

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 <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>08/01/1997</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>THE COBALT GROUP, INC.</u> <u>2200 FIRST AVENUE SOUTH</u> <u>SUITE 400</u> <u>SEATTLE, WA 98134</u>	2b Employer Identification Number (EIN) <u>91-1674947</u> 2c Sponsor's telephone number <u>206-219-8019</u> 2d Business code (see instructions) <u>518210</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2010</u>	<u>JULIA PIZZI</u>
	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") THE COBALT GROUP, INC. 2200 FIRST AVENUE SOUTH SUITE 400 SEATTLE, WA 98134	3b Administrator's EIN 91-1674947 3c Administrator's telephone number 206-219-8019
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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
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5 Total number of participants at the beginning of the plan year	5	1228
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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	974
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	283
d Subtotal. Add lines 6a , 6b , and 6c	6d	1258
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	1260
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1137
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	138

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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 2S 2T 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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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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) ☒ **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) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE COBALT GROUP, INC.		D Employer Identification Number (EIN) 91-1674947

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.
04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	33469	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

NRP FINANCIAL INC

34-1905835

(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?
61	ADVISOR	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
AIM DEVELOP MKTS A - AIM INVESTMENT 76-0528004	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
ALL/BERN INTL GRTH A - ALLIANCEBERN 13-3211780	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
ALLNZ NFJ DIV VAL A - BOSTON FINANC 04-2526037	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
AM CENT INTL BOND A - AMERICAN CENT 44-0619208	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
DREYFUS S&P 500 INDX - DREYFUS TRAN 13-5673135	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
HEARTLAND SEL VAL IV - ALPS FUND SE 20-3247785	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
NB SOCIALLY RESP TR - STATE STREET ONE LINCOLN STREET BOSTON, MA 02111		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
OPPHMR MAINST SMCP A - OPPENHEIMERF 13-2527171		0.25%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
OPPHMR QUEST BAL A - OPPENHEIMERFUN 13-2527171		0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
RS PARTNERS A - BOSTON FINANCIAL DA 04-2526037	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
TRP GROWTH STOCK R - T ROWE PRICE I 52-1184650	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
VICTORY DIVERS STK A - BISYS FUND S 13-3532663	0.25%	

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
NRP FINANCIAL INC	61	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.	
OPPHMR MAINST SMCP A - OPPENHEIMERF 13-2953455	\$5M+=0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 THE COBALT GROUP, INC.				D Employer Identification Number (EIN) 91-1674947	
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: FA STABLE VALUE					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-026		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1134547	
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)	
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 1	

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE COBALT GROUP, INC.	D Employer Identification Number (EIN) 91-1674947	

Part I	Asset and Liability Statement
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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)	25488	0
(2) Participant contributions	1b(2)	140967	0
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1470317	1437890
(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)	285054	609790
(9) Value of interest in common/collective trusts.....	1c(9)	1089753	1134547
(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)	10903447	19470981
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	13915026	22653208

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	13915026	22653208
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	729098	
(B) Participants	2a(1)(B)	4231770	
(C) Others (including rollovers)	2a(1)(C)	213132	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5174000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4157	
(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)	16686	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		20843

(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)	329161	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		329161

(3) Rents	2b(3)		
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(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		47697
(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)		4320833
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		9892534

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1084800	
(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)		1084800
f Corrective distributions (see instructions)	2f		34618
g Certain deemed distributions of participant loans (see instructions).....	2g		1434
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)	33500	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		33500
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1154352

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8738182
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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: VOLDAL WARTELE & CO., P.S.

(2) EIN: 91-1007261

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.).....	X		171306
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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.		X	

- 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 <u>COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE COBALT GROUP, INC.</u>	D Employer Identification Number (EIN) <u>91-1674947</u>

Part I	Distributions
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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	<u>0</u>
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): <u>04-6568107</u>		
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 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
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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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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): _____

- 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): _____

**COBALT GROUP, INC.
401(K) PROFIT SHARING PLAN
FINANCIAL STATEMENTS
Year Ended December 31, 2009**

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VOLDAL WARTELLE & CO., P.S.
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

Plan Administrator Cobalt Group, Inc. 401(k) Profit Sharing Plan

We were engaged to audit the financial statements of the Cobalt Group, Inc. 401(k) Profit Sharing Plan (the Plan) as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedules as of and for the year ended December 31, 2009 as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company (Fidelity), the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008, 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 supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Voldal Wartelle & Co., P.S.

