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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                                                                                                                                 |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                                 |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u> |                                                                                                                                                                                                                                                                                                                                                 |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) _____ |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input checked="" type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).                                                                                            |
| <b>C</b> If the plan is a collectively-bargained plan, check here. ....                                  | <input checked="" type="checkbox"/>                                                                                                                                                                                                                                                                                                             |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                                                                                                                       |

|                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                   |                                                              |                                                           |                                                      |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                 | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                                                    |                                                              |                                                           |                                                      |  |
| <b>1a</b> Name of plan<br>SPEEDWAY RETIREMENT PLAN                                                                                                                                             | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">007</td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/>06/30/2007</td> </tr> </table>                                                                 | <b>1b</b> Three-digit plan number (PN) ▶                     | 007                                                       | <b>1c</b> Effective date of plan<br>06/30/2007       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                       | 007                                                                                                                                                                                                                                                                                                                                                               |                                                              |                                                           |                                                      |  |
| <b>1c</b> Effective date of plan<br>06/30/2007                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                   |                                                              |                                                           |                                                      |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br>SPEEDWAY LLC<br><br>500 SPEEDWAY DRIVE, ROOM A3237<br>ENON, OH 45323-1056 | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/>31-1551430</td> </tr> <tr> <td><b>2c</b> Plan Sponsor's telephone number<br/>419-422-2121</td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/>447100</td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br>31-1551430 | <b>2c</b> Plan Sponsor's telephone number<br>419-422-2121 | <b>2d</b> Business code (see instructions)<br>447100 |  |
| <b>2b</b> Employer Identification Number (EIN)<br>31-1551430                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                   |                                                              |                                                           |                                                      |  |
| <b>2c</b> Plan Sponsor's telephone number<br>419-422-2121                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                   |                                                              |                                                           |                                                      |  |
| <b>2d</b> Business code (see instructions)<br>447100                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                   |                                                              |                                                           |                                                      |  |
|                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                   |                                                              |                                                           |                                                      |  |

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

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

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 02/17/2016 | RODNEY P. NICHOLS                                            |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | 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)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
| <b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor<br><br>R. P. NICHOLS<br><br>539 SOUTH MAIN STREET<br>FINDLAY, OH 45840-3295                                                                                                                                                                                                                                                             |  | <b>3b</b> Administrator's EIN<br>34-1861584<br><br><b>3c</b> Administrator's telephone number<br>419-422-2121<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div>                                                                                                                                                                                                                                                                                                               |      |
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name                                                                                                                                                                                                                 |  | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |      |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                               |  | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 6210 |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                      |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year .....                                                                                                                                                                                                                                                                                                                                               |  | <b>6a(1)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 4201 |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....                                                                                                                                                                                                                                                                                                                                                     |  | <b>6a(2)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 3623 |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                                   |  | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 239  |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                                     |  | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 1641 |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> . .....                                                                                                                                                                                                                                                                                                                                                         |  | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 5503 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....                                                                                                                                                                                                                                                                                                                            |  | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 75   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> . .....                                                                                                                                                                                                                                                                                                                                                                             |  | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 5578 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                                       |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |      |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                                                                                                                                                                                                            |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 11   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                                   |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |      |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>1A 1C 1I 3F 3H<br><br><b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                         |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |      |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |      |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |      |

**Part III****Form M-1 Compliance Information (to be completed by welfare benefit plans)**

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

|                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                 |                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <div>SCHEDULE SB<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div> | <div>Single-Employer Defined Benefit Plan<br/>Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div> | <div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div> |
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|                                                                                                                                    |                                                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014                                         |                                                                                                                                                  |
| 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<br>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<br>SPEEDWAY LLC                                                  | D Employer Identification Number (EIN)<br>31-1551430                                                                                             |
| E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | F Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|        |                                                                                                                                                                                                    |                            |                           |                          |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|---------------------------|--------------------------|
| Part I | Basic Information                                                                                                                                                                                  |                            |                           |                          |
| 1      | Enter the valuation date: Month 01 Day 01 Year 2014                                                                                                                                                |                            |                           |                          |
| 2      | Assets:                                                                                                                                                                                            |                            |                           |                          |
|        | a Market value                                                                                                                                                                                     | 2a                         | 162653606                 |                          |
|        | b Actuarial value                                                                                                                                                                                  | 2b                         | 156242883                 |                          |
| 3      | Funding target/participant count breakdown                                                                                                                                                         | (1) Number of participants | (2) Vested Funding Target | (3) Total Funding Target |
|        | a For retired participants and beneficiaries receiving payment                                                                                                                                     | 311                        | 11031647                  | 11031647                 |
|        | b For terminated vested participants                                                                                                                                                               | 1698                       | 31798355                  | 31798355                 |
|        | c For active participants                                                                                                                                                                          | 4201                       | 98272736                  | 104492910                |
|        | d Total                                                                                                                                                                                            | 6210                       | 141102738                 | 147322912                |
| 4      | If the plan is in at-risk status, check the box and complete lines (a) and (b): <input type="checkbox"/>                                                                                           |                            |                           |                          |
|        | 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                          | 6.18%                     |                          |
| 6      | Target normal cost                                                                                                                                                                                 | 6                          | 282307                    |                          |

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                                  |                               | 09/28/2015                             |
|                                            | Signature of actuary          | Date                                   |
| TRISHA L. TREML                            | Type or print name of actuary | 14-06986                               |
|                                            |                               | Most recent enrollment number          |
| HEWITT ASSOCIATES LLC                      | Firm name                     | 847-295-5000                           |
|                                            |                               | Telephone number (including area code) |
| 4 OVERLOOK POINT<br>LINCOLNSHIRE, IL 60069 | Address of the firm           |                                        |

| Part II Beginning of Year Carryover and Prefunding Balances                                                                                                          |                       |                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                                                                                      | (a) Carryover balance | (b) Prefunding balance |
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                                             | 2982900               | 16556180               |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                                          | 1793225               | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8) .....                                                                                                                | 1189675               | 16556180               |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>11.39</u> % .....                                                                                | 135504                | 1885749                |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                                                       |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year) .....                                                                                      |                       | 14887049               |
| <b>b(1)</b> Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.20</u> % ..... |                       | 811817                 |
| <b>b(2)</b> Interest on line 38b from prior year Schedule SB, using prior year's actual return .....                                                                 |                       | 204248                 |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....                                                                        |                       | 15903114               |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                                                                                      |                       | 0                      |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                                                    | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                                                         | 1325179               | 18441929               |

| Part III Funding Percentages                                                                                                                                               |           |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 92.63 %  |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 106.05 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 98.01 %  |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %        |

| Part IV Contributions and Liquidity Shortfalls                                           |                                   |                                 |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
| Totals ►                                                                                 |                                   |                                 | 18(b)                    | 0                                 | 18(c) 0                         |

|                                                                                                                                      |                                                                     |         |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------|
| <b>19</b> Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year: |                                                                     |         |
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years .....                                 | <b>19a</b>                                                          | 0       |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                                   | <b>19b</b>                                                          | 0       |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....              | <b>19c</b>                                                          | 0       |
| <b>20</b> Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |         |
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |         |
| <b>b</b> If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |         |
| <b>c</b> 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       |
|                                                                                                                                      |                                                                     | (4) 4th |
|                                                                                                                                      |                                                                     | 0       |

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

|                                                                                                                                                                                              |                        |                        |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                        |                        |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>4.99 % | 2nd segment:<br>6.32 % | 3rd segment:<br>6.99 % | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                        |                        |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                        |                        |                        | <b>22</b> 59                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                        |                        |                        |                                                     |

**Part VI Miscellaneous Items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ....                            | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....                                    | <b>27</b>                                                           |

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years .....                                                           | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....                                   | <b>30</b> | 0 |

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6).....                                                                                                                                            | <b>31a</b>          | 282307             |               |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           | <b>31b</b>          | 0                  |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |               |
| <b>a</b> Net shortfall amortization installment.....                                                                                                                                 | 10847137            | 2830611            |               |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |               |
| <b>33</b> 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 ..... | <b>33</b>           | 0                  |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                            | <b>34</b>           | 3112918            |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                | 1325179             | 1787739            | 3112918       |
| <b>36</b> Additional cash requirement (line 34 minus line 35).....                                                                                                                   | <b>36</b>           | 0                  |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....                                                   | <b>37</b>           | 0                  |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 0                  |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 0                  |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  | <b>40</b>           | 0                  |               |

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

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2014</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation<br>MASSACHUSETTS FIN. SER. CO (MFS)<br><br>04-2747644 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation<br>DIMENSIONAL FUND ADVISORS LP (DFA)<br><br>30-0447847 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |

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

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

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

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

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

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

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

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**(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

27-6011802

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 18                            | NONE                                                                                                     | 81902                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                   | 53                                                                                                                                                                                     | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

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

HEXAVEST

51-6579174

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 74518                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

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

BARROW HANLEY MEWHINNEY & STRAUSS

75-2403190

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 28195                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**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)

NORTHERN TRUST COMPANY

36-1561860

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 21                     | NONE                                                                                              | 12864                                                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

PACIFIC INVESTMENT MANAGEMENT CO.

33-0629048

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28                     | NONE                                                                                              | 36168                                                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

MERCER

61-0736136

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 17                     | NONE                                                                                              | 19307                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**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)

MORGAN STANLEY INVEST. MGMT LTD.

13-0057834

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 44020                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

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

BOSTON TRUST & INVESTMENT MGMT CO.

04-2273811

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 13821                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

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

KAYNE ANDERSON RUDNICK

95-4575414

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 13177                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                   | 482                                                                                                                                                                                    | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

**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)

AON HEWITT

22-2232264

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 11                            | NONE                                                                                                     | 13504                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

BLACKROCK

94-3112180

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 78279                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

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

**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<br>(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<br>(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<br>(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)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: center;"><b>SCHEDULE D</b><br/><b>(Form 5500)</b></p> <p style="text-align: center; font-size: small;">Department of the Treasury<br/>Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor<br/>Employee Benefits Security Administration</p> | <p style="text-align: center;"><b>DFE/Participating Plan Information</b></p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ <b>File as an attachment to Form 5500.</b></p> | <p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;"><b>2014</b></p> <hr/> <p style="text-align: center; font-size: small;"><b>This Form is Open to Public Inspection.</b></p> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

|                                                                                                                        |                                                                                               |                                       |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|---------------------------------------|
| <b>A</b> Name of plan<br><span style="color: blue;">SPEEDWAY RETIREMENT PLAN</span>                                    | <b>B</b> Three-digit plan number (PN) ▶                                                       | <span style="color: blue;">007</span> |
|                                                                                                                        |                                                                                               |                                       |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><span style="color: blue;">SPEEDWAY LLC</span> | <b>D</b> Employer Identification Number (EIN)<br><span style="color: blue;">31-1551430</span> |                                       |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MARATHON PETROL. MASTER RET. TRUST

**b** Name of sponsor of entity listed in (a): MARATHON PETROL. GROUP LP

|                                                                  |                                                          |                                                                                                                                                 |
|------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <span style="color: blue;">46-6645355-101</span> | <b>d</b> Entity code <span style="color: blue;">M</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">163100397</span> |
|------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

**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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>▶ File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>SPEEDWAY RETIREMENT PLAN</u>                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;"><u>007</u></span>                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>SPEEDWAY LLC</u>                                                                                                                                                                                     |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><u>31-1551430</u>                                       |

| Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                       |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                 |                       |                 |
| Assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 | (a) Beginning of Year | (b) End of Year |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                 |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>    | 1900000               |                 |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>    | 1144993               |                 |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b> | 5376204               | 5632679         |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>    | 5520324               | 6445655         |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>    |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>   | 147381060             | 163100397       |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>   | 1975931               | 2002885         |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 163298512             | 177181616       |

**Liabilities**

|                                                                           |           |        |   |
|---------------------------------------------------------------------------|-----------|--------|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> | 0      |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 0      |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |        |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 567012 |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 567012 | 0 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 162731500 | 177181616 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> |            |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 0         |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 14083      |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> | 175649     |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> | 3596024    |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 124037     |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 3909793   |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> | 9742       |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> | 112578     |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 2485563    |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 2607883   |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> | 34213250   |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 31767328   |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 2445922   |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> | 268587     |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> | 8673972    |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            | 8942559   |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts.....                              | 2b(6)  |            | 4137746   |
| (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) |            | 2428577   |
| c Other income.....                                                                            | 2c     |            | 1855433   |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 26327913  |

