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
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE BASIL GROUP 401(K) PLAN

1b Three-digit plan number (PN) ▶ 333

1c Effective date of plan 12/16/1986

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

JOE BASIL CHEVROLET

5111 TRANSIT ROAD
DEPEW, NY 14043

2b Employer Identification Number (EIN)
16-1068991

2c Sponsor's telephone number
716-683-6800

2d Business code (see instructions)
441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	JAMES D. BASIL
	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:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	138
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**	116
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	20
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	136
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	136
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	127
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2K

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

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
THE BASIL GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 333

C Plan sponsor's name as shown on line 2a of Form 5500
JOE BASIL CHEVROLET

D Employer Identification Number (EIN)
16-1068991

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

1 Coverage Information:

(a) Name of insurance carrier

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
04-1590850	65935	RM 81774-1	134	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
12838	0

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

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

LA SALLE STREET SECURITIES LLC
940 N. INDUSTRIAL DRIVE
ELMHURST, IL 60126

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
7372			1

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

ROBIN M. TOMASULA
8660 SHERIDAN DRIVE
WILLIAMSVILLE, NY 14221

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
4552			3

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

MICHAEL J MCDERMID
37 FRANKLIN STREET
SUITE 600
BUFFALO, NY 14202

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
914			3

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	3966518

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	364518
c	Additions: (1) Contributions deposited during the year	7c(1)	618636		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	21667		
	(4) Transferred from separate account	7c(4)	1377804		
	(5) Other (specify below)	7c(5)	142637		
	▶ LN INT, LN PRINC, LOAN DEFAULT ROLLOVER, TRAN ASSETS, TRANS FORFS				
	(6) Total additions			7c(6)	2160744
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	2525262
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	95928		
	(2) Administration charge made by carrier	7e(2)	295		
	(3) Transferred to separate account	7e(3)	639768		
	(4) Other (specify below)	7e(4)	4066		
	▶ INS PREM WITHDRAWAL, LN DISTRIB				
	(5) Total deductions			7e(5)	740057
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1785205

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
THE BASIL GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 333

C Plan sponsor's name as shown on line 2a of Form 5500
JOE BASIL CHEVROLET

D Employer Identification Number (EIN)
16-1068991

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

MASSACHUSETTS MUTUAL LIFE INSURANCE

04-1590850

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

(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

(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

(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

(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

(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

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)

LASALLE ST SECURITIES LLC

52-2175592

(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?
53	SHAREHOLDER SRV PROVIDER	0	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PPS PENSION & FINANCIAL SERVICES

16-1062503

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15	TPA	319	Yes [X] No [ ]	Yes [ ] No [X]	5425	Yes [ ] No [X]

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

MASSACHUSETTS MUTUAL LIFE INSURANCE

04-1590850

(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?
52 60 63 64 67 68 72	CONTRACT ADMINISTRATOR	5025	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
PPS PENSION & FINANCIAL SERVICES	13	9660

(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.
MASSACHUSETTS MUTUAL LIFE INSURANCE 1295 STATE STREET SPRINGFIELD, MA 01111 04-1590850	EXPENSE REIMBURSEMENT TO THIRD PARTY

(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
THE BASIL GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 333

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
JOE BASIL CHEVROLET

D Employer Identification Number (EIN)
16-1068991

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: SIA-AC SELET SM CAP GROWTH

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

c EIN-PN 04-1590850-012	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18429

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AI PREMIER INT'L EQUITY

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

c EIN-PN 04-1590850-017	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 260109

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AJ SELECT LARGE CAP VALUE

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

c EIN-PN 04-1590850-018	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 144201

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AK SELECT FUNDAMENTAL VAL

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

c EIN-PN 04-1590850-175	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 140421

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AT SELECT MID CAP GR II

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

c EIN-PN 04-1590850-026	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 90323

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AV SELECT FOCUSED VALUE

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

c EIN-PN 04-1590850-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 275448

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA AZ SELECT SM CO GROWTH

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

c EIN-PN 04-1590850-178	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64178

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-C4 SMALL & MID CAP VALUE

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

c EIN-PN 04-1590850-285	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 84340

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-C6 INTERNATIONAL BOND

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

c EIN-PN 90-0342299-011	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9370

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

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

c EIN-PN 04-1590850-427	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17732

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-FF PREMIER DISCOVERY VALUE

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

c EIN-PN 04-1590850-381	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-FJ ADV DOW JONES TRGT TODAY II

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

c EIN-PN 90-0342299-003	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13953

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-HF SMALL CAP VALUE

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

c EIN-PN 90-0342299-064	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15442

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-HJ ADV DOW JONES TRGT 2015 II

