
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): January 11, 2008

SPEEDWAY MOTORSPORTS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13582
(Commission File Number)

51-0363307
(I.R.S. Employer
Identification Number)

**5555 Concord Parkway South
Concord, North Carolina 28027**
(Address of principal executive offices)

Registrant's telephone number, including area code: (704) 455-3239

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On January 16, 2008, Speedway Motorsports, Inc. filed a Current Report on Form 8-K (“January Form 8-K”) regarding the completion of its acquisition of New Hampshire Speedway, Inc. This Form 8-K/A amends the January Form 8-K to include the audited financial statements and unaudited pro forma financial information required by Item 9.01 of Form 8-K. The information previously reported in the January Form 8-K is hereby incorporated by reference into this Form 8-K/A.

Item 9.01. Financial Statements and Exhibits.

Set forth below are the audited financial statements and unaudited pro forma financial information relating to the completed acquisition described above that are required to be filed as part of this Form 8-K/A:

(a) Financial Statements of Business Acquired.

The Report of Independent Registered Public Accounting Firm, Baker Newman & Noyes, LLC, is hereby incorporated by reference to Exhibit 99.2.

The audited consolidated balance sheet of New Hampshire Speedway, Inc. as of December 31, 2007, and the related consolidated statements of operations, changes in stockholders’ equity and cash flows for the year then ended are incorporated by reference to Exhibit 99.3.

(b) Pro Forma Financial Information.

The following information is attached hereto as Exhibit 99.4 and is incorporated by reference:

- (i) Unaudited Pro Forma Combined Balance Sheet as of December 31, 2007.
- (ii) Unaudited Pro Forma Combined Statement of Income for the Year Ended December 31, 2007.
- (iii) Notes to Unaudited Pro Forma Combined Financial Statements.

(d) Exhibits.

- Exhibit 23.1 Consent of Independent Registered Public Accounting Firm, Baker Newman & Noyes, LLC.
- Exhibit 99.1 Stock Purchase Agreement, dated October 30, 2007, between Speedway Motorsports, Inc. (SMI), Robert P. Bahre and Gary G. Bahre relating to the New Hampshire International Speedway (incorporated by reference to Exhibit 10.34 to SMI’s Annual Report on Form 10-K filed March 14, 2008).
- Exhibit 99.2 Report of Independent Registered Public Accounting Firm, Baker Newman & Noyes, LLC.
- Exhibit 99.3 Audited consolidated balance sheet of New Hampshire Speedway, Inc. as of December 31, 2007, and the related consolidated statements of operations, changes in stockholders’ equity and cash flows for the year then ended.
- Exhibit 99.4 Unaudited pro forma combined financial statements of Speedway Motorsports, Inc. and New Hampshire Speedway, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 27, 2008

SPEEDWAY MOTORSPORTS, INC.

By: /s/ William R. Brooks

William R. Brooks

Chief Financial Officer, Executive Vice President and Treasurer

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Form 8-K/A of Speedway Motorsports, Inc. to be incorporated by reference in Speedway Motorsports, Inc.'s Registration Statement Nos. 333-69616, 333-49027, 333-69618, 333-89496, 333-114965, and 333-114969 on Forms S-8 of our report dated March 13, 2008, with respect to the consolidated financial statements of New Hampshire Speedway, Inc. as of and for the year ended December 31, 2007.

/s/ Baker Newman & Noyes, LLC
Portland, Maine
March 27, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders
New Hampshire Speedway, Inc.
(d/b/a New Hampshire International Speedway)

We have audited the accompanying consolidated balance sheet of New Hampshire Speedway, Inc. (d/b/a New Hampshire International Speedway) as of December 31, 2007, and the related consolidated statements of operations, changes in stockholders' equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of New Hampshire Speedway, Inc. (d/b/a New Hampshire International Speedway) at December 31, 2007, and the consolidated results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As described in note 10, the Company's stock was acquired by an unrelated corporation effective January 11, 2008.

