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
FREEMAN MOTORS DBA FREEMAN TOYOTA AND LEXUS NADART SALARY DEF 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

FREEMAN MOTORS DBA FREEMAN TOYOTA AND LEXUS

2875 CORBY AVE
SANTA ROSA, CA 95407

2b Employer Identification Number (EIN) 94-1542405

2c Sponsor's telephone number 707-542-1791

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.	09/05/2012	ALAN B. SVEDLOW
	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")
NADA RETIREMENT ADMINISTRATORS INC

8400 WESTPARK DRIVE
MCLEAN, VA 22102

3b Administrator's EIN
31-1255362

3c Administrator's telephone number
800-462-3278

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**	216
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**	189
b	Retired or separated participants receiving benefits	**6b**	11
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	223
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	223
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	195
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
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 2J 3D 2K 2F 2G 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
FREEMAN MOTORS DBA FREEMAN TOYOTA AND LEXUS NADART SALARY DEF 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FREEMAN MOTORS DBA FREEMAN TOYOTA AND LEXUS

D Employer Identification Number (EIN)
94-1542405

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

NADART

8400 WESTPARK DRIVE
MCLEAN, VA 22102

31-1255362

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

CARDINAL BANK

8270 GREENSBORO DRIVE
SUITE 500
MCLEAN, VA 22102

54-1896003

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

STATE STREET GLOBAL ADVISORS

1 LINCOLN STREET
34TH FLOOR
BOSTON, MA 02111

04-1867445

(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)

NADART

31-1255362

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 12 13 14 15 31 37 38 64 65	PLAN ADMINISTRATORS	4974	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

STATE STREET GLOBAL ADVISORS

04-1867445

(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?
18 19 51 52 68 99	INVESTMENT MANAGER	23	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(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
FREEMAN MOTORS DBA FREEMAN TOYOTA AND LEXUS NADART SALARY DEF 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FREEMAN MOTORS DBA FREEMAN TOYOTA AND LEXUS

D Employer Identification Number (EIN)
94-1542405

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: NADART FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

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)
56-2505985-002	C	3320510

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

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

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)
56-2505985-003	C	1828405

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

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

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)
56-2505985-008	C	270958

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

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

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)
56-2505985-009	C	481415

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

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

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)
56-2505985-010	C	223748

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO ALL ASSET FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

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)
56-2505985-012	C	152975

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

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

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)
56-2505985-013	C	378040

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE EQUITY INCOME FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-014	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60251

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

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-015	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 91133

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

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-017	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 93163

a Name of MTIA, CCT, PSA, or 103-12 IE: NEUBERGER BERMAN LC GROWTH FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-023	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 259185

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL 2000 SM CAP FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-025	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 79103

a Name of MTIA, CCT, PSA, or 103-12 IE: S&P 400 MID CAP FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-026	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 302833

a Name of MTIA, CCT, PSA, or 103-12 IE: S&P 500 LARGE CAP FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-027	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 133388

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA 2010 STRATEGY FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-028	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9773

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA 2015 STRATEGY FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-029	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 386

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA 2025 STRATEGY FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-031	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28400

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA 2050 STRATEGY FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-036	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RETIREMENT INCOME STRATEGY FUN

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-037	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32122

a Name of MTIA, CCT, PSA, or 103-12 IE: ACWI EX-US INTERNATIONAL INDEX FUND

b Name of sponsor of entity listed in (a): NATIONAL AUTOMOBILE DEALERS ASSOCIA

c EIN-PN 56-2505985-039	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 72343

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
FREEMAN MOTORS DBA FREEMAN TOYOTA AND LEXUS NADART SALARY DEF 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FREEMAN MOTORS DBA FREEMAN TOYOTA AND LEXUS

D Employer Identification Number (EIN)
94-1542405

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)	100000	190000
(2) Participant contributions	1b(2)	31619	28888
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)		
(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)	229659	205175
(9) Value of interest in common/collective trusts	1c(9)	8171235	7818135
(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)		
(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	8532513	8242198
Liabilities			
g Benefit claims payable	1g	3404	428
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	3404	428
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8529109	8241770

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)	190000	
(B) Participants	2a(1)(B)	308284	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		498284
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	974	
(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)	9857	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10831
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-61758
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		447357
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	729294	
(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)		729294
f Corrective distributions (see instructions)	2f		428
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)	4974	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4974
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		734696
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-287339
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: ARONSON LLC (2) EIN: 37-1611326

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		56181
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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**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**		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

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

A Name of plan
FREEMAN MOTORS DBA FREEMAN TOYOTA AND LEXUS NADART SALARY DEF 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FREEMAN MOTORS DBA FREEMAN TOYOTA AND LEXUS

D Employer Identification Number (EIN)
94-1542405

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**

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): 51-0210613

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** 19

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):

