Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BARTOW FORD COMPANY INC 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1987

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
BARTOW FORD COMPANY INC

2800 U.S. HWY. 98 NORTH
BARTOW, FL 33830

2b Employer Identification Number (EIN) 59-0687878

2c Sponsor's telephone number 863-533-0425

2d Business code (see instructions) 441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/21/2010	RANDALL MATTHEWS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
BARTOW FORD COMPANY INC

2800 U.S. HWY. 98 NORTH
BARTOW, FL 33830

3b Administrator's EIN
59-0687878

3c Administrator's telephone number
863-533-0425

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	222
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	191
b	Retired or separated participants receiving benefits	**6b**	9
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	200
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	200
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	115
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2G 2J 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BARTOW FORD COMPANY INC 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BARTOW FORD COMPANY INC

D Employer Identification Number (EIN)
59-0687878

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

WACHOVIA BANK NATIONAL ASSOCIATION

22-1147033

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	TRUSTEE CORPORATE	17072	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BARTOW FORD COMPANY INC 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BARTOW FORD COMPANY INC

D Employer Identification Number (EIN)
59-0687878

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

a Name of MTIA, CCT, PSA, or 103-12 IE: ENHANCED STOCK MARKET FUND

b Name of sponsor of entity listed in (a): WACHOVIA RETIREMENT SERVICES

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)
56-6288528-001	C	166187

a Name of MTIA, CCT, PSA, or 103-12 IE: WACHOVIA DIVERSIFIED STABLE VAL FD

b Name of sponsor of entity listed in (a): WACHOVIA RETIREMENT SERVICES

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)
56-6592596-001	C	1888936

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BARTOW FORD COMPANY INC 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BARTOW FORD COMPANY INC

D Employer Identification Number (EIN)
59-0687878

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		31035
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1203478	5574871
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	397666	314359
(9) Value of interest in common/collective trusts	1c(9)	2314295	2055123
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1461901	1930879
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	5377340	9906267
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	5377340	9906267

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)	260837	
	(C) Others (including rollovers)	2a(1)(C)	6635	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		267472
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	18646	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18646
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	73	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		73
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	360588	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	138286	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		222302

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	3961589	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		3961589
(6) Net investment gain (loss) from common/collective trusts	2b(6)		73656
(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)		441387
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4985125
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	439126	
(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)		439126
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	17072	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		17072
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		456198
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		4528927
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) [X] 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 [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PURYEAR HAMILTON HAUSMAN WOOD (2) EIN: 62-0788068

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BARTOW FORD COMPANY INC 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BARTOW FORD COMPANY INC

D Employer Identification Number (EIN)
59-0687878

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): _____ _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 33

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

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

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

BARTOW FORD COMPANY, INC.
401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2009 AND 2008

BARTOW FORD COMPANY, INC.
401(K) RETIREMENT PLAN

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December 31, 2009 and 2008

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June 11, 2010

Independent Auditors' Report

Administrative Committee of
Bartow Ford Company, Inc.
401(k) Retirement Plan
Bartow, Florida

We have audited the accompanying statements of net assets available for benefits of Bartow Ford Company, Inc. 401(k) Retirement Plan (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, we express no such opinion. 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Bartow Ford Company, Inc. 401(k) Retirement Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Purvear, Hamilton, Hausman & Wood, PLC

Franklin, Tennessee

James E. Hamilton : Jeffrey J. Hausman : Ronald T. Wood : Jami A. Pope

1000 Corporate Centre Drive : Suite 200 : Franklin, Tennessee : 37067

PH 615.771.3600 : FAX 615.771.0081

BARTOW FORD COMPANY, INC.
401(K) RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	2009	2008
Assets:		
Investments:		
Investments, at fair value	$2,015,266	$2,201,408
Investments, at market value	7,505,750	2,665,379
Participant loans receivable	314,359	397,666
Total investments	9,835,375	5,264,453
Receivables:		
Participants' contributions	31,035	-
Total receivables	31,035	-
Net assets reflecting all investments at fair value	9,866,410	5,264,453
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	39,857	112,887
Net assets available for benefits	$9,906,267	$5,377,340

See independent auditors' report and accompanying notes to financial statements.

