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
AUTO TRUST 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2000

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

PARAGON MOTORS OF WOODSIDE, INC. D/B/A PARAGON HONDA

57-02 NORTHERN BOULEVARD
WOODSIDE, NY 11377

2b Employer Identification Number (EIN) 11-2588745

2c Sponsor's telephone number 718-507-5000

2d Business code (see instructions) 441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2012	MAY CHEN
	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")
PARAGON MOTORS OF WOODSIDE, INC. D/B/A PARAGON HONDA

57-02 NORTHERN BOULEVARD
WOODSIDE, NY 11377

3b Administrator's EIN
11-2588745

3c Administrator's telephone number
718-507-5000

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**	196
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**	183
b	Retired or separated participants receiving benefits	**6b**	27
c	Other retired or separated participants entitled to future benefits	**6c**	
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	210
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	210
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	94
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
AUTO TRUST 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PARAGON MOTORS OF WOODSIDE, INC. D/B/A PARAGON HONDA

D Employer Identification Number (EIN)
11-2588745

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	GAP-64-DC70	94	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
14532	3633

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

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
L. M. KOHN AND COMPANY
9810 MONTGOMERY ROAD
CINCINNATI, OH 45242-0000

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
14532			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
UNITED BENEFIT PENSIONS INC.
35 PINELAWN ROAD SUITE 103E
MELVILLE, NY 11747-0000

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
	3633	SUPPORT SERVICES	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	3606379

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	
d	Total of balance and additions (add **b** and **c(6)**).			7d	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
AUTO TRUST 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PARAGON MOTORS OF WOODSIDE, INC. D/B/A PARAGON HONDA

D Employer Identification Number (EIN)
11-2588745

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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(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)

L M KOHN & COMPANY

9810 MONTGOMERY ROAD
CINCINNATI, OH 45242

(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?
28	INVESTMENT MGT		Yes [X] No [ ]	Yes [X] No [ ]	14532	Yes [ ] No [X]

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

11-2588745

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	RECORDKEEPER	23610	Yes [X] No [ ]	Yes [X] No [ ]	13812	Yes [ ] No [X]

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

UNITED BENEFIT PENSIONS INC.

35 PINELAWN ROAD
SUITE 103E
MELVILLE, NY 11747

11-2944671

(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?
13	CONTRACT ADMIN	2759	Yes [X] No [ ]	Yes [ ] No [X]	3633	Yes [ ] No [X]

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
AUTO TRUST 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PARAGON MOTORS OF WOODSIDE, INC. D/B/A PARAGON HONDA

D Employer Identification Number (EIN)
11-2588745

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: NATIONWIDE QUALIFIED PLANS VAR ACCT

b Name of sponsor of entity listed in (a): NATIONWIDE LIFE INSURANCE COMPANY

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)
31-4156830-009	P	3606379

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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
AUTO TRUST 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PARAGON MOTORS OF WOODSIDE, INC. D/B/A PARAGON HONDA

D Employer Identification Number (EIN)
11-2588745

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	243629	228475
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	3540846	3611203
(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	3784475	3839678
Liabilities			
g Benefit claims payable	1g	80527	39292
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	80527	39292
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3703948	3800386

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	476733	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		476733
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)	12965	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	-120963	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		-107998
(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)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		368735
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	179160	
(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)		179160
f Corrective distributions (see instructions)	2f		44792
g Certain deemed distributions of participant loans (see instructions)	2g		48345
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		272297
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		96438
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: RICHARDS, WITT & CHARLES, LLP (2) EIN: 11-2498859

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		400000
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**			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
AUTO TRUST 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PARAGON MOTORS OF WOODSIDE, INC. D/B/A PARAGON HONDA

D Employer Identification Number (EIN)
11-2588745

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): 31-4156830

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

AUTO TRUST 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

AUTO TRUST 401(k) PLAN

DECEMBER 31, 2011 AND 2010

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PAUL L. CHARLES
RAYMOND D. GOREN
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NICHOLAS CHERKAS

INDEPENDENT AUDITOR'S REPORT

To the Trustee
Auto Trust 401(k) Plan
Woodside, New York

We were engaged to audit the accompanying statements of net assets available for benefits of the Auto Trust 401(k) Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule of (1) Schedule H, line 4i-Schedule of Assets (Held At End of Year). These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information as summarized in Note 5, which was certified by Nationwide Financial Services, Inc., the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and 2010, and for the year ended December 31, 2011 that the information provided to the plan administrator by the custodian is complete and accurate.

