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
CARDINALE AUTOMOTIVE GROUP 401K PROFIT SHARING PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
CARDINALE OLDSMOBILE, GMC TRUCK, INC.

3 HEITZINGER PLAZA
SEASIDE, CA 93955-3613

2b Employer Identification Number (EIN) 77-0288570

2c Sponsor's telephone number 831-899-9505

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.	10/14/2010	THOMAS CARDINALE
	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")
CARDINALE OLDSMOBILE, GMC TRUCK, INC.

3 HEITZINGER PLAZA
SEASIDE, CA 93955-3613

3b Administrator's EIN
77-0288570

3c Administrator's telephone number
831-899-9505

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**	295
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**	199
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	27
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	226
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	226
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	53
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 2G 2J 3D

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

9a Plan funding arrangement (check all that apply)

(1)	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)			**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
CARDINALE AUTOMOTIVE GROUP 401K PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
CARDINALE OLDSMOBILE, GMC TRUCK, INC.

D Employer Identification Number (EIN)
77-0288570

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
ING LIFE INSURANCE AND ANNUITY CO.

(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
71-0294708	86509	PHS720	53	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
1221	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

KMS FINANCIAL SERVICES, INC.
2001 6TH AVE, STE 2801
SEATLE, WA 98121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1221	0	COMMISSION PAID	7

(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	

(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	88068
5	Current value of plan's interest under this contract in separate accounts at year end	5	455865

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	151527
c	Additions: (1) Contributions deposited during the year	7c(1)	55022		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	3630		
	(4) Transferred from separate account	7c(4)	29402		
	(5) Other (specify below)	7c(5)	29537		
	▶ ADJUSTMENT, TRANSFER, ETC.				
	(6) Total additions			7c(6)	117591
d	Total of balance and additions (add **b** and **c(6)**)			7d	269118
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	85997		
	(2) Administration charge made by carrier	7e(2)	795		
	(3) Transferred to separate account	7e(3)	78358		
	(4) Other (specify below)	7e(4)	15900		
	▶ ADJUSTMENT, TRANSFER, ETC.				
	(5) Total deductions			7e(5)	181050
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	88068

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)**	0
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)**	0
(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)**	0
(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 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
CARDINALE AUTOMOTIVE GROUP 401K PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CARDINALE OLDSMOBILE, GMC TRUCK, INC.

D Employer Identification Number (EIN)
77-0288570

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: MAP5 CONTRACT GENERAL ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY CO.

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)
71-0294708-000	P	88068

a Name of MTIA, CCT, PSA, or 103-12 IE: MAP5 CONTRACT SEPERATE ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY CO.

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)
71-0294708-000	P	455864

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
CARDINALE AUTOMOTIVE GROUP 401K PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CARDINALE OLDSMOBILE, GMC TRUCK, INC.

D Employer Identification Number (EIN)
77-0288570

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)	3757	725
(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)	50819	56171
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	321330	455864
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	151527	88068
(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	527433	600828
	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	527433	600828

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)	51991	
	(C) Others (including rollovers)	2a(1)(C)	16339	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		68330
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)	2650	
	(F) Other	2b(1)(F)	89207	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		91857
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		160187
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	85997	
(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)		85997
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	795	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		795
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		86792
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		73395
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: SMITH AND COMPANY (2) EIN: 12-1234567

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		30000
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
CARDINALE AUTOMOTIVE GROUP 401K PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CARDINALE OLDSMOBILE, GMC TRUCK, INC.