**Expenses**

|                                                                                     |       |          |          |
|-------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                 |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 11054702 |          |
| (2) To insurance carriers for the provision of benefits.....                        | 2e(2) |          |          |
| (3) Other.....                                                                      | 2e(3) |          |          |
| (4) Total benefit payments. Add lines 2e(1) through (3).....                        | 2e(4) |          | 11054702 |
| 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) | 65624    |          |
| (2) Contract administrator fees.....                                                | 2i(2) | 20338    |          |
| (3) Investment advisory and management fees.....                                    | 2i(3) | 647576   |          |
| (4) Other.....                                                                      | 2i(4) | 89557    |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |          | 823095   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |          | 11877797 |

**Net Income and Reconciliation**

|                                                         |       |  |          |
|---------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 14450116 |
| 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   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> 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  |          |
| <b>4c</b>                                                                                                                                                                                                                     |     |    |          |
| <b>d</b> 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  |          |
| <b>4d</b>                                                                                                                                                                                                                     |     |    |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 40000000 |
| <b>4e</b>                                                                                                                                                                                                                     |     |    |          |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>4f</b>                                                                                                                                                                                                                     |     |    |          |
| <b>g</b> 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   |    | 11996477 |
| <b>4g</b>                                                                                                                                                                                                                     |     |    |          |
| <b>h</b> 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  |          |
| <b>4h</b>                                                                                                                                                                                                                     |     |    |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>4i</b>                                                                                                                                                                                                                     |     |    |          |
| <b>j</b> 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  |          |
| <b>4j</b>                                                                                                                                                                                                                     |     |    |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>4k</b>                                                                                                                                                                                                                     |     |    |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?.....                                                                                                                                             |     | X  |          |
| <b>4l</b>                                                                                                                                                                                                                     |     |    |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |          |
| <b>4m</b>                                                                                                                                                                                                                     |     |    |          |
| <b>n</b> 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. ....                                      |     |    |          |
| <b>4n</b>                                                                                                                                                                                                                     |     |    |          |

**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) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☒ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                                                                                       |                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                                                                 | <b>1</b>            |
| <b>2</b> 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):<br><br>EIN(s): _____<br><br><b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b> |                     |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                                                                                       | <b>3</b> <u>600</u> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input checked="" type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                                         |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                    |                             |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                    |                             |                                         |
| <b>c</b> 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) .....                                                                                                                                                                                                                          | <b>6c</b>                    |                             |                                         |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>8</b> 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?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input checked="" type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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: 53% Investment-Grade Debt: 21% High-Yield Debt: 1% Real Estate: 24% Other: 1%

- 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):

**Speedway  
Retirement Plan  
Financial Statements and  
Independent Auditors' Report  
December 31, 2014 and 2013**

# Speedway Retirement Plan

## Index

December 31, 2014 and 2013

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## Independent Auditors' 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, 2014 and 2013, 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.

### *Auditors' 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, 2014 and 2013, and the changes in net assets available for benefits for the years then ended, and its financial status as of January 1, 2014 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  
October 14, 2015

**Speedway Retirement Plan**  
**Statements of Net Assets Available for Benefits at the Plan Level**  
December 31, 2014 and 2013

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|                                                               | <u>2014</u>                  | <u>2013</u>                  |
|---------------------------------------------------------------|------------------------------|------------------------------|
| <b>Assets</b>                                                 |                              |                              |
| <b>Investments, at fair value (Note 4):</b>                   |                              |                              |
| Cash and cash equivalents                                     | \$ -                         | \$ 230,689                   |
| Equities                                                      | 5,632,679                    | 5,376,204                    |
| Pooled Funds                                                  | -                            | -                            |
| Real Estate                                                   | 6,445,655                    | 5,520,324                    |
| Other                                                         | 2,002,885                    | 1,745,242                    |
| Plan's interest in Marathon Petroleum Master Retirement Trust | <u>163,100,397</u>           | <u>147,381,060</u>           |
| Total investments                                             | 177,181,616                  | 160,253,519                  |
| <b>Receivables</b>                                            |                              |                              |
| Investment sales                                              | -                            | 681,570                      |
| Employer contribution (Note 6)                                | -                            | 1,900,000                    |
| Accrued Income                                                | <u>-</u>                     | <u>463,423</u>               |
| Total receivables                                             | <u>-</u>                     | <u>3,044,993</u>             |
| Total assets                                                  | <u>177,181,616</u>           | <u>163,298,512</u>           |
| <b>Liabilities</b>                                            |                              |                              |
| Investment Purchases                                          | <u>-</u>                     | <u>567,012</u>               |
| Total liabilities                                             | <u>-</u>                     | <u>567,012</u>               |
| <b>Net Assets Available for Benefits</b>                      | <u><u>\$ 177,181,616</u></u> | <u><u>\$ 162,731,500</u></u> |

## Speedway Retirement Plan

### Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2014 and 2013

|                                                                           | <u>2014</u>           | <u>2013</u>           |
|---------------------------------------------------------------------------|-----------------------|-----------------------|
| <b>Additions</b>                                                          |                       |                       |
| <b>Investment Income</b>                                                  |                       |                       |
| Net appreciation in fair value of investments outside the trust           | \$ 1,639,618          | \$ 7,159,902          |
| Interest and dividends                                                    | 330,738               | 552,063               |
| Other                                                                     | 17,788                | -                     |
| Net investment gain in Plan's interest in Marathon Petroleum Master Trust | 24,339,769            | 8,500,741             |
| Net Investment Income                                                     | <u>26,327,913</u>     | <u>16,212,706</u>     |
| <b>Contributions</b>                                                      |                       |                       |
| Employer                                                                  | -                     | 15,900,000            |
| Total contributions                                                       | -                     | 15,900,000            |
| Total additions                                                           | <u>26,327,913</u>     | <u>32,112,706</u>     |
| <b>Deductions</b>                                                         |                       |                       |
| Benefit Payments                                                          | 11,054,702            | 18,701,022            |
| Fees and Expenses                                                         | 823,095               | 633,138               |
| Total deductions                                                          | <u>11,877,797</u>     | <u>19,334,160</u>     |
| <b>Net Increase</b>                                                       | 14,450,116            | 12,778,546            |
| <b>Net Assets Available for Benefits, Beginning of Year</b>               | <u>162,731,500</u>    | <u>149,952,954</u>    |
| <b>Net Assets Available for Benefits, End of Year</b>                     | <u>\$ 177,181,616</u> | <u>\$ 162,731,500</u> |

# Speedway Retirement Plan

## Notes to Financial Statements

December 31, 2014 and 2013

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### 1. Description of the Plan

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

#### General

The Plan is a non-contributory employer defined benefit pension plan covering eligible employees of Speedway LLC (“Speedway”) or of a participating employer as defined by the Plan document. The Plan is sponsored by Speedway and administered by Marathon Petroleum Company LP (“MPC”), 539 S. Main Street, Findlay, Ohio 45840, which is Speedway’s parent company, on behalf of Speedway. Prior to February 15, 2011, the Plan was known as the Speedway SuperAmerica LLC Retirement Plan. The Plan was also formerly known as the Retail Employer Sub-Plan of the Marathon Petroleum Company LLC Retirement Plan (“MPC Retirement Plan”) and effective June 30, 2007, was spun-off to form the Plan and was called the Speedway SuperAmerica LLC Retirement Plan. Prior to January 1, 1999, the Plan was also known as the Petroleum Marketing Retirement Plan (“PMRP”) before merging into the MPC Retirement Plan as the Retail Sub-Plan.

Only the assets and liabilities related to benefits accrued under the Retail Sub Plan as determined by the Plan’s actuary were spun off in the June 30, 2007 Plan change described above. Therefore, some participants will have accrued benefits in both the Plan and in the remaining MPC Retirement Plan. The Plan retained provisions identical to the provisions of the Retail Sub-Plan as they existed immediately prior to the spin-off. The Plan’s Trustee is The Northern Trust Company (“Northern Trust” or the “Trustee”). U.S. Steel & Carnegie Pension Fund (“UCF” or the “Sub Trustee”) is the Sub Trustee, and Fidelity Investments is the Record Keeper for the Plan.

#### Pension Benefits

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

Effective January 1, 2010, the Plan was closed to all new participation and was amended such that retirement benefits accrued through December 31, 2009 will continue application of compensation updates for all future years of employment. After December 31, 2009, participants stopped earning service credits and age growth updates. All eligible participants began accruing an annual 3.5 percent Company contribution to the Speedway Retirement Savings Plan, a defined contribution plan. Prior to this change, benefits for participants in the Plan were calculated using a pension equity formula. This formula was a participant-account-based formula defined as a percentage of average pay based on age and years of service. Grandfathered PMRP participants are entitled to a benefit accrued under the terms of the PMRP based on their average monthly base compensation at

## Speedway Retirement Plan

### Notes to Financial Statements

December 31, 2014 and 2013

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either (1) retirement or termination or (2) December 31, 1998, depending upon a participant's job category as of December 31, 1998. Participants who were transferred from the SuperAmerica division of Ashland, effective January 1, 1999, and who participated in the Ashland Inc. and Affiliates Pension Plan shall receive a supplemental benefit based on Ashland's pension formula using final average compensation as of the participant's termination or retirement date.

Effective January 1, 2013, all compensation updates after December 31, 2012 were eliminated for the PMRP formula, the PEP formula and the supplemental Ashland formula as defined in the Plan. In addition, future social security offset accruals were eliminated for the PMRP formula. Effectively, the amendment froze the single life annuity unreduced for age as of December 31, 2012.

Commencing with the 2013 Plan Year, the GATT rate as determined by the current Plan provisions for purposes of calculating PMRP lump sums were limited to an annual increase as determined by the following table:

| Plan Rate<br>(Unadjusted) | Maximum Annual Plan<br>Rate Adjustment |
|---------------------------|----------------------------------------|
| Up to 5.00                | .25                                    |
| ≥ 5.01 – 7.00             | .50                                    |
| ≥ 7.01                    | .75                                    |

If, however, the Plan provisions for calculating the annual lump sum interest rates result in a rate lower than the previous year's Participant Rate, such lower rate will be used without regard to any cap on the size of the reduction

A participant shall be considered fully vested the earlier of the attainment of normal retirement age of 65 or after completion of three years of vesting service. A participant shall accrue benefits for a particular period of service under the Plan. The Plan was amended effective January 1, 2010 to cease any additional accruals based on service after January 1, 2010. The Plan provides a normal form of benefit, life and joint and survivor annuity, in addition to other optional forms of benefit including lump sum. Participants who have terminated employment are entitled to commence benefits before attaining normal retirement age. Participants who have PMRP or supplemental Ashland benefits may be entitled to subsidized early retirement benefits upon retirement before age 65.

#### Plan Amendments

The majority of assets were moved from the Retirement Plan accounts for which UCF was the trustee to a new master trust for the Plan's assets, the Marathon Petroleum Master Retirement Trust ("Master Trust"), for which The Northern Trust Company was named as trustee. The Northern Trust Company acts as custodian and primary trustee of the Master Trust. UCF will continue to manage certain specific assets which were not transferred to the Master Trust, as a Sub-trustee with respect to those specified assets.

Effective January 1, 2014, the Marathon Petroleum Retirement Plan was amended to include regularly assigned Salary Grade 12 and above employees of Speedway LLC and related subsidiaries and affiliates which are part of its controlled group of companies.

# **Speedway Retirement Plan**

## **Notes to Financial Statements**

December 31, 2014 and 2013

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Effective December 2, 2014, the Plan and Sub Plans were amended as follows: 1. To define spouse such that all legal same-sex marriages for federal tax purposes, be recognized. 2. To provide a discretionary amendment that adopts subrogation and reimbursement language for the Plan Administrator to make corrections when mistakes are made. 3. To eliminate the 12-month marriage requirement for the surviving spouse to receive benefits. 4. Clarify a technical issue concerning how the maximum benefit that may be paid from one or more defined benefit plans within the controlled group are apportioned among these multiple plans.

### **2. Significant Accounting Policies**

#### **Basis of Accounting**

The accompanying financial statements of the Plan were prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

#### **Date of Management's Review**

Subsequent events were evaluated through October 14, 2015 which is the date the financial statements were available to be issued.

#### **Use of Estimates**

The preparation of financial statements in accordance with US GAAP requires Plan to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the dates of the financial statements and the reported amounts of additions and deductions during the respective periods. Actual amounts could differ from those estimates and assumptions.

#### **Investment Valuation and Income Recognition**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

#### **Contributions**

Contributions to the Plan are recorded in the period that the Plan's actuary determines they relate to except that a contribution receivable is recorded to the extent that amounts due are pursuant to formal commitments as well as legal or contractual requirements in existence at the end of the Plan year.

#### **Payment of Benefits**

Benefits are recorded when paid.

