Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
MEMORIAL MOTORS RETIREMENT SAVINGS FUND

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2000

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

1200 WEST MEMORIAL BOULEVARD
LAKELAND, FL 33815

1200 WEST MEMORIAL BOULEVARD
LAKELAND, FL 33815

2b Employer Identification Number (EIN)
59-1602368

2c Sponsor's telephone number
863-688-5451

2d Business code (see instructions)
441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	12/11/2010	EDWARD WAGNER
	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")
MEMORIAL MOTORS, INC.

1200 WEST MEMORIAL BOULEVARD
LAKELAND, FL 33815

3b Administrator's EIN
59-1602368

3c Administrator's telephone number
863-688-5451

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

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	169
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**	111
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	2
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	117
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	117
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	33
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

A Name of plan
MEMORIAL MOTORS RETIREMENT SAVINGS FUND

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MEMORIAL MOTORS, INC.

D Employer Identification Number (EIN)
59-1602368

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3847	8762
(2) Participant contributions	1b(2)	7477	13742
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	
(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)	697851	379799
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	
e	Buildings and other property used in plan operation	1e	0	
f	Total assets (add all amounts in lines 1a through 1e)	1f	709175	402303
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	2282	5595
k	Total liabilities (add all amounts in lines 1g through1j)	1k	2282	5595
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	706893	396708

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	28347	
	(B) Participants	2a(1)(B)	122922	
	(C) Others (including rollovers)	2a(1)(C)	7925	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		159194
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	0	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(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)		
(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)		-256780
c Other income	2c		-838
d Total income. Add all **income** amounts in column (b) and enter total	2d		-98424
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	208703	
(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)		208703
f Corrective distributions (see instructions)	2f		3058
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		211761
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-310185
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DAVID R. RAMOS, CPA (2) EIN: 59-3041038

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		122185
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e		X	
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Financial Statements and Supplemental Schedule

Memorial Motors, Inc. Retirement Savings Plan

Year Ended December 31, 2008

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MEMORIAL MOTORS, INC. RETIREMENT SAVINGS PLAN

YEAR ENDED DECEMBER 31, 2008

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INDEPENDENT AUDITOR'S REPORT

To the Trustees of
Memorial Motors, Inc. Retirement Savings Plan

I was engaged to audit the financial statements of Memorial Motors, Inc. Retirement Savings Plan as of December 31, 2008 and 2007, and for the year ended December 31, 2008, and the supplemental schedules as of and for the year ended December 31, 2008 as listed in the accompanying index. These financial statements and 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 1985, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Nationwide Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2008 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that I did not audit, I am unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.

David R. Ramos, CPA

November 1, 2010
Lakeland, Florida

Member: AICPA, FICPA
4215 Old Road 37 • Lakeland, Florida 33813
Telephone: 863-701-7885 • 863-709-8306 • Fax: 863-701-7857 • Email: RAMOSCPA1@AOL.COM

MEMORIAL MOTORS, INC. RETIREMENT SAVINGS PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2008

ASSETS

	DECEMBER 31, 2008	DECEMBER 31, 2007
Investments, at fair value - participant directed	$ 379,799	$ 697,851
Receivables:		
Employer's contribution	8,762	3,847
Participants' contributions	13,742	7,477
	22,504	11,324
Total assets	$ 402,303	$ 709,175

LIABILITIES AND NET ASSETS

Accounts payable and accrued expenses	$ 5,595	$ 2,282
Excess contributions	13,101	3,058
Total liabilities	18,696	5,340
Net assets available for benefits	$ 383,607	$ 703,835

Read accompanying notes to financial statements.

MEMORIAL MOTORS, INC. RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2008

Additions to net assets attributed to:	
Contributions:	
Participants'	$ 122,922
Employer's	28,347
Rollover	7,925
Other Income	(838)
Excess contributions	(13,101)
Total additions	145,255
Deductions from net assets attributed to:	
Net losses on investments	256,780
Benefits paid to participants	208,703
Total deductions	465,483
Net decrease	(320,228)
Net assets available for benefits, beginning of year	703,835
Net assets available for benefits, end of year	$ 383,607

Read accompanying notes to financial statements.

MEMORIAL MOTORS, INC. RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following description of the Memorial Motors, Inc. Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL - The Plan is a defined contribution plan covering all employees of Memorial Motors, Inc. (the "Company") who have twelve months of service and are age eighteen or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS - Each year, participants may contribute up to twenty-five percent of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan, those being a selection of various Nationwide mutual funds. The Company, at its discretion, may choose to match employee contributions. For 2008, the Company chose to match at the rate of fifty percent of employee elective deferrals, up to three percent of compensation. Contributions are subject to certain limitations.