D Employer Identification Number (EIN)
77-0288570

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): 71-0294708

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):

CARDINALE AUTOMOTIVE GROUP
401(k) PLAN AND TRUST

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009 and 2008

Douglas M. Smith & Company
Fresno, CA

TABLE OF CONTENTS

Independent Auditor's Report	1
Financial Statements	
Statement of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
Supplemental Schedule	
Schedule H, Item 4(j), Schedule of Assets Held for Investments Purposes	9

DOUGLAS M. SMITH
& COMPANY
CERTIFIED PUBLIC ACCOUNTANTS
2763 EAST SHAW AVENUE, SUITE #107, FRESNO, CALIFORNIA 93710
TEL. (559) 294-6592 • FAX (559) 294-6593

Independent Auditors' Report

To the Board of Directors
Cardinale Automotive Group
Retirement Savings Plan
Seaside, CA

We have audited the accompanying statement of net assets available for benefits of the Cardinale Automotive Group 401(k) Plan and Trust as of December 31, 2009 and 2008, the related statement of changes in net assets available for benefits, and the schedule of assets (held at end of year) for the year then ended. These financial statements are the responsibility of the Plan's Board of Directors. Our responsibility is to express an opinion on these financial statements based on our audit.

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

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 3, which was certified by Nationwide Life Insurance Company, the trustee of the Plan, except for comparing the 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 a certification from the trustee as of and for the year ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

In our opinion, except for the effects of such adjustments, if any, as might have been determined to be necessary had we performed procedures with respect to the information summarized in Note 3, the financial statements referred to above present fairly, in all material respects, the financial status of Cardinale Automotive Group 401(k) Plan and Trust as of December 31, 2009 and 2008, and the changes in its financial status for the year ended December 31, 2009 and 2008, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of Schedule H, line 4i—Schedule of Assets (Held At End), together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, except for the effects on the supplemental schedules of Schedule H, line 4i—Schedule of Assets (Held At End) of such adjustments, if any, as might have been determined to be necessary had we performed procedures with respect to the information summarized in Note 3 as described in the second preceding paragraph, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Douglas M. Smith & Co. CPAs
Fresno, CA
August 31, 2010

CARDINALE AUTOMOTIVE GROUP 401(k) PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

Assets	2009	2008
Investments at Fair Value		
Total Investments	$ 543,932	$ 472,857
Receivables		
Participant's contribution	726	3,757
Participant's loans	56,171	50,819
Total Receivables	56,896	54,576
Total Assets	600,828	527,433
Liabilities		
Other liabilities	-	-
Net Assets Available for Benefits	$ 600,828	$ 527,433

The accompanying notes are an integral part of these financial statements

CARDINALE AUTOMOTIVE GROUP 401(k) PLAN AND TRUST
STATEMENTS OF CHANGES AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

	2009	2008
Additions to Net Assets Attributed to:		
Investment Income		
Net apreciation in fair market value of investments	$ 89,208	$ (144,795)
Interest	2,650	2,080
Total investment income	91,858	(142,716)
Contributions		
Participants	68,330	110,030
Employers	-	-
Total contributions	68,330	110,030
Total Additions	160,187	(32,685)
Deductions from Net Assets Attributed to:		
Benefits paid to participants	(85,997)	(18,824)
Administrative expenses	(795)	(1,125)
Increase in net assets	73,395	(52,634)
Net assets available for benefits beginning of year	527,433	580,067
Net assets available for benefits end of year	$ 600,828	$ 527,433

The accompanying notes are an integral part of these financial statements

Note 1 – Description of Plan

The following description of the CARDINALE AUTOMOTIVE GROPU 401(k) PLAN AND TRUST ("Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of the Cardinale Automotive Group, (Company), without restrictions as to age. Cardinale Automotive Group consists of; Cardinale Oldsmobile, GMC Truck, Inc., Cardinale Nissan, Inc., Cardinale Protective Services, Inc., Cardinale Automotive Group Arizona, Inc., North Scottsdale Buick, Pontiac, GMC, Inc., Cardinale Automotive Group Tahoe, Inc., and Saul Chevrolet, Inc. Participation in the Plan is restricted to those who have completed six months of service. Entry into the plan is available the first day of the first quarter after the employee is eligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The costs of administering the Plan are borne primarily by the Employer.

