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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PHIL LONG DEALERSHIPS, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1986

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

PHIL LONG DEALERSHIPS, INC.

4045 SINTON ROAD
COLORADO SPRINGS, CO 80907

2b Employer Identification Number (EIN) 84-1393913

2c Sponsor's telephone number 719-667-2991

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.	07/31/2012	SCOTT ARNOLD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
PHIL LONG DEALERSHIPS, INC.

4045 SINTON ROAD
COLORADO SPRINGS, CO 80907

3b Administrator's EIN
84-1393913

3c Administrator's telephone number
719-667-2991

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**	913
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**	653
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	250
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	903
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	904
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	807
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	43
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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
PHIL LONG DEALERSHIPS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PHIL LONG DEALERSHIPS, INC.

D Employer Identification Number (EIN)
84-1393913

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).. . . . . [X] 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

AMERICAN FUNDS

95-1411037

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

ARTISAN

39-1811840

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ASTON

20-4747475

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HARBOR

04-2679462

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

OPPENHEIMER

13-2527171

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

LORD ABBETT

13-5620131

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MFS

04-2747644

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PIMCO FUNDS

95-2632339

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

T. ROWE PRICE

52-2264646

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VAN KAMPEN

36-2811402

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD

23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VICTORY

13-2700161

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MAINSTAY

52-2206685

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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)

WELLS FARGO BANK, N.A.

94-1347393

(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 37 49 50 52 60 62 63 64	SERVICE PROVIDER	2910	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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 [ ]

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
PHIL LONG DEALERSHIPS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
84-1393913

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: WELLS FARGO S & P 500 INDEX FUND G

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
94-3224211-001	C	253775

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN N6

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
52-2251407-001	C	2441095

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO S & P MIDCAP INDEX N FU

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
94-3224226-001	C	1963401

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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
PHIL LONG DEALERSHIPS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PHIL LONG DEALERSHIPS, INC.

D Employer Identification Number (EIN)
84-1393913

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	40000	193000
(2) Participant contributions	1b(2)	37668	40622
(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)	510190	436716
(9) Value of interest in common/collective trusts	1c(9)	4847172	4658271
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	14201946	13358963
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(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	19636976	18687572
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	19636976	18687572

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)	193000	
(B) Participants	2a(1)(B)	1424755	
(C) Others (including rollovers)	2a(1)(C)	126291	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1744046
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	20445	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		20445
(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)	188091	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		188091
(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)		55004
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-415614
c	Other income	2c		38612
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1630584
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2527642	
	(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)		2527642
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		
i	Administrative expenses: **(1)** Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)		
	(4) Other	2i(4)	52346	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		52346
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2579988
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		-949404
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: CROWE HORWATH LLP **(2)** EIN: 35-0921680

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		3000000
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
PHIL LONG DEALERSHIPS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PHIL LONG DEALERSHIPS, INC.

D Employer Identification Number (EIN)
84-1393913

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): 56-1354495

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):

PHIL LONG DEALERSHIPS, INC. 401(k)
PROFIT SHARING PLAN
Colorado Springs, Colorado

FINANCIAL STATEMENTS
December 31, 2011 and 2010

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
Colorado Springs, Colorado

FINANCIAL STATEMENTS
December 31, 2011 and 2010

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Crowe Horwath.

Crowe Horwath LLP
Independent Member Crowe Horwath International

REPORT OF INDEPENDENT AUDITORS

Plan Administrator
Phil Long Dealerships, Inc. 401(k) Profit Sharing Plan
Colorado Springs, Colorado

We were engaged to audit the financial statements and supplemental schedule of Phil Long Dealerships, Inc. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, as listed in the accompanying contents page. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011 that the information provided to the plan administrator is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule as a whole. The information included in the supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, 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.

Crowe Horwath LLP

Crowe Horwath LLP

Indianapolis, IN
July 23, 2012

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

ASSETS	2011	2010
Investments, at fair value (Note 3)	$18,017,234	$19,049,118
Receivables		
Employer contributions	193,000	40,000
Participant contributions	40,622	37,668
Notes receivable from participants	436,716	510,190
	670,338	587,858
Total assets	18,687,572	19,636,976
NET ASSETS AVAILABLE FOR BENEFITS	$18,687,572	$19,636,976

See accompanying notes to financial statements.

