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
AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 09/01/1985

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

AUFFENBERG DEALER GROUP, INC.

901 S. ILLINOIS STREET
BELLEVILLE, IL 62220

2b Employer Identification Number (EIN) 37-0744881

2c Sponsor's telephone number 314-421-1355

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.	10/12/2012	JAMES AUFFENBERG, JR.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	JAMES AUFFENBERG, JR.
	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")
AUFFENBERG DEALER GROUP, INC.

901 S. ILLINOIS STREET
BELLEVILLE, IL 62220

3b Administrator's EIN
37-0744881

3c Administrator's telephone number
314-421-1355

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
AUFFENBERG FORD, INC.

4b EIN
37-0744881

4c PN
003

5	Total number of participants at the beginning of the plan year	**5**	228
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**	148
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	73
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	221
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	221
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	164
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)		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
AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
AUFFENBERG DEALER GROUP, INC.

D Employer Identification Number (EIN)
37-0744881

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

EXPERT PLAN, INC.
11880 COLLEGE BOULEVARD
SUITE 200
OVERLAND PARK, KS 66210

52-2269494

(b) Enter name and EIN or address of person who provided you disclosure 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)

(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 ☐

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
AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
37-0744881

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: MET MASTER TRUST 25053

b Name of sponsor of entity listed in (a): RELIANCE TRUST 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)
58-1428634-013	C	1499502

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
AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
AUFFENBERG DEALER GROUP, INC.

D Employer Identification Number (EIN)
37-0744881

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	8755	5987
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	14637	12200
(2) Participant contributions	1b(2)	44834	43379
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	43083	542191
(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)	934901	621935
(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)	62582	126701
(9) Value of interest in common/collective trusts	1c(9)	0	1499502
(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)	3536492	2246880
(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	4645284	5098775
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	4984	983
k Total liabilities (add all amounts in lines 1g through1j)	1k	4984	983
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4640300	5097792

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)	114161	
(B) Participants	2a(1)(B)	377984	
(C) Others (including rollovers)	2a(1)(C)	12188	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		504333
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	810	
(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)	4316	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5126
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	10389	
(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)		10389
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	596512	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	439632	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		156880

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-29792	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-29792
(6) Net investment gain (loss) from common/collective trusts	2b(6)		16255
(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)		-23297
c Other income	2c		71
d Total income. Add all **income** amounts in column (b) and enter total	2d		639965
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	180640	
(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)		180640
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1833	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1833
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		182473
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		457492
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) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: KERBER, ECK & BRAECKEL, LLP (2) EIN: 43-0352985

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		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			

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
AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
AUFFENBERG DEALER GROUP, INC.

D Employer Identification Number (EIN)
37-0744881

Part I Distributions

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

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

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

EIN(s): 37-6060522

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):

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

AUFFENBERG FORD, INC. EMPLOYEES
SALARY REDUCTION PROFIT SHARING PLAN

December 31, 2011 and 2010

CONTENTS

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Kerber, Eck & Braeckel LLP

CPAs and
Management Consultants

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Cape Girardeau, MO 63701-2609
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Independent Auditors' Report

**To the Administrative Committee of the
Auffenberg Ford, Inc. Employees Salary Reduction Profit Sharing Plan**

We have audited the accompanying statements of net assets available for plan benefits (modified cash basis) of the Auffenberg Ford, Inc. Employees Salary Reduction Profit Sharing Plan as of December 31, 2011 and 2010, the related statements of changes in net assets available for plan benefits (modified cash basis) and supplementary information for the years then ended, as listed in the accompanying contents. These financial statements and supplementary information are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note B1, these financial statements and supplementary information were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits as of December 31, 2011 and 2010 and the changes in net assets available for plan benefits for the years then ended, on the basis of accounting described in Note B1.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary schedules, Schedules of Assets Held at End of Year, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Kerber, Eck + Braeckel LLP

Cape Girardeau, Missouri
October 10, 2012

Auffenberg Ford, Inc. Employees Salary Reduction Profit Sharing Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
(prepared on the modified cash basis)
December 31,

