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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
MANLY AUTOMOTIVE GROUP 401(K) EMPLOYEE SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1992

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

FOREIGN AUTOMOTIVE, INC.

P.O. BOX 1655
SANTA ROSA, CA 95402

2750 CORBY AVENUE
SANTA ROSA, CA 95407

2b Employer Identification Number (EIN)
94-1507500

2c Sponsor's telephone number
707-542-5377

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.	07/27/2012	BRIAN H. MANLY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/27/2012	BRIAN H. MANLY
	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")
FOREIGN AUTOMOTIVE, INC.

P.O. BOX 1655
SANTA ROSA, CA 95402

3b Administrator's EIN
94-1507500

3c Administrator's telephone number
707-542-5377

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**	117
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**	110
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	8
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	118
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	118
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	28
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 3D 2K 2T 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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
MANLY AUTOMOTIVE GROUP 401(K) EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
94-1507500

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	10126	42	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
4346	888

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
SITZMANN, MORRIS & LAVIS INS AGENCY
2455 BENNETT VALLEY ROAD
SANTA ROSA, CA 95404

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
4346			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
JORDAN & ASSOCIATES RETIREMENT SERV
100 STONY POINT ROAD, SUITE 216
SANTA ROSA, CA 95401

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
	888	TPA COMPENSATION	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	16441
5	Current value of plan's interest under this contract in separate accounts at year end	5	1692503

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	16186
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	293		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below) ▶	7c(5)			
	(6) Total additions			7c(6)	293
d	Total of balance and additions (add **b** and **c(6)**).			7d	16479
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)	74		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below) ▶ TPA FEES	7e(4)	81		
	(5) Total deductions			7e(5)	155
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	16324

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
MANLY AUTOMOTIVE GROUP 401(K) EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
94-1507500

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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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)

JOHN HANCOCK USA

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 59 60 62 63 67	RECORDKEEPER	54	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

JORDAN & ASSOCIATES RETIREMENT SERV

100 STONY POINT RD., SUITE 216
SANTA ROSA, CA 95401

(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?
10 11	TPA	8816	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(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.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

(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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
MANLY AUTOMOTIVE GROUP 401(K) EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FOREIGN AUTOMOTIVE, INC.

D Employer Identification Number (EIN)
94-1507500

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: 500 INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	93024

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	402

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	67389

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	147396

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	23539

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA VALUE & RESTRUCTURING

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7517

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5831

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4010

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33558

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53710

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 830

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 375

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4315

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1175

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19194

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 712

a Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 418

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6806

a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7168

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON CLEARBR AGG GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8508

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 897

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81757

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 204380

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 82076

a Name of MTIA, CCT, PSA, or 103-12 IE: LM WESTRN ASSET GLB HIGH YIELD

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5325

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 420

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6432

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 106858

a Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED ALL CAP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99671

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 645

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98744

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 73265
a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT-TERM FEDERAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 94188
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 635
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 441
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21150
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8494
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34687
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SPECTRUM INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 62297
a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1394
a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15924

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3681

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11846

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL ALL CAP CORE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4062

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 571

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL LARGE CAP VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 379

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26398

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 160009

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
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b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
MANLY AUTOMOTIVE GROUP 401(K) EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
94-1507500

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	860	860
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3504	3586
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1774128	1692503
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	16186	16324
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1794678	1713273
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1794678	1713273

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)	126089	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		126089
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	294	
	(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)	141	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		435
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-14054
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		112470
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	171829	
(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)		171829
f Corrective distributions (see instructions)	2f		5253
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	8816	
(2) Contract administrator fees	2i(2)	7977	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		16793
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		193875
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-81405
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: HAWES MASON & ASSOCIATES (2) EIN: 68-0154875

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		190000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
MANLY AUTOMOTIVE GROUP 401(K) EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
94-1507500

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): 01-0233346

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

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

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

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

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

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority 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. 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): _____

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):

MANLY AUTOMOTIVE GROUP
401(k) EMPLOYEE SAVINGS PLAN

INDEPENDENT AUDITOR'S REPORT

AND

FINANCIAL STATEMENTS

WITH SUPPLEMENTAL INFORMATION

DECEMBER 31, 2011 and 2010

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Manly Automotive Group 401(k) Employee Savings Plan

We have been engaged to audit the accompanying statements of net assets available for benefits of Manly Automotive Group 401(k) Employee Savings Plan, as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the years ended December 31, 2011 and 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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 me not to perform, and we did not perform, any auditing procedures with respect to the information summarized in notes to the financial statements, which was certified by John Hancock USA, 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 years ended December 31, 2011 and 2010 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 and opinion on the accompanying financial statements and the 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 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.

