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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
LEXUS OF WESTMINSTER 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
RRL CORPORATION
LEXUS OF WESTMINSTER

13590 BEACH BLVD
WESTMINSTER, CA 92683

2b Employer Identification Number (EIN)
33-0344181

2c Sponsor's telephone number
714-892-6906

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.	08/24/2010	NICK SUTHEIMER
	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")
RRL CORPORATION

13590 BEACH BLVD
WESTMINSTER, CA 92683

3b Administrator's EIN
33-0344181

3c Administrator's telephone number
714-892-6906

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**	108
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**	90
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	6
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	99
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	99
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	50
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 2F 2G 2J 2K 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)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
LEXUS OF WESTMINSTER 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
RRL CORPORATION

D Employer Identification Number (EIN)
33-0344181

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
SENTRY LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
39-6040276	68810	87-63034-71	99	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
1380	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

DANE TAYLOR
25108 MARGUERITE PAR
MISSION VIE-JO, CA 92692

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
1380			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	263987
5	Current value of plan's interest under this contract in separate accounts at year end	5	1011938

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	296186
c	Additions: (1) Contributions deposited during the year	7c(1)	11116		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	10439		
	(4) Transferred from separate account	7c(4)	1601		
	(5) Other (specify below)	7c(5)	0		
	▶				
	(6) Total additions			7c(6)	23156
d	Total of balance and additions (add **b** and **c(6)**)			7d	319342
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	23609		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	31746		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	55355
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	263987

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
LEXUS OF WESTMINSTER 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RRL CORPORATION

D Employer Identification Number (EIN)
33-0344181

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).. . . . . [X] 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

SENTRY LIFE INSURANCE COMPANY

39-6040276

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

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

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

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

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

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

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

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

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

(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
LEXUS OF WESTMINSTER 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RRL CORPORATION

D Employer Identification Number (EIN)
33-0344181

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: GROWTH & INCOME ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

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)
39-6040276-002	P	4498

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

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)
39-6040276-003	P	248915

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GROWTH ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

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)
39-6040276-005	P	6216

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

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)
39-6040276-006	P	16205

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

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)
39-6040276-007	P	59275

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

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)
39-6040276-008	P	29862

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

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)
39-6040276-009	P	16134

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-010	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 108190

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-011	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 69052

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-012	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 77904

a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY GROWTH & INCOME ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-015	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 72653

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-016	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19758

a Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP INDEX ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-017	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5805

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP INDEX ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-019	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31985

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL BOND INDEX ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-023	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4218

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-024	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18598

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 62117

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-028	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13898

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-029	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64322

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-030	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3904

a Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP GROWTH ACCOUNT II

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-032	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28387

a Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP GROWTH ACCOUNT III

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-033	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23947

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-034	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8053

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL GROWTH ETF ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-035	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6681

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH ETF ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-036	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4266

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GROWTH ETF ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-038	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3397

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

b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

c EIN-PN 39-6040276-039	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3698

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
LEXUS OF WESTMINSTER 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RRL CORPORATION

D Employer Identification Number (EIN)
33-0344181

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	106253	79227
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	634164	1011938
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	296186	263987
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	1036603	1355152
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1036603	1355152

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	0	
	(B) Participants	2a(1)(B)	97099	
	(C) Others (including rollovers)	2a(1)(C)	82640	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		179739
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	5540	
	(F) Other	2b(1)(F)	10439	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15979
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		173673
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		369391
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	50842	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		50842
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		50842
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		318549
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: BERLINER & COMPANY ACCOUNTING CORP (2) EIN: 95-3051519

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		6378
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
LEXUS OF WESTMINSTER 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RRL CORPORATION

D Employer Identification Number (EIN)
33-0344181

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): 39-6040276

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**

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):

LEXUS OF WESTMINSTER
401(K) PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

LEXUS OF WESTMINSTER 401(K) PLAN

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Berliner & Company
AN ACCOUNTANCY CORPORATION
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Plan Sponsor of
Lexus of Westminster 401(k) Plan
Westminster, California