BARTOW FORD COMPANY, INC.
401(K) RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2009

Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 4,663,656
Dividends	35,351
Interest on participant loans	18,646
Total investment income	4,717,653
Contributions:	
Participants	260,837
Rollovers	6,635
Total contributions	267,472
Total additions	4,985,125
Deductions from net assets attributed to:	
Benefits paid to participants	439,126
Administrative expenses	17,072
Total deductions	456,198
Net increase	4,528,927
Net assets available for benefits:	
Beginning of year	5,377,340
End of year	$ 9,906,267

See independent auditors' report and accompanying notes to financial statements.

(1) Summary of Significant Accounting Policies

(a) Basis of Accounting

The financial statements of Bartow Ford Company, Inc. (the Company/Employer) 401(k) Retirement Plan (the Plan) are prepared under the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value, if applicable. The Plan has one such investment as of December 31, 2009 and 2008; the Wachovia Diversified Stable Value Fund. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. As of December 31, 2009 and 2008, there was a difference between the fair value and the contract value of Plan assets of $39,857 and $112,887, respectively; and, therefore, an adjustment from fair value to contract value was required each year. The fair value of all other investments held by the Plan approximates market value at December 31, 2009 and 2008.

The Plan has elected to become a participating employer in the Wachovia Bank, N.A. (Wachovia) Defined Contribution Prototype Plan and Trust (Master Plan). The Plan is entirely participant directed. Wachovia has assumed responsibility for the Plan's assets as a non-discretionary Trustee.

(b) Valuation of Investments and Income Recognition

The Plan's investments in funds held within the Master Plan are stated at market value, which is based on quoted market prices in active markets, or contract value, which is based on pricing matrices as determined by Wachovia (see Note 3), and is determined daily at December 31, 2009 and

(Continued)

2008. Participant loans receivable are valued at amortized cost, which approximates fair value.

Realized gains and losses and the change in the difference between fair value and the cost of investments are reflected in the Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair value of investments. Purchases and sales of units of mutual funds and shares of stock are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest is recorded on the accrual basis.

(c) Use of Estimates

Preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of management's estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from these estimates.

(d) Reclassifications

Certain amounts in the 2008 financial statements have been reclassified to conform with the current year presentation.

(e) Fair Value Measurement

Effective January 1, 2008, the Company adopted Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 820, *Fair Value Measurements*. There was no impact to the Company's net assets or results of operations upon adoption. This standard defines fair value as 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, provides guidance for measuring fair value, and requires certain disclosures. The standard utilizes a fair value hierarchy which is categorized into three levels based on the inputs to the valuation techniques used to measure fair value. The standard does not require any new fair value measurements, but discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flows), and the cost approach (cost to replace the service capacity of an asset or replacement cost). Level 1 valuations are based on quoted market prices in active markets for identical assets or liabilities. Level 2 valuations are based on observable inputs (assumptions obtained from independent sources) for the assets or liabilities, either directly or indirectly. Level 3 valuations are based on unobservable inputs (assumptions based on the best information available) that are significant to the fair value of the assets or liabilities. The inputs or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those investments.

(Continued)

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

(f) Subsequent Events

The Plan has evaluated subsequent events through June 11, 2010, the date which the financial statements were available to be issued.

(2) Description of the Plan

The following description of the Plan provides only general information. Participants should refer to the Plan agreement and amendments for a more complete description of the Plan's provisions.

(a) General

The Plan, as amended and restated, is a defined contribution plan maintained for all eligible employees of the Employer. The Plan and its related trust are maintained for all full-time employees of the Company who are at least twenty-one years of age, and have completed at least 1,000 hours of continuous service and one year of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Plan entry dates are quarterly on January 1, April 1, July 1, and October 1. The Plan allows participants to contribute from their salary on a pre-tax basis, and the Employer has the discretion to make matching contributions and profit sharing contributions. The Plan conforms to current tax laws and provides for participant directed, daily valuation investment options. The Plan has been amended to reflect changes necessitated by the Internal Revenue Service (IRS).

(b) Contributions

Employees may become 401(k) participants by entering into salary deferral agreements with the Employer, whereby each employee may elect to make pre-tax contributions in amounts as set forth in the Plan Document. Beginning in 2009, participants can elect to make pre-tax contributions of up to 100% of compensation, subject to limitations set forth in the Plan Document. Prior to 2009, participants could elect to make pre-tax contributions in amounts from one to sixteen percent of compensation per payroll period. Amounts subject to these agreements are referred to as participant contributions in these financial statements. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants who have attained age fifty before the end of the

(Continued)

Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans. Contributions are subject to certain limitations.