Contributions

The Company can match and make discretionary payments to the Plan at the option of the Board of Directors. Participants can contribute up to 100 percent of their annual wages, up to a maximum of $15,500 in 2009 ($20,500 if over 50 years of age) and $15,500 in 2008 ($20,500 if over 50 years of age).

Participant Accounts

Each participant's account is credited with (a) the participant's contribution, (b) the Company's contribution, and (c) an allocation of plan earnings. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Each participant may select investment accounts in which contributions made by him or her or on his or her behalf by the Company will be invested. Participants may select from a group of funds offered by ING Life Insurance and Annuity Company.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon.

Participant Loans

Participants may borrow from their fund accounts up to a minimum of $1,000, up to a maximum of $50,000, or 50% of their account balance, whichever is less. The balance in the participant's account secures the loan.

Payment of Benefits

On termination of service, a participant may receive a lump sum amount equal to the vested value of his or her account, or may leave their contributions in the Plan. Benefits are recorded when paid.

Plan Expenses

The Company pays all plan expenses except investment fees, which are allocated.

Note 2 – Summary of 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 financial statements in conformity with generally accepted accounting principles in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of pooled separate accounts are valued at quoted market prices. Which represent the net asset value of shares held by the Plan at year end.

Realized and Unrealized Appreciation

Realized and unrealized appreciation is based on the market value of the assets at the end of the Plan year compared to the market value of the assets at the beginning of the Plan year, or at the time of purchase for assets purchased/exchanged during the plan year.

Note 3 – Certified Information

The custodian of the Plan certified certain information which was not audited in accordance with the Plan administrator's instructions and as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information certified by the custodian consists of the following:

Statements of Net Assets Available for Benefits
Statement of Changes in Net Assets Available for Benefits
Schedule of Assets Held for Investment Purposes

Note 4 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

Note 5 - Investment Shares on hand as of December 31, 2009

The individual investments that represent 5% or more of the Plan's net assets at fair value at December 31, 2009 are as follows:

ING VP Money Market Portfolo - Class I-003	$	61,355
ING fixed Account - 027		88,068
The Growth Fund of America- Class R-3-487		56,385
ING Solution 2015 Portfolio - Srv 747		54,893
ING Solution 2035 Portfolio - Srv 762		52,058
ING Solution Income Portfolio - Svc 768		33,084
	$	345,843

During 2009, the plans investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $ 88,413 as follows:

	2009
Gains from pooled separate accounts	$ 89,208
Gains from registered investment companies	
	$ 89,208

Note 6 –Tax Status

The Internal Revenue Service has determined and informed the Administrator by letter dated August 7, 2001, that the form of the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The letter further states that an employer who adopts this plan will be considered to have a plan qualified under Code section 401(a) provided all the terms are not more favorable for highly compensated employees than for other employees.

Note 7 – Reconciliation of net assets available for benefits per the financial statements to schedule H of form 5500

Net assets available for benefits per Schedule H to form 5500	$ 600,828
Benefits paid to participants per Schedule H of form 5500	$ 85,997

Note 8 – Risks and Uncertainties

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

CARDINALE AUTOMOTIVE GROUP 401(k) PLAN AND TRUST
SCHEDULE I
FEIN: 77-0288570 PLAN: 01
Schedule H, line 4i – Schedule of Assets (Held at end of year)
December 31, 2009