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

Richards, Witt & Charles, LLP

RICHARDS, WITT & CHARLES, LLP
Garden City, New York

October 2, 2012

AUTO TRUST 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

ASSETS

	2011	2010
Investments, at fair value:		
Investment contract with insurance company	$ 3,611,203	$ 3,540,846
Receivables:		
Notes receivable from plan participants	228,475	243,629
Total assets	3,839,678	3,784,475

LIABILITIES

Accrued corrective distributions	39,292	80,527
Net assets available for benefits	$ 3,800,386	$ 3,703,948

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

AUTO TRUST 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

Additions:	
Additions to net assets attributed to:	
Investment income:	
Net depreciation in fair value of investments	$ (120,963)
Interest income on notes receivable from plan participants	12,965
Contributions:	
Participants'	476,733
Total additions	368,735
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	179,160
Deemed distributions of participants loans	48,345
Corrective distributions	44,792
Total deductions	272,297
Net increase in net assets available for benefits	96,438
Net assets available for benefits, beginning	3,703,948
Net assets available for benefits, ending	$ 3,800,386

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

1. **Description of Plan:**

The following description of Auto Trust 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

a. General:

The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") as amended. The Plan was adopted under the provisions of Section 401(a) of the Internal Revenue Code ("IRC") and includes a cash or deferred arrangement as described in Section 401(k) of the IRC covering all full-time employees of Paragon Motors of Woodside, Inc. and related companies ("Company"), who have completed six months of service and attained age 21. The Company includes Civic Center Motors, Ltd. and Worldwide Motors Ltd. Exclusions apply to those employees who are members of a collective bargaining unit and whose retirement benefits are the subject of a collective bargaining agreement that is in full force and effect.

b. Contributions:

Each year, participants may contribute the maximum amount of their pretax annual compensation, as defined in the plan, and as determined by the Federal Government. For 2011, that amount is $16,500, except for those employees age 50 or older. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

At the election of the Company, matching contributions and discretionary contributions may be made to an employee's account. Each year, the Company may provide a matching contribution that is proportionate to the employee's elective deferral. The amount of the discretionary contribution is determined annually. Employees are not required to make elective deferrals in order to receive a discretionary contribution.

c. Participant Accounts:

Each participant's account is credited with the participant's contribution and allocation of (a) the Company's contributions and (b) account earnings. Allocations are based on participant earnings or account balances, as defined under the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

d. Vesting:

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

e. Payment of Benefits:

Upon termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or other form of payment permitted under the Plan.

1. Description of Plan (continued):

f. **Notes Receivable from Plan Participants:**

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loan terms range from 1-5 years or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with the prime rate charged by a local commercial lender plus 1 percent. Rates currently range from 4.25% and 9.25%. Principal and interest is paid ratably through payroll deductions.

g. **Forfeited Accounts:**

At December 31, 2011 and 2010, the forfeited non-vested account balance was $348 and $365, respectively. During 2011, there were no reductions in administrative expenses or employer contributions from forfeited non-vested accounts. Forfeitures are used first to reduce administrative expenses of the Plan and any remaining balances are used to reduce company contributions.

2. Summary of Significant Accounting Policies:

a. **Basis of Accounting:**

The financial statements of the Plan are prepared using the accrual method of accounting. Investment contracts held by a defined contribution plan are required to be reported at fair value. The Statements of Net Assets Available for Benefits present the fair value of the investment contract.

b. **Investment Valuation and Income Recognition:**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for a discussion of fair value measurements.

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

c. **Payment of Benefits:**

Benefits are recorded when paid.

d. **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 certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

2. Summary of Significant Accounting Policies (continued):

e. **Notes Receivable From Plan Participants:**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions in accordance with the terms of the plan document.

f. **Operating Expenses:**

All expenses of maintaining the Plan are paid by the Company.

g. **Subsequent Events:**

The plan administrator has evaluated subsequent events through October 2, 2012 the date the financial statements were available to be issued.