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

c EIN-PN 90-0342299-004	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13384

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-JJ ADV DOW JONES TRGT 2025 II

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

c EIN-PN 90-0342299-005	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 75680

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-MJ ADV DOW JONES TRGT 2035 II

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

c EIN-PN 90-0342299-006	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 87101

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-O5 PREMIER MAIN STREET

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

c EIN-PN 04-1590850-091	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 200755

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA- O8 STRATEGIC INCOME

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

c EIN-PN 04-1590850-094	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 409908

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-OB GLOBAL ALLOCATION

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

c EIN-PN 04-1590850-096	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12899

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-OC PREMIER CAPITAL APPRECIATION

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

c EIN-PN 04-1590850-097	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 291516

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-OD PREMIER GLOBAL

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

c EIN-PN 04-1590850-098	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 197550

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-QG SMALL COMPANIES

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

c EIN-PN 90-0342299-081	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42644

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SJ ADV DOW JONES TRGT 2045 II

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

c EIN-PN 90-3422990-007	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 65056

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA TI MID CAP VALUE

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

c EIN-PN 90-0342299-017	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13990

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-VI LEVERAGED CO STCK

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

c EIN-PN 04-1590850-363	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68484

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

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

c EIN-PN 04-1590850-112	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 136909

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-W1 SEL BLUE CHIP GROWTH

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

c EIN-PN 04-1590850-113	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 298788

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WQ TOTAL RETURN

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

c EIN-PN 04-1590850-230	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 580023

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

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

c EIN-PN 04-1590850-191	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 115212

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

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

c EIN-PN 04-1590850-193	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 222672

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
THE BASIL GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 333

C Plan sponsor's name as shown on line 2a of Form 5500
JOE BASIL CHEVROLET

D Employer Identification Number (EIN)
16-1068991

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	12806	15469
(2) Participant contributions	1b(2)	49701	46274
(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)	112831	119368
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	4463574	3966518
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	364518	1785206
(15) Other	1c(15)	205121	220718

		(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	5208551	6153553
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	29800	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	29800	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5178751	6153553

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)	136623	
(B) Participants	2a(1)(B)	481249	
(C) Others (including rollovers)	2a(1)(C)	31911	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		649783
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	21667	
(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)	4687	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		26354
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		608270
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		15597
d Total income. Add all **income** amounts in column (b) and enter total	2d		1300004
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	319857	
(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)		319857
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	5345	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5345
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		325202
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		974802
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: TRONCONNI,SEGARRA & ASSOCIATES LLP **(2)** EIN: 04-3728817

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		124
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		3000000
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
THE BASIL GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 333

C Plan sponsor's name as shown on line 2a of Form 5500
JOE BASIL CHEVROLET

D Employer Identification Number (EIN)
16-1068991

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): 04-1590850

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):

Joe Basil Chevrolet Inc.
401(k) Plan

Financial Statements and
Supplementary Information

December 31, 2012 and 2011

Joe Basil Chevrolet Inc.
401(k) Plan
Financial Statements
Table of Contents

	Page
Report of Independent Auditors	
Financial Statements	
Statements of Net Assets Available for Benefits	1
Statements of Changes in Net Assets Available for Benefits	2
Notes to Financial Statements	3-10
Supplementary Information	
Schedule of Assets (Held at End of Year)	11
Schedule of Delinquent Participant Contributions	12

TRONCONI SEGARRA
& ASSOCIATES, LLP
Certified Public Accountants
Business Consultants

Report of Independent Auditors

To the Plan Sponsor and Participants of the
Joe Basil Chevrolet Inc. 401(k) Plan
Depew, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Joe Basil Chevrolet Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 were 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Massachusetts Mutual Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplementary 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

The supplementary Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 and Schedule H, line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplementary schedules.

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

The form and content of the information included in the financial statements and supplementary information, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Tarcai Segura & Associates LLP

September 23, 2013

Joe Basil Chevrolet Inc. 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Investments, at fair value	$ 5,930,316	$ 4,838,273
Contributions Receivable:		
Employer	15,469	12,806
Participant	46,274	49,701
Notes receivable from participants	119,368	112,831
Total contributions receivable	181,111	175,338
Cash Surrender Value of Life Insurance Contracts	220,718	205,121
Total assets	6,332,145	5,218,732
Payable to Robert Basil 401(k) Plan	0	29,800
Net assets available for benefits, at fair value	6,332,145	5,188,932
Adjustment From Fair Value to Contract Value For Fully Benefit-Responsive Investment Contracts	(178,592)	(10,181)
Net assets available for benefits	$ 6,153,553	$ 5,178,751

See report of independent auditors and notes to financial statements.

