Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BAY RIDGE VOLVO AMERICAN, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 09/01/1997

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

8801 FOURTH AVENUE
BROOKLYN, NY 11209

8801 FOURTH AVENUE
BROOKLYN, NY 11209

2b Employer Identification Number (EIN)
11-1962799

2c Sponsor's telephone number
718-836-4600

2d Business code (see instructions)
441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2011	NICK DIMARIA
	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")
BAY RIDGE VOLVO AMERICAN, INC.

8801 FOURTH AVENUE
BROOKLYN, NY 11209

3b Administrator's EIN
11-1962799

3c Administrator's telephone number
718-836-4600

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**	182
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	199
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	11
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	210
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	210
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	74
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	39
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)		0	**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 01/01/2009 and ending 12/31/2009

A Name of plan
BAY RIDGE VOLVO AMERICAN, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BAY RIDGE VOLVO AMERICAN, INC.

D Employer Identification Number (EIN)
11-1962799

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	176408	155281
(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)	138929	126440
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1584681	2007462
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**	0	0
	(2) Employer real property	**1d(2)**	0	0
e	Buildings and other property used in plan operation	**1e**	0	0
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	1900018	2289183
	Liabilities			
g	Benefit claims payable	**1g**	0	0
h	Operating payables	**1h**	0	0
i	Acquisition indebtedness	**1i**	0	0
j	Other liabilities	**1j**	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	1900018	2289183

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	**2a(1)(A)**	0	
	(B) Participants	**2a(1)(B)**	214640	
	(C) Others (including rollovers)	**2a(1)(C)**	0	
	(2) Noncash contributions	**2a(2)**	55	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		214695
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)**	786	
	(F) Other	**2b(1)(F)**	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		786
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**	0	
	(B) Common stock	**2b(2)(B)**	0	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		0
	(3) Rents	**2b(3)**		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	0	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	364422	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		364422
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		579903
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	88770	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		88770
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		40609
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		129379
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		450524
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		61359

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: RUBENSTEIN SHENKER ZACARESE MARKS (2) EIN: 11-2774468

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	0
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	0
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	0
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	0
e	Was this plan covered by a fidelity bond?	4e	X		90000
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	0
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	0
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	0
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	0
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		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:** 0

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
BAY RIDGE VOLVO AMERICAN, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BAY RIDGE VOLVO AMERICAN, INC.

D Employer Identification Number (EIN)
11-1962799

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 11-1962799

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** 17

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

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** 0

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

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

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	0
b	The plan year immediately preceding the current plan year	**14b**	0
c	The second preceding plan year	**14c**	0

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**	0
b	The corresponding number for the second preceding plan year	**15b**	0

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**	0
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**	0

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):

Bay Ridge Volvo American, Inc.
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

For Years Ended December 31, 2009 and 2008

Bay Ridge Volvo American, Inc. 401(K) PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Bay Ridge Volvo American, Inc. 401(k) Profit Sharing Plan
8801 Fourth Avenue
Brooklyn, NY 11209

We were engaged to audit the financial statements and supplemental schedules of Bay Ridge Volvo American, Inc. 401(k) Profit Sharing Plan as of December 31, 2009 and 2008 and for the years then ended. 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 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 D, which was certified by Nationwide Financial Services Inc., the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the custodian 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 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 custodian, 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.

Shenker Zacarese & Marks LLP

Certified Public Accountants

June 25, 2010

BAY RIDGE VOLVO AMERICAN, INC. 401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

ASSETS	2009	2008
INVESTMENTS, at fair value	$ 2,162,743	$1,761,089
Participants Loans receivable	126,440	138,929
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,289,183	$1,900,018

See accompanying notes.

