

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), 6057(b), 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 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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 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; include room or suite number (employer, if for a single-employer plan) <u>SPEEDWAY LLC</u> <u>500 SPEEDWAY DRIVE, ROOM A3237</u> <u>ENON, OH 45323-1056</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. Signature of plan administrator	10/11/2013 Date	RODNEY NICHOLS 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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address R. P. NICHOLS 539 SOUTH MAIN STREET FINDLAY, OH 45840-3295		3b Administrator's EIN 34-1861584 3c Administrator's telephone number 419-422-2121
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 9233
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	5105
b Retired or separated participants receiving benefits.....	6b	216
c Other retired or separated participants entitled to future benefits.....	6c	1843
d Subtotal. Add lines 6a , 6b , and 6c	6d	7164
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	78
f Total. Add lines 6d and 6e	6f	7242
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	45
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 1G 3F 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE 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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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 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 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>2012</u>	
2 Assets:	
a Market value	2a <u>144471048</u>
b Actuarial value	2b <u>143429254</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>275</u> <u>8617617</u>
b For terminated vested participants.....	3b <u>2780</u> <u>21633439</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>7728734</u>
(2) Vested benefits.....	3c(2) <u>95433604</u>
(3) Total active	3c(3) <u>6178</u> <u>103162338</u>
d Total	3d <u>9233</u> <u>133413394</u>
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.91</u> %
6 Target normal cost.....	6 <u>2037621</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>09/26/2013</u>
Signature of actuary		Date
<u>TRISHA L. TREML</u>		<u>11-06986</u>
Type or print name of actuary		Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>		<u>847-295-5000</u>
Firm name		Telephone number (including area code)
<u>4 OVERLOOK POINT</u> <u>LINCOLNSHIRE, IL 60069</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) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	10984935	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	4948284	0
9	Amount remaining (line 7 minus line 8)	6036651	0
10	Interest on line 9 using prior year's actual return of <u>4.44</u> %	268027	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		9687154
	b Interest on (a) using prior year's effective interest rate of <u>6.07</u> % except as otherwise provided (see instructions)		507353
	c Total available at beginning of current plan year to add to prefunding balance		10194507
	d Portion of (c) to be added to prefunding balance		10194507
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	6304678	10194507

Part III Funding Percentages			
14	Funding target attainment percentage	14	95.14 %
15	Adjusted funding target attainment percentage	15	107.50 %
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	88.53 %
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
06/11/2013	5000000				
			Totals ►	18(b)	5000000
				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 contributions 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 4541369
20	Quarterly contributions and liquidity shortfalls:	
	a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
	b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
	c If line 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
0		0
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ 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 subject to 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	2037621	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	6483325	1620296	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	3657917	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	3657917	0	3657917
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	4541369	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	4541369	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	3657917	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>SPEEDWAY 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 LLC</u>	D Employer Identification Number (EIN) <u>31-1551430</u>

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

27-6011802

(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	195163	Yes ☒ No ☐	Yes ☐ No ☒		Yes ☐ No ☒

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

MERCER

INVESTMENT CONSULTANT
155 NORTH WACKER DRIVE, SUITE 1500
CHICAGO, IL 60606

61-0736136

(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?
	NONE	9682	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 ☐

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)

(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	439

(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

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:

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:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>SPEEDWAY 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 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: UCF FIXED INCOME FUND LP

b Name of sponsor of entity listed in (a): UCF FIXED INCOME FUND LP

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>25047047</u>
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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 <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>68781376</u>
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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)
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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)
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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)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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) <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.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan SPEEDWAY RETIREMENT PLAN	B Three-digit plan number (PN) ►	007
C Plan sponsor's name as shown on line 2a of Form 5500 SPEEDWAY LLC	D Employer Identification Number (EIN) 31-1551430	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	628755	335829
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	14000000	5000000
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	7752	14558487
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	15065177	32891186
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)	4533080	5885683
	(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)	90589759	93828423
	(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)	20328591	12053901