October 15, 2010

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
ASSETS:		
Investments, at fair value:		
Mutual funds	\$ 19,470,981	\$ 10,903,447
Money market fund	1,437,890	1,470,317
Collective trust fund	1,134,547	1,089,753
Participant loans	<u>609,790</u>	<u>285,054</u>
	22,653,208	13,748,571
Contributions receivable:		
Participant	-	140,967
Company	<u>-</u>	<u>25,488</u>
Net assets available for benefits at fair value	22,653,208	13,915,026
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>1,485</u>	<u>29,885</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 22,654,693</u></u>	<u><u>\$ 13,944,911</u></u>

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

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2009

ADDITIONS:

Contributions:

Participant salary deferrals	\$ 4,231,770
Company	729,098
Participant rollovers from other qualified plans	<u>213,132</u>
	5,174,000

Investment income:

Net appreciation in fair value of investments	4,669,291
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Interest income:

Money market fund	4,157
Participant loans	<u>16,686</u>
	4,690,134

Total additions	9,864,134
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DEDUCTIONS:

Benefits paid to participants	1,120,852
Administrative expenses	<u>33,500</u>
Total deductions	1,154,352

NET INCREASE	8,709,782
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>13,944,911</u>
End of year	<u><u>\$ 22,654,693</u></u>

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

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

1. THE PLAN

The following description of Cobalt Group, Inc. 401(k) Profit Sharing Plan (the Plan) provides general information 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 plan established on August 1, 1997. The Plan covers all eligible employees of The Cobalt Group, Inc. (the Company). Employees become eligible to participate in the Plan on the first day of the month coinciding with or following the date on which the employee attains 18 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). During 2009, the Plan was amended and was later amended and restated based on a Fidelity volume submitter plan. Except as described below, there were no significant changes in the provisions of the Plan as a result of these amendments and restatement.

Employee participation and contributions - Eligible employees, as defined by the Plan, may elect to participate upon their hire date. An employee participates by making contributions to the Plan through payroll deductions. A participant may contribute up to 70% of eligible compensation subject to certain limitations as defined by the Internal Revenue Code (the Code). Effective in 2009, participants contributions may either be pre-tax salary deferrals or after tax "Roth" contributions. Participants who meet certain criteria may also make additional "catch-up" contributions, subject to certain limitations as defined by the Code. Participants may also make rollover contributions from other qualified plans.

Newly eligible employees are automatically enrolled in the Plan with an automatic payroll deduction of 3% from eligible compensation and increasing 1% annually every April 1st coinciding with merit increases. Newly eligible and current participants may file an election to discontinue deferrals at any time.

Company contributions - The Company matches 25% of employee contributions, except that employee deferrals in excess of 6% of eligible compensation are not included in the match calculation. The Company may elect to make additional discretionary matching and profit sharing contributions to the Plan. Participants must have completed at least 1,000 hours of service during the Plan year, and be employed as of the last day of the Plan year, to be eligible to receive any discretionary matching and profit sharing contributions. Profit sharing contributions are allocated to participants in the same proportion as a participant's compensation bears to the total of all participants' compensation. There were no discretionary matching or profit sharing contributions for the year ended December 31, 2009.

Participant accounts - Each participant's account is credited with the participant's contributions, the Company's contributions and an allocation of the Plan's earnings and charged with an allocation of administrative expenses not borne by the Company, if any. The Plan's earnings and administrative expenses paid by the Plan are allocated by fund based on each participant's unit values. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

1. THE PLAN, continued

Vesting - Participants are always 100% vested in their contributions plus actual earnings thereon. Vesting in the remainder of a participant's account balance is based on the elapsed time method, which is measured by a period of service. A period of service starts with the date of employment. Only whole years of service with the Company will be counted to compute years of service for vesting purposes. A participant vests at the rate of 25% per year and is 100% vested after four years of credited service. In the event of death, a participant's account becomes fully vested.

Forfeitures - Forfeitures of the nonvested portions of terminated participants' accounts are maintained in a separate account and are used to either offset the Company's contributions or pay the Plan's administrative expenses. The forfeiture account balance was \$92,356 and \$56,350 at December 31, 2009 and 2008, respectively. Forfeitures totaling \$19,519 were used to pay Plan expenses during 2009.

Administrative expenses - Participant loan, hardship withdrawal and overnight distribution fees are deducted from the related participants' accounts. In addition, certain asset-based fees are deducted directly from each participant's investment returns. Certain other fees may be paid by the Plan through forfeitures.

The Plan also allows the Company the discretion to pay administrative expenses of the Plan. During 2009, the Company paid certain administrative expenses of the Plan. Fees paid directly by the Company are not included in these financial statements.

Payment of benefits - On termination of service or attainment of retirement age, each participant may elect to receive benefits in the form of a lump-sum payment or other non-annuity forms of payment provided for by the Plan. The Plan permits hardship withdrawals to participants meeting certain requirements.

Approximately 24% of the Plan's net assets available for benefits are held by participants who have terminated employment with the Company.