Hawes Mason & Associates
A Professional Corporation

July 23, 2012
Sacramento, California

MANLY AUTOMOTIVE GROUP 401(k) EMPLOYEE SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 and 2010

Assets	2011	2010
Cash	$ 860	$ 860
Investments, at Fair Value (Note 3)	1,708,827	1,790,315
Participant Loans	3,586	3,504
Net Assets Available for Benefits	1,713,273	1,794,679

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

MANLY AUTOMOTIVE GROUP 401(k) EMPLOYEE SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment Income		
Dividends and Interest	$ 435	$ 470
Net Appreciation (Depreciation) in Fair Value of Investment in Mutual Funds	(14,055)	205,861
Other Income		
	(13,620)	206,331
Contributions		
Participant Deferrals	126,089	127,546
Rollovers		
Total Additions/(Subtractions)	112,469	333,877
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits Paid to Participants	171,829	401,944
Corrective Distributions	5,253	
Administrative Expenses	16,793	17,401
Total Deductions	193,875	419,345
Net Increase/(Decrease)	(81,406)	(85,468)
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Beginning of Year	1,794,679	1,880,147
End of Year	$ 1,713,273	$ 1,794,679

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

MANLY AUTOMOTIVE GROUP 401(k) EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Manly Automotive Group 401(k) Employee Savings 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 certain employees of Foreign Automotive, Inc., Manly Mitsubishi, and Manly Olds-GMC, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Foreign Automotive (the Company) serves as the plan sponsor and administrator.

Contributions – Each employee is entitled to contribute up to $16,500 for 2011 and $16,500 for 2010 of his or her before tax wages. The Company may decide each Plan year whether to make discretionary matching or profit sharing contributions on behalf of eligible employees.

Participant Accounts – Each participant's account is credited with his or her contributions, the Company's discretionary contribution, if any, and Plan earnings. Allocations are based on participant's contributions or account balances as defined in the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting – Participants are immediately vested in their voluntary contributions plus their contribution's earnings. Vesting in the Company's discretionary matching and/or supplemental contribution portion of their accounts plus actual earnings is based on years of continuous service. A participant is 100% vested after six years of credited service.

Retirement – Normal retirement is age fifty-nine and a half and at least six years of service. Distribution of benefits to participants generally begin no later than sixty days after close of the plan year in which the participant attains age fifty-nine and a half, or the participant terminates service with the employer.

Payments of Benefits – Upon Termination of service due to death, disability, or retirement a participant may receive an amount equal to the value of the participant's vested interest. A participant may elect to receive payment of his or her account in the form of lump-sum, rollover, or installments. Participants may withdraw all or a portion of their vested account balances for specific hardship reasons, subject to the approval of the company.

Forfeitures - Forfeitures are used to reduce the plan's administrative expenses or the Company's contributions for the plan year in which the forfeiture occurred. At December 31, 2011 and 2010, the forfeiture account balances were $860 and $860 respectively.

Administration Fees – Plan fees and expenses connected with the providing of administrative services by external service providers are paid from Plan assets.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting:

The Financial statements of the Plan are prepared using the accrual basis of accounting.

Estimates:

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

Investments Valuation and Income Recognition:

The Plan's investments are stated at fair value as determined by John Hancock USA, the custodian of the Plan's assets. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.

Purchases and sales of securities are recorded on a trade-basis. Interest income is recorded on the cash basis. Dividends are recorded when received.

Payments of Benefits:

Benefits are recorded when paid. Amounts allocated to accounts of persons who elected to withdraw from the Plan have all been paid as of December 31, 2010.

Participant Loans:

Participant loans balances are determined by amortization tables set up at the time of the loan. Interest is calculated for each pay period.

Funding Policy:

Employee deferrals are remitted immediately to the fund custodian for deposit into each participant's account as each payroll is processed.