FREEMAN MOTORS DBA
FREEMAN TOYOTA AND LEXUS
NADART SALARY DEFERRAL
401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan

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ASSURANCE | TAX | CONSULTING

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Independent Auditor's Report

Trustee
Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
Santa Rosa, California

We were engaged to audit the accompanying Statements of Net Assets Available for Benefits of **Freeman Motors DBA Freeman Toyota and Lexus NADART Salary Deferral 401(k) Plan** (the Plan) as of December 31, 2011 and 2010, the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2011, and the supplemental Schedules of Assets (Held at End of Year) as of December 31, 2011 and Delinquent Participant Contributions for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Cardinal Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Aronson LLC
Rockville, Maryland
August 15, 2012

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31	
	2011	2010
Assets		
Investments, at fair value	**$ 7,818,135**	$ 8,171,235
Receivables:		
Employer contributions	**190,000**	100,000
Participant contributions	**28,888**	31,619
Notes receivable from participants	**205,175**	229,659
Total receivables	**424,063**	361,278
Total assets	**8,242,198**	8,532,513
Liabilities		
Excess contributions payable	**428**	3,404
Total liabilities	**428**	3,404
Net assets reflecting investments at fair value	**8,241,770**	8,529,109
Adjustment to contract value for Income Fund	**(115,404)**	(107,707)
Net assets available for benefits	**$ 8,126,366**	$ 8,421,402

See accompanying notes.

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Additions:		
Investment loss:		
Net depreciation in fair value of investments	$	(69,455)
Interest		974
Total investment loss		(68,481)
Contributions:		
Participant		308,284
Employer		190,000
Total contributions		498,284
Interest income from notes receivable from participants		9,857
Total additions		439,660
Deductions:		
Benefits paid to participants		729,294
Refunds of excess contributions		428
Administrative expenses		4,974
Total deductions		734,696
Net change		(295,036)
Net assets available for benefits:		
Beginning of year		8,421,402
End of year	$	8,126,366

See accompanying notes.

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
Notes to Financial Statements

1. Description of Plan

General

The National Automobile Dealers Association (NADA) represents nearly 16,000 new car and truck dealers, both import and domestic, with more than 34,000 separate franchises. NADA membership is open to any new-automobile or new-truck dealership holding a new automobile or truck sales and service franchise. NADA Retirement Administrators Inc. dba NADART, an affiliate of NADA, provides and administers 401(k), pension and profit sharing plans for NADA members, non-members, and their employees. NADART sponsors a Master Plan, consisting of the basic plan document and the adoption agreement, which outlines the rules and provisions of the retirement plan adopted by the Employer. Employers establish the Plan by executing an adoption agreement (Plan Agreement).

The following description of the Plan provides only general information. Participants should refer to the plan document and/or the Summary Plan Description for a more complete description of the Plan's provisions.

The Freeman Motors DBA Freeman Toyota and Lexus NADART Salary Deferral 401(k) Plan (the Plan) was established to provide retirement benefits for employees of Freeman Motors DBA Freeman Toyota and Lexus (the Employer). Employees become eligible to participate in the Plan following 12 months of service, as defined in the Plan Agreement. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participant contributions consist of pre-tax elective deferrals and after-tax contributions. Participants may contribute pre-tax elective deferrals up to the dollar limitation contained in section 402(g) of the Internal Revenue Code (IRC) in effect at the beginning of the year. Employer contributions include discretionary contributions and discretionary matching contributions. Contributions are subject to certain limitations.

Employer discretionary contributions are allocated to participants employed on the last day of the Plan year in the same ratio as each participant's eligible compensation bears to the total eligible compensation of all participants. Employer discretionary matching contributions made to the Plan are allocated as of the last day of the Plan year to the account of each participant who elects to have deferred cash contributions made under the Plan, and who is employed with the Employer on the last day of the Plan year. The maximum annual compensation for determining employer contributions to the Plan is $40,000.

Participant Accounts and Vesting

Each participant's account is credited with the participant's contributions, the Employer's contributions and an allocation of the Plan's earnings, and charged with an allocation of investment expenses. The Plan's earnings and investment expenses (see Note 5) are allocated according to participants' relative account balances in the investment options. Certain participant and loan fees, if applicable, are also charged to participant accounts.

Participants are immediately vested in their contributions plus actual earnings thereon. The portion of the participant's account attributable to employer contributions is fully vested after completion of six years of service. Vesting is accrued as outlined in the Plan Agreement. Participant accounts become fully vested upon attainment of the normal retirement age of 65, early retirement as defined in the Plan Agreement, or in the event of death or total disability.

Net assets available for benefits include the accounts of active participants, as well as certain separated, vested and retired participants who have elected to receive their benefits in installment payments or elected to defer receipt of their benefit to a later date (Installment/Deferred). These participants share in the earnings and investment expenses of the investments.

