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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
RP AUTOMOTIVE RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2002

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

RP AUTOMOTIVE, INC.

2010 E. GARVEY AVENUE SOUTH
WEST COVINA, CA 91791

2b Employer Identification Number (EIN) 90-0389057

2c Sponsor's telephone number 626-859-1225

2d Business code (see instructions) 441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/09/2013	KATHY BROWN
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

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**	836
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**	543
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	289
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	832
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	833
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	743
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
RP AUTOMOTIVE RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RP AUTOMOTIVE, INC.

D Employer Identification Number (EIN)
90-0389057

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

ALGER

13-2665689

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

AMERICAN BEACON

75-2401150

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

AMERICAN FUNDS

95-1411037

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

ASTON

20-4747475

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

DREYFUS

13-5673135

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

GOLDMAN SACHS

13-5108880

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

HARBOR

04-2679462

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

JPMORGAN

13-2624428

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

NEUBERGER BERMAN

13-5521910

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

PIMCO FUNDS

95-2632339

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

T. ROWE PRICE

52-2264646

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

INVESCO VAN KAMPEN

58-2287224

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

JANUS

43-1804048

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

THORNBURG

85-0301299

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

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

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

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

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

WELLS FARGO BANK, N.A..

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 49 50 52 60 62 63 64	SERVICE PROVIDER	50951	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
RP AUTOMOTIVE RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
90-0389057

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: STABLE RETURN FUND N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
41-6202499-001	C	5986046

a Name of MTIA, CCT, PSA, or 103-12 IE: ENHANCED STOCK MARKET FUND

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
56-6288528-001	C	971990

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

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-3222878-001	C	135645

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE RETURN FUND AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6208187-001	C	15354

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS VALUE CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6648640-001	C	611689

a Name of MTIA, CCT, PSA, or 103-12 IE: MULTI-MANAGER SMALL CAP CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6648658-001	C	185254

a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INTERNATIONAL CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6651358-001	C	274493

a Name of MTIA, CCT, PSA, or 103-12 IE: T.ROWE PRICE INST LGCAP GRO MGD CIT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 45-6648614-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 116231

a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS OVERSEAAS CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 45-6648669-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 120924

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
RP AUTOMOTIVE RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RP AUTOMOTIVE, INC.

D Employer Identification Number (EIN)
90-0389057

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		64
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)	664673	565427
(9) Value of interest in common/collective trusts	1c(9)	5924395	8417626
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7245107	7456140
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	1266615	0

		(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	15100790	16439257
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	15100790	16439257

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)	1025648	
(C) Others (including rollovers)	2a(1)(C)	142020	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1167668
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)	32169	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		32169
(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)	113501	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		113501
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1782425	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1266505	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		515920
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		292475
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1001749
c Other income	2c		-166
d Total income. Add all **income** amounts in column (b) and enter total	2d		3123316
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1724771	
(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)		1724771
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		7507
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	85922	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		85922
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1818200
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1305116
l Transfers of assets:			
(1) To this plan	2l(1)		33351
(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: PARKE GUPTILL & COMPANY, LLP **(2)** EIN: 95-3378831

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
RP AUTOMOTIVE RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RP AUTOMOTIVE, INC.

D Employer Identification Number (EIN)
90-0389057

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): 41-6257133

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

RP AUTOMOTIVE RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012

RP AUTOMOTIVE RETIREMENT SAVINGS PLAN

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2	STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS - DECEMBER 31, 2012 AND 2011
3	STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012
4	NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND 2011
13	SUPPLEMENTARY INFORMATION - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

PARKE • GUPTILL
& COMPANY, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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888-325-6492
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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
RP Automotive Retirement Savings Plan
2010 East Garvey Ave. South
West Covina, CA 91791

Report on the Financial Statements

We were engaged to audit the financial statements of the RP Automotive Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on theses financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we are not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 E, which was certified by Wells Fargo Bank, N.A., the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 certifications from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at the end of the year, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974.

Parker Gaptill & Co. LLP

Ontario, California
July 22, 2013.