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2011

Investment income (loss)	
Interest and dividends	$ 226,702
Net depreciation in fair value of investments (Note 3)	(360,595)
	(133,893)
Interest income on notes receivable from participants	20,445
Contributions	
Employer	193,000
Participants'	1,424,755
Rollover	126,291
	1,744,046
	1,630,598
Benefits paid to participants	2,527,656
Administrative expenses	52,346
Net decrease	(949,404)
Net assets available for benefits at beginning of year	19,636,976
Net assets available for benefits at end of year	$ 18,687,572

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Phil Long Dealerships, Inc. 401(k) Profit Sharing Plan is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General: The Plan is a defined contribution plan covering all employees of Phil Long Dealerships, Inc. (the Company) who have reached age 18 and have completed six months of service. Individuals that are classified by the Company as an independent contractor, nonresident aliens, and those that are members of a collective bargaining unit whose union contract does not provide for participation are not eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

A participant shall not have the right to receive benefits until the participant terminates service, attains normal retirement age, or meets the requirements for a hardship distribution. A participant is eligible for normal retirement when the participant reaches age 65.

Contributions: Participants can contribute 1% to a maximum of 100% in 1% increments of their gross wages during the Plan year subject to certain limitations. The Company may make discretionary contributions equal to a specified percentage of participant's deferral. To be eligible for the Company discretionary contribution, participants must be employed on the last day of the plan year. The Company may also make profit sharing contributions at the discretion of the Board of Directors. The Company made a $193,000 discretionary contribution to the plan in 2011. There was no profit sharing contribution in 2011.

All employees are automatically enrolled in the Plan upon eligibility but can decline entry electronically via the member services line or the member web site.

Investment Options: Participants direct the investment of their contributions and any Company matching contributions into various investment options offered by the Plan.

Retirement, Death, Disability: A participant is entitled to 100% of his or her vested account balance upon retirement, death, or disability.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum or direct rollover amount equal to the vested account balance. If the participants vested account balance is $5,000 or less, the benefit will be paid in a lump-sum payment.

Participant Accounts: Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution, and (b) Plan earnings, and charged with his or her withdrawals and an allocation of administration expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participants' vested account.

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Vesting: Under the Plan, participants acquire a vested and nonforfeitable interest in a percentage of their account attributable to the Company's contributions and actual earnings thereon as determined from the following table. Participants are vested 100% in their contributions and actual earning thereon at all times.

Years of Service	Percentage Vested and Nonforfeitable
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

Forfeitures: The non-vested portions of terminated participants' accounts are forfeitures. Forfeitures stay under the Plan and are used to offset future employer contributions and plan expenses. During 2011, $10,500 of forfeited balances were used to pay plan expenses. The remaining balance of forfeitures available to offset future matching contributions and administrative expenses as of December 31, 2011 and 2010 were $4,657 and $12,828, respectively.

Plan Termination: Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time. In the event of plan termination, participants would become 100% vested in their accounts.

Notes Receivable from Participants: Participants may borrow from their accounts the lesser of 50% of their vested account balance or $50,000. The loans are secured by the balance in the participant's account and bear interest.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared under the accrual basis of accounting.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates.

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Payment of Benefits: Benefits are recorded when paid.

Risks and Uncertainties: The Plan holds various investments. Investments are exposed to various risks, such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investments and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Mutual funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Collective trusts: The fair values of participation units held in collective trusts, other than stable value funds, are based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (level 2 inputs). The S&P Mid Cap Index fund invests solely in the Blackrock Mid Capitalization Equity Index Fund E whose objective is long-term capital appreciation. The S&P 500 Index Fund G invests solely in the Blackrock Equity Index Fund F whose objective is to match the performance of the S&P 500 Index which captures the earnings and growth potential of large US companies. The net asset value of the funds is determined daily. Each collective trust held by the Plan provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

Stable Value Fund: The fair values of participation units in the stable value collective trust are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported in the audited financial statements of the fund (level 2 inputs). The fund invests all of its assets in the Wells Fargo Stable Return Fund G, a collective trust fund which invests in investment contracts and security backed investments. The investment objective is to seek current income while maintaining stability of invested principal. The net asset value of the fund is determined daily. Units are issued and redeemed as of the latest net asset value.