Participant loans - The Plan may make loans to participants of up to 50% of their vested account balance. Each participant may have up to two loans outstanding at a time. Each participant's loan amount cannot exceed \$50,000. Loans bear interest at a reasonable rate determined by Plan management. At December 31, 2009, interest on all loans was being charged at a rate of 5% with payments due through 2019. Loan principal and interest payments are received through payroll deductions.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

1. THE PLAN, continued

Plan termination - The Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants will become fully vested in their accounts. See Note 2.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting - The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment valuation and income recognition - Investments are reported at fair value. Fair value is 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 (see Note 4).

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts that are held within a collective trust fund. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation or depreciation in fair value of investments consists of the realized gains and losses, unrealized appreciation and depreciation, and reinvested distributions of those investments.

Use of estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Payment of benefits - Benefits are recorded when paid.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

2. SIGNIFICANT ACCOUNTING POLICIES, continued

Subsequent events - The Plan has evaluated subsequent events through October 15, 2010, the date the financial statements were available to be issued.

The Plan's assets totaling \$22,223,790 were liquidated and transferred to the Plan's new custodian, Putnam, on June 30, 2010.

On July 9, 2010 the Company announced it had entered a definitive agreement to be acquired by Automatic Data Processing, Inc. The transaction closed on August 16, 2010. The accounts of Cobalt Group, Inc. 401(k) Plan will be transferred to a plan sponsored by the acquirer.

3. PARTY-IN-INTEREST TRANSACTIONS

Recordkeeping functions are performed by and certain Plan investments are managed by affiliates of Fidelity Management Trust Company (Fidelity). Fidelity is the trustee of the Plan assets and, therefore, transactions with Fidelity are party-in-interest transactions that are permissible under applicable laws and regulations. In addition, participant loans held by the Plan are permissible party-in-interest transactions under ERISA.

4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1:* Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2:* Inputs to the valuation methodology include:
- quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted market prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3:* Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

4. FAIR VALUE MEASUREMENTS, continued

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

- *Mutual funds*: Valued at the net asset value of shares held by the Plan.
- *Money market fund*: Valued at the net asset value of shares held by the Plan at year end.
- *Collective trust fund*: Valued at the fair market unit values of the underlying investments, adjusted for the Plan's fee class.
- *Participant loans*: Valued at amortized cost, which approximates fair value.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

		Assets at Fair Value as of December 31, 2009				
		Level 1	Level 2	Level 3	Total	
Investment:						
Mutual funds:						
Target date	\$	5,256,528	\$	-	\$	5,256,528
Small blend		3,067,374		-		3,067,374
Large blend		2,856,175		-		2,856,175
Foreign large growth		1,964,198		-		1,964,198
Large growth		1,198,991		-		1,198,991
Mid-cap growth		1,024,950		-		1,024,950
Large value		908,007		-		908,007
Mid-cap value		907,890		-		907,890
Multisector bond		793,524		-		793,524
World bond		550,788		-		550,788
High yield bond		532,435		-		532,435
Diversified emerging markets		254,261		-		254,261
Specialty – real estate		123,334		-		123,334
Retirement income		32,526		-		32,526
Money market fund		1,437,890		-		1,437,890
Collective trust fund		-	1,134,547	-		1,134,547
Participant loans		-	-	609,790		609,790
	\$	20,908,871	\$	1,134,547	\$	22,653,208

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

4. FAIR VALUE MEASUREMENTS, continued

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Investment:				
Mutual funds:				
Target date	\$ 2,507,769	\$ -	\$ -	\$ 2,507,769
Large blend	1,944,499	-	-	1,944,499
Small blend	1,844,343	-	-	1,844,343
Foreign large growth	1,095,768	-	-	1,095,768
Large growth	643,184	-	-	643,184
Large value	586,040	-	-	586,040
Mid-cap value	534,255	-	-	534,255
Mid-cap growth	528,821	-	-	528,821
World bond	444,357	-	-	444,357
Multisector bond	422,522	-	-	422,522
High yield bond	268,201	-	-	268,201
Diversified emerging markets	32,613	-	-	32,613
Specialty – real estate	32,322	-	-	32,322
Retirement income	18,753	-	-	18,753
Money market fund	1,470,317	-	-	1,470,317
Collective trust fund	-	1,089,753	-	1,089,753
Participant loans	-	-	285,054	285,054
	<u>\$ 12,373,764</u>	<u>\$ 1,089,753</u>	<u>\$ 285,054</u>	<u>\$ 13,748,571</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for 2009.