The Employer may make basic Employer contributions to the Plan on behalf of each active participant in an amount not to exceed that percentage of each participant's compensation as may be approved by the Board of Directors on an annual basis. The Employer may also make discretionary Employer contributions to the Plan out of its net profits or accumulated net profits as determined by appropriate action of the Board of Directors.

For the Plan years ending December 31, 2009 and 2008, there were no Employer matching and profit sharing contributions.

There were no payables for excess deferrals for the years ended December 31, 2009 and 2008.

(c) Participants' Accounts and Fund Earnings

The Plan Administrator maintains individual accounts for each participant. Each participant's account is credited with the participant's contributions, an allocation of the Employer contributions and related forfeitures, if any, and a share of the net earnings on investments and administrative expenses allocable to each such account. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

The Employer profit sharing contributions, if any, including forfeitures to participants' accounts, are allocated to participants' accounts in proportion to the ratio the participant's compensation bears to the compensation of all participants entitled to share. Employer matching contributions, if any, are allocated equally among eligible participants.

Net investment earnings and administrative expenses are allocable in proportion to the average value, as defined in the Plan agreement, of each participant's account for the period since the last valuation date.

(d) Vesting and Forfeitures

Participant contributions are 100% vested upon contribution, along with the actual earnings thereon. The amended vesting period and the rates of vesting for Employer contributions are reflected in the following vesting schedule:

Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

(Continued)

Participants' remaining interest in the amounts contributed by the Employer vests fully upon the occurrence of death, disability, or retirement. Participants who cease to participate in the Plan as defined in the Plan agreement prior to vesting, forfeit their interest in the Employer contributions. The forfeitures relating to the matching contributions are used to reduce future Employer contributions to the Plan. The forfeitures relating to the basic contributions are allocated based on participants' compensation percentages. Forfeitures available to reduce future Employer contributions were $7,321 at December 31, 2009.

(e) Limits on 401(k) Actual Deferral Percentages

Internal Revenue Code (IRC) Section 401(k) limits the amounts of deferrals that participants who are deemed as highly compensated employees may make each year. A series of calculations is performed on Plan data to calculate these limits as of the end of each Plan year. There were no excess deferrals payable at December 31, 2009 and 2008.

(f) Participant Loans Receivable

Participants may borrow from their vested account balance up to the lesser of $50,000 or 50% of their account balance. The minimum loan amount is $1,000. Loan terms generally range from one to five years, but may be longer if the loan is for the purchase of a principal residence. The loans are secured by the balance in the participant's account, and principal and interest are paid ratably through payroll deductions. Interest on loans is fixed based on the prime lending rate in effect at the grant date, and accrued at annual rates of between 3.25% and 8.25% in 2009 and between 4.00% and 8.25% in 2008. Interest on loans earned in 2009 totaled $18,646. Total loans outstanding to participants at December 31, 2009 and 2008 totaled $314,359 and $397,666, respectively.

Included in the participant loans balance at December 31, 2008 is a loan valued at $24,208, along with accrued interest totaling $493, which was defaulted on in 2004. The $24,701 was included as a deemed distribution during 2004. Per terms of the Master Plan, the outstanding loan balance was not offset with the participant's vested account balance as long as the participant remained employed by the Employer. During 2009, the participant was terminated, and the outstanding loan balance was netted against the related account balance.

(g) Distributions and Payment of Benefits

Benefits are recorded when paid. In general, upon termination of service, if a participant's vested account balance exceeds $5,000, an election can be made to receive a distribution in a single lump sum payment in cash, installments over a period of not more than assumed life expectancy, or ad-

(Continued)

hoc distributions of some or all of the vested account balance. For vested account balances not exceeding $5,000, a distribution of the balance is made as soon as administratively feasible following termination of employment. In the event of a mandatory distribution greater than $1,000, the Plan must roll the funds into an individual retirement plan if the participant does not make an affirmative election to have the amount paid in a direct rollover or cash distribution. Disbursement of funds will commence as soon as administratively practicable following the participant's separation from service. In addition, hardship distributions are permitted if certain criteria are met.

(h) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated, all amounts credited to the accounts of each participant shall be fully vested and shall be paid to each participant after payment of all expenses and adjustments.

