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

Part II Basic Plan Information—enter all requested information

1a Name of plan
QUAKER FORD INC. DBA NEMER FORD 401(K) PS PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

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

PO BOX 4277
QUEENSBURY, NY 12804

2b Employer Identification Number (EIN)
14-1645092

2c Sponsor's telephone number
518-745-7250

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.	09/21/2010	ROBERT NEMER
	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")
QUAKER FORD INC. DBA NEMER FORD

PO BOX 4277
QUEENSBURY, NY 12804

3b Administrator's EIN
14-1645092

3c Administrator's telephone number
518-745-7250

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**	137
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**	118
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	9
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	127
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	127
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	57
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 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
QUAKER FORD INC. DBA NEMER FORD 401(K) PS PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUAKER FORD INC. DBA NEMER FORD

D Employer Identification Number (EIN)
14-1645092

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

ALLIANCEBERNSTEIN L.P.

13-4064930

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

MORGAN STANLEY INVESTMENT ADVISORS

13-3680016

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

OPPENHEIMER FUNDS INC.

13-2527171

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

VAN KAMPEN ASSET MANAGEMENT

13-5130700

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

VAN KAMPEN FUNDS INC.

36-2811402

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

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

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

ADP BROKER-DEALER

22-3319984

(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?
60 63 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

ADP

22-1467904

(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?
15 37 64 50	RECORD KEEPER	1657	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

MORGAN STANLEY SMITH BARNEY LLC

26-4310632

(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?
99 64	RECORDKEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
ADP BROKER-DEALER	60 63	0

(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.
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE 0.0035 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
DAVIS DISTRIBUTORS, LLC 85-0360310	ANNUAL RATE 0.002 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
CALAMOS ADVISORS LLC 20-1647533	ANNUAL RATE 0.001 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	63	0

(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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	0

(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.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63 99	0

(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.
VAN KAMPEN FUNDS INC. 36-2811402	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.001 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	60 63	0

(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.
EATON VANCE DISTRIBUTORS, INC. 04-3239487	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 64	0

(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.
MORGAN STANLEY INVESTMENT ADVISORS 13-3680016	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS . ANNUAL RATE OF $15.38 PER POSITION PAID ON QUARTER LY BASIS ANNUAL RATE OF $16.00 PER POSITION PAID ON QUARTER LY BASIS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 64	0

(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.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE OF 0.15% OF AVERAGE DAILY ASSETS . ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS . ANNUAL RATE OF 0.25% OF AVERAGE DAILY ASSETS PAID ON A QUARTERLY BASIS ANNUAL RATE OF $16.00 PER POSITION PAID ON QUARTER

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
MORGAN STANLEY SMITH BARNEY LLC	99 64	0

(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.
ALLIANCEBERNSTEIN L.P. 13-4064930	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS . ANNUAL RATE OF 0.25% OF AVERAGE DAILY ASSETS PAID ON A QUARTERLY BASIS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99 64	0

(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.
VAN KAMPEN FUNDS INC. 36-2811402	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS . ANNUAL RATE OF 0.15% OF AVERAGE DAILY ASSETS . ANNUAL RATE OF $16.00 PER POSITION PAID ON QUARTER LY BASIS

(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

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(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 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
QUAKER FORD INC. DBA NEMER FORD 401(K) PS PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUAKER FORD INC. DBA NEMER FORD

D Employer Identification Number (EIN)
14-1645092

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	126703	112932
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1095386	1544091
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1222089	1657023
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1222089	1657023

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)	156039	
	(C) Others (including rollovers)	2a(1)(C)	1214	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		157253
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	9289	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9289
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	17612	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		17612
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(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)		
	(B) Other	2b(5)(B)		
	(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)		
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		320753
c	Other income	2c		93
d	Total income. Add all **income** amounts in column (b) and enter total	2d		505000
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	65336	
	(2) To insurance carriers for the provision of benefits	2e(2)		
	(3) Other	2e(3)		
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		65336
f	Corrective distributions (see instructions)	2f		3014
g	Certain deemed distributions of participant loans (see instructions)	2g		58
h	Interest expense	2h		
i	Administrative expenses: (1) Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)		
	(4) Other	2i(4)	1658	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1658
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		70066
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		434934
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [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: CMJ, LLP **(2)** EIN: 14-1710385

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		123000
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
QUAKER FORD INC. DBA NEMER FORD 401(K) PS PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUAKER FORD INC. DBA NEMER FORD