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	145153114	164553509

Liabilities

g Benefit claims payable	1g	628755	335829
h Operating payables	1h	113061	59027
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	14541528
k Total liabilities (add all amounts in lines 1g through 1j)	1k	741816	14936384

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	144411298	149617125
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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)	5000000	
(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)		5000000

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)	0	
(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)	61453	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		61453
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	13798	
(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)		13798
(3) Rents	2b(3)		51649
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	41825654	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	38697165	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		3128489
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	398306	
(B) Other	2b(5)(B)	12799936	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		13198242

		(a) Amount	(b) Total
(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		21453631

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15747849	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	295120	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		16042969
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)	204835	
(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)		204835
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		16247804

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5205827
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

(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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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		12775966
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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>SPEEDWAY 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 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>1939</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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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. 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

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 66% Investment-Grade Debt: 17% High-Yield Debt: 0% Real Estate: 4% Other: 13%

- 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 line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



Independent Auditor's Report

To the Participants and Plan Administrator of
the Speedway Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Speedway Retirement Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America (US GAAP); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the auditing standards generally accepted in the United States of America (US GAAS). 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 involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Plan management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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, 2012 and 2011, and the changes in net assets available for benefits for the years then ended, and its financial status as of January 1, 2012 and changes therein for the year then ended, in accordance with US GAAP.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements 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. Such information is the responsibility of Plan management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with US GAAS. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McConnell & Jones LLP

Houston, Texas
September 27, 2013

Schedule SB Attachment (Form 5500)—2012 Plan Year
Speedway Retirement Plan
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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
June 11, 2013	<u>\$5,000,000</u>	6.91%	527	<u>\$4,541,369</u>
Total Contribution	\$5,000,000			\$4,541,369

Schedule SB Attachment (Form 5500)—2012 Plan Year
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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)—2012 Plan Year
Speedway Retirement Plan
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21.
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor.
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Salary increases	
Minimum funding target normal cost	See Table 1.
Maximum tax expected benefit increase	See Table 1.
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%
Optional Payment Form Election Percentage	96% lump sum. 4% life annuity.
Conversion Basis for Pension Equity Account to Annuities	The mortality table specified in Revenue Ruling 2001-62 and an interest rate of 4.28%. Rate based on 24-month average of 30-year Treasury rates, using the same lookback period as the Funding Target segment rates.
Retirement Age	
Active Participants	See Table 2.
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.

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Mortality Rates Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Withdrawal Rates	See Table 3.
Disability Rates	See Table 4.
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year.
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.
Valuation compensation	Annualized 2011 pensionable earnings rolled forward one year with the salary increase assumption.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000 and the 401(a)(17) compensation limit of \$250,000.
Valuation of Plan Assets	<p>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.</p> <p>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).</p>
Expected Return on Assets	
2010 Plan Year	6.82%
2011 Plan Year	6.57%

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Trust Expenses Included in Target Normal Cost

Administrative expenses paid during the prior year
(\$263,600 for 2012).

Actuarial Method

Standard unit credit cost method.

Valuation Date

January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Speedway Retirement Plan
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Table 1

Salary Merit Increase Rates

Age	Rate	Age	Rate
21	7.00%	51	4.00%
22	7.00%	52	4.00%
23	7.00%	53	4.00%
24	7.00%	54	4.00%
25	7.00%	55	4.00%
26	6.50%	56+	3.50%
27	6.50%		
28	6.50%		
29	6.50%		
30	6.50%		
31	6.00%		
32	6.00%		
33	6.00%		
34	6.00%		
35	6.00%		
36	5.50%		
37	5.50%		
38	5.50%		
39	5.50%		
40	5.50%		
41	5.00%		
42	5.00%		
43	5.00%		
44	5.00%		
45	5.00%		
46	4.50%		
47	4.50%		
48	4.50%		
49	4.50%		
50	4.50%		

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Table 2

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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 Speedway Retirement Plan
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Table 3—Page 1 of 4

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%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Speedway Retirement Plan
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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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Table 3—Page 3 of 4

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%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Speedway Retirement Plan
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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 4