(3) Investments

The Plan's assets are held by Wachovia in individual participant accounts, which are invested primarily in mutual funds, cash equivalents, and shares of Ford Motor Company, Visteon Corporation, and Citigroup, Inc. stock, valued at market value, as determined by quoted market prices (Level 1). Assets held in the Wachovia Diversified Stable Value Fund and the Enhanced Stock Market Fund are at fair value, as determined by Wachovia (Level 2). For presentation purposes, shares are rounded to the nearest whole share and at December 31, 2009 and 2008, are as follows:

	2009	2008
Investments, at fair value (Level 2):		
Wachovia Diversified Stable Value Fund - 5,470 and 6,491 shares, respectively; contract value of $1,888,936 and $2,196,249 at December 31, 2009 and 2008	$1,849,079	$2,083,362
Wachovia Enhanced Stock Market Fund - 1,964 and 1,763 shares, respectively; with contract value approximating fair value	166,187	118,046
	$2,015,266	$2,201,408

(Continued)

	2009	2008
Investments, at market value (Level 1):		
Ford Motor Company Common Stock - 541,460 and 504,424 shares, respectively	$5,414,597	$1,155,131
Vanguard Wellington Income Fund - 9,462 and 10,028 shares, respectively	272,981	244,996
Vanguard Windsor II Fund - 23,816 and 22,975 shares, respectively	563,964	439,058
American Funds, The Growth Fund of America - 8,245 and 11,250 shares, respectively	222,033	227,256
American Funds, Europacific Growth Fund - 3,622 and 1,663 shares, respectively	136,474	45,834
American Century Small Company Fund - 9,245 and 7,962 shares, respectively	56,026	40,207
Fidelity Low Priced Stock Fund - 7,589 and 7,569 shares, respectively	242,391	175,000
Evergreen Fundamental Large Cap Fund - 3,768 and 3,790 shares, respectively	89,114	66,097
Evergreen Mid Cap Growth Fund - 16,740 and 21,248 shares, respectively	80,186	76,918
Citigroup, Inc. Common Stock - 48,421 and 6,555 shares, respectively	160,274	43,981
Visteon Corporation Common Stock - 0 and 12,474 shares, respectively	-	4,366
Evergreen Core Bond Fund - 2,440 and 3,670 shares, respectively	31,184	40,186
Dreyfus Mid Cap Index Fund - 1,242 and 1,451 shares, respectively	28,077	24,209
T. Rowe Price Retirement Income Fund - 930 and 2,377 shares, respectively	11,361	24,507
T. Rowe Price Retirement 2010 Fund -1,741 and 1,119 shares, respectively	24,092	12,448
Sub-total	7,332,754	2,620,194

(Continued)

	2009	2008
Balance forward	$7,332,754	$2,620,194
T. Rowe Price Retirement 2020 Fund - 2,285 and 2,040 shares, respectively	32,997	22,462
T. Rowe Price Retirement 2040 Fund - 9,321 and 2,060 shares, respectively	139,999	22,723
	$7,505,750	$2,665,379

A description of each fund held at December 31, 2009 and 2008 is as follows:

Wachovia Diversified Stable Value Fund - Funds are invested in shares of Wachovia Diversified Stable Value Fund, which is a common/collective trust which invests primarily in Guaranteed Investment Contracts (GIC's) and Synthetic GIC's, and are valued at contract value, with fair value at December 31, 2009 and 2008 totaling $1,849,079 and $2,083,362, respectively. The average yield earned by the Wachovia Diversified Stable Asset Fund for the years ended December 31, 2009 and 2008 was 2.60% and 4.80%, respectively. The average yield with an adjustment to reflect the actual interest rate credited to participants in this fund at December 31, 2009 and 2008 was 3.37% and 3.61%, respectively.

Wachovia Enhanced Stock Market Fund - Funds are invested in shares of Wachovia Enhanced Stock Market Fund, which is a common/collective trust, and are valued at contract value, which approximates fair value. This fund does not invest in GIC's.

Ford Motor Company Common Stock - Funds are invested in 541,459.73 and 504,424.02 shares of corporate common stock at $10.00 and $2.29 per share, respectively, as of December 31, 2009 and 2008.

Vanguard Wellington Income Fund - Funds are invested in shares of a registered investment company, which invests in a combination of equity securities, short-term, intermediate and long-term securities, and money market funds.

Vanguard Windsor II Fund - Funds are invested in shares of a registered investment company, which invests primarily in common stock.

American Funds, The Growth Fund of America - Funds are invested in shares of a registered investment company, which invests primarily in common stock with strong growth potential.

American Funds, Europacific Growth Fund - Funds are invested in shares of a registered investment company, which invests primarily in international growth stock.

(Continued)

American Century Small Company Fund - Funds are invested in shares of a registered investment company, which invests primarily in common stock.