D Employer Identification Number (EIN)
14-1645092

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** 0

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): 57-1198022

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: _____%

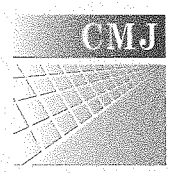
b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

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

QUAKER FORD INC. dba NEMER FORD 401(K) PROFIT SHARING PLAN & TRUST

Financial Statements and Supplemental Schedule
(and Report of Independent Auditors)

December 31, 2009 and 2008



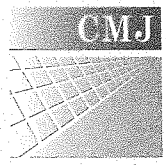
CMJ, LLP
Certified Public Accountants

QUAKER FORD INC. dba NEMER FORD 401(K) PROFIT SHARING PLAN & TRUST

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Note: Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.



CMJ, LLP
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of the
Quaker Ford Inc. dba Nemer Ford 401(k) Profit Sharing Plan & Trust
Queensbury, New York

We were engaged to audit the financial statements of the Quaker Ford Inc. dba Nemer Ford 401(k) Profit Sharing Plan & Trust as of December 31, 2009 and 2008, and for the years then ended, and the supplemental schedule as of and for the year ended December 31, 2009. These financial statements and the supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor 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 3, which was certified by Morgan Stanley, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the present Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the Trustee as of and for the year ended December 31, 2009, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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 schedule taken as a whole. The form and content of the information included in the financial statements and schedule, 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.

CMJ, LLP
CERTIFIED PUBLIC ACCOUNTANTS

September 8, 2010
Queensbury, NY

QUAKER FORD INC. dba NEMER FORD 401(K)
PROFIT SHARING PLAN & TRUST

Statements of Net Assets Available for Plan Benefits

December 31, 2009 and 2008

	2009	2008
Assets		
Investments, at fair value:		
Mutual funds	$ 1,544,091	1,095,386
Participant loans	112,932	126,703
Total investments	1,657,023	1,222,089
Net assets available for plan benefits	$ 1,657,023	1,222,089

See accompanying notes and auditors' report.

QUAKER FORD INC. dba NEMER FORD 401(K)
PROFIT SHARING PLAN & TRUST

Statements of Changes in Net Assets
Available for Plan Benefits

Years Ended December 31, 2009 and 2008

	2009	2008
Additions to net assets attributable to:		
Employee contributions	$ 156,039	203,946
Rollovers received	1,214	195,946
Total contributions	157,253	399,892
Investment income:		
Dividend income	17,612	32,667
Net appreciation in fair value of investments	320,753	-
Other income	93	-
Participant loan interest	9,289	9,377
Total investment income	347,747	42,044
Total additions	505,000	441,936
Deductions from net assets attributable to:		
Net depreciation in fair value of investments	-	547,152
Benefits paid	65,336	135,292
Corrective distributions	3,014	-
Certain deemed distributions of participant loans	58	53
Other deductions	1,658	1,676
Total deductions	70,066	684,173
Net increase (decrease)	434,934	(242,237)
Net assets available for plan benefits at beginning of year	1,222,089	1,464,326
Net assets available for plan benefits at end of year	$ 1,657,023	1,222,089

See accompanying notes and auditors' report.

(1) **Description of Plan:**

The following brief description of the Quaker Ford Inc. dba Nemer Ford 401(k) Profit Sharing Plan & Trust (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution retirement plan covering substantially all employees of Quaker Ford Inc. dba Nemer Ford (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan became effective January 1, 1996.

Eligibility – Generally, all employees of the Company are eligible to participate in the Plan upon attaining the age of 21 and completing 1,000 hours of service, or one year of employment.

Contributions – Employees may contribute between 1% and 75% of their pre-tax annual eligible compensation as defined by the Plan, subject to Internal Revenue Service limitations. Participants who are age 50 or older may elect to defer additional amounts called "catch-up" contributions. Rollover and transfer contributions from another qualified retirement plan or special individual retirement plan are permitted. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers mutual funds as investment options for the participants. Employer contributions are at the discretion of the Plan sponsor.

Participant Accounts – Each participant's account is credited with the participant's contributions and all allocations of Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – Participants are immediately vested in their voluntary contributions and earnings or losses thereon. Vesting in the Company's contribution portion of their account is based on years of continuous service. A participant becomes 20 percent vested after two years of continuous service, with vesting increasing at the rate of 20 percent each year until fully vested after six years.