NOTE 3 – INVESTMENTS

The following presents investments at December 31, 2011 and 2010 that represent 5% or more of the Plan's net assets:

	2011	2010
John Hancock Lifestyle Balanced	81,757	186,691
John Hancock Lifestyle Growth	204,380	223,204
John Hancock Short-Term Federal	94,188	93,009
John Hancock Money Market	160,009	-
John Hancock T. Rowe Price Blue Chip	147,396	135,524
John Hancock Developing Market	106,858	101,881
John Hancock Lifestyle Moderate	82,076	111,794
Johm Jancock Lifestyle Conervative	-	138,876
John Hancock PIMCO Total Return	98,745	103,156
John Hancock PIMCO Global Bond	99,671	104,431

The Plan's assets are comprised of amounts invested in mutual funds and a money market account. The mutual fund values are stated at market value. Concentrations in investments can expose the plan to high market risk. The Plan's investments (including investments bought, sold, and held during the year) appreciated/(depreciated) in value by $(14,055) for 2011 and $205,861 for 2010.

NOTE 4 – EXCESS DEFERRALS & SECTION 415 LIMITATIONS PAYABLE

Special non-discrimination requirements are necessary for all 401(k) type cash or deferred compensation arrangements to be considered qualified. The test for such requirements considers the actual deferral percentage (ADP) of the highly compensated to that of non-highly compensated employees. The basic rule is that the highly compensated groups' average ADP may not exceed that of the non-highly compensated group by a specified amount. Section 415 limits the amount of annual additions (from all sources) to a participant's account for any particular year to the lesser of $49,000 for 2011 and 2010 or 25% of compensation.

NOTE 5 – PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right to amend, suspend, or terminate the plan and discontinue its contributions subject to the provisions of ERISA. In the event of plan termination, participants become 100 percent vested in their employer accounts.

NOTE 6 – INCOME TAX STATUS

The plan is a prototype standardized defined contribution plan and has a favorable determination letter on file with the Internal Revenue Service, dated March 31, 2008. The plan administrator and its counsel believe the Plan, as currently designed is being operated in compliance with the applicable requirements of the IRC.

NOTE 7—RELATED PARTY TRANSACTIONS

Plan investments are shares of mutual funds managed by John Hancock USA. John Hancock USA is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to John Hancock USA for investment management services amounted to $7,977 for the year ended December 31, 2011 and $7,259 for the year ended December 31, 2010.

NOTE 8— INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE

	2011	2010
Participant directed investments	1,708,827	1,790,315
Net appreciation in participant directed investments	(14,055)	205,861
Interest and dividends	435	470
Participant Loans	3,586	3,504

SUPPLEMENTAL INFORMATION

MANLY AUTOMOTIVE GROUP 401(k) EMPLOYEE SAVINGS PLAN

EIN NUMBER: 94-1507500
PLAN NUMBER: 003

SCHEDULE H, LINE 4i – Schedule of Assets Held at End of Year

DECEMBER 31, 2011

(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
*	John Hancock Life Insurance Co. (U.S.A.)	JH Lifestyle Growth	**	$204,380
*	John Hancock Life Insurance Co. (U.S.A.)	JH Lifestyle Balanced	**	81,757
*	John Hancock Life Insurance Co. (U.S.A.)	Money Mart	**	160,009
*	John Hancock Life Insurance Co. (U.S.A.)	Blue Chip Growth Fund	**	147,396
*	John Hancock Life Insurance Co. (U.S.A.)	JH Oppenheimer Developing Mkt	**	106,858
*	John Hancock Life Insurance Co. (U.S.A.)	Real Est. Securities Fund	**	73,265
*	John Hancock Life Insurance Co. (U.S.A.)	JH Lifestyle Moderate	**	82,076
*	John Hancock Life Insurance Co. (U.S.A.)	JH T. Rowe Price Health Sci	**	8,494
*	John Hancock Life Insurance Co. (U.S.A.)	500 Index Fund	**	93,024
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Funds EuroPacific	**	53,710
*	John Hancock Life Insurance Co. (U.S.A.)	JH Franklin Balance Sheet	**	375
*	John Hancock Life Insurance Co. (U.S.A.)	JH Mutual Discovery	**	6,432
*	John Hancock Life Insurance Co. (U.S.A.)	3 Year Guaranteed Investment	**	10,739
*	John Hancock Life Insurance Co. (U.S.A.)	5 Year Guaranteed Investment	**	5,586
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Funds Growth Fund	**	1,394
*	John Hancock Life Insurance Co. (U.S.A.)	JH T. Rowe Price Equity Inc	**	21,150
*	John Hancock Life Insurance Co. (U.S.A.)	JH T. Rowe Price Sci & Tech	**	34,687
*	John Hancock Life Insurance Co. (U.S.A.)	JH T. Rowe Price Spectrum Inc	**	62,297
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Century Heritage	**	11,846
*	John Hancock Life Insurance Co. (U.S.A.)	JH Energy	**	33,558
*	John Hancock Life Insurance Co. (U.S.A.)	JH Domini Social Equity	**	571
*	John Hancock Life Insurance Co. (U.S.A.)	Optimized All Cap Fund	**	4,062
*	John Hancock Life Insurance Co. (U.S.A.)	JH Franklin Small-Mid Growth	**	4,315
*	John Hancock Life Insurance Co. (U.S.A.)	JH Short-Term Federal	**	94,188
*	John Hancock Life Insurance Co. (U.S.A.)	DFA US Small Cap Fund	**	4,010
*	John Hancock Life Insurance Co. (U.S.A.)	JH MFS Utilities	**	5,325
*	John Hancock Life Insurance Co. (U.S.A.)	Intl Small Cap Fund	**	712
*	John Hancock Life Insurance Co. (U.S.A.)	JH Lord Abbett Mid Cap Value	**	7,168