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%			

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 Speedway Retirement Plan
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Attained Age	Number of Participants, Average Compensation and Average Cash Balance Account									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	3 \$21,796 \$384	217 \$21,796 \$384	8							
25-29	11 \$26,285 \$918	520 \$26,285 \$918	188 \$31,883 \$3,609	2						
30-34	16 \$30,890 \$1,740	384 \$30,890 \$1,740	221 \$41,793 \$7,521	75 \$41,874 \$13,418	1					
35-39	18 \$28,217 \$1,674	295 \$28,217 \$1,674	170 \$37,060 \$8,257	104 \$53,972 \$21,785	32 \$57,240 \$29,432					
40-44	25 \$35,554 \$5,949	301 \$27,837 \$2,193	168 \$36,550 \$9,487	122 \$51,516 \$22,633	91 \$64,846 \$38,010	46 \$58,858 \$115,637				
45-49	26 \$43,765 \$9,471	326 \$25,123 \$2,099	180 \$34,944 \$11,200	135 \$49,724 \$25,734	81 \$63,570 \$42,079	87 \$67,334 \$55,854	29 \$84,807 \$84,068	1		
50-54	21 \$29,206 \$13,543	333 \$27,155 \$2,963	197 \$34,974 \$13,377	145 \$48,995 \$31,095	66 \$66,956 \$50,955	63 \$74,562 \$61,741	68 \$79,921 \$91,063	24 \$74,351 \$90,872		
55-59	16 \$21,684 \$2,640	253 \$21,684 \$2,640	172 \$29,153 \$13,691	111 \$39,827 \$33,798	53 \$52,949 \$62,502	41 \$63,123 \$65,988	37 \$69,429 \$82,539	29 \$107,540 \$152,363	12	1
60-64	10 \$20,351 \$3,012	136 \$20,351 \$3,012	111 \$26,909 \$15,067	61 \$34,945 \$33,936	41 \$53,287 \$59,563	23 \$41,497 \$53,357	12	8	3	1
65-69	14 \$14,955 \$2,702	59 \$14,955 \$2,702	44 \$24,446 \$13,749	23 \$34,268 \$28,930	5	6	3	3	1	
70+	8 \$12,782 \$2,598	38 \$12,782 \$2,598	24 \$17,146 \$11,585	9	4	5			1	

N-6,178

Schedule SB Attachment (Form 5500)—2012 Plan Year
Speedway Retirement Plan
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Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$ 23,795,764	January 1, 2011	6	\$ 4,558,642
Shortfall	\$ (17,312,439)	January 1, 2012	7	\$ (2,938,346)

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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.

Effective February 15, 2011, the plan name was changed to the Speedway Retirement Plan.

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.

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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)—2012 Plan Year
Speedway 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.

Schedule SB Attachment (Form 5500)—2012 Plan Year
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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.

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.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Speedway Retirement Plan
EIN: 31-1551430 PN: 007

Plan Changes Since the Prior Year

The funding valuation reflects the following plan changes:

- An increase in the annual pay limit under IRC section 401(a)(17) from \$245,000 in 2011 to \$250,000 in 2012 and an increase in the IRC section 415 dollar limit for defined benefit plans from \$195,000 in 2011 to \$200,000 in 2012.
- An update to the mortality and interest rates for determining minimum lump sum payments and IRS section 417(e)(3) to the applicable rates for the current plan year

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.

The market value of assets as shown on Schedule SB line 2(a), less receivable contributions, is not equal to the net assets shown on Schedule H line I(1)(a), less receivable contributions. The assets shown on Schedule SB line 2(a) reflect unaudited values since the final audited figures were not available at the time the valuation was completed. The unaudited values were shown on Schedule SB 2(a) in order to maintain consistency with the assets used to develop the actuarial value on line 2(b). We believe the difference between the audited and unaudited asset values to be immaterial to the valuation.