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

Investments measured at fair value on a recurring basis are summarized below:

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

	Fair Value Measurements at December 31, 2011 Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments			
Collective trust funds:			
Equity index mutual funds	$ -	$2,217,176	$ -
Stable value fund	-	2,441,095	-
Mutual funds			
Small blend	2,663,877	-	-
Large blend	2,344,292	-	-
Large growth	2,322,065	-	-
Mid cap	258,735	-	-
Bond	2,502,552	-	-
Life cycle 2010-2030	1,576,544	-	-
Life cycle 2040-2050	528,555	-	-
International	1,162,343	-	-

There were no significant transfers between level 1 and level 2 during 2011.

	Fair Value Measurements at December 31, 2010 Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments			
Collective trust funds:			
Equity index mutual funds	$ -	$2,523,366	$ -
Stable value fund	-	2,323,806	-
Mutual funds			
Small blend	3,133,730	-	-
Large blend	2,624,657	-	-
Large growth	2,511,534	-	-
Mid cap	357,887	-	-
Bond	2,415,580	-	-
Life cycle 2010-2030	1,429,997	-	-
Life cycle 2040-2050	394,841	-	-
International	1,333,720	-	-

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fully Benefit-Responsive Investment Contracts: While Plan investments are presented at fair value in the statement of net assets available for benefits, any material difference between the fair value of the Plan's direct and indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statement of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan holds an indirect interest in such contracts through its investment in a stable value fund. No adjustments from fair value to contract value are presented in the statements of net assets available for benefits, as the amounts of the adjustments have been determined to be immaterial.

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Substantially all information pertaining to the Plan's investments and notes receivable from participants included in the financial statements, including the associated investment income (loss) and interest earned on notes receivable from participants, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Wells Fargo Bank, NA, the trustee of the Plan. This information has not been audited by independent accountants.

The following presents the fair values of investments that represent 5 percent or more of the Plan's net assets available for benefits.

	2011	2010
Mutual Funds:		
Victory Diversified Stock A	$ 1,228,051	$ 1,566,045
Pimco Total Return Fund	2,065,248	2,305,031
Artisan International Fund	1,027,557	1,181,124
Wells Fargo Small Cap Opportunities Fund	2,197,022	2,710,693
American Funds Growth Fund of America R4	*	1,333,828
Mainstay Large Cap Growth R1	1,294,995	*
Collective Trust:		
Wells Fargo Stable Return Fund N6	2,441,095	2,323,806
Wells Fargo S&P Mid Cap Index Fund N	1,963,401	2,136,270

*Denotes account does not represent at least 5% of the Plan's net assets.

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS (Continued)

During 2011, the Plan's investments including investments bought, sold and held during the year depreciated in value by $360,595 as follows:

Mutual funds	$ (362,048)
Collective trusts	1,453
Net depreciation	$ (360,595)

NOTE 4 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated October 23, 2009 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, plan management believes that the Plan is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

NOTE 5 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain others. The Plan holds mutual funds and collective trusts with Wells Fargo. Wells Fargo Bank, N.A. is the Plan trustee and, therefore, these transactions and the Plan's payment of fees to Wells Fargo qualify as party-in-interest transactions. Notes receivable from participants held by the Plan are also considered party-in-interest transactions. Certain administrative functions are performed by officers or employers of the Company. No such officer or employee receives compensation from the Plan. The Company provides certain administrative services at no cost to the Plan.

NOTE 6 – PLAN AMENDMENTS

Effective January 1, 2011, the Plan was amended to change the Plan automatic deferral rate from 3% to 4%. The company removed Signature of Denver, LLC and Signature of Chapel Hills, LLC as participating employers in the 401(k) Plan effective January 1, 2011 and March 1, 2011, respectively.

NOTE 7 - SUBSEQUENT EVENT

Plan management has evaluated subsequent events for recognition and disclosure through July 23, 2012 which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

Name of plan sponsor: Phil Long Dealerships, Inc.
Employer identification: 84-1393913
Three-digit plan number: 002