Joe Basil Chevrolet Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
for the years ended December 31, 2012 and 2011

	2012	2011
Additions to Net Assets Attributed to:		
Investment income:		
Interest and dividends	$ 26,354	$ 17,413
Contributions:		
Employer	136,623	133,136
Participant	481,249	484,507
Rollovers	31,911	42,938
Total contributions	649,783	660,581
Transfers from Basil Wellsville Plan	0	205,826
Increase in cash surrender value of life insurance contracts	15,597	5,464
Total additions	691,734	889,284
Net Appreciation (Depreciation) in Fair Value of Investments	608,270	(122,850)
Deductions from Net Assets Attributed to:		
Benefits paid to participants	319,857	368,619
Transfer to Robert Basil 401(k) Plan	0	29,800
Administrative expenses	5,345	3,345
Total deductions	325,202	401,764
Net increase	974,802	364,670
Net Assets Available for Benefits:		
Beginning of year,	5,178,751	4,814,081
End of year	$ 6,153,553	$ 5,178,751

See report of independent auditors and notes to financial statements.

Joe Basil Chevrolet Inc.
401(k) Plan
Notes to Financial Statements

1. Description of the Plan

The following description of the Joe Basil Chevrolet Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. 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 sponsored by Joe Basil Chevrolet, Inc. (the "Plan Sponsor"). Employees must be at least 21 years of age and complete one year of service with a minimum of 1,000 hours in order to become a participant in the Plan and begin making elective deferrals.

The Plan was established effective December 16, 1986 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Effective January 1, 2010, the Plan was amended and restated, in order to adopt a non-standardized prototype plan.

Contributions – Participants may elect to contribute between 1% and 100% of their annual compensation, limited by the amount imposed by law. Additionally, participants age 50 or older may elect to make a catch-up contribution limited to the amount imposed by law. The Plan Sponsor makes a matching contribution equal to 50% of the first 2% and 25% of the next 4% of compensation contributed to the Plan by each participant. The Plan also allows the Plan Sponsor to make additional discretionary contributions to the Plan. There were no additional discretionary contributions made by the Plan Sponsor for the years ended December 31, 2012 and 2011. In order to receive Plan Sponsor discretionary contributions, participants must be actively employed by the Plan Sponsor on the last day of the Plan year.

Participant Accounts – Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, employer contributions, and the participant's share of Plan earnings. Participant accounts are decreased by participant distributions and the participant's share of Plan expenses and losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – Participants are immediately vested in their salary deferral and rollover contributions and actual earnings thereon. Participants vest in Plan Sponsor matching contributions and Plan Sponsor discretionary contributions at the rate of 20% per year of service and become fully vested after five years. Forfeitures from non-vested Plan Sponsor discretionary contributions are used to reduce administrative expenses or any type of future Plan Sponsor contributions. Forfeitures totaled $2,681 and $3,310 for the years ended December 31, 2012 and 2011.

1. Description of the Plan (continued)

Payment of Benefits – Upon termination of service due to retirement, death, disability, or as required by law, a participant may elect to receive a lump-sum distribution in an amount equal to the vested value of their account. The Plan permits in-service distributions for participants age 59½ and older and financial hardships, as defined in the Plan documents.

Notes Receivable from Participants – In accordance with Plan provisions, participants are permitted to borrow a minimum of $1,000 up to a maximum amount equal to the lesser of 50% of their account balance, reduced by any outstanding loan balance, or $50,000 reduced by the highest outstanding loan balance during the one-year period ending on the day before the loan is made. Participants may only have one loan outstanding at any time. Loans are repayable over a period of up to five years, or longer if used for the purchase of a primary residence. Notes receivable from participants in the accompanying statements of net assets available for benefits are measured at their unpaid principal balances plus accrued but unpaid interest, if any.

Income Taxes – The Plan Sponsor obtained a letter dated March 31, 2008 in which the Internal Revenue Service ("IRS") stated that the prototype plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code"). The Plan has been amended subsequent to the IRS determination letter. However, the Plan Administrator believes that the Plan is operating in compliance with the requirements of the Code. Accordingly, no provision for income taxes has been included in the accompanying 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. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Management is not aware of any uncertain tax positions that would cause the Plan to lose its tax status or to otherwise be subject to other taxes or penalties

Plan Termination – Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan agreement to discontinue its contributions at any time and to terminate its participation in the Plan, subject to the provisions of ERISA. In the event of partial or complete Plan termination, participants will become fully vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements are prepared under the accrual method of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The accompanying statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value.