	2011	2010
ASSETS		
Investments at fair value		
DWS		
Mutual funds	$ 1,983,489	$ 3,276,330
Common/collective trusts	1,499,502	-
LPL Financial		
Common stocks	621,935	934,901
Mutual funds	263,391	260,162
Money market accounts	542,191	43,083
	4,910,508	4,514,476
Receivables		
Employee deferrals	43,379	44,834
Employer contributions	12,200	14,637
Notes receivable from participants	126,701	62,582
Cash	5,987	8,755
TOTAL ASSETS	5,098,775	4,645,284
LIABILITIES		
Other liabilities	983	4,984
Net assets available for plan benefits, at fair value	5,097,792	4,640,300
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(77,583)	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 5,020,209	$ 4,640,300

The accompanying notes are an integral part of these statements.

Auffenberg Ford, Inc. Employees Salary Reduction Profit Sharing Plan
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
(prepared on the modified cash basis)
Year ended December 31,

	2011	2010
Additions to net assets attributed to		
Contributions		
Participant	$ 377,984	$ 278,222
Employer	114,161	89,710
Other	12,188	-
	504,333	367,932
Interest income on notes receivable from participants	4,316	4,300
Investment income		
Net appreciation (depreciation) in fair value of investments	42,463	511,640
Interest and dividends	11,199	6,058
	53,662	517,698
Other income	71	1,715
Total additions	562,382	891,645
Deductions from net assets attributed to		
Benefits paid to participants	180,640	668,953
Administrative expenses	1,833	5,193
Total deductions	182,473	674,146
NET INCREASE (DECREASE)	379,909	217,499
Net assets available for plan benefits		
Beginning of year	4,640,300	4,422,801
End of year	$ 5,020,209	$ 4,640,300

The accompanying notes are an integral part of these statements.

NOTE A – DESCRIPTION OF PLAN

The following description of the Auffenberg Ford, Inc. (the "Company") Employees Salary Reduction Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

1. General

The Auffenberg Ford, Inc. Employees Salary Reduction Profit Sharing Plan, which became effective on September 1, 1985, and most recently amended on December 17, 2009, is a 401(k) elective deferral profit sharing plan. Individual benefits from this plan will be based on the vested portion of the individual account, which is comprised of the portion of the individual's salary which they elect to defer, any contributions made by the employer during the years of participation, plus any earnings credited to the individual account. The plan covers all employees of the Company who do not participate in a collective bargaining plan, have one year of service and are age twenty-one or older. A year of service is a twelve-consecutive month period during which 1,000 or more hours of service are completed.

The Plan has been amended and restated to comply with current regulations. No other material changes have been made to significantly change the provisions of the plan.

2. Contributions

For each plan year, participants may contribute up to the maximum determined by law – 2011, $16,500 and 2010, $16,500. The Company's matching contribution equals a percentage of the salary reduction the participant elected to defer up to 4%. The Company matched 2% in 2011 and 2010. Additional amounts may be contributed at the option of the Trustees.

3. Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of plan earnings. Allocations are based on participant earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

4. Vesting

Participants are immediately vested in their 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% vested after six years of credited service.

5. Investment Options

Upon enrollment, the participant may direct employee deferrals and employer match to various investment options including money markets, mutual funds, fixed interest, common stock and an insurance investment contract. Participants may change their investment options at any time.

NOTE A – DESCRIPTION OF PLAN – Continued

6. Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant Notes fund. Loan terms range from one to five years or longer if used 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 local prevailing rates. Principal and interest is paid ratably no less than quarterly.

7. Payment of Benefits

When a participant reaches the normal retirement age of sixty, their account will be payable to them beginning on the date of retirement or on a later date that they elect. If the participant terminates employment other than normal retirement, the participant may request the balance in their account in lump sum payment. The distribution is made after the quarter they terminate and as soon as administratively feasible.

8. Forfeited Accounts

At December 31, 2011 and 2010, forfeited nonvested accounts totaled $0 and $0, respectively. These accounts will be used to reduce future employer contributions and plan expenses. Employer contributions and expenses were reduced by $983 in 2011 and $4,984 in 2010 from forfeited nonvested accounts.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of these financial statements follows.

