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

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	199737	Yes ☒ No ☐	Yes ☐ No ☒	603	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
US STEEL & CARNEGIE PENSION FUND	26	603

(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.	
SPEEDWAY SUPERAMERICA LLC RET. PLAN 31-1551430	FOR GIFTS, FOOD AND ENTERTAINMENT	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>SPEEDWAY SUPERAMERICA LLC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>007</u>
C Plan or DFE 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	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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>UCF FIXED INCOME LP</u>		
b Name of sponsor of entity listed in (a): <u>UCF FIXED INCOME LP</u>		
c EIN-PN <u>26-4431645-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>27399327</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>UCF EQUITY FUND LP</u>		
b Name of sponsor of entity listed in (a): <u>UCF EQUITY FUND LP</u>		
c EIN-PN <u>26-4431645-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>84019434</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
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	513102	176208
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	16300000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	6578882	4757134
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	15696778	22289248
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)	2780082	4201504
(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	111418761
(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)	2475602	3969435

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	141534324	146812290

Liabilities

g Benefit claims payable	1g	513102	176208
h Operating payables	1h	68151	66367
i Acquisition indebtedness	1i		
j Other liabilities	1j	55433	6268393
k Total liabilities (add all amounts in lines 1g through 1j)	1k	636686	6510968

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	140897638	140301322
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(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)		0
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)	13440	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	4810	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		18250
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	91792	
(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)		91792
(3) Rents	2b(3)		-11561
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	80274038	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	77562809	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2711229

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	262766	
(B) Other	2b(5)(B)	13705305	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		13968071
(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		16777781

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16719179	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	455181	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		17174360
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)	199737	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		199737
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		17374097

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-596316
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		10625716
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 2010 This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>		
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>2072</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.
----------------	---

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) 2010
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: 21% High-Yield Debt: 0% Real Estate: 3% Other: 5%

- 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):



Independent Auditor's Report

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

We have audited the accompanying statements of net assets available for benefits of the Speedway SuperAmerica LLC Retirement Plan (the "Plan") as of December 31, 2010 and 2009 and the related statements of changes in net assets available for benefits for the years 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 audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010 and 2009 and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information listed in the table of contents 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 supplementary information is the responsibility of the Plan's management. The supplementary information 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 6, 2011

Schedule SB Attachment (Form 5500)—2010 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) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	10.00%	1.0000	5.55
56.5	10.00%	0.9000	5.09
57.5	10.00%	0.8100	4.66
58.5	10.00%	0.7290	4.26
59.5	10.00%	0.6561	3.90
60.5	15.00%	0.5905	5.36
61.5	15.00%	0.5019	4.63
62.5	15.00%	0.4266	4.00
63.5	20.00%	0.3626	4.61
64.5	20.00%	0.2901	3.74
65.5	30.00%	0.2321	4.56
66.5	20.00%	0.1625	2.16
67.5	20.00%	0.1300	1.75
68.5	40.00%	0.1040	2.85
69.5	40.00%	0.0624	1.73
70	100.00%	0.0374	2.62
Weighted Average			61.47

Schedule SB Attachment (Form 5500)—2010 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following non-prescribed assumption changes:

- A change in the active retirement rates to better reflect anticipated plan experience.
- A change in the active withdrawal rates to better reflect anticipated plan experience.

These changes were made to better reflect the anticipated plan experience. The Commissioner's approval for these assumption changes is not required, since the controlled group has no unfunded vested liabilities.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Speedway SuperAmerica LLC Retirement Plan
EIN: 31-1551430 PN: 007

Schedule SB, line 25—Change in Method

The funding valuation reflects the following method change:

- A change in the interest rate basis from the full yield curve with a two-month lookback (as of October 2008) to segment rates with a four-month lookback (5.03%, 6.73%, and 6.82% as of September 2009).

This change has automatic approval under final regulations, Notice 2009-22 or other IRS guidance.