RP AUTOMOTIVE RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Cash	$ 64	$ -
Investments, at fair value	15,873,766	$14,436,117
Notes receivable from participants	565,427	664,673
TOTAL ASSETS	16,439,257	15,100,790
TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	16,439,257	15,100,790
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(169,136)	(125,622)
NET ASSETS AVAILABLE FOR BENEFITS	$16,270,121	$14,975,168

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

RP AUTOMOTIVE RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 1,766,464	
Dividends	113,501	$ 1,879,965
Transfer of assets to plan, net		33,351
Interest income on notes receivable from participants		32,169
Contributions:		
Participants'	1,025,648	
Rollover	142,020	1,167,668
TOTAL ADDITIONS		3,113,153
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants		1,732,278
Administrative expenses		85,922
TOTAL DEDUCTIONS		1,818,200
NET INCREASE		1,294,953
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		14,975,168
END OF YEAR		$ 16,270,121

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

A. Description of Plan

The following description of RP Automotive Retirement Savings Plan (the Plan) provides only general information. The Plan was established January 1, 2002 and was restated in 2009. The following descriptions reflect the provisions of the restatement. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the company who have three months of service and have attained the age of eighteen. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

The company exercises a negative deferral election where it automatically withholds 3% of an employee's compensation for purposes of being contributed into the Plan as a salary deferral, unless an election for an alternative deferral amount or an election not to participate in the Plan is made. Currently, participants may contribute up to 75% of pretax annual compensation. Total contributions per participant for the years ended December 31, 2012 may not exceed $17,000 and for 2011 it may not exceed $16,500. Participants who are at least 50 years of age by December 31, 2012 or 2011 may contribute catch-up contributions up to an additional $5,500. The company may provide a discretionary profit sharing contribution determined on an annual basis. The company may also provide a matching contribution based on employee salary deferrals. For the plan year ended December 31, 2012, no matching or profit sharing contributions were made. All contributions under the Plan are to be invested in shares of investment companies for which Wells Fargo Bank, N.A. acts as transfer agent and which are selected by the employer as investment options under the Plan. The Plan allows participants to self direct their account balance among available investments. As of December 31, 2012, all funds held for investment in the Plan were self directed by the participants.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the company's contribution and Plan investment earnings or losses of the trust fund. Participants will only realize the gain or loss of their individual investment selections. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' nonvested accounts are first used to defray the reasonable expenses of administrating the plan. Any remaining amounts will be used to reduce the company's matching contributions for the year. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

A. Description of Plan (Concluded)

Vesting

Participants are immediately vested in their 401(k) contributions plus actual earnings thereon. Vesting in the company's matching and profit sharing portions, if any, of their accounts plus actual earnings thereon is based on years of continuous service. A participant becomes 100% vested after three years of service.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance, based upon approval by the plan administrator. All loans must have a definite repayment period and be amortized on a level basis over a reasonable period of time, not to exceed five years. However, if the loan is used to acquire a primary residence, the repayment period can exceed five years. The loans are secured by the participant's vested account balance. All loans must bear a reasonable rate of interest, one a bank or other professional lender would charge for making a loan in a similar circumstance. The current loan interest rates range from 5.25% to 10.25%. Principal and interest are paid ratably through payroll deductions on not less than a quarterly basis.

Payment of Benefits

All distributions from the plan are made as a lump-sum amount equal to the value of the participant's vested interest in his or her account balance.

Plan Administrator Fees

All routine plan administrative expenses including, but not limited to, fees of accountants, counsel, and other specialists and their agents, and other costs of administering the plan may be paid out of the trust fund unless paid by the employer. Investment income is reported net of these administrative expenses by fund. For the plan year ended December 31, 2012, administrative fees totaled $85,922.

Forfeited Accounts

These accounts remain available to first pay administrative expenses then to reduce employer contributions. At December 31, 2012 and 2011, forfeitures available to reduce the Plan's administrative expenses totaled $57,998 and $54,926.

B. Summary of Accounting Policies

Date of Management's Review

For the year ended December 31, 2012, the Plan has evaluated subsequent events for potential recognition and disclosure through July 22, 2013, the date on which the financial statements were available to be issued. It has been determined that no subsequent events or transactions need to be recognized or disclosed in these financial statements.

