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
FITZPATRICK DEALERSHIP GROUP 401K PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/01/1991

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

VALLEY MOTORS INC

PO BOX 576548
MODESTO, CA 95357

4369 MCHENRY AVE
MODESTO, CA 95356

2b Employer Identification Number (EIN)
91-1950122

2c Sponsor's telephone number
888-339-4269

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.	10/15/2012	NICK SUTHEIMER
	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")
VALLEY MOTORS INC

PO BOX 576548
MODESTO, CA 95357

3b Administrator's EIN
91-1950122

3c Administrator's telephone number
888-339-4269

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**	107
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**	89
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	12
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	104
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	104
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	59
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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 2T 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)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
FITZPATRICK DEALERSHIP GROUP 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VALLEY MOTORS INC

D Employer Identification Number (EIN)
91-1950122

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
SENTRY 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
39-6040276	68810	87-62835-71	104	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
2466	0

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

BRIAN EKLUND
941 TARTAN LN
LINCOLN, CA 95648

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
2466	0	N/A	3

(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	

(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	
5	Current value of plan's interest under this contract in separate accounts at year end	5	1181814

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	935033
c	Additions: (1) Contributions deposited during the year	7c(1)	41343		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	34485		
	(4) Transferred from separate account	7c(4)	80337		
	(5) Other (specify below)	7c(5)	32193		
	▶ LOAN PAYMENTS				
	(6) Total additions			7c(6)	188358
d	Total of balance and additions (add **b** and **c(6)**)			7d	1123391
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	76984		
	(2) Administration charge made by carrier	7e(2)	3535		
	(3) Transferred to separate account	7e(3)	3122		
	(4) Other (specify below)	7e(4)	32987		
	▶ LOAN DISTRIBUTION				
	(5) Total deductions			7e(5)	116628
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1006763

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
FITZPATRICK DEALERSHIP GROUP 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VALLEY MOTORS INC

D Employer Identification Number (EIN)
91-1950122

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

SENTRY LIFE INSURANCE COMPANY

39-6040276

(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
FITZPATRICK DEALERSHIP GROUP 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
VALLEY MOTORS INC

D Employer Identification Number (EIN)
91-1950122

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: MONEY MARKET

b Name of sponsor of entity listed in (a): SENTRY 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)
39-6040276-003	P	9958

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

b Name of sponsor of entity listed in (a): SENTRY 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)
39-6040276-004	P	37215

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GROWTH ACCOUNT

b Name of sponsor of entity listed in (a): SENTRY 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)
39-6040276-005	P	13985

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

b Name of sponsor of entity listed in (a): SENTRY 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)
39-6040276-007	P	21380

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

b Name of sponsor of entity listed in (a): SENTRY 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)
39-6040276-008	P	19195

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

b Name of sponsor of entity listed in (a): SENTRY 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)
39-6040276-009	P	21118

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

b Name of sponsor of entity listed in (a): SENTRY 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)
39-6040276-010	P	65064

a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL GROWTH ACCOUNT		
b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY		
c EIN-PN 39-6040276-011	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74244
a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY GROWTH & INCOME ACCOUNT		
b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY		
c EIN-PN 39-6040276-015	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23100
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX ACCOUNT		
b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY		
c EIN-PN 39-6040276-016	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33233
a Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP INDEX ACCOUNT		
b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY		
c EIN-PN 39-6040276-017	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13525
a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP INDEX ACCOUNT		
b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY		
c EIN-PN 39-6040276-019	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13369
a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL BOND INDEX ACCOUNT		
b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY		
c EIN-PN 39-6040276-023	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34773
a Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED ALLOCATION ACCOUNT		
b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY		
c EIN-PN 39-6040276-024	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12932
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH ACCOUNT II		
b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY		
c EIN-PN 39-6040276-025	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30396
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFE CYCLE LA		
b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY		
c EIN-PN 39-6040276-026	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6987
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFE CYCLE LB		
b Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY		
c EIN-PN 39-6040276-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15905

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

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

c EIN-PN 39-6040276-028	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 88583

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

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

c EIN-PN 39-6040276-029	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 260081

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

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

c EIN-PN 39-6040276-030	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 217912

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

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

c EIN-PN 39-6040276-032	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31071

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

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

c EIN-PN 39-6040276-033	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34499

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

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

c EIN-PN 39-6040276-034	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41602

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL GROWTH ETF ACCOUNT

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

c EIN-PN 39-6040276-035	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

c EIN-PN 39-6040276-036	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

c EIN-PN 39-6040276-037	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

c EIN-PN 39-6040276-039	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: CORPORATE BOND ETF ACCOUNT

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

c EIN-PN 39-6040276-040	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

c EIN-PN 39-6040276-041	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

c EIN-PN 39-6040276-051	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1071

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

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

c EIN-PN 39-6040276-053	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28036

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL LARGE INDEX ACCOUNT

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

c EIN-PN 39-6040276-055	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16594

a Name of MTIA, CCT, PSA, or 103-12 IE: LONG-TERM BOND ACCOUNT

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

c EIN-PN 39-6040276-065	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12927

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

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

c EIN-PN 39-6040276-066	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3059

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
FITZPATRICK DEALERSHIP GROUP 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VALLEY MOTORS INC

D Employer Identification Number (EIN)
91-1950122

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)	183066	201819
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1208712	1181814
(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)	935033	1006764
(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	2326811	2390397
	Liabilities			
g	Benefit claims payable	1g		11392
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	11392
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2326811	2379005

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)	138882	
	(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)		138882
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	6656	
	(F) Other	2b(1)(F)	34485	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		41141
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-35893
(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		144130
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	76984	
(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)		76984
f Corrective distributions (see instructions)	2f		11392
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	3560	
(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)		3560
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		91936
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		52194
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: PETERSON SULLIVAN LLP (2) EIN: 91-0605785

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		200000
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? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
FITZPATRICK DEALERSHIP GROUP 401K PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
VALLEY MOTORS INC

D Employer Identification Number (EIN)
91-1950122

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): 39-6040276

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):

FITZPATRICK DEALERSHIP GROUP
401(k) PLAN AND TRUST

FINANCIAL REPORT

DECEMBER 31, 2011

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PETERSON SULLIVAN LLP

CERTIFIED PUBLIC ACCOUNTANTS
601 UNION STREET, SUITE 2300
SEATTLE, WASHINGTON 98101

INDEPENDENT AUDITORS' REPORT

To the Plan Administrative Committee
Fitzpatrick Dealership Group 401(k) Plan and Trust
Modesto, California

We were engaged to audit the financial statements of the Fitzpatrick Dealership Group 401(k) Plan and Trust ("the Plan") as of December 31, 2011 and 2010, and for the years then ended, and the supplementary schedule as of and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplementary schedule are the responsibilities of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Sentry Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and the supplementary 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 and for the years ended December 31, 2011 and 2010, 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 supplementary schedule taken as a whole. The supplementary schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplementary 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 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.