Speedway Retirement Plan
EIN 31-1551430/PN 007
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Year Ending 12/31/2012

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Short-term investments:			
	S-T Invest Fund Ctfi	12/30/50	9,930,417	10,337,760.29
	Total		9,930,417.33	10,337,760.29
	Corporate Stocks: Preferred			
	Pharma Stem Corp C Cv Pfd	27,349	0.07	0.00
	Pharma Stem Corp D Cv Pfd	1,916	0.07	0.00
	Pharma Stem Therapeutics A Pfd	4,968	0.07	0.00
	Pharma Stem Therapeutics B Pfd	66,466	0.07	0.00
	Total		0.26	0.00
	Corporate Stocks: Common			
	Emerging World Investors LP	472,026	459,756.03	1,939,013.98
	Fidelity National Info Service	209	7,349.41	7,565.69
	Monks Investment Trust Orp 5P	196,287	229,134.30	1,029,675.50
	Newport Asia Institutional Fnd	5,375	1,115,269.38	2,172,217.45
	SPDR Trust Series 1	108,366	15,144,098.14	16,065,390.34
	Scottish And English Investors	241,123	2,230,538.76	5,097,774.41
	Scottish Investment Trust	37,460	139,807.33	309,971.45
	Targa Resources Corp	120	5,478.85	6,580.07
	Electra Private Equity	9,013	91,477.89	292,368.94
	Total		19,422,910.09	26,920,557.82
	Real Estate:			
	AG CORE PLUS REALTY II	0.000	328,578	216,331.06
	AG CORE PLUS REALTY III	0.000	209,114	224,574.62
	Aetos Capital Asia TE LP	0.000	244,667	16,931.41
	Aetos Capital Asia II LP	0.000	261,281	98,892.47
	Aetos Capital Asia III LP	0.000	413,507	79,912.35
	Avanti Strategic Land II-ACT	0.000	11,868	27.16
	Avanti Strategic Land II-PAS	0.000	44,098	3,685.41
	Avanti Strategic Land III-ACT	0.000	92,907	17,942.11
	Avanti Strategic Land III-PAS	0.000	93,868	33,071.73
	Avanti Strategic Land IV-ACT	0.000	27,259	16,603.74
	Avanti Strategic Land IV-PAS	0.000	18,398	3,685.41
	Avanti Strategic Land V	0.000	153,255	108,137.68
	Avanti Strategic Land VI	0.000	201,239	242,461.19
	Avanti Strategic Land Inv VII	0.000	39,285	34,885.31
	Blackstone R/E Partners IV	0.000	328,020	207,993.11
	Blackstone R/E Partners V	0.000	501,647	622,899.83
	Blackstone R/E Partners VI	0.000	535,692	679,220.20
	Blackstone R/E Partners VII	0.000	214,669	258,865.62

Speedway Retirement Plan
EIN 31-1551430/PN 007
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Year Ending 12/31/2012