MANLY AUTOMOTIVE GROUP 401(k) EMPLOYEE SAVINGS PLAN

EIN NUMBER: 94-1507500
PLAN NUMBER: 003

SCHEDULE H, LINE 4i – Schedule of Assets Held at End of Year

DECEMBER 31, 20011

(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
*	John Hancock Life Insurance Co. (U.S.A.)	Total Stock Market Index Fund	**	15,924
*	John Hancock Life Insurance Co. (U.S.A.)	JH Davis New York Venture	**	5,831
*	John Hancock Life Insurance Co. (U.S.A.)	JH Lifestyle Aggressive	**	897
*	John Hancock Life Insurance Co. (U.S.A.)	JH PIMCO Total Return	**	98,745
*	John Hancock Life Insurance Co. (U.S.A.)	Intl Equity Index Fund	**	19,195
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Funds Inv Co Am	**	6,806
*	John Hancock Life Insurance Co. (U.S.A.)	JH T. Rowe Price Sml Cap Val	**	441
*	John Hancock Life Insurance Co. (U.S.A.)	BlackRock Global Allocation	**	67,389
*	John Hancock Life Insurance Co. (U.S.A.)	Capital Appreciation Fund	**	23,539
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Funds Wash Mutual	**	3,681
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Funds Am Balanced	**	402
*	John Hancock Life Insurance Co. (U.S.A.)	PIMCO Global Bond	**	99,670
*	John Hancock Life Insurance Co. (U.S.A.)	JH Explorer	**	830
*	John Hancock Life Insurance Co. (U.S.A.)	Optimized Value Fund	**	379
*	John Hancock Life Insurance Co. (U.S.A.)	Small Cap Growth Index	**	634
*	John Hancock Life Insurance Co. (U.S.A.)	JH PIMCO Real Return	**	645
*	John Hancock Life Insurance Co. (U.S.A.)	International Value Fund	**	1,175
*	John Hancock Life Insurance Co. (U.S.A.)	Mid Cap Index Fund	**	420
*	John Hancock Life Insurance Co. (U.S.A.)	JH Legg Partners Agg Growth	**	8,508
*	John Hancock Life Insurance Co. (U.S.A.)	Columbia Value & Restructuring	**	7,517
*	John Hancock Life Insurance Co. (U.S.A.)	JH AIM Small Cap Growth	**	417
*	John Hancock Life Insurance Co. (U.S.A.)	High Yield Fund	**	26,398
	Participant loan	Interest at 3.25% - 5% maturing 2014	0	3,586
				1,712,413

* Denotes party-in-interest
** Information is not required as investments are participant directed.

MANLY AUTOMOTIVE GROUP
401(k) EMPLOYEE SAVINGS PLAN

INDEPENDENT AUDITOR'S REPORT

AND

FINANCIAL STATEMENTS

WITH SUPPLEMENTAL INFORMATION

DECEMBER 31, 2011 and 2010

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Manly Automotive Group 401(k) Employee Savings Plan

We have been engaged to audit the accompanying statements of net assets available for benefits of Manly Automotive Group 401(k) Employee Savings Plan, as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the years ended December 31, 2011 and 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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 me not to perform, and we did not perform, any auditing procedures with respect to the information summarized in notes to the financial statements, which was certified by John Hancock USA, 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 years ended December 31, 2011 and 2010 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 and opinion on the accompanying financial statements and the 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 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.