Peterson Sullivan L.L.P.

October 12, 2012

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An independent firm associated with
MOORE STEPHENS
INTERNATIONAL LIMITED

FITZPATRICK DEALERSHIP GROUP 401(k) PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

ASSETS	2011	2010
Investments in Pooled Separate Accounts, at fair value	$ 1,181,814	$ 1,208,712
Investment in Insurance Company General Account, at fair value	1,006,764	935,033
Total investments	2,188,578	2,143,745
Notes Receivable from Participants	201,819	183,066
Employer Contributions Receivable	42,223	
Total receivables	244,042	183,066
Total assets	2,432,620	2,326,811
LIABILITIES		
Corrective Distributions Payable	11,392	
Net assets available for benefits	$ 2,421,228	$ 2,326,811

See Notes to Financial Statements

FITZPATRICK DEALERSHIP GROUP 401(k) PLAN AND TRUST

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2011 and 2010

	2011	2010
Additions to net assets:		
Investment income		
Net appreciation (depreciation) in fair value of pooled separate accounts	$ (35,893)	$ 169,131
Interest income - investment contract	34,485	32,771
Participant loan interest	6,656	6,622
Contributions		
Participants'	138,882	170,363
Employer	42,223	
Rollovers		1,572
	186,353	380,459
Deductions from net assets:		
Benefits paid to participants	76,984	70,752
Corrective Distributions	11,392	
Administrative expenses	3,560	3,535
Total deductions	91,936	74,287
Net increase	**94,417**	**306,172**
Net assets available for benefits:		
Beginning of year	2,326,811	2,020,639
End of year	$ 2,421,228	$ 2,326,811

See Notes to Financial Statements

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of Plan

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

General

The Plan was established March 1, 1991. It is a defined contribution plan providing benefits to eligible employees of Valley Motors, Inc. dba Valley BMW, Valley Lexus, Inc., Oakland Motor Cars, Inc. dba Coliseum Lexus of Oakland, and BEF Management Company (collectively "the Companies"). Following the completion of three months of service, as defined by the Plan, employees become eligible to participate in the Plan on January 1, April 1, July 1, or October 1.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

In general, participants may voluntarily elect to defer up to 100% of eligible annual compensation (as defined by the Plan), subject to the maximum amount allowable under the Internal Revenue Code ("IRC"). The Companies may also make discretionary contributions subject to certain limitations. The Companies elected to make discretionary contributions of $42,223 for 2011. No discretionary contributions were made for 2010. Participants direct the investment of both their contributions and contributions of the Companies into various investment options offered by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Companies' contribution and (b) Plan earnings and losses, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Companies' discretionary contributions plus actual earnings thereon is based on the following schedule of years of credited service:

Completed Years of Service	Percentage Vested
Less than 2	0%
2	20
3	40
4	60
5	80
6	100

Additionally, a participant becomes 100% vested when the participant reaches normal retirement age, dies while in the service of the Companies, or becomes disabled while a participant. Normal retirement age is 62.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the participant's accounts and bear interest at a rate determined by the Plan administrator on the date of the loan (resulting in a rate of 3.25% to 5% at December 31, 2011). Loans generally must be repaid in five years and repayments are required to be made through payroll deductions. If the loan is for the purchase of a principal residence, the Plan may permit a repayment term of greater than five years up to a maximum of thirty years. Approximately 35% and 45% of the participant loans balance was due from two and three participants at December 31, 2011 and 2010, respectively.

Forfeitures

The portion of a terminated participant account that is not vested ("forfeitures") may be used to reduce future employer discretionary profit sharing contributions or pay the operating expenses of the Plan. Forfeitures were $2,737 and $3,510 for 2011 and 2010, respectively. Forfeitures in the amount of $7,444 and $8,267 are included with net assets available for plan benefits at December 31, 2011 and 2010, respectively. During the year ended December 31, 2011 and 2010, $3,560 and $2,563, respectively, was used to pay operating expenses of the Plan.

Plan Changes

The Companies reserve the right to amend or terminate the Plan at any time. However, no such amendment or termination shall deprive any participant of any vested interest in the Plan. In the event of Plan termination, participants will become fully vested in their accounts.

Payment of Benefits

If the participant's vested benefit in the Plan exceeds $5,000, then on termination of service, a participant may elect to receive the value of the vested interest in his or her account in either a lump-sum amount or in equal installments over a period of time no greater than the participant's assumed life expectancy (or the assumed life expectancies of the participant and their beneficiary). If the participant's vested benefit in the Plan does not exceed $5,000, then a single lump-sum distribution is required.

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 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 benefits.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates

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

Contributions

Contributions from participants are recorded in the period in which they are withheld from the participant's compensation. Discretionary contributions from the Companies are recorded in the period in which the related participant contributions are recorded.

Payment of Benefits

Benefits are recorded when paid.

Corrective Distributions

Certain contributions are considered to be excess contributions based on year-end compliance test results performed by the Plan's third party administrator and are required to be refunded to the participants ("corrective distributions"). At December 31, 2011, the Plan had corrective distributions payable of $11,392. There were no corrective distributions payables for 2010. Excess contributions are refunded to participants in the following year.