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	CPI Asia Pacific	0.000 468,892	189,578.04	201,707.21
	CPI Europe	0.000 374,179	412,296.50	219,235.05
	DLJ RE Capital Partners III LP	0.000 401,247	359,956.77	241,935.51
	DLJ RE Capital Partners IV LP	0.000 624,851	616,913.01	627,093.81
	Lasalle Mexico Fund I	0.000 527,622	543,174.24	457,713.78
	Rockpoint R E Fund I LP	0.000 328,020	123,972.26	30,324.75
	Rockpoint R E Fund II LP	0.000 328,020	236,959.25	119,220.79
	Rockpoint RE Fund III LP	0.000 650,854	482,986.06	610,540.54
	Rockpoint RE Fund IV LP	0.000 39,734	39,734.02	45,978.43
	Pearlmark Mezzanine III	0.000 601,427	516,641.54	458,567.70
	Westbrook R E Fund I LP	0.000 331,763	0.07	581.95
	Westbrook R E Fund II LP	0.000 332,577	13,536.16	242.35
	Westbrook R E Fund III LP	0.000 211,353	18,331.68	5,644.47
	Westbrook R E Fund IV LP	0.000 196,812	0.09	775.90
	Total		6,503,741.63	5,885,682.68
	Other Investments:			
	TC&I Timber Company - Shasta	0.000 496,492	496,491.69	441,279.61
	TC&I Timber Company - Chinook	0.000 994,066	994,065.84	1,274,861.36
	Total		1,490,557.53	1,716,140.97
	Value of Interest in 103-12 Investment Entities:			
	UCF Fixed Income Fund LP	0.000 94,588	19,019,479.37	25,047,047.07
	UCF Equity Fund LP	0.000 121,740	41,124,417.20	68,781,375.95
	Total		60,143,896.57	93,828,423.02
	Limited Partnerships:			
	AEA Investors 2006 LP	0.000 420,918	299,067.61	410,826.46
	AEA Investors 2003 Program	0.000 177,419	72,011.77	106,876.95
	AEA Investors V	0.000 101,850	101,850.44	106,004.04
	Aurora Equity Partners IV LP	0.000 130,293	130,292.82	134,905.50
	CAI Partners & Company II LP	0.000 185,674	9,185.96	9,659.69
	CAI Partners & Company III LP	0.000 66,936	42,358.54	25,215.95
	CAI Partners & Company IV LP	0.000 288,442	128,863.85	135,972.25
	Cinven Fund US No. 1 LP	0.000 315,077	1,416.86	8,282.37
	Clayton Dubilier Rice Fund VI	0.000 301,460	64,381.75	74,969.00
	Clayton Dubilier Rice Fund VII	0.000 81,805	61,657.75	72,447.42
	Clayton Dubilier Rice Fd VIII	0.000 370,059	311,881.43	446,128.79
	Devon Park Bioventures LP	0.000 111,118	103,350.15	80,982.06
	Electra Partners Allflex Club	0.000 166,614	115,639.67	384,834.54
	Electra Partners Club 2007 LP	0.000 257,640	202,673.75	224,228.25
	FF&P Investor LP	0.000 129,199	88,855.63	33,362.66

Speedway Retirement Plan
EIN 31-1551430/PN 007
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Year Ending 12/31/2012

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Fourth Cinven Fund	0.000 279,718	247,405.40	324,122.18
	Fifth Cinven Fund	0.000 21,169	21,168.71	19,396.89
	Geam Intl Private Equity Fund	0.000 210,108	89,299.87	194,938.77
	International Pvt Eq Fund II	0.000 72,338	72,337.60	65,076.59
	Motion Fund LP	0.000 295,427	0.09	2,531.40
	Motion Fund II	0.000 186,440	94,850.99	94,947.77
	Tenaya Capital V	0.000 220,412	170,770.13	290,371.57
	Tenaya Capital VI	0.000 35,906	35,906.23	36,660.15
	PERFORMANCE DIRECT II	0.000 552,179	449,508.22	462,518.88
	Second Cinven Fund	0.000 190,692	16,575.41	6,459.24
	Third Cinven Fund	0.000 268,135	56,940.72	41,412.28
	TRIDENT IV LP	0.000 552,343	345,059.25	616,045.88
	TRIDENT V LP	0.000 314,706	314,705.94	361,752.25
	Warburg Pincus Pvt Equity VIII	0.000 131,208	27,555.80	111,338.16
	Warburg Pincus Pvt Equity IX	0.000 219,774	97,090.58	205,413.15
	Warburg Pincus Pvt Equity X	0.000 770,717	647,684.52	797,019.10
	Warburg Pincus Pvt Equity XI	0.000 86,118	86,117.54	85,928.23
	Total		4,506,464.99	5,970,628.40
	Total	SSA Retirement Plan	101,997,988.39	144,659,193.17

**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

2012**This Form is Open to Public
Inspection**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► 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 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 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>2012</u>		
2 Assets:		
a Market value	2a	144,471,048
b Actuarial value	2b	143,429,254
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	275
b For terminated vested participants	3b	2,780
c For active participants:		
(1) Non-vested benefits	3c(1)	7,728,734
(2) Vested benefits	3c(2)	95,433,604
(3) Total active	3c(3)	6,178
d Total	3d	9,233
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate	5	6.91 %
6 Target normal cost	6	2,037,621