Schedule SB Attachment (Form 5500)—2010 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, 2010
 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	1,366 \$15,619 \$455	69 \$24,015 \$2,187							
25-29		1,132 \$19,955 \$1,100	354 \$27,309 \$4,548	33 \$37,879 \$9,421						
30-34		725 \$21,393 \$1,518	255 \$30,507 \$7,213	161 \$38,327 \$13,181	18					
35-39		657 \$20,166 \$1,516	242 \$28,428 \$7,642	146 \$43,939 \$19,120	94 \$46,855 \$25,376	21 \$43,020 \$28,665				
40-44		642 \$20,078 \$1,700	234 \$29,056 \$9,727	139 \$37,540 \$19,089	111 \$57,214 \$34,444	110 \$59,124 \$43,923	2			
45-49		692 \$19,834 \$2,226	261 \$29,069 \$11,068	150 \$36,489 \$22,891	117 \$48,336 \$34,264	129 \$55,491 \$45,913	83 \$70,869 \$67,714	11		
50-54		586 \$19,144 \$2,553	286 \$27,409 \$12,641	156 \$32,971 \$24,747	94 \$40,388 \$33,901	80 \$50,140 \$47,897	87 \$81,548 \$81,775	51 \$88,450 \$92,319	4	
55-59		395 \$17,046 \$2,659	183 \$25,916 \$13,828	128 \$31,647 \$27,171	76 \$38,541 \$41,369	54 \$42,356 \$50,184	35 \$53,854 \$65,928	34 \$84,889 \$136,862	21 \$88,952 \$132,990	3
60-64		208 \$16,840 \$3,199	121 \$21,676 \$12,962	88 \$25,851 \$25,065	60 \$31,909 \$34,490	39 \$39,026 \$45,360	19	8	4	4
65-69		103 \$13,357 \$2,745	43 \$13,597 \$8,148	28 \$19,737 \$20,041	12	12	7	5	2	
70+		45 \$13,110 \$3,598	41 \$13,324 \$9,759	17	7	7	1		1	

N-11110

Schedule SB Attachment (Form 5500)—2010 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.

The plan was closed to new entrants effective January 1, 2010.

Benefit Service Freeze

Effective December 31, 2009 all benefit service was frozen under the plan. Final average pay continues to adjust from year-to-year for most participants. However for certain highly compensated employees, all benefits were completely frozen on December 31, 2009.

Schedule SB Attachment (Form 5500)—2010 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.

All benefit service under the above formulas was frozen on December 31, 2009, but Final Average Pay continues to adjust from year-to-year for most participants. For certain highly compensated employees, benefits were completely frozen on December 31, 2009.

Schedule SB Attachment (Form 5500)—2010 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)—2010 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. All Benefit Service under the plan was frozen on December 31, 2009.
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, 2010 funding valuation reflects the following plan changes:

- The mortality and interest rates under IRC Section 417(e)(3) were updated to the applicable rates for the current plan year.
- Effective December 31, 2009, benefit service was frozen for all participants and the plan was closed to new entrants. Final average pay continues to adjust from year-to-year for most participants. However, for certain highly compensated employees, benefits completely frozen on December 31, 2009.

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

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

SSA Retirement Plan

EIN 31-1551430 / PN 007

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

Year Ending 12/31/2010

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Short-term investments:					
S-T Invest Fund - Ctfi	12/31/50		3,039,818	3,039,817.90	2,088,915.83
Total				3,039,817.90	2,088,915.83

SSA Retirement Plan

EIN 31-1551430 / PN 007

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

Year Ending 12/31/2010

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Corporate Stocks: Preferred					
Pharma Stem Corp C Cv Pfd			47,533	0.11	0.00
Pharma Stem Corp D Cv Pfd			3,331	0.11	0.00
Pharma Stem Therapeutics A Pfd			8,635	0.11	465.90
Pharma Stem Therapeutics B Pfd			115,521	0.11	5,326.22
Total				0.46	5,792.12