PARTICIPANT ACCOUNTS - Each participant's account is credited with the participant's contribution, and allocations of (a) the Company's matching contribution and (b) Plan earnings. Earnings allocations are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs the investment of his account to any of the investment options available under the Plan. Participants may change their investment options daily.

FORFEITED ACCOUNTS - At December 31, 2008 and 2007, forfeited non-vested accounts totaled $7,997 and $6,037, respectively. This amount will be allocated to participants in proportion to each participant's compensation.

VESTING - Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is fully vested for employer matching accounts after three years of credited service and is fully vested for discretionary employer accounts after five years of credited service.

PAYMENT OF BENEFITS - On termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account. Account loans are not permitted.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ESTIMATES - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION - The Plan's investments are all participant directed registered mutual funds and are stated at fair value. Shares of the mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Net investment income reported in the Statement of Changes in Net Assets Available for Benefits includes realized and unrealized gains and losses.

Purchases and sales of securities are recorded on trade-date basis. Dividends are recorded on the ex-dividend date.

PAYMENT OF BENEFITS - Benefits are recorded when paid.

NOTE C - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

	Fair Value	Fair Value Measurement at Reported Date Using Quoted Prices are active Markets for Identical Assets (Level 1)
December 31, 2008		
Mutual Funds	$ 379,799	$ 379,799
December 31, 2007		
Mutual Funds	$ 697,851	$ 697,851

SFAS No. 157 Fair Value Measurements, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels. Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority.

The change in fair value during 2008 is included in net investment income from investments; however, that amount and dividend income is unknown as Nationwide does not provide net investment income from investments to that degree of detail.

NOTE D - INVESTMENTS

Unaudited Information Certified by the Plan Custodian

The December 31, 2007 and December 31, 2005 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2007, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Custodian in accordance with 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 information certified includes total investments of $379,799 and $697,851 at December 31, 2008 and 2007, respectively, and related losses of $256,780 for the year ended December 31, 2008.

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31,	
	2008	2007
Nationwide, MRLY STBL VAL I	$ 76,288	$ 100,376
Nationwide, Loomis Sayles Strategic Income - A	28,162	48,378
Nationwide, Delaware Diversified Income - A	25,052	36,244
Nationwide, Victory Port Div Stock Fund - A	23,167	52,563
Nationwide, Am Cent Infl Adj Bond Fund AC	22,437	30,529
Nationwide, Oppenheimer Dev Markets A	-	37,314
Nationwide, Harbor International Fd Inv CL	-	37,765

During 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $256,780.

NOTE E - EXCESS CONTRIBUTIONS

Total additions to net assets for 2008 are net of payments of $13,101 made in 2009 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. That amount is also included in the plan's statement of net assets available for benefits as excess contributions payable at December 31, 2008.

NOTE F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and/or to terminate the Plan subject to the provisions of ERISA. In the event of Plan terminations, participants would become 100% vested in their employer contributions.

NOTE G - TAX STATUS

The Internal Revenue Service has determined and informed the Plan sponsor by a letter dated March 9, 1999, that the Master Prototype Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's sponsor believe that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

NOTE H - RECONCILIATION OF FINANCIALS TO FORM 5500, SCHEDULE H

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	December 31, 2008	December 31, 2007
Net assets available for benefits per the financial statements	$ 383,607	$ 703,835
Excess contributions payable	13,101	3,058
Net assets available for benefits per Schedule H, Form 5500	$ 396,708	$ 706,893

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2008, to Schedule H of Form 5500:

Benefits paid to participants per the financial statements	$ 208,703
Reconciling items	-
Benefits paid to participants per Schedule H, Form 5500	$ 208,703

The following is a reconciliation of net decrease in net assets per the financial statements for the year ended December 31, 2008, to net income reported on Schedule H of Form 5500:

Net decrease in net assets per the financial statements	$ (320,228)
Less 2007 corrective distributions	(3,058)
Excess contributions	13,101
Net income per Schedule H, Form 5500	$ (310,185)

For financial statement purposes dividends and pass thru capital gains were reported separately from investment gains. These items were grouped together on Schedule H.

NOTE I - EXPENSES, LIABILITIES

The employer, Memorial Motors, Inc. has absorbed approximately $4,822 in administrative expenses of the Plan.

At December 31, 2008 the Plan included vested accounts for terminated employees in the amount of $14,563. Distribution requests for these funds had not yet been made.

NOTE J - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

NOTE K - SUBSEQUENT EVENTS

In 2010, the Plan was subjected to an audit by the Department of Labor (DOL). The DOL examiner has not released an examination report but indicated that delinquent contributions were noted and that the sponsor company demonstrated contributions could be made sooner than the 15th day of the month following payroll.