Hawes Mason & Associates
A Professional Corporation

July 23, 2012
Sacramento, California

MANLY AUTOMOTIVE GROUP 401(k) EMPLOYEE SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 and 2010

Assets	2011	2010
Cash	$ 860	$ 860
Investments, at Fair Value (Note 3)	1,708,827	1,790,315
Participant Loans	3,586	3,504
Net Assets Available for Benefits	1,713,273	1,794,679

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

MANLY AUTOMOTIVE GROUP 401(k) EMPLOYEE SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment Income		
Dividends and Interest	$ 435	$ 470
Net Appreciation (Depreciation) in Fair Value of Investment in Mutual Funds	(14,055)	205,861
Other Income		
	(13,620)	206,331
Contributions		
Participant Deferrals	126,089	127,546
Rollovers		
Total Additions/(Subtractions)	112,469	333,877
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits Paid to Participants	171,829	401,944
Corrective Distributions	5,253	
Administrative Expenses	16,793	17,401
Total Deductions	193,875	419,345
Net Increase/(Decrease)	(81,406)	(85,468)
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Beginning of Year	1,794,679	1,880,147
End of Year	$ 1,713,273	$ 1,794,679

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

MANLY AUTOMOTIVE GROUP 401(k) EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Manly Automotive Group 401(k) Employee Savings 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 certain employees of Foreign Automotive, Inc., Manly Mitsubishi, and Manly Olds-GMC, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Foreign Automotive (the Company) serves as the plan sponsor and administrator.

Contributions – Each employee is entitled to contribute up to $16,500 for 2011 and $16,500 for 2010 of his or her before tax wages. The Company may decide each Plan year whether to make discretionary matching or profit sharing contributions on behalf of eligible employees.

Participant Accounts – Each participant's account is credited with his or her contributions, the Company's discretionary contribution, if any, and Plan earnings. Allocations are based on participant's contributions or account balances as defined in the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting – Participants are immediately vested in their voluntary contributions plus their contribution's earnings. Vesting in the Company's discretionary matching and/or supplemental contribution portion of their accounts plus actual earnings is based on years of continuous service. A participant is 100% vested after six years of credited service.

Retirement – Normal retirement is age fifty-nine and a half and at least six years of service. Distribution of benefits to participants generally begin no later than sixty days after close of the plan year in which the participant attains age fifty-nine and a half, or the participant terminates service with the employer.

Payments of Benefits – Upon Termination of service due to death, disability, or retirement a participant may receive an amount equal to the value of the participant's vested interest. A participant may elect to receive payment of his or her account in the form of lump-sum, rollover, or installments. Participants may withdraw all or a portion of their vested account balances for specific hardship reasons, subject to the approval of the company.

Forfeitures - Forfeitures are used to reduce the plan's administrative expenses or the Company's contributions for the plan year in which the forfeiture occurred. At December 31, 2011 and 2010, the forfeiture account balances were $860 and $860 respectively.

Administration Fees – Plan fees and expenses connected with the providing of administrative services by external service providers are paid from Plan assets.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting:

The Financial statements of the Plan are prepared using the accrual basis of accounting.

Estimates:

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

Investments Valuation and Income Recognition:

The Plan's investments are stated at fair value as determined by John Hancock USA, the custodian of the Plan's assets. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.

Purchases and sales of securities are recorded on a trade-basis. Interest income is recorded on the cash basis. Dividends are recorded when received.

Payments of Benefits:

Benefits are recorded when paid. Amounts allocated to accounts of persons who elected to withdraw from the Plan have all been paid as of December 31, 2010.

Participant Loans:

Participant loans balances are determined by amortization tables set up at the time of the loan. Interest is calculated for each pay period.

Funding Policy:

Employee deferrals are remitted immediately to the fund custodian for deposit into each participant's account as each payroll is processed.

NOTE 3 – INVESTMENTS

The following presents investments at December 31, 2011 and 2010 that represent 5% or more of the Plan's net assets:

	2011	2010
John Hancock Lifestyle Balanced	81,757	186,691
John Hancock Lifestyle Growth	204,380	223,204
John Hancock Short-Term Federal	94,188	93,009
John Hancock Money Market	160,009	-
John Hancock T. Rowe Price Blue Chip	147,396	135,524
John Hancock Developing Market	106,858	101,881
John Hancock Lifestyle Moderate	82,076	111,794
Johm Jancock Lifestyle Conervative	-	138,876
John Hancock PIMCO Total Return	98,745	103,156
John Hancock PIMCO Global Bond	99,671	104,431

The Plan's assets are comprised of amounts invested in mutual funds and a money market account. The mutual fund values are stated at market value. Concentrations in investments can expose the plan to high market risk. The Plan's investments (including investments bought, sold, and held during the year) appreciated/(depreciated) in value by $(14,055) for 2011 and $205,861 for 2010.