(a)	(b) Identity of Issuer or Borrower	(c) Description of Investment Including, Maturity Date, Rate of Interest, Par or Maturity Date	(d) Cost	(e) Current Value
	Collective Funds			
*	Wells Fargo Bank, N.A.	S&P 500 Index Fund G	#	$ 253,775
*	Wells Fargo Bank, N.A.	Stable Return Fund N6	#	2,441,095
*	Wells Fargo Bank, N.A.	S&P Mid Cap Index Fund N	#	1,963,401
				4,658,271
	Mutual Funds			
	PIMCO	Total Return Fund	#	2,065,248
	Victory	Diversified Stock A	#	1,228,051
*	Wells Fargo	Adv Dow Jones Target Today	#	11,686
*	Wells Fargo	Dow Jones Target 2010 Fund	#	375,020
*	Wells Fargo	Dow Jones Target 2020 Fund	#	557,577
*	Wells Fargo	Dow Jones Target 2030 Fund	#	632,261
*	Wells Fargo	Dow Jones Target 2040 Fund	#	317,206
*	Wells Fargo	Dow Jones Target 2050 Fund	#	211,349
	Van Kampen	Growth & Income Fund A	#	358,282
	Harbor	International Fund Admin	#	134,786
*	Wells Fargo	Small Cap Opportunities Fund	#	2,197,022
	MFS	Series Trust V Total Return Fund A	#	702,094
	MFS	Value Fund R4	#	414,147
	T. Rowe Price	Growth Stock Fund	#	368,753
	Aston/Fairpointe	Mid Cap Fund	#	258,735
	Lord Abbett	Small Cap Value Fund A	#	466,855
	Artisan	International Fund	#	1,027,557
	Oppenheimer	Developing Markets Y	#	300,035
	Vanguard	Inflation Protected Securities	#	437,304
	Mainstay	Large Cap Growth R1	#	1,294,995
				13,358,963
	Participant loans			
*	Participant loans	Interest ranging from 4.25% to 10.25%	#	436,716
				$ 18,453,950

* Denotes parties-in interest
\# All investments are participant directed, therefore cost information is not required.

See Report of Independent Auditors

PHIL LONG DEALERSHIPS, INC. 401(k)
PROFIT SHARING PLAN
Colorado Springs, Colorado

FINANCIAL STATEMENTS
December 31, 2011 and 2010

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
Colorado Springs, Colorado

FINANCIAL STATEMENTS
December 31, 2011 and 2010

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Crowe Horwath.

Crowe Horwath LLP
Independent Member Crowe Horwath International

REPORT OF INDEPENDENT AUDITORS

Plan Administrator
Phil Long Dealerships, Inc. 401(k) Profit Sharing Plan
Colorado Springs, Colorado

We were engaged to audit the financial statements and supplemental schedule of Phil Long Dealerships, Inc. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, as listed in the accompanying contents page. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011 that the information provided to the plan administrator is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule as a whole. The information included in the supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, 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.

Crowe Horwath LLP

Crowe Horwath LLP

Indianapolis, IN
July 23, 2012

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

ASSETS	2011	2010
Investments, at fair value (Note 3)	$18,017,234	$19,049,118
Receivables		
Employer contributions	193,000	40,000
Participant contributions	40,622	37,668
Notes receivable from participants	436,716	510,190
	670,338	587,858
Total assets	18,687,572	19,636,976
NET ASSETS AVAILABLE FOR BENEFITS	$18,687,572	$19,636,976

See accompanying notes to financial statements.

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2011

Investment income (loss)	
Interest and dividends	$ 226,702
Net depreciation in fair value of investments (Note 3)	(360,595)
	(133,893)
Interest income on notes receivable from participants	20,445
Contributions	
Employer	193,000
Participants'	1,424,755
Rollover	126,291
	1,744,046
	1,630,598
Benefits paid to participants	2,527,656
Administrative expenses	52,346
Net decrease	(949,404)
Net assets available for benefits at beginning of year	19,636,976
Net assets available for benefits at end of year	$ 18,687,572

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Phil Long Dealerships, Inc. 401(k) Profit Sharing Plan is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General: The Plan is a defined contribution plan covering all employees of Phil Long Dealerships, Inc. (the Company) who have reached age 18 and have completed six months of service. Individuals that are classified by the Company as an independent contractor, nonresident aliens, and those that are members of a collective bargaining unit whose union contract does not provide for participation are not eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

A participant shall not have the right to receive benefits until the participant terminates service, attains normal retirement age, or meets the requirements for a hardship distribution. A participant is eligible for normal retirement when the participant reaches age 65.

Contributions: Participants can contribute 1% to a maximum of 100% in 1% increments of their gross wages during the Plan year subject to certain limitations. The Company may make discretionary contributions equal to a specified percentage of participant's deferral. To be eligible for the Company discretionary contribution, participants must be employed on the last day of the plan year. The Company may also make profit sharing contributions at the discretion of the Board of Directors. The Company made a $193,000 discretionary contribution to the plan in 2011. There was no profit sharing contribution in 2011.

All employees are automatically enrolled in the Plan upon eligibility but can decline entry electronically via the member services line or the member web site.