Effective January 1, 2009, the Plan changed the custodian from Nationwide Life Insurance Company to The Hartford.

Management was evaluated subsequent events through November 1, 2010, the date which the financial statements were available for issue.

SUPPLEMENTAL SCHEDULES

MEMORIAL MOTORS, INC. RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE
SCHEDULE H, LINE 4a, DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2008

Plan Sponsor's EIN: 59-1602368 Plan Number: 002

Participant Contributions Transferred Late to the Plan	Total the Constitute Nonexempt Prohibited Transactions			Totally Fully Corrected Under VFCP and PTE 2002-51
Check Here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected $ 122,185	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	

MEMORIAL MOTORS, INC. RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE
SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED DECEMBER 31, 2008

Plan Sponsor's EIN: 59-1602368 Plan Number: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current value
	Various issues held by mutual fund	Am Cent Infl Adj Bond Fund AC	#	* $22,437
	Various issues held by mutual fund	AmCap Fund - Class R3 Shares	#	6,932
	Various issues held by mutual fund	Am Cent Small Cap Value Fd AC	#	3,274
	Various issues held by mutual fund	Astn Optm Mid Cap	#	11,419
	Various issues held by mutual fund	N Drey Prem Alpha Growth Fd T	#	13,849
	Various issues held by mutual fund	Baron Small Cap Fund	#	8,013
	Various issues held by mutual fund	Delaware Diversified Inc - A	#	* 25,052
	Various issues held by mutual fund	Goldman Sachs MidCap Value Fd - A	#	8,133
	Various issues held by mutual fund	Mrly Stbl Value I	#	* 76,288
	Various issues held by mutual fund	Nationwide Money Market Inst	#	17,822
	Various issues held by mutual fund	Goldman Sachs Growth Opp Fund - A	#	0
	Various issues held by mutual fund	Harbor International Fd Inv CL	#	14,260
	Various issues held by mutual fund	H&W Large Cap Value Fund - A	#	4,730
	Various issues held by mutual fund	JPM Small Cap Equity - A	#	4,242
	Various issues held by mutual fund	John Hancock Classic Val - A	#	12,300
	Various issues held by mutual fund	Victory Port Div Stock Fund - A	#	* 23,167
	Various issues held by mutual fund	Loomis Sayles Strtgc Inc - A	#	* 28,162
	Various issues held by mutual fund	MFS Intl New Disc Fund - A	#	16,356
	Various issues held by mutual fund	Oppenheimer Devl Markets Fd - A	#	13,094
	Various issues held by mutual fund	Pioneer High Yield Fd - A	#	10,712
	Various issues held by mutual fund	Oppenheimer Intl Growth Fd - A	#	15,203
	Various issues held by mutual fund	Baron Partners Fund	#	7,451
	Various issues held by mutual fund	Oppenheimer Sm/Md Cap Val Fd - A	#	5,663
	Various issues held by mutual fund	WR Advtg C&B Mid Cap Val D	#	9,887
	Various issues held by mutual fund	RgfWrth Sm Cap Value Eqt I	#	5,248
	Various issues held by mutual fund	Thornburg Intl Value Fd I	#	7,313
	Various issues held by mutual fund	Thornburg Core Growth Fund A	#	8,792
	Total assets held for investment			$379,799

* Indicates investment is greater than 5 percent of total investments held for investment.
#Participant-directed investments, cost information is not required

Official Use Only

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 sections 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

2008

This Form is Open to Public Inspection.

For calendar year 2008 or fiscal plan year beginning _____ and ending _____

A Name of plan MEMORIAL MOTORS RETIREMENT SAVINGS FUND	**B** Three-digit plan number ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 MEMORIAL MOTORS, INC.	**D** Employer Identification Number 59-1602368

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions . . . . . 1 $ [redacted]

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the plan year (If more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). 31-4156830 59-3724021

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)

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

If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior plan year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver . . . . . ▶ 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.

6a	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 7 and 8 and complete line 9.

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

Part III Amendments

8 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. (See instructions.) . . . . . ☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See instructions.)

9 Check the box for the test this plan used to satisfy the coverage requirements . . . . ☒ ratio percentage test ☐ average benefit test



2 2 0 8 6 0 0 1 0 J

MEMORIAL MOTORS, INC. RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE
SCHEDULE H, LINE 4a, DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2008

Plan Sponsor's EIN: 59-1602368 Plan Number: 002

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MEMORIAL MOTORS, INC. RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE
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