BAY RIDGE VOLVO AMERICAN, INC. 401(K) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2009 and 2008

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	2009	2008
Investment income		
Net gain or (loss) in fair value of investments and interest	$ 365,208	$ (785,800)
Other income	-0-	2,093
	365,208	(783,707)
Employer contribution	-0-	-0-
Participant contribution	214,640	282,454
Rollover contributions	55	800
TOTAL ADDITIONS	579,903	(500,453)
DEDUCTIONS FROM NET ASSETS ATTRRIBUTED TO:		
Benefits paid to participants	150,129	315,436
Deemed distributions of loans-current year defaults	6,044	-0-
Deemed distributions of loans-prior year defaults	34,565	-0-
	190,738	315,436
Administrative expenses	-0-	-0-
TOTAL DEDUCTIONS	190,738	315,436
NET INCREASE (DECREASE)	389,165	(815,889)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of period	1,900,018	2,715,907
END OF PERIOD	$ 2,289,183	$ 1,900,018

NOTE A - DESCRIPTION OF PLAN

The following description of the Bay Ridge Volvo American, Inc. 401(k) Profit Sharing Plan ("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 type of qualifying retirement plan commonly referred to as a 401(k) plan covering all full-time employees of Bay Ridge Volvo American, Inc. ("Company") who have one month of service and are age 21 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 the maximum amount set by law in each year of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company does not match participant contributions to the Plan. Additional amounts may be contributed at the option of the Company's board of directors. Contributions are subject to certain limitations. 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 contribution and (b) plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

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

Investment Options

The Plan provides for participant direction of all investments. Upon enrollment in the Plan, a participant may direct contributions to any of the investment options of Nationwide Life Insurance Company. Currently, participants are invested in 27 different funds.

NOTE A - DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits

On termination of service, 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, an annuity, or any other method acceptable to the trustee.

Forfeited Accounts

At December 31, 2009 forfeited nonvested accounts totaled $-0-.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

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 stated at fair value. The fair value of investments in registered investment companies managed by Nationwide Financial Services Inc. is based on the market value of the underlying investments which represents the net asset value of shares held by the Plan at year-end. See Note F for details of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Expenses

The Plan's administrative expenses may be paid either directly from Plan assets or by the Company on behalf of the Plan.

NOTE C - TAX STATUS

The Plan has obtained a determination letter dated September 4, 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE D – INVESTMENTS

Investments held by the Plan at December 31, 2009 and 2008 are summarized as follows:

Investment in registered investment companies:

	2009	2008
Nationwide Life Insurance Company:		
AllianceBer Balanced Shs - A	$ 57,457	$ 50,883
AIM Global Hlth Care Inv Cls	24,526	18,815
Invesco MidCap Cor Equity Fd – A	52	1,143
PNC Intmdt Bond Fd – A	185	170
JPN Cor Bond Fd - A	185	-0-
JPN Diversd MdCp Gwth Fd – A	3,496	3,815
BOA Fixed	133	-0-
Federated Cap Appr Fd – A	167,488	134,480
Franklin Income Fd – A	17,478	13,431
Fed Kaufmann Fd – A	100,717	79,559
Franklin US Govt Sec Ser – A	358	105
Nationwide Money Mkt Fd IC	155,281	176,408
Neuberger Berman Genesis Inv	927	651
Nationwide Govt Bond Fd – A	3,461	3,500
Opp Global Fnd – A	160,311	118,659
Oppnhmr Main St Fnd – A	531,912	359,847
Oppnhmr US Govt Fd – A	50,006	44,743
WFAF Gov Securities Inv – A	46,429	34,851
Franklin BalSheet Inv Fd – A	728	3,463
Franklin Mut Discov Fd - A	45,196	37,011
VanKampen Comstock Fd – A	12,122	9,244
VanKampen Equity & Inc. – A	572,597	452,581
VanKampen Real Est Sec Fd – A	18,074	15,889
Invesco Financial Srvc Fd IC	3,451	980
Invesco Leisure Fd IC	56,702	68,084
CR Suisse Sm Cap Val Fd CS	363	669
Ivy Asset Strategy Fd – Y	133,108	119,413
Victory Port Div Stk Fd-A	-0-	1,695
	$ 2,162,743	$ 1,761,089

NOTE D - INVESTMENTS (CONTINUED)

During the years ended December 31, 2009 and 2008 the Plan's investments (including investments bought, sold, and held during the period) appreciated (decreased) in value as follows:

Investments registered investment companies:

	2009	2008
AllianceBer Balanced Shs - A	$ 9,210	$ (22,340)
AIM Global Hlth Care Inv Cls	5,005	(7,616)
Invesco MidCap Cor Equity Fd – A	(129)	(470)
PNC Intmdt Bond Fd – A	92	(5)
JPN Cor Bond Fd - A	90	-0-
JPN Diversd MdCp Gwth Fd – A	1,254	(2,396)
BOA Fixed	(7)	-0-
Federated Cap Appr Fd – A	18,805	(58,153)
Franklin Income Fd – A	5,262	(2,622)
Fed Kaufmann Fd – A	22,240	(57,139)
Franklin US Govt Sec Ser – A	(8)	(5)
Nationwide Money Mkt Fd IC	(3,651)	(503)
Victory Port Div Stk Fd – A	35	(1,320)
Neuberger Berman Genesis Inv	59	(258)
Nationwide Govt Bond Fd – A	65	192
Opp Global Fnd – A	41,258	(83,022)
Oppnhmr Main St Fnd – A	107,977	(241,016)
Oppnhmr US Govt Fd – A	2,596	(3,376)
WFAF Gov Securities Inv – A	887	2,786
Franklin BalSheet Inv Fd – A	(329)	(3,272)
Franklin Mut Discov Fd - A	7,129	(14,389)
VanKampen Comstock Fd – A	2,532	(4,476)
VanKampen Equity & Inc. – A	101,981	(168,252)
VanKampen Real Est Sec Fd – A	2,429	(14,312)
Invesco Financial Srvc Fd IC	747	(441)
Invesco Leisure Fd IC	14,627	(49,421)
CR Suisse Sm Cap Val Fd CS	(31)	(254)
Ivy Asset Strategy Fd – Y	24,296	(53,735)
Newberger Berman Fasci and Fd	-0-	15
	$ 364,421	$ (785,800)

NOTE E – BENEFITS PAID TO PARTICIPANTS

As of June 1, 2005 a supplemental participation agreement was entered into between RSTR Motors Inc. and Bay Ridge Volvo American Inc. (the plan sponsor) whereby RSTR Motors Inc. adopted the plan.

As of October 20, 2009 the companies entered into a transfer agreement whereby RSTR Motors Inc. transferred out of the plan and assigned the account balance of the RSTR employees to a new plan under RSTR"s sponsorship. The value of those account balances at the time of transfer was $61,359 and is included in "Benefits Paid to Participants".

NOTE F-FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Statement No. 157, *Fair Value Measurements (*FASB Statement No. 157), establishes a 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 are described below:

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 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.

The asset's 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.

Registered Investment Companies (*Mutual funds*): Valued at the net asset value ('NAV") of shares held by the plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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
Mutual funds	$ 2,162,743			$ 2,162,743
Participant loans			$ 126,440	126,440
Total assets at fair value	$ 2,162,743		$ 126,440	$ 2,289,183

Assets at Fair Value as of December 31, 2008

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 1,761,089			$ 1,761,089
Participants loans			$ 138,929	138,929
Total assets at fair value	$ 1,761,089		$ 138,929	$ 1,900,018

NOTE G – SUBSEQUENT EVENTS

The plan's management has evaluated subsequent events through June 25, 2010, the date the financial statements were available to be issued.

NOTE H – 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 to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