/s/ Baker Newman & Noyes, LLC
Portland, Maine
March 13, 2008

NEW HAMPSHIRE SPEEDWAY, INC.
(d/b/a New Hampshire International Speedway)

CONSOLIDATED BALANCE SHEET

December 31, 2007

<u>ASSETS</u>	
Current assets:	
Cash and cash equivalents (note 2)	\$ 5,591,149
Accounts receivable, less allowance for doubtful accounts of \$ 17,000	8,843,429
Prepaid expenses	153,150
Inventories	212,477
Due from stockholders (note 9)	3,197,030
Refundable state income taxes	137,813
Total current assets	18,135,048
Property, plant and equipment, net (note 3)	27,928,812
Investments (note 4)	1,250,001
	\$47,313,861
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>	
Current liabilities:	
Accounts payable	\$ 35,989
Accrued expenses	17,447
Deferred income, net	17,111,865
Total current liabilities	17,165,301
Deferred state income taxes (note 8)	645,188
Commitments (notes 7 and 10)	
Stockholders' equity (note 10):	
Common stock, no par value; authorized 1,000 shares; issued and outstanding 322 shares	322
Additional paid-in capital	3,099,679
Retained earnings	26,403,371
Total stockholders' equity	29,503,372
	\$47,313,861

See accompanying notes.

NEW HAMPSHIRE SPEEDWAY, INC.
(d/b/a New Hampshire International Speedway)

CONSOLIDATED STATEMENT OF OPERATIONS

Year Ended December 31, 2007

Revenues:	
Ticket sales	\$21,564,854
Concession sales	4,362,279
Sponsorships and suite rentals	3,922,406
Television, radio and ancillary media rights	21,311,834
Track rental and racing series, net and competition entry fees	1,187,369
Other	971,550
Total revenues	<u>53,320,292</u>
Expenses (note 7):	
Purses and sanctions	14,007,364
Concession costs	2,019,833
Advertising and promotion	2,990,444
Insurance, utilities, property tax and professional fees	1,987,172
Event personnel and standby services	2,757,526
Maintenance	2,328,031
Officers' compensation	18,920,228
Administrative salaries, sales salaries, payroll taxes and benefits	2,533,930
Office expenses, operating supplies, postage and other	2,238,535
Contributions	1,369,664
Interest	1,063,149
Depreciation and amortization	2,075,499
Consulting and noncompetition fees (note 5)	150,000
Total expenses	<u>54,441,375</u>
Loss before state income taxes	(1,121,083)
State income tax expense (note 8)	79,077
Net loss	<u>\$ (1,200,160)</u>

See accompanying notes.

NEW HAMPSHIRE SPEEDWAY, INC.
(d/b/a New Hampshire International Speedway)

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

Year Ended December 31, 2007

	Common Stock	Additional Paid-In Capital	Retained Earnings	Total Stockholder's Equity
Balance, December 31, 2006	\$ 322	\$3,099,679	\$34,103,531	\$37,203,532
Net loss	—	—	(1,200,160)	(1,200,160)
Dividends, \$20,186 per share	—	—	(6,500,000)	(6,500,000)
Balance, December 31, 2007	<u>\$ 322</u>	<u>\$3,099,679</u>	<u>\$26,403,371</u>	<u>\$29,503,372</u>

See accompanying notes.

NEW HAMPSHIRE SPEEDWAY, INC.
(d/b/a New Hampshire International Speedway)

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended December 31, 2007

Cash flows from operating activities:	
Net loss	\$(1,200,160)
Adjustments to reconcile net loss to net cash used by operating activities:	
Depreciation and amortization	2,075,499
Deferred state income taxes	(36,810)
Changes in operating assets and liabilities:	
Accounts receivable	(291,099)
Prepaid expenses	422,109
Inventories	(30,844)
State income taxes receivable/payable	(206,020)
Accounts payable	23,242
Accrued expenses	(40,257)
Deferred income	(972,060)
Net cash used by operating activities	<u>(256,400)</u>
Cash flows from investing activities:	
Purchase of property, plant and equipment	(364,737)
Due from stockholders	4,059,982
Net cash provided by investing activities	<u>3,695,245</u>
Cash flows from financing activities:	
Notes payable, net	7,000,000
Dividends paid	(6,500,000)
Net cash provided by financing activities	<u>500,000</u>
Net increase in cash	3,938,845
Cash and cash equivalents, beginning of year	<u>1,652,304</u>
Cash and cash equivalents, end of year	<u><u>\$ 5,591,149</u></u>
Supplemental disclosure of cash flow information:	
Cash paid during the year for interest	<u>\$ 1,115,759</u>
Cash paid during the year for state income taxes, net	<u>\$ 321,907</u>

Noncash transactions:

During 2007, certain equipment with a net book value of \$27,702 was transferred to a stockholder with the offset being an increase in amounts due from stockholders.