Participant loans:

Balance as of January 1, 2009	\$ 285,054
Issuances, repayments, and settlements, net	<u>324,736</u>
Balance as of December 31, 2009	<u>\$ 609,790</u>

5. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedule of assets (held at end of year) as of December 31, 2009, including the fair value of investments held at December 31, 2009 and 2008 and the net appreciation of these investments for 2009, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

5. INVESTMENTS, continued

Investments that represent 5% or more of the value of the Plan's net assets at year-end are as follows:

December 31, 2009:

AllianceBern International Growth, Class A	\$ 1,964,198
Victory Diversified Stock Fund, Class A	1,636,292
RS Investment Partners Fund, Class A	1,456,884
Fidelity Prime Fund	1,437,890
T. Rowe Price Growth Stock Fund, Class R	1,198,991
Fidelity Advisor Stable Value Fund II (*)	1,136,042

December 31, 2008:

Fidelity Prime Fund	\$ 1,470,317
Fidelity Advisor Stable Value Fund II (*)	1,119,638
Victory Diversified Stock Fund, Class A	1,116,074
AllianceBern International Growth, Class A	1,095,768
RS Investment Partners Fund, Class A	927,273
Dreyfus S&P 500 Index Fund	791,638

* This amount represents contract value for this investment.

During 2009, the net appreciation in fair value of investments (including gains and losses on investments bought and sold, as well as held during the year using the valuation and recognition criteria described in Note 2) was as follows:

Mutual funds	\$ 4,649,994
Collective trust fund	<u>19,297</u>
	<u>\$ 4,669,291</u>

The Plan's investments 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 reasonably possible that changes in the values of the Plan's investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

6. TAX STATUS

The Company adopted a prototype profit sharing plan that received an opinion letter dated October 9, 2003, in which the Internal Revenue Service (IRS) stated that the prototype plan, as then designed, complied with the applicable requirements of the Code. The prototype plan was amended since receiving the letter. During 2009, the Company adopted a Fidelity volume submitter defined contribution plan that received an advisory letter dated March 31, 2008, in which the IRS stated that the volume submitter plan, as designed, complied with the applicable requirements of the Code. The volume submitter plan on which the Plan is based has been amended since receiving the letter. However, the Plan's management believes that the Plan continues to be designed and operated in compliance with the applicable requirements of the Code.

As reported on Schedule H, line 4a - schedule of delinquent participant contributions for the year ended December 31, 2009, certain participant contributions and loan repayments were not remitted to the Plan within the time frame specified by the Department of Labor (DOL), thus constituting nonexempt transactions totaling \$171,306 between the Plan and the Company.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2009</u>	<u>2008</u>
Net assets, at contract value, per the financial statements	\$ 22,654,693	\$ 13,944,911
Difference between contract value and fair value of Fidelity Advisor Stable Value Fund II	<u>(1,485)</u>	<u>(29,885)</u>
Net assets, at fair value, per the Form 5500	<u>\$ 22,653,208</u>	<u>\$ 13,915,026</u>

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the year ended December 31, 2009:

Total investment income per the financial statements	\$ 4,690,134
Difference between income using contract value and fair value of Fidelity Advisor Stable Value Fund II	<u>28,400</u>
Total investment income per the Form 5500	<u>\$ 4,718,534</u>

SUPPLEMENTAL SCHEDULES

THE COBALT GROUP, INC. 401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2009

EIN: 91-1674947
Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual funds:			
	AllianceBern International Growth, Class A	139,503 Shares	**	\$ 1,964,198
	Victory Diversified Stock Fund, Class A	117,045 Shares	**	1,636,292
	RS Investment Partners Fund, Class A	56,337 Shares	**	1,456,884
	T. Rowe Price Growth Stock Fund, Class R	44,227 Shares	**	1,198,991
	Dreyfus S&P 500 Index Fund	35,790 Shares	**	1,119,876
*	Fidelity Advisor Freedom Fund 2035 Fund, Class A	105,232 Shares	**	1,074,420
*	Fidelity Advisor Freedom Fund 2040 Fund, Class A	97,443 Shares	**	1,062,125
*	Fidelity Advisor Mid Cap Fund, Class A	63,425 Shares	**	1,024,950
	Allianz NFJ Dividend Value Fund, Class A	87,561 Shares	**	908,007
	Heartland Select Value Fund	36,447 Shares	**	907,890
*	Fidelity Advisor Freedom Fund 2045, Class A	99,312 Shares	**	838,195
	Oppenheimer Main Street Small Cap, Class A	49,938 Shares	**	828,478
*	Fidelity Advisor Strategic Income Fund, Class A	65,418 Shares	**	793,518
*	Fidelity Advisors Small Cap Fund, Class A	35,433 Shares	**	782,012
*	Fidelity Advisor Freedom Fund 2030, Class A	51,229 Shares	**	554,809
	American Century International Bond, Class A	38,276 Shares	**	550,788
*	Fidelity Advisor High Income Adv Fund, Class A	59,028 Shares	**	532,435
*	Fidelity Advisor Freedom Fund 2025 Fund, Class A	46,004 Shares	**	476,144
*	Fidelity Advisor Freedom Fund 2020 Fund, Class A	38,750 Shares	**	418,499
*	Fidelity Advisor Freedom Fund 2050, Class A	36,943 Shares	**	306,255
*	Fidelity Advisor Freedom Fund 2010, Class A	25,842 Shares	**	272,120
	AIM Developing Markets, Class A	9,246 Shares	**	254,261
*	Fidelity Advisor Freedom Fund 2015, Class A	21,744 Shares	**	227,445
*	Fidelity Advisor Real Estate, Class A	9,576 Shares	**	123,334
	Neuberger Berman Socially Resp Tr	7,013 Shares	**	100,007
*	Fidelity Advisor Freedom Income Fund, Class A	3,208 Shares	**	32,526
*	Fidelity Advisor Freedom Fund 2005, Class A	2,584 Shares	**	26,516
*	Fidelity Advisor Int. Bond Fund, Class A	1 Shares	**	<u>6</u>
				19,470,981
	Money market fund -			
*	Fidelity Prime Fund	1,437,890 Shares	**	1,437,890
	Collective trust fund -			
*	Fidelity Advisor Stable Value Fund II	1,136,032 Units	**	1,134,547
*	Participant loans	Interest at 5.00%; Maturity dates to 2019	-	<u>609,790</u>
				<u>\$ 22,653,208</u>