NOTE 4 – EXCESS DEFERRALS & SECTION 415 LIMITATIONS PAYABLE

Special non-discrimination requirements are necessary for all 401(k) type cash or deferred compensation arrangements to be considered qualified. The test for such requirements considers the actual deferral percentage (ADP) of the highly compensated to that of non-highly compensated employees. The basic rule is that the highly compensated groups' average ADP may not exceed that of the non-highly compensated group by a specified amount. Section 415 limits the amount of annual additions (from all sources) to a participant's account for any particular year to the lesser of $49,000 for 2011 and 2010 or 25% of compensation.

NOTE 5 – PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right to amend, suspend, or terminate the plan and discontinue its contributions subject to the provisions of ERISA. In the event of plan termination, participants become 100 percent vested in their employer accounts.

NOTE 6 – INCOME TAX STATUS

The plan is a prototype standardized defined contribution plan and has a favorable determination letter on file with the Internal Revenue Service, dated March 31, 2008. The plan administrator and its counsel believe the Plan, as currently designed is being operated in compliance with the applicable requirements of the IRC.

NOTE 7—RELATED PARTY TRANSACTIONS

Plan investments are shares of mutual funds managed by John Hancock USA. John Hancock USA is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to John Hancock USA for investment management services amounted to $7,977 for the year ended December 31, 2011 and $7,259 for the year ended December 31, 2010.

NOTE 8— INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE

	2011	2010
Participant directed investments	1,708,827	1,790,315
Net appreciation in participant directed investments	(14,055)	205,861
Interest and dividends	435	470
Participant Loans	3,586	3,504

SUPPLEMENTAL INFORMATION

MANLY AUTOMOTIVE GROUP 401(k) EMPLOYEE SAVINGS PLAN

EIN NUMBER: 94-1507500
PLAN NUMBER: 003

SCHEDULE H, LINE 4i – Schedule of Assets Held at End of Year

DECEMBER 31, 2011

(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
*	John Hancock Life Insurance Co. (U.S.A.)	JH Lifestyle Growth	**	$204,380
*	John Hancock Life Insurance Co. (U.S.A.)	JH Lifestyle Balanced	**	81,757
*	John Hancock Life Insurance Co. (U.S.A.)	Money Mart	**	160,009
*	John Hancock Life Insurance Co. (U.S.A.)	Blue Chip Growth Fund	**	147,396
*	John Hancock Life Insurance Co. (U.S.A.)	JH Oppenheimer Developing Mkt	**	106,858
*	John Hancock Life Insurance Co. (U.S.A.)	Real Est. Securities Fund	**	73,265
*	John Hancock Life Insurance Co. (U.S.A.)	JH Lifestyle Moderate	**	82,076
*	John Hancock Life Insurance Co. (U.S.A.)	JH T. Rowe Price Health Sci	**	8,494
*	John Hancock Life Insurance Co. (U.S.A.)	500 Index Fund	**	93,024
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Funds EuroPacific	**	53,710
*	John Hancock Life Insurance Co. (U.S.A.)	JH Franklin Balance Sheet	**	375
*	John Hancock Life Insurance Co. (U.S.A.)	JH Mutual Discovery	**	6,432
*	John Hancock Life Insurance Co. (U.S.A.)	3 Year Guaranteed Investment	**	10,739
*	John Hancock Life Insurance Co. (U.S.A.)	5 Year Guaranteed Investment	**	5,586
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Funds Growth Fund	**	1,394
*	John Hancock Life Insurance Co. (U.S.A.)	JH T. Rowe Price Equity Inc	**	21,150
*	John Hancock Life Insurance Co. (U.S.A.)	JH T. Rowe Price Sci & Tech	**	34,687
*	John Hancock Life Insurance Co. (U.S.A.)	JH T. Rowe Price Spectrum Inc	**	62,297
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Century Heritage	**	11,846
*	John Hancock Life Insurance Co. (U.S.A.)	JH Energy	**	33,558
*	John Hancock Life Insurance Co. (U.S.A.)	JH Domini Social Equity	**	571
*	John Hancock Life Insurance Co. (U.S.A.)	Optimized All Cap Fund	**	4,062
*	John Hancock Life Insurance Co. (U.S.A.)	JH Franklin Small-Mid Growth	**	4,315
*	John Hancock Life Insurance Co. (U.S.A.)	JH Short-Term Federal	**	94,188
*	John Hancock Life Insurance Co. (U.S.A.)	DFA US Small Cap Fund	**	4,010
*	John Hancock Life Insurance Co. (U.S.A.)	JH MFS Utilities	**	5,325
*	John Hancock Life Insurance Co. (U.S.A.)	Intl Small Cap Fund	**	712
*	John Hancock Life Insurance Co. (U.S.A.)	JH Lord Abbett Mid Cap Value	**	7,168