Valuation of Investments – The Plan's investments in both pooled separate accounts and the guaranteed interest account are stated at fair value, as determined by Massachusetts Mutual Life Insurance Company ("Mass Mutual"). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of the pooled separate accounts is based upon quoted market prices of the underlying investments. The fair value of the guaranteed interest account represents contract value adjusted to reflect current market interest rates only to the extent such market rates exceed contract crediting rates.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains (losses) and the unrealized appreciation (depreciation) in the fair value of those investments.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Life insurance contracts are reported at cash surrender value, which approximate fair value.

Plan Expenses – Certain accounting and administrative expenses of the Plan are paid by the Plan Sponsor. Expenses relating to investment activity are paid by the Plan.

Benefit Payments – Benefits are recorded when paid.

Party-in-Interest Transactions – Plan investments in the guaranteed interest account and life insurance contracts are managed by Mass Mutual. Mass Mutual is the custodian as defined by the Plan and, as such, transactions with the custodian qualify as party-in-interest transactions. Fees paid to the custodian for services amounted to $5,025 and $3,345 for the years ended December 31, 2012 and 2011.

2. Summary of Significant Accounting Policies (continued)

Risks and Uncertainties – Investments are exposed to various risks, such as interest rate and market risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amount reported in the accompanying financial statements.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Subsequent Events – The Plan administrator has evaluated subsequent events, for recognition and disclosure, through September 23, 2013, the date the accompanying financial statements were available to be issued.

3. Information Certified by the Custodian (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Mass Mutual has certified that the following data included in the accompanying financial statements and supplementary information is complete and accurate. Individual investment securities that have met or exceeded 5% of the Plan's net assets available for benefits at December 31, 2012 or 2011 have been separately identified.

	2012	2011
Guaranteed Interest Account	$ 1,785,206	$ 364,518
MFS Total Return Separate Account	580,023	605,534
Oppenheimer Global Strategic Income Separate Account	409,908	448,644
Oppenheimer Premier International Equity Separate Account	260,109	357,859
Oppenheimer Premier Capital Appreciation Separate Account	291,516	321,224
Oppenheimer Premier Global Separate Account	197,550	303,753
T. Rowe Select Blue Chip Growth Separate Account	298,788	276,080
Columbia/Huber Select Large Cap Value Separate Account	144,201	272,141
Other	1,784,423	1,878,339
	5,751,724	4,828,092
Notes receivable from participants	119,368	112,831
	$ 5,871,092	$ 4,940,923

3. Information Certified by the Custodian (Unaudited) (continued

Additionally, Mass Mutual has certified interest and dividend income of $26,354 and $17,413 and net appreciation (depreciation) in fair value of investments of $608,270 and ($122,850) for the years ended December 31, 2012 and 2011, respectively.

4. Investment Contract with Insurance Company

The Plan has a fully benefit-responsive group annuity insurance contract with Mass Mutual. Mass Mutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is presented on the face of the statements of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. 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.

Certain events limit the Plan's ability to transact at contract value. Such events include the following: (a) temporary absence, (b) change in position or other occurrence qualifying as a temporary break in service under the Plan, (c) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer, (d) cessation of an employment relationship resulting from a reorganization, merger, layoff or the sale or discontinuance of all or any part of the Plan Sponsor's business, (e) removal from the Plan of one or more groups or classifications of participants, (f) partial or complete Plan termination, or (g) Plan disqualification.

The average yield earned by the Plan and yield credited to participants for these investments was 1.85% and 2.9% for the years ended December 31, 2012 and 2011, respectively. The credit ratings given by Moody's Investor Services to the issuer of these investments, Mass Mutual, was Aa2 for insurance financial strength and A1 for surplus notes.

5. Fair Value Measurements

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value of the Plan's assets. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 Inputs – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date. There were no assets held by the Plan as of December 31, 2012 and 2011 that utilized Level 1 inputs as its primary measure of fair value.

- Level 2 Inputs – Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active. This level also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term through corroboration with observable, independent market data. This includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to the security.

- Level 3 Inputs – Pricing inputs are unobservable for the asset or liability. That is, inputs that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

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

5. Fair Value Measurements (continued)

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	2012	2011
Level 2:		
Pooled separate accounts	$ 3,966,518	$ 4,463,574
Life insurance contracts	220,718	205,121
Level 3:		
Guaranteed interest account	1,963,798	374,699
	$ 6,151,034	$ 5,043,394

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2012 and 2011:

	Guaranteed Interest Account
Balance, December 31, 2010	$ 403,681
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	22,265
Purchases	88,588
Settlements	(139,835)
Balance, December 31, 2011	374,699
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	191,090
Purchases	1,495,667
Settlements	(97,658)
Balance, December 31, 2012	$ 1,963,798