Administrative Expenses

Administrative expenses primarily relate to Plan administration and custodianship of investments. The Companies pay for a majority of the expenses of the Plan.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Investment Valuation and Income Recognition

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation in the fair value of investments represents the change in fair value of assets from one period to the next and includes realized gains and losses on investments.

Fair Value Measurements

Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement determined based on assumptions that market participants would use in pricing an asset or liability. There are three levels, which prioritize the inputs used in measuring fair value as follows:

- Level 1: Observable market inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Observable market inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs where there is little or no market data, which require the reporting entity to develop its own assumptions.

An asset's or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for investments measured at fair value, including a general description of the Plan's investments. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Pooled Separate Accounts

The pooled separate accounts consist of a wide variety of underlying investments primarily in mutual funds. They are valued using the Net Asset Value ("NAV") provided by administrators of the pooled separate accounts. The NAV is based on the fair value of the underlying assets, less any liabilities, then divided by the number of shares outstanding. The NAV of the pooled separate accounts is classified as Level 2 of the fair value hierarchy because the NAV's unit price is quoted in a market that is not active, however, the NAV is based on underlying investments (primarily mutual funds) which are generally traded in active markets. There are no unfunded commitments or redemption restrictions related to the investments in the pooled separate accounts.

Investment in an Insurance Company General Account

The investment in an insurance company general account is valued by discounting the related cash flows based on current yields of similar investments with comparable durations and is classified within Level 3 of the valuation hierarchy.

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 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 Plan's investment in an insurance company general account is invested in a fully benefit-responsive investment contract. The investment contract is included in the statements of net assets available for benefits at fair value, which materially equals contract value at December 31, 2011 and 2010, so no adjustment has been made to the investment contract from fair value to contract value. The statements of changes in net assets available for benefits present investment contract activity at contract value (which, as previously noted, approximates fair value).

The following table represents information about the Plan's assets that have been measured at fair value on a recurring basis as of December 31, 2011 and 2010, and indicates the classification by level of input within the fair value hierarchy described above:

	Levels of Fair Value Measurements at December 31, 2011			Value at December 31, 2011
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	
Pooled Separate Accounts				
Target Date	$ -	$ 589,739	$ -	$ 589,739
Growth		218,577		218,577
International		177,019		177,019
Income		125,698		125,698
Growth and Income		70,781		70,781
Investment Contract General Account			1,006,764	1,006,764
	$ -	$ 1,181,814	$ 1,006,764	$ 2,188,578

	Levels of Fair Value Measurements at December 31, 2010			Value at December 31, 2010
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	
Pooled Separate Accounts				
Target Date	$ -	$ 522,682	$ -	$ 522,682
Growth		262,407		262,407
International		245,199		245,199
Income		113,972		113,972
Growth and Income		64,452		64,452
Investment Contract General Account			935,033	935,033
	$ -	$ 1,208,712	$ 935,033	$ 2,143,745

The table below is a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31:

	2011	2010
Insurance Company General Account		
Balance, beginning of period	$ 935,033	$ 870,852
Interest income	34,485	32,771
Transfers from other Plan investments	80,337	22,932
Purchases	75,120	75,373
Distributions	(118,211)	(66,895)
Balance, end of period	$ 1,006,764	$ 935,033

Subsequent Events

The Plan monitors subsequent events occurring after the balance sheet date and prior to the issuance of the financial statements to determine the impacts, if any, of events on the financial statements to be issued. The Plan has evaluated subsequent events through the date the financial statements were available to be issued, which is the date of the independent auditors' report.

Note 3. Investments

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

	2011	2010
Insurance Company General Account	$ 1,006,764	$ 935,033
Life Cycle Target Retirement 2035	260,082	225,696
Life Cycle Target Retirement 2045	217,912	211,686

Note 4. Information Prepared and Certified by the Plan Custodian

The Plan administrator has elected the method of annual reporting compliance 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 Plan administrator has obtained a certification from the custodian of the Plan, Sentry Life Insurance Company ("Sentry"), that the following data included in the accompanying financial statements and supplementary schedule is complete and accurate as of and for the years ended December 31:

	2011	2010
Investments, at fair value		
Pooled separate accounts	$ 1,181,814	$ 1,208,712
Insurance company general account	1,006,764	935,033
Investment income (loss)		
Net appreciation (depreciation) in fair value of pooled separate accounts	(35,893)	169,131
Interest income - investment contract	34,485	32,771

Note 5. Investment Contract

The Plan has entered into a benefit-responsive investment contract as part of its investment in an insurance company general account for the years ended December 31, 2011 and 2010. These funds invest in a benefit-responsive investment contract that provides for a guaranteed rate of return.

Contract value represents principal amounts invested in the underlying investments, plus interest accrued at a crediting rate established under the contract, less any adjustments for withdrawals. The crediting interest rate and the average yield was approximately 3.6% and 3.7% for 2011 and 2010, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer and based on the characteristics of the underlying fixed income portfolio, but cannot be less than zero. Certain events, such as the premature termination of the contract by the Plan, the termination of the Plan, and a material adverse change to the provisions of the Plan, would limit the Plan's ability to transact at contract value with the trustee. The Plan administrator believes the occurrence of such events that would limit the Plan's ability to transact at contract value with the Plan participants is not probable.

Note 6. Party-in-Interest Transactions

All Plan investments are sponsored by Sentry. Sentry is the custodian of Plan assets and, therefore, transactions with Sentry qualify as party-in-interest transactions.

Note 7. Income Tax Status

The Plan has adopted a standardized prototype sponsored by its third-party administrator. The prototype received a favorable determination letter from the Internal Revenue Service ("the IRS") on March 31, 2008. The Companies have not received a determination letter as to the qualified status of the Plan's adoption agreement. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income tax has been included in the Plan's financial statement. The Plan's Form 5500 (Annual Return/Report of Employee Benefit Plan) is open to examination by the IRS for the last three years.