Participant Loans – Participants may borrow from their accounts a minimum of $500 up to a maximum equal to the lesser of (a) $50,000 or (b) 50% of their account balance. Loan terms range from 1-5 years or up to 30 years for the purchase of a primary residence. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate plus 2%. Interest rates range from 5.25% to 10.25%. Principal and interest are paid ratably through weekly payroll deductions.

(1) **Description of Plan, continued:**

Withdrawal Privileges – Prior to termination, a participant may withdraw all or any portion of his vested account in the event of undue financial hardship. The participant's request for a withdrawal shall include his statement that such a hardship exists and explain its nature. To qualify as a financial hardship withdrawal it must be determined that the withdrawal is to meet an immediate and financial need of the participant and the amount of the withdrawal is not reasonably available from other sources of the participant. Examples of heavy financial need may include, but are not limited to, those financial needs arising on account of a college education, purchase of a principal residence, major medical expenses, prevention of eviction or foreclosure, burial or funeral expenses, and damage to a principal residence due to fire, storm or other casualty. The Plan administrator has established uniform, nondiscriminatory guidelines to use in determining if such a condition of undue financial hardship exists. The Plan Administrator's determination shall be final. The participant has no legal or equitable right to such a withdrawal.

Payment of Benefits – Upon termination of service, disability, death or retirement, participants may elect to receive a lump sum equal to the value of their accounts. Upon termination of service, the participants may also elect to roll over the funds into IRA or other retirement account and if the participant's account balance exceeds $5,000 (excluding any rollover contributions plus earnings) he or she may also elect to receive installments or defer receiving payments until age 70 1/2.

Administrative Services – The Plan states that costs incurred in administering the Plan may be paid by the Company, but if not paid by the Company when due, the costs shall be paid from the assets of the Plan.

Forfeitures – Forfeitures of participants' non-vested account balances shall become available for payment of employer contributions or Plan expenses.

(2) **Summary of Significant Accounting Policies:**

Basis of Accounting – The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates – The preparation of the Plan's financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties – The Plan invests in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

(2) **Summary of Significant Accounting Policies, continued:**

Investment Valuation and Income Recognition – Mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant notes receivable are valued at cost, which approximates fair value.

Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned. Security transactions are recorded on a trade-date basis. Gains or losses on sales of securities are based on average cost.

The Plan presents in the statements of changes in net assets available for plan benefits the net appreciation in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Benefit Payment Recognition – Benefits are recorded when paid.

Fair Value Measurements – During 2009, the Company adopted the provisions of FASB Accounting Standards Codification (ASC) 820-10, Fair Value Measurements (formerly SFAS No. 157), for the fair value measurement of financial assets and financial liabilities and for fair value measurement of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. FASB ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. FASB ASC 820-10 also establishes a framework for measuring fair value and expands disclosures about fair value measurements.

FASB ASC 820-10 establishes a three-level hierarchy that prioritizes inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Classifications of assets and liabilities within the hierarchy consider the markets in which the assets and liabilities are traded and the reliability and transparency of the assumptions used to determine fair value. The Company's investments in equity securities have been classified as Level 1, as the inputs are observable and these instruments are traded in active markets. The requirements outlined by FASB ASC 820-10 do not impact the amounts reported within the financial statements.

(3) **Information Certified by the Trustee (Unaudited):**

At December 31, 2009 and 2008, the Plan's investments were held by the Trustee and monitored by the Plan's investment board. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Trustee as complete and accurate in accordance with Section 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.

(3) **Information Certified by the Trustee (Unaudited), continued:**

The fair value of investments at December 31, 2009 and 2008, as reported by the Trustee is summarized as follows:

	2009	2008
Mutual Funds:		
Allianceber Growth and Inc - A	$ 145,369	100,007
Morgan Stanley Focus Grth - A	58,021	36,911
Oppenheimer Intl Growth - A	216,206	129,664
Oppenheimer Quest Balanced - A	31,712	22,039
Morgan Stanley Liquid Asset	122,705	126,132
Morgan Stanley S&P 500 Ind - A	54,793	66,337
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Investments at estimated fair value	1,544,091	1,095,386
Participant loans	112,932	126,703
	$ 1,657,023	1,222,089

Investments that represents 5% or more of net assets of the plan at December 31, 2009 and 2008 are Allianceber Growth and Inc - A Fund, Oppenheimer Intl Growth - A Fund, Morgan Stanley Liquid Asset Fund, Morgan Stanley Special Value - A Fund, Morgan Stanley US Govt Sec - A Fund, Van Kampen Comstock - A Fund, Van Kampen Corporate Bond - A, VK Mid Cap Growth Fund - A. Morgan Stanley S&P 500 Ind - A Fund was 5% for 2008.