3. Fair Value Measurements:

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 — Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 — Inputs to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

3. Fair Value Measurements (continued):

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Investment contract: Investing mainly in mutual funds, fixed securities, and domestic stocks. The investments are considered pooled separate accounts of Nationwide. The contract is a variable return annuity contract. It is valued at fair value through utilization of a combination of unit value formulas and the daily crediting of dividends on certain underlying investments within the contract. The unit values are determined by Nationwide Financial Services, Inc. ("NFS") using the net asset value of the underlying funds and any dividends and capital gains declared. Although the net asset value ("NAV") is not publicly quoted,, ASC 820 allows the NAV per share to serve as a practical expedient to estimate the fair value of pooled separate accounts as long as certain requirements are met.

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

	Fair Value Measurement at December 31, 2011			
	Level 1	Level 2	Level 3	Fair Value
Pooled Separate Accounts	$ -	$ 3,611,203	$ -	$ 3,611,203

	Fair Value Measurement at December 31, 2010			
	Level 1	Level 2	Level 3	Fair Value
Pooled Separate Accounts	$ -	$ 3,540,846	$ -	$ 3,540,846

4. Investment Contract with Insurance Company:

The Plan invests in a benefit-responsive contract with Nationwide. Nationwide maintains the contributions in pooled separate accounts ("PSA"). The PSA contain various investment options which include investments in mutual funds and money market funds.

Because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for this contract. However, due to the nature of the underlying investments, contract value equals fair value and as described in Note 2(a), the financial statements present the fair value of the investment contract.

5. Information Certified by the Plan's Custodian (Unaudited):

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following investment information was certified by NFS and was not subjected to any auditing procedures performed by the independent public accountants:

a. Total investments as shown in the accompanying Statements of Net Assets Available for Benefits of $3,611,203 as of December 31, 2011, and $3,540,846 as of December 31, 2010.

b. Net investment earnings as shown in the accompanying Statement of Changes in Net Assets Available for Benefits of $96,438 for the year ended December 31, 2011.

c. All investment related information in the accompanying supplemental Schedule H, Line 4i- Schedule of Assets (Held at End of Year) as of December 31, 2011.

6. Investments:

The following investment represents 5% or more of the Plan's net assets available for benefits at December 31:

	2011	2010
Investment contract with Nationwide at contract value which equals fair value	$ 3,611,203	$ 3,540,846

During 2011 the Plan's investments (including gains and losses on investments bought, sold, and held during the year) depreciated in value by $120,963.

7. Plan Termination:

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

8. Risks and Uncertainties:

The Plan invests in various 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 value 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 Statements of Net Assets Available for Benefits.

9. Related Party Transactions:

Paragon Motors of Woodside, Inc. provides certain accounting and administrative services to the Plan for which no fees are charged.

Plan investments are shares of separate pooled accounts held in an investment contract with Nationwide. Custodial and recordkeeping functions are provided by NFS through its subsidiary Nationwide Trust Company, FSB, which is a division of Nationwide Bank. L.M. Kohn & Company is the investment advisor and receives commissions on the certain transactions from NFS. Fees paid for transactions to these parties qualify as party-in-interest transactions. Fees paid to NFS for its services and transaction costs are included in the net depreciation in the fair value of investments reported in the Statement of Changes in Net Assets Available for Benefits.

10. Tax Status:

The Plan is based on a mass-submitter prototype standardized cash or deferred profit-sharing plan document. The plan sponsor has obtained an opinion letter from the Internal Revenue Service, dated March 31, 2008, that the Plan and related Trust were designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the original opinion letter. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Federal and State taxing authorities. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

11. Accrued Corrective Distributions:

The Plan failed one of the discrimination tests for the year ended December 31, 2011. Corrective distributions amounting to $39,292 are recorded as a liability in the accompanying Statements of Net Assets Available for Benefits. These corrective distributions were reimbursed to the affected participants in March 2012.

12. Subsequent Events:

Effective January 1, 2012, the Company changed its record keeper and custodian from Nationwide Financial Services Inc. to John Hancock Life Insurance Company of New York.