SSA Retirement Plan

EIN 31-1551430 / PN 007

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

Year Ending 12/31/2010

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Corporate Stocks: Common					
AEA Investors 2003 Program			304,259	287,622.89	339,120.01
Emerging World Investors LP			820,404	799,078.45	2,318,605.21
Fourth Cinven Fund			382,005	382,004.70	291,793.61
International Pvt Eq Fund II			58,851	58,850.63	40,431.13
Monks Investment Trust Orp 5P			341,157	398,246.62	1,308,892.77
Newport Asia Institutional Fnd			9,342	1,938,392.70	2,530,805.06
Polypore International Inc			68	1,849.64	1,270.29
SPDR Trust Series 1			50,603	5,775,313.26	4,372,819.06
Scottish And English Investors			419,083	3,876,785.40	5,904,860.09
Scottish Investment Trust			65,107	242,991.98	357,246.02
Electra Private Equity			15,665	158,993.04	281,961.67
Total				13,920,129.31	17,747,804.93

SSA Retirement Plan

EIN 31-1551430 / PN 007

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

Year Ending 12/31/2010

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Real Estate:					
AG CORE PLUS REALTY II			571,085	510,068.71	335,897.34
Aetos Capital Asia TE LP			425,244	242,486.02	51,697.67
Aetos Capital Asia II LP			422,502	377,539.04	108,534.59
Aetos Capital Asia III LP			407,954	407,953.56	(43,869.19)
Avanti Strategic Land II-ACT			20,627	0.11	20.68
Avanti Strategic Land II-PAS			76,645	396.23	4,309.53
Avanti Strategic Land III-ACT			161,477	944.00	20,724.89
Avanti Strategic Land III-PAS			161,560	0.11	35,874.80
Avanti Strategic Land IV-ACT			47,120	11,541.32	15,628.21
Avanti Strategic Land IV-PAS			31,591	616.64	3,996.10
Avanti Strategic Land V			239,607	228,621.63	112,619.51
Avanti Strategic Land Inv VI			252,288	251,916.25	152,792.02
Blackstone R/E Partners IV			570,115	465,394.29	247,318.95
Blackstone R/E Partners V			826,636	735,984.56	576,692.02
Blackstone R/E Partners VI			651,073	649,725.06	513,381.47
CPI Asia Pacific			765,699	484,237.27	265,159.82
CPI Europe			626,892	693,140.99	223,923.08
DLJ RE Capital Partners III LP			698,106	650,741.80	287,797.81
DLJ RE Capital Partners IV LP			707,305	700,264.77	341,440.77
Lasalle Mexico Fund I			582,127	609,156.61	251,637.12
Rockpoint R E Fund I LP			570,115	215,469.85	52,511.89
Rockpoint RE Fund III LP			592,717	583,783.14	376,774.27
Rockpoint R E Fund II LP			570,116	411,846.77	97,941.29
Pearlmark Mezzanine III			401,385	366,016.32	152,558.21
Westbrook R E Fund I LP			576,621	0.11	2,350.53
Westbrook R E Fund II LP			578,035	35,328.89	5,563.02
Westbrook R E Fund III LP			367,342	31,861.36	7,835.49
Westbrook R E Fund IV LP			342,069	248.41	391.85
Total				8,665,283.83	4,201,503.76

SSA Retirement Plan

EIN 31-1551430 / PN 007

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

Year Ending 12/31/2010

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Other Investments:					
TC&I Timber Company - Shasta			862,927	862,926.82	470,129.56
TC&I Timber Company - Chinook			1,727,735	1,727,735.02	1,410,388.64
Total				2,590,661.84	1,880,518.19

SSA Retirement Plan

EIN 31-1551430 / PN 007

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

Year Ending 12/31/2010

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			162,211	35,692,611.61	27,399,326.59
Equity LP			216,257	87,219,087.72	84,019,434.46
Total				122,911,699.33	111,418,761.06