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the increase in net assets reported in the accompanying financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net increase reported in the accompanying financial statements	$ 974,802	$ 364,670
Transfer of assets to the Plan	0	(205,826)
Transfer of assets from the Plan	0	29,800
Net income reported in the Form 5500	$ 974,802	$ 188,644

Supplementary Information

Joe Basil Chevrolet Inc. 401(k) Plan

Form 5500 - Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: #16-1068991

Plan: #333

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	*Massachusetts Mutual Life Insurance Company*	Guaranteed Interest Account	$ 1,785,206
*	*Massachusetts Mutual Life Insurance Company*	CSV - Life Insurance Contracts	220,718
	Pooled Separate Accounts Held by Massachusetts Mutual Life Insurance Company		
	T. Rowe Select Blue Chip Growth Separate Account	Pooled Separate Account	298,788
	MFS Growth Separate Account	Pooled Separate Account	136,909
	Oppenheimer Premier Global Separate Account	Pooled Separate Account	197,550
	Oppenheimer Premier Main Street Separate Account	Pooled Separate Account	200,755
	Oppenheimer Premier International Equity Separate Account	Pooled Separate Account	260,109
	Columbia/Huber Select Large Cap Value Separate Account	Pooled Separate Account	144,201
	Oppenheimer Global Strategic Income Separate Account	Pooled Separate Account	409,908
	Harris Select Focused Value Separate Account	Pooled Separate Account	275,448
	Wellington Select Fundamental Value Separate Account	Pooled Separate Account	140,421
	T. Rowe Select Mid Cap Growth II Separate Account	Pooled Separate Account	90,323
	Wellington Select Small Cap Growth Equity Separate Account	Pooled Separate Account	18,429
	Oppenheimer Global Allocation Separate Account	Pooled Separate Account	12,899
	Oppenheimer Premier Capital Appreciation Separate Account	Pooled Separate Account	291,516
	Franklin Templeton Growth Separate Account	Pooled Separate Account	115,212
	Boston Co Select Small Company Growth Separate Account	Pooled Separate Account	64,178
	MFS Total Return Separate Account	Pooled Separate Account	580,023
	Oppenheimer Small & Mid Cap Value Separate Account	Pooled Separate Account	84,340
	Oppenheimer International Bond Separate Account	Pooled Separate Account	9,370
	Wells Fargo Dow Jones Target Today II Separate Account	Pooled Separate Account	13,953
	Wells Fargo Dow Jones Target 2015 II Separate Account	Pooled Separate Account	13,384
	Wells Fargo Dow Jones Target 2025 II Separate Account	Pooled Separate Account	75,681
	Wells Fargo Dow Jones Target 2035 II Separate Account	Pooled Separate Account	87,101
	Wells Fargo Dow Jones Target 2045 II Separate Account	Pooled Separate Account	65,056
	Fidelity Leveraged Company Stock Separate Account	Pooled Separate Account	68,484
	Select PIMCO Total Return Separate Account	Pooled Separate Account	222,672
	Thornburg Value Separate Account	Pooled Separate Account	17,732
	Perkins Mid Cap Value Separate Account	Pooled Separate Account	13,990
	Invesco Small Companies Separate Account	Pooled Separate Account	42,644
	Invesco Van Kampen Small Cap Value Separate Account	Pooled Separate Account	15,442
			5,972,442
*	*Participant Loans*	5.25% - 10.25%	119,368
			$ 6,091,810

* Party-in-interest

See report of independent auditors.

Joe Basil Chevrolet Inc. 401(k) Plan

Form 5500 - Schedule H, Line 4a

Schedule of Delinquent Participant Contributions

For the year ended December 31, 2012

EIN #16-1068991

Plan #333

Participant Contributions Transferred Late to Plan	Total that Constitues Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 124	$ 0	$ 0	$ 124	$ 0

See report of independent auditors.

Joe Basil Chevrolet Inc.
401(k) Plan

Financial Statements and
Supplementary Information

December 31, 2012 and 2011

Joe Basil Chevrolet Inc.
401(k) Plan
Financial Statements
Table of Contents

	Page
Report of Independent Auditors	
Financial Statements	
Statements of Net Assets Available for Benefits	1
Statements of Changes in Net Assets Available for Benefits	2
Notes to Financial Statements	3-10
Supplementary Information	
Schedule of Assets (Held at End of Year)	11
Schedule of Delinquent Participant Contributions	12

TRONCONI SEGARRA
& ASSOCIATES, LLP
Certified Public Accountants
Business Consultants

Report of Independent Auditors

To the Plan Sponsor and Participants of the
Joe Basil Chevrolet Inc. 401(k) Plan
Depew, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Joe Basil Chevrolet Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 were 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Massachusetts Mutual Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplementary 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

The supplementary Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 and Schedule H, line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2012, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplementary schedules.