In February, 2012 The Plan's investment options were changed and replaced with a group annuity contract issued by the John Hancock Life Insurance Company of New York and simultaneously the Plan's third party administrator was changed to Associated Pension Consultants, Inc.

SUPPLEMENTARY FINANCIAL INFORMATION

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan
Auto Trust 401(K) Plan

Employer Identification Number
11-2588745

Three-digit plan number ▶ 001

(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
	NATIONWIDE LIFE INSURANCE CO.	AmCent Gr Inv		77
	NATIONWIDE LIFE INSURANCE CO.	AmCent Inc & Gr A		3
	NATIONWIDE LIFE INSURANCE CO.	AmCent Intl Gr A		8
	NATIONWIDE LIFE INSURANCE CO.	AmCent ST Govt Inv		21
	NATIONWIDE LIFE INSURANCE CO.	Col Divrs Eq Inc A		72
	NATIONWIDE LIFE INSURANCE CO.	Col Eq Val A		23
	NATIONWIDE LIFE INSURANCE CO.	Col Hi Yld Bd A		3
	NATIONWIDE LIFE INSURANCE CO.	Col Lg Cor Quant A		12
	NATIONWIDE LIFE INSURANCE CO.	Drey App		26
	NATIONWIDE LIFE INSURANCE CO.	Col LgCap Gr A		70
	NATIONWIDE LIFE INSURANCE CO.	Fed Bd F		60
	NATIONWIDE LIFE INSURANCE CO.	Fed Hi Yld Tr		3
	NATIONWIDE LIFE INSURANCE CO.	FidAdv Gr oppr A		3
	NATIONWIDE LIFE INSURANCE CO.	Drey Oppr SmCap		4
	NATIONWIDE LIFE INSURANCE CO.	Invsco SmCap Gr Inv		122
	NATIONWIDE LIFE INSURANCE CO.	Jns Fd T		63
	NATIONWIDE LIFE INSURANCE CO.	Jns Twnty T		259
	NATIONWIDE LIFE INSURANCE CO.	Jns WW T		45
	NATIONWIDE LIFE INSURANCE CO.	Lazard US SmMdCap Eq Open		149
	NATIONWIDE LIFE INSURANCE CO.	NW BD D		26
	NATIONWIDE LIFE INSURANCE CO.	NW Govt Bd D		254
	NATIONWIDE LIFE INSURANCE CO.	NW Gr A		10
	NATIONWIDE LIFE INSURANCE CO.	NW Inv Dest Mod Svc		26
	NATIONWIDE LIFE INSURANCE CO.	Invsco VK EQ Inc A		3
	NATIONWIDE LIFE INSURANCE CO.	NW Mny Mkt Inst		368
	NATIONWIDE LIFE INSURANCE CO.	NW S P 500 Indx Svc		114
	NATIONWIDE LIFE INSURANCE CO.	NeuBer Genesis Tr		131
	NATIONWIDE LIFE INSURANCE CO.	Col Bal A		17,016
	NATIONWIDE LIFE INSURANCE CO.	Opp Glbl A		230
	NATIONWIDE LIFE INSURANCE CO.	Pionr Hi Yld A		29
	NATIONWIDE LIFE INSURANCE CO.	Col LgCap Gr A		21,814
	NATIONWIDE LIFE INSURANCE CO.	Invsco VK Eq Inc A		436
	NATIONWIDE LIFE INSURANCE CO.	Abrden SmCap A		10,212
	NATIONWIDE LIFE INSURANCE CO.	AmCent Gr Inv		73,728
	NATIONWIDE LIFE INSURANCE CO.	AmCent Inc Gr A		27,227
	NATIONWIDE LIFE INSURANCE CO.	AmCent Intl Gr A		5,031
	NATIONWIDE LIFE INSURANCE CO.	AmCent ST Govt Inv		10,249
	NATIONWIDE LIFE INSURANCE CO.	AmCent Ultra Inv		466
	NATIONWIDE LIFE INSURANCE CO.	Col Divrs Bd A		6,391