Fidelity Low Priced Stock Fund - Funds are invested in shares of a registered investment company, which invests in common stock.

Evergreen Fundamental Large Cap Fund - Funds are invested in shares of a registered investment company, which invests primarily in equity securities.

Evergreen Mid Cap Growth Fund - Funds are invested in shares of a registered investment company, which invests primarily in common stock.

Citigroup, Inc. Common Stock - Funds are invested in 48,421.08 and 6,554.54 shares of Citigroup, which acquired Associated First Capital, a spin-off company of the Ford Motor Company, at $3.31 and $6.71 per share as of December 31, 2009 and 2008, respectively.

Visteon Corporation Common Stock - Funds are invested in 12,474.28 shares of Visteon Corporation, a spin-off company of the Ford Motor Company, at $0.35 per share as of December 31, 2008. No shares were held at December 31, 2009.

Evergreen Core Bond Fund - Funds are invested in shares of a registered investment company, which invests primarily in bonds.

Dreyfus Mid Cap Index Fund - Funds are invested in shares of a registered investment company, which invests primarily in common stock.

T. Rowe Price Retirement Income Fund - Funds are invested in shares of a registered investment company, which invests primarily in equity and debt securities and short-term income funds.

T. Rowe Price Retirement 2010 Fund - Funds are invested in shares of a registered investment company, which invests primarily in equity and debt securities and short-term income funds.

T. Rowe Price Retirement 2020 Fund - Funds are invested in shares of a registered investment company, which invests primarily in equity and debt securities.

T. Rowe Price Retirement 2040 Fund - Funds are invested in shares of a registered investment company, which invests primarily in equity securities.

(Continued)

During 2009, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $4,663,656 as follows:

Investments, at fair value	$ 74,065
Investments, at market value	4,589,591
Net appreciation in fair value of investments	$4,663,656

The following is a summary of activity relating to the Plan's Level 3 assets for the year ended December 31, 2009:

Participant loans receivable:	
Balance, at December 31, 2008	$ 397,666
New loans in 2009	183,459
Loan repayments, net	(266,766)
Balance, at December 31, 2009	$ 314,359

(4) Parties-In-Interest

Expenses incurred by the Employer in the installation, administration, and revision of the Plan are paid by the Plan, unless paid directly by the Employer. During the year ended December 31, 2009, the Employer incurred Plan administrative expenses of approximately $16,000.

(5) Income Tax Status

The Plan adopted the Master Plan effective January 1, 2002. The Master Plan has obtained a determination letter dated March 31, 2008 from the IRS for its prototype plan. However, the Plan has not obtained a separate individual determination letter. In the opinion of the Plan Administrator and the Plan's tax counsel, the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and tax-exempt as of the financial statement date, and no provision for income taxes has been included in the Plan's financial statements.

During 2009, the Plan adopted FASB ASC 740-10, *Accounting for Uncertainty in Income Taxes*, as it relates to uncertain tax positions. Any interest and penalties recognized associated with a tax position are classified in operating expense in the Plan's financial statements.

The Plan recognizes the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities. Management has analyzed the Plan's tax positions and has concluded

(Continued)

that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on returns filed for the open tax years 2006 through 2008, or expected to be taken in the Plan's 2009 tax returns. The Plan identifies its major tax jurisdiction as the U.S. Federal jurisdiction. However, the Plan is not currently under audit nor has the Plan been contacted by this jurisdiction. The Plan is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change in the next twelve months.

During the year ended December 31, 2009, the Plan did not recognize any interest and penalties relating to taxes, nor were any accrued at December 31, 2009 and 2008.

There are no significant reconciling items between the audited financial statements and the Form 5500.

(6) Risk on Uninsured Cash

During 2009, the Federal Deposit Insurance Corporation (FDIC) extended the Temporary Liquidity Guarantee Program, effective through June 30, 2010, which provides an unlimited guarantee on non-interest bearing transaction accounts, defined as interest not exceeding 50 basis points per annum. Accounts with interest exceeding 50 basis points are insured up to $250,000. During 2009 and 2008, the Plan's cash balances were 100% insured by the FDIC.

(7) Risks and Uncertainties

The Plan invests in various investment securities through mutual funds, registered investment companies, common/collective trusts, and common stocks. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

(8) Concentration of Risk

A substantial portion of the total assets of the Plan are invested in Ford Motor Company common stock as of December 31, 2009 and 2008. This concentration of assets is subject to the risks of the automobile industry and local and national economic growth trends.