#### **Administrative Expenses**

Expenses incurred in the administration of the Plan are paid out of Plan assets unless MPC, in its discretion, pays such expenses.

# Speedway Retirement Plan

## Notes to Financial Statements

December 31, 2014 and 2013

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### Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

### Recently Issued Accounting Standards

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value (NAV) per Share (or its equivalent)* (ASU 2015-07). ASU 2015-07 removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under Accounting Standards Codification (ASC) 820. ASU 2015-07 is effective for the Plan retrospectively for the year beginning after December 15, 2016 with early adoption permitted. Plan management believes the adoption of this guidance concerns disclosure only and will not have an impact on the Plan's financial statements.

In July 2015, the FASB issued ASU No. 2015-12, “(Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient” — consensus of the Emerging Issues Task Force (ASU No. 2015-12). ASU 2015-12 (1) requires a pension plan to use contract value as the only measure for fully benefit-responsive investment contracts, (2) simplifies and increases the effectiveness of the investment disclosure requirements for employee benefit plans, and (3) provides benefit plans with a measurement-date practical expedient similar to the practical expedient provided to employers in ASU 2015-04, *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets*. ASU 2015-12 is effective for fiscal years beginning after December 31, 2015, with early application permitted. The Plan is required to apply the amendments retrospectively for all statements presented except for Part III which requires a prospective application. Plan management believes the adoption of this guidance concerns disclosure only and will not have an impact on the Plan's financial statements.

### 3. Investments

Substantially all assets of the Plan were transferred to Northern Trust Company and held in the Marathon Petroleum Master Retirement Trust (“the Master Trust”). The Master Trust assets are allocated between the Plan and the Marathon Petroleum Retirement Plan based on each plan's proportionate interest in the Master Trust as calculated on a monthly basis.

## Speedway Retirement Plan

### Notes to Financial Statements

December 31, 2014 and 2013

The Master Trust has the following Plans and accounts with their respective proportionate interest as of December 31, 2014:

|                                    | <u>2014</u>   | <u>2013</u>   |
|------------------------------------|---------------|---------------|
| Marathon Petroleum Retirement Plan | 89.8%         | 91.1%         |
| Speedway Retirement Plan           | 10.2%         | 8.9%          |
|                                    | <u>100.0%</u> | <u>100.0%</u> |

Investment income and administrative expenses relating to the Master Trust are allocated based on average monthly balances invested by each plan, other than items specific to one or the other plan.

Plan investments are received, invested and held by the trustee. The Plan interest in the Master Trust of \$163.1 million as of December 31, 2014 and 147.4 million as of December 31, 2013 represents 5% or more of the Plan's net assets available for benefits.

The following presents the Statement of Net Assets of the Master Trust as of December 31, 2014 and 2013:

|                                   |                         |                         |
|-----------------------------------|-------------------------|-------------------------|
| Investments, at fair value:       | <b>2014</b>             | <b>2013</b>             |
| Cash & cash equivalent            | \$ 27,333,310           | \$ 186,693,572          |
| Equities                          | 660,078,369             | 874,324,537             |
| Fixed Income                      | 898,847,224             | 589,731,451             |
| Other                             | 3,914,042               | 5,094,414               |
| Total Investments                 | <u>1,590,172,945</u>    | <u>1,655,843,974</u>    |
| Receivables                       |                         |                         |
| Receivables for Securities Sold   | 44,384,784              | 6,457,233               |
| Employer Contribution             | 35,000,000              | -                       |
| Accrued Income                    | 7,869,574               | 5,206,611               |
| Total Receivables                 | <u>87,254,358</u>       | <u>11,663,844</u>       |
| Total Assets                      | <u>1,677,427,303</u>    | <u>1,667,507,818</u>    |
| Liabilities                       |                         |                         |
| Payables for securities purchased | 42,540,896              | 6,370,444               |
| Total Liabilities                 | <u>42,540,896</u>       | <u>6,370,444</u>        |
| Net Assets                        | <u>\$ 1,634,886,407</u> | <u>\$ 1,661,137,374</u> |

## Speedway Retirement Plan

### Notes to Financial Statements

December 31, 2014 and 2013

The following presents the Master Trust Statement of Changes in Net Assets for the year ended December 31, 2014 and 2013:

| <b>Additions:</b>                                                    | <b>2014</b>             | <b>2013</b>             |
|----------------------------------------------------------------------|-------------------------|-------------------------|
| <b>Net appreciation (depreciation) in fair value of investments:</b> |                         |                         |
| Cash                                                                 | \$ 840,268              | \$ (82,741)             |
| U.S. Government securities                                           | 13,273,966              | (12,256,973)            |
| Corporate Debt Instruments                                           | 39,441,241              | (17,086,393)            |
| Common/Collective trust                                              | 28,197,422              | 77,601,639              |
| Registered Investment companies                                      | 16,589,161              | (1,460,144)             |
| Corporate Stock                                                      | 1,246,054               | 10,749,131              |
| Other                                                                | 9,381,177               | (412,686)               |
| Total net appreciation in fair value of investments                  | 108,969,289             | 57,051,833              |
| Sponsor Contributions                                                | -                       | -                       |
| Interest                                                             | 37,859,779              | 32,275,495              |
| Dividends                                                            | 4,136,036               | 3,799,585               |
| Net change in accrued income                                         | 2,654,276               | 5,247,503               |
| Other                                                                | 1,302,768               | 197,999                 |
| Net Investment Income                                                | 45,952,859              | 41,520,582              |
| Total Additions                                                      | 154,922,148             | 98,572,415              |
| <b>Deductions:</b>                                                   |                         |                         |
| Fees and Expenses                                                    | -                       | 2,873,475               |
| Total Deductions                                                     | -                       | 2,873,475               |
| <b>Net Increase (Decrease) Before Transfers</b>                      | 154,922,148             | 95,698,940              |
| <b>Transfers In, from Sub-Trustee</b>                                | 72,581,215              | 1,680,573,644           |
| <b>Transfers Out</b>                                                 | (253,754,330)           | (115,135,210)           |
| <b>Net Assets - Beginning of Year</b>                                | 1,661,137,374           | -                       |
| <b>Net Assets - End of Year</b>                                      | <u>\$ 1,634,886,407</u> | <u>\$ 1,661,137,374</u> |

## Speedway Retirement Plan

### Notes to Financial Statements

December 31, 2014 and 2013

The following table presents the fair value of the Master Trust's individual investments that represent 5% or more of the Master Trust's net assets available for benefits as of December 31, 2014 and 2013:

|                                                         | 2014           | 2013           |
|---------------------------------------------------------|----------------|----------------|
| CF Hexavest EA FE Equity Fund                           | \$ 110,122,488 | \$ 159,203,650 |
| CF Blackrock Russel 1000 Index                          | 279,135,633    | 371,521,402    |
| Cotv Short Term Investment Fund                         | 17,168,360     | 178,247,661    |
| MFO MFS Institutional International Equity Fund         | 110,705,226    | 160,209,735    |
| MFO PIMCO Funds Long Duration Corporate Bonds Portfolio | 254,221,399    | 218,056,599    |

The remaining assets of the investable funds of the Plan and the Speedway Retirement Plan are combined and held in the UCF Marathon Petroleum Group Trust ("the UCF Trust"), with each plan having a proportionate interest in the assets of the UCF Trust. The UCF Trust is not considered a master trust or a 103-12 investment entity for reporting purposes because the UCF Trust is one of many unrelated group trusts held within UCF's Master Trust. Thus, the Plan reports its interest in the UCF Trust assets, income, and expenses, which are allocated based on each plan's historical participation. There were no assets held by UCF that were greater than 5% of nets assets of the Plan.

During the year ended December 31, 2014 and 2013, investments outside the Master Trust (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

|                                                                            | 2014      | 2013        |
|----------------------------------------------------------------------------|-----------|-------------|
| Equities                                                                   | 877,655   | (1,647,889) |
| Real Estate                                                                | 663,018   | 907,929     |
| Bond LP                                                                    | -         | (87,350)    |
| Equity LP                                                                  | -         | 6,402,613   |
| Other                                                                      | 98,945    | 195,955     |
| Limited Partnerships                                                       | -         | 1,388,644   |
| Net appreciation in fair value of investments,<br>outside the Master Trust | 1,639,618 | 7,159,902   |

#### 4. Fair Value Measurements

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

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and liabilities. These inputs have the highest priority;

# Speedway Retirement Plan

## Notes to Financial Statements

December 31, 2014 and 2013

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- Level 2 inputs consist of observable market-based inputs or unobservable inputs that are corroborated by market data, and are either directly or indirectly observable as of the measurements date;
- Level 3 inputs are unobservable inputs that are not corroborated by market data and may be used with internally developed methodologies that result in management's best estimate of fair value. These inputs have the lowest priority.

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following provides a description of the valuation techniques employed for each major plan asset category:

- Cash and cash equivalents -Cash and cash equivalents include a collective fund serving as the investment vehicle for the cash reserves and cash held by third-party investment managers. The collective fund is valued at net asset value ("NAV") on a scheduled basis using a cost approach, and is considered a Level 2 asset. Cash and cash equivalents held by third-party investment managers are valued using a cost approach and are considered Level 2. . The non-Master Trust cash and cash equivalents include cash on deposit and an investment in a money market mutual fund that invests mainly in short-term instruments and cash, both of which are valued using a market approach and are considered Level 1. The money market mutual fund is valued at the NAV of shares held.
- Equity – Equity investments include common stock, mutual and pooled funds, public and non-public investment trusts, and S&P 500 exchange-traded funds. Common stock is valued using a market approach. These assets are priced daily in active markets and are considered Level 1. Mutual and pooled equity funds are well diversified portfolios, representing a mix of strategies in domestic, international, and emerging market strategies. Mutual funds are publicly registered, valued at NAV on a daily basis using a market approach, and are considered Level 1 assets. Pooled funds are valued at NAV using a market approach, and are considered Level 2 assets. Investments in public trusts and S&P 500 exchange traded funds are valued using a market approach at the closing price reported in an active market and therefore are considered Level 1. Non-public investment trusts are considered Level 2 and are valued using a market approach based on the underlying investments in the trust, which are publicly traded securities.
- Fixed Income – Fixed income investments include corporate bonds, U.S. dollar treasury bonds, and municipal bonds. These securities are priced on observable inputs using a combination of market, income, and cost approaches. These securities are considered Level 2 assets. Fixed income also includes a well-diversified bond portfolio structured as a pooled fund. This fund is valued at NAV on a daily basis using a combination of market, income, and cost approaches. It is considered a Level 2 asset.

# Speedway Retirement Plan

## Notes to Financial Statements

December 31, 2014 and 2013

- Private Equity - Private equity investments include interests in limited partnerships which are valued using information provided by external managers for each individual investment held in the fund. These holdings are considered Level 3.
- Real Estate - Real estate investments consist of interests in limited partnerships. These holdings are either appraised or valued using investment manager's assessment of assets held. These holdings are considered Level 3.
- Other - Other investments include two limited liability companies ("LLCs") with no public market. The LLCs were formed to acquire timberland in the northwest United States. These holdings are either appraised or valued using investment manager's assessment of assets held. These holdings are considered Level 3.