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan
Auto Trust 401(K) Plan

Employer Identification Number
11-2588745

Three-digit plan number ▶ 001

(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
	NATIONWIDE LIFE INSURANCE CO.	Col Divrs Eq Inc A		34,045
	NATIONWIDE LIFE INSURANCE CO.	Col Eq Val A		43,683
	NATIONWIDE LIFE INSURANCE CO.	Col Hi Yld Bd Av		3,281
	NATIONWIDE LIFE INSURANCE CO.	Col Lg Cor Quant A		29,463
	NATIONWIDE LIFE INSURANCE CO.	Drey App		130,419
	NATIONWIDE LIFE INSURANCE CO.	Drey Bal Oppr Z		40,495
	NATIONWIDE LIFE INSURANCE CO.	Drey Oppr SmCap		14,848
	NATIONWIDE LIFE INSURANCE CO.	Drey Thrd Cent Z		12,486
	NATIONWIDE LIFE INSURANCE CO.	Fed Bd F		20,911
	NATIONWIDE LIFE INSURANCE CO.	Fed Hi Yld Tr		2,502
	NATIONWIDE LIFE INSURANCE CO.	FidAdv Bal A		3,702
	NATIONWIDE LIFE INSURANCE CO.	FidAdv Eq Inc A		11,293
	NATIONWIDE LIFE INSURANCE CO.	FidAdv Gr Oppr A		34,194
	NATIONWIDE LIFE INSURANCE CO.	Fnkln SmMdCap Gr A		79,684
	NATIONWIDE LIFE INSURANCE CO.	Fnklm MSF Mut Shrs A		20,319
	NATIONWIDE LIFE INSURANCE CO.	FnklnTmp Forgn A		31,770
	NATIONWIDE LIFE INSURANCE CO.	NW Fd A		10,656
	NATIONWIDE LIFE INSURANCE CO.	Invsco Dynmc Inv		12,599
	NATIONWIDE LIFE INSURANCE CO.	Invsco SMCap Gr Inv		150,782
	NATIONWIDE LIFE INSURANCE CO.	Jns Fd T		151,285
	NATIONWIDE LIFE INSURANCE CO.	Jns Twnty T		467,911
	NATIONIWDE LIFE INSURANCE CO.	Jns WW T		104,345
	NATIONIWDE LIFE INSURANCE CO.	Lazard US SmMdCap Eq Open		43,937
	NATIONWIDE LIFE INSURANCE CO.	NW Bd D		14,840
	NATIONWIDE LIFE INSURANCE CO.	NW Fd D		19,723
	NATIONIWDE LIFE INSURANCE CO.	NW Govt Bd D		452,533
	NATIONWIDE LIFE INSURANCE CO.	NW Gr A		8,187
	NATIONIWDE LIFE INSURANCE CO.	NW Gr D		14,858
	NATIONWIDE LIFE INSURANCE CO.	NW Inv Dest Aggr Svc		17,703
	NATIONWIDE LIFE INSURANCE CO.	Invsco SmCap Gr Inv		43,413
	NATIONWIDE LIFE INSURANCE CO.	NW Inv Dest Mod Cnsrv Svc		7,045
	NATIONWIDE LIFE INSURANCE CO.	NW Inv Dest Mod Svc		14,951
	NATIONWIDE LIFE INSURANCE CO.	Jns Twnty T		11,757
	NATIONWIDE LIFE INSURANCE CO.	NW Mny Mkt Inst		255,515
	NATIONWIDE LIFE INSURANCE CO.	NW NVIT Mult Mgr Sm Co I		24,072
	NATIONWIDE LIFE INSURANCE CO.	NW S P 500 Indx Svc		411,304
	NATIONIWDE LIFE INSURANCE CO.	NeuBer Genesis Tr		374,558
	NATIONWIDE LIFE INSURANCE CO.	NeuBer Guardian Tr		31,978
	NATIONIWDE LIFE INSURANCE CO.	Jns Fd T		16,850