Investment Options: Participants direct the investment of their contributions and any Company matching contributions into various investment options offered by the Plan.

Retirement, Death, Disability: A participant is entitled to 100% of his or her vested account balance upon retirement, death, or disability.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum or direct rollover amount equal to the vested account balance. If the participants vested account balance is $5,000 or less, the benefit will be paid in a lump-sum payment.

Participant Accounts: Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution, and (b) Plan earnings, and charged with his or her withdrawals and an allocation of administration expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participants' vested account.

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Vesting: Under the Plan, participants acquire a vested and nonforfeitable interest in a percentage of their account attributable to the Company's contributions and actual earnings thereon as determined from the following table. Participants are vested 100% in their contributions and actual earning thereon at all times.

Years of Service	Percentage Vested and Nonforfeitable
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

Forfeitures: The non-vested portions of terminated participants' accounts are forfeitures. Forfeitures stay under the Plan and are used to offset future employer contributions and plan expenses. During 2011, $10,500 of forfeited balances were used to pay plan expenses. The remaining balance of forfeitures available to offset future matching contributions and administrative expenses as of December 31, 2011 and 2010 were $4,657 and $12,828, respectively.

Plan Termination: Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time. In the event of plan termination, participants would become 100% vested in their accounts.

Notes Receivable from Participants: Participants may borrow from their accounts the lesser of 50% of their vested account balance or $50,000. The loans are secured by the balance in the participant's account and bear interest.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared under the accrual basis of accounting.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates.

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Payment of Benefits: Benefits are recorded when paid.

Risks and Uncertainties: The Plan holds various investments. Investments are exposed to various risks, such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investments and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Mutual funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Collective trusts: The fair values of participation units held in collective trusts, other than stable value funds, are based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (level 2 inputs). The S&P Mid Cap Index fund invests solely in the Blackrock Mid Capitalization Equity Index Fund E whose objective is long-term capital appreciation. The S&P 500 Index Fund G invests solely in the Blackrock Equity Index Fund F whose objective is to match the performance of the S&P 500 Index which captures the earnings and growth potential of large US companies. The net asset value of the funds is determined daily. Each collective trust held by the Plan provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

Stable Value Fund: The fair values of participation units in the stable value collective trust are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported in the audited financial statements of the fund (level 2 inputs). The fund invests all of its assets in the Wells Fargo Stable Return Fund G, a collective trust fund which invests in investment contracts and security backed investments. The investment objective is to seek current income while maintaining stability of invested principal. The net asset value of the fund is determined daily. Units are issued and redeemed as of the latest net asset value.

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

Investments measured at fair value on a recurring basis are summarized below:

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

	Fair Value Measurements at December 31, 2011 Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments			
Collective trust funds:			
Equity index mutual funds	$ -	$2,217,176	$ -
Stable value fund	-	2,441,095	-
Mutual funds			
Small blend	2,663,877	-	-
Large blend	2,344,292	-	-
Large growth	2,322,065	-	-
Mid cap	258,735	-	-
Bond	2,502,552	-	-
Life cycle 2010-2030	1,576,544	-	-
Life cycle 2040-2050	528,555	-	-
International	1,162,343	-	-

There were no significant transfers between level 1 and level 2 during 2011.

	Fair Value Measurements at December 31, 2010 Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments			
Collective trust funds:			
Equity index mutual funds	$ -	$2,523,366	$ -
Stable value fund	-	2,323,806	-
Mutual funds			
Small blend	3,133,730	-	-
Large blend	2,624,657	-	-
Large growth	2,511,534	-	-
Mid cap	357,887	-	-
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Life cycle 2010-2030	1,429,997	-	-
Life cycle 2040-2050	394,841	-	-
International	1,333,720	-	-

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fully Benefit-Responsive Investment Contracts: While Plan investments are presented at fair value in the statement of net assets available for benefits, any material difference between the fair value of the Plan's direct and indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statement of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan holds an indirect interest in such contracts through its investment in a stable value fund. No adjustments from fair value to contract value are presented in the statements of net assets available for benefits, as the amounts of the adjustments have been determined to be immaterial.

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

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Pimco Total Return Fund	2,065,248	2,305,031
Artisan International Fund	1,027,557	1,181,124
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American Funds Growth Fund of America R4	*	1,333,828
Mainstay Large Cap Growth R1	1,294,995	*
Collective Trust:		
Wells Fargo Stable Return Fund N6	2,441,095	2,323,806
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*Denotes account does not represent at least 5% of the Plan's net assets.