1. Basis of Accounting

The financial statements of the Plan are prepared under the modified cash basis of accounting that is a comprehensive basis of accounting other than generally accepted accounting principles. These financial statements include adjusting assets to fair market value, accruing employer contributions and accruing interest and dividend receivables. The financial statements omit recognition of accrued expenses and deferred benefits payable. Accordingly, these statements are not intended to and do not present financial position and results of operations in conformity with generally accepted accounting principles.

2. Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

3. Investment Valuation and Income Recognition

The investments in all of the funds, except for the Reliance Trust Stable Value Fund MetLife GAC Series 25053 Class I, are presented at fair value, based on the quoted market prices of the underlying securities within each fund at December 31, 2011 and 2010. Fair value is the price that would be

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

3. Investment Valuation and Income Recognition – Continued

received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Reliance Trust Stable Value Fund MetLife GAC Series 25053 Class I is fully benefit-responsive and is reported at fair value and adjusted to contract value. Contract value represents the accumulated contributions plus accrued net earnings, less distributions.

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 of a defined-contribution plan 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 Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

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

4. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

5. Payment of Benefits

Benefits are recorded as paid.

6. Administrative Expenses

Expenses of maintaining the Plan are paid by the Plan and the Company.

7. Reclassification

Certain reclassifications have been made to conform to the 2011 presentation.

8. Subsequent Events

The plan has evaluated subsequent events through October 10, 2012, the date the financial statements were available to be issued.

NOTE C – INVESTMENTS

The investments that represent 5% or more of the Plan's net assets as of December 31, are as follows:

	2011	2010
Common stocks		
Northern Dynasty Minerals, Ltd.	$ -	$ 439,632
Mutual funds		
DWS Lg Cap Val A	353,419	295,848
DWS Stable - A	-	1,329,616
Columbia Balanced - A	453,004	643,046
Franklin Growth - A	404,708	298,492
Common/collective trusts		
Reliance Trust Stable Value Fund MetLife GAC Series 25053 Class I	1,421,919	-
Money market accounts	542,191	-

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2011	2010
Investments at Fair Value as Determined by Quoted Market Price:		
Common stocks	$ 127,088	$ 218,637
Mutual funds	(23,297)	293,003
Investments at Estimated Fair Value:		
Common/collective trusts	(61,328)	-
	$ 42,463	$ 511,640

NOTE D – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the 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 as follows:

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.

NOTE D – FAIR VALUE MEASUREMENTS – Continued

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

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

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

Level 1 Fair Value Measurements

The fair value of common stock is based on quoted market prices. The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

The fair value of common/collective trusts is based on the asset fair value provided by MetLife, the administrator of the fund. Net asset value unit price is quoted on a private market that is not active, however, the unit price is based on underlying investments which are traded on an active market.

In 2010, the fair value of the collective investment trust was based on the market value of its underlying investments. Portfolio holdings were valued at fair market value; provided, however, any holding for which there was no readily ascertainable market value was valued at fair value, as determined in good faith by the Trustee.

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.

NOTE D – FAIR VALUE MEASUREMENTS – Continued

The following tables set forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2011 and 2010:

		Fair Value Measurements at Reporting Date Using		
December 31, 2011	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds				
Moderate allocation	$ 453,004	$ 453,004	$ -	$ -
Small value	83,201	83,201	-	-
World stock	146,976	146,976	-	-
Large value	353,419	353,419	-	-
Large blend	85,697	85,697	-	-
Intermediate government	11,246	11,246	-	-
Mid-cap blend	96,015	96,015	-	-
Large growth	404,708	404,708	-	-
High yield bond	39,617	39,617	-	-
Agressive allocation	159,827	159,827	-	-
Foreign large blend	75,941	75,941	-	-
Small growth	73,838	73,838	-	-
Total mutual funds	1,983,489	1,983,489	-	-
Common/collective trusts	1,499,502	-	1,499,502	-
Individually directed accounts				
Cash and money market account	542,191	542,191	-	-
Mutual funds				
Conservative allocation	60,148	60,148	-	-
Moderate allocation	203,243	203,243	-	-
Common stocks				
Credit services	20,593	20,593	-	-
Energy	1,111	1,111	-	-
Materials	126,899	126,899	-	-
Industrials	15,313	15,313	-	-
Consumer discretionary	30,456	30,456	-	-
Health care	247,985	247,985	-	-
Financials	17,320	17,320	-	-
Information technology	162,258	162,258	-	-
Total individually directed accounts	1,427,517	1,427,517	-	-
Total	$ 4,910,508	$ 3,411,006	$ 1,499,502	$ -