The following tables provide by level, within the fair value hierarchy, the Master Trust investments at fair value as of December 31, 2014 and 2013:

|                                                      | 2014                    | 2013                    |
|------------------------------------------------------|-------------------------|-------------------------|
| <b>Level 1</b>                                       |                         |                         |
| Equity Securities                                    |                         |                         |
| Common Stock                                         | \$ 63,337,757           | \$ 68,276,544           |
| Mutual Funds                                         | 154,849,723             | 216,998,874             |
| Other                                                | 1,586,867               | -                       |
|                                                      | <u>219,774,347</u>      | <u>285,275,418</u>      |
| <b>Level 2</b>                                       |                         |                         |
| Cash and cash equivalent                             | 27,333,310              | 186,693,572             |
| Equity securities                                    |                         |                         |
| Pooled funds                                         | 441,890,889             | 589,049,118             |
| Fixed income                                         |                         |                         |
| Corporate                                            | 546,869,269             | 350,613,850             |
| Government                                           | 97,756,556              | 21,061,002              |
| Pooled funds                                         | 254,221,399             | 218,056,600             |
| Other                                                | 2,327,175               | 5,094,414               |
|                                                      | <u>1,370,398,598</u>    | <u>1,370,568,556</u>    |
| <b>Level 3</b>                                       | <u>-</u>                | <u>-</u>                |
|                                                      | <u>-</u>                | <u>-</u>                |
| <b>Total Master Trust investments, at fair value</b> | <u>\$ 1,590,172,945</u> | <u>\$ 1,655,843,974</u> |

## Speedway Retirement Plan

### Notes to Financial Statements

December 31, 2014 and 2013

The following table sets forth by level, within the fair value hierarchy, the Plan's investments outside the Master Trust, at fair value, as of December 31, 2014 and 2013.

|                                       | 2014                 | 2013                 |
|---------------------------------------|----------------------|----------------------|
| <b>Level 1:</b>                       |                      |                      |
| Cash and cash equivalent              | \$ -                 | \$ 230,689           |
| <b>Level 3:</b>                       |                      |                      |
| Private Equity                        | 6,445,655            | 5,520,324            |
| Real Estate                           | 5,632,679            | 5,376,204            |
| Other                                 | 2,002,885            | 1,745,242            |
|                                       | <u>14,081,219</u>    | <u>12,641,770</u>    |
| Total Plan investments, at fair value | <u>\$ 14,081,219</u> | <u>\$ 12,872,459</u> |

The following table sets forth a summary of changes in the fair value of the Plan's level 3 investments for the year ended December 31, 2014.

|                                                                                 | Private<br>Equities | Real Estate        | Other              |
|---------------------------------------------------------------------------------|---------------------|--------------------|--------------------|
| Balance, beginning of year                                                      | \$5,376,204         | \$5,520,324        | \$1,745,242        |
| Realized gains                                                                  | 1,067,163           | 268,587            | -                  |
| Unrealized gains relating to<br>instruments still held at the<br>reporting date | 550,510             | 93,624             | 257,641            |
| Purchases                                                                       | 1,704,469           | 114,920            | -                  |
| Sales                                                                           | (2,252,691)         | (364,776)          | -                  |
| Balance, end of year                                                            | <u>\$ 6,445,655</u> | <u>\$5,632,679</u> | <u>\$2,002,883</u> |

The following table sets forth a summary of changes in the fair value of the Plan's level 3 investments for the year ended December 31, 2013.

|                                                                                          | Private<br>Equities | Real Estate         | Other               |
|------------------------------------------------------------------------------------------|---------------------|---------------------|---------------------|
| Balance, beginning of year                                                               | \$ 5,970,628        | \$ 5,885,682        | \$ 1,716,141        |
| Realized gains (losses)                                                                  | 6,802,218           | (987,985)           | -                   |
| Unrealized gains (losses) relating<br>to instruments still held at the<br>reporting date | 127,142             | (1,438,342)         | 29,101              |
| Purchases                                                                                | 5,456,554           | (1,795,879)         | -                   |
| Sales                                                                                    | (12,980,338)        | 3,856,848           | -                   |
| Balance, end of year                                                                     | <u>\$ 5,376,204</u> | <u>\$ 5,520,324</u> | <u>\$ 1,745,242</u> |

# Speedway Retirement Plan

## Notes to Financial Statements

December 31, 2014 and 2013

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

The following table represents significant unobservable inputs used in the fair value measurement of Level 3 assets:

| Instrument     | Fair Value   | Valuation Technique   | Unobservable Input              | Range           |
|----------------|--------------|-----------------------|---------------------------------|-----------------|
| Private Equity | \$ 6,445,655 | (1)                   | (2)                             | (3)             |
| Real Estate    | \$ 5,632,679 | (1)                   | (2)                             | (3)             |
| Other          | \$ 2,002,883 | Discounted Cash Flows | Discount Rate<br>Revenue Growth | 5.1-6.0%<br>(4) |

(1) A wide variety of valuation techniques were used to value these assets.

(2) A wide variety of valuation techniques were used to value these assets depending on the individual characteristics of the underlying investments in each asset category. Significant increases or decreases in any of those inputs in isolation could result in significantly lower or higher fair value measurements.

(3) The range has not been disclosed due to the wide range of possible values given the diverse nature of the underlying investments

(4) Revenue Growth is calculated using projections of future harvest volumes, physical measurement and statistical information of timber inventory, future timber prices and expenses.

The following tables for December 31, 2014 and 2013 set forth a summary of the Plan's investments with reported NAV.

| Fair Value Using NAV per Share<br>December 31, 2014 |              |                     |                      |                               |                          |
|-----------------------------------------------------|--------------|---------------------|----------------------|-------------------------------|--------------------------|
|                                                     | Fair Value   | Unfunded Commitment | Redemption Frequency | Other Redemption Restrictions | Redemption Notice Period |
| Pooled funds - Equity                               | \$ 8,846,192 | None                | End of Month         | None                          | None                     |
| Pooled funds - Fixed Income                         | -            | None                | End of Month         | None                          | None                     |

| Fair Value Using NAV per Share<br>December 31, 2013 |               |                     |                      |                               |                          |
|-----------------------------------------------------|---------------|---------------------|----------------------|-------------------------------|--------------------------|
|                                                     | Fair Value    | Unfunded Commitment | Redemption Frequency | Other Redemption Restrictions | Redemption Notice Period |
| Pooled funds - Equity                               | \$ 52,429,266 | None                | End of Month         | None                          | None                     |
| Pooled funds - Fixed Income                         | 19,408,479    | None                | End of Month         | None                          | None                     |

## Speedway Retirement Plan

### Notes to Financial Statements

December 31, 2014 and 2013

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#### 5. Accumulated Plan Benefits

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

The significant actuarial assumptions used in determining accumulated plan benefits as of January 1, 2014 are as follows:

|                                |                             |
|--------------------------------|-----------------------------|
| Interest rate                  | 7.00%                       |
| Mortality rates                | 2014 Static Mortality Table |
| Assumed average retirement age | 59                          |

The interest rate assumption used to value accrued benefits was 7.0 percent and 7.5 percent in 2014 and 2013 respectively. The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan is terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The accumulated plan benefits information at the beginning of the 2014 plan year is as follows:

Actuarial present value of accumulated plan benefits

Vested benefits:

|                                                            |                       |
|------------------------------------------------------------|-----------------------|
| Participants currently receiving payments                  | \$ 10,817,375         |
| Other participants                                         | 121,495,834           |
| Total vested benefits                                      | 132,313,209           |
| Nonvested benefits                                         | 5,239,582             |
| Total actuarial present value of accumulated plan benefits | <u>\$ 137,552,791</u> |

The change in the actuarial present value of accumulated plan benefits from last actuary valuation, to current actuary valuation date, is attributed to the following:

|                                                                           |                       |
|---------------------------------------------------------------------------|-----------------------|
| Actuarial present value of accumulated plan benefits at beginning of year | \$140,210,378         |
| Increase (decrease) during the year attributable to:                      |                       |
| Benefit payments                                                          | (18,580,181)          |
| Interest accumulation                                                     | 9,831,618             |
| Actuarial assumptions                                                     | 5,951,051             |
| Benefits accumulated, net of experience gain or loss or changes in data   | 139,925               |
| Net Decrease                                                              | <u>\$ (2,657,587)</u> |
| Actuarial present value of accumulated Plan benefits at end of year       | <u>\$137,552,791</u>  |

# Speedway Retirement Plan

## Notes to Financial Statements

December 31, 2014 and 2013

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### 6. Funding Policy

The actuarial cost method used for funding of the Plan is the “projected unit credit” method of actuarial valuation. The funding policy provides that Speedway will contribute amounts necessary to maintain the Plan on a sound actuarial basis and in accordance with the minimum funding requirements of ERISA plus any additional amounts which may be approved from time to time. Discretionary contributions were made on December 27, 2013 of \$14 million for the 2013 plan year. Also for the 2013 plan year, a contribution was made on September 12, 2014 for \$1.9 million.

### 7. Reconciliation of Financial Statements to Form 5500

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

|                                                                             | <u>2014</u>         | <u>2013</u>         |
|-----------------------------------------------------------------------------|---------------------|---------------------|
| Benefits paid to participants per the financial statements                  | \$11,054,702        | \$18,701,022        |
| Less: Amounts allocated to withdrawing participants at<br>December 31, 2012 | -                   | (335,829)           |
| Benefits paid to participants per the Form 5500                             | <u>\$11,054,702</u> | <u>\$18,365,193</u> |

### 8. Party-In-Interest Transactions

Northern Trust and UCF have been identified as parties-in-interest and these transactions are exempt from the prohibited transaction rules.

Fees paid by the Plan to Northern Trust in its capacity as Plan Trustee for 2014 were \$12,864 and from March 1 to December 2013 were \$23,006. Fees paid by the Plan to UCF in its capacity as Sub Trustee for 2014 is \$81,902. In its capacity as Plan Trustee from January 1 through February 29, 2013 and Sub Trustee from March 1, 2013 through December 31, 2013 was \$112,651.

### 9. Plan Termination

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

## **Speedway Retirement Plan**

### **Notes to Financial Statements**

December 31, 2014 and 2013

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#### **10. Income Tax Status**

MPC was informed by a letter from the IRS dated May 2, 2001 that the Retail Sub-Plan was referred to the National Office for technical advice (as required by an IRS field directive dated September 15, 1999). The IRS has yet to make a determination on the Retail Sub-Plan. The Plan has been amended and restated since this prior application and, in accordance with the IRS prescribed periodic determination letter cycle for the Plan, Speedway has filed an application for a new determination letter for the Plan on January 31, 2011. The Plan administrator and the Plan's tax counsel believe that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

#### **11. Commitments**

At December 31, 2014 and 2013, the Plan had additional funding commitments related to various real estate and limited partnership investments amounting to \$3.6 million and \$4.5 million respectively.

#### **12. Subsequent Events**

Effective January 1, 2015, the Plan will be amended to provide any suit or legal action initiated by a claimant under the Plan must be brought by the claimant no later than one year following the issuance of a final decision on the claim for benefits under the Plan's claims and appeals process.

## **Supplementary Information**

**Speedway Retirement Plan**  
**EIN 31-1551430, Plan Number 007**  
**Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)**  
**December 31, 2014**

---

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (d) Cost   | (e) Current value |
|-----|-----------------------------------------------------------|------------|-------------------|
|     | <b>Short-term investments:</b>                            |            |                   |
|     | S-T Invest Fund Ctfi 2.08                                 | 2.00       | 2.00              |
|     | Pharma Stem Corp C Cv Pfd                                 |            | -                 |
|     | Pharma Stem Corp D Cv Pfd                                 |            | -                 |
|     | Pharma Stem Therapeutics A Pfd                            |            | -                 |
|     | Pharma Stem Therapeutics B Pfd                            |            | -                 |
|     | <b>Real Estate</b>                                        |            |                   |
|     | AG CORE PLUS REALTY II 316,247                            | 106,257.00 | 49,424.00         |
|     | AG CORE PLUS REALTY III 327,414                           | 327,414.00 | 430,464.00        |
|     | Aetos Capital Asia II LP 272,323                          | 234,491.00 | 101,918.00        |
|     | Aetos Capital Asia III LP 430,982                         | 419,857.00 | 73,168.00         |
|     | Avanti Strategic Land II-ACT 12,369                       | 0.00       | 0.00              |
|     | Avanti Strategic Land II-PAS 45,962                       | 0.00       | 2,913.00          |
|     | Avanti Strategic Land III-ACT 96,833                      | 0.00       | 15,148.00         |
|     | Avanti Strategic Land III-PAS 97,835                      | 0.00       | 28,062.00         |
|     | Avanti Strategic Land IV-ACT 28,410                       | 4,326.00   | 19,129.00         |
|     | Avanti Strategic Land IV-PAS 19,484                       | 909.00     | 5,243.00          |
|     | Avanti Strategic Land V 171,816                           | 149,735.00 | 123,123.00        |
|     | Avanti Strategic Land VI 214,915                          | 190,576.00 | 246,246.00        |
|     | Avanti Strategic Land Inv VII 155,445                     | 154,627.00 | 139,921.00        |
|     | Blackstone R/E Partners IV 341,882                        | 231,278.00 | 190,589.00        |
|     | Blackstone R/E Partners V 485,280                         | 279,518.00 | 515,060.00        |
|     | Blackstone R/E Partners VI 542,115                        | 314,733.00 | 640,961.00        |
|     | Blackstone R/E Partners VII 416,864                       | 416,864.00 | 593,152.00        |
|     | CPI Asia Pacific 518,246                                  | 69,043.00  | 105,227.00        |
|     | CPI Eruope 398,311                                        | 342,625.00 | 127,127.00        |
|     | DLJ RE Capital Partners III LP 420,558                    | 372,671.00 | 286,668.00        |

**Speedway Retirement Plan**  
**EIN 31-1551430, Plan Number 007**  
**Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)**  
**December 31, 2014**