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	Trisha L. Trembl 	09/26/2013
	Signature of actuary	Date
Trisha L. Trembl	Type or print name of actuary	11-06986
Hewitt Associates LLC	Firm name	Most recent enrollment number
4 Overlook Point		(847) 295-5000
Lincolnshire	Address of the firm	Telephone number (including area code)
	IL 60069	

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) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	10,984,935	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	4,948,284	0
9 Amount remaining (line 7 minus line 8)	6,036,651	0
10 Interest on line 9 using prior year's actual return of <u>4.44</u> %	268,027	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		9,687,154
b Interest on (a) using prior year's effective interest rate of <u>6.07</u> % except as otherwise provided (see instructions)		507,353
c Total available at beginning of current plan year to add to prefunding balance		10,194,507
d Portion of (c) to be added to prefunding balance		10,194,507
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	6,304,678	10,194,507

Part III Funding Percentages

14 Funding target attainment percentage	14	95.14 %
15 Adjusted funding target attainment percentage	15	107.50 %
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	88.53 %
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
06/11/2013	5,000,000				
Totals ▶			18(b)	5,000,000	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 contributions 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	4,541,369

20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 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	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ 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 subject to 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	2,037,621
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		6,483,325	1,620,296
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 (lines 31a - 31b + 32a + 32b - 33) ..		34	3,657,917
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement.....		3,657,917	0
36 Additional cash requirement (line 34 minus line 35).....		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	4,541,369
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	4,541,369
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	3,657,917
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:	
a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	42
43 Excess installment acceleration amount to be carried over to future plan years	43

Schedule SB Attachment (Form 5500)—2012 Plan Year
Speedway Retirement Plan
EIN: 31-1551430 PN: 007

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
June 11, 2013	<u>\$5,000,000</u>	6.91%	527	<u>\$4,541,369</u>
Total Contribution	\$5,000,000			\$4,541,369

Schedule SB Attachment (Form 5500)—2012 Plan Year
Speedway 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)—2012 Plan Year
Speedway Retirement Plan
EIN: 31-1551430 PN: 007

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21.
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor.
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Salary increases	
Minimum funding target normal cost	See Table 1.
Maximum tax expected benefit increase	See Table 1.
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%
Optional Payment Form Election Percentage	96% lump sum. 4% life annuity.
Conversion Basis for Pension Equity Account to Annuities	The mortality table specified in Revenue Ruling 2001-62 and an interest rate of 4.28%. Rate based on 24-month average of 30-year Treasury rates, using the same lookback period as the Funding Target segment rates.
Retirement Age	
Active Participants	See Table 2.
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.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Speedway Retirement Plan
EIN: 31-1551430 PN: 007

Mortality Rates Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Withdrawal Rates	See Table 3.
Disability Rates	See Table 4.
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year.
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.
Valuation compensation	Annualized 2011 pensionable earnings rolled forward one year with the salary increase assumption.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000 and the 401(a)(17) compensation limit of \$250,000.
Valuation of Plan Assets	<p>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.</p> <p>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).</p>
Expected Return on Assets	
2010 Plan Year	6.82%
2011 Plan Year	6.57%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Speedway Retirement Plan
EIN: 31-1551430 PN: 007

Trust Expenses Included in Target Normal Cost

Administrative expenses paid during the prior year
(\$263,600 for 2012).

Actuarial Method

Standard unit credit cost method.

Valuation Date

January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Table 1

Salary Merit Increase Rates

Age	Rate	Age	Rate
21	7.00%	51	4.00%
22	7.00%	52	4.00%
23	7.00%	53	4.00%
24	7.00%	54	4.00%
25	7.00%	55	4.00%
26	6.50%	56+	3.50%
27	6.50%		
28	6.50%		
29	6.50%		
30	6.50%		
31	6.00%		
32	6.00%		
33	6.00%		
34	6.00%		
35	6.00%		
36	5.50%		
37	5.50%		
38	5.50%		
39	5.50%		
40	5.50%		
41	5.00%		
42	5.00%		
43	5.00%		
44	5.00%		
45	5.00%		
46	4.50%		
47	4.50%		
48	4.50%		
49	4.50%		
50	4.50%		