On October 31, 2007, \$25,000,000 of notes payable were transferred to the Company's stockholders with the offset being a reduction in due from stockholders (note 6).

See accompanying notes.

NEW HAMPSHIRE SPEEDWAY, INC.
(d/b/a New Hampshire International Speedway)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2007

1. Business and Industry

New Hampshire Speedway, Inc. (the Company) operates a super motor speedway in Loudon, New Hampshire. Most of the Company's 2007 revenues were derived from NASCAR sanctioned racing events, including two Nextel Cup car races. NASCAR, in its sole discretion, sanctions Nextel Cup event dates annually. The Company has been awarded two such event dates again for 2008.

The Company is also the sole member of Speedway Aviation, LLC, which was founded in 2003 to own and operate a helicopter used in speedway operations.

As discussed in note 10, the Company was sold to Speedway Motorsports, Inc. on January 11, 2008. As of this date, the Company's name was changed to New Hampshire Motor Speedway. Also as of this date, Speedway Aviation, LLC was transferred to the former owners of New Hampshire Speedway, Inc.

The historical carrying value of the Company's assets and liabilities have not been adjusted to reflect the fair values recordable as a result of the acquisition.

2. Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of New Hampshire International Speedway, Inc. and its wholly-owned subsidiary Speedway Aviation, LLC. All significant intercompany transactions are eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reporting of amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Accounts Receivable

Accounts receivable are carried net of an allowance for doubtful accounts, as determined by management after considering the nature and circumstances of past due accounts. Accounts are charged off when deemed uncollectible.

Inventories

Inventories are stated at the lower of cost, determined on the first-in, first-out basis, or market.

NEW HAMPSHIRE SPEEDWAY, INC.
(d/b/a New Hampshire International Speedway)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2007

2. Significant Accounting Policies (Continued)

Property, Plant and Equipment

Property, plant and equipment, including improvements, are stated at cost.

Depreciation is provided using the straight-line method over the estimated useful life of the asset as follows:

Buildings and grandstands	30 – 39 years
Facility	15 – 30 years
Equipment	5 – 10 years

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and repurchase agreements at one bank. The bank balances at December 31, 2007 were \$5,658,608, of which \$5,385,563 was collateralized by the securities underlying a repurchase agreement. The remainder of the bank balances exceeded FDIC insurance limits by \$173,045 at December 31, 2007.

Advertising Costs

The Company expenses costs of advertising in the accounting period in which the costs are incurred.

Admission and Deferred Income

Admission income and all race-related revenue are recorded as earned upon completion of an event. Advance ticket sales and all race-related revenue with respect to future events are deferred until earned.

3. Property, Plant and Equipment

At December 31, 2007, property, plant and equipment consisted of the following:

Land	\$ 3,494,634
Facility	17,111,414
Buildings and grandstands	26,342,554
Equipment	4,394,188
Helicopter	1,887,547
	<u>53,230,337</u>
Less accumulated depreciation	<u>25,301,525</u>
	<u>\$27,928,812</u>

NEW HAMPSHIRE SPEEDWAY, INC.
(d/b/a New Hampshire International Speedway)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2007

4. Investments

Since 1996, the Corporation has owned a 50% ownership interest in the stock of North Wilkesboro Speedway, Inc. Speedway Motorsports, Inc. owns the other 50% (note 10). The co-owners of North Wilkesboro Speedway, Inc. have partially liquidated the Company and the investment is carried at management's estimate of the future proceeds of liquidation of \$1,250,000 at December 31, 2007. The investee company has no significant operations and its assets consist primarily of real estate.

5. Noncompetition Agreements

On January 2, 1996, the Corporation acquired a noncompetition agreement for twelve years from an employee of North Wilkesboro Speedway, Inc. payable \$150,000 commencing January 15, 1996 and annually thereafter for the next eleven years without interest. The last payment was made during 2007.

6. Notes Payable

Through October 31, 2007, the Company had notes payable to a bank under an available \$25,000,000 line of credit. Outstanding borrowings required interest payments at a variable rate and were secured by accounts receivable, certain assets of a stockholder and the personal guarantees of the stockholders. On October 31, 2007, all outstanding amounts owed (\$25,000,000) were transferred to the stockholders and the Company was released from any obligation under the line. The Company's associated pledged collateral was concurrently released.