Forfeitures

Forfeitures are reallocated to participants in the same manner as employer discretionary contributions. At December 31, 2011 and 2010, forfeited nonvested accounts totaled $8,072 and $4,717, respectively. In 2011, $4,717 was reallocated to participants.

Distributions to Participants

Benefits are recorded when paid. Amounts credited to an individual participant's account are distributed at termination of employment as a lump sum, in installments, or, if qualified, as an annuity. Distributions may be deferred until the participant reaches the age of 70 ½ if the value of the distribution is not less than $5,000. However, the Plan Agreement stipulates that distributions must commence no later than April 1 of the year following the year in which the participant reaches the age of 70 ½.

In certain hardship situations, as described in the Plan Agreement, participants may withdraw part of their account balances while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to pre-tax elective deferrals and may not include any earnings thereon. Participants can elect to withdraw after-tax contributions at any time.

Excess Contributions

NADART distributes excess contributions in accordance with IRC sections 401(m) and 401(k).

Notes Receivable from Participants

Participants may borrow the lesser of one-half of their vested account balance or $50,000 reduced by the participant's highest outstanding loan balance during the last twelve months. The minimum loan available is $1,000. Loan terms range from one to five years. Participant loans are secured by a lien on the participant's interest in the Plan and are repaid through payroll deductions. Interest rates on the participant loans are set at the prime rate in effect on the first day of the quarter in which the loan is made plus one percent (4.25% at December 31, 2011 and 2010). The notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the NADART Master Plan.

Plan Termination

Although it has not expressed any intent to do so, the Employer has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, each respective participant's interest, net of any termination fees, will become fully vested and will be distributed to each participant in accordance with the Master Plan.

2. Basis of Accounting, Investments, and Investment Valuation

The accompanying financial statements are prepared under the accrual method of accounting. Prior to October 1, 2011, participants could invest in any of 27 bank common/collective trusts (CCT). On October 1, 2011, the Plan assets in the International Fund were liquidated and the proceeds invested in the ACWI ex-US International Index Fund. The Plan assets in the Legg Mason Growth Trust, NADART Large Cap Growth Fund and the Vanguard Growth Index Fund were liquidated. The combined proceeds from these three (3) funds were invested in the Neuberger Berman LC Growth Fund. In addition to these fund changes, six (6) funds were added to the group of funds available to the Plan. All funds consist of institutional share accounts. Therefore, as of December 31, 2011, the investment options available to Plan participants consisted of 31 bank common/collective trusts.

The common/collective trusts are valued using the net asset value (NAV) provided by Cardinal Bank, the Trustee of the Plan. The NAV for most CCTs is quoted on a private market that is not active; however, the unit price is based on quoted market prices of the underlying investments which are traded on an active market.

The Income Fund is the only CCT that contains synthetic guaranteed investment contracts (GIC). The fair value of a synthetic GIC is calculated by valuing each component of the structure separately. The fixed income securities component in the underlying account is valued at quoted market prices. The value of the wrapper contract component is determined by the issuer using a standard discounted replacement cost methodology, using the duration and period end yields of the issuer's comparable sector credit curve as valuation inputs.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net depreciation includes the Plan's gains and losses on the investments bought and sold as well as held during the year.

The Trustee has certified as to the completeness and accuracy of all investment balances and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010, all of the investment activity and interest income from notes receivable from participants reflected on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2011, and all investment information in the supplemental schedules, which is summarized as follows:

	2011	2010
Investments, at fair value	**$ 7,818,135**	$ 8,171,235
Adjustment to contract value for Income Fund	**(115,404)**	(107,707)
Notes receivable from participants	**205,175**	229,659
Net depreciation in fair value of investments	**(69,455)**	
Interest	**974**	
Interest income from notes receivable from participants	**9,857**	

Net Depreciation

For the year ended December 31, 2011, the Plan's investments (including investments bought, sold, and held during the year) depreciated in value as follows:

Fair value as determined by the Trustee:	
Common/collective trusts	$ (69,455)

Significant Investments

The following investments represented more than 5% of the Plan's net assets as of December 31, 2011 and 2010:

	2011	2010
NADART Fund	**$ 3,320,510**	$ 3,561,329
Income Fund, at contract value	**1,713,001**	1,595,874
Gabelli Small Cap Growth	**481,415**	547,953

Adjustment to Contract Value for Income Fund

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Income Fund investment held by the Plan contains underlying fully benefit-responsive investment contracts. The Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010 present the fair value of the Income

Fund as well as the adjustment of the Income Fund from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3. Fair Value Measurements

The Plan reports its investments at fair value based on a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The fair value of investments measured under this hierarchy as of December 31, 2011 and 2010 is as follows:

Fair Value Measurements as of December 31, 2011 Using

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
Common/collective trusts			
Balanced funds	$ -	$ 3,320,510	$ 3,320,510
Income funds	-	2,359,420	2,359,420
International funds	-	343,301	343,301
Large cap stock funds	-	545,987	545,987
Mid cap stock funds	-	617,714	617,714
Small cap stock funds	-	560,518	560,518
Target dated funds	-	70,685	70,685
Total	$ -	$ 7,818,135	$ 7,818,135

Fair Value Measurements as of December 31, 2010 Using

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
Common/collective trusts			
Balanced funds	$ -	$ 3,561,329	$ 3,561,329
Income funds	-	2,189,697	2,189,697
International funds	-	398,414	398,414
Large cap stock funds	-	545,563	545,563
Mid cap stock funds	-	745,281	745,281
Small cap stock funds	-	650,941	650,941
Target dated funds	-	80,010	80,010
Total	$ -	$ 8,171,235	$ 8,171,235

The investment objective of the international and stock funds is the long term growth of capital. Income funds seek to maximize the return on investment. Balanced and target date funds seek a mix of growth of capital and reinvestment of income.

Investments in all CCTs can be redeemed immediately at the current NAV based on the fair value of the underlying assets. There are no withdrawal limits, redemption frequency limits or redemption notice periods. There were no unfunded commitments for these investments as of December 31, 2011 and 2010.

4. Tax Status

The NADART master prototype documents were amended to comply with the statutory requirements of the Economic Growth and Tax Relief Reconciliation Act (EGTRRA) of 2001 and received favorable opinion letters from the Internal Revenue Service on March 31, 2008. Each plan adopting a NADART master prototype plan document has been restated to reflect the EGTRRA plan changes. In accordance with Revenue Procedure 2002-6, the Plan administrator has chosen to rely on the current opinion letter that has been issued to the prototype plan. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

The Plan administrator evaluates tax positions taken by the Plan and recognizes a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken.

5. Investment and Administrative Expenses

Investment management fees are charged to participants based on their investment elections. In addition, all bank common/collective trusts return to NADART a fee for recordkeeping services, calculated based on invested assets, as outlined in the service agreement between the Employer and NADART. These fees are reflected in the net depreciation in fair value of investments in the accompanying financial statements.

Certain administrative fees including a base rate per plan, a charge per participant, service fees, and audit fees are paid by the Employer. Certain Plan investments consist of investments managed by affiliates of Cardinal Bank. Cardinal Bank is the directed trustee as defined by the Plan. These transactions qualify as exempt party-in-interest transactions.

6. Risks and Uncertainties

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

7. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to the Form 5500:

		2011		2010
Net assets available for benefits per the financial statements	**$**	**8,126,366**	$	8,421,402
Adjustment to fair value for Income Fund		**115,404**		107,707
Net assets per the Form 5500	**$**	**8,241,770**	$	8,529,109

The following is a reconciliation of investment loss per the financial statements to the Form 5500:

		2011
Total investment loss per the financial statements	**$**	**(68,481)**
Change in adjustment to fair value for Income Fund		**7,697**
Interest income from notes receivable from participants		**9,857**
Total investment loss per the Form 5500	**$**	**(50,927)**

8. Subsequent Events

Management has evaluated subsequent events for disclosure in these financial statements through August 15, 2012, which is the date the financial statements were available to be issued.

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
EIN 94-1542405 Plan ID 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor Or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	International Investors Fund	Common / Collective Trust	N/R	$ 270,958
*	Gabelli Small Cap Growth	Common / Collective Trust	N/R	481,415
*	Income Fund	Common / Collective Trust	N/R	1,828,405
*	Janus Enterprise	Common / Collective Trust	N/R	223,748
*	Longleaf Partners	Common / Collective Trust	N/R	93,163
*	NADART Fund	Common / Collective Trust	N/R	3,320,510
*	PIMCO All Asset Fund	Common / Collective Trust	N/R	152,975
*	PIMCO Total Return Fund	Common / Collective Trust	N/R	378,040
*	Russell 2000 Sm Cap Fund	Common / Collective Trust	N/R	79,103
*	S&P 400 Mid Cap Fund	Common / Collective Trust	N/R	302,833
*	S&P 500 Large Cap Fund	Common / Collective Trust	N/R	133,388
*	SSgA Retirement Inc Strategy	Common / Collective Trust	N/R	32,122
*	SSgA 2010 Strategy	Common / Collective Trust	N/R	9,773
*	SSgA 2015 Strategy	Common / Collective Trust	N/R	386
*	SSgA 2025 Strategy	Common / Collective Trust	N/R	28,400
*	SSgA 2050 Strategy	Common / Collective Trust	N/R	4
*	Turner Midcap Growth	Common / Collective Trust	N/R	91,133
*	T. Rowe Price Equity Income	Common / Collective Trust	N/R	60,251
*	ACWI ex-US International Index	Common / Collective Trust	N/R	72,343
*	Neuberger Berman LC Growth	Common / Collective Trust	N/R	259,185
	Total investments			$ 7,818,135
*	Participant loans		$ -	$ 205,175
	(All notes initiated at prime rate plus 1% with an interest rate range of 4.25% to 9.25%)			