SSA Retirement Plan

EIN 31-1551430 / PN 007

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

Year Ending 12/31/2010

A. B. IDENTITY OF ISSUE	C. MATURITY DATE	INTEREST RATE	MATURITY VALUE	D. COST	E. CURRENT VALUE
Limited Partnerships:					
AEA Investors 2006 LP			482,795	482,795.17	412,616.92
CAI Partners & Company II LP			326,917	70,680.91	73,026.85
CAI Partners & Company III LP			101,366	95,272.12	64,251.04
CAI Partners & Company IV LP			180,755	180,754.66	161,176.00
Cinven Fund US No. 1 LP			547,620	39,149.99	25,073.54
Clayton Dubilier Rice Fund VI			494,257	146,920.70	107,737.98
Clayton Dubilier Rice Fund VII			136,854	132,432.24	115,103.35
Clayton Dubilier Rice Fd VIII			374,142	374,141.60	309,501.92
Devon Park Bioventures LP			128,877	115,375.53	48,345.00
Cognetas Fund II			304,629	286,433.39	106,405.99
Cognetas Fund I			515,467	144,490.26	46,307.62
Electra Partners Allflex Club			286,261	197,664.86	252,537.89
Electra Partners Club 2007 LP			184,852	184,851.51	36,278.30
FF&P Investor LP			224,703	219,907.91	72,164.89
Geam Intl Private Equity Fund			365,178	279,472.51	221,587.67
Tenaya Capital V			243,245	243,244.98	222,919.66
PERFORMANCE DIRECT II			489,467	470,536.42	318,982.74
Second Cinven Fund			331,431	46,426.49	21,625.98
Third Cinven Fund			462,756	114,729.42	140,568.72
TRIDENT IV LP			845,367	726,496.82	664,841.41
TRIDENT V LP			65,349	65,349.05	44,897.38
Warburg Pincus Pvt Equity VIII			227,590	85,199.26	154,986.02
Warburg Pincus Pvt Equity IX			381,977	296,414.45	276,984.64
Warburg Pincus Pvt Equity X			916,062	903,956.08	637,730.33
Total				5,902,696.33	4,535,651.84
Total SSA Retirement Plan				157,030,288.99	141,878,947.73

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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

2010**This Form is Open to Public
Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **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 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 or 5500-SF Speedway SuperAmerica LLC	D Employer Identification Number (EIN) 31-1551430
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>2010</u>		
2 Assets:		
a Market value.....	2a	140,523,714
b Actuarial value.....	2b	147,415,931
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 265	7,611,686
b For terminated vested participants.....	3b 1,597	15,477,227
c For active participants:		
(1) Non-vested benefits.....	3c(1)	8,266,866
(2) Vested benefits.....	3c(2)	115,434,936
(3) Total active.....	3c(3) 11,110	123,701,802
d Total.....	3d 12,972	146,790,715
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	6.53 %
6 Target normal cost.....	6	5,144,115

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**

Signature of actuary

Bradley S. Melton

Type or print name of actuary

Hewitt Associates LLC

Firm name

9500 Lakeside Blvd

The Woodlands

TX 77381

Address of the firm

10/06/2011

Date

11-07063

Most recent enrollment number

(281) 363-0456

Telephone number (including area code)

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) 2010
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)	20,790,188	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	2,249,683	0
9 Amount remaining (Item 7 minus item 8)	18,540,505	0
10 Interest on item 9 using prior year's actual return of <u>22.10</u> %	4,097,452	
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>8.22</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)	22,637,957	0

Part III Funding percentages

14 Funding target attainment percentage	14	85.00 %
15 Adjusted funding target attainment percentage	15	100.42 %
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	109.59 %
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
Totals ▶			18(b)	0	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	0

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
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 61
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	5,144,115
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	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33).....	34	5,144,115
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	5,144,115	0
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c).....	37	0
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

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

Interest Rates	Based on segment rates with a four-month lookback (as of September 2009).
1st Segment Rate	5.03%.
2nd Segment Rate	6.73%.
3rd Segment Rate	6.82%.
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 4.23%.
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	2010 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.

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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.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2008 Plan Year

6.38%.