Supplementary Information

June 11, 2010

Independent Auditors' Report on Supplementary Information

Administrative Committee of
Bartow Ford Company, Inc.
401(k) Retirement Plan
Bartow, Florida

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets Held at End of Year and Schedule of Reportable Transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are 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. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Purvear, Hamilton, Hausman & Wood, PLC.

Franklin, Tennessee

James E. Hamilton : Jeffrey J. Hausman : Ronald T. Wood : Jami A. Pope

1000 Corporate Centre Drive : Suite 200 : Franklin, Tennessee : 37067

PH 615.771.3600 : FAX 615.771.0081

BARTOW FORD COMPANY, INC.
401(K) RETIREMENT PLAN

Schedule of Assets Held at End of Year

December 31, 2009

Supplement to Form 5500
Schedule H, Line 4i - Schedule of Assets Held at End of Year
EI #59-0687878, Plan #003

Identity of Issue, Borrower, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	Current Value
Wachovia Bank, N.A.	Wachovia Diversified Stable Value Fund, 5,470.3825 shares at $345.3023 per share (fair value $1,849,079)	$ 1,888,936
Wachovia Bank, N.A.	Wachovia Enhanced Stock Market Fund, 1,963.521 shares at $84.637 per share	166,187
Wachovia Bank, N.A.	Ford Motor Company Common Stock, 541,459.73 shares at $10.00 per share	5,414,597
Wachovia Bank, N.A.	Vanguard Wellington Income Fund, 9,462.068 shares at $28.85 per share	272,981
Wachovia Bank, N.A.	Vanguard Windsor II Fund, 23,816.028 shares at $23.68 per share	563,964
Wachovia Bank, N.A.	American Funds, The Growth Fund of America, 8,244.8214 shares at $26.93 per share	222,033
Wachovia Bank, N.A.	American Funds, Europacific Growth Fund, 3,621.92 shares at $37.68 per share	136,474
Wachovia Bank, N.A.	American Century Small Company Fund, 9,245.288 shares at $6.06 per share	56,026
Wachovia Bank, N.A.	Fidelity Low Priced Stock Fund, 7,588.939 shares at $31.94 per share	242,391
Wachovia Bank, N.A.	Evergreen Fundamental Large Cap Fund, 3,768.045 shares at $23.65 per share	89,114
Wachovia Bank, N.A.	Evergreen Mid Cap Growth Fund, 16,740.349 shares at $4.79 per share	80,186
Wachovia Bank, N.A.	Citigroup, Inc. Common Stock, 48,421.08 shares at $3.31 per share	160,274
Wachovia Bank, N.A.	Evergreen Core Bond Fund, 2,439.5185 shares at $12.783 per share	31,184
Wachovia Bank, N.A.	Dreyfus Mid Cap Index Fund, 1,242.351 shares at $22.60 per share	28,077
Wachovia Bank, N.A.	T. Rowe Price Retirement Income Fund, 930.481 shares at $12.21 per share	11,361
Wachovia Bank, N.A.	T. Rowe Price Retirement 2010 Fund, 1,740.739 shares at $13.84 per share	24,092
Wachovia Bank, N.A.	T. Rowe Price Retirement 2020 Fund, 2,285.126 shares at $14.44 per share	32,997
Wachovia Bank, N.A.	T. Rowe Price Retirement 2040 Fund, 9,320.827 shares at $15.02 per share	139,999
Participant loans	Plan participants, 3.25% to 8.25%	314,359
		$ 9,875,232

See independent auditors' report on supplementary information.

BARTOW FORD COMPANY, INC.
401(K) RETIREMENT PLAN

Schedule of Reportable Transactions

For the Year Ended December 31, 2009

Supplement to Form 5500
Schedule H, Line 4j - Schedule of Reportable Transactions
EI #59-0687878, Plan #003

A series of transactions within the Plan year involving securities of the same issue which, in the aggregate, amounts to more than 5% of the current value of Plan assets:

There are no reportable transactions due to the special rules for certain participant-directed transactions.

See independent auditors' report on supplementary information.

BARTOW FORD COMPANY, INC.
401(K) RETIREMENT PLAN

Schedule of Assets Held at End of Year

December 31, 2009

Supplement to Form 5500
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EI #59-0687878, Plan #003

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		$ 9,875,232

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BARTOW FORD COMPANY, INC.
401(K) RETIREMENT PLAN

Schedule of Reportable Transactions

For the Year Ended December 31, 2009

Supplement to Form 5500
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