Note 8. 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 to Schedule H of Form 5500 at December 31:

	2011
Net assets available for benefits per the financial statements	$ 2,421,228
Employer contributions receivable not included in Schedule H of Form 5500	(42,223)
Net assets available for benefits per Schedule H of Form 5500	$ 2,379,005

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to net income per Schedule H of Form 5500 for the years ended December 31:

	2011
Net increase in net assets available for benefits per the financial statements	$ 94,417
Change in contribution receivable	(42,223)
Net income per Schedule H of Form 5500	$ 52,194

S U P P L E M E N T A R Y S C H E D U L E

FITZPATRICK DEALERSHIP GROUP 401(k) PLAN AND TRUST

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

EIN: 91-1950122
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	Sentry Life Insurance Company Guaranteed Contracts	Insurance Company General Account	**	$ 1,006,764
	Sentry Life Insurance Company Sub Accounts:			
*	Life Cycle Target Retirement 2035	Pooled Separate Account	**	260,082
*	Life Cycle Target Retirement 2045	Pooled Separate Account	**	217,912
*	Life Cycle Target Retirement 2025	Pooled Separate Account	**	88,583
*	Global Growth Account	Pooled Separate Account	**	74,244
*	Foreign Growth Account	Pooled Separate Account	**	65,064
*	Diversified Growth Account	Pooled Separate Account	**	41,602
*	Diversified Income Account	Pooled Separate Account	**	37,215
*	Total Bond Index Account	Pooled Separate Account	**	34,773
*	Mid-Cap Growth Account III	Pooled Separate Account	**	34,499
*	Small Cap Index Account	Pooled Separate Account	**	33,232
*	Mid-Cap Growth Account II	Pooled Separate Account	**	31,072
*	Small Cap Account II Growth	Pooled Separate Account	**	30,396
*	AK1/REIT Index Account	Pooled Separate Account	**	28,036
*	Equity Growth & Income Account	Pooled Separate Account	**	23,100
*	Balanced Income Account	Pooled Separate Account	**	21,380
*	International Growth Account	Pooled Separate Account	**	21,118
*	Aggressive Growth Account	Pooled Separate Account	**	19,195
*	AM1/International Large Index Account	Pooled Separate Account	**	16,593
*	Life Cycle Target Retirement 2015	Pooled Separate Account	**	15,905
*	Large Cap Growth Account	Pooled Separate Account	**	13,985
*	Mid-Cap Index Account	Pooled Separate Account	**	13,525
*	Large-Cap Index Account	Pooled Separate Account	**	13,369
*	Balanced Allocation Account	Pooled Separate Account	**	12,932
*	GB1/Long-Term Bond Account	Pooled Separate Account	**	12,927
*	Money Market	Pooled Separate Account	**	9,958
*	Life Cycle Target Retirement Income Account	Pooled Separate Account	**	6,987
*	GC1/TIPS Account	Pooled Separate Account	**	3,059
*	AT1/Mid-Cap Index Account II	Pooled Separate Account	**	1,071
*	Participant Loans	Interest at 3.25-5% maturing at various dates from July 2010 through December 2018	0	201,819

* Denotes party-in-interest

** Information is not required as investments are participant-directed

SCHEDULE OF ASSETS
HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Name of plan: FITZPATRICK DEALERSHIP GROUP 401(K) PLAN AND TRUST

Plan Sponsor's name as shown on line 2a of Form 5500: VALLEY MOTORS INC

Employer identification number: 91-1950122 Plan number: 001

(a)	(b) Identify 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
*	Sentry Life Insurance Company	DEPOSIT FUND The general account of Sentry Life Insurance Company, guaranteed as to principal and interest.	N/A	$1,006,764

(a)	(b) Identify 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
*	Sentry Life Insurance Company	CAPITAL APPRECIATION ACCOUNT Seeks long-term growth.	N/A	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	GROWTH AND INCOME ACCOUNT Seeks growth of capital and current dividend income.	N/A	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	MONEY MARKET ACCOUNT Seeks current income while maintaining liquidity and a stable share price.	N/A	$9,958

(a)	(b) Identify 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
*	Sentry Life Insurance Company	DIVERSIFIED INCOME ACCOUNT Seeks a high level of current income consistent with moderate price fluctuation.	N/A	$37,215

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LARGE CAP GROWTH ACCOUNT Seeks long-term growth of capital in a manner consistent with the preservation of capital.	N/A	$13,985

(a)	(b) Identify 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
*	Sentry Life Insurance Company	BALANCED GROWTH ACCOUNT Seeks income and long-term growth of capital and income without undue risk of capital	N/A	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	BALANCED INCOME ACCOUNT Seeks high level of income, long-term growth of income, and moderate long-term growth of capital.	N/A	$21,380

(a)	(b) Identify 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
*	Sentry Life Insurance Company	AGGRESSIVE GROWTH ACCOUNT Seeks long-term growth of capital in a manner consistent with the preservation of capital.	N/A	$19,195

(a)	(b) Identify 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
*	Sentry Life Insurance Company	INTERNATIONAL GROWTH ACCOUNT Seeks long-term growth of capital.	N/A	$21,118

(a)	(b) Identify 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
*	Sentry Life Insurance Company	FOREIGN GROWTH ACCOUNT Seeks long-term growth of capital.	N/A	$65,064

(a)	(b) Identify 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
*	Sentry Life Insurance Company	GLOBAL GROWTH ACCOUNT Seeks long-term growth of capital.	N/A	$74,244

(a)	(b) Identify 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
*	Sentry Life Insurance Company	CONCENTRATED GROWTH ACCOUNT Seeks capital appreciation.	N/A	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	SMALL CAP GROWTH ACCOUNT I Seeks long-term growth of capital.	N/A	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	MID-CAP GROWTH ACCOUNT I Seeks long-term growth of capital.	N/A	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	EQUITY GROWTH & INCOME ACCOUNT Seeks high current dividend income and long-term capital appreciation.	N/A	$23,100

(a)	(b) Identify 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
*	Sentry Life Insurance Company	SMALL CAP INDEX ACCOUNT Seeks investment results paralleling those of the MSCI® US Small Cap 1750 Index.	N/A	$33,233