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS (Continued)

During 2011, the Plan's investments including investments bought, sold and held during the year depreciated in value by $360,595 as follows:

Mutual funds	$ (362,048)
Collective trusts	1,453
Net depreciation	$ (360,595)

NOTE 4 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated October 23, 2009 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, plan management believes that the Plan is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

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NOTE 7 - SUBSEQUENT EVENT

Plan management has evaluated subsequent events for recognition and disclosure through July 23, 2012 which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

Name of plan sponsor: Phil Long Dealerships, Inc.
Employer identification: 84-1393913
Three-digit plan number: 002

(a)	(b) Identity of Issuer or Borrower	(c) Description of Investment Including, Maturity Date, Rate of Interest, Par or Maturity Date	(d) Cost	(e) Current Value
	Collective Funds			
*	Wells Fargo Bank, N.A.	S&P 500 Index Fund G	#	$ 253,775
*	Wells Fargo Bank, N.A.	Stable Return Fund N6	#	2,441,095
*	Wells Fargo Bank, N.A.	S&P Mid Cap Index Fund N	#	1,963,401
				4,658,271
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	Mainstay	Large Cap Growth R1	#	1,294,995
				13,358,963
	Participant loans			
*	Participant loans	Interest ranging from 4.25% to 10.25%	#	436,716
				$ 18,453,950

* Denotes parties-in interest
\# All investments are participant directed, therefore cost information is not required.

See Report of Independent Auditors

PHIL LONG DEALERSHIPS, INC. 401(k)
PROFIT SHARING PLAN
Colorado Springs, Colorado

FINANCIAL STATEMENTS
December 31, 2011 and 2010

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Crowe Horwath.

Crowe Horwath LLP
Independent Member Crowe Horwath International

REPORT OF INDEPENDENT AUDITORS

Plan Administrator
Phil Long Dealerships, Inc. 401(k) Profit Sharing Plan
Colorado Springs, Colorado

We were engaged to audit the financial statements and supplemental schedule of Phil Long Dealerships, Inc. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, as listed in the accompanying contents page. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011 that the information provided to the plan administrator is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule as a whole. The information included in the supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, 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.

Crowe Horwath LLP

Crowe Horwath LLP

Indianapolis, IN
July 23, 2012

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

ASSETS	2011	2010
Investments, at fair value (Note 3)	$18,017,234	$19,049,118
Receivables		
Employer contributions	193,000	40,000
Participant contributions	40,622	37,668
Notes receivable from participants	436,716	510,190
	670,338	587,858
Total assets	18,687,572	19,636,976
NET ASSETS AVAILABLE FOR BENEFITS	$18,687,572	$19,636,976

See accompanying notes to financial statements.

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2011

Investment income (loss)	
Interest and dividends	$ 226,702
Net depreciation in fair value of investments (Note 3)	(360,595)
	(133,893)
Interest income on notes receivable from participants	20,445
Contributions	
Employer	193,000
Participants'	1,424,755
Rollover	126,291
	1,744,046
	1,630,598
Benefits paid to participants	2,527,656
Administrative expenses	52,346
Net decrease	(949,404)
Net assets available for benefits at beginning of year	19,636,976
Net assets available for benefits at end of year	$ 18,687,572

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Phil Long Dealerships, Inc. 401(k) Profit Sharing Plan is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General: The Plan is a defined contribution plan covering all employees of Phil Long Dealerships, Inc. (the Company) who have reached age 18 and have completed six months of service. Individuals that are classified by the Company as an independent contractor, nonresident aliens, and those that are members of a collective bargaining unit whose union contract does not provide for participation are not eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

A participant shall not have the right to receive benefits until the participant terminates service, attains normal retirement age, or meets the requirements for a hardship distribution. A participant is eligible for normal retirement when the participant reaches age 65.

Contributions: Participants can contribute 1% to a maximum of 100% in 1% increments of their gross wages during the Plan year subject to certain limitations. The Company may make discretionary contributions equal to a specified percentage of participant's deferral. To be eligible for the Company discretionary contribution, participants must be employed on the last day of the plan year. The Company may also make profit sharing contributions at the discretion of the Board of Directors. The Company made a $193,000 discretionary contribution to the plan in 2011. There was no profit sharing contribution in 2011.