(a)	(b) Indentity of issue, borrower, lessor or similar (e) Current Value	(c) Description of investment including maturity date and interest rate	(d) Cost
	Pooled separate accounts:		
	ING		
		ING VP Money Market Portfolo - Class I-003	$ 61,355
		ING fixed Account - 027	88,068
		ING VP Index Plus SmallCap Portfolio - Class I-052	5,802
		ING VP Index Plus MidCap Portfolio - Class I-053	5,217
		Franklin Small Cap Value Securities Fund - Class 2-073	21,294
		Fidelity VIP Contrafund Port -Init 133	3,231
		Ariel Fund -187	1,327
		Oppenheimer Developing Markets Fund - A 190	21,812
		ING VP International Value Portfolio - Class I-128	12,479
		AIM Mid Cap Core Equity Fund - Class A-290	15,758
		New Perspective Fund - Class R-3-339	20,837
		Lord Abbett Small- Cap Value Fund - Class A-362	3,531
		Vanguard Variable Insurance Fund - Diversfied Val Port-412	3,654
		Vaguard Variable Insurance Fund - Small Company Growth Portfolio-413	1,971
		ING JP Morgan Mid Cap Value Portfoolio - Initial Class-449	7,972
		ING T. Rowe Price Diversified Mid Cap Growth Portfolio - Initial Class	8,410
		Wahington Mutual Investors Fund SM - Classs R-3-482	8,942
		The Growth Fund of America- Class R-3-487	56,385
		ING Solution 2015 Portfolio - Srv 747	54,893
		ING Solution 2025 Portfolio - Srv 759	26,118
		ING Solution 2035 Portfolio - Srv 762	52,058
		ING Solution 2045 Portfolio - Srv 765	33,084
		ING Solution Income Portfolio - Svc 768	1,921
		Baron Growth Fund - 920	8,969
		Pioneer High Yield Fund - Class A 948	3,159
		Franklin Small - Mid Cap Growth Fund - Class A 972	5,312
		Lord Abbett Mid - Cap Value Fund - Class A 976	10,374
			543,932
		Maturity dates from 12/08-03/13 @ 5%-9% interest	56,171
	Participant Loans		
		Total Investments	$600,103

Note: Column (a) is blank as there were no parties in interest
Column (d) is blank as all investments are participant directed
Note: Participant loans are secured by the balance in the participant's account

DOUGLAS M. SMITH
& COMPANY
CERTIFIED PUBLIC ACCOUNTANTS
2763 EAST SHAW AVENUE, SUITE #107, FRESNO, CALIFORNIA 93710
TEL. (559) 294-6592 • FAX (559) 294-6593

Communication with Those Charged with Governance under SAS No. 114

Entity: Cardinale Automotive Group 401(k) Profit Sharing Plan
Year ended: 12/31/09
Engagement letter date: 08/04/2010
Report date: 8/31/10

To Governing Board:

We have audited the financial statements of the above Entity for the year ended and have issued our report thereon. Professional standards require that we provide you with the following information related to our audit.

Our responsibility under U.S. Generally Accepted Auditing Standards

As stated in our engagement letter dated, our responsibility, as described by professional standards, is to express an opinion about whether the financial statements prepared by management with your oversight are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles. Our audit of the financial statements does not relieve you or management of your responsibilities.

Planned Scope and Timing of the Audit

We performed the audit according to the planned scope and timing previously communicated to about planning matters in our engagement letter and orally.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the above Entity are described in Notes 1 or 2 (or both) to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during then ended. We noted no transactions entered into by the Entity during the year for which there is a lack of authoritative guidance or consensus. There are no significant transactions that have been recognized in the financial statements in a different period than when the transaction occurred.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive

because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimate(s) affecting the financial statements are described in Notes 1 or 2 (or both) to the financial statements.

The disclosures in the financial statements are neutral, consistent, and clear. Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users.

Sensitive Disclosure No ___X_____ Yes _____(describe)

_____

_____

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Entities financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Entity's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

See Current Year Findings and Recommendations

This information is intended solely for the use of the above addressed body charged with governance and management of Entity's and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,



Douglas M. Smith & Co., CPA

DOUGLAS M. SMITH
& COMPANY
CERTIFIED PUBLIC ACCOUNTANTS
2763 EAST SHAW AVENUE, SUITE #107, FRESNO, CALIFORNIA 93710
TEL. (559) 294-6592 • FAX (559) 294-6593

To the Administrator
Cardinale Automotive Group 401(k) Plan and Trust

In planning and performing our audit of the financial statements of Cardinale Automotive Group 401(k) Plan and Trust as of and for the year ended December 31, 2009, in accordance with auditing standards generally accepted in the United States of America, we considered the Cardinale Automotive Group 401(k) Plan and Trust 's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or a combination of control deficiencies, that adversely affects the plan's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles [9] such that there is more than a remote likelihood that a misstatement of the plan's financial statements that is more than inconsequential will not be prevented or detected by the plan's internal control.