NOTE D – FAIR VALUE MEASUREMENTS – Continued

		Fair Value Measurements at Reporting Date Using		
December 31, 2010	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds				
Moderate allocation	$ 794,622	$ 794,622	$ -	$ -
Foreign large value	81	81	-	-
Small blend	76,247	76,247	-	-
World stock	140,316	140,316	-	-
Large value	295,848	295,848	-	-
Large blend	101,253	101,253	-	-
Collective investment trust	1,329,616	-	1,329,616	-
Intermediate government	7,297	7,297	-	-
Mid-cap blend	92,819	92,819	-	-
Large growth	298,492	298,492	-	-
High yield bond	9,938	9,938	-	-
Foreign large blend	64,977	64,977	-	-
Small growth	64,824	64,824	-	-
Total mutual funds	3,276,330	1,946,714	1,329,616	-
Individually directed accounts				
Cash and money market account	43,083	43,083	-	-
Mutual funds				
Conservative allocation	61,506	61,506	-	-
Moderate allocation	198,656	198,656	-	-
Common stocks				
Energy	1,211	1,211	-	-
Materials	545,193	545,193	-	-
Industrials	24,040	24,040	-	-
Consumer discretionary	30,096	30,096	-	-
Health care	244,695	244,695	-	-
Financials	31,372	31,372	-	-
Information technology	58,294	58,294	-	-
Total individually directed accounts	1,238,146	1,238,146	-	-
Total	$ 4,514,476	$ 3,184,860	$ 1,329,616	$ -

Gains and losses (realized and unrealized) included in changes in net assets available for benefits are reported in net appreciation (depreciation) in fair value of investments in the Statement of Changes in Net Assets Available for Plan Benefits.

NOTE E – INVESTMENT CONTRACT WITH INSURANCE COMPANY

In 2011, the Plan entered into a fully benefit-responsive investment contract with Metropolitan Life Insurance Company (MetLife). MetLife maintains the contributions in MetLife separate accounts. MetLife will guarantee principal and accrued interest, based on credited interest rates, for participant-initiated withdrawals as long as the contract remains active. Interest is credited to the contract at interest rates that reflect the performance of the underlying portfolio.

MetLife will reset the rate by amortizing the difference between the market value of the portfolio and the guaranteed value over the weighted average duration of the managed investments. Participants will receive the principal and accrued earnings credited to their accounts on withdrawal for allowed events. These events include transfers to other Plan investment options, and payments because of retirement, termination of employment, disability, death and in-service withdrawals as permitted by the Plan.

Because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Contract value, as reported to the Plan by MetLife, represents contributions made under the contract, plus interest, less participant withdrawals or transfers and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

	2011	2010
Average yield earned by Plan	6.90%	N/A
Average yield credited to participants	3.44%	N/A

NOTE F – INVESTMENTS IN ENTITIES THAT CALCULATE NET ASSET VALUE PER SHARE

As a part of the Plan's investment portfolio, there is an investment made in the Reliance Trust Company (the Trust) in which purchases and withdrawals are not made in an open market. Instead, the purchases and withdrawals occur with the Trust, and in certain circumstances, those transactions are entirely controlled and/or restricted by the Trust. The fair value of this investment is determined by the management of the Trust and is reported to the Plan as the Plan's proportionate share of the net asset value of the entity. The table below provides information relative to this type of investment.