All employees are automatically enrolled in the Plan upon eligibility but can decline entry electronically via the member services line or the member web site.

Investment Options: Participants direct the investment of their contributions and any Company matching contributions into various investment options offered by the Plan.

Retirement, Death, Disability: A participant is entitled to 100% of his or her vested account balance upon retirement, death, or disability.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum or direct rollover amount equal to the vested account balance. If the participants vested account balance is $5,000 or less, the benefit will be paid in a lump-sum payment.

Participant Accounts: Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contribution, and (b) Plan earnings, and charged with his or her withdrawals and an allocation of administration expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participants' vested account.

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Vesting: Under the Plan, participants acquire a vested and nonforfeitable interest in a percentage of their account attributable to the Company's contributions and actual earnings thereon as determined from the following table. Participants are vested 100% in their contributions and actual earning thereon at all times.

Years of Service	Percentage Vested and Nonforfeitable
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

Forfeitures: The non-vested portions of terminated participants' accounts are forfeitures. Forfeitures stay under the Plan and are used to offset future employer contributions and plan expenses. During 2011, $10,500 of forfeited balances were used to pay plan expenses. The remaining balance of forfeitures available to offset future matching contributions and administrative expenses as of December 31, 2011 and 2010 were $4,657 and $12,828, respectively.

Plan Termination: Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time. In the event of plan termination, participants would become 100% vested in their accounts.

Notes Receivable from Participants: Participants may borrow from their accounts the lesser of 50% of their vested account balance or $50,000. The loans are secured by the balance in the participant's account and bear interest.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared under the accrual basis of accounting.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates.

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Payment of Benefits: Benefits are recorded when paid.

Risks and Uncertainties: The Plan holds various investments. Investments are exposed to various risks, such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investments and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Mutual funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Collective trusts: The fair values of participation units held in collective trusts, other than stable value funds, are based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (level 2 inputs). The S&P Mid Cap Index fund invests solely in the Blackrock Mid Capitalization Equity Index Fund E whose objective is long-term capital appreciation. The S&P 500 Index Fund G invests solely in the Blackrock Equity Index Fund F whose objective is to match the performance of the S&P 500 Index which captures the earnings and growth potential of large US companies. The net asset value of the funds is determined daily. Each collective trust held by the Plan provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

Stable Value Fund: The fair values of participation units in the stable value collective trust are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported in the audited financial statements of the fund (level 2 inputs). The fund invests all of its assets in the Wells Fargo Stable Return Fund G, a collective trust fund which invests in investment contracts and security backed investments. The investment objective is to seek current income while maintaining stability of invested principal. The net asset value of the fund is determined daily. Units are issued and redeemed as of the latest net asset value.

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

Investments measured at fair value on a recurring basis are summarized below:

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

	Fair Value Measurements at December 31, 2011 Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments			
Collective trust funds:			
Equity index mutual funds	$ -	$2,217,176	$ -
Stable value fund	-	2,441,095	-
Mutual funds			
Small blend	2,663,877	-	-
Large blend	2,344,292	-	-
Large growth	2,322,065	-	-
Mid cap	258,735	-	-
Bond	2,502,552	-	-
Life cycle 2010-2030	1,576,544	-	-
Life cycle 2040-2050	528,555	-	-
International	1,162,343	-	-

There were no significant transfers between level 1 and level 2 during 2011.

	Fair Value Measurements at December 31, 2010 Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments			
Collective trust funds:			
Equity index mutual funds	$ -	$2,523,366	$ -
Stable value fund	-	2,323,806	-
Mutual funds			
Small blend	3,133,730	-	-
Large blend	2,624,657	-	-
Large growth	2,511,534	-	-
Mid cap	357,887	-	-
Bond	2,415,580	-	-
Life cycle 2010-2030	1,429,997	-	-
Life cycle 2040-2050	394,841	-	-
International	1,333,720	-	-

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fully Benefit-Responsive Investment Contracts: While Plan investments are presented at fair value in the statement of net assets available for benefits, any material difference between the fair value of the Plan's direct and indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statement of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan holds an indirect interest in such contracts through its investment in a stable value fund. No adjustments from fair value to contract value are presented in the statements of net assets available for benefits, as the amounts of the adjustments have been determined to be immaterial.

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Substantially all information pertaining to the Plan's investments and notes receivable from participants included in the financial statements, including the associated investment income (loss) and interest earned on notes receivable from participants, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Wells Fargo Bank, NA, the trustee of the Plan. This information has not been audited by independent accountants.