7. Commitments

The Company has entered into a lease of 58 golf carts for \$53,970 per year through November 2009. The related expense is included in maintenance expense.

In 2007, the Company paid discretionary bonuses to employees of approximately \$1,300,000.

8. Income Taxes

The Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code for federal tax purposes. Accordingly, current earnings are reported directly by the stockholders and no federal income taxes related to earnings are payable by the Company. The State of New Hampshire continues to tax the Corporation's taxable earnings.

NEW HAMPSHIRE SPEEDWAY, INC.
(d/b/a New Hampshire International Speedway)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2007

8. Income Taxes (Continued)

State income tax expense (benefit) for the year ended December 31, 2007 is as follows:

Current	\$115,887
Deferred	(36,810)
Total	<u>\$ 79,077</u>

Deferred state income taxes relate primarily to temporary differences between the amounts used for depreciation and the amortization of noncompetition agreements for financial reporting purposes and income tax purposes.

9. Due from Stockholders

Due from stockholders represent noninterest bearing advances. Amounts due from stockholders were reduced significantly during 2007 and all remaining amounts due were paid by January 10, 2008, in preparation for the sale of the Company to Speedway Motorsports, Inc. (See note 10 for further information). Accordingly, such amounts have been classified as a current asset in the accompanying December 31, 2007 consolidated balance sheet.

10. Subsequent Event – Sale of New Hampshire Speedway, Inc.

On October 30, 2007, the stockholders of New Hampshire Speedway, Inc. entered into a Stock Purchase Agreement with Speedway Motorsports, Inc. (SMI). Under the agreement, the stockholders agreed to sell 100% of their stock to SMI for a purchase price significantly in excess of the Company's net stockholders' equity. As provided in the agreement, the Company transferred Speedway Aviation, LLC (whose assets consisted primarily of a helicopter with a net carrying value of approximately \$400,000) to the Company's stockholders in early January 2008. Amounts due from stockholders were also repaid (note 9). The closing of the transaction took place on January 11, 2008. At that time, all shares of the Company's stock were sold to, and the Company became a wholly-owned subsidiary of, SMI. SMI then changed the name of the Company to New Hampshire Motor Speedway. No adjustments to carrying values of assets or liabilities necessitated by this transaction have been reflected in these financial statements.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

On January 11, 2008, Speedway Motorsports, Inc. (the Company or SMI) completed the purchase of 100% of the issued and outstanding stock of New Hampshire Speedway, Inc., d/b/a New Hampshire International Speedway, for cash of \$340.0 million. The New Hampshire International Speedway is being renamed New Hampshire Motor Speedway and is hereafter referred to as NHMS. NHMS owns and operates a multi-use complex located in Loudon, New Hampshire, featuring a 1.058-mile oval superspeedway and a 1.6-mile road course on approximately 1,175 acres. The purchase also included 50% ownership interest in the outstanding stock of North Wilkesboro Speedway, Inc. (NWS). The Company has owned the remaining 50% interest in NWS for several years. NWS has no operations and its assets consist primarily of real estate which has no significant fair value. NHMS currently has approximately 96,000 permanent seats and 38 luxury suites. NHMS has sanction agreements to annually host two NASCAR Sprint Cup Series and one NASCAR Nationwide Series race, among other events and track rentals.

The purchase of NHMS expands the Company's motorsports business into one of the largest media markets in North America. Management believes its facilities and racing events provide the Company with many opportunities for increasing revenues and profitability and for cost-saving synergies and other financial benefits. The unaudited pro forma combined statement of operations does not reflect any new revenue sources or cost-saving or other synergies which may be attainable subsequent to the consummation of the acquisition and, accordingly, does not attempt to predict or suggest future results. Also, the unaudited pro forma combined statement of operations has not been adjusted to exclude certain non-recurring costs including, among other items: (i) a payment of \$150,000 under a noncompetition agreement which expired in 2007; (ii) discretionary one-time change in control payments of approximately \$1.3 million to employees approved by the previous NHMS owners; and (iii) interest expense of approximately \$1.1 million on a note payable not assumed in acquisition that was used primarily to fund distributions to previous NHMS owners. In 2008 and future years, the Company plans to make various improvements at NHMS, including possible expansion of concessions, camping, restrooms and other fan amenities. These improvements may involve material capital expenditures over several years in amounts that have not yet been determined.