MANLY AUTOMOTIVE GROUP 401(k) EMPLOYEE SAVINGS PLAN

EIN NUMBER: 94-1507500
PLAN NUMBER: 003

SCHEDULE H, LINE 4i – Schedule of Assets Held at End of Year

DECEMBER 31, 20011

(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
*	John Hancock Life Insurance Co. (U.S.A.)	Total Stock Market Index Fund	**	15,924
*	John Hancock Life Insurance Co. (U.S.A.)	JH Davis New York Venture	**	5,831
*	John Hancock Life Insurance Co. (U.S.A.)	JH Lifestyle Aggressive	**	897
*	John Hancock Life Insurance Co. (U.S.A.)	JH PIMCO Total Return	**	98,745
*	John Hancock Life Insurance Co. (U.S.A.)	Intl Equity Index Fund	**	19,195
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Funds Inv Co Am	**	6,806
*	John Hancock Life Insurance Co. (U.S.A.)	JH T. Rowe Price Sml Cap Val	**	441
*	John Hancock Life Insurance Co. (U.S.A.)	BlackRock Global Allocation	**	67,389
*	John Hancock Life Insurance Co. (U.S.A.)	Capital Appreciation Fund	**	23,539
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Funds Wash Mutual	**	3,681
*	John Hancock Life Insurance Co. (U.S.A.)	JH American Funds Am Balanced	**	402
*	John Hancock Life Insurance Co. (U.S.A.)	PIMCO Global Bond	**	99,670
*	John Hancock Life Insurance Co. (U.S.A.)	JH Explorer	**	830
*	John Hancock Life Insurance Co. (U.S.A.)	Optimized Value Fund	**	379
*	John Hancock Life Insurance Co. (U.S.A.)	Small Cap Growth Index	**	634
*	John Hancock Life Insurance Co. (U.S.A.)	JH PIMCO Real Return	**	645
*	John Hancock Life Insurance Co. (U.S.A.)	International Value Fund	**	1,175
*	John Hancock Life Insurance Co. (U.S.A.)	Mid Cap Index Fund	**	420
*	John Hancock Life Insurance Co. (U.S.A.)	JH Legg Partners Agg Growth	**	8,508
*	John Hancock Life Insurance Co. (U.S.A.)	Columbia Value & Restructuring	**	7,517
*	John Hancock Life Insurance Co. (U.S.A.)	JH AIM Small Cap Growth	**	417
*	John Hancock Life Insurance Co. (U.S.A.)	High Yield Fund	**	26,398
	Participant loan	Interest at 3.25% - 5% maturing 2014	0	3,586
				1,712,413

* Denotes party-in-interest
** Information is not required as investments are participant directed.

Manly Automotive Group 401(k) Employee Savings Plan
EIN: 94-1507500 / PN: 003
Plan Year ended 12/31/2011