A material weakness is a significant deficiency, or a combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the plan's internal control.

Our consideration of internal control was for the limited purpose described in the first paragraph and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control that we consider to be material weaknesses, as defined above. However, we identified the following deficiencies in internal control that we consider to be significant deficiencies.

STATEMENT 1 – FINDINGS AND RECOMMENDATIONS

Current year recommendations

09-01

Condition: The employer contribution for February and September 2009 was paid more than 15 days after month end.

Criteria Per DOL Regulation 2510.3-102, contributions are to be remitted to the plan as soon as the funds can be segregated but no later than 15 days after the month they are accrued.

Cause: Inadequate controls

Effect: Not adhering to regulations.

Recommendation:
Procedures should be established to ensure employer contributions are paid not more than 15 days after the month of contribution.

09-02

Criteria: Participant loans must have substantially level amortization with at least quarterly or more frequent payments over the term (not to exceed five years).

Condition: Two of the participant loans were not repaid with substantially similar amortization (no payments made).

Cause: Inadequate communication of requirements to participants.

Effect: Non-compliance, and classification as distribution.

Recommendation:
Participant loans should be repaid at substantially level amortization unless formally modified within the 5 year term provisions.

09-03

Criteria: Data supplied to the third party administrator should be accurate to ensure proper calculation of testing and participation requirements.

Condition: 25 random selections were made from the employee census. The following discrepancies were noted:

1. One termination date was not correct.
2. One date of hire was not correct.
3. One date of birth was not correct.

Cause: Errors in preparation of employee census.

Effect: Possible inadequate data base used to perform plan calculations.

Recommendation:
Procedures should be applied to ensure the preparation of the employee is accurate.

09-04

Criteria: Documentation should be maintained for participants that decided to stay employed but stop participating in the plan.

Condition: No plan participation termination documentation was provided for an employee that continued to be employed but stopped participation in the plan.

Cause: Lack of documentation.

Effect: Possible non compliance.

Recommendation:
Documentation should be retained for all plan participants that cease participation.

09-05

Condition: Plan trustee minutes and meetings are not being maintained.

Criteria: The plan trustees should meet and keep minutes periodically.

Cause: Unknown

Effect: Lack of documented oversight.

Recommendation:
The plan trustee's should meet and keep minutes.

09-06

Criteria: Employees must be notified of the availability of the plan when they are eligible to participate.

Condition: During test of employee files eight of twenty-five selections had no documentation of receiving the employee manual. The manual contains one paragraph notifying the employees of the plan (with very limited eligibility information). If this is the only notification the employees receive, then seven of twenty-five were not notified.

Cause: Inadequate documentation.

Effect: Non-compliance.

Recommendation:
All employees should be affirmatively notified of the plans existence including eligibility requirements. Preferably, the employee should document the election not to enroll.

Prior year recommendations

08-01

Criteria: Participant loans must have substantially level amortization with at least quarterly or more frequent payments over the term (not to exceed five years).

Condition: Four of the participant loans were not repaid with substantially similar amortization. Three had no payments at all (eight total loans).

Cause: Inadequate communication of requirements to participants.

Effect: Non-compliance, possible distribution.

Recommendation:
Participant loans should be repaid at substantially level amortization unless formally modified within the 5 year term provisions.

Status: Partially implemented.