December 31, 2011	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice
Common/collective trusts				
MET GAC 25053 Class I	$ 1,499,502	$ -	Daily	1 day

The Trust invests in guaranteed investment contracts. The Trust seeks to provide preservation of principal and accumulated interest for participant-initiated transactions. For the year ended December 31, 2011, there were no restrictions on withdrawals or redemptions.

NOTE G – PLAN TERMINATION

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

NOTE H – PLAN TAX STATUS

The Plan has obtained its latest determination letter dated February 14, 2012, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the U.S. Department of Labor or Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. 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.

NOTE I – RELATED PARTY TRANSACTIONS

Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan.

NOTE J – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

		2011
Net assets available for plan benefits per the financial statements	$	5,020,209
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		77,583
Net assets available for plan benefits per Schedule H of Form 5500	$	5,097,792

NOTE J – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 – Continued

The following is a reconciliation of net income per the financial statements at December 31, 2011 to Schedule H of Form 5500:

		2011
Net income per the financial statements	$	379,909
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		77,583
Net income per Schedule H of Form 5500	$	457,492

NOTE K – 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 Statements of Net Assets Available for Plan Benefits.

SUPPLEMENTARY 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

AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

Employer Identification Number

37-0744881

Three-digit plan number ▶ 003

(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
	DWS INVESTMENTS	STRATEGIC GOV'T-A;1,249.524 SH		11,246
	DWS INVESTMENTS	LG.CAP VALUE-A; 20,667.799 SH.		353,419
	DWS INVESTMENTS	DREMAN SM.CAP VA; 2,572.687 SH		83,201
	DWS INVESTMENTS	METLIFE 25053CL; 10,502.924 SH		1,499,502
	DWS INVESTMENTS	GLOB.THEMATIC-A; 7,312.218 SH.		146,976
	DWS INVESTMENTS	S&P 500 INDEX-A; 5,140.791 SH.		85,697
	DWS INVESTMENTS	COLUMBIA BAL.-A; 17,674.75 SH		453,004
	DWS INVESTMENTS	NUVEEN MID CAP; 7,844.331 SH.		96,015
	DWS INVESTMENTS	FRANK. GROWTH-A; 9,066.039 SH.		404,708
	DWS INVESTMENTS	FRANK. HI INC-A; 20,421.238 SH		39,617
	DWS INVESTMENTS	FRANK.TEMP GR-A; 10,999.807 SH		159,827
	DWS INVESTMENTS	JP MORG INT'L-A; 6,804.733 SH.		75,941
	DWS INVESTMENTS	JP MORG SM.CAP-A; 6,998.887 SH		73,838
	LPL FINANCIAL	ALCOA INC COM; 1,870 SH		16,175
	LPL FINANCIAL	BANK OF AMERICA CORP; 1,700 SH		9,452
	LPL FINANCIAL	CISCO SYSTEMS, INC; 1,000 SH		18,080
	LPL FINANCIAL	COMMERCIAL METALS CO; 1,300 SH		17,979
	LPL FINANCIAL	CONOCO PHILLIPS; 220 SH.		16,031
	LPL FINANCIAL	DIANA SHIPPING INC; 2,000 SH		14,960
	LPL FINANCIAL	DIANA CONTAINERS INC; 65 SH.		353
	LPL FINANCIAL	EXXON MOBIL CORP.; 887 SH.		75,182
	LPL FINANCIAL	FISERV INC.; 650 SH.		38,181
	LPL FINANCIAL	HUGOTRON RTY TR TEX UN; 59 SH.		1,111
	LPL FINANCIAL	LOWE'S COS. INC.; 1,200 SH.		30,456
	LPL FINANCIAL	MEDTRONIC INC.; 250 SH.		9,562
	LPL FINANCIAL	STRYKER CORP; 1,200 SH.		59,652
	LPL FINANCIAL	WATERS CORP COM; 1,590 SH		117,740
	LPL FINANCIAL	FIFTH ST FIN CORP; 2,151.793SH		20,593
	LPL FINANCIAL	MICROSOFT CORP; 4,083.073 SH		105,997
	LPL FINANCIAL	PFIZER INC COM; 2,820.294 SH		61,031
	LPL FINANCIAL	SPANISH MOUNTAIN GOLD;2,000 SH		1,532
	LPL FINANCIAL	WELLS FARGO CO; 285.472 SH		7,868
	LPL FINANCIAL	GOLDMAN SACHS BAL STRATEGIC		
		FD CL; 6,100.257 SH.		60,149
	LPL FINANCIAL	PRINCIPAL STRAT ASSET MGMT		
		BAL CL C; 8,826.083 SH		109,620
	LPL FINANCIAL	RUSSELL LIFEPOINT BALANCED		
		STRATEGY CL C; 9533.884 SH		93,623
	LPL FINANCIAL	INSURED DEP ACCT; 542,191 SH		542,191