SUPPLEMENTAL SCHEDULE

BAY RIDGE VOLVO AMERICAN, INC. 401(k) PROFIT SHARING PLAN
FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(EIN: 11-2899595)
PLAN NUMBER 001
December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
*	Participant Loans	4.25%-8.50%	$	126,440
	AllianceBer Balanced Shs - A	Mutual Fund		57,457
	AIM Global Hlth Care Inv Cls	Mutual Fund		24,526
	Invesco MidCap Cor Equity Fd – A	Mutual Fund		52
	PNC Intmdt Bond Fd – A	Mutual Fund		185
	JPN Cor Bond Fd - A	Mutual Fund		185
	JPN Diversd MdCp Gwth Fd – A	Mutual Fund		3,496
	BOA Fixed	Mutual Fund		133
	Federated Cap Appr Fd – A	Mutual Fund		167,488
	Franklin Income Fd – A	Mutual Fund		17,478
	Fed Kaufmann Fd – A	Mutual Fund		100,717
	Franklin US Govt Sec Ser – A	Mutual Fund		358
	Nationwide Money Mkt Fd IC	Mutual Fund		155,281
	Neuberger Berman Genesis Inv	Mutual Fund		927
	Nationwide Govt Bond Fd – A	Mutual Fund		3,461
	Opp Global Fnd – A	Mutual Fund		160,311
	Oppnhmr Main St Fnd – A	Mutual Fund		531,912
	Oppnhmr US Govt Fd – A	Mutual Fund		50,006
	WFAF Gov Securities Inv – A	Mutual Fund		46,429
	Franklin BalSheet Inv Fd – A	Mutual Fund		728
	Franklin Mut Discov Fd - A	Mutual Fund		45,196
	VanKampen Comstock Fd – A	Mutual Fund		12,122
	VanKampen Equity & Inc. – A	Mutual Fund		572,597
	VanKampen Real Est Sec Fd – A	Mutual Fund		18,074
	Invesco Financial Srvc Fd IC	Mutual Fund		3,451
	Invesco Leisure Fd IC	Mutual Fund		56,702
	CR Suisse Sm Cap Val Fd CS	Mutual Fund		363
	Ivy Asset Strategy Fd – Y	Mutual Fund		133,108
	AllianceBer Balanced Shs - A	Mutual Fund		57,457
			$	2,289,183

* Indicates party-in-interest.
** Cost information omitted for participant-directed investments.

BAY RIDGE VOLVO AMERICAN, INC. 401(k) PROFIT SHARING PLAN
FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(EIN: 11-2899595)
PLAN NUMBER 001
December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
*	Participant Loans	4.25%-8.50%	$	126,440
	AllianceBer Balanced Shs - A	Mutual Fund		57,457
	AIM Global Hlth Care Inv Cls	Mutual Fund		24,526
	Invesco MidCap Cor Equity Fd – A	Mutual Fund		52
	PNC Intmdt Bond Fd – A	Mutual Fund		185
	JPN Cor Bond Fd - A	Mutual Fund		185
	JPN Diversd MdCp Gwth Fd – A	Mutual Fund		3,496
	BOA Fixed	Mutual Fund		133
	Federated Cap Appr Fd – A	Mutual Fund		167,488
	Franklin Income Fd – A	Mutual Fund		17,478
	Fed Kaufmann Fd – A	Mutual Fund		100,717
	Franklin US Govt Sec Ser – A	Mutual Fund		358
	Nationwide Money Mkt Fd IC	Mutual Fund		155,281
	Neuberger Berman Genesis Inv	Mutual Fund		927
	Nationwide Govt Bond Fd – A	Mutual Fund		3,461
	Opp Global Fnd – A	Mutual Fund		160,311
	Oppnhmr Main St Fnd – A	Mutual Fund		531,912
	Oppnhmr US Govt Fd – A	Mutual Fund		50,006
	WFAF Gov Securities Inv – A	Mutual Fund		46,429
	Franklin BalSheet Inv Fd – A	Mutual Fund		728
	Franklin Mut Discov Fd - A	Mutual Fund		45,196
	VanKampen Comstock Fd – A	Mutual Fund		12,122
	VanKampen Equity & Inc. – A	Mutual Fund		572,597
	VanKampen Real Est Sec Fd – A	Mutual Fund		18,074
	Invesco Financial Srvc Fd IC	Mutual Fund		3,451
	Invesco Leisure Fd IC	Mutual Fund		56,702
	CR Suisse Sm Cap Val Fd CS	Mutual Fund		363
	Ivy Asset Strategy Fd – Y	Mutual Fund		133,108
	AllianceBer Balanced Shs - A	Mutual Fund		57,457
			$	2,289,183

* Indicates party-in-interest.
** Cost information omitted for participant-directed investments.