08-02

Criteria: Loans must be secured and bear interest rates from 6-10% which are commensurate with local prevailing rates as determined quarterly by the plan administrator.

Condition: The three loans that had no payments made during the year also accrued no interest.

Cause: Unknown

Effect: Amounts treated as distributions.

Recommendation:
All loans should bear a reasonable interest rate and be repaid in substantially level payments.

Status: Not implemented

08-03

Criteria: Employees must be notified of the availability of the plan when they are eligible to participate.

Condition: During test of employee files seven of twenty-five selections had no documentation of receiving the employee manual. The manual contains one paragraph notifying the employees of the plan (with very limited eligibility information). If this is the only notification the employees receive, then seven of twenty-five were not notified.

Cause: Inadequate documentation.

Effect: Non-compliance.

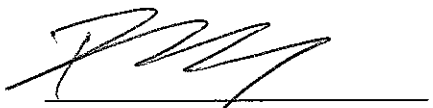
Recommendation:
All employees should be affirmatively notified of the plans existence including eligibility requirements. Preferably, the employee should document the election not to enroll.

Status: Not implemented.

We wish to thank the Controllers, and their departments, for their support and assistance during our audit.

This communication is intended solely for the information and use of management, and the Board of Trustees, and others within the plan, and if applicable the Department of Labor, and is not intended to be and should not be used by anyone other than these specified parties.

August 31, 2010



Fresno, California

August 31, 2010

Doug Smith CPA & Company
2763 E. Shaw, Ste. 107
Fresno, CA 93710

We are providing this letter in connection with your audit of the financial statements and supplemental schedules of Cardinale Automotive Group 401(k) Profit Sharing Plan & Trust as of December 31, 2009, and for the year then ended. We understand that your audit was made for the purpose of expressing an opinion as to whether the financial statements present fairly, in all material respects, the net assets available for benefits and changes in net assets available for benefits of the Plan in conformity with U.S. generally accepted accounting principles and whether the supplemental schedules are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

We are responsible for the fair presentation in the Plan's financial statements of net assets available for benefits and changes in net assets available for benefits in conformity with U.S. generally accepted accounting principles and for the fair presentation of the accompanying supplemental schedules in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. We are also responsible for adopting sound accounting policies, establishing and maintaining internal control, and preventing and detecting fraud.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, as of August 27, 2010 the following representations made to you during your audit.

1. The financial statements and related footnotes are fairly presented in conformity with U.S. generally accepted accounting principles, and the notes include all disclosures required by laws and regulations to which the plan is subject, including the DOL Rules and Regulations for Report and Disclosure under ERISA.

2. We have made available to you all—
   a. Financial records and related data.
   b. All minutes of the meetings of board of trustees for the period
   c. from January 1, 2009 to December 31, 2009 or summaries of actions of recent meetings for which minutes have not yet been prepared.

   d. Plan instruments, trust agreements, insurance contracts, or

e. investment contracts and amendments to such documents entered into during the year, including amendments to comply with applicable laws.
d. Actuarial reports prepared for the plan and the plan's sponsor during the year.

3. There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices, that could have a material effect on the financial statements in the event of noncompliance.

4. We acknowledge our responsibility for the design and implementation of programs and controls to prevent and detect fraud.

5. We have no knowledge of any fraud or suspected fraud affecting the plan involving—
   a. Management,
   b. Employees who have significant roles in internal control, or
   c. Others where the fraud could have a material effect on the financial statements.
6. We have no knowledge of any allegations of fraud or suspected fraud affecting the plan received in communications from employees, former employees, participants, regulators, beneficiaries, service providers, third-party administrators, or others.

7. We have no—
   a. Plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
   b. Intentions to terminate the plan. Furthermore, no reportable events have occurred that could result in the Pension Benefit Guaranty Corporation having the authority to initiate proceedings to terminate the plan.