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments, except notes receivable from participants, are presented at fair value. Fair value of the funds is determined based on the underlying investments of the related funds as reported by Wells Fargo Bank, N.A., based on quoted market prices. Such investments are credited with earnings of the underlying investments and charged for Plan withdrawals and administrative expenses incurred.

Notes receivable from participants are valued at the outstanding balance which approximates fair value.

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

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 reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Estimates

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

C. Investments

The following presents investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets:

	2012		2011	
	shares	value	shares	value
Stable Return Fund	120943.2643	$ 6,001,518	101641.5853	$ 4,957,230
Enhanced Stock Market Fund	8423.0021	$ 971,989	15570.0048	$ 809,491
American Beacon Large Cap Value Fund	57081.3030	$ 1,172,450	57261.4550	$ 1,010,092
American Growth Fund	31364.9746	$ 1,062,959	30927.9629	$ 876,189
Aston Mid Cap Fund	34098.2580	$ 1,138,541	35239.5520	$ 1,042,738
Penske Stock	n/a	n/a	41026.5042	$ 1,266,615

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) increased in value by $1,945,485 as follows:

Mutual funds	$ 1,766,464
Interest on notes receivable	32,169
Dividends	113,501
Transfer of assets, net	33,351
	$ 1,945,485

D. Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of their future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable and have the lower priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

D. Fair Value Measurements (Continued)

When available the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 and Level 3 inputs were available to the Plan.

Level 1 Fair Value Measurements

The fair value of common, collective and mutual funds are based on net asset values of the shares held by the Plan at year-end.

The following table sets forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012.

	Fair Value Measurements at the End of the Reporting Period Using:	
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Fair Value
December 31, 2012		
Common and Collective Funds:		
Common trust	$ 1,107,635	$ 1,107,635
Stable value fund	6,001,518	6,001,518
Collective trust	1,308,590	1,308,590
Mutual Funds:		
Foreign large blend fund	875,366	875,366
High yield fund	84,930	84,930
Inflation protected bond	85,030	85,030
Intermediate term bond	1,147,800	1,147,800
Large growth fund	1,315,941	1,315,941
Large value fund	1,484,372	1,484,372
Mid cap blend fund	1,138,546	1,138,546
Mid cap growth fund	474,218	474,218
Moderate allocation bond	472,183	472,183
Real estate fund	116,790	116,790
Small value fund	113,523	113,523
World bond	147,324	147,324
Total assets at fair value	$ 15,873,766	$ 15,873,766

D. Fair Value Measurements (Concluded)

The following table sets forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011.

	Fair Value Measurements at the End of the Reporting Period Using:	
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Fair Value
December 31, 2011		
Common and Collective Funds:		
Common trust	$ 967,165	$ 967,165
Stable value fund	4,957,230	4,957,230
Mutual Funds:		-
Foreign large blend fund	737,021	737,021
Foreign large growth fund	349,095	349,095
High yield fund	127,013	127,013
Inflation protected bond	103,130	103,130
Intermediate term bond	857,631	857,631
Large growth fund	1,258,489	1,258,489
Large value fund	1,425,005	1,425,005
Mid cap blend fund	1,133,783	1,133,783
Mid cap growth fund	420,126	420,126
Moderate allocation bond	348,237	348,237
Real estate fund	98,660	98,660
Small growth fund	121,455	121,455
Small value fund	128,178	128,178
World bond	137,284	137,284
Common Stocks:		
Automotive	1,266,615	1,266,615
Total assets at fair value	$ 14,436,117	$ 14,436,117

E. Information Certified by Custodian (Unaudited)

At December 31, 2012 and 2011, the Plan's investments were held by the custodian. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the custodian as complete and accurate in accordance with Section 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 fair value of investments at December 31, 2012 and 2011, as reported by the custodian is summarized as follows:

	2012	2011
Investments at fair value	$ 15,873,766	$ 14,436,117
Dividends	$ 113,501	
Investment gains	$ 1,766,464	
Transfer of assets, net	$ 33,351	

F. Contract with Insurance Company

The Plan has a fully benefit-responsive investment contract with Wells Fargo Bank, N.A. Wells Fargo maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Wells Fargo. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The contract has certain restrictions that impact the ability to collect the full contract value. Plan management believes that the occurrence of events that would cause the plan to transact at less than contract value is not probable. Wells Fargo may not terminate the contract at any amount less than contract value.