We were engaged to audit the financial statements of Lexus of Westminster 401(k) Plan as of December 31, 2009 and 2008, and for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2009 as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note I, which was certified by Sentry Life Insurance Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

As described in Note H, these financial statements and supplemental schedules were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

23147 Ventura Boulevard, Suite 100, Woodland Hills, California 91364-1112
Telephone (818) 224-4551 • Facsimile (818) 224-4599
Website www.cardealercpa.com • E-Mail eberline@ix.netcom.com

INDEPENDENT AUDITORS' REPORT (CONTINUED)

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BERLINER & COMPANY

Berliner + Company

Woodland Hills, California
August 4, 2010

LEXUS OF WESTMINSTER 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE
FOR BENEFITS - MODIFIED CASH BASIS
DECEMBER 31, 2009 AND 2008

	2009	2008
Assets		
Investments:		
At contract value:		
Deposits with insurance company	$ 263,987	$ 296,186
At fair value:		
Shares of pooled separate accounts	1,011,938	634,164
Loans to participants	79,227	106,253
Total assets	1,355,152	1,036,603
Liabilities		
Total liabilities	-	-
Net assets available for benefits	$ 1,355,152	$ 1,036,603

The accompanying notes are an integral part of these financial statements.

LEXUS OF WESTMINSTER 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS - MODIFIED CASH BASIS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair values of investments	$ 173,673	$ (267,111)
Interest income - guaranteed	10,439	11,404
Interest income - participant loans	5,540	5,663
Other	-	50
	189,652	(249,994)
Contributions:		
Participants'	97,099	124,143
Rollovers	82,640	-
	179,739	124,143
Total additions	369,391	(125,851)
Deductions from net assets attributed to:		
Benefits paid to participants	50,842	267,723
Corrective distributions	-	30,810
Total deductions	50,842	298,533
Net increase (decrease)	318,549	(424,384)
Net assets available for benefits:		
Beginning of year	1,036,603	1,460,987
End of year	$ 1,355,152	$ 1,036,603

The accompanying notes are an integral part of these financial statements.

LEXUS OF WESTMINSTER 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

Note A - Plan Description

Lexus of Westminster 401(k) Plan and Trust, Employer Identification Number 33-0344181, is filed with the Internal Revenue Service as required under the Employee Retirement Income Security Act of 1974 (ERISA). The Plan, effective January 1, 1997, was amended and restated in its entirety and was replaced in 2009 by the existing plan effective January 1, 2002 to comply with Economic Growth Tax Relief Reconciliation Act (EGTRRA) "Good Faith" Provision. The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A total of 99 and 106 persons were participants in the Plan at the end of the plan years ended December 31, 2009 and 2008, respectively.

Date of management's review

Management has evaluated subsequent events through August 4, 2010, the date which the financial statements were available to be issued.

Note B - Eligibility Requirements

The Plan covers all employees of R.R.L. Corporation dba Lexus of Westminster (the plan sponsor). The eligibility requirements are a minimum of one year of service and a minimum age of 21 years old, with no maximum age. All Participants are immediately 100% vested in the employer discretionary profit sharing contribution.

Note C - Contributions

Each participant may elect to defer a specified percentage of compensation, up to the maximum percentage allowable subject to IRC regulations, which would have been received in the plan year. Such a reduction shall be that participant's deferred compensation. The employer may elect to make a discretionary profit sharing contribution. The discretionary contribution is determined annually.

Note D - Participant Accounts

Each participant's account is credited with (a) the participant's elective deferral contribution, (b) the employer's discretionary contribution, and (c) Plan earnings. The participant's elective deferral are applied directly to each participant's account. The employer's discretionary profit sharing contribution is allocated based on participants' relative compensation. Plan earnings are allocated in relation to each participant's account balance.

Note E - Loans to Participants

Participants may borrow from their fund accounts a minimum of $1,000. Loan transactions are treated as a transfer to (from) the investment fund from (to) the loan account. Loan terms range from 1 to 5 years, unless the loan qualifies as a home loan in which case the term will be 30 years. The loans are secured by the balance in the participant's account, never to exceeding 50%, and bear interest ranging from 6.00% to 9.75%. Principal and interest are paid ratably through payroll deductions.