8. The following have been properly recorded or disclosed in the financial statements:
   a. Related-party transactions, including transactions with parties-in-interest, as defined in ERISA Section 3(14) and regulations there under, including sales, purchases, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties.
   b. Guarantees whether written or oral under which the plan is contingently liable to a bank or other lending institution.
   c. All significant estimates and material concentrations known to management that is to be disclosed in accordance with AICPA Statement of Position 94-6, Disclosure of Certain Significant Risks and Uncertainties. We understand that the significant estimates covered by this disclosure are estimates at the date of the statement of net assets that are reasonably possible of changing materially within the next year. Concentrations refer to the nature and type of investments held by the plan, or markets for which

events could occur which would significantly disrupt normal finances within the next year.

9. We believe the effects of the uncorrected financial statement misstatements summarized in the attached schedule are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

10. There are no—
    a. Violations or possible violations of laws or regulations (including ERISA, DOL, and IRS regulations) whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
    b. Unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with Financial Accounting Standards Board (FASB) Statement No. 5, Accounting for Contingencies.
    c. Other liabilities or gain or loss contingencies that is required to be accrued or disclosed by FASB Statement No. 5.
    d. Material transactions that have not been properly recorded in the accounting records underlying the financial statements.
    e. Other matters (e.g., breach of fiduciary responsibilities, nonexempt transactions, loans or leases in default, events reportable to the PBGC, or events that may jeopardize the tax status) that legal counsel has advised us that must be disclosed.

11. The plan has complied with all aspects of debt and other contractual agreements that would have a material effect on the financial statements in the event of noncompliance, including the release of unallocated shares held in ESOP plans.

12. The methods and significant assumptions used to estimate fair values of financial instruments are as follows: Valuation in a public stock market. The methods and significant assumptions used result in a measure of fair value appropriate for financial measurement and disclosure purposes.

13. Financial instruments with concentrations of credit risk have been properly recorded or disclosed in the financial statements.

14. All required filings of plan documents with the appropriate agencies have been made.

15. The plan is qualified under the appropriate section of the Internal Revenue Code and we intend to continue them as a qualified plan. The plan sponsor has operated the Plan and trust or insurance contract in a manner that did not jeopardize this tax status. Required nondiscrimination testing related to Code Section 401(k) and 401(m) arrangements, as applicable, has been completed for the plan, and any excess deferrals or contributions have been disposed of in accordance with regulations.

16. The plan has complied with the Department of Labor's regulations concerning the timely remittance of participant contributions to trusts containing assets for the plan.

17. The plan has complied with the fidelity bonding requirements of ERISA.

18. The plan has satisfactory title to all owned assets which are recorded at fair value, and all liens, encumbrances, or security interest requiring disclosure in the financial statements have been properly disclosed.

19. For any non-readily marketable securities, we are in agreement with the methods used to estimate fair value or the approach used by the appraiser.

20. There are no—
    a. Non-exempt party-in-interest transactions (as defined in ERISA Section 3(14) and regulations under the section) that were not disclosed in the supplemental schedules or financial statements.
    b. Investments or loans in default or considered to be uncollectible that were not disclosed in the supplemental schedules.
    c. Reportable transactions (as defined in ERISA Section 103(b)(3)(H) and regulations under that section) that were not disclosed in the supplemental schedules.

21. We have apprised you of all communications, whether written or oral, with regulatory agencies concerning the operation of the plan.

22. No events have occurred subsequent to the date of the plan's financial statements and through the date of this letter that would require adjustment to or disclosure in the aforementioned financial statements.

Signature: Signature:

Title: Title:

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
CARDINALE AUTOMOTIVE GROUP 401K PROFIT SHARING PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
CARDINALE OLDSMOBILE, GMC TRUCK, INC.