* Represents a party-in-interest to the Plan.

** Cost information for participant directed investments is not required to be disclosed.

THE COBALT GROUP, INC. 401(K) PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT
CONTRIBUTIONS
Year Ended December 31, 2009

EIN: 91-1674947
Plan Number: 001

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check Here if Late Participant Loan Repayments are included: <u>X</u>	\$ 3,913	\$ 167,393	\$ -	\$ -

**COBALT GROUP, INC.
401(K) PROFIT SHARING PLAN
FINANCIAL STATEMENTS
Year Ended December 31, 2009**

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VOLDAL WARTELLE & CO., P.S.
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

Plan Administrator Cobalt Group, Inc. 401(k) Profit Sharing Plan

We were engaged to audit the financial statements of the Cobalt Group, Inc. 401(k) Profit Sharing Plan (the Plan) as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedules as of and for the year ended December 31, 2009 as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company (Fidelity), the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008, 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 supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Voldal Wartelle & Co., P.S.

October 15, 2010

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
ASSETS:		
Investments, at fair value:		
Mutual funds	\$ 19,470,981	\$ 10,903,447
Money market fund	1,437,890	1,470,317
Collective trust fund	1,134,547	1,089,753
Participant loans	<u>609,790</u>	<u>285,054</u>
	22,653,208	13,748,571
Contributions receivable:		
Participant	-	140,967
Company	<u>-</u>	<u>25,488</u>
Net assets available for benefits at fair value	22,653,208	13,915,026
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>1,485</u>	<u>29,885</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 22,654,693</u></u>	<u><u>\$ 13,944,911</u></u>

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

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2009

ADDITIONS:

Contributions:

Participant salary deferrals	\$ 4,231,770
Company	729,098
Participant rollovers from other qualified plans	<u>213,132</u>
	5,174,000

Investment income:

Net appreciation in fair value of investments	4,669,291
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Interest income:

Money market fund	4,157
Participant loans	<u>16,686</u>
	4,690,134

Total additions	9,864,134
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DEDUCTIONS:

Benefits paid to participants	1,120,852
Administrative expenses	<u>33,500</u>
Total deductions	1,154,352

NET INCREASE	8,709,782
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>13,944,911</u>
End of year	<u><u>\$ 22,654,693</u></u>

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

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

1. THE PLAN

The following description of Cobalt Group, Inc. 401(k) Profit Sharing Plan (the Plan) provides general information 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 plan established on August 1, 1997. The Plan covers all eligible employees of The Cobalt Group, Inc. (the Company). Employees become eligible to participate in the Plan on the first day of the month coinciding with or following the date on which the employee attains 18 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). During 2009, the Plan was amended and was later amended and restated based on a Fidelity volume submitter plan. Except as described below, there were no significant changes in the provisions of the Plan as a result of these amendments and restatement.

Employee participation and contributions - Eligible employees, as defined by the Plan, may elect to participate upon their hire date. An employee participates by making contributions to the Plan through payroll deductions. A participant may contribute up to 70% of eligible compensation subject to certain limitations as defined by the Internal Revenue Code (the Code). Effective in 2009, participants contributions may either be pre-tax salary deferrals or after tax "Roth" contributions. Participants who meet certain criteria may also make additional "catch-up" contributions, subject to certain limitations as defined by the Code. Participants may also make rollover contributions from other qualified plans.