2009 Plan Year

6.69%.

Trust Expenses Included in Target Normal Cost

Administrative expenses paid during the prior year (\$1,305,348 for 2010).

Actuarial Method

Standard Unit Credit Cost Method.

Valuation Date

January 1, 2010.

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Table 1

Retirement Rates

Age	Rate
55	10.00%
56	10.00%
57	10.00%
58	10.00%
59	10.00%
60	15.00%
61	15.00%
62	15.00%
63	20.00%
64	20.00%
65	30.00%
66	20.00%
67	20.00%
68	40.00%
69	40.00%
70+	100.00%

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Withdrawal Rates—Male

Age	Years of Service				
	0-1	2	3	4	5+
15	45.00%	45.00%	45.00%	25.00%	25.00%
16	45.00%	45.00%	45.00%	25.00%	25.00%
17	45.00%	45.00%	45.00%	25.00%	25.00%
18	45.00%	45.00%	45.00%	25.00%	25.00%
19	45.00%	45.00%	45.00%	25.00%	25.00%
20	45.00%	45.00%	45.00%	25.00%	25.00%
21	45.00%	45.00%	45.00%	25.00%	25.00%
22	45.00%	45.00%	45.00%	25.00%	24.00%
23	45.00%	45.00%	45.00%	25.00%	23.00%
24	45.00%	45.00%	45.00%	25.00%	22.00%
25	45.00%	45.00%	45.00%	25.00%	21.00%
26	45.00%	35.00%	30.00%	25.00%	20.50%
27	45.00%	35.00%	30.00%	25.00%	20.00%
28	45.00%	35.00%	30.00%	25.00%	19.50%
29	45.00%	35.00%	30.00%	25.00%	19.00%
30	45.00%	35.00%	30.00%	25.00%	18.50%
31	45.00%	35.00%	30.00%	25.00%	18.00%
32	45.00%	35.00%	30.00%	25.00%	17.50%
33	45.00%	35.00%	30.00%	25.00%	17.00%
34	45.00%	35.00%	30.00%	25.00%	16.50%
35	45.00%	35.00%	30.00%	25.00%	16.00%
36	45.00%	35.00%	30.00%	25.00%	15.00%
37	45.00%	35.00%	30.00%	25.00%	14.00%
38	45.00%	35.00%	30.00%	25.00%	13.00%
39	45.00%	35.00%	30.00%	25.00%	12.00%
40	45.00%	35.00%	30.00%	25.00%	11.00%
41	30.00%	30.00%	30.00%	25.00%	10.00%
42	30.00%	30.00%	30.00%	25.00%	9.50%
43	30.00%	30.00%	30.00%	25.00%	9.00%
44	30.00%	30.00%	30.00%	25.00%	8.50%

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Withdrawal Rates—Male

Age	Years of Service				
	0-1	2	3	4	5+
45	30.00%	30.00%	30.00%	25.00%	8.00%
46	30.00%	30.00%	20.00%	25.00%	8.00%
47	30.00%	30.00%	20.00%	25.00%	8.00%
48	30.00%	30.00%	20.00%	25.00%	8.00%
49	30.00%	30.00%	20.00%	25.00%	8.00%
50	30.00%	30.00%	20.00%	25.00%	8.00%
51	30.00%	30.00%	20.00%	25.00%	8.00%
52	30.00%	30.00%	20.00%	25.00%	8.00%
53	30.00%	30.00%	20.00%	25.00%	8.00%
54	30.00%	30.00%	20.00%	25.00%	8.00%
55	30.00%	30.00%	20.00%	25.00%	8.00%
56	30.00%	30.00%	20.00%	25.00%	0.00%
57	30.00%	30.00%	20.00%	25.00%	0.00%
58	30.00%	30.00%	20.00%	25.00%	0.00%
59	30.00%	30.00%	20.00%	25.00%	0.00%
60	30.00%	30.00%	20.00%	25.00%	0.00%
61	30.00%	30.00%	20.00%	25.00%	0.00%
62	30.00%	30.00%	20.00%	25.00%	0.00%
63	30.00%	30.00%	20.00%	25.00%	0.00%
64	30.00%	30.00%	20.00%	25.00%	0.00%
65+	0.00%	0.00%	0.00%	0.00%	0.00%