---

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (d) Cost     | (e) Current value |
|-----|-----------------------------------------------------------|--------------|-------------------|
|     | DLJ RE Capital Partners IV LP                             | 681,602      | 618,102.00        |
|     | Lasalle Mexico Fund I                                     | 549,919      | 494,534.00        |
|     | Rockpoint R E Fund I LP                                   | 341,882      | 79,274.00         |
|     | Rockpoint R E Fund II LP                                  | 341,882      | 226,241.00        |
|     | Rockpoint RE Fund III LP                                  | 696,446      | 156,710.00        |
|     | Rockpoint RE Fund IV LP                                   | 229,307      | 221,206.00        |
|     | Pearlmark Mezzanine III                                   | 672,283      | 328,796.00        |
|     | Westbrook RE Fund IV LP                                   | 205,129      | 0.00              |
|     | <b>Other Investments:</b>                                 |              |                   |
|     | TC&I Timber Company - Shasta                              | 517,473.09   | 517,473.00        |
|     | TC&I Timber Company - Chinook                             | 1,036,074.48 | 1,036,074.00      |
|     | <b>Limited Partnerships:</b>                              |              |                   |
|     | AEA Investors 2006 LP                                     | 457,569      | 250,462.00        |
|     | AEA Investors 2003 Program                                | 145,624      | 10,712.00         |
|     | AEA Investors V                                           | 261,418      | 261,418.00        |
|     | Aurora Equity Partners IV LP                              | 188,985      | 188,969.00        |
|     | CAI Partners & Company II LP                              | 67,908       | 39,083.00         |
|     | CAI Partners & Company IV LP                              | 470,755      | 278,149.00        |
|     | Clayton Dubilier Rice Fund VI                             | 315,381      | 16,470.00         |
|     | Clayton Dubilier Rice Fund VII                            | 81,121       | 33,040.00         |
|     | Clayton Dubilier Rice Fd VIII                             | 414,137      | 294,907.00        |
|     | Devon Part Bioventurs LP                                  | 166,629      | 158,533.00        |
|     | Electra Partners Club 2007 LP                             | 315,325      | 187,673.00        |
|     | FF&P Investor LP                                          | 134,659      | 92,611.00         |
|     | Fourth Cinven Fund                                        | 285,388      | 214,566.00        |
|     | Fifth Cinven Fund                                         | 149,902      | 149,902.00        |

**Speedway Retirement Plan**  
**EIN 31-1551430, Plan Number 007**

**Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)**  
**December 31, 2014**

---

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (d) Cost      | (e) Current value |               |
|-----|-----------------------------------------------------------|---------------|-------------------|---------------|
|     | Geam Intl Private Equity Fund                             | 221,961       | 31,228.00         | 61,756.00     |
|     | International PVt Eq Fund II                              | 181,730       | 160,635.00        | 190,899.00    |
|     | Tenaya Capital V                                          | 243,238       | 167,622.00        | 219,737.00    |
|     | Tenaya Capital VI                                         | 241,306       | 241,306.00        | 269,647.00    |
|     | PERFORMANCE DIRECT II                                     | 635,265       | 448,873.00        | 616,294.00    |
|     | Third Cinven Fund                                         | 279,466       | 37,724.00         | 32,626.00     |
|     | TRIDENT IV LP                                             | 595,928       | 220,494.00        | 412,675.00    |
|     | TRIDENT V LP                                              | 749,669       | 729,257.00        | 886,523.00    |
|     | Warburg Pincus Pvt Equity VIII                            | 136,753       | 0.00              | 53,114.00     |
|     | Warburg Pincus Pvt Equity IX                              | 229,061       | 28,970.00         | 72,922.00     |
|     | Warburg Pincus Pvt Equity X                               | 820,518       | 375,843.00        | 636,685.00    |
|     | Warburg Pincus Pvt Equity XI                              | 233,574       | 223,412.00        | 271,006.00    |
|     | Total Investments                                         | 12,135,195.00 |                   | 14,081,219.00 |

**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

**2014****This Form is Open to Public  
Inspection**For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014▶ **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 planSpeedway Retirement Plan**B** Three-digit  
plan number (PN) ▶007**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SFSpeedway 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 1 Day 1 Year 2014**2** Assets:**a** Market value ..... **2a** 162,653,606**b** Actuarial value ..... **2b** 156,242,883**3** Funding target/participant count breakdown**a** For retired participants and beneficiaries receiving payment..... (1) Number of participants 311 (2) Vested Funding Target 11,031,647 (3) Total Funding Target 11,031,647**b** For terminated vested participants..... 1,698 31,798,355 31,798,355**c** For active participants..... 4,201 98,272,736 104,492,910**d** Total..... 6,210 141,102,738 147,322,912**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** 6.18 %**6** Target normal cost ..... **6** 282,307**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 (TT)

Signature of actuary

09/28/2015

Date

Trisha L. Trembl

Type or print name of actuary

14-06986

Most recent enrollment number

Hewitt Associates LLC

Firm name

(847) 295-5000

Telephone number (including area code)

4 Overlook PointLincolnshireIL 60069

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) 2014  
v. 140124

**Part II Beginning of Year Carryover and Prefunding Balances**

|                                                                                                                                                                    | (a) Carryover balance | (b) Prefunding balance |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                                           | 2,982,900             | 16,556,180             |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                                        | 1,793,225             | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8) .....                                                                                                              | 1,189,675             | 16,556,180             |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>11.39%</u> .....                                                                               | 135504                | 1885749                |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                                                     |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year) .....                                                                                    |                       | 14887049               |
| <b>b(1)</b> Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.2%</u> ..... |                       | 811817                 |
| <b>b(2)</b> Interest on line 38b from prior year Schedule SB, using prior year's actual return .....                                                               |                       | 204,248                |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....                                                                      |                       | 15903114               |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                                                                                    |                       | 0                      |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                                                  | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                                                       | 1,325,179             | 18441929               |

**Part III Funding Percentages**

|                                                                                                                                                                            |           |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 92.63 %  |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 106.05 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 98.01 %  |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %        |

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

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ▶</b>          |                                   |                                 | <b>18(b)</b>             | 0                                 | <b>18(c)</b> 0                  |

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

|                                                                                                                         |            |   |
|-------------------------------------------------------------------------------------------------------------------------|------------|---|
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years .....                    | <b>19a</b> | 0 |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                      | <b>19b</b> | 0 |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date ..... | <b>19c</b> | 0 |

**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       |

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

|                                                                                                                                                                                              |                        |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                        |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>4.99 % | 2nd segment:<br>6.32 % | 3rd segment:<br>6.99 %                              |
|                                                                                                                                                                                              |                        |                        | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                        |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                        |                        | <b>22</b> 59                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                        |                        |                                                     |

**Part VI Miscellaneous Items**

|                                                                                                                                                                       |           |                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... |           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....                                      |           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                            |           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....                                   | <b>27</b> |                                                                     |

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years.....                                                            | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....                                    | <b>30</b> | 0 |

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6).....                                                                                                                                            | <b>31a</b>          | 282,307            |               |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           | <b>31b</b>          | 0                  |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |               |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 10,847,137          | 2,830,611          |               |
| <b>b</b> Waiver amortization installment.....                                                                                                                                        | 0                   | 0                  |               |
| <b>33</b> 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 ..... | <b>33</b>           | 0                  |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                            | <b>34</b>           | 3,112,918          |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                | 1,325,179           | 1,787,739          | 3,112,918     |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>           | 0                  |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....                                                   | <b>37</b>           | 0                  |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 0                  |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 0                  |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  | <b>40</b>           | 0                  |               |

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

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

Schedule SB Attachment (Form 5500)—2014 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)<br>Age       | (b)<br>Rate | (c)<br>Weight | (d)<br>Product<br>(a) × (b) × (c) |
|------------------|-------------|---------------|-----------------------------------|
| 50.5             | 5.00%       | 1.0000        | 2.53                              |
| 51.5             | 5.00%       | 0.9500        | 2.45                              |
| 52.5             | 7.00%       | 0.9025        | 3.32                              |
| 53.5             | 7.00%       | 0.8393        | 3.14                              |
| 54.5             | 8.00%       | 0.7806        | 3.40                              |
| 55.5             | 8.00%       | 0.7181        | 3.19                              |
| 56.5             | 8.00%       | 0.6607        | 2.99                              |
| 57.5             | 8.00%       | 0.6078        | 2.80                              |
| 58.5             | 10.00%      | 0.5592        | 3.27                              |
| 59.5             | 10.00%      | 0.5033        | 2.99                              |
| 60.5             | 13.00%      | 0.4529        | 3.56                              |
| 61.5             | 15.00%      | 0.3941        | 3.64                              |
| 62.5             | 25.00%      | 0.3350        | 5.23                              |
| 63.5             | 25.00%      | 0.2512        | 3.99                              |
| 64.5             | 30.00%      | 0.1884        | 3.65                              |
| 65.5             | 30.00%      | 0.1319        | 2.59                              |
| 66.5             | 25.00%      | 0.0923        | 1.53                              |
| 67.5             | 25.00%      | 0.0692        | 1.17                              |
| 68.5             | 30.00%      | 0.0519        | 1.07                              |
| 69.5             | 35.00%      | 0.0364        | 0.88                              |
| 70               | 100.00%     | 0.0236        | 1.65                              |
| Weighted Average |             |               | 59.04                             |

Schedule SB Attachment (Form 5500)—2014 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 2013), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA.                                                                            |
| 1st Segment Rate                            | 4.99%                                                                                                                                                                                                                                               |
| 2nd Segment Rate                            | 6.32%                                                                                                                                                                                                                                               |
| 3rd Segment Rate                            | 6.99%                                                                                                                                                                                                                                               |
| Interest Rates for Maximum Tax Purposes     | Based on segment rates with a four-month lookback (as of September 2013), without regard to interest rate stabilization.                                                                                                                            |
| 1st Segment Rate                            | 1.37%                                                                                                                                                                                                                                               |
| 2nd Segment Rate                            | 4.05%                                                                                                                                                                                                                                               |
| 3rd Segment Rate                            | 5.06%                                                                                                                                                                                                                                               |
| Optional Payment Form Election Percentage   | 96% lump sum<br>4% life annuity                                                                                                                                                                                                                     |
| Conversion Basis for Annuities to Lump Sum  | The mortality table specified in Revenue Ruling 2001-62 and an interest rate phase-in with an ultimate rate of 3.07%. 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 1.                                                                                                                                                                                                                                        |
| Terminated Vested Participants              | Age 59 for those assumed to elect a single life annuity. Immediate payment at termination for those assumed to elect a lump sum.                                                                                                                    |
| Mortality Rates                             |                                                                                                                                                                                                                                                     |
| Healthy and Disabled                        | 2014 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)                                                                                                                                                                 |
| Withdrawal Rates                            | See Table 2.                                                                                                                                                                                                                                        |
| Disability Rates                            | See Table 3.                                                                                                                                                                                                                                        |

Schedule SB Attachment (Form 5500)—2014 Plan Year  
Speedway Retirement Plan  
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|                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Decrement Timing                              | Middle of year decrements (except that retirement is assumed to occur at the beginning of the year for ages where the assumed retirement rate is 100%)                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Surviving Spouse Benefit                      | It is assumed that 75% of males and 35% of females have an eligible spouse, and that males are three years older than their spouses.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Benefit Limits                                | Projected benefits are limited by the current IRC section 415 maximum benefit of \$210,000.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 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                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 2012 Plan Year                                | 7.50%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 2013 Plan Year                                | 7.50%, limited to 6.76%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Trust Expenses Included in Target Normal Cost | Administrative expenses paid during the year (\$282,307).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Actuarial Method                              | Standard unit credit cost method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Valuation Date                                | January 1, 2014                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

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Table 1

**Retirement Rates**

| <b>Age</b> | <b>Rate</b> |
|------------|-------------|
| 50         | 5.00%       |
| 51         | 5.00%       |
| 52         | 7.00%       |
| 53         | 7.00%       |
| 54         | 8.00%       |
| 55         | 8.00%       |
| 56         | 8.00%       |
| 57         | 8.00%       |
| 58         | 10.00%      |
| 59         | 10.00%      |
| 60         | 13.00%      |
| 61         | 15.00%      |
| 62         | 25.00%      |
| 63         | 25.00%      |
| 64         | 30.00%      |
| 65         | 30.00%      |
| 66         | 25.00%      |
| 67         | 25.00%      |
| 68         | 30.00%      |
| 69         | 35.00%      |
| 70+        | 100.00%     |