Newly eligible employees are automatically enrolled in the Plan with an automatic payroll deduction of 3% from eligible compensation and increasing 1% annually every April 1st coinciding with merit increases. Newly eligible and current participants may file an election to discontinue deferrals at any time.

Company contributions - The Company matches 25% of employee contributions, except that employee deferrals in excess of 6% of eligible compensation are not included in the match calculation. The Company may elect to make additional discretionary matching and profit sharing contributions to the Plan. Participants must have completed at least 1,000 hours of service during the Plan year, and be employed as of the last day of the Plan year, to be eligible to receive any discretionary matching and profit sharing contributions. Profit sharing contributions are allocated to participants in the same proportion as a participant's compensation bears to the total of all participants' compensation. There were no discretionary matching or profit sharing contributions for the year ended December 31, 2009.

Participant accounts - Each participant's account is credited with the participant's contributions, the Company's contributions and an allocation of the Plan's earnings and charged with an allocation of administrative expenses not borne by the Company, if any. The Plan's earnings and administrative expenses paid by the Plan are allocated by fund based on each participant's unit values. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

1. THE PLAN, continued

Vesting - Participants are always 100% vested in their contributions plus actual earnings thereon. Vesting in the remainder of a participant's account balance is based on the elapsed time method, which is measured by a period of service. A period of service starts with the date of employment. Only whole years of service with the Company will be counted to compute years of service for vesting purposes. A participant vests at the rate of 25% per year and is 100% vested after four years of credited service. In the event of death, a participant's account becomes fully vested.

Forfeitures - Forfeitures of the nonvested portions of terminated participants' accounts are maintained in a separate account and are used to either offset the Company's contributions or pay the Plan's administrative expenses. The forfeiture account balance was \$92,356 and \$56,350 at December 31, 2009 and 2008, respectively. Forfeitures totaling \$19,519 were used to pay Plan expenses during 2009.

Administrative expenses - Participant loan, hardship withdrawal and overnight distribution fees are deducted from the related participants' accounts. In addition, certain asset-based fees are deducted directly from each participant's investment returns. Certain other fees may be paid by the Plan through forfeitures.

The Plan also allows the Company the discretion to pay administrative expenses of the Plan. During 2009, the Company paid certain administrative expenses of the Plan. Fees paid directly by the Company are not included in these financial statements.

Payment of benefits - On termination of service or attainment of retirement age, each participant may elect to receive benefits in the form of a lump-sum payment or other non-annuity forms of payment provided for by the Plan. The Plan permits hardship withdrawals to participants meeting certain requirements.

Approximately 24% of the Plan's net assets available for benefits are held by participants who have terminated employment with the Company.

Participant loans - The Plan may make loans to participants of up to 50% of their vested account balance. Each participant may have up to two loans outstanding at a time. Each participant's loan amount cannot exceed \$50,000. Loans bear interest at a reasonable rate determined by Plan management. At December 31, 2009, interest on all loans was being charged at a rate of 5% with payments due through 2019. Loan principal and interest payments are received through payroll deductions.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

1. THE PLAN, continued

Plan termination - The Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants will become fully vested in their accounts. See Note 2.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting - The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment valuation and income recognition - Investments are reported at fair value. Fair value is 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 (see Note 4).

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts that are held within a collective trust fund. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation or depreciation in fair value of investments consists of the realized gains and losses, unrealized appreciation and depreciation, and reinvested distributions of those investments.

Use of estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Payment of benefits - Benefits are recorded when paid.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

2. SIGNIFICANT ACCOUNTING POLICIES, continued

Subsequent events - The Plan has evaluated subsequent events through October 15, 2010, the date the financial statements were available to be issued.

The Plan's assets totaling \$22,223,790 were liquidated and transferred to the Plan's new custodian, Putnam, on June 30, 2010.

On July 9, 2010 the Company announced it had entered a definitive agreement to be acquired by Automatic Data Processing, Inc. The transaction closed on August 16, 2010. The accounts of Cobalt Group, Inc. 401(k) Plan will be transferred to a plan sponsored by the acquirer.

3. PARTY-IN-INTEREST TRANSACTIONS

Recordkeeping functions are performed by and certain Plan investments are managed by affiliates of Fidelity Management Trust Company (Fidelity). Fidelity is the trustee of the Plan assets and, therefore, transactions with Fidelity are party-in-interest transactions that are permissible under applicable laws and regulations. In addition, participant loans held by the Plan are permissible party-in-interest transactions under ERISA.