* A party-in-interest as defined by ERISA

N/R Historical cost is not required to be presented for participant-directed investments

Refer to accompanying Independent Auditor's Report

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan

EIN: 94-1542405

Plan: 001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Year Ended December 31, 2011

Participant Contributions Transferred Late to Plan			Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒			Contributions Not Corrected*	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Amount Withheld	Date Withheld	Date Remitted				
$ 15	1/12/2010	8/18/2011	$ -	$ 15	$ -	$ -
506	7/3/2010	1/14/2011	-	506	-	-
18,884	12/22/2010	1/12/2011	-	18,884	-	-
50	6/24/2011	7/8/2011	-	50	-	-
1,263	8/30/2011	9/14/2011	-	1,263	-	-
9,090	8/31/2011	9/14/2011	-	9,090	-	-
772	9/2/2011	9/14/2011	-	772	-	-
5,995	9/15/2011	9/28/2011	-	5,995	-	-
7,593	10/7/2011	10/20/2011	7,593	-	-	-
12,013	12/20/2011	1/18/2012	12,013	-	-	-

* The Plan sponsor has fully corrected the contributions in 2012.

Refer to accompanying Independent Auditor's Report

FREEMAN MOTORS DBA
FREEMAN TOYOTA AND LEXUS
NADART SALARY DEFERRAL
401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan

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Independent Auditor's Report

Trustee
Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
Santa Rosa, California

We were engaged to audit the accompanying Statements of Net Assets Available for Benefits of **Freeman Motors DBA Freeman Toyota and Lexus NADART Salary Deferral 401(k) Plan** (the Plan) as of December 31, 2011 and 2010, the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2011, and the supplemental Schedules of Assets (Held at End of Year) as of December 31, 2011 and Delinquent Participant Contributions for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Cardinal Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Aronson LLC
Rockville, Maryland
August 15, 2012

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31	
	2011	2010
Assets		
Investments, at fair value	**$ 7,818,135**	$ 8,171,235
Receivables:		
Employer contributions	**190,000**	100,000
Participant contributions	**28,888**	31,619
Notes receivable from participants	**205,175**	229,659
Total receivables	**424,063**	361,278
Total assets	**8,242,198**	8,532,513
Liabilities		
Excess contributions payable	**428**	3,404
Total liabilities	**428**	3,404
Net assets reflecting investments at fair value	**8,241,770**	8,529,109
Adjustment to contract value for Income Fund	**(115,404)**	(107,707)
Net assets available for benefits	**$ 8,126,366**	$ 8,421,402

See accompanying notes.

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Additions:		
Investment loss:		
Net depreciation in fair value of investments	$	(69,455)
Interest		974
Total investment loss		(68,481)
Contributions:		
Participant		308,284
Employer		190,000
Total contributions		498,284
Interest income from notes receivable from participants		9,857
Total additions		439,660
Deductions:		
Benefits paid to participants		729,294
Refunds of excess contributions		428
Administrative expenses		4,974
Total deductions		734,696
Net change		(295,036)
Net assets available for benefits:		
Beginning of year		8,421,402
End of year	$	8,126,366

See accompanying notes.

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
Notes to Financial Statements

1. Description of Plan

General

The National Automobile Dealers Association (NADA) represents nearly 16,000 new car and truck dealers, both import and domestic, with more than 34,000 separate franchises. NADA membership is open to any new-automobile or new-truck dealership holding a new automobile or truck sales and service franchise. NADA Retirement Administrators Inc. dba NADART, an affiliate of NADA, provides and administers 401(k), pension and profit sharing plans for NADA members, non-members, and their employees. NADART sponsors a Master Plan, consisting of the basic plan document and the adoption agreement, which outlines the rules and provisions of the retirement plan adopted by the Employer. Employers establish the Plan by executing an adoption agreement (Plan Agreement).

The following description of the Plan provides only general information. Participants should refer to the plan document and/or the Summary Plan Description for a more complete description of the Plan's provisions.

The Freeman Motors DBA Freeman Toyota and Lexus NADART Salary Deferral 401(k) Plan (the Plan) was established to provide retirement benefits for employees of Freeman Motors DBA Freeman Toyota and Lexus (the Employer). Employees become eligible to participate in the Plan following 12 months of service, as defined in the Plan Agreement. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participant contributions consist of pre-tax elective deferrals and after-tax contributions. Participants may contribute pre-tax elective deferrals up to the dollar limitation contained in section 402(g) of the Internal Revenue Code (IRC) in effect at the beginning of the year. Employer contributions include discretionary contributions and discretionary matching contributions. Contributions are subject to certain limitations.