(a)	(b) Identify 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
*	Sentry Life Insurance Company	MID-CAP INDEX ACCOUNT Seeks long-term growth of capital.	N/A	$13,525

(a)	(b) Identify 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
*	Sentry Life Insurance Company	TOTAL STOCK INDEX ACCOUNT Seeks long-term growth of capital and income.	N/A	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LARGE CAP INDEX ACCOUNT Seeks to replicate the aggregate price and yield performance, before expenses, of the S&P 500 Index.	N/A	$13,369

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LARGE CAP BLEND ACCOUNT Seeks long-term growth of capital.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LONG-TERM GROWTH ACCOUNT Seeks long-term growth of capital.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	INSTITUTIONAL LARGE INDEX FUND Seeks to replicate the aggregate price and yield performance, before expenses, of the S&P 500 Index.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	TOTAL BOND INDEX ACCOUNT Seeks to match the total return performance of the Lehman Brothers Aggregate Bond Index.	-0-	$34,773

(a)	(b) Identify 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
*	Sentry Life Insurance Company	BALANCED ALLOCATION ACCOUNT Seeks long-term total return.	-0-	$12,932

(a)	(b) Identify 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
*	Sentry Life Insurance Company	SMALL CAP GROWTH ACCOUNT II Seeks long-term growth of capital.	-0-	$30,396

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LIFE CYCLE LA Seeks current income. Secondary objective of capital appreciation.	-0-	$6,987

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LIFE CYCLE LB Seeks long-term growth of capital and current income.	-0-	$15,905

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LIFE CYCLE LC Seeks long-term growth of capital. Secondary objective of current income.	-0-	$88,583

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LIFE CYCLE LD Seeks long-term growth of capital. Secondary objective of current income.	-0-	$260,081

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LIFE CYCLE LE Seeks long-term growth of capital. Secondary objective of current income.	-0-	$217,912

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LIFE CYCLE LF Seeks long-term growth of capital. Secondary objective of current income.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	SMALL CAP GROWTH ACCOUNT III Seeks long-term growth of capital.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	MID-CAP GROWTH ACCOUNT II Seeks long-term growth of capital.	-0-	$31,071

(a)	(b) Identify 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
*	Sentry Life Insurance Company	MID-CAP GROWTH ACCOUNT III Seeks long-term capital appreciation and income.	-0-	$34,499

(a)	(b) Identify 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
*	Sentry Life Insurance Company	DIVERSIFIED GROWTH ACCOUNT Seeks long-term capital appreciation and growth of income. Current income is a secondary objective.	-0-	$41,602

(a)	(b) Identify 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
*	Sentry Life Insurance Company	INTERNATIONAL GROWTH ETF ACCOUNT Seeks investment results that correspond to the performance, before fees and expenses, of the MSCI EAFE Index, or a similar non-U.S. large cap stock index.	-0-	$0

(a)	(b) Identify 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
*	Sentry Life Insurance Company	SMALL CAP GROWTH ETF ACCOUNT Seeks investment results that correspond to the performance, before fees and expenses, of the S&P Small Cap 600 Index, or a similar U.S. small cap stock index.	-0-	$0

(a)	(b) Identify 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
*	Sentry Life Insurance Company	MID-CAP GROWTH ETF ACCOUNT Seeks investment results that correspond to the performance, before fees and expenses, of the S&P MidCap 400 Index, or a similar U.S. mid-cap stock index.	-0-	$0

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LARGE CAP GROWTH ETF ACCOUNT Seeks investment results that correspond to the performance, before fees and expenses, of the S&P 500 Index, or a similar U.S. large cap stock index.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	REIT ETF ACCOUNT Seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Dow Jones U.S. Real Estate Index or a similar real estate investment trust index.	-0-	$0

(a)	(b) Identify 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
*	Sentry Life Insurance Company	CORPORATE BOND ETF ACCOUNT Seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Goldman Sachs iBoxx™ Index.	-0-	$0

(a)	(b) Identify 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
*	Sentry Life Insurance Company	TIPS ETF ACCOUNT Seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Lehman Brothers U.S. Treasury Inflation Notes Index.	-0-	$0

(a)	(b) Identify 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
*	Sentry Life Insurance Company	SMALL CAP VALUE ACCOUNT Pursues its investment objective by investing primarily in the common stocks of small companies who stock prices are believed to be undervalued by the Fund's portfolio managers.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	BALANCED GROWTH ACCOUNT II Seeks long-term capital appreciation and reasonable current income.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LARGE CAP BLEND ACCOUNT II Seeks long-term capital appreciation by investing in stocks considered to have above-average earnings growth potential that is not reflected in their current market price.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	TOTAL BOND INDEX ACCOUNT II Seeks to track the performance of a broad, market-weighted bond index.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LARGE CAP BLEND ACCOUNT III Seeks to provide, primarily, a growing stream of income over time and, secondarily, long-term capital appreciation and current income.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	ENERGY GROWTH ACCOUNT Seeks long-term capital appreciation by investing at least 80% of assets in the common stocks of companies principally engaged in activities in the energy industry.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	EQUITY GROWTH & INCOME ACCOUNT II Seeks an above-average level of current income and reasonable capital appreciation.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	MID-CAP GROWTH ACCOUNT IV Seeks long-term capital appreciation by investing at least 80% of assets primarily in common stocks of medium-size companies.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	MID-CAP INDEX ACCOUNT II Seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.	-0-	$1,071

(a)	(b) Identify 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
*	Sentry Life Insurance Company	MID-CAP VALUE INDEX ACCOUNT Seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization value stocks.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	REAL ESTATE INVESTMENT TRUST INDEX ACCOUNT Seeks to provide a high level of income and moderate long-term capital appreciation by tracking the performance of a benchmark that measures the performance of publicly traded equity REITs.	-0-	$28,036

(a)	(b) Identify 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
*	Sentry Life Insurance Company	SMALL CAP VALUE INDEX ACCOUNT Seeks to track the performance of a benchmark index that measures the investment return of small-capitalization value stocks.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	INTERNATIONAL LARGE INDEX ACCOUNT Seeks to track the performance of a benchmark index that measures the investment return of stocks issues by companies located in developed and emerging markets, excluding the United States.	-0-	$16,594