Note F - Investment Options

Contributions may be allocated to the following fund options as directed by participants:

1. Sentry Guaranteed Fund - invested in Sentry's general account obligations.

2. Shares of the following mutual funds held by Sentry Life Insurance Company:

    a) Money Market Account - invests in high-quality, short-term money market instruments, including certificates of deposit, banker's acceptances and commercial paper. The fund reserves the right to invest in repurchase agreements.

    b) Total Bond Index Account - invests by sampling the Vanguard Total Bond Market Index with at least 80% of its assets in bonds held in that index. The fund maintains a dollar-weighted average maturity consistent with that of the index, ranging between 5 and 10 years.

Note F - Investment Options (Continued)

c) Balanced Income Account - invests at least 60% of assets in investment-grade corporate, U.S. Treasury, and government agency bonds, and mortgage-backed securities. Remaining assets are invested in common stocks of companies with historically above-average dividends or expectations of increasing dividends.

d) Balanced Growth Account - invests at least 60% of its assets in common stocks of established, medium-sized and large companies. Remaining assets are invested in fixed income securities consisting of investment-grade corporate bonds, with some exposure to U.S. Treasury and government agency bonds, and mortgage-backed securities.

e) Balanced Allocation Account - invests in common stocks, bonds, and money-market instruments. It may invest up to 100% in any one of the three asset classes.

f) Growth & Income Account - invests in common stocks of high quality companies with a satisfactory history of earnings. It may also purchase exchange traded funds. Investments are made for long-term growth potential. Portfolio turnover will be relatively low.

g) Equity Growth and Income Account - invests at least 80% of its assets in common stocks, with 65% of these stocks in well-established companies paying above-average dividends.

h) Large Cap Index Account - invests all, or substantially all, of its assets in stocks that make up the S&P 500 index, holding each stock in approximately the same proportion as its weighting in the index.

i) Large Cap Growth ETF Account - invests primarily in one or more exchange traded funds (ETFs) that correspond to the performance, before fees and expenses, of the S&P 500 Index or a similar U. S. large-cap stock index. Cash may be held in the portfolio to efficiently accommodate purchase and redemptions.

Note F - Investment Options (Continued)

j) REIT ETF Account - invests primarily in one or more exchange traded funds (ETFs) with results that correspond to the price and yield performance, before fees and expenses, of the Dow Jones U. S. Real Estate Index, or a similar real estate investment trust index. Cash may be held in the portfolio to efficiently accommodate purchase and redemptions.

k) Diversified Growth Account - invests widely among a set of T. Rowe Price mutual funds representing specific market segments. It normally invests in domestic and international equity funds and a money market fund.

l) Large Cap Growth Account - invests at least 80% of its assets in common stocks of large-sized companies with market capitalization falling within the range of companies in the Russell 100 index at the time of purchase. Investments may also be made without limit in foreign equity and debt securities, which may include investments in emerging markets.

m) Mid-Cap Index Account - invests substantially all of its assets in the 1,200 largest stocks in its target index, S&P Completion index, thus covering nearly 80% of the Index's total market capitalization.

n) Mid-Cap Growth Account II - invests at least 80% of its assets in a broadly diversified portfolio of common stocks of mid-cap companies. Although most assets are invested in U.S. common stocks, the fund may also purchase other securities including foreign stocks, futures, and options.

o) Mid-Cap Growth Account III - invests in the stocks of medium-size U.S. companies, choosing stocks considered to be undervalued which are generally those that are out of favor with investors and are trading at prices that the advisor feels are below average in relation to such measures as earnings and book value.

p) Small Cap Index - invests all, or substantially all, of its assets in the stocks that make up the MSCI US Small Cap 1750 index, holding each stock in approximately the same proportion as its weighting in the index.

Note F - Investment Options (Continued)

q) Small Cap Growth ETF Account - invests primarily in one or more exchange traded funds (ETFs) that correspond to the performance, before fees and expenses, of the S&P 600 Index or a similar U. S. small-cap stock index. Cash may be held in the portfolio to efficiently accommodate purchase and redemptions.

r) Aggressive Growth Account - invests primarily in common stocks selected for their growth potential. It may invest in companies of any size, from larger, well-established companies to smaller, emerging growth companies. The Fund may invest in foreign equity and debt securities, which may include investments in emerging markets.

s) Concentrated Growth Account - invests in a core group of 20-40 common stocks. It may invests in companies of any size and, without limits, in foreign equity and debt securities, which may include investments in emerging markets. It is nondiversified.

t) Global Growth Account - invests primarily in U. S. and foreign stocks chosen mainly on the basis of bottom-up stock analysis. The fund typically invests across a wide range of industries expected to represent a mix of value and growth stocks. The fund uses multiple investment advisors.

u) International Growth ETF Account - invests primarily in one or more exchange traded funds (ETFs) that correspond to the performance, before fees and expenses, of the Morgan Stanley Capital International Europe, Australasia, and the Far East (MSCI EAFE) index. Cash may be held in the portfolio to efficiently accommodate purchase and redemptions.

v) International Growth Account - invests at least 80% of its assets in stocks of established non-U.S. issuers. It may invest in companies of any size, but focuses on mostly large companies. The fund may invest in both developing and developed countries.

w) Foreign Growth Account - invests at least 80% of net assets in securities of issuers from countries outside the United States. It may invest in foreign equity and debt securities, which may include investments in emerging markets. Up to one-third of total assets my also be lent to portfolio securities.

Note F - Investment Options (Continued)

x) Target Retirement Income Account - invests in 6 different asset classes by utilizing exchange traded funds (ETFs) for the investors that are in or within a few years of retirement. 80% of its assets are allocated to pursue income and the remaining 20% to pursue growth.

y) 2015 Target Retirement Account - invests in 7 different asset classes by utilizing exchange traded funds (ETFs) for the investors who become more conservative as investors near retirement in or within a few years of 2015. By 2015, the portfolio's asset allocation is expected to be identical to the Target Retirement Income Account which is 80% of assets pursue income and the remaining 20% pursues growth.

z) 2025 Target Retirement Account - invests in 7 different asset classes by utilizing exchange traded funds (ETFs) for the investors who become more conservative as investors near retirement in or within a few years of 2025. By 2025, the portfolio's asset allocation is expected to be identical to the Target Retirement Income Account which is 80% of assets pursue income and the remaining 20% pursues growth.

aa) 2035 Target Retirement Account - invests in 7 different asset classes by utilizing exchange traded funds (ETFs) for the investors who become more conservative as investors near retirement in or within a few years of 2035. By 2035, the portfolio's asset allocation is expected to be identical to the Target Retirement Income Account which is 80% of assets pursue income and the remaining 20% pursues growth.

bb) 2045 Target Retirement Account - invests in 7 different asset classes by utilizing exchange traded funds (ETFs) for the investors who become more conservative as investors near retirement in or within a few years of 2045. By 2045, the portfolio's asset allocation is expected to be identical to the Target Retirement Income Account which is 80% of assets pursue income and the remaining 20% pursues growth.

Participants may change their investment options at any time.

Note G - Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum, single sum, installments, an annuity or a 50% joint and survivor annuity for their vested benefits exceeding $5,000. A single lump-sum payment is distributed for benefits totaling less than $5,000. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Note H - Summary of Accounting Policies

Basis of accounting

The financial statements of the Plan are prepared under the modified cash basis of accounting. Investment income and contributions are recognized when received and disbursements are recognized when made. Accordingly, the financial statements are not intended to present net assets and changes in net assets of the Plan in conformity with accounting principles generally accepted in the United States of America.

Investment valuation and income recognition

The Plan's investments are stated at fair value, except for the guaranteed account that is valued at contract value. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of the shares held by the plan at year-end. Participant loans are valued at cost, which approximate fair value.

Administrative fees

Officers or employees of the plan sponsor perform administrative functions for the Plan. No officer or employee receives compensation from the Plan. The independent auditors' fees are paid directly by the plan sponsor.

Note H - Summary of Accounting Policies (Continued)

Management estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of Plan income and expenses during the reporting period. Actual results could differ from those estimates.

Note I - Information Certified by the Plan's Trustee

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by Sentry Life Insurance Company, the trustee, for the years ended December 31.

	2009	2008
Investments at contract value:		
Deposits with insurance company	$ 263,987	$ 296,186
Investment at fair value:		
Shares of pooled separate accounts	1,011,938	634,164
Investment income:		
Net appreciation (depreciation) in fair values of investments	173,673	(267,111)
Interest income - guaranteed	10,439	(11,404)
Interest income - participant loans	5,540	(5,663)

Note J - Investments

In June 2007, the Plan entered into an Group Annuity Contract with Sentry Life Insurance Company (Sentry). Sentry maintains guaranteed account and separate accounts. The accounts are credited with actual earnings on the underlying investments. Contributions to the guaranteed account are guaranteed against loss of principal and earn a minimum 3.80% rate of return. The actual rates of interest at December 31, 2009 and 2008 were 3.80% and 3.90%, respectively.

Note K - Participant Directed Funds

Investments that represent 5% or more of the Plan's net assets available for benefits at December 31 are separately identified.

	2009	2008
Guaranteed Fund	19.5%	28.6%
Money Market Account	18.4%	17.6%
Foreign Growth Account	8.0%	4.2%
Global Growth Account	5.1%	4.4%
Concentrated Growth Account	5.7%	4.8%
2015 Target Retirement Account	4.6%	5.1%
Equity Growth and Income Account	5.4%	4.9%

Note L - Related-Party Transactions

Certain Plan investments are shares of mutual funds, separate accounts and deposits in guaranteed funds managed by Sentry Life Insurance and Annuity Company (Sentry). Sentry is the trustee of the Plan's assets as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. The fees paid by the Plan, which are netted against investment income, amounted to approximately $1,000 for the years ended December 31, 2009 and 2008.

Note M - Plan Termination

Although they have 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.

Note N - Taxes

The employer adopted a Defined Contribution Plan and Trust Basic Plan Document #01 (a prototype plan) which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008 which stated that the Plan and related trust are designed in accordance with the applicable requirements of the Internal Revenue Code. The plan administrator believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that, therefore, the plan continues to qualify under Section 401(a) and the related trust continues to be tax-exempt as of December 31, 2009. Therefore, no provision for income taxes is included in the Plan's financial statements.

Note O - Subsequent Events

Distributions totaling approximately $191,000 were made after December 31, 2009 to participants who terminated service in prior plan years.

SUPPLEMENTAL SCHEDULES

LEXUS OF WESTMINSTER 401(K) PLAN
SCHEDULE H, LINE 4A - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2009

Employer Identification Number	33-0344181
Three-digit plan number	001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☑	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 6,378	$ -	$ 6,378	$ -	$ -

Late deferrals and loan repayments were corrected in 2009. Penalty for delinquent contributions is expected to be paid by the end of 2010.

See Independent Auditors' Report

LEXUS OF WESTMINSTER 401(K) PLAN
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2009

Employer Identification Number	33-0344181
Three-digit plan number	001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest collateral, par or maturity value	(d) Cost	(e) Current Value
*	Sentry Investment Mgmt, LLC	Guaranteed Fund		$ 263,987
	T. Rowe Price Associates, Inc.	Mid-Cap Growth Account II		28,387
	Barrow, Hanley, Mewhinney Inc.	Mid-Cap Growth Account III		23,947
	T. Rowe Price Associates, Inc.	Diversified Growth Account		8,053
*	Sentry Investment Mgmt, LLC	Growth and Income Account		4,498
*	Sentry Investment Mgmt, LLC	Money Market Account		248,915
	Janus Capital Mgmt LLC	Large Cap Growth Account		6,216
*	Sentry Investment Mgmt, LLC	International Growth ETF Account		6,681
*	Sentry Investment Mgmt, LLC	Small Cap Growth ETF Account		4,266
*	Sentry Investment Mgmt, LLC	Large Cap Growth ETF Account		3,397
*	Sentry Investment Mgmt, LLC	REIT ETF Account		3,698
	Wellington Mgmt	Balanced Growth Account		16,205
	Wellington Mgmt	Balanced Income Account		59,275
	Janus Capital Mgmt LLC	Aggressive Growth Account		29,862
	T. Rowe Price Associates, Inc.	International Growth Account		16,134
	Janus Capital Mgmt LLC	Foreign Growth Account		108,190
	Baillie Gifford Overseas LTD	Global Growth Account		69,052
	Janus Capital Mgmt LLC	Concentrated Growth Account		77,904
*	Sentry Investment Mgmt, LLC	2015 Target Retirement Account		62,117
*	Sentry Investment Mgmt, LLC	2025 Target Retirement Account		13,898
*	Sentry Investment Mgmt, LLC	2035 Target Retirement Account		64,322
*	Sentry Investment Mgmt, LLC	2045 Target Retirement Account		3,904
	T. Rowe Price Associates, Inc.	Equity Growth and Income Account		72,653
	Vanguard Advisers, Inc.	Small Cap Index Account		19,758
	Vanguard Advisers, Inc.	Mid-Cap Index Account		5,805
		Subtotal		1,221,124

* Identified as a party in interest.

See Independent Auditors' Report

LEXUS OF WESTMINSTER 401(K) PLAN
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR) (CONTINUED)
DECEMBER 31, 2009

Employer Identification Number	33-0344181
Three-digit plan number	001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest collateral, par or maturity value	(d) Cost	(e) Current Value
	Vanguard Advisers, Inc.	Large Cap Index Account		$ 31,985
	Vanguard Advisers, Inc.	Total Bond Index Account		4,218
	Mellon Capital Mgmt Corp.	Balanced Allocation Account		18,598
*	Participant Loans	Int Rate 6.00% - 9.75%		79,227
				$ 1,355,152

* Identified as a party in interest.

See Independent Auditors' Report

SCHEDULE OF ASSETS
HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Name of plan: LEXUS OF WESTMINSTER 401K PLAN

Plan Sponsor's name as shown on line 2a of Form 5500: RRL CORPORATION DBA LEXUS OF WESTMINSTER

Employer identification number: 33-0344181 Plan number: 001

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	DEPOSIT FUND The general account of Sentry Life Insurance Company, guaranteed as to principal and interest.	N/A	$263,987

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	CAPITAL APPRECIATION ACCOUNT Seeks long-term growth.	N/A	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	GROWTH AND INCOME ACCOUNT Seeks growth of capital and current dividend income.	N/A	$4,498

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	MONEY MARKET ACCOUNT Seeks current income while maintaining liquidity and a stable share price.	N/A	$248,915

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	DIVERSIFIED INCOME ACCOUNT Seeks a high level of current income consistent with moderate price fluctuation.	N/A	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LARGE CAP GROWTH ACCOUNT Seeks long-term growth of capital in a manner consistent with the preservation of capital.	N/A	$6,216

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	BALANCED GROWTH ACCOUNT Seeks income and long-term growth of capital and income without undue risk of capital	N/A	$16,205

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	BALANCED INCOME ACCOUNT Seeks high level of income, long-term growth of income, and moderate long-term growth of capital.	N/A	$59,275

SLIC Version

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	AGGRESSIVE GROWTH ACCOUNT Seeks long-term growth of capital in a manner consistent with the preservation of capital.	N/A	$29,862

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	INTERNATIONAL GROWTH ACCOUNT Seeks long-term growth of capital.	N/A	$16,134

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	FOREIGN GROWTH ACCOUNT Seeks long-term growth of capital.	N/A	$108,190

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	GLOBAL GROWTH ACCOUNT Seeks long-term growth of capital.	N/A	$69,052

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	CONCENTRATED GROWTH ACCOUNT Seeks capital appreciation.	N/A	$77,904

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	SMALL CAP GROWTH ACCOUNT I Seeks long-term growth of capital.	N/A	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	MID-CAP GROWTH ACCOUNT I Seeks long-term growth of capital.	N/A	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	EQUITY GROWTH & INCOME ACCOUNT Seeks high current dividend income and long-term capital appreciation.	N/A	$72,653

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	SMALL CAP INDEX ACCOUNT Seeks investment results paralleling those of the MSCI® US Small Cap 1750 Index.	N/A	$19,758

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	MID-CAP INDEX ACCOUNT Seeks long-term growth of capital.	N/A	$5,805

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	TOTAL STOCK INDEX ACCOUNT Seeks long-term growth of capital and income.	N/A	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LARGE CAP INDEX ACCOUNT Seeks to replicate the aggregate price and yield performance, before expenses, of the S&P 500 Index.	N/A	$31,985

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LARGE CAP BLEND ACCOUNT Seeks long-term growth of capital.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LONG-TERM GROWTH ACCOUNT Seeks long-term growth of capital.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	INSTITUTIONAL INDEX FUND Seeks to replicate the aggregate price and yield performance, before expenses, of the S&P 500 Index.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	TOTAL BOND INDEX ACCOUNT Seeks to match the total return performance of the Lehman Brothers Aggregate Bond Index.	-0-	$4,218

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	BALANCED ALLOCATION ACCOUNT Seeks long-term total return.	-0-	$18,598

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	SMALL CAP GROWTH ACCOUNT II Seeks long-term growth of capital.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LIFE CYCLE LA Seeks current income. Secondary objective of capital appreciation.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LIFE CYCLE LB Seeks long-term growth of capital and current income.	-0-	$62,117

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LIFE CYCLE LC Seeks long-term growth of capital. Secondary objective of current income.	-0-	$13,898

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LIFE CYCLE LD Seeks long-term growth of capital. Secondary objective of current income.	-0-	$64,322

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LIFE CYCLE LE Seeks long-term growth of capital. Secondary objective of current income.	-0-	$3,904

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LIFE CYCLE LF Seeks long-term growth of capital. Secondary objective of current income.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	SMALL CAP GROWTH ACCOUNT III Seeks long-term growth of capital.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	MID-CAP GROWTH ACCOUNT II Seeks long-term growth of capital.	-0-	$28,387

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	MID-CAP GROWTH ACCOUNT III Seeks long-term capital appreciation and income.	-0-	$23,947

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	DIVERSIFIED GROWTH ACCOUNT Seeks long-term capital appreciation and growth of income. Current income is a secondary objective.	-0-	$8,053

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	INTERNATIONAL GROWTH ETF ACCOUNT Seeks investment results that correspond to the performance, before fees and expenses, of the MSCI EAFE Index, or a similar non-U.S. large cap stock index.	-0-	$6,681

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	SMALL CAP GROWTH ETF ACCOUNT Seeks investment results that correspond to the performance, before fees and expenses, of the S&P Small Cap 600 Index, or a similar U.S. small cap stock index.	-0-	$4,266

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	MID-CAP GROWTH ETF ACCOUNT Seeks investment results that correspond to the performance, before fees and expenses, of the S&P MidCap 400 Index, or a similar U.S. mid-cap stock index.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	LARGE CAP GROWTH ETF ACCOUNT Seeks investment results that correspond to the performance, before fees and expenses, of the S&P 500 Index, or a similar U.S. large cap stock index.	-0-	$3,397

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	REIT ETF ACCOUNT Seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Dow Jones U.S. Real Estate Index or a similar real estate investment trust index.	-0-	$3,698

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	CORPORATE BOND ETF ACCOUNT Seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Goldman Sachs iBoxx™ Index.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	TIPS ETF ACCOUNT Seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Lehman Brothers U.S. Treasury Inflation Notes Index.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Sentry Life Insurance Company	SMALL CAP VALUE ACCOUNT Pursues its investment objective by investing primarily in the common stocks of small companies who stock prices are believed to be undervalued by the Fund's portfolio managers.	-0-	$

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Participant Loans	6.00% - 9.75%	-0-	$79,227

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 ☒ 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 LEXUS OF WESTMINSTER 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

LEXUS OF WESTMINSTER

13590 BEACH BLVD

WESTMINSTER CA 92683

2b Employer Identification Number (EIN) 33-0344181

2c Sponsor's telephone number (714)892-6906

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	Trustee	8-24-10	Lynn Roesler
	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