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

AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

Employer Identification Number

37-0744881

Three-digit plan number ▶ 003

(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
	VARIOUS PARTICIPANT LOANS	5.5%		126,701
		NOTE--SPECIAL RULE FOR		5,037,209
		CERTAIN PARTICIPANT DIRECTED		
		TRANSACTIONS: COLUMN (D)		
		COST INFORMATION MAY BE		
		OMITTED WHEN REPORTING		
		INVESTMENTS OF AN INDIVIDUAL		
		ACCOUNT PLAN THAT A		
		PARTICIPANT OR BENEFICIARY		
		DIRECTED WITH RESPECT TO		
		ASSETS ALLOCATED TO THEIR		
		ACCOUNT.		

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

For the plan year beginning 01/01/2010 and ending 12/31/2010

Name of plan

AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

Employer Identification Number

37-0744881

Three-digit plan number ▶ 003

(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
	DWS INVESTMENTS	STRATEGIC GOV'T-A; 832.097 SH.		7,297
	DWS INVESTMENTS	LG.CAP VALUE-A; 16,973.513 SH.		295,848
	DWS INVESTMENTS	DREMAN SM.CAP VA; 2,069.678 SH		76,247
	DWS INVESTMENTS	STABLE VAL-A; 1,329,616.401 SH		1,329,616
	DWS INVESTMENTS	GLOB.THEMATIC-A; 5,858.697 SH.		140,316
	DWS INVESTMENTS	S&P 500 INDEX-A: 6,073.951 SH.		101,253
	DWS INVESTMENTS	COLUMBIA BAL.-A; 24,311.755 SH		643,046
	DWS INVESTMENTS	1ST AM. MID CAP; 7,112.602 SH.		92,819
	DWS INVESTMENTS	FRANK. GROWTH-A; 6,686.642 SH.		298,492
	DWS INVESTMENTS	FRANK. HI INC-A; 4,969.136 SH.		9,939
	DWS INVESTMENTS	FRANK.TEMP GR-A; 9,939.380 SH		151,575
	DWS INVESTMENTS	JP MORG INT'L-A; 4,881.810 SH.		64,977
	DWS INVESTMENTS	JP MORG SM.CAP-A; 5,803.376 SH		64,824
	DWS INVESTMENTS	DREMAN INT'L VALUE-A; 8.926 SH		81
	LPL FINANCIAL	ALCOA INC.COM; 270 SH.		4,155
	LPL FINANCIAL	BANK OF AMERICA CORP.-1,700 SH		22,678
	LPL FINANCIAL	CISCO SYSTEMS, INC.; 1,000 SH.		20,230
	LPL FINANCIAL	COMMERCIAL METALS; 1,300 SH.		21,567
	LPL FINANCIAL	CONOCO PHILLIPS; 220 SH.		14,982
	LPL FINANCIAL	DIANA SHIPPING.COM; 2,000 SH.		24,040
	LPL FINANCIAL	EXXON MOBIL CORP.; 887 SH.		64,857
	LPL FINANCIAL	FISERV INC.; 650 SH.		38,064
	LPL FINANCIAL	HUGOTRON RTY TR TEX UN; 59 SH.		1,211
	LPL FINANCIAL	LOWE'S COS. INC.; 1,200 SH.		30,096
	LPL FINANCIAL	MEDTRONIC INC.; 250 SH.		9,272
	LPL FINANCIAL	NO.DYNASTY MIN.LTD; 30,765 SH.		439,632
	LPL FINANCIAL	PFIZER, INC.COM; 2,708.3575 SH		47,423
	LPL FINANCIAL	STRYKER CORP.; 1,200 SH.		64,440
	LPL FINANCIAL	WELLS FARGO & CO.; 280.5291 SH		8,694
	LPL FINANCIAL	WATERS CORP.COM; 1,590 SH.		123,559
	LPL FINANCIAL	GOLDMAN SACHS BALANCED STRAT.-		
		--CL. C; 6,018.250 SH.		61,507
	LPL FINANCIAL	PRINCIPAL STRAT. ASSET MGMT.		
		BAL.--CL C; 8,038.528 SH.		101,527
	LPL FINANCIAL	RUSSELL LIFEPOINT BAL. STRAT.-		
		CL C; 9,402.578 SH.		97,129
	LPL FINANCIAL	INSURED DEP.ACCT.-43,083.17 SH		43,083
	VARIOUS PARTICIPANT LOANS	5.5%	0.0	62,582
		NOTE--SPECIAL RULE 20 OR		4,577,058