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**Withdrawal Rates—Male**

| Age | Years of Service |        |        |        |        |        |
|-----|------------------|--------|--------|--------|--------|--------|
|     | 0                | 1      | 2      | 3      | 4      | 5+     |
| 15  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 16  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 17  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 18  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 19  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 20  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 21  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 25.00% |
| 22  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 25.00% |
| 23  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 25.00% |
| 24  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 25.00% |
| 25  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 20.00% |
| 26  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 20.00% |
| 27  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 20.00% |
| 28  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 20.00% |
| 29  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 20.00% |
| 30  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 15.00% |
| 31  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 15.00% |
| 32  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 15.00% |
| 33  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 15.00% |
| 34  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 15.00% |
| 35  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 13.00% |
| 36  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 13.00% |
| 37  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 13.00% |
| 38  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 13.00% |
| 39  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 13.00% |
| 40  | 0.00%            | 35.00% | 30.00% | 30.00% | 25.00% | 10.00% |
| 41  | 0.00%            | 35.00% | 30.00% | 30.00% | 25.00% | 10.00% |
| 42  | 0.00%            | 35.00% | 30.00% | 30.00% | 25.00% | 10.00% |
| 43  | 0.00%            | 35.00% | 30.00% | 30.00% | 25.00% | 10.00% |
| 44  | 0.00%            | 35.00% | 30.00% | 30.00% | 25.00% | 10.00% |

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**Withdrawal Rates—Male**

| Age | Years of Service |        |        |        |        |        |
|-----|------------------|--------|--------|--------|--------|--------|
|     | 0                | 1      | 2      | 3      | 4      | 5+     |
| 45  | 0.00%            | 35.00% | 30.00% | 20.00% | 25.00% | 10.00% |
| 46  | 0.00%            | 35.00% | 30.00% | 20.00% | 25.00% | 10.00% |
| 47  | 0.00%            | 35.00% | 30.00% | 20.00% | 25.00% | 10.00% |
| 48  | 0.00%            | 35.00% | 30.00% | 20.00% | 25.00% | 10.00% |
| 49  | 0.00%            | 35.00% | 30.00% | 20.00% | 25.00% | 10.00% |
| 50  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 51  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 52  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 53  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 54  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 55  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 8.00%  |
| 56  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 8.00%  |
| 57  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 8.00%  |
| 58  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 59  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 60  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 13.00% |
| 61  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 15.00% |
| 62  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 25.00% |
| 63  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 25.00% |
| 64  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 30.00% |
| 65+ | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |

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**Withdrawal Rates—Female**

| Age | Years of Service |        |        |        |        |        |
|-----|------------------|--------|--------|--------|--------|--------|
|     | 0                | 1      | 2      | 3      | 4      | 5+     |
| 15  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 16  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 17  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 18  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 19  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 20  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 21  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 25.00% |
| 22  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 25.00% |
| 23  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 25.00% |
| 24  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 25.00% |
| 25  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 20.00% |
| 26  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 20.00% |
| 27  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 20.00% |
| 28  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 20.00% |
| 29  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 20.00% |
| 30  | 0.00%            | 35.00% | 35.00% | 25.00% | 20.00% | 15.00% |
| 31  | 0.00%            | 35.00% | 35.00% | 25.00% | 20.00% | 15.00% |
| 32  | 0.00%            | 35.00% | 35.00% | 25.00% | 20.00% | 15.00% |
| 33  | 0.00%            | 35.00% | 35.00% | 25.00% | 20.00% | 15.00% |
| 34  | 0.00%            | 35.00% | 35.00% | 25.00% | 20.00% | 15.00% |
| 35  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 13.00% |
| 36  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 13.00% |
| 37  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 13.00% |
| 38  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 13.00% |
| 39  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 13.00% |
| 40  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 12.00% |
| 41  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 12.00% |
| 42  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 12.00% |
| 43  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 12.00% |
| 44  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 12.00% |

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**Withdrawal Rates—Female**

| Age | Years of Service |        |        |        |        |        |
|-----|------------------|--------|--------|--------|--------|--------|
|     | 0                | 1      | 2      | 3      | 4      | 5+     |
| 45  | 0.00%            | 35.00% | 25.00% | 25.00% | 20.00% | 12.00% |
| 46  | 0.00%            | 35.00% | 25.00% | 25.00% | 20.00% | 12.00% |
| 47  | 0.00%            | 35.00% | 25.00% | 25.00% | 20.00% | 12.00% |
| 48  | 0.00%            | 35.00% | 25.00% | 25.00% | 20.00% | 12.00% |
| 49  | 0.00%            | 35.00% | 25.00% | 25.00% | 20.00% | 12.00% |
| 50  | 0.00%            | 30.00% | 25.00% | 25.00% | 15.00% | 12.00% |
| 51  | 0.00%            | 30.00% | 25.00% | 25.00% | 15.00% | 12.00% |
| 52  | 0.00%            | 30.00% | 25.00% | 25.00% | 15.00% | 12.00% |
| 53  | 0.00%            | 30.00% | 25.00% | 25.00% | 15.00% | 12.00% |
| 54  | 0.00%            | 30.00% | 25.00% | 25.00% | 15.00% | 12.00% |
| 55  | 0.00%            | 30.00% | 25.00% | 20.00% | 15.00% | 8.00%  |
| 56  | 0.00%            | 30.00% | 25.00% | 20.00% | 15.00% | 8.00%  |
| 57  | 0.00%            | 30.00% | 25.00% | 20.00% | 15.00% | 8.00%  |
| 58  | 0.00%            | 30.00% | 25.00% | 20.00% | 15.00% | 10.00% |
| 59  | 0.00%            | 30.00% | 25.00% | 20.00% | 15.00% | 10.00% |
| 60  | 0.00%            | 30.00% | 25.00% | 20.00% | 15.00% | 13.00% |
| 61  | 0.00%            | 30.00% | 25.00% | 20.00% | 15.00% | 15.00% |
| 62  | 0.00%            | 30.00% | 25.00% | 20.00% | 15.00% | 25.00% |
| 63  | 0.00%            | 30.00% | 25.00% | 20.00% | 15.00% | 25.00% |
| 64  | 0.00%            | 30.00% | 25.00% | 20.00% | 15.00% | 30.00% |
| 65+ | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |

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Table 3

**Disability Rates**

| <b>Age</b> | <b>Male</b> | <b>Female</b> | <b>Age</b> | <b>Male</b> | <b>Female</b> |
|------------|-------------|---------------|------------|-------------|---------------|
| 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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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.

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Benefit Service Freeze

Effective December 31, 2009 all benefit service was frozen under the plan. Final average pay was frozen for certain highly compensated employees on December 31, 2009 and for all other participants on December 31, 2012.

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:

| <b>Age Plus<br/>Participation Service</b> | <b>Accrual<br/>Percentage</b> |
|-------------------------------------------|-------------------------------|
| 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.

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- (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. Final average pay was frozen for certain highly compensated employees on December 31, 2009 and for all other participants on December 31, 2012.

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.

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|                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|--------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Benefit                                    | 100% of the actuarial equivalent of the pension equity benefit defined in (1) above, plus 50% of the benefit defined in (2) and (3) above reduced for joint and survivor election.                                                                                                                                                                                                                                                                                                     |
| Death After Vested Termination Eligibility | Death after vested termination but prior to commencement of benefit.                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Benefits                                   | 100% of the actuarial equivalent of the pension equity benefit defined in (1) above, plus 50% of the benefit defined in (2) above reduced for joint and survivor election.                                                                                                                                                                                                                                                                                                             |
| Normal Form of Annuity Without Spouse      | Life annuity.                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| With Spouse                                | Reduced joint and survivor annuity. Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continued to surviving spouse.                                                                                                                                                                                                                                                                                                          |
| Optional Forms of Annuity                  | Life annuity; 120 months or more certain and life annuity; joint and survivor annuity (50% or 100%); lump sum. All optional forms are adjusted to be actuarially equivalent to the life annuity.                                                                                                                                                                                                                                                                                       |
| Definitions                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Plan Year                                  | January 1 to December 31.                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Actuarial Equivalence                      | <p>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.</p> <p>Effective January 1, 2013, the year-over-year increase in the interest rate for PMRP benefits will be limited to a certain percentage that varies based on the rate for the current year, as follows:</p> |

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|                             | <b>Rate for Current Year<br/>Before Adjustment</b>                                                                                                                                                                       | <b>Maximum Annual<br/>Percentage Increase</b> |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
|                             | Below 5.00%                                                                                                                                                                                                              | 0.25%                                         |
|                             | 5.01% - 7.00%                                                                                                                                                                                                            | 0.50%                                         |
|                             | 7.01% or greater                                                                                                                                                                                                         | 0.75%                                         |
| 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. Final average pay was frozen for some highly compensated employees on December 31, 2009 and for all other participants on December 31, 2012.       |                                               |
| 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. The Social Security benefit was frozen as of December 31, 2012.                                                               |                                               |

## Plan Changes Since the Prior Year

The January 1, 2014 valuations reflect the following plan changes:

- An increase in the IRC section 415 dollar limit for defined benefit plans from \$205,000 in 2013 to \$210,000 in 2014.
- 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.

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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.

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Schedule SB, line 24—Change in Actuarial Assumptions

- A change in retirement rates.
- A change in withdrawal rates.
- A change in the marriage assumption from 90% to 80% for males and 70% to 35% for females.
- A change in the assumed average terminated vested retirement age from 65 to 59.
- Continuing term vested optional form election updated from 100% choose a single life annuity to 96% choose an immediate lump sum and 4% choose a single life annuity.

These changes were made to better reflect the anticipated future experience. These assumption changes did not result in a decrease in the funding shortfall of the plan in excess of \$50,000,000 or both 5% of the funding target of the plan and \$5,000,000; as such, approval of the commissioner is not required.

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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2014

| Attained Age | Number of Participants 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          |                                                         |                |                 |                 |                |                |                |                 |       |     |
| 25-29        | 1                                                       | 302<br>\$819   | 81<br>\$2,946   |                 |                |                |                |                 |       |     |
| 30-34        | 7                                                       | 256<br>\$1,968 | 170<br>\$7,612  | 36<br>\$13,612  |                |                |                |                 |       |     |
| 35-39        | 4                                                       | 188<br>\$2,339 | 141<br>\$8,993  | 99<br>\$18,390  | 12             |                |                |                 |       |     |
| 40-44        | 2                                                       | 191<br>\$2,168 | 128<br>\$9,943  | 92<br>\$26,537  | 66<br>\$37,928 | 23<br>\$39,657 |                |                 |       |     |
| 45-49        | 3                                                       | 178<br>\$2,800 | 130<br>\$11,622 | 116<br>\$27,506 | 72<br>\$44,891 | 68<br>\$57,281 | 7              |                 |       |     |
| 50-54        | 4                                                       | 242<br>\$3,147 | 140<br>\$14,750 | 128<br>\$31,544 | 70<br>\$43,481 | 75<br>\$62,201 | 55<br>\$94,057 | 11              |       |     |
| 55-59        | 1                                                       | 205<br>\$3,562 | 140<br>\$15,292 | 93<br>\$30,603  | 43<br>\$52,647 | 40<br>\$62,464 | 44<br>\$87,259 | 21<br>\$104,344 | 4     |     |
| 60-64        |                                                         | 93<br>\$3,861  | 85<br>\$14,203  | 58<br>\$37,489  | 38<br>\$61,191 | 21<br>\$60,664 | 15             | 11              | 8     | 1   |
| 65-69        |                                                         | 39<br>\$2,765  | 34<br>\$16,935  | 23<br>\$35,536  | 8              | 5              | 5              | 1               |       |     |
| 70+          | 3                                                       | 26<br>\$3,186  | 21<br>\$16,110  | 8               | 4              | 3              | 1              |                 | 1     |     |

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Schedule SB, line 32—Schedule of Amortization Bases

| Type of Base | Present Value of Installment | Date Established | Years Remaining | Amortization Installment |
|--------------|------------------------------|------------------|-----------------|--------------------------|
| Shortfall    | \$ 16,975,281                | January 1, 2011  | 4               | \$ 4,558,642             |
| Shortfall    | \$ (13,359,996)              | January 1, 2012  | 5               | \$ (2,938,346)           |
| Shortfall    | \$ 7,231,852                 | January 1, 2014  | 7               | \$ 1,210,315             |