The purchase price was funded with available cash and \$300.0 million in borrowings under the Company's bank credit facility, as amended (the Credit Facility). On January 10, 2008, the Company amended its Credit Facility to increase the amount available for borrowing under revolving loans from \$400.0 million to \$500.0 million, and to specifically exclude the NHMS purchase from the provision that aggregate cash consideration for the Company's motorsports industry related transactions in any fiscal year could not exceed 35% of its consolidated net worth at the immediately preceding fiscal year end. After the purchase, the Company had outstanding borrowings of \$398.4 million and could borrow up to an additional \$99.7 million under the amended Credit Facility as of January 11, 2008.

The following unaudited pro forma combined financial statements of SMI and NHMS reflect historical amounts derived from their respective separate audited financial statements as of and for the year ended December 31, 2007. These unaudited pro forma combined financial statements have been prepared giving effect to SMI's acquisition of NHMS as if the transaction had taken place as of December 31, 2007 for the pro forma balance sheet, and as of January 1, 2007 for the statement of income for the year ended December 31, 2007. The audited financial statements included in SMI's Annual Report on Form 10-K for the year ended December 31, 2007 represent the latest filed with the Securities and Exchange Commission.

The acquisition has been accounted for as a purchase business combination pursuant to Statement of Financial Accounting Standards No. 141, Business Combinations (FAS 141). SMI is considered the acquiring corporation for accounting and financial reporting purposes. Under FAS 141, the purchase price paid by SMI, together with the direct costs of the acquisition incurred by SMI, have been allocated to NHMS's tangible and identifiable intangible assets and liabilities based on their estimated fair values at acquisition date, with the excess, if any, recorded as goodwill. The assets, liabilities and results of operations of NHMS have been combined with the assets, liabilities and results of operations of SMI as of the closing date of the acquisition. In addition, the net assets of now 100% owned NWS are being consolidated into SMI's financial statements resulting in the elimination of SMI and NHMS equity investments in NWS, all of which had an insignificant impact on the pro forma combined financial statements. SMI is obtaining independent appraisals, which are currently being finalized, of the fair value of NHMS property and equipment and other net assets acquired, including identifiable intangibles, and of the NWS property and equipment. Accordingly, the purchase price allocation is preliminary and may or may not be materially different from the final purchase price allocation.

The unaudited pro forma financial information is not necessarily indicative of the results of operations or the financial position which would have been attained had the acquisition been consummated at the foregoing date or which may be attained in the future. Certain NHMS historical amounts were reclassified to conform to SMI financial statement categories and, accordingly, are not directly comparable to the stand-alone financial statements of NHMS in Exhibit No. 99.3 to this filing.

The pro forma financial information should be read in conjunction with the historical financial statements of SMI and NHMS.

Speedway Motorsports, Inc. and New Hampshire Speedway Inc.
Unaudited Pro Forma Combined Balance Sheet
As of December 31, 2007
(In thousands)

	<u>Historical</u>		<u>Pro Forma Adjustments</u>	<u>Notes</u>	<u>Pro Forma Combined</u>
	<u>SMI</u>	<u>NHMS</u>			
Assets					
Current Assets:					
Cash and cash equivalents	\$ 156,273	\$ 5,591	\$ (40,701)	A	\$ 121,163
Short-term investments	12,189	—	—		12,189
Accounts and notes receivable, net	42,280	12,029	—		54,309
Prepaid and refundable income taxes	13,329	138	—		13,467
Inventories	14,904	183	—		15,087
Prepaid expenses	3,673	121	—		3,794
Total Current Assets	242,648	18,062	(40,701)		220,009
Notes and Other Receivables:					
Affiliates	8,790	—	—		8,790
Other	4,601	—	—		4,601
Other Assets	23,217	—	387	B	23,604
Property and Equipment, Net	1,066,393	27,929	24,498	C	1,118,820
Equity Investments in Associated Entities	76,678	1,250	(2,462)	D	75,466
Other Intangible Assets, Net	101,539	—	250,000	E	351,539
Goodwill	54,454	—	151,633	F	206,087
Total	\$1,578,320	\$47,241	\$ 383,355		\$2,008,916
Liabilities and Stockholders' Equity					
Current Liabilities:					
Current maturities of long-term debt	\$ 20	—	\$ —		\$ 20
Accounts payable	19,149	12	—		19,161
Deferred race event income, net	112,099	17,050	—		129,149
Accrued interest	2,130	—	—		2,130
Accrued expenses and other liabilities	22,093	18	—		22,111
Deferred income taxes	22,229	—	—		22,229
Total Current Liabilities	177,720	17,080	—		194,800
Long-Term Debt	428,440	—	300,000	G	728,440
Payable to Affiliate	2,594	—	—		2,594
Deferred Income, Net	10,245	—	—		10,245
Deferred Income Taxes	118,191	645	112,858	H	231,694
Other Liabilities	13,459	13	—		13,472
Total Liabilities	750,649	17,738	412,858		1,181,245
Stockholders' Equity:					
Common stock	448	—	—		448
Additional paid-in capital	237,721	3,100	(3,100)	I	237,721
Retained earnings	635,214	26,403	(26,403)	I	635,214
Accumulated other comprehensive loss	(23)	—	—		(23)
Treasury stock, at cost	(45,689)	—	—		(45,689)
Total Stockholders' Equity	827,671	29,503	(29,503)		827,671
Total	\$1,578,320	\$47,241	\$ 383,355		\$2,008,916