(a)	(b) Identify 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
*	Sentry Life Insurance Company	BALANCED AGGRESSIVE GROWTH ACCOUNT Seeks total return through a primary emphasis on growth of capital with a secondary emphasis on income.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	HIGH YIELD BOND ACCOUNT Seeks high current income. Capital appreciation is a secondary investment objective.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	SMALL CAP GROWTH ACCOUNT IV Seeks long-term growth of capital by investing primarily in common stocks selected for their growth potential.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LARGE CAP GROWTH ACCOUNT II Seeks capital appreciation by investing primarily in equity securities of companies that the investment managements believes are leaders in innovation, take advantage of technologies, have superior management and benefit from new industry conditions in the dynamically changing global economy.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	GLOBAL BLEND ACCOUNT Seeks capital appreciation, income is a secondary consideration.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	WORLD BOND ACCOUNT Seeks current income with capital appreciation and growth of income by investing at least 80% of net assets in “bonds” including debit securities of any maturity, such as bonds, notes, bills and debentures.	-0-	$
(a)	(b) Identify 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
*	Sentry Life Insurance Company	EMERGING MARKETS BOND ACCOUNT Seeks maximum total return, consistent with preservation of capital and prudent investment management.	-0-	$

(a)	(b) Identify 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
*	Sentry Life Insurance Company	LONG-TERM BOND ACCOUNT Seeks maximum total return, consistent with prudent investment management.	-0-	$12,927

(a)	(b) Identify 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
*	Sentry Life Insurance Company	TREASURY INFLATION PROTECTION SECURITY ACCOUNT Seeks maximum real return, consistent with preservation of capital and prudent investment management.	-0-	$3,059

(a)	(b) Identify 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
*	Sentry Life Insurance Company	INTERMEDIATE -TERM BOND ACCOUNT Seeks maximum total return, consistent with preservation of capital and prudent investment management.	-0-	$

(a)	(b) Identify 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
*	Participant Loans	3.25%-5.00%	-0-	$201,819

FITZPATRICK DEALERSHIP GROUP
401(k) PLAN AND TRUST

FINANCIAL REPORT

DECEMBER 31, 2011

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PETERSON SULLIVAN LLP

CERTIFIED PUBLIC ACCOUNTANTS
601 UNION STREET, SUITE 2300
SEATTLE, WASHINGTON 98101

INDEPENDENT AUDITORS' REPORT

To the Plan Administrative Committee
Fitzpatrick Dealership Group 401(k) Plan and Trust
Modesto, California

We were engaged to audit the financial statements of the Fitzpatrick Dealership Group 401(k) Plan and Trust ("the Plan") as of December 31, 2011 and 2010, and for the years then ended, and the supplementary schedule as of and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplementary schedule are the responsibilities of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Sentry Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and the supplementary 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 and for the years ended December 31, 2011 and 2010, 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 supplementary schedule taken as a whole. The supplementary schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplementary 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 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.

Peterson Sullivan L.L.P.

October 12, 2012

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An independent firm associated with
MOORE STEPHENS
INTERNATIONAL LIMITED

FITZPATRICK DEALERSHIP GROUP 401(k) PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

ASSETS	2011	2010
Investments in Pooled Separate Accounts, at fair value	$ 1,181,814	$ 1,208,712
Investment in Insurance Company General Account, at fair value	1,006,764	935,033
Total investments	2,188,578	2,143,745
Notes Receivable from Participants	201,819	183,066
Employer Contributions Receivable	42,223	
Total receivables	244,042	183,066
Total assets	2,432,620	2,326,811
LIABILITIES		
Corrective Distributions Payable	11,392	
Net assets available for benefits	$ 2,421,228	$ 2,326,811

See Notes to Financial Statements

FITZPATRICK DEALERSHIP GROUP 401(k) PLAN AND TRUST

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2011 and 2010

	2011	2010
Additions to net assets:		
Investment income		
Net appreciation (depreciation) in fair value of pooled separate accounts	$ (35,893)	$ 169,131
Interest income - investment contract	34,485	32,771
Participant loan interest	6,656	6,622
Contributions		
Participants'	138,882	170,363
Employer	42,223	
Rollovers		1,572
	186,353	380,459
Deductions from net assets:		
Benefits paid to participants	76,984	70,752
Corrective Distributions	11,392	
Administrative expenses	3,560	3,535
Total deductions	91,936	74,287
Net increase	**94,417**	**306,172**
Net assets available for benefits:		
Beginning of year	2,326,811	2,020,639
End of year	$ 2,421,228	$ 2,326,811

See Notes to Financial Statements

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of Plan

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

General

The Plan was established March 1, 1991. It is a defined contribution plan providing benefits to eligible employees of Valley Motors, Inc. dba Valley BMW, Valley Lexus, Inc., Oakland Motor Cars, Inc. dba Coliseum Lexus of Oakland, and BEF Management Company (collectively "the Companies"). Following the completion of three months of service, as defined by the Plan, employees become eligible to participate in the Plan on January 1, April 1, July 1, or October 1.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

In general, participants may voluntarily elect to defer up to 100% of eligible annual compensation (as defined by the Plan), subject to the maximum amount allowable under the Internal Revenue Code ("IRC"). The Companies may also make discretionary contributions subject to certain limitations. The Companies elected to make discretionary contributions of $42,223 for 2011. No discretionary contributions were made for 2010. Participants direct the investment of both their contributions and contributions of the Companies into various investment options offered by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Companies' contribution and (b) Plan earnings and losses, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Companies' discretionary contributions plus actual earnings thereon is based on the following schedule of years of credited service:

Completed Years of Service	Percentage Vested
Less than 2	0%
2	20
3	40
4	60
5	80
6	100

Additionally, a participant becomes 100% vested when the participant reaches normal retirement age, dies while in the service of the Companies, or becomes disabled while a participant. Normal retirement age is 62.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the participant's accounts and bear interest at a rate determined by the Plan administrator on the date of the loan (resulting in a rate of 3.25% to 5% at December 31, 2011). Loans generally must be repaid in five years and repayments are required to be made through payroll deductions. If the loan is for the purchase of a principal residence, the Plan may permit a repayment term of greater than five years up to a maximum of thirty years. Approximately 35% and 45% of the participant loans balance was due from two and three participants at December 31, 2011 and 2010, respectively.