4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1:* Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2:* Inputs to the valuation methodology include:
- quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted market prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3:* Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

4. FAIR VALUE MEASUREMENTS, continued

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

- *Mutual funds*: Valued at the net asset value of shares held by the Plan.
- *Money market fund*: Valued at the net asset value of shares held by the Plan at year end.
- *Collective trust fund*: Valued at the fair market unit values of the underlying investments, adjusted for the Plan's fee class.
- *Participant loans*: Valued at amortized cost, which approximates fair value.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

		Assets at Fair Value as of December 31, 2009				
		Level 1	Level 2	Level 3	Total	
Investment:						
Mutual funds:						
Target date	\$	5,256,528	\$	-	\$	5,256,528
Small blend		3,067,374		-		3,067,374
Large blend		2,856,175		-		2,856,175
Foreign large growth		1,964,198		-		1,964,198
Large growth		1,198,991		-		1,198,991
Mid-cap growth		1,024,950		-		1,024,950
Large value		908,007		-		908,007
Mid-cap value		907,890		-		907,890
Multisector bond		793,524		-		793,524
World bond		550,788		-		550,788
High yield bond		532,435		-		532,435
Diversified emerging markets		254,261		-		254,261
Specialty – real estate		123,334		-		123,334
Retirement income		32,526		-		32,526
Money market fund		1,437,890		-		1,437,890
Collective trust fund		-	1,134,547	-		1,134,547
Participant loans		-	-	609,790		609,790
	\$	20,908,871	\$	1,134,547	\$	22,653,208

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

4. FAIR VALUE MEASUREMENTS, continued

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Investment:				
Mutual funds:				
Target date	\$ 2,507,769	\$ -	\$ -	\$ 2,507,769
Large blend	1,944,499	-	-	1,944,499
Small blend	1,844,343	-	-	1,844,343
Foreign large growth	1,095,768	-	-	1,095,768
Large growth	643,184	-	-	643,184
Large value	586,040	-	-	586,040
Mid-cap value	534,255	-	-	534,255
Mid-cap growth	528,821	-	-	528,821
World bond	444,357	-	-	444,357
Multisector bond	422,522	-	-	422,522
High yield bond	268,201	-	-	268,201
Diversified emerging markets	32,613	-	-	32,613
Specialty – real estate	32,322	-	-	32,322
Retirement income	18,753	-	-	18,753
Money market fund	1,470,317	-	-	1,470,317
Collective trust fund	-	1,089,753	-	1,089,753
Participant loans	-	-	285,054	285,054
	<u>\$ 12,373,764</u>	<u>\$ 1,089,753</u>	<u>\$ 285,054</u>	<u>\$ 13,748,571</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for 2009.

Participant loans:

Balance as of January 1, 2009	\$ 285,054
Issuances, repayments, and settlements, net	<u>324,736</u>
Balance as of December 31, 2009	<u>\$ 609,790</u>

5. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedule of assets (held at end of year) as of December 31, 2009, including the fair value of investments held at December 31, 2009 and 2008 and the net appreciation of these investments for 2009, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

5. INVESTMENTS, continued

Investments that represent 5% or more of the value of the Plan's net assets at year-end are as follows:

December 31, 2009:

AllianceBern International Growth, Class A	\$ 1,964,198
Victory Diversified Stock Fund, Class A	1,636,292
RS Investment Partners Fund, Class A	1,456,884
Fidelity Prime Fund	1,437,890
T. Rowe Price Growth Stock Fund, Class R	1,198,991
Fidelity Advisor Stable Value Fund II (*)	1,136,042

December 31, 2008:

Fidelity Prime Fund	\$ 1,470,317
Fidelity Advisor Stable Value Fund II (*)	1,119,638
Victory Diversified Stock Fund, Class A	1,116,074
AllianceBern International Growth, Class A	1,095,768
RS Investment Partners Fund, Class A	927,273
Dreyfus S&P 500 Index Fund	791,638

* This amount represents contract value for this investment.

During 2009, the net appreciation in fair value of investments (including gains and losses on investments bought and sold, as well as held during the year using the valuation and recognition criteria described in Note 2) was as follows:

Mutual funds	\$ 4,649,994
Collective trust fund	<u>19,297</u>
	<u>\$ 4,669,291</u>

The Plan's investments 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 reasonably possible that changes in the values of the Plan's investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

COBALT GROUP, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS, continued

6. TAX STATUS

The Company adopted a prototype profit sharing plan that received an opinion letter dated October 9, 2003, in which the Internal Revenue Service (IRS) stated that the prototype plan, as then designed, complied with the applicable requirements of the Code. The prototype plan was amended since receiving the letter. During 2009, the Company adopted a Fidelity volume submitter defined contribution plan that received an advisory letter dated March 31, 2008, in which the IRS stated that the volume submitter plan, as designed, complied with the applicable requirements of the Code. The volume submitter plan on which the Plan is based has been amended since receiving the letter. However, the Plan's management believes that the Plan continues to be designed and operated in compliance with the applicable requirements of the Code.