During 2009 and 2008, the Plan's investments (including investments bought, sold and held during the period) appreciated (depreciated) in value by $320,753 and ($547,152), respectively.

(4) **Party-In-Interest Transactions:**

Plan investments are managed by State Street Corporation, the trustee of the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from prohibited transaction rules. Participant loans totaling $112,932 and $126,703 at December 31, 2009 and 2008 respectively, also qualify as party-in-interest transactions.

(5) **Plan Termination:**

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. Upon termination of the Plan, all amounts credited to the accounts of the participants shall vest and become non-forfeitable. The employer shall direct the trustee to make or commence distribution to, or on behalf of, each participant the value of his or her account balance in the Plan.

(6) **Tax Status:**

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trusts are designed in accordance with applicable sections of the Internal Revenue Code (IRC) for use by employers for the benefit of their employees. Although the Plan has been amended since receiving the determination, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

QUAKER FORD INC. dba NEMER FORD 401(K)
PROFIT SHARING PLAN & TRUST

Schedule H, Part 4i – Schedule of Assets (Held At End of Year) - Unaudited
EIN 14-1645092, Plan Number 001
December 31, 2009

	(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
*	Allianceber Growth and Inc - A	Mutual Fund	**	$ 145,369
*	Morgan Stanley Focus Grth - A	Mutual Fund	**	58,021
*	Oppenheimer Intl Growth - A	Mutual Fund	**	216,206
*	Oppenheimer Quest Balanced - A	Mutual Fund	**	31,712
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*	Allianceber Intl Value Fnd - A	Mutual Fund	**	80,490
*	Van Kampen Cap Growth Fd - A	Mutual Fund	**	57,471
				1,544,091
*	Participant loans	Interest rates ranging from 5.25% -10.25% collateralized by participant balances with terms ranging from 1 to 10 years		112,932
				$ 1,657,023

* Party-in-interest, as defined by ERISA
** All investments are participant directed and accordingly, investment cost information has been omitted.

Note: Information on the schedule has been certified as complete and accurate by Morgan Stanley, the trustee.

See auditors' report.

RUN DATE: 05/21/2010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF: 12/31/2009

Plan Name: QUAKER FORD INC. DBA NEMER FORD 401(K) PS PLAN & TRUST Employer EIN: 14-1645092

Plan Number: 001 Run Date: 05/21/2010

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)	(d)Cost	(e)Current Value
	ALLIANCEBER GROWTH AND INC - A	Registered Investment Company 49,445.2495	n/a	145,369.03
	MORGAN STANLEY FOCUS GRTH-A	Registered Investment Company 2,061.8803	n/a	58,021.31
	OPPENHEIMER INTL GROWTH - A	Registered Investment Company 8,792.4343	n/a	216,205.96
	OPPENHEIMER QUEST BALANCED - A	Registered Investment Company 2,293.0054	n/a	31,712.26
	MORGAN STANLEY LIQUID ASSET	Registered Investment Company 122,705.3100	n/a	122,705.31
	MORGAN STANLEY S&P 500 IND-A	Registered Investment Company 4,585.1439	n/a	54,792.47
	MORGAN STANLEY SPECIAL VALUE-A	Registered Investment Company 7,679.7414	n/a	86,550.69
	MORGAN STANLEY US GOVT SEC - A	Registered Investment Company 15,059.9373	n/a	126,654.07
	VAN KAMPEN REAL ESTATE SEC - A	Registered Investment Company 3,936.1472	n/a	55,775.20
	VAN KAMPEN COMSTOCK FUND - A	Registered Investment Company 13,674.6749	n/a	188,847.25
	VAN KAMPEN CORPORATE BOND - A	Registered Investment Company 19,065.5464	n/a	124,116.71
	VAN KAMPEN GLOBAL EQTY ALLOC-A	Registered Investment Company 2,716.3560	n/a	43,516.02
	VK MID CAP GROWTH FUND - A	Registered Investment Company 6,498.2509	n/a	151,864.13
	ALLIANCEBER INTL VALUE FND -A	Registered Investment Company 5,896.6966	n/a	80,489.91
	VAN KAMPEN CAP GROWTH FD - A	Registered Investment Company 5,117.6263	n/a	57,470.95
	Participant Loans	Interest Rates (5.00% to 10.25%)	n/a	113,559.78
		TOTAL		1,657,651.05

NOTE: The following is specifically for Form 5500 reporting.
The difference between Participant Loans on this Schedule and Participant Loans reported on Form 5500 Schedule H or I is the amount of DDLs. Loan amounts shown here include DDLs, while loan amounts reported on 5500 forms do not include DDLs.