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

The form and content of the information included in the financial statements and supplementary information, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Tarcai Segura & Associates LLP

September 23, 2013

Joe Basil Chevrolet Inc. 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Investments, at fair value	$ 5,930,316	$ 4,838,273
Contributions Receivable:		
Employer	15,469	12,806
Participant	46,274	49,701
Notes receivable from participants	119,368	112,831
Total contributions receivable	181,111	175,338
Cash Surrender Value of Life Insurance Contracts	220,718	205,121
Total assets	6,332,145	5,218,732
Payable to Robert Basil 401(k) Plan	0	29,800
Net assets available for benefits, at fair value	6,332,145	5,188,932
Adjustment From Fair Value to Contract Value For Fully Benefit-Responsive Investment Contracts	(178,592)	(10,181)
Net assets available for benefits	$ 6,153,553	$ 5,178,751

See report of independent auditors and notes to financial statements.

Joe Basil Chevrolet Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
for the years ended December 31, 2012 and 2011

	2012	2011
Additions to Net Assets Attributed to:		
Investment income:		
Interest and dividends	$ 26,354	$ 17,413
Contributions:		
Employer	136,623	133,136
Participant	481,249	484,507
Rollovers	31,911	42,938
Total contributions	649,783	660,581
Transfers from Basil Wellsville Plan	0	205,826
Increase in cash surrender value of life insurance contracts	15,597	5,464
Total additions	691,734	889,284
Net Appreciation (Depreciation) in Fair Value of Investments	608,270	(122,850)
Deductions from Net Assets Attributed to:		
Benefits paid to participants	319,857	368,619
Transfer to Robert Basil 401(k) Plan	0	29,800
Administrative expenses	5,345	3,345
Total deductions	325,202	401,764
Net increase	974,802	364,670
Net Assets Available for Benefits:		
Beginning of year,	5,178,751	4,814,081
End of year	$ 6,153,553	$ 5,178,751

See report of independent auditors and notes to financial statements.

Joe Basil Chevrolet Inc.
401(k) Plan
Notes to Financial Statements

1. Description of the Plan

The following description of the Joe Basil Chevrolet Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. 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 sponsored by Joe Basil Chevrolet, Inc. (the "Plan Sponsor"). Employees must be at least 21 years of age and complete one year of service with a minimum of 1,000 hours in order to become a participant in the Plan and begin making elective deferrals.

The Plan was established effective December 16, 1986 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Effective January 1, 2010, the Plan was amended and restated, in order to adopt a non-standardized prototype plan.

Contributions – Participants may elect to contribute between 1% and 100% of their annual compensation, limited by the amount imposed by law. Additionally, participants age 50 or older may elect to make a catch-up contribution limited to the amount imposed by law. The Plan Sponsor makes a matching contribution equal to 50% of the first 2% and 25% of the next 4% of compensation contributed to the Plan by each participant. The Plan also allows the Plan Sponsor to make additional discretionary contributions to the Plan. There were no additional discretionary contributions made by the Plan Sponsor for the years ended December 31, 2012 and 2011. In order to receive Plan Sponsor discretionary contributions, participants must be actively employed by the Plan Sponsor on the last day of the Plan year.

Participant Accounts – Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, employer contributions, and the participant's share of Plan earnings. Participant accounts are decreased by participant distributions and the participant's share of Plan expenses and losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – Participants are immediately vested in their salary deferral and rollover contributions and actual earnings thereon. Participants vest in Plan Sponsor matching contributions and Plan Sponsor discretionary contributions at the rate of 20% per year of service and become fully vested after five years. Forfeitures from non-vested Plan Sponsor discretionary contributions are used to reduce administrative expenses or any type of future Plan Sponsor contributions. Forfeitures totaled $2,681 and $3,310 for the years ended December 31, 2012 and 2011.

1. Description of the Plan (continued)

Payment of Benefits – Upon termination of service due to retirement, death, disability, or as required by law, a participant may elect to receive a lump-sum distribution in an amount equal to the vested value of their account. The Plan permits in-service distributions for participants age 59½ and older and financial hardships, as defined in the Plan documents.

Notes Receivable from Participants – In accordance with Plan provisions, participants are permitted to borrow a minimum of $1,000 up to a maximum amount equal to the lesser of 50% of their account balance, reduced by any outstanding loan balance, or $50,000 reduced by the highest outstanding loan balance during the one-year period ending on the day before the loan is made. Participants may only have one loan outstanding at any time. Loans are repayable over a period of up to five years, or longer if used for the purchase of a primary residence. Notes receivable from participants in the accompanying statements of net assets available for benefits are measured at their unpaid principal balances plus accrued but unpaid interest, if any.