As reported on Schedule H, line 4a - schedule of delinquent participant contributions for the year ended December 31, 2009, certain participant contributions and loan repayments were not remitted to the Plan within the time frame specified by the Department of Labor (DOL), thus constituting nonexempt transactions totaling \$171,306 between the Plan and the Company.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2009</u>	<u>2008</u>
Net assets, at contract value, per the financial statements	\$ 22,654,693	\$ 13,944,911
Difference between contract value and fair value of Fidelity Advisor Stable Value Fund II	<u>(1,485)</u>	<u>(29,885)</u>
Net assets, at fair value, per the Form 5500	<u>\$ 22,653,208</u>	<u>\$ 13,915,026</u>

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the year ended December 31, 2009:

Total investment income per the financial statements	\$ 4,690,134
Difference between income using contract value and fair value of Fidelity Advisor Stable Value Fund II	<u>28,400</u>
Total investment income per the Form 5500	<u>\$ 4,718,534</u>

SUPPLEMENTAL SCHEDULES

THE COBALT GROUP, INC. 401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2009

EIN: 91-1674947
Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual funds:			
	AllianceBern International Growth, Class A	139,503 Shares	**	\$ 1,964,198
	Victory Diversified Stock Fund, Class A	117,045 Shares	**	1,636,292
	RS Investment Partners Fund, Class A	56,337 Shares	**	1,456,884
	T. Rowe Price Growth Stock Fund, Class R	44,227 Shares	**	1,198,991
	Dreyfus S&P 500 Index Fund	35,790 Shares	**	1,119,876
*	Fidelity Advisor Freedom Fund 2035 Fund, Class A	105,232 Shares	**	1,074,420
*	Fidelity Advisor Freedom Fund 2040 Fund, Class A	97,443 Shares	**	1,062,125
*	Fidelity Advisor Mid Cap Fund, Class A	63,425 Shares	**	1,024,950
	Allianz NFJ Dividend Value Fund, Class A	87,561 Shares	**	908,007
	Heartland Select Value Fund	36,447 Shares	**	907,890
*	Fidelity Advisor Freedom Fund 2045, Class A	99,312 Shares	**	838,195
	Oppenheimer Main Street Small Cap, Class A	49,938 Shares	**	828,478
*	Fidelity Advisor Strategic Income Fund, Class A	65,418 Shares	**	793,518
*	Fidelity Advisors Small Cap Fund, Class A	35,433 Shares	**	782,012
*	Fidelity Advisor Freedom Fund 2030, Class A	51,229 Shares	**	554,809
	American Century International Bond, Class A	38,276 Shares	**	550,788
*	Fidelity Advisor High Income Adv Fund, Class A	59,028 Shares	**	532,435
*	Fidelity Advisor Freedom Fund 2025 Fund, Class A	46,004 Shares	**	476,144
*	Fidelity Advisor Freedom Fund 2020 Fund, Class A	38,750 Shares	**	418,499
*	Fidelity Advisor Freedom Fund 2050, Class A	36,943 Shares	**	306,255
*	Fidelity Advisor Freedom Fund 2010, Class A	25,842 Shares	**	272,120
	AIM Developing Markets, Class A	9,246 Shares	**	254,261
*	Fidelity Advisor Freedom Fund 2015, Class A	21,744 Shares	**	227,445
*	Fidelity Advisor Real Estate, Class A	9,576 Shares	**	123,334
	Neuberger Berman Socially Resp Tr	7,013 Shares	**	100,007
*	Fidelity Advisor Freedom Income Fund, Class A	3,208 Shares	**	32,526
*	Fidelity Advisor Freedom Fund 2005, Class A	2,584 Shares	**	26,516
*	Fidelity Advisor Int. Bond Fund, Class A	1 Shares	**	<u>6</u>
				19,470,981
	Money market fund -			
*	Fidelity Prime Fund	1,437,890 Shares	**	1,437,890
	Collective trust fund -			
*	Fidelity Advisor Stable Value Fund II	1,136,032 Units	**	1,134,547
*	Participant loans	Interest at 5.00%; Maturity dates to 2019	-	<u>609,790</u>
				<u>\$ 22,653,208</u>

* Represents a party-in-interest to the Plan.

** Cost information for participant directed investments is not required to be disclosed.

THE COBALT GROUP, INC. 401(K) PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT
CONTRIBUTIONS
Year Ended December 31, 2009

EIN: 91-1674947
Plan Number: 001

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check Here if Late Participant Loan Repayments are included: <u>X</u>	\$ 3,913	\$ 167,393	\$ -	\$ -