Forfeitures

The portion of a terminated participant account that is not vested ("forfeitures") may be used to reduce future employer discretionary profit sharing contributions or pay the operating expenses of the Plan. Forfeitures were $2,737 and $3,510 for 2011 and 2010, respectively. Forfeitures in the amount of $7,444 and $8,267 are included with net assets available for plan benefits at December 31, 2011 and 2010, respectively. During the year ended December 31, 2011 and 2010, $3,560 and $2,563, respectively, was used to pay operating expenses of the Plan.

Plan Changes

The Companies reserve the right to amend or terminate the Plan at any time. However, no such amendment or termination shall deprive any participant of any vested interest in the Plan. In the event of Plan termination, participants will become fully vested in their accounts.

Payment of Benefits

If the participant's vested benefit in the Plan exceeds $5,000, then on termination of service, a participant may elect to receive the value of the vested interest in his or her account in either a lump-sum amount or in equal installments over a period of time no greater than the participant's assumed life expectancy (or the assumed life expectancies of the participant and their beneficiary). If the participant's vested benefit in the Plan does not exceed $5,000, then a single lump-sum distribution is required.

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 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 benefits.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates

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

Contributions

Contributions from participants are recorded in the period in which they are withheld from the participant's compensation. Discretionary contributions from the Companies are recorded in the period in which the related participant contributions are recorded.

Payment of Benefits

Benefits are recorded when paid.

Corrective Distributions

Certain contributions are considered to be excess contributions based on year-end compliance test results performed by the Plan's third party administrator and are required to be refunded to the participants ("corrective distributions"). At December 31, 2011, the Plan had corrective distributions payable of $11,392. There were no corrective distributions payables for 2010. Excess contributions are refunded to participants in the following year.

Administrative Expenses

Administrative expenses primarily relate to Plan administration and custodianship of investments. The Companies pay for a majority of the expenses of the Plan.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Investment Valuation and Income Recognition

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation in the fair value of investments represents the change in fair value of assets from one period to the next and includes realized gains and losses on investments.

Fair Value Measurements

Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement determined based on assumptions that market participants would use in pricing an asset or liability. There are three levels, which prioritize the inputs used in measuring fair value as follows:

- Level 1: Observable market inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Observable market inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs where there is little or no market data, which require the reporting entity to develop its own assumptions.

An asset's or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for investments measured at fair value, including a general description of the Plan's investments. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Pooled Separate Accounts

The pooled separate accounts consist of a wide variety of underlying investments primarily in mutual funds. They are valued using the Net Asset Value ("NAV") provided by administrators of the pooled separate accounts. The NAV is based on the fair value of the underlying assets, less any liabilities, then divided by the number of shares outstanding. The NAV of the pooled separate accounts is classified as Level 2 of the fair value hierarchy because the NAV's unit price is quoted in a market that is not active, however, the NAV is based on underlying investments (primarily mutual funds) which are generally traded in active markets. There are no unfunded commitments or redemption restrictions related to the investments in the pooled separate accounts.

Investment in an Insurance Company General Account

The investment in an insurance company general account is valued by discounting the related cash flows based on current yields of similar investments with comparable durations and is classified within Level 3 of the valuation hierarchy.

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 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 Plan's investment in an insurance company general account is invested in a fully benefit-responsive investment contract. The investment contract is included in the statements of net assets available for benefits at fair value, which materially equals contract value at December 31, 2011 and 2010, so no adjustment has been made to the investment contract from fair value to contract value. The statements of changes in net assets available for benefits present investment contract activity at contract value (which, as previously noted, approximates fair value).

The following table represents information about the Plan's assets that have been measured at fair value on a recurring basis as of December 31, 2011 and 2010, and indicates the classification by level of input within the fair value hierarchy described above:

	Levels of Fair Value Measurements at December 31, 2011			Value at December 31, 2011
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	
Pooled Separate Accounts				
Target Date	$ -	$ 589,739	$ -	$ 589,739
Growth		218,577		218,577
International		177,019		177,019
Income		125,698		125,698
Growth and Income		70,781		70,781
Investment Contract General Account			1,006,764	1,006,764
	$ -	$ 1,181,814	$ 1,006,764	$ 2,188,578

	Levels of Fair Value Measurements at December 31, 2010			Value at December 31, 2010
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	
Pooled Separate Accounts				
Target Date	$ -	$ 522,682	$ -	$ 522,682
Growth		262,407		262,407
International		245,199		245,199
Income		113,972		113,972
Growth and Income		64,452		64,452
Investment Contract General Account			935,033	935,033
	$ -	$ 1,208,712	$ 935,033	$ 2,143,745

The table below is a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31:

	2011	2010
Insurance Company General Account		
Balance, beginning of period	$ 935,033	$ 870,852
Interest income	34,485	32,771
Transfers from other Plan investments	80,337	22,932
Purchases	75,120	75,373
Distributions	(118,211)	(66,895)
Balance, end of period	$ 1,006,764	$ 935,033

Subsequent Events

The Plan monitors subsequent events occurring after the balance sheet date and prior to the issuance of the financial statements to determine the impacts, if any, of events on the financial statements to be issued. The Plan has evaluated subsequent events through the date the financial statements were available to be issued, which is the date of the independent auditors' report.