Schedule H, line 4i

Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2010 and ending 12/31/2010

Name of plan

AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

Employer identification Number

37-0744881

Three-digit plan number ▶ 003

(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
		CERTAIN PARTICIPANT DIRECTED		
		TRANSACTIONS: COLUMN (D)		
		COST INFORMATION MAY BE		
		OMITTED WHEN REPORTING		
		INVESTMENTS OF AN INDIVIDUAL		
		ACCOUNT PLAN THAT A		
		PARTICIPANT OR BENEFICIARY		
		DIRECTED WITH RESPECT TO		
		ASSETS ALLOCATED TO THEIR		
		ACCOUNT.		

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.	2011 This Form is Open to Public Inspection

Part I Annual Report Identification Information

For the 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
AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 09/01/1985

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

AUFFENBERG DEALER GROUP, INC.

901 S. ILLINOIS STREET

US BELLEVILLE IL 62220

2b Employer Identification Number (EIN) 37-0744881

2c Sponsor's telephone number (314) 421-1355

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	James Auffenberg Jr		JAMES AUFFENBERG, JR.
	Signature of plan administrator	Date 10/11/12	Enter name of individual signing as plan administrator
SIGN HERE	James Auffenberg Jr		JAMES AUFFENBERG, JR.
	Signature of employer/plan sponsor	Date 10/11/12	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")	3b Administrator's EIN
Same	3c Administrator's telephone number

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:	4b EIN
a Sponsor's name	37-0744881
AUFFENBERG FORD, INC.	4c PN 003

5 Total number of participants at the beginning of the plan year	5	228
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	148
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits	6c	73
d Subtotal. Add lines 6a, 6b, and 6c	6d	221
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
f Total. Add lines 6d and 6e	6f	221
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	164
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	9
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2R 2T 3H

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) [ ] Insurance	(1) [ ] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	(3) [X] Trust
(4) [ ] General assets of the sponsor	(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	b General Schedules
(1) [X] R (Retirement Plan Information)	(1) [X] H (Financial Information)
(2) [ ] MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ] I (Financial Information - Small Plan)
	(3) [ ] A (Insurance Information)
	(4) [X] C (Service Provider Information)
(3) [ ] SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [X] D (DFE/Participating Plan Information)
	(6) [ ] G (Financial Transaction Schedules)

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

AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

Employer Identification Number

37-0744881

Three-digit plan number ► 003

(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
	VARIOUS PARTICIPANT LOANS	5.5%		126,701
		NOTE--SPECIAL RULE FOR		
		CERTAIN PARTICIPANT DIRECTED		
		TRANSACTIONS: COLUMN (D)		
		COST INFORMATION MAY BE		
		OMITTED WHEN REPORTING		
		INVESTMENTS OF AN INDIVIDUAL		
		ACCOUNT PLAN THAT A		
		PARTICIPANT OR BENEFICIARY		
		DIRECTED WITH RESPECT TO		
		ASSETS ALLOCATED TO THEIR		
		ACCOUNT.		