RUN DATE: 05/21/2010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR) PAGE 1

Period: 01/01/2009 through 12/31/2009

Plan Name: QUAKER FORD INC. DBA NEMER FORD 401(K) PS PLAN & TRUST Employer EIN: 14-1645092

Plan Number: 001 Run Date: 05/21/2010

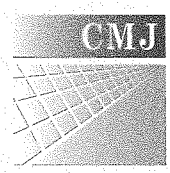
(a)Identity of Issue, Borrower, or Similar Party	(b)Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)	(c)Cost of Acquisitions	(d)Proceeds of Dispositions

NOTE: IN ACCORDANCE WITH SPECIFIC INSTRUCTIONS, ACQUISITIONS AND DISPOSITIONS OF CERTAIN TYPES OF ASSETS NEED NOT BE REPORTED. THESE INCLUDE FUNDS OF COMMON/COLLECTIVE TRUSTS AND REGISTERED INVESTMENT COMPANIES.

QUAKER FORD INC. dba NEMER FORD 401(K) PROFIT SHARING PLAN & TRUST

Financial Statements and Supplemental Schedule
(and Report of Independent Auditors)

December 31, 2009 and 2008



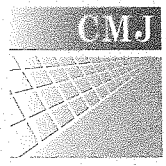
CMJ, LLP
Certified Public Accountants

QUAKER FORD INC. dba NEMER FORD 401(K) PROFIT SHARING PLAN & TRUST

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Note: Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.



CMJ, LLP
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of the
Quaker Ford Inc. dba Nemer Ford 401(k) Profit Sharing Plan & Trust
Queensbury, New York

We were engaged to audit the financial statements of the Quaker Ford Inc. dba Nemer Ford 401(k) Profit Sharing Plan & Trust as of December 31, 2009 and 2008, and for the years then ended, and the supplemental schedule as of and for the year ended December 31, 2009. These financial statements and the supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor 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 3, which was certified by Morgan Stanley, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the present Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the Trustee as of and for the year ended December 31, 2009, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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 schedule taken as a whole. The form and content of the information included in the financial statements and schedule, 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.

CMJ, LLP
CERTIFIED PUBLIC ACCOUNTANTS

September 8, 2010
Queensbury, NY

QUAKER FORD INC. dba NEMER FORD 401(K)
PROFIT SHARING PLAN & TRUST

Statements of Net Assets Available for Plan Benefits

December 31, 2009 and 2008

	2009	2008
Assets		
Investments, at fair value:		
Mutual funds	$ 1,544,091	1,095,386
Participant loans	112,932	126,703
Total investments	1,657,023	1,222,089
Net assets available for plan benefits	$ 1,657,023	1,222,089

See accompanying notes and auditors' report.

QUAKER FORD INC. dba NEMER FORD 401(K)
PROFIT SHARING PLAN & TRUST

Statements of Changes in Net Assets
Available for Plan Benefits

Years Ended December 31, 2009 and 2008

	2009	2008
Additions to net assets attributable to:		
Employee contributions	$ 156,039	203,946
Rollovers received	1,214	195,946
Total contributions	157,253	399,892
Investment income:		
Dividend income	17,612	32,667
Net appreciation in fair value of investments	320,753	-
Other income	93	-
Participant loan interest	9,289	9,377
Total investment income	347,747	42,044
Total additions	505,000	441,936
Deductions from net assets attributable to:		
Net depreciation in fair value of investments	-	547,152
Benefits paid	65,336	135,292
Corrective distributions	3,014	-
Certain deemed distributions of participant loans	58	53
Other deductions	1,658	1,676
Total deductions	70,066	684,173
Net increase (decrease)	434,934	(242,237)
Net assets available for plan benefits at beginning of year	1,222,089	1,464,326
Net assets available for plan benefits at end of year	$ 1,657,023	1,222,089

See accompanying notes and auditors' report.

(1) **Description of Plan:**

The following brief description of the Quaker Ford Inc. dba Nemer Ford 401(k) Profit Sharing Plan & Trust (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution retirement plan covering substantially all employees of Quaker Ford Inc. dba Nemer Ford (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan became effective January 1, 1996.