G. Plan Termination

Although it has not expressed any intent to do so, the company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

H. Tax Status

The Internal Revenue Service has determined and informed Wells Fargo Bank, N.A. by a letter dated May 14, 2004 that the prototype Plan and related trust are qualified under applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statement. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examination for years prior to 2010.

I. Risks and Uncertainties

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

J. Related Party Transactions

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the custodian as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services amount to $85,922 for the year ended December 31, 2012.

K. Excess Contributions

There were no excess deferral contributions for the plan year ended December 31, 2012.

L. Reconciliation of the Financial Statements to Form 5500

The following is a reconciliation of net assets per Form 5500 at December 31, 2012 and 2011 to the financial statements:

	2012	2011
Net assets as reported on Form 5500	$16,439,257	$15,100,790
Less: adjustment to contract value	(169,136)	(125,622)
Net assets per financial statements	$16,270,121	$14,975,168

The following is a reconciliation of net income per Form 5500 for the year ended December 31, 2012 to the financial statements:

Net gain as reported on Form 5500	$ 1,305,116
Plus: net transfer of assets to plan	33,351
Less: net adjustment to contract value	(43,514)
Net gain per financial statements	$ 1,294,953

RP AUTOMOTIVE RETIREMENT SAVINGS PLAN
EIN 90-0389057; PLAN 001
SUPPLEMENTARY INFORMATION
SCH H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
*	Wells Fargo/Janus Overseas CIT	Collective Fund	**	$ 120,924
*	Wells Fargo/Thornburg International CIT	Collective Fund	**	274,493
*	Wells Fargo/MFS Value CIT	Collective Fund	**	611,689
*	Wells Fargo/Multi-Manager Sm Cap CIT	Collective Fund	**	185,254
*	Wells Fargo/T.Rowe Price I LCGM CIT	Collective Fund	**	116,230
*	Stable Return Fund	Common Trust	**	6,001,518
*	Enhanced Stock Market Fund	Common Trust	**	971,989
*	Total Return Bond Fund	Common Trust	**	135,646
*	Dreyfus Bond Market Index Fund	Mutual Fund	**	744,223
*	American Beacon Large Cap Value Fund	Mutual Fund	**	1,172,450
*	American Beacon Small Cap Value Fund	Mutual Fund	**	113,523
*	American Growth Fund	Mutual Fund	**	1,062,959
*	Aston Mid Cap Fund	Mutual Fund	**	1,138,541
*	Dreyfus Small Cap Equity Fund	Mutual Fund	**	5
*	Wells Fargo Adv. International Bond	Mutual Fund	**	147,324
*	Wells Fargo Adv. Str Lg Cap Growth	Mutual Fund	**	252,982
*	JP Morgan High Yield Fund	Mutual Fund	**	77
*	Neuberger & Berman Genesis Fund	Mutual Fund	**	474,218
*	Pimco High Yield Fund	Mutual Fund	**	84,853
*	Pimco Real Return Fund Inst	Mutual Fund	**	85,030
*	T. Rowe Price Equity Income	Mutual Fund	**	311,922
*	T. Rowe Price Real Estate	Mutual Fund	**	116,790
*	Invesco Equity and Income Fund	Mutual Fund	**	472,183
*	Harbor International	Mutual Fund	**	320,123
*	American Euro Growth	Mutual Fund	**	555,243
*	Pimco Total Return Instl	Mutual Fund	**	403,577
	Participant Loans	5.25% to 10.25%	-0-	565,427

* Indicates a party-in-interest.

** Cost information is not required when reporting investments of an individual account plan that a participant or beneficiary directed with respect to assets allocated to his or her account.

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

RP AUTOMOTIVE RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012

RP AUTOMOTIVE RETIREMENT SAVINGS PLAN

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4	NOTES TO FINANCIAL STATEMENTS - DECEMBER 31, 2012 AND 2011
13	SUPPLEMENTARY INFORMATION - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

PARKE • GUPTILL
& COMPANY, LLP
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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
RP Automotive Retirement Savings Plan
2010 East Garvey Ave. South
West Covina, CA 91791

Report on the Financial Statements

We were engaged to audit the financial statements of the RP Automotive Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on theses financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we are not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 E, which was certified by Wells Fargo Bank, N.A., the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 certifications from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at the end of the year, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974.