Schedule H (Form 5500) - line 4(i)
Schedule of Assets Held At Year End

(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
*	John Hancock Life Insurance Co. (U.S.A.)	500 Index Fund	**	93024
*	John Hancock Life Insurance Co. (U.S.A.)	American Balanced Fund	**	402
*	John Hancock Life Insurance Co. (U.S.A.)	Black Rock Global Allocation	**	67389
*	John Hancock Life Insurance Co. (U.S.A.)	Blue Chip Growth Fund	**	147396
*	John Hancock Life Insurance Co. (U.S.A.)	Capital Appreciation Fund	**	23539
*	John Hancock Life Insurance Co. (U.S.A.)	Columbia Value & Restructuring	**	7517
*	John Hancock Life Insurance Co. (U.S.A.)	Davis New York Venture	**	5831
*	John Hancock Life Insurance Co. (U.S.A.)	DFA US Small Cap Fund	**	4010
*	John Hancock Life Insurance Co. (U.S.A.)	Energy	**	33558
*	John Hancock Life Insurance Co. (U.S.A.)	EuroPacific Growth Fund	**	53710
*	John Hancock Life Insurance Co. (U.S.A.)	Explorer	**	830
*	John Hancock Life Insurance Co. (U.S.A.)	Franklin Balance Sheet	**	375
*	John Hancock Life Insurance Co. (U.S.A.)	Franklin Small-Mid Growth	**	4315
*	John Hancock Life Insurance Co. (U.S.A.)	International Value Fund	**	1175
*	John Hancock Life Insurance Co. (U.S.A.)	Intl Equity Index Fund	**	19194
*	John Hancock Life Insurance Co. (U.S.A.)	Intl Small Cap Fund	**	712
*	John Hancock Life Insurance Co. (U.S.A.)	Investment Company of America	**	6806
*	John Hancock Life Insurance Co. (U.S.A.)	Inv Small Cap Growth	**	418
*	John Hancock Life Insurance Co. (U.S.A.)	JPM Midcap Value Fund	**	7168
*	John Hancock Life Insurance Co. (U.S.A.)	Legg Mason Growth	**	8508
*	John Hancock Life Insurance Co. (U.S.A.)	Lifestyle Aggressive	**	897
*	John Hancock Life Insurance Co. (U.S.A.)	Lifestyle Balanced	**	81757
*	John Hancock Life Insurance Co. (U.S.A.)	Lifestyle Growth	**	204380
*	John Hancock Life Insurance Co. (U.S.A.)	Lifestyle Moderate	**	82076
*	John Hancock Life Insurance Co. (U.S.A.)	MFS Utilities	**	5325
*	John Hancock Life Insurance Co. (U.S.A.)	Mid Cap Index Fund	**	420
*	John Hancock Life Insurance Co. (U.S.A.)	Mutual Discovery	**	6432
*	John Hancock Life Insurance Co. (U.S.A.)	Oppenheimer Developing Mkt	**	106858
*	John Hancock Life Insurance Co. (U.S.A.)	PIMCO Global Bond	**	99671
*	John Hancock Life Insurance Co. (U.S.A.)	PIMCO Real Return	**	645
*	John Hancock Life Insurance Co. (U.S.A.)	PIMCO Total Return	**	98744
*	John Hancock Life Insurance Co. (U.S.A.)	Real Estate Securities Fund	**	73265
*	John Hancock Life Insurance Co. (U.S.A.)	Short-Term Federal	**	94188
*	John Hancock Life Insurance Co. (U.S.A.)	Small Cap Growth Index	**	635
*	John Hancock Life Insurance Co. (U.S.A.)	Small Cap Value Fund	**	441
*	John Hancock Life Insurance Co. (U.S.A.)	T. Rowe Price Equity Inc	**	21150
*	John Hancock Life Insurance Co. (U.S.A.)	T. Rowe Price Health Sci	**	8494
*	John Hancock Life Insurance Co. (U.S.A.)	T. Rowe Price Sci & Tech	**	34687
*	John Hancock Life Insurance Co. (U.S.A.)	T. Rowe Price Spectrum Inc	**	62297
*	John Hancock Life Insurance Co. (U.S.A.)	The Growth Fund of America	**	1394
*	John Hancock Life Insurance Co. (U.S.A.)	Total Stock Market Index Fund	**	15924
*	John Hancock Life Insurance Co. (U.S.A.)	Washington Mutual Investors	**	3681
*	John Hancock Life Insurance Co. (U.S.A.)	American Century Heritage	**	11846
*	John Hancock Life Insurance Co. (U.S.A.)	Fudnamental All Cap Core Fund	**	4062
*	John Hancock Life Insurance Co. (U.S.A.)	Domini Social Equity	**	571
*	John Hancock Life Insurance Co. (U.S.A.)	Fundamental Large Cap Value	**	379
*	John Hancock Life Insurance Co. (U.S.A.)	High Yield Fund	**	26398
*	John Hancock Life Insurance Co. (U.S.A.)	Participant Loan: 3.25-5%	**	3586
	*Denotes party-in-interest			
	**Information is not required as investments are participant directed			