Employer discretionary contributions are allocated to participants employed on the last day of the Plan year in the same ratio as each participant's eligible compensation bears to the total eligible compensation of all participants. Employer discretionary matching contributions made to the Plan are allocated as of the last day of the Plan year to the account of each participant who elects to have deferred cash contributions made under the Plan, and who is employed with the Employer on the last day of the Plan year. The maximum annual compensation for determining employer contributions to the Plan is $40,000.

Participant Accounts and Vesting

Each participant's account is credited with the participant's contributions, the Employer's contributions and an allocation of the Plan's earnings, and charged with an allocation of investment expenses. The Plan's earnings and investment expenses (see Note 5) are allocated according to participants' relative account balances in the investment options. Certain participant and loan fees, if applicable, are also charged to participant accounts.

Participants are immediately vested in their contributions plus actual earnings thereon. The portion of the participant's account attributable to employer contributions is fully vested after completion of six years of service. Vesting is accrued as outlined in the Plan Agreement. Participant accounts become fully vested upon attainment of the normal retirement age of 65, early retirement as defined in the Plan Agreement, or in the event of death or total disability.

Net assets available for benefits include the accounts of active participants, as well as certain separated, vested and retired participants who have elected to receive their benefits in installment payments or elected to defer receipt of their benefit to a later date (Installment/Deferred). These participants share in the earnings and investment expenses of the investments.

Forfeitures

Forfeitures are reallocated to participants in the same manner as employer discretionary contributions. At December 31, 2011 and 2010, forfeited nonvested accounts totaled $8,072 and $4,717, respectively. In 2011, $4,717 was reallocated to participants.

Distributions to Participants

Benefits are recorded when paid. Amounts credited to an individual participant's account are distributed at termination of employment as a lump sum, in installments, or, if qualified, as an annuity. Distributions may be deferred until the participant reaches the age of 70 ½ if the value of the distribution is not less than $5,000. However, the Plan Agreement stipulates that distributions must commence no later than April 1 of the year following the year in which the participant reaches the age of 70 ½.

In certain hardship situations, as described in the Plan Agreement, participants may withdraw part of their account balances while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to pre-tax elective deferrals and may not include any earnings thereon. Participants can elect to withdraw after-tax contributions at any time.

Excess Contributions

NADART distributes excess contributions in accordance with IRC sections 401(m) and 401(k).

Notes Receivable from Participants

Participants may borrow the lesser of one-half of their vested account balance or $50,000 reduced by the participant's highest outstanding loan balance during the last twelve months. The minimum loan available is $1,000. Loan terms range from one to five years. Participant loans are secured by a lien on the participant's interest in the Plan and are repaid through payroll deductions. Interest rates on the participant loans are set at the prime rate in effect on the first day of the quarter in which the loan is made plus one percent (4.25% at December 31, 2011 and 2010). The notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the NADART Master Plan.

Plan Termination

Although it has not expressed any intent to do so, the Employer has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, each respective participant's interest, net of any termination fees, will become fully vested and will be distributed to each participant in accordance with the Master Plan.

2. Basis of Accounting, Investments, and Investment Valuation

The accompanying financial statements are prepared under the accrual method of accounting. Prior to October 1, 2011, participants could invest in any of 27 bank common/collective trusts (CCT). On October 1, 2011, the Plan assets in the International Fund were liquidated and the proceeds invested in the ACWI ex-US International Index Fund. The Plan assets in the Legg Mason Growth Trust, NADART Large Cap Growth Fund and the Vanguard Growth Index Fund were liquidated. The combined proceeds from these three (3) funds were invested in the Neuberger Berman LC Growth Fund. In addition to these fund changes, six (6) funds were added to the group of funds available to the Plan. All funds consist of institutional share accounts. Therefore, as of December 31, 2011, the investment options available to Plan participants consisted of 31 bank common/collective trusts.

The common/collective trusts are valued using the net asset value (NAV) provided by Cardinal Bank, the Trustee of the Plan. The NAV for most CCTs is quoted on a private market that is not active; however, the unit price is based on quoted market prices of the underlying investments which are traded on an active market.

The Income Fund is the only CCT that contains synthetic guaranteed investment contracts (GIC). The fair value of a synthetic GIC is calculated by valuing each component of the structure separately. The fixed income securities component in the underlying account is valued at quoted market prices. The value of the wrapper contract component is determined by the issuer using a standard discounted replacement cost methodology, using the duration and period end yields of the issuer's comparable sector credit curve as valuation inputs.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net depreciation includes the Plan's gains and losses on the investments bought and sold as well as held during the year.