Note 3. Investments

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

	2011	2010
Insurance Company General Account	$ 1,006,764	$ 935,033
Life Cycle Target Retirement 2035	260,082	225,696
Life Cycle Target Retirement 2045	217,912	211,686

Note 4. Information Prepared and Certified by the Plan Custodian

The Plan administrator has elected the method of annual reporting compliance 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 Plan administrator has obtained a certification from the custodian of the Plan, Sentry Life Insurance Company ("Sentry"), that the following data included in the accompanying financial statements and supplementary schedule is complete and accurate as of and for the years ended December 31:

	2011	2010
Investments, at fair value		
Pooled separate accounts	$ 1,181,814	$ 1,208,712
Insurance company general account	1,006,764	935,033
Investment income (loss)		
Net appreciation (depreciation) in fair value of pooled separate accounts	(35,893)	169,131
Interest income - investment contract	34,485	32,771

Note 5. Investment Contract

The Plan has entered into a benefit-responsive investment contract as part of its investment in an insurance company general account for the years ended December 31, 2011 and 2010. These funds invest in a benefit-responsive investment contract that provides for a guaranteed rate of return.

Contract value represents principal amounts invested in the underlying investments, plus interest accrued at a crediting rate established under the contract, less any adjustments for withdrawals. The crediting interest rate and the average yield was approximately 3.6% and 3.7% for 2011 and 2010, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer and based on the characteristics of the underlying fixed income portfolio, but cannot be less than zero. Certain events, such as the premature termination of the contract by the Plan, the termination of the Plan, and a material adverse change to the provisions of the Plan, would limit the Plan's ability to transact at contract value with the trustee. The Plan administrator believes the occurrence of such events that would limit the Plan's ability to transact at contract value with the Plan participants is not probable.

Note 6. Party-in-Interest Transactions

All Plan investments are sponsored by Sentry. Sentry is the custodian of Plan assets and, therefore, transactions with Sentry qualify as party-in-interest transactions.

Note 7. Income Tax Status

The Plan has adopted a standardized prototype sponsored by its third-party administrator. The prototype received a favorable determination letter from the Internal Revenue Service ("the IRS") on March 31, 2008. The Companies have not received a determination letter as to the qualified status of the Plan's adoption agreement. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income tax has been included in the Plan's financial statement. The Plan's Form 5500 (Annual Return/Report of Employee Benefit Plan) is open to examination by the IRS for the last three years.

Note 8. 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 to Schedule H of Form 5500 at December 31:

	2011
Net assets available for benefits per the financial statements	$ 2,421,228
Employer contributions receivable not included in Schedule H of Form 5500	(42,223)
Net assets available for benefits per Schedule H of Form 5500	$ 2,379,005

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to net income per Schedule H of Form 5500 for the years ended December 31:

	2011
Net increase in net assets available for benefits per the financial statements	$ 94,417
Change in contribution receivable	(42,223)
Net income per Schedule H of Form 5500	$ 52,194

S U P P L E M E N T A R Y S C H E D U L E

FITZPATRICK DEALERSHIP GROUP 401(k) PLAN AND TRUST

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

EIN: 91-1950122
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	Sentry Life Insurance Company Guaranteed Contracts	Insurance Company General Account	**	$ 1,006,764
	Sentry Life Insurance Company Sub Accounts:			
*	Life Cycle Target Retirement 2035	Pooled Separate Account	**	260,082
*	Life Cycle Target Retirement 2045	Pooled Separate Account	**	217,912
*	Life Cycle Target Retirement 2025	Pooled Separate Account	**	88,583
*	Global Growth Account	Pooled Separate Account	**	74,244
*	Foreign Growth Account	Pooled Separate Account	**	65,064
*	Diversified Growth Account	Pooled Separate Account	**	41,602
*	Diversified Income Account	Pooled Separate Account	**	37,215
*	Total Bond Index Account	Pooled Separate Account	**	34,773
*	Mid-Cap Growth Account III	Pooled Separate Account	**	34,499
*	Small Cap Index Account	Pooled Separate Account	**	33,232
*	Mid-Cap Growth Account II	Pooled Separate Account	**	31,072
*	Small Cap Account II Growth	Pooled Separate Account	**	30,396
*	AK1/REIT Index Account	Pooled Separate Account	**	28,036
*	Equity Growth & Income Account	Pooled Separate Account	**	23,100
*	Balanced Income Account	Pooled Separate Account	**	21,380
*	International Growth Account	Pooled Separate Account	**	21,118
*	Aggressive Growth Account	Pooled Separate Account	**	19,195
*	AM1/International Large Index Account	Pooled Separate Account	**	16,593
*	Life Cycle Target Retirement 2015	Pooled Separate Account	**	15,905
*	Large Cap Growth Account	Pooled Separate Account	**	13,985
*	Mid-Cap Index Account	Pooled Separate Account	**	13,525
*	Large-Cap Index Account	Pooled Separate Account	**	13,369
*	Balanced Allocation Account	Pooled Separate Account	**	12,932
*	GB1/Long-Term Bond Account	Pooled Separate Account	**	12,927
*	Money Market	Pooled Separate Account	**	9,958
*	Life Cycle Target Retirement Income Account	Pooled Separate Account	**	6,987
*	GC1/TIPS Account	Pooled Separate Account	**	3,059
*	AT1/Mid-Cap Index Account II	Pooled Separate Account	**	1,071
*	Participant Loans	Interest at 3.25-5% maturing at various dates from July 2010 through December 2018	0	201,819

* Denotes party-in-interest

** Information is not required as investments are participant-directed

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 FITZPATRICK DEALERSHIP GROUP 401K PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

03/01/1991

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

VALLEY MOTORS INC

PO BOX 576548

MODESTO CA 95357

4369 MCHENRY AVE

MODESTO CA 95356

2b Employer Identification Number (EIN) 91-1950122

2c Sponsor's telephone number (888) 339-4269

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	Signature of plan administrator	Date 10/12/12	Enter name of individual signing as plan administrator Ryan Fitzpatrick
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") SAME	**3b** Administrator's EIN **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: **a** Sponsor's name	**4b** EIN **4c** PN

5 Total number of participants at the beginning of the plan year	**5**	107
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**	89
b Retired or separated participants receiving benefits	**6b**	3
c Other retired or separated participants entitled to future benefits	**6c**	12
d Subtotal. Add lines **6a**, **6b**, and **6c**.	**6d**	104
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	104
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	59
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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 2T 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)			**9b** Plan benefit arrangement (check all that apply)		
(1)	X	Insurance	(1)	X	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)	X	1	**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)