See accompanying Notes to Unaudited Pro Forma Combined Financial Statements.

Speedway Motorsports, Inc. and New Hampshire Speedway Inc.
Unaudited Pro Forma Combined Statement of Income
For the Year Ended December 31, 2007
(In thousands, except per share amounts)

	<u>Historical</u>		<u>Pro Forma Adjustments</u>	<u>Notes</u>	<u>Pro Forma Combined</u>
	<u>SMI</u>	<u>NHMS</u>			
Revenues:					
Admissions	\$179,765	\$20,833	\$ —		\$200,598
Event related revenue	197,321	12,878	—		210,199
NASCAR broadcasting revenue	142,517	20,139	—		162,656
Other operating revenue	42,043	—	—		42,043
Total Revenues	561,646	53,850	—		615,496
Expenses and Other:					
Direct expense of events	100,414	10,888	—		111,302
NASCAR purse and sanction fees	100,608	13,982	—		114,590
Other direct operating expense	54,658	—	—		54,658
General and administrative	80,988	26,398	(18,475)	J	88,911
Depreciation and amortization	44,475	2,225	(256)	K	46,444
Interest expense, net	20,984	885	16,319	L	38,188
Losses on equity investees	57,422	—	—		57,422
Other expense (income), net	5,199	593	(672)	M	5,120
Total Expenses and Other	464,748	54,971	(3,084)		516,635
Income (Loss) Before Income Taxes	96,898	(1,121)	3,084		98,861
Provision For Income Taxes	58,504	79	716	N	59,299
Net Income (Loss)	\$ 38,394	\$ (1,200)	\$ 2,368		\$ 39,562
Basic Earnings Per Share	\$ 0.88				\$ 0.90
Weighted Average Shares Outstanding	43,735				43,735
Diluted Earnings Per Share	\$ 0.87				\$ 0.90
Weighted Average Shares Outstanding	43,906				43,906

See accompanying Notes to Unaudited Pro Forma Combined Financial Statements.

**SPEEDWAY MOTORSPORTS, INC. AND NEW HAMPSHIRE SPEEDWAY, INC.
NOTES TO UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS**

For purposes of preparing the unaudited pro forma combined financial statements, the total purchase consideration of \$340,349,000 has been allocated to NHMS's tangible and intangible assets acquired and liabilities assumed based on management's initial valuation estimates, and further refinements are likely to be made. The Company amended its Credit Facility on January 10, 2008 to finance the NHMS acquisition, as described above, and associated interest expense and deferred loan costs are reflected in the pro forma adjustments. The final purchase price allocation will be based on final valuation analyses, appraisals and other studies and could vary significantly from the pro forma amounts reflected here. Allocation of an increased portion of the purchase price to property and equipment or amortizable or nonamortizable identifiable intangible assets would reduce the amount of the purchase price allocated to goodwill, if any, in the unaudited pro forma combined financial statements. Such changes in the purchase price allocation and in finalizing the expected depreciable useful lives could result in increased or decreased depreciation or amortization expense which could be material.

The following pro forma adjustments are based on preliminary estimates of the purchase price and fair values of the assets acquired and liabilities assumed (all in thousands). The final adjustments are expected to be different from these estimates and the differences may be material.