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan
Auto Trust 401(K) Plan

Employer Identification Number
11-2588745

Three-digit plan number ▶ 001

(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
	NATIONWIDE LIFE INSURANCE CO.	Opp Glbl A		126,960
	NATIONWIDE LIFE INSURANCE CO.	Pionr Hi Yld A		45,635
	NATIONWIDE LIFE INSURANCE CO.	Jns WW T		538
	NATIONIWDE LIFE INSURANCE CO.	Opp Glbl A		1,065
	NATIONIWDE LIFE INSURANCE CO.	WFA Cmn Stk Inv		46,566
	NATIONIWDE LIFE INSURANCE CO.	AmCent Gr Inv		7,875
	NATIONWIDE LIFE INSURANCE CO.	Interest Rate (4.25%-9.25%)		228,475
	NATIONWIDE LIFE INSURANCE CO.	Col Lg Cor Quant A		9,436
	NATIONWIDE LIFE INSURANCE CO.	Drey Bal Oppr Z		9,661
	NATIONWIDE LIFE INSURANCE CO.	Fnkln SmMdCap Gr A		8,948
	NATIONWIDE LIFE INSURANCE CO.	Invsco Dynmc Inv		804

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2011 and ending 12/31/2011

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(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
	NATIONWIDE LIFE INSURANCE CO.	AmCent Gr Inv		77
	NATIONWIDE LIFE INSURANCE CO.	AmCent Inc & Gr A		3
	NATIONWIDE LIFE INSURANCE CO.	AmCent Intl Gr A		8
	NATIONWIDE LIFE INSURANCE CO.	AmCent ST Govt Inv		21
	NATIONWIDE LIFE INSURANCE CO.	Col Divrs Eq Inc A		72
	NATIONWIDE LIFE INSURANCE CO.	Col Eq Val A		23
	NATIONWIDE LIFE INSURANCE CO.	Col Hi Yld Bd A		3
	NATIONWIDE LIFE INSURANCE CO.	Col Lg Cor Quant A		12
	NATIONWIDE LIFE INSURANCE CO.	Drey App		26
	NATIONWIDE LIFE INSURANCE CO.	Col LgCap Gr A		70
	NATIONWIDE LIFE INSURANCE CO.	Fed Bd F		60
	NATIONWIDE LIFE INSURANCE CO.	Fed Hi Yld Tr		3
	NATIONWIDE LIFE INSURANCE CO.	FidAdv Gr oppr A		3
	NATIONWIDE LIFE INSURANCE CO.	Drey Oppr SmCap		4
	NATIONWIDE LIFE INSURANCE CO.	Invsco SmCap Gr Inv		122
	NATIONWIDE LIFE INSURANCE CO.	Jns Fd T		63
	NATIONWIDE LIFE INSURANCE CO.	Jns Twnty T		259
	NATIONWIDE LIFE INSURANCE CO.	Jns WW T		45
	NATIONWIDE LIFE INSURANCE CO.	Lazard US SmMdCap Eq Open		149
	NATIONWIDE LIFE INSURANCE CO.	NW BD D		26
	NATIONWIDE LIFE INSURANCE CO.	NW Govt Bd D		254
	NATIONWIDE LIFE INSURANCE CO.	NW Gr A		10
	NATIONWIDE LIFE INSURANCE CO.	NW Inv Dest Mod Svc		26
	NATIONWIDE LIFE INSURANCE CO.	Invsco VK EQ Inc A		3
	NATIONWIDE LIFE INSURANCE CO.	NW Mny Mkt Inst		368
	NATIONWIDE LIFE INSURANCE CO.	NW S P 500 Indx Svc		114
	NATIONWIDE LIFE INSURANCE CO.	NeuBer Genesis Tr		131
	NATIONWIDE LIFE INSURANCE CO.	Col Bal A		17,016
	NATIONWIDE LIFE INSURANCE CO.	Opp Glbl A		230
	NATIONWIDE LIFE INSURANCE CO.	Pionr Hi Yld A		29
	NATIONWIDE LIFE INSURANCE CO.	Col LgCap Gr A		21,814
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	NATIONWIDE LIFE INSURANCE CO.	AmCent Gr Inv		73,728
	NATIONWIDE LIFE INSURANCE CO.	AmCent Inc Gr A		27,227
	NATIONWIDE LIFE INSURANCE CO.	AmCent Intl Gr A		5,031
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Name of plan

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Employer Identification Number

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Three-digit plan number ► 001