Eligibility – Generally, all employees of the Company are eligible to participate in the Plan upon attaining the age of 21 and completing 1,000 hours of service, or one year of employment.

Contributions – Employees may contribute between 1% and 75% of their pre-tax annual eligible compensation as defined by the Plan, subject to Internal Revenue Service limitations. Participants who are age 50 or older may elect to defer additional amounts called "catch-up" contributions. Rollover and transfer contributions from another qualified retirement plan or special individual retirement plan are permitted. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers mutual funds as investment options for the participants. Employer contributions are at the discretion of the Plan sponsor.

Participant Accounts – Each participant's account is credited with the participant's contributions and all allocations of Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – Participants are immediately vested in their voluntary contributions and earnings or losses thereon. Vesting in the Company's contribution portion of their account is based on years of continuous service. A participant becomes 20 percent vested after two years of continuous service, with vesting increasing at the rate of 20 percent each year until fully vested after six years.

Participant Loans – Participants may borrow from their accounts a minimum of $500 up to a maximum equal to the lesser of (a) $50,000 or (b) 50% of their account balance. Loan terms range from 1-5 years or up to 30 years for the purchase of a primary residence. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate plus 2%. Interest rates range from 5.25% to 10.25%. Principal and interest are paid ratably through weekly payroll deductions.

(1) **Description of Plan, continued:**

Withdrawal Privileges – Prior to termination, a participant may withdraw all or any portion of his vested account in the event of undue financial hardship. The participant's request for a withdrawal shall include his statement that such a hardship exists and explain its nature. To qualify as a financial hardship withdrawal it must be determined that the withdrawal is to meet an immediate and financial need of the participant and the amount of the withdrawal is not reasonably available from other sources of the participant. Examples of heavy financial need may include, but are not limited to, those financial needs arising on account of a college education, purchase of a principal residence, major medical expenses, prevention of eviction or foreclosure, burial or funeral expenses, and damage to a principal residence due to fire, storm or other casualty. The Plan administrator has established uniform, nondiscriminatory guidelines to use in determining if such a condition of undue financial hardship exists. The Plan Administrator's determination shall be final. The participant has no legal or equitable right to such a withdrawal.

Payment of Benefits – Upon termination of service, disability, death or retirement, participants may elect to receive a lump sum equal to the value of their accounts. Upon termination of service, the participants may also elect to roll over the funds into IRA or other retirement account and if the participant's account balance exceeds $5,000 (excluding any rollover contributions plus earnings) he or she may also elect to receive installments or defer receiving payments until age 70 1/2.

Administrative Services – The Plan states that costs incurred in administering the Plan may be paid by the Company, but if not paid by the Company when due, the costs shall be paid from the assets of the Plan.

Forfeitures – Forfeitures of participants' non-vested account balances shall become available for payment of employer contributions or Plan expenses.

(2) **Summary of Significant Accounting Policies:**

Basis of Accounting – The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates – The preparation of the Plan's financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties – The Plan invests in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

(2) **Summary of Significant Accounting Policies, continued:**

Investment Valuation and Income Recognition – Mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant notes receivable are valued at cost, which approximates fair value.

Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned. Security transactions are recorded on a trade-date basis. Gains or losses on sales of securities are based on average cost.

The Plan presents in the statements of changes in net assets available for plan benefits the net appreciation in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Benefit Payment Recognition – Benefits are recorded when paid.

Fair Value Measurements – During 2009, the Company adopted the provisions of FASB Accounting Standards Codification (ASC) 820-10, Fair Value Measurements (formerly SFAS No. 157), for the fair value measurement of financial assets and financial liabilities and for fair value measurement of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. FASB ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. FASB ASC 820-10 also establishes a framework for measuring fair value and expands disclosures about fair value measurements.

FASB ASC 820-10 establishes a three-level hierarchy that prioritizes inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Classifications of assets and liabilities within the hierarchy consider the markets in which the assets and liabilities are traded and the reliability and transparency of the assumptions used to determine fair value. The Company's investments in equity securities have been classified as Level 1, as the inputs are observable and these instruments are traded in active markets. The requirements outlined by FASB ASC 820-10 do not impact the amounts reported within the financial statements.

(3) **Information Certified by the Trustee (Unaudited):**

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QUAKER FORD INC. dba NEMER FORD 401(K)
PROFIT SHARING PLAN & TRUST

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EIN 14-1645092, Plan Number 001
December 31, 2009

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See auditors' report.