The Trustee has certified as to the completeness and accuracy of all investment balances and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010, all of the investment activity and interest income from notes receivable from participants reflected on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2011, and all investment information in the supplemental schedules, which is summarized as follows:

	2011	2010
Investments, at fair value	**$ 7,818,135**	$ 8,171,235
Adjustment to contract value for Income Fund	**(115,404)**	(107,707)
Notes receivable from participants	**205,175**	229,659
Net depreciation in fair value of investments	**(69,455)**	
Interest	**974**	
Interest income from notes receivable from participants	**9,857**	

Net Depreciation

For the year ended December 31, 2011, the Plan's investments (including investments bought, sold, and held during the year) depreciated in value as follows:

Fair value as determined by the Trustee:	
Common/collective trusts	$ (69,455)

Significant Investments

The following investments represented more than 5% of the Plan's net assets as of December 31, 2011 and 2010:

	2011	2010
NADART Fund	**$ 3,320,510**	$ 3,561,329
Income Fund, at contract value	**1,713,001**	1,595,874
Gabelli Small Cap Growth	**481,415**	547,953

Adjustment to Contract Value for Income Fund

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Income Fund investment held by the Plan contains underlying fully benefit-responsive investment contracts. The Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010 present the fair value of the Income

Fund as well as the adjustment of the Income Fund from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3. Fair Value Measurements

The Plan reports its investments at fair value based on a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The fair value of investments measured under this hierarchy as of December 31, 2011 and 2010 is as follows:

Fair Value Measurements as of December 31, 2011 Using

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
Common/collective trusts			
Balanced funds	$ -	$ 3,320,510	$ 3,320,510
Income funds	-	2,359,420	2,359,420
International funds	-	343,301	343,301
Large cap stock funds	-	545,987	545,987
Mid cap stock funds	-	617,714	617,714
Small cap stock funds	-	560,518	560,518
Target dated funds	-	70,685	70,685
Total	$ -	$ 7,818,135	$ 7,818,135

Fair Value Measurements as of December 31, 2010 Using

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
Common/collective trusts			
Balanced funds	$ -	$ 3,561,329	$ 3,561,329
Income funds	-	2,189,697	2,189,697
International funds	-	398,414	398,414
Large cap stock funds	-	545,563	545,563
Mid cap stock funds	-	745,281	745,281
Small cap stock funds	-	650,941	650,941
Target dated funds	-	80,010	80,010
Total	$ -	$ 8,171,235	$ 8,171,235

The investment objective of the international and stock funds is the long term growth of capital. Income funds seek to maximize the return on investment. Balanced and target date funds seek a mix of growth of capital and reinvestment of income.

Investments in all CCTs can be redeemed immediately at the current NAV based on the fair value of the underlying assets. There are no withdrawal limits, redemption frequency limits or redemption notice periods. There were no unfunded commitments for these investments as of December 31, 2011 and 2010.

4. Tax Status

The NADART master prototype documents were amended to comply with the statutory requirements of the Economic Growth and Tax Relief Reconciliation Act (EGTRRA) of 2001 and received favorable opinion letters from the Internal Revenue Service on March 31, 2008. Each plan adopting a NADART master prototype plan document has been restated to reflect the EGTRRA plan changes. In accordance with Revenue Procedure 2002-6, the Plan administrator has chosen to rely on the current opinion letter that has been issued to the prototype plan. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

The Plan administrator evaluates tax positions taken by the Plan and recognizes a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken.

5. Investment and Administrative Expenses

Investment management fees are charged to participants based on their investment elections. In addition, all bank common/collective trusts return to NADART a fee for recordkeeping services, calculated based on invested assets, as outlined in the service agreement between the Employer and NADART. These fees are reflected in the net depreciation in fair value of investments in the accompanying financial statements.

Certain administrative fees including a base rate per plan, a charge per participant, service fees, and audit fees are paid by the Employer. Certain Plan investments consist of investments managed by affiliates of Cardinal Bank. Cardinal Bank is the directed trustee as defined by the Plan. These transactions qualify as exempt party-in-interest transactions.

6. Risks and Uncertainties

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

7. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to the Form 5500:

		2011		2010
Net assets available for benefits per the financial statements	**$**	**8,126,366**	$	8,421,402
Adjustment to fair value for Income Fund		**115,404**		107,707
Net assets per the Form 5500	**$**	**8,241,770**	$	8,529,109

The following is a reconciliation of investment loss per the financial statements to the Form 5500:

		2011
Total investment loss per the financial statements	**$**	**(68,481)**
Change in adjustment to fair value for Income Fund		**7,697**
Interest income from notes receivable from participants		**9,857**
Total investment loss per the Form 5500	**$**	**(50,927)**

8. Subsequent Events

Management has evaluated subsequent events for disclosure in these financial statements through August 15, 2012, which is the date the financial statements were available to be issued.