(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
	NATIONWIDE LIFE INSURANCE CO.	Col Divrs Eq Inc A		34,045
	NATIONWIDE LIFE INSURANCE CO.	Col Eq Val A		43,683
	NATIONWIDE LIFE INSURANCE CO.	Col Hi Yld Bd Av		3,281
	NATIONWIDE LIFE INSURANCE CO.	Col Lg Cor Quant A		29,463
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	NATIONWIDE LIFE INSURANCE CO.	Fed Hi Yld Tr		2,502
	NATIONWIDE LIFE INSURANCE CO.	FidAdv Bal A		3,702
	NATIONWIDE LIFE INSURANCE CO.	FidAdv Eq Inc A		11,293
	NATIONWIDE LIFE INSURANCE CO.	FidAdv Gr Oppr A		34,194
	NATIONWIDE LIFE INSURANCE CO.	Fnkln SmMdCap Gr A		79,684
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	NATIONWIDE LIFE INSURANCE CO.	FnklnTmp Forgn A		31,770
	NATIONWIDE LIFE INSURANCE CO.	NW Fd A		10,656
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	NATIONWIDE LIFE INSURANCE CO.	Invsco SMCap Gr Inv		150,782
	NATIONWIDE LIFE INSURANCE CO.	Jns Fd T		151,285
	NATIONWIDE LIFE INSURANCE CO.	Jns Twnty T		467,911
	NATIONIWDE LIFE INSURANCE CO.	Jns WW T		104,345
	NATIONIWDE LIFE INSURANCE CO.	Lazard US SmMdCap Eq Open		43,937
	NATIONWIDE LIFE INSURANCE CO.	NW Bd D		14,840
	NATIONWIDE LIFE INSURANCE CO.	NW Fd D		19,723
	NATIONIWDE LIFE INSURANCE CO.	NW Govt Bd D		452,533
	NATIONWIDE LIFE INSURANCE CO.	NW Gr A		8,187
	NATIONIWDE LIFE INSURANCE CO.	NW Gr D		14,858
	NATIONWIDE LIFE INSURANCE CO.	NW Inv Dest Aggr Svc		17,703
	NATIONWIDE LIFE INSURANCE CO.	Invsco SmCap Gr Inv		43,413
	NATIONWIDE LIFE INSURANCE CO.	NW Inv Dest Mod Cnsrv Svc		7,045
	NATIONWIDE LIFE INSURANCE CO.	NW Inv Dest Mod Svc		14,951
	NATIONWIDE LIFE INSURANCE CO.	Jns Twnty T		11,757
	NATIONWIDE LIFE INSURANCE CO.	NW Mny Mkt Inst		255,515
	NATIONWIDE LIFE INSURANCE CO.	NW NVIT Mult Mgr Sm Co I		24,072
	NATIONWIDE LIFE INSURANCE CO.	NW S P 500 Indx Svc		411,304
	NATIONIWDE LIFE INSURANCE CO.	NeuBer Genesis Tr		374,558
	NATIONWIDE LIFE INSURANCE CO.	NeuBer Guardian Tr		31,978
	NATIONIWDE LIFE INSURANCE CO.	Jns Fd T		16,850

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan
Auto Trust 401(K) Plan

Employer Identification Number
11-2588745

Three-digit plan number ► 001

(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
	NATIONWIDE LIFE INSURANCE CO.	Opp Glbl A		126,960
	NATIONWIDE LIFE INSURANCE CO.	Pionr Hi Yld A		45,635
	NATIONWIDE LIFE INSURANCE CO.	Jns WW T		538
	NATIONIWDE LIFE INSURANCE CO.	Opp Glbl A		1,065
	NATIONIWDE LIFE INSURANCE CO.	WFA Cmn Stk Inv		46,566
	NATIONIWDE LIFE INSURANCE CO.	AmCent Gr Inv		7,875
	NATIONWIDE LIFE INSURANCE CO.	Interest Rate (4.25%-9.25%)		228,475
	NATIONWIDE LIFE INSURANCE CO.	Col Lg Cor Quant A		9,436
	NATIONWIDE LIFE INSURANCE CO.	Drey Bal Oppr Z		9,661
	NATIONWIDE LIFE INSURANCE CO.	Fnkln SmMdCap Gr A		8,948
	NATIONWIDE LIFE INSURANCE CO.	Invsco Dynmc Inv		804