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

AUFFENBERG FORD, INC. EMPLOYEES SALARY REDUCTION PROFIT SHARING PLAN

Employer Identification Number

37-0744881

Three-digit plan number ► 003

(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
	DWS INVESTMENTS	STRATEGIC GOV'T-A;1,249.524 SH		11,246
	DWS INVESTMENTS	LG.CAP VALUE-A; 20,667.799 SH.		353,419
	DWS INVESTMENTS	DREMAN SM.CAP VA; 2,572.687 SH		83,201
	DWS INVESTMENTS	METLIFE 25053CL; 10,502.924 SH		1,499,502
	DWS INVESTMENTS	GLOB.THEMATIC-A; 7,312.218 SH.		146,976
	DWS INVESTMENTS	S&P 500 INDEX-A; 5,140.791 SH.		85,697
	DWS INVESTMENTS	COLUMBIA BAL.-A; 17,674.75 SH		453,004
	DWS INVESTMENTS	NUVEEN MID CAP; 7,844.331 SH.		96,015
	DWS INVESTMENTS	FRANK. GROWTH-A; 9,066.039 SH.		404,708
	DWS INVESTMENTS	FRANK. HI INC-A; 20,421.238 SH		39,617
	DWS INVESTMENTS	FRANK.TEMP GR-A; 10,999.807 SH		159,827
	DWS INVESTMENTS	JP MORG INT'L-A; 6,804.733 SH.		75,941
	DWS INVESTMENTS	JP MORG SM.CAP-A; 6,998.887 SH		73,838
	LPL FINANCIAL	ALCOA INC COM; 1,870 SH		16,175
	LPL FINANCIAL	BANK OF AMERICA CORP; 1,700 SH		9,452
	LPL FINANCIAL	CISCO SYSTEMS, INC; 1,000 SH		18,080
	LPL FINANCIAL	COMMERCIAL METALS CO; 1,300 SH		17,979
	LPL FINANCIAL	CONOCO PHILLIPS; 220 SH.		16,031
	LPL FINANCIAL	DIANA SHIPPING INC; 2,000 SH		14,960
	LPL FINANCIAL	DIANA CONTAINERS INC; 65 SH.		353
	LPL FINANCIAL	EXXON MOBIL CORP.; 887 SH.		75,182
	LPL FINANCIAL	FISERV INC.; 650 SH.		38,181
	LPL FINANCIAL	HUGOTRON RTY TR TEX UN; 59 SH.		1,111
	LPL FINANCIAL	LOWE'S COS. INC.; 1,200 SH.		30,456
	LPL FINANCIAL	MEDTRONIC INC.; 250 SH.		9,562
	LPL FINANCIAL	STRYKER CORP; 1,200 SH.		59,652
	LPL FINANCIAL	WATERS CORP COM; 1,590 SH		117,740
	LPL FINANCIAL	FIFTH ST FIN CORP; 2,151.793SH		20,593
	LPL FINANCIAL	MICROSOFT CORP; 4,083.073 SH		105,997
	LPL FINANCIAL	PFIZER INC COM; 2,820.294 SH		61,031
	LPL FINANCIAL	SPANISH MOUNTAIN GOLD;2,000 SH		1,532
	LPL FINANCIAL	WELLS FARGO CO; 285.472 SH		7,868
	LPL FINANCIAL	GOLDMAN SACHS BAL STRATEGIC		
		FD CL; 6,100.257 SH.		60,149
	LPL FINANCIAL	PRINCIPAL STRAT ASSET MGMT		
		BAL CL C; 8,826.083 SH		109,620
	LPL FINANCIAL	RUSSELL LIFEPOINT BALANCED		
		STRATEGY CL C; 9533.884 SH		93,623
	LPL FINANCIAL	INSURED DEP ACCT; 542,191 SH		542,191