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Withdrawal Rates—Female

Age	Years of Service				
	0-1	2	3	4	5+
15	45.00%	35.00%	30.00%	30.00%	25.00%
16	45.00%	35.00%	30.00%	30.00%	25.00%
17	45.00%	35.00%	30.00%	30.00%	25.00%
18	45.00%	35.00%	30.00%	30.00%	25.00%
19	45.00%	35.00%	30.00%	30.00%	25.00%
20	45.00%	35.00%	30.00%	30.00%	25.00%
21	45.00%	35.00%	30.00%	30.00%	25.00%
22	45.00%	35.00%	30.00%	30.00%	25.00%
23	45.00%	35.00%	30.00%	30.00%	25.00%
24	45.00%	35.00%	30.00%	30.00%	25.00%
25	45.00%	35.00%	30.00%	30.00%	25.00%
26	45.00%	35.00%	30.00%	30.00%	21.00%
27	45.00%	35.00%	30.00%	30.00%	20.00%
28	45.00%	35.00%	30.00%	30.00%	19.00%
29	45.00%	35.00%	30.00%	30.00%	18.00%
30	45.00%	35.00%	30.00%	30.00%	17.00%
31	35.00%	35.00%	25.00%	20.00%	16.00%
32	35.00%	35.00%	25.00%	20.00%	15.00%
33	35.00%	35.00%	25.00%	20.00%	14.00%
34	35.00%	35.00%	25.00%	20.00%	13.00%
35	35.00%	35.00%	25.00%	20.00%	12.00%
36	35.00%	35.00%	25.00%	20.00%	12.00%
37	35.00%	35.00%	25.00%	20.00%	12.00%
38	35.00%	35.00%	25.00%	20.00%	12.00%
39	35.00%	35.00%	25.00%	20.00%	12.00%
40	35.00%	35.00%	25.00%	20.00%	12.00%
41	35.00%	35.00%	25.00%	20.00%	12.00%
42	35.00%	35.00%	25.00%	20.00%	12.00%
43	35.00%	35.00%	25.00%	20.00%	12.00%
44	35.00%	35.00%	25.00%	20.00%	12.00%

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Withdrawal Rates—Female

Age	Years of Service				
	0-1	2	3	4	5+
45	35.00%	35.00%	25.00%	20.00%	12.00%
46	30.00%	30.00%	20.00%	20.00%	12.00%
47	30.00%	30.00%	20.00%	20.00%	12.00%
48	30.00%	30.00%	20.00%	20.00%	12.00%
49	30.00%	30.00%	20.00%	20.00%	12.00%
50	30.00%	30.00%	20.00%	20.00%	12.00%
51	30.00%	30.00%	20.00%	20.00%	12.00%
52	30.00%	30.00%	20.00%	20.00%	12.00%
53	30.00%	30.00%	20.00%	20.00%	12.00%
54	30.00%	30.00%	20.00%	20.00%	12.00%
55	30.00%	30.00%	20.00%	20.00%	12.00%
56	30.00%	30.00%	20.00%	20.00%	0.00%
57	30.00%	30.00%	20.00%	20.00%	0.00%
58	30.00%	30.00%	20.00%	20.00%	0.00%
59	30.00%	30.00%	20.00%	20.00%	0.00%
60	30.00%	30.00%	20.00%	20.00%	0.00%
61	30.00%	30.00%	20.00%	20.00%	0.00%
62	30.00%	30.00%	20.00%	20.00%	0.00%
63	30.00%	30.00%	20.00%	20.00%	0.00%
64	30.00%	30.00%	20.00%	20.00%	0.00%
65+	0.00%	0.00%	0.00%	0.00%	0.00%

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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%			