Purchase price summary:	
- Cash paid at closing	\$ 340,000
- Direct costs of acquisition	<u>349</u>
- Total purchase price (assuming \$40,349 from operating cash and \$300,000 from Credit Facility borrowings)	<u>340,349</u>
Allocation of purchase price:	
- Book value of NHMS net assets acquired	29,503
- Less: Net book value of NHMS assets not acquired (principally a helicopter formerly used in speedway operations)	(391)
- Step-up to estimated fair value of NHMS property and equipment	22,462
- Excess of cost over fair values assigned attributable to indefinite-lived intangibles	250,000
- Excess of cost over fair values assigned attributable to goodwill	151,633
- Effects on deferred tax liabilities associated with book and tax differences on acquired property and equipment and identified intangible assets	<u>(112,858)</u>
Total purchase price	<u>340,349</u>
(A) Reflects changes in cash and cash equivalents:	
- Amount of purchase price and direct costs funded by cash	(40,349)
- Adjustment to reflect deferred loan costs associated with amending SMI's Credit Facility	(387)
- Adjustment to reflect the consolidation of NWS	<u>35</u>
	<u>(40,701)</u>
(B) Adjustment to reflect deferred loan costs associated with amending SMI's Credit Facility	387
(C) Reflects property and equipment acquired at estimated fair value:	
- Step up to estimated fair value for non-depreciable NHMS land	11,505
- Step up to estimated fair value for depreciable NHMS property and equipment	10,957
- Elimination of net book value of NHMS assets not acquired (principally a helicopter formerly used in speedway operations)	(391)
- Consolidation of property and equipment for NWS	<u>2,427</u>
	<u>24,498</u>
(D) Elimination of equity investments in NWS by both SMI and NHMS upon consolidation	(2,462)
(E) Increase in excess of cost over fair values assigned to NASCAR race event sanctioning and renewal agreements (non-amortizable indefinite-lived intangibles)	250,000

(F) Reflects changes in Goodwill (non-amortizable indefinite-lived intangibles):	
- Increase in excess of cost over fair values assigned to goodwill	\$ 38,775
- Increase in goodwill for effects on deferred tax liabilities associated with book and tax differences on acquired property and equipment and identified intangible assets	<u>112,858</u>
	<u>151,633</u>
(G) Increase in SMI Credit Facility borrowings for pro forma presentation purposes:	300,000
SMI borrowed \$300.0 million under its Credit Facility to fund the January 11, 2008 NHMS acquisition. Cash disbursed was assumed to be funded with Credit Facility borrowings at an interest rate of 5.4%, which represents the variable rate of interest on the date of acquisition. The additional pro forma interest expense has been reflected in the pro forma statements of income.	
(H) Effects on deferred tax liabilities associated with book and tax differences on acquired property and equipment and identified intangible assets	112,858
(I) To eliminate the historical equity of NHMS	29,503
(J) Change in general and administrative expense:	
- To record the effect of consolidation of NWS	82
- Eliminate excess distributions to previous NHMS owners which were treated as compensation expense	<u>(18,557)</u>
	<u>(18,475)</u>
(K) Reflects changes in depreciation:	
- Increase in depreciation for step-up to estimated fair value of NHMS property and equipment acquired using straight-line basis (average expected useful lives of 20 years, generally ranging from 5 to 40 years)	53
- Increase in depreciation for step-up to estimated fair value of 50% interest in NWS property and equipment acquired using straight-line basis, and for the effects of consolidation of NWS	69
- Elimination of depreciation associated with NHMS assets not acquired (principally a helicopter formerly used in speedway operations)	<u>(378)</u>
	<u>(256)</u>
(L) Change in interest expense, net:	
- Interest expense on pro forma increase in Credit Facility borrowings using an assumed 5.4% interest rate, representing the variable rate of interest on the date of acquisition (see Note G above). A 12.5 basis point increase or decrease in interest rates would result in an increase or decrease of \$375,000 in pre-tax interest expense for the fiscal year.	16,200
- Amortization of deferred loan costs associated with amending the Credit Facility	<u>119</u>
	<u>16,319</u>
(M) Change in other expense (income), net:	
- Elimination of expenses associated with Speedway Aviation, LLC (100% owned by NHMS and operated a helicopter used in speedway operations) which was not acquired by SMI	(560)
- Effect of consolidating NWS, and resulting elimination of losses of equity investee and the recording of consolidated other expense (income).	<u>(112)</u>
	<u>(672)</u>
(N) Reflects the income tax impact of NHMS's pro forma income statement at NHMS's combined federal and state statutory tax rate of 40.5%.	716