Parker Gaptill & Co. LLP

Ontario, California
July 22, 2013.

RP AUTOMOTIVE RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Cash	$ 64	$ -
Investments, at fair value	15,873,766	$14,436,117
Notes receivable from participants	565,427	664,673
TOTAL ASSETS	16,439,257	15,100,790
TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	16,439,257	15,100,790
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(169,136)	(125,622)
NET ASSETS AVAILABLE FOR BENEFITS	$16,270,121	$14,975,168

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

RP AUTOMOTIVE RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 1,766,464	
Dividends	113,501	$ 1,879,965
Transfer of assets to plan, net		33,351
Interest income on notes receivable from participants		32,169
Contributions:		
Participants'	1,025,648	
Rollover	142,020	1,167,668
TOTAL ADDITIONS		3,113,153
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants		1,732,278
Administrative expenses		85,922
TOTAL DEDUCTIONS		1,818,200
NET INCREASE		1,294,953
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		14,975,168
END OF YEAR		$ 16,270,121

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

A. Description of Plan

The following description of RP Automotive Retirement Savings Plan (the Plan) provides only general information. The Plan was established January 1, 2002 and was restated in 2009. The following descriptions reflect the provisions of the restatement. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the company who have three months of service and have attained the age of eighteen. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

The company exercises a negative deferral election where it automatically withholds 3% of an employee's compensation for purposes of being contributed into the Plan as a salary deferral, unless an election for an alternative deferral amount or an election not to participate in the Plan is made. Currently, participants may contribute up to 75% of pretax annual compensation. Total contributions per participant for the years ended December 31, 2012 may not exceed $17,000 and for 2011 it may not exceed $16,500. Participants who are at least 50 years of age by December 31, 2012 or 2011 may contribute catch-up contributions up to an additional $5,500. The company may provide a discretionary profit sharing contribution determined on an annual basis. The company may also provide a matching contribution based on employee salary deferrals. For the plan year ended December 31, 2012, no matching or profit sharing contributions were made. All contributions under the Plan are to be invested in shares of investment companies for which Wells Fargo Bank, N.A. acts as transfer agent and which are selected by the employer as investment options under the Plan. The Plan allows participants to self direct their account balance among available investments. As of December 31, 2012, all funds held for investment in the Plan were self directed by the participants.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the company's contribution and Plan investment earnings or losses of the trust fund. Participants will only realize the gain or loss of their individual investment selections. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' nonvested accounts are first used to defray the reasonable expenses of administrating the plan. Any remaining amounts will be used to reduce the company's matching contributions for the year. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

A. Description of Plan (Concluded)

Vesting

Participants are immediately vested in their 401(k) contributions plus actual earnings thereon. Vesting in the company's matching and profit sharing portions, if any, of their accounts plus actual earnings thereon is based on years of continuous service. A participant becomes 100% vested after three years of service.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance, based upon approval by the plan administrator. All loans must have a definite repayment period and be amortized on a level basis over a reasonable period of time, not to exceed five years. However, if the loan is used to acquire a primary residence, the repayment period can exceed five years. The loans are secured by the participant's vested account balance. All loans must bear a reasonable rate of interest, one a bank or other professional lender would charge for making a loan in a similar circumstance. The current loan interest rates range from 5.25% to 10.25%. Principal and interest are paid ratably through payroll deductions on not less than a quarterly basis.

Payment of Benefits

All distributions from the plan are made as a lump-sum amount equal to the value of the participant's vested interest in his or her account balance.

Plan Administrator Fees

All routine plan administrative expenses including, but not limited to, fees of accountants, counsel, and other specialists and their agents, and other costs of administering the plan may be paid out of the trust fund unless paid by the employer. Investment income is reported net of these administrative expenses by fund. For the plan year ended December 31, 2012, administrative fees totaled $85,922.

Forfeited Accounts

These accounts remain available to first pay administrative expenses then to reduce employer contributions. At December 31, 2012 and 2011, forfeitures available to reduce the Plan's administrative expenses totaled $57,998 and $54,926.