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
EIN 94-1542405 Plan ID 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor Or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	International Investors Fund	Common / Collective Trust	N/R	$ 270,958
*	Gabelli Small Cap Growth	Common / Collective Trust	N/R	481,415
*	Income Fund	Common / Collective Trust	N/R	1,828,405
*	Janus Enterprise	Common / Collective Trust	N/R	223,748
*	Longleaf Partners	Common / Collective Trust	N/R	93,163
*	NADART Fund	Common / Collective Trust	N/R	3,320,510
*	PIMCO All Asset Fund	Common / Collective Trust	N/R	152,975
*	PIMCO Total Return Fund	Common / Collective Trust	N/R	378,040
*	Russell 2000 Sm Cap Fund	Common / Collective Trust	N/R	79,103
*	S&P 400 Mid Cap Fund	Common / Collective Trust	N/R	302,833
*	S&P 500 Large Cap Fund	Common / Collective Trust	N/R	133,388
*	SSgA Retirement Inc Strategy	Common / Collective Trust	N/R	32,122
*	SSgA 2010 Strategy	Common / Collective Trust	N/R	9,773
*	SSgA 2015 Strategy	Common / Collective Trust	N/R	386
*	SSgA 2025 Strategy	Common / Collective Trust	N/R	28,400
*	SSgA 2050 Strategy	Common / Collective Trust	N/R	4
*	Turner Midcap Growth	Common / Collective Trust	N/R	91,133
*	T. Rowe Price Equity Income	Common / Collective Trust	N/R	60,251
*	ACWI ex-US International Index	Common / Collective Trust	N/R	72,343
*	Neuberger Berman LC Growth	Common / Collective Trust	N/R	259,185
	Total investments			$ 7,818,135
*	Participant loans		$ -	$ 205,175
	(All notes initiated at prime rate plus 1% with an interest rate range of 4.25% to 9.25%)			

* A party-in-interest as defined by ERISA

N/R Historical cost is not required to be presented for participant-directed investments

Refer to accompanying Independent Auditor's Report

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan

EIN: 94-1542405

Plan: 001

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Year Ended December 31, 2011

Participant Contributions Transferred Late to Plan			Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒			Contributions Not Corrected*	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Amount Withheld	Date Withheld	Date Remitted				
$ 15	1/12/2010	8/18/2011	$ -	$ 15	$ -	$ -
506	7/3/2010	1/14/2011	-	506	-	-
18,884	12/22/2010	1/12/2011	-	18,884	-	-
50	6/24/2011	7/8/2011	-	50	-	-
1,263	8/30/2011	9/14/2011	-	1,263	-	-
9,090	8/31/2011	9/14/2011	-	9,090	-	-
772	9/2/2011	9/14/2011	-	772	-	-
5,995	9/15/2011	9/28/2011	-	5,995	-	-
7,593	10/7/2011	10/20/2011	7,593	-	-	-
12,013	12/20/2011	1/18/2012	12,013	-	-	-

* The Plan sponsor has fully corrected the contributions in 2012.

Refer to accompanying Independent Auditor's Report

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan
EIN 94-1542405 Plan ID 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor Or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	International Investors Fund	Common / Collective Trust	N/R	$ 270,958
*	Gabelli Small Cap Growth	Common / Collective Trust	N/R	481,415
*	Income Fund	Common / Collective Trust	N/R	1,828,405
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*	Longleaf Partners	Common / Collective Trust	N/R	93,163
*	NADART Fund	Common / Collective Trust	N/R	3,320,510
*	PIMCO All Asset Fund	Common / Collective Trust	N/R	152,975
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*	Neuberger Berman LC Growth	Common / Collective Trust	N/R	259,185
	Total Investments			$ 7,818,135
*	Participant loans		$ -	$ 205,175
	(All notes initiated at prime rate plus 1% with an interest rate range of 4.25% to 9.25%)			

* A party-in-interest as defined by ERISA

N/R Historical cost is not required to be presented for participant-directed investments

Freeman Motors DBA Freeman Toyota and Lexus
NADART Salary Deferral 401(k) Plan

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Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Year Ended December 31, 2011

Participant Contributions Transferred Late to Plan			Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒			Contributions Not Corrected*	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Amount Withheld	Date Withheld	Date Remitted				
$ 15	1/12/2010	8/18/2011	$ -	$ 15	$ -	$ -
506	7/3/2010	1/14/2011	-	506	-	-
18,884	12/22/2010	1/12/2011	-	18,884	-	-
50	6/24/2011	7/8/2011	-	50	-	-
1,263	8/30/2011	9/14/2011	-	1,263	-	-
9,090	8/31/2011	9/14/2011	-	9,090	-	-
772	9/2/2011	9/14/2011	-	772	-	-
5,995	9/15/2011	9/28/2011	-	5,995	-	-
7,593	10/7/2011	10/20/2011	7,593	-	-	-
12,013	12/20/2011	1/18/2012	12,013	-	-	-

* The Plan sponsor has fully corrected the contributions in 2012.

Refer to accompanying Independent Auditor's Report