3 HEITZINGER PLAZA

SEASIDE CA 93955-3613

2b Employer Identification Number (EIN)
77-0288570

2c Sponsor's telephone number
831-899-9505

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	Thomas Cardinale	10.13.10	THOMAS CARDINALE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Thomas Cardinale	10.13.10	THOMAS CARDINALE
	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") CARDINALE OLDSMOBILE, GMC TRUCK, INC. 3 HEITZINGER PLAZA SEASIDE CA 93955-3613	**3b** Administrator's EIN 77-0288570 **3c** Administrator's telephone number 831-899-9505

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:	**4b** EIN
a	Sponsor's name	**4c** PN

5	Total number of participants at the beginning of the plan year	**5**	295
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**	199
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	27
d	Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	226
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	226
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	53
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 2G 2J 3D

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X]	Insurance	(1) [X]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	(2) [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	(3) [X]	Trust
(4) [ ]	General assets of the sponsor	(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		**b** General Schedules		
(1) [X]	R (Retirement Plan Information)	(1) [X]	H (Financial Information)	
(2) [ ]	MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ]	I (Financial Information – Small Plan)	
		(3) [X]	A (Insurance Information)	1
		(4) [ ]	C (Service Provider Information)	
(3) [ ]	SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [X]	D (DFE/Participating Plan Information)	
		(6) [ ]	G (Financial Transaction Schedules)	

CARDINALE AUTOMOTIVE GROUP
401k PROFIT SHARING PLAN AND TRUST

Schedule H, line 4i - Schedule of Assets (Held At End of Year)
12/31/2009

Form 5500, Schedule H, Part IV, Line i

(a)	(b) Identity of issue	(c)Description of investment	(d)Cost	(e)Current Value
*	ING VP Money Market Portfolio - I	Registered Investment Company		61,355
*	ING Fixed Account-027	Registered Investment Company		88,068
*	ING VP Index Plus SmallCap Port - I	Registered Investment Company		5,802
*	ING VP Index Plus MidCap Port - I	Registered Investment Company		5,217
	Franklin Sm Cap Val Sec Fd - 2	Registered Investment Company		21,294
	Fidelity VIP Contrafund Portfolio - Intitial Class	Registered Investment Company		3,231
	Ariel Fund	Registered Investment Company		1,327
	Oppenheimer Developing Mkts Fund - A	Registered Investment Company		21,812
*	ING International Value Port - I	Registered Investment Company		12,479
	AIM Mid Cap Core Equity Fund - A	Registered Investment Company		15,758
	American Funds Nw PrspctvFund - Class R-3	Registered Investment Company		20,837
	Lord Abbett Small-Cap Value Fund - A	Registered Investment Company		3,531
	Vanguard VIF Diversified Value	Registered Investment Company		3,654
	Vanguard VIF Small Company Growth	Registered Investment Company		1,971
*	ING JPMorgan Mid Cap Val Port - Init	Registered Investment Company		7,972
*	ING T. Rowe Price Diver Mid Cap Gr - I	Registered Investment Company		8,410
	Washington Mutual Investors Fund - R3	Registered Investment Company		8,942
	American Funds Growth Fund - R3	Registered Investment Company		56,385
*	ING Solution 2015 Portfolio - Service Class	Registered Investment Company		54,893
*	ING Solution 2025 Portfolio - Service Class	Registered Investment Company		26,118
*	ING Solution 2035 Portfolio - Service Class	Registered Investment Company		52,058
*	ING Solution 2045 Portfolio - Service Class	Registered Investment Company		33,084
*	ING Solution Income Portfolio - Service Class	Registered Investment Company		1,921
	Baron Growth Fund	Registered Investment Company		8,969
	Pioneer High Yield Fund - A	Registered Investment Company		3,159
	Franklin Small - Mid Cap Gr Fund - A	Registered Investment Company		5,312
	Lord Abbett Mid - Cap Value Fund - A	Registered Investment Company		10,374
*	Cardinale Automotive Group 401k PS Plan and Trust	Participant loans, interest rate 4.25% to 9% maturing on various dates		56,171
	Total			600,103