B. Summary of Accounting Policies

Date of Management's Review

For the year ended December 31, 2012, the Plan has evaluated subsequent events for potential recognition and disclosure through July 22, 2013, the date on which the financial statements were available to be issued. It has been determined that no subsequent events or transactions need to be recognized or disclosed in these financial statements.

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments, except notes receivable from participants, are presented at fair value. Fair value of the funds is determined based on the underlying investments of the related funds as reported by Wells Fargo Bank, N.A., based on quoted market prices. Such investments are credited with earnings of the underlying investments and charged for Plan withdrawals and administrative expenses incurred.

Notes receivable from participants are valued at the outstanding balance which approximates fair value.

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

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 reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Estimates

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

C. Investments

The following presents investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets:

	2012		2011	
	shares	value	shares	value
Stable Return Fund	120943.2643	$ 6,001,518	101641.5853	$ 4,957,230
Enhanced Stock Market Fund	8423.0021	$ 971,989	15570.0048	$ 809,491
American Beacon Large Cap Value Fund	57081.3030	$ 1,172,450	57261.4550	$ 1,010,092
American Growth Fund	31364.9746	$ 1,062,959	30927.9629	$ 876,189
Aston Mid Cap Fund	34098.2580	$ 1,138,541	35239.5520	$ 1,042,738
Penske Stock	n/a	n/a	41026.5042	$ 1,266,615

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) increased in value by $1,945,485 as follows:

Mutual funds	$ 1,766,464
Interest on notes receivable	32,169
Dividends	113,501
Transfer of assets, net	33,351
	$ 1,945,485

D. Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of their future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable and have the lower priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

D. Fair Value Measurements (Continued)

When available the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 and Level 3 inputs were available to the Plan.

Level 1 Fair Value Measurements

The fair value of common, collective and mutual funds are based on net asset values of the shares held by the Plan at year-end.

The following table sets forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012.

	Fair Value Measurements at the End of the Reporting Period Using:	
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Fair Value
December 31, 2012		
Common and Collective Funds:		
Common trust	$ 1,107,635	$ 1,107,635
Stable value fund	6,001,518	6,001,518
Collective trust	1,308,590	1,308,590
Mutual Funds:		
Foreign large blend fund	875,366	875,366
High yield fund	84,930	84,930
Inflation protected bond	85,030	85,030
Intermediate term bond	1,147,800	1,147,800
Large growth fund	1,315,941	1,315,941
Large value fund	1,484,372	1,484,372
Mid cap blend fund	1,138,546	1,138,546
Mid cap growth fund	474,218	474,218
Moderate allocation bond	472,183	472,183
Real estate fund	116,790	116,790
Small value fund	113,523	113,523
World bond	147,324	147,324
Total assets at fair value	$ 15,873,766	$ 15,873,766

D. Fair Value Measurements (Concluded)

The following table sets forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011.

	Fair Value Measurements at the End of the Reporting Period Using:	
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Fair Value
December 31, 2011		
Common and Collective Funds:		
Common trust	$ 967,165	$ 967,165
Stable value fund	4,957,230	4,957,230
Mutual Funds:		-
Foreign large blend fund	737,021	737,021
Foreign large growth fund	349,095	349,095
High yield fund	127,013	127,013
Inflation protected bond	103,130	103,130
Intermediate term bond	857,631	857,631
Large growth fund	1,258,489	1,258,489
Large value fund	1,425,005	1,425,005
Mid cap blend fund	1,133,783	1,133,783
Mid cap growth fund	420,126	420,126
Moderate allocation bond	348,237	348,237
Real estate fund	98,660	98,660
Small growth fund	121,455	121,455
Small value fund	128,178	128,178
World bond	137,284	137,284
Common Stocks:		
Automotive	1,266,615	1,266,615
Total assets at fair value	$ 14,436,117	$ 14,436,117

E. Information Certified by Custodian (Unaudited)

At December 31, 2012 and 2011, the Plan's investments were held by the custodian. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the custodian as complete and accurate in accordance with Section 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 fair value of investments at December 31, 2012 and 2011, as reported by the custodian is summarized as follows:

	2012	2011
Investments at fair value	$ 15,873,766	$ 14,436,117
Dividends	$ 113,501	
Investment gains	$ 1,766,464	
Transfer of assets, net	$ 33,351	

F. Contract with Insurance Company

The Plan has a fully benefit-responsive investment contract with Wells Fargo Bank, N.A. Wells Fargo maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Wells Fargo. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The contract has certain restrictions that impact the ability to collect the full contract value. Plan management believes that the occurrence of events that would cause the plan to transact at less than contract value is not probable. Wells Fargo may not terminate the contract at any amount less than contract value.