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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)<br>Age       | (b)<br>Rate | (c)<br>Weight | (d)<br>Product<br>(a) × (b) × (c) |
|------------------|-------------|---------------|-----------------------------------|
| 50.5             | 5.00%       | 1.0000        | 2.53                              |
| 51.5             | 5.00%       | 0.9500        | 2.45                              |
| 52.5             | 7.00%       | 0.9025        | 3.32                              |
| 53.5             | 7.00%       | 0.8393        | 3.14                              |
| 54.5             | 8.00%       | 0.7806        | 3.40                              |
| 55.5             | 8.00%       | 0.7181        | 3.19                              |
| 56.5             | 8.00%       | 0.6607        | 2.99                              |
| 57.5             | 8.00%       | 0.6078        | 2.80                              |
| 58.5             | 10.00%      | 0.5592        | 3.27                              |
| 59.5             | 10.00%      | 0.5033        | 2.99                              |
| 60.5             | 13.00%      | 0.4529        | 3.56                              |
| 61.5             | 15.00%      | 0.3941        | 3.64                              |
| 62.5             | 25.00%      | 0.3350        | 5.23                              |
| 63.5             | 25.00%      | 0.2512        | 3.99                              |
| 64.5             | 30.00%      | 0.1884        | 3.65                              |
| 65.5             | 30.00%      | 0.1319        | 2.59                              |
| 66.5             | 25.00%      | 0.0923        | 1.53                              |
| 67.5             | 25.00%      | 0.0692        | 1.17                              |
| 68.5             | 30.00%      | 0.0519        | 1.07                              |
| 69.5             | 35.00%      | 0.0364        | 0.88                              |
| 70               | 100.00%     | 0.0236        | 1.65                              |
| Weighted Average |             |               | 59.04                             |

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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 2013), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA.                                                                            |
| 1st Segment Rate                            | 4.99%                                                                                                                                                                                                                                               |
| 2nd Segment Rate                            | 6.32%                                                                                                                                                                                                                                               |
| 3rd Segment Rate                            | 6.99%                                                                                                                                                                                                                                               |
| Interest Rates for Maximum Tax Purposes     | Based on segment rates with a four-month lookback (as of September 2013), without regard to interest rate stabilization.                                                                                                                            |
| 1st Segment Rate                            | 1.37%                                                                                                                                                                                                                                               |
| 2nd Segment Rate                            | 4.05%                                                                                                                                                                                                                                               |
| 3rd Segment Rate                            | 5.06%                                                                                                                                                                                                                                               |
| Optional Payment Form Election Percentage   | 96% lump sum<br>4% life annuity                                                                                                                                                                                                                     |
| Conversion Basis for Annuities to Lump Sum  | The mortality table specified in Revenue Ruling 2001-62 and an interest rate phase-in with an ultimate rate of 3.07%. 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 1.                                                                                                                                                                                                                                        |
| Terminated Vested Participants              | Age 59 for those assumed to elect a single life annuity. Immediate payment at termination for those assumed to elect a lump sum.                                                                                                                    |
| Mortality Rates                             |                                                                                                                                                                                                                                                     |
| Healthy and Disabled                        | 2014 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)                                                                                                                                                                 |
| Withdrawal Rates                            | See Table 2.                                                                                                                                                                                                                                        |
| Disability Rates                            | See Table 3.                                                                                                                                                                                                                                        |

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|                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Decrement Timing                              | Middle of year decrements (except that retirement is assumed to occur at the beginning of the year for ages where the assumed retirement rate is 100%)                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Surviving Spouse Benefit                      | It is assumed that 75% of males and 35% of females have an eligible spouse, and that males are three years older than their spouses.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Benefit Limits                                | Projected benefits are limited by the current IRC section 415 maximum benefit of \$210,000.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 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                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 2012 Plan Year                                | 7.50%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 2013 Plan Year                                | 7.50%, limited to 6.76%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Trust Expenses Included in Target Normal Cost | Administrative expenses paid during the year (\$282,307).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Actuarial Method                              | Standard unit credit cost method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Valuation Date                                | January 1, 2014                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

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Table 1

**Retirement Rates**

| <b>Age</b> | <b>Rate</b> |
|------------|-------------|
| 50         | 5.00%       |
| 51         | 5.00%       |
| 52         | 7.00%       |
| 53         | 7.00%       |
| 54         | 8.00%       |
| 55         | 8.00%       |
| 56         | 8.00%       |
| 57         | 8.00%       |
| 58         | 10.00%      |
| 59         | 10.00%      |
| 60         | 13.00%      |
| 61         | 15.00%      |
| 62         | 25.00%      |
| 63         | 25.00%      |
| 64         | 30.00%      |
| 65         | 30.00%      |
| 66         | 25.00%      |
| 67         | 25.00%      |
| 68         | 30.00%      |
| 69         | 35.00%      |
| 70+        | 100.00%     |

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**Withdrawal Rates—Male**

| Age | Years of Service |        |        |        |        |        |
|-----|------------------|--------|--------|--------|--------|--------|
|     | 0                | 1      | 2      | 3      | 4      | 5+     |
| 15  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 16  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 17  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 18  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 19  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 20  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 21  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 25.00% |
| 22  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 25.00% |
| 23  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 25.00% |
| 24  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 25.00% |
| 25  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 20.00% |
| 26  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 20.00% |
| 27  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 20.00% |
| 28  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 20.00% |
| 29  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 20.00% |
| 30  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 15.00% |
| 31  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 15.00% |
| 32  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 15.00% |
| 33  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 15.00% |
| 34  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 15.00% |
| 35  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 13.00% |
| 36  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 13.00% |
| 37  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 13.00% |
| 38  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 13.00% |
| 39  | 0.00%            | 40.00% | 30.00% | 30.00% | 25.00% | 13.00% |
| 40  | 0.00%            | 35.00% | 30.00% | 30.00% | 25.00% | 10.00% |
| 41  | 0.00%            | 35.00% | 30.00% | 30.00% | 25.00% | 10.00% |
| 42  | 0.00%            | 35.00% | 30.00% | 30.00% | 25.00% | 10.00% |
| 43  | 0.00%            | 35.00% | 30.00% | 30.00% | 25.00% | 10.00% |
| 44  | 0.00%            | 35.00% | 30.00% | 30.00% | 25.00% | 10.00% |

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**Withdrawal Rates—Male**

| Age | Years of Service |        |        |        |        |        |
|-----|------------------|--------|--------|--------|--------|--------|
|     | 0                | 1      | 2      | 3      | 4      | 5+     |
| 45  | 0.00%            | 35.00% | 30.00% | 20.00% | 25.00% | 10.00% |
| 46  | 0.00%            | 35.00% | 30.00% | 20.00% | 25.00% | 10.00% |
| 47  | 0.00%            | 35.00% | 30.00% | 20.00% | 25.00% | 10.00% |
| 48  | 0.00%            | 35.00% | 30.00% | 20.00% | 25.00% | 10.00% |
| 49  | 0.00%            | 35.00% | 30.00% | 20.00% | 25.00% | 10.00% |
| 50  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 51  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 52  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 53  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 54  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 55  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 8.00%  |
| 56  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 8.00%  |
| 57  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 8.00%  |
| 58  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 59  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 10.00% |
| 60  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 13.00% |
| 61  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 15.00% |
| 62  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 25.00% |
| 63  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 25.00% |
| 64  | 0.00%            | 30.00% | 20.00% | 20.00% | 25.00% | 30.00% |
| 65+ | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |

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**Withdrawal Rates—Female**

| Age | Years of Service |        |        |        |        |        |
|-----|------------------|--------|--------|--------|--------|--------|
|     | 0                | 1      | 2      | 3      | 4      | 5+     |
| 15  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 16  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 17  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 18  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 19  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 20  | 0.00%            | 0.00%  | 0.00%  | 0.00%  | 0.00%  | 0.00%  |
| 21  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 25.00% |
| 22  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 25.00% |
| 23  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 25.00% |
| 24  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 25.00% |
| 25  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 20.00% |
| 26  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 20.00% |
| 27  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 20.00% |
| 28  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 20.00% |
| 29  | 0.00%            | 45.00% | 35.00% | 30.00% | 30.00% | 20.00% |
| 30  | 0.00%            | 35.00% | 35.00% | 25.00% | 20.00% | 15.00% |
| 31  | 0.00%            | 35.00% | 35.00% | 25.00% | 20.00% | 15.00% |
| 32  | 0.00%            | 35.00% | 35.00% | 25.00% | 20.00% | 15.00% |
| 33  | 0.00%            | 35.00% | 35.00% | 25.00% | 20.00% | 15.00% |
| 34  | 0.00%            | 35.00% | 35.00% | 25.00% | 20.00% | 15.00% |
| 35  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 13.00% |
| 36  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 13.00% |
| 37  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 13.00% |
| 38  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 13.00% |
| 39  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 13.00% |
| 40  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 12.00% |
| 41  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 12.00% |
| 42  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 12.00% |
| 43  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 12.00% |
| 44  | 0.00%            | 35.00% | 30.00% | 25.00% | 20.00% | 12.00% |

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**Withdrawal Rates—Female**

| <b>Age</b> | <b>Years of Service</b> |          |          |          |          |           |
|------------|-------------------------|----------|----------|----------|----------|-----------|
|            | <b>0</b>                | <b>1</b> | <b>2</b> | <b>3</b> | <b>4</b> | <b>5+</b> |
| 45         | 0.00%                   | 35.00%   | 25.00%   | 25.00%   | 20.00%   | 12.00%    |
| 46         | 0.00%                   | 35.00%   | 25.00%   | 25.00%   | 20.00%   | 12.00%    |
| 47         | 0.00%                   | 35.00%   | 25.00%   | 25.00%   | 20.00%   | 12.00%    |
| 48         | 0.00%                   | 35.00%   | 25.00%   | 25.00%   | 20.00%   | 12.00%    |
| 49         | 0.00%                   | 35.00%   | 25.00%   | 25.00%   | 20.00%   | 12.00%    |
| 50         | 0.00%                   | 30.00%   | 25.00%   | 25.00%   | 15.00%   | 12.00%    |
| 51         | 0.00%                   | 30.00%   | 25.00%   | 25.00%   | 15.00%   | 12.00%    |
| 52         | 0.00%                   | 30.00%   | 25.00%   | 25.00%   | 15.00%   | 12.00%    |
| 53         | 0.00%                   | 30.00%   | 25.00%   | 25.00%   | 15.00%   | 12.00%    |
| 54         | 0.00%                   | 30.00%   | 25.00%   | 25.00%   | 15.00%   | 12.00%    |
| 55         | 0.00%                   | 30.00%   | 25.00%   | 20.00%   | 15.00%   | 8.00%     |
| 56         | 0.00%                   | 30.00%   | 25.00%   | 20.00%   | 15.00%   | 8.00%     |
| 57         | 0.00%                   | 30.00%   | 25.00%   | 20.00%   | 15.00%   | 8.00%     |
| 58         | 0.00%                   | 30.00%   | 25.00%   | 20.00%   | 15.00%   | 10.00%    |
| 59         | 0.00%                   | 30.00%   | 25.00%   | 20.00%   | 15.00%   | 10.00%    |
| 60         | 0.00%                   | 30.00%   | 25.00%   | 20.00%   | 15.00%   | 13.00%    |
| 61         | 0.00%                   | 30.00%   | 25.00%   | 20.00%   | 15.00%   | 15.00%    |
| 62         | 0.00%                   | 30.00%   | 25.00%   | 20.00%   | 15.00%   | 25.00%    |
| 63         | 0.00%                   | 30.00%   | 25.00%   | 20.00%   | 15.00%   | 25.00%    |
| 64         | 0.00%                   | 30.00%   | 25.00%   | 20.00%   | 15.00%   | 30.00%    |
| 65+        | 0.00%                   | 0.00%    | 0.00%    | 0.00%    | 0.00%    | 0.00%     |

Schedule SB Attachment (Form 5500)—2014 Plan Year  
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Table 3

**Disability Rates**

| <b>Age</b> | <b>Male</b> | <b>Female</b> | <b>Age</b> | <b>Male</b> | <b>Female</b> |
|------------|-------------|---------------|------------|-------------|---------------|
| 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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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.

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Benefit Service Freeze

Effective December 31, 2009 all benefit service was frozen under the plan. Final average pay was frozen for certain highly compensated employees on December 31, 2009 and for all other participants on December 31, 2012.

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:

| <b>Age Plus<br/>Participation Service</b> | <b>Accrual<br/>Percentage</b> |
|-------------------------------------------|-------------------------------|
| 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.

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- (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. Final average pay was frozen for certain highly compensated employees on December 31, 2009 and for all other participants on December 31, 2012.

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.

