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
GILL LIVERMORE AUTO GROUP 401(K) SAVINGS GROUP

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2006

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

GILL LIVERMORE AUTO GROUP

2266 KITTY HAWK ROAD
LIVERMORE, CA 94551

2b Employer Identification Number (EIN) 20-3028002

2c Sponsor's telephone number 925-294-7700

2d Business code (see instructions) 441229

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.	10/14/2013	JAY GILL
	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)
MARK FOWLER

ATTEBERRY/SEARLE INCORPORATED

1010 HURLEY WAY STE 205
SACRAMENTO, CA 95825

Preparer's telephone number (optional) 916-564-1484

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

GILL LIVERMORE AUTO GROUP

2266 KITTY HAWK ROAD
LIVERMORE, CA 94551

3b Administrator's EIN
20-3028002

3c Administrator's telephone number
925-294-7700

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	165
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**	143
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	19
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	162
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	162
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	49
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	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)			**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
GILL LIVERMORE AUTO GROUP 401(K) SAVINGS GROUP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GILL LIVERMORE AUTO GROUP

D Employer Identification Number (EIN)
20-3028002

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

LINCOLN NATIONAL 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
35-0472300	65676	GP35891	49	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
2546	26

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

CAMBRIDGE INVESTMENT RESEARCH
1776 PLEASANT PLAIN ROAD
FAIRFIELD, IA 52556-8757

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
2546	26	NON-MONETARY COMPENSATION TO SALES REP	4

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	62886
5	Current value of plan's interest under this contract in separate accounts at year end	5	531013

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 VARIABLE ANNUITY WITH GUARANTEED FUND

b	Balance at the end of the previous year			7b	26538
c	Additions: (1) Contributions deposited during the year	7c(1)	9656		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	1132		
	(4) Transferred from separate account	7c(4)	26095		
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	36883
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	63421
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	535		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	535
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	62886

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)**	0
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)**	0
(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)**	0
(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 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
GILL LIVERMORE AUTO GROUP 401(K) SAVINGS GROUP

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GILL LIVERMORE AUTO GROUP

D Employer Identification Number (EIN)
20-3028002

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: SEPARATE ACCOUNT 12

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

c EIN-PN 35-0472300-112 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5151

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 14

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

c EIN-PN 35-0472300-114 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47910

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 19

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

c EIN-PN 35-0472300-119 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4104

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 20

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

c EIN-PN 35-0472300-120 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4403

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 21

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

c EIN-PN 35-0472300-121 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5965

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 22

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

c EIN-PN 35-0472300-122 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 87

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 23

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

c EIN-PN 35-0472300-123 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7006

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 24		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-124	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20720
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 27		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-127	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4101
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 28		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-128	**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: SEPARATE ACCOUNT 29		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-129	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 333
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 30		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-130	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9273
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 31		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-131	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1063
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 32		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-132	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12512
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 34		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-134	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3280
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 35		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-135	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48631
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 39		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-139	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 181

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 46		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-146	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 48		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-148	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3281
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 49		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-149	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3579
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 54		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-154	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17551
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 55		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-155	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13881
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 56		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-156	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18204
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 57		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-157	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33134
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 58		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-158	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 492
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 59		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-159	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1881
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 62		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-162	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10800

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 63		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-163	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7640
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 64		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-164	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7810
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 67		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-167	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5070
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 70		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-170	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6916
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 76		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-176	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2281
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 77		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-177	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8009
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 80		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-180	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14292
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 81		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-181	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14271
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 84		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-184	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7113
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 86		
b Name of sponsor of entity listed in (a): LNL		
c EIN-PN 35-0472300-186	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 802

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 87

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

c EIN-PN 35-0472300-187	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7966

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 93

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

c EIN-PN 35-0472300-193	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32349

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 94

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

c EIN-PN 35-0472300-194	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8815

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 95

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

c EIN-PN 35-0472300-195	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 71590

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 96

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

c EIN-PN 35-0472300-196	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12156

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 97

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

c EIN-PN 35-0472300-197	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38165

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT L5

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

c EIN-PN 35-0472300-708	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2209

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT L7

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

c EIN-PN 35-0472300-710	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6021

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
GILL LIVERMORE AUTO GROUP 401(K) SAVINGS GROUP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GILL LIVERMORE AUTO GROUP

D Employer Identification Number (EIN)
20-3028002

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)	293	244
(2) Participant contributions	1b(2)	1078	147
(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)	30712	23989
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	427264	531013
(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)	26538	62886
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	485885	618279
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	485885	618279

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)	14141	
	(B) Participants	2a(1)(B)	76909	
	(C) Others (including rollovers)	2a(1)(C)	100	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		91150
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	1564	
	(F) Other	2b(1)(F)	1132	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2696
	(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)		51100
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		144946
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5492	
(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)		5492
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)	2070	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	4990	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7060
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12552
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		132394
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: BOWERS, NARASKY & DALEY LLP **(2)** EIN: 68-0199099

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		250000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

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

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
GILL LIVERMORE AUTO GROUP 401(K) SAVINGS GROUP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GILL LIVERMORE AUTO GROUP

D Employer Identification Number (EIN)
20-3028002

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): 35-0472300

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):

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT

GILL AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

December 31, 2012

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BOWERS, NARASKY & DALEY, LLP
Certified Public Accountants

Independent Auditors' Report

To the Administrative Committee of
Gill Automotive Group 401(k) Savings Plan
Sponsored by Livermore Auto Group, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Gill Automotive Group 401(k) Savings 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 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 our audits 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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by Lincoln Financial Group, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012, and 2011, that the information provided to the plan administrator by the trustee 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.

1