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Table 2

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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 Speedway Retirement Plan
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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%

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Table 3—Page 3 of 4

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 4

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)—2012 Plan Year
 Speedway Retirement Plan
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Attained Age	Number of Participants, Average Compensation and Average Cash Balance Account									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	3 \$21,796 \$384	217 \$21,796 \$384	8							
25-29	11 \$26,285 \$918	520 \$26,285 \$918	188 \$31,883 \$3,609	2						
30-34	16 \$30,890 \$1,740	384 \$30,890 \$1,740	221 \$41,793 \$7,521	75 \$41,874 \$13,418	1					
35-39	18 \$28,217 \$1,674	295 \$28,217 \$1,674	170 \$37,060 \$8,257	104 \$53,972 \$21,785	32 \$57,240 \$29,432					
40-44	25 \$35,554 \$5,949	301 \$27,837 \$2,193	168 \$36,550 \$9,487	122 \$51,516 \$22,633	91 \$64,846 \$38,010	46 \$58,858 \$115,637				
45-49	26 \$43,765 \$9,471	326 \$25,123 \$2,099	180 \$34,944 \$11,200	135 \$49,724 \$25,734	81 \$63,570 \$42,079	87 \$67,334 \$55,854	29 \$84,807 \$84,068	1		
50-54	21 \$29,206 \$13,543	333 \$27,155 \$2,963	197 \$34,974 \$13,377	145 \$48,995 \$31,095	66 \$66,956 \$50,955	63 \$74,562 \$61,741	68 \$79,921 \$91,063	24 \$74,351 \$90,872		
55-59	16 \$21,684 \$2,640	253 \$21,684 \$2,640	172 \$29,153 \$13,691	111 \$39,827 \$33,798	53 \$52,949 \$62,502	41 \$63,123 \$65,988	37 \$69,429 \$82,539	29 \$107,540 \$152,363	12	1
60-64	10 \$20,351 \$3,012	136 \$20,351 \$3,012	111 \$26,909 \$15,067	61 \$34,945 \$33,936	41 \$53,287 \$59,563	23 \$41,497 \$53,357	12	8	3	1
65-69	14 \$14,955 \$2,702	59 \$14,955 \$2,702	44 \$24,446 \$13,749	23 \$34,268 \$28,930	5	6	3	3	1	
70+	8 \$12,782 \$2,598	38 \$12,782 \$2,598	24 \$17,146 \$11,585	9	4	5			1	

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Schedule SB Attachment (Form 5500)—2012 Plan Year
Speedway Retirement Plan
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Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$ 23,795,764	January 1, 2011	6	\$ 4,558,642
Shortfall	\$ (17,312,439)	January 1, 2012	7	\$ (2,938,346)

Schedule SB Attachment (Form 5500)—2012 Plan Year
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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.

Effective February 15, 2011, the plan name was changed to the Speedway Retirement Plan.

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)—2012 Plan Year
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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.

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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.

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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.

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.

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Plan Changes Since the Prior Year

The funding valuation reflects the following plan changes:

- An increase in the annual pay limit under IRC section 401(a)(17) from \$245,000 in 2011 to \$250,000 in 2012 and an increase in the IRC section 415 dollar limit for defined benefit plans from \$195,000 in 2011 to \$200,000 in 2012.
- An update to the mortality and interest rates for determining minimum lump sum payments and IRS section 417(e)(3) to the applicable rates for the current plan year

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.

The market value of assets as shown on Schedule SB line 2(a), less receivable contributions, is not equal to the net assets shown on Schedule H line I(1)(a), less receivable contributions. The assets shown on Schedule SB line 2(a) reflect unaudited values since the final audited figures were not available at the time the valuation was completed. The unaudited values were shown on Schedule SB 2(a) in order to maintain consistency with the assets used to develop the actuarial value on line 2(b). We believe the difference between the audited and unaudited asset values to be immaterial to the valuation.