Income Taxes – The Plan Sponsor obtained a letter dated March 31, 2008 in which the Internal Revenue Service ("IRS") stated that the prototype plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code"). The Plan has been amended subsequent to the IRS determination letter. However, the Plan Administrator believes that the Plan is operating in compliance with the requirements of the Code. Accordingly, no provision for income taxes has been included in the accompanying 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. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Management is not aware of any uncertain tax positions that would cause the Plan to lose its tax status or to otherwise be subject to other taxes or penalties

Plan Termination – Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan agreement to discontinue its contributions at any time and to terminate its participation in the Plan, subject to the provisions of ERISA. In the event of partial or complete Plan termination, participants will become fully vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements are prepared under the accrual method of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The accompanying statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value.

Valuation of Investments – The Plan's investments in both pooled separate accounts and the guaranteed interest account are stated at fair value, as determined by Massachusetts Mutual Life Insurance Company ("Mass Mutual"). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of the pooled separate accounts is based upon quoted market prices of the underlying investments. The fair value of the guaranteed interest account represents contract value adjusted to reflect current market interest rates only to the extent such market rates exceed contract crediting rates.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains (losses) and the unrealized appreciation (depreciation) in the fair value of those investments.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Life insurance contracts are reported at cash surrender value, which approximate fair value.

Plan Expenses – Certain accounting and administrative expenses of the Plan are paid by the Plan Sponsor. Expenses relating to investment activity are paid by the Plan.

Benefit Payments – Benefits are recorded when paid.

Party-in-Interest Transactions – Plan investments in the guaranteed interest account and life insurance contracts are managed by Mass Mutual. Mass Mutual is the custodian as defined by the Plan and, as such, transactions with the custodian qualify as party-in-interest transactions. Fees paid to the custodian for services amounted to $5,025 and $3,345 for the years ended December 31, 2012 and 2011.

2. Summary of Significant Accounting Policies (continued)

Risks and Uncertainties – Investments are exposed to various risks, such as interest rate and market risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amount reported in the accompanying financial statements.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Subsequent Events – The Plan administrator has evaluated subsequent events, for recognition and disclosure, through September 23, 2013, the date the accompanying financial statements were available to be issued.

3. Information Certified by the Custodian (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Mass Mutual has certified that the following data included in the accompanying financial statements and supplementary information is complete and accurate. Individual investment securities that have met or exceeded 5% of the Plan's net assets available for benefits at December 31, 2012 or 2011 have been separately identified.

	2012	2011
Guaranteed Interest Account	$ 1,785,206	$ 364,518
MFS Total Return Separate Account	580,023	605,534
Oppenheimer Global Strategic Income Separate Account	409,908	448,644
Oppenheimer Premier International Equity Separate Account	260,109	357,859
Oppenheimer Premier Capital Appreciation Separate Account	291,516	321,224
Oppenheimer Premier Global Separate Account	197,550	303,753
T. Rowe Select Blue Chip Growth Separate Account	298,788	276,080
Columbia/Huber Select Large Cap Value Separate Account	144,201	272,141
Other	1,784,423	1,878,339
	5,751,724	4,828,092
Notes receivable from participants	119,368	112,831
	$ 5,871,092	$ 4,940,923

3. Information Certified by the Custodian (Unaudited) (continued

Additionally, Mass Mutual has certified interest and dividend income of $26,354 and $17,413 and net appreciation (depreciation) in fair value of investments of $608,270 and ($122,850) for the years ended December 31, 2012 and 2011, respectively.

4. Investment Contract with Insurance Company

The Plan has a fully benefit-responsive group annuity insurance contract with Mass Mutual. Mass Mutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is presented on the face of the statements of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. 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.

Certain events limit the Plan's ability to transact at contract value. Such events include the following: (a) temporary absence, (b) change in position or other occurrence qualifying as a temporary break in service under the Plan, (c) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer, (d) cessation of an employment relationship resulting from a reorganization, merger, layoff or the sale or discontinuance of all or any part of the Plan Sponsor's business, (e) removal from the Plan of one or more groups or classifications of participants, (f) partial or complete Plan termination, or (g) Plan disqualification.

The average yield earned by the Plan and yield credited to participants for these investments was 1.85% and 2.9% for the years ended December 31, 2012 and 2011, respectively. The credit ratings given by Moody's Investor Services to the issuer of these investments, Mass Mutual, was Aa2 for insurance financial strength and A1 for surplus notes.

5. Fair Value Measurements

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value of the Plan's assets. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 Inputs – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date. There were no assets held by the Plan as of December 31, 2012 and 2011 that utilized Level 1 inputs as its primary measure of fair value.