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|                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|--------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Benefit                                    | 100% of the actuarial equivalent of the pension equity benefit defined in (1) above, plus 50% of the benefit defined in (2) and (3) above reduced for joint and survivor election.                                                                                                                                                                                                                                                                                                     |
| Death After Vested Termination Eligibility | Death after vested termination but prior to commencement of benefit.                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Benefits                                   | 100% of the actuarial equivalent of the pension equity benefit defined in (1) above, plus 50% of the benefit defined in (2) above reduced for joint and survivor election.                                                                                                                                                                                                                                                                                                             |
| Normal Form of Annuity Without Spouse      | Life annuity.                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| With Spouse                                | Reduced joint and survivor annuity. Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continued to surviving spouse.                                                                                                                                                                                                                                                                                                          |
| Optional Forms of Annuity                  | Life annuity; 120 months or more certain and life annuity; joint and survivor annuity (50% or 100%); lump sum. All optional forms are adjusted to be actuarially equivalent to the life annuity.                                                                                                                                                                                                                                                                                       |
| Definitions                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Plan Year                                  | January 1 to December 31.                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Actuarial Equivalence                      | <p>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.</p> <p>Effective January 1, 2013, the year-over-year increase in the interest rate for PMRP benefits will be limited to a certain percentage that varies based on the rate for the current year, as follows:</p> |

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|                             | <b>Rate for Current Year<br/>Before Adjustment</b>                                                                                                                                                                       | <b>Maximum Annual<br/>Percentage Increase</b> |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
|                             | Below 5.00%                                                                                                                                                                                                              | 0.25%                                         |
|                             | 5.01% - 7.00%                                                                                                                                                                                                            | 0.50%                                         |
|                             | 7.01% or greater                                                                                                                                                                                                         | 0.75%                                         |
| 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. Final average pay was frozen for some highly compensated employees on December 31, 2009 and for all other participants on December 31, 2012.       |                                               |
| 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. The Social Security benefit was frozen as of December 31, 2012.                                                               |                                               |

## Plan Changes Since the Prior Year

The January 1, 2014 valuations reflect the following plan changes:

- An increase in the IRC section 415 dollar limit for defined benefit plans from \$205,000 in 2013 to \$210,000 in 2014.
- 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.

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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.

Schedule SB Attachment (Form 5500)—2014 Plan Year  
Speedway Retirement Plan  
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Schedule SB, line 24—Change in Actuarial Assumptions

- A change in retirement rates.
- A change in withdrawal rates.
- A change in the marriage assumption from 90% to 80% for males and 70% to 35% for females.
- A change in the assumed average terminated vested retirement age from 65 to 59.
- Continuing term vested optional form election updated from 100% choose a single life annuity to 96% choose an immediate lump sum and 4% choose a single life annuity.

These changes were made to better reflect the anticipated future experience. These assumption changes did not result in a decrease in the funding shortfall of the plan in excess of \$50,000,000 or both 5% of the funding target of the plan and \$5,000,000; as such, approval of the commissioner is not required.

Schedule SB Attachment (Form 5500)—2014 Plan Year  
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2014

| Attained Age | Number of Participants and Average Cash Balance Account<br>Years of Credited Service |                |                 |                 |                |                |                |                 |       |     |
|--------------|--------------------------------------------------------------------------------------|----------------|-----------------|-----------------|----------------|----------------|----------------|-----------------|-------|-----|
|              | <1                                                                                   | 1-4            | 5-9             | 10-14           | 15-19          | 20-24          | 25-29          | 30-34           | 35-39 | 40+ |
| <25          |                                                                                      |                |                 |                 |                |                |                |                 |       |     |
| 25-29        | 1                                                                                    | 302<br>\$819   | 81<br>\$2,946   |                 |                |                |                |                 |       |     |
| 30-34        | 7                                                                                    | 256<br>\$1,968 | 170<br>\$7,612  | 36<br>\$13,612  |                |                |                |                 |       |     |
| 35-39        | 4                                                                                    | 188<br>\$2,339 | 141<br>\$8,993  | 99<br>\$18,390  | 12             |                |                |                 |       |     |
| 40-44        | 2                                                                                    | 191<br>\$2,168 | 128<br>\$9,943  | 92<br>\$26,537  | 66<br>\$37,928 | 23<br>\$39,657 |                |                 |       |     |
| 45-49        | 3                                                                                    | 178<br>\$2,800 | 130<br>\$11,622 | 116<br>\$27,506 | 72<br>\$44,891 | 68<br>\$57,281 | 7              |                 |       |     |
| 50-54        | 4                                                                                    | 242<br>\$3,147 | 140<br>\$14,750 | 128<br>\$31,544 | 70<br>\$43,481 | 75<br>\$62,201 | 55<br>\$94,057 | 11              |       |     |
| 55-59        | 1                                                                                    | 205<br>\$3,562 | 140<br>\$15,292 | 93<br>\$30,603  | 43<br>\$52,647 | 40<br>\$62,464 | 44<br>\$87,259 | 21<br>\$104,344 | 4     |     |
| 60-64        |                                                                                      | 93<br>\$3,861  | 85<br>\$14,203  | 58<br>\$37,489  | 38<br>\$61,191 | 21<br>\$60,664 | 15             | 11              | 8     | 1   |
| 65-69        |                                                                                      | 39<br>\$2,765  | 34<br>\$16,935  | 23<br>\$35,536  | 8              | 5              | 5              | 1               |       |     |
| 70+          | 3                                                                                    | 26<br>\$3,186  | 21<br>\$16,110  | 8               | 4              | 3              | 1              |                 | 1     |     |

N-4,201

Schedule SB Attachment (Form 5500)—2014 Plan Year  
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Schedule SB, line 32—Schedule of Amortization Bases

| Type of Base | Present Value of Installment | Date Established | Years Remaining | Amortization Installment |
|--------------|------------------------------|------------------|-----------------|--------------------------|
| Shortfall    | \$ 16,975,281                | January 1, 2011  | 4               | \$ 4,558,642             |
| Shortfall    | \$ (13,359,996)              | January 1, 2012  | 5               | \$ (2,938,346)           |
| Shortfall    | \$ 7,231,852                 | January 1, 2014  | 7               | \$ 1,210,315             |

**Speedway Retirement Plan**  
**EIN 31-1551430, Plan Number 007**  
**Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)**  
**December 31, 2014**

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| (a) | (b) Identity of issue, borrower, lessor, or similar party | (d) Cost   | (e) Current value |
|-----|-----------------------------------------------------------|------------|-------------------|
|     | <b>Short-term investments:</b>                            |            |                   |
|     | S-T Invest Fund Ctfi 2.08                                 | 2.00       | 2.00              |
|     | Pharma Stem Corp C Cv Pfd                                 |            | -                 |
|     | Pharma Stem Corp D Cv Pfd                                 |            | -                 |
|     | Pharma Stem Therapeutics A Pfd                            |            | -                 |
|     | Pharma Stem Therapeutics B Pfd                            |            | -                 |
|     | <b>Real Estate</b>                                        |            |                   |
|     | AG CORE PLUS REALTY II 316,247                            | 106,257.00 | 49,424.00         |
|     | AG CORE PLUS REALTY III 327,414                           | 327,414.00 | 430,464.00        |
|     | Aetos Capital Asia II LP 272,323                          | 234,491.00 | 101,918.00        |
|     | Aetos Capital Asia III LP 430,982                         | 419,857.00 | 73,168.00         |
|     | Avanti Strategic Land II-ACT 12,369                       | 0.00       | 0.00              |
|     | Avanti Strategic Land II-PAS 45,962                       | 0.00       | 2,913.00          |
|     | Avanti Strategic Land III-ACT 96,833                      | 0.00       | 15,148.00         |
|     | Avanti Strategic Land III-PAS 97,835                      | 0.00       | 28,062.00         |
|     | Avanti Strategic Land IV-ACT 28,410                       | 4,326.00   | 19,129.00         |
|     | Avanti Strategic Land IV-PAS 19,484                       | 909.00     | 5,243.00          |
|     | Avanti Strategic Land V 171,816                           | 149,735.00 | 123,123.00        |
|     | Avanti Strategic Land VI 214,915                          | 190,576.00 | 246,246.00        |
|     | Avanti Strategic Land Inv VII 155,445                     | 154,627.00 | 139,921.00        |
|     | Blackstone R/E Partners IV 341,882                        | 231,278.00 | 190,589.00        |
|     | Blackstone R/E Partners V 485,280                         | 279,518.00 | 515,060.00        |
|     | Blackstone R/E Partners VI 542,115                        | 314,733.00 | 640,961.00        |
|     | Blackstone R/E Partners VII 416,864                       | 416,864.00 | 593,152.00        |
|     | CPI Asia Pacific 518,246                                  | 69,043.00  | 105,227.00        |
|     | CPI Eruope 398,311                                        | 342,625.00 | 127,127.00        |
|     | DLJ RE Capital Partners III LP 420,558                    | 372,671.00 | 286,668.00        |

**Speedway Retirement Plan**  
**EIN 31-1551430, Plan Number 007**

**Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)**  
**December 31, 2014**

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| (a) | (b) Identity of issue, borrower, lessor, or similar party | (d) Cost     | (e) Current value |
|-----|-----------------------------------------------------------|--------------|-------------------|
|     | DLJ RE Capital Partners IV LP                             | 681,602      | 618,102.00        |
|     | Lasalle Mexico Fund I                                     | 549,919      | 494,534.00        |
|     | Rockpoint R E Fund I LP                                   | 341,882      | 79,274.00         |
|     | Rockpoint R E Fund II LP                                  | 341,882      | 226,241.00        |
|     | Rockpoint RE Fund III LP                                  | 696,446      | 156,710.00        |
|     | Rockpoint RE Fund IV LP                                   | 229,307      | 221,206.00        |
|     | Pearlmark Mezzanine III                                   | 672,283      | 328,796.00        |
|     | Westbrook RE Fund IV LP                                   | 205,129      | 0.00              |
|     | <b>Other Investments:</b>                                 |              |                   |
|     | TC&I Timber Company - Shasta                              | 517,473.09   | 517,473.00        |
|     | TC&I Timber Company - Chinook                             | 1,036,074.48 | 1,036,074.00      |
|     | <b>Limited Partnerships:</b>                              |              |                   |
|     | AEA Investors 2006 LP                                     | 457,569      | 250,462.00        |
|     | AEA Investors 2003 Program                                | 145,624      | 10,712.00         |
|     | AEA Investors V                                           | 261,418      | 261,418.00        |
|     | Aurora Equity Partners IV LP                              | 188,985      | 188,969.00        |
|     | CAI Partners & Company II LP                              | 67,908       | 39,083.00         |
|     | CAI Partners & Company IV LP                              | 470,755      | 278,149.00        |
|     | Clayton Dubilier Rice Fund VI                             | 315,381      | 16,470.00         |
|     | Clayton Dubilier Rice Fund VII                            | 81,121       | 33,040.00         |
|     | Clayton Dubilier Rice Fd VIII                             | 414,137      | 294,907.00        |
|     | Devon Part Bioventurs LP                                  | 166,629      | 158,533.00        |
|     | Electra Partners Club 2007 LP                             | 315,325      | 187,673.00        |
|     | FF&P Investor LP                                          | 134,659      | 92,611.00         |
|     | Fourth Cinven Fund                                        | 285,388      | 214,566.00        |
|     | Fifth Cinven Fund                                         | 149,902      | 149,902.00        |

**Speedway Retirement Plan**  
**EIN 31-1551430, Plan Number 007**

**Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)**  
**December 31, 2014**

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| (a) | (b) Identity of issue, borrower, lessor, or similar party |         | (d) Cost      | (e) Current value |
|-----|-----------------------------------------------------------|---------|---------------|-------------------|
|     | Geam Intl Private Equity Fund                             | 221,961 | 31,228.00     | 61,756.00         |
|     | International PVt Eq Fund II                              | 181,730 | 160,635.00    | 190,899.00        |
|     | Tenaya Capital V                                          | 243,238 | 167,622.00    | 219,737.00        |
|     | Tenaya Capital VI                                         | 241,306 | 241,306.00    | 269,647.00        |
|     | PERFORMANCE DIRECT II                                     | 635,265 | 448,873.00    | 616,294.00        |
|     | Third Cinven Fund                                         | 279,466 | 37,724.00     | 32,626.00         |
|     | TRIDENT IV LP                                             | 595,928 | 220,494.00    | 412,675.00        |
|     | TRIDENT V LP                                              | 749,669 | 729,257.00    | 886,523.00        |
|     | Warburg Pincus Pvt Equity VIII                            | 136,753 | 0.00          | 53,114.00         |
|     | Warburg Pincus Pvt Equity IX                              | 229,061 | 28,970.00     | 72,922.00         |
|     | Warburg Pincus Pvt Equity X                               | 820,518 | 375,843.00    | 636,685.00        |
|     | Warburg Pincus Pvt Equity XI                              | 233,574 | 223,412.00    | 271,006.00        |
|     | Total Investments                                         |         | 12,135,195.00 | 14,081,219.00     |