G. Plan Termination

Although it has not expressed any intent to do so, the company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

H. Tax Status

The Internal Revenue Service has determined and informed Wells Fargo Bank, N.A. by a letter dated May 14, 2004 that the prototype Plan and related trust are qualified under applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statement. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examination for years prior to 2010.

I. Risks and Uncertainties

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

J. Related Party Transactions

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the custodian as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services amount to $85,922 for the year ended December 31, 2012.

K. Excess Contributions

There were no excess deferral contributions for the plan year ended December 31, 2012.

L. Reconciliation of the Financial Statements to Form 5500

The following is a reconciliation of net assets per Form 5500 at December 31, 2012 and 2011 to the financial statements:

	2012	2011
Net assets as reported on Form 5500	$16,439,257	$15,100,790
Less: adjustment to contract value	(169,136)	(125,622)
Net assets per financial statements	$16,270,121	$14,975,168

The following is a reconciliation of net income per Form 5500 for the year ended December 31, 2012 to the financial statements:

Net gain as reported on Form 5500	$ 1,305,116
Plus: net transfer of assets to plan	33,351
Less: net adjustment to contract value	(43,514)
Net gain per financial statements	$ 1,294,953

RP AUTOMOTIVE RETIREMENT SAVINGS PLAN
EIN 90-0389057; PLAN 001
SUPPLEMENTARY INFORMATION
SCH H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
*	Wells Fargo/Janus Overseas CIT	Collective Fund	**	$ 120,924
*	Wells Fargo/Thornburg International CIT	Collective Fund	**	274,493
*	Wells Fargo/MFS Value CIT	Collective Fund	**	611,689
*	Wells Fargo/Multi-Manager Sm Cap CIT	Collective Fund	**	185,254
*	Wells Fargo/T.Rowe Price I LCGM CIT	Collective Fund	**	116,230
*	Stable Return Fund	Common Trust	**	6,001,518
*	Enhanced Stock Market Fund	Common Trust	**	971,989
*	Total Return Bond Fund	Common Trust	**	135,646
*	Dreyfus Bond Market Index Fund	Mutual Fund	**	744,223
*	American Beacon Large Cap Value Fund	Mutual Fund	**	1,172,450
*	American Beacon Small Cap Value Fund	Mutual Fund	**	113,523
*	American Growth Fund	Mutual Fund	**	1,062,959
*	Aston Mid Cap Fund	Mutual Fund	**	1,138,541
*	Dreyfus Small Cap Equity Fund	Mutual Fund	**	5
*	Wells Fargo Adv. International Bond	Mutual Fund	**	147,324
*	Wells Fargo Adv. Str Lg Cap Growth	Mutual Fund	**	252,982
*	JP Morgan High Yield Fund	Mutual Fund	**	77
*	Neuberger & Berman Genesis Fund	Mutual Fund	**	474,218
*	Pimco High Yield Fund	Mutual Fund	**	84,853
*	Pimco Real Return Fund Inst	Mutual Fund	**	85,030
*	T. Rowe Price Equity Income	Mutual Fund	**	311,922
*	T. Rowe Price Real Estate	Mutual Fund	**	116,790
*	Invesco Equity and Income Fund	Mutual Fund	**	472,183
*	Harbor International	Mutual Fund	**	320,123
*	American Euro Growth	Mutual Fund	**	555,243
*	Pimco Total Return Instl	Mutual Fund	**	403,577
	Participant Loans	5.25% to 10.25%	-0-	565,427

* Indicates a party-in-interest.

** Cost information is not required when reporting investments of an individual account plan that a participant or beneficiary directed with respect to assets allocated to his or her account.

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

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