- Level 2 Inputs – Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active. This level also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term through corroboration with observable, independent market data. This includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to the security.

- Level 3 Inputs – Pricing inputs are unobservable for the asset or liability. That is, inputs that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

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

5. Fair Value Measurements (continued)

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	2012	2011
Level 2:		
Pooled separate accounts	$ 3,966,518	$ 4,463,574
Life insurance contracts	220,718	205,121
Level 3:		
Guaranteed interest account	1,963,798	374,699
	$ 6,151,034	$ 5,043,394

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2012 and 2011:

	Guaranteed Interest Account
Balance, December 31, 2010	$ 403,681
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	22,265
Purchases	88,588
Settlements	(139,835)
Balance, December 31, 2011	374,699
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	191,090
Purchases	1,495,667
Settlements	(97,658)
Balance, December 31, 2012	$ 1,963,798

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the increase in net assets reported in the accompanying financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net increase reported in the accompanying financial statements	$ 974,802	$ 364,670
Transfer of assets to the Plan	0	(205,826)
Transfer of assets from the Plan	0	29,800
Net income reported in the Form 5500	$ 974,802	$ 188,644

Supplementary Information

Joe Basil Chevrolet Inc. 401(k) Plan

Form 5500 - Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: #16-1068991

Plan: #333

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	*Massachusetts Mutual Life Insurance Company*	Guaranteed Interest Account	$ 1,785,206
*	*Massachusetts Mutual Life Insurance Company*	CSV - Life Insurance Contracts	220,718
	Pooled Separate Accounts Held by Massachusetts Mutual Life Insurance Company		
	T. Rowe Select Blue Chip Growth Separate Account	Pooled Separate Account	298,788
	MFS Growth Separate Account	Pooled Separate Account	136,909
	Oppenheimer Premier Global Separate Account	Pooled Separate Account	197,550
	Oppenheimer Premier Main Street Separate Account	Pooled Separate Account	200,755
	Oppenheimer Premier International Equity Separate Account	Pooled Separate Account	260,109
	Columbia/Huber Select Large Cap Value Separate Account	Pooled Separate Account	144,201
	Oppenheimer Global Strategic Income Separate Account	Pooled Separate Account	409,908
	Harris Select Focused Value Separate Account	Pooled Separate Account	275,448
	Wellington Select Fundamental Value Separate Account	Pooled Separate Account	140,421
	T. Rowe Select Mid Cap Growth II Separate Account	Pooled Separate Account	90,323
	Wellington Select Small Cap Growth Equity Separate Account	Pooled Separate Account	18,429
	Oppenheimer Global Allocation Separate Account	Pooled Separate Account	12,899
	Oppenheimer Premier Capital Appreciation Separate Account	Pooled Separate Account	291,516
	Franklin Templeton Growth Separate Account	Pooled Separate Account	115,212
	Boston Co Select Small Company Growth Separate Account	Pooled Separate Account	64,178
	MFS Total Return Separate Account	Pooled Separate Account	580,023
	Oppenheimer Small & Mid Cap Value Separate Account	Pooled Separate Account	84,340
	Oppenheimer International Bond Separate Account	Pooled Separate Account	9,370
	Wells Fargo Dow Jones Target Today II Separate Account	Pooled Separate Account	13,953
	Wells Fargo Dow Jones Target 2015 II Separate Account	Pooled Separate Account	13,384
	Wells Fargo Dow Jones Target 2025 II Separate Account	Pooled Separate Account	75,681
	Wells Fargo Dow Jones Target 2035 II Separate Account	Pooled Separate Account	87,101
	Wells Fargo Dow Jones Target 2045 II Separate Account	Pooled Separate Account	65,056
	Fidelity Leveraged Company Stock Separate Account	Pooled Separate Account	68,484
	Select PIMCO Total Return Separate Account	Pooled Separate Account	222,672
	Thornburg Value Separate Account	Pooled Separate Account	17,732
	Perkins Mid Cap Value Separate Account	Pooled Separate Account	13,990
	Invesco Small Companies Separate Account	Pooled Separate Account	42,644
	Invesco Van Kampen Small Cap Value Separate Account	Pooled Separate Account	15,442
			5,972,442
*	*Participant Loans*	5.25% - 10.25%	119,368
			$ 6,091,810

* Party-in-interest

See report of independent auditors.

Joe Basil Chevrolet Inc. 401(k) Plan

Form 5500 - Schedule H, Line 4a

Schedule of Delinquent Participant Contributions

For the year ended December 31, 2012

EIN #16-1068991

Plan #333

Participant Contributions Transferred Late to Plan	Total that Constitues Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 124	$ 0	$ 0	$ 124	$ 0

See report of independent auditors.