The following presents the fair values of investments that represent 5 percent or more of the Plan's net assets available for benefits.

	2011	2010
Mutual Funds:		
Victory Diversified Stock A	$ 1,228,051	$ 1,566,045
Pimco Total Return Fund	2,065,248	2,305,031
Artisan International Fund	1,027,557	1,181,124
Wells Fargo Small Cap Opportunities Fund	2,197,022	2,710,693
American Funds Growth Fund of America R4	*	1,333,828
Mainstay Large Cap Growth R1	1,294,995	*
Collective Trust:		
Wells Fargo Stable Return Fund N6	2,441,095	2,323,806
Wells Fargo S&P Mid Cap Index Fund N	1,963,401	2,136,270

*Denotes account does not represent at least 5% of the Plan's net assets.

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS (Continued)

During 2011, the Plan's investments including investments bought, sold and held during the year depreciated in value by $360,595 as follows:

Mutual funds	$ (362,048)
Collective trusts	1,453
Net depreciation	$ (360,595)

NOTE 4 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated October 23, 2009 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, plan management believes that the Plan is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

NOTE 5 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain others. The Plan holds mutual funds and collective trusts with Wells Fargo. Wells Fargo Bank, N.A. is the Plan trustee and, therefore, these transactions and the Plan's payment of fees to Wells Fargo qualify as party-in-interest transactions. Notes receivable from participants held by the Plan are also considered party-in-interest transactions. Certain administrative functions are performed by officers or employers of the Company. No such officer or employee receives compensation from the Plan. The Company provides certain administrative services at no cost to the Plan.

NOTE 6 – PLAN AMENDMENTS

Effective January 1, 2011, the Plan was amended to change the Plan automatic deferral rate from 3% to 4%. The company removed Signature of Denver, LLC and Signature of Chapel Hills, LLC as participating employers in the 401(k) Plan effective January 1, 2011 and March 1, 2011, respectively.

NOTE 7 - SUBSEQUENT EVENT

Plan management has evaluated subsequent events for recognition and disclosure through July 23, 2012 which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

PHIL LONG DEALERSHIPS, INC. 401(k) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

Name of plan sponsor: Phil Long Dealerships, Inc.
Employer identification: 84-1393913
Three-digit plan number: 002

(a)	(b) Identity of Issuer or Borrower	(c) Description of Investment Including, Maturity Date, Rate of Interest, Par or Maturity Date	(d) Cost	(e) Current Value
	Collective Funds			
*	Wells Fargo Bank, N.A.	S&P 500 Index Fund G	#	$ 253,775
*	Wells Fargo Bank, N.A.	Stable Return Fund N6	#	2,441,095
*	Wells Fargo Bank, N.A.	S&P Mid Cap Index Fund N	#	1,963,401
				4,658,271
	Mutual Funds			
	PIMCO	Total Return Fund	#	2,065,248
	Victory	Diversified Stock A	#	1,228,051
*	Wells Fargo	Adv Dow Jones Target Today	#	11,686
*	Wells Fargo	Dow Jones Target 2010 Fund	#	375,020
*	Wells Fargo	Dow Jones Target 2020 Fund	#	557,577
*	Wells Fargo	Dow Jones Target 2030 Fund	#	632,261
*	Wells Fargo	Dow Jones Target 2040 Fund	#	317,206
*	Wells Fargo	Dow Jones Target 2050 Fund	#	211,349
	Van Kampen	Growth & Income Fund A	#	358,282
	Harbor	International Fund Admin	#	134,786
*	Wells Fargo	Small Cap Opportunities Fund	#	2,197,022
	MFS	Series Trust V Total Return Fund A	#	702,094
	MFS	Value Fund R4	#	414,147
	T. Rowe Price	Growth Stock Fund	#	368,753
	Aston/Fairpointe	Mid Cap Fund	#	258,735
	Lord Abbett	Small Cap Value Fund A	#	466,855
	Artisan	International Fund	#	1,027,557
	Oppenheimer	Developing Markets Y	#	300,035
	Vanguard	Inflation Protected Securities	#	437,304
	Mainstay	Large Cap Growth R1	#	1,294,995
				13,358,963
	Participant loans			
*	Participant loans	Interest ranging from 4.25% to 10.25%	#	436,716
				$ 18,453,950

* Denotes parties-in interest
\# All investments are participant directed, therefore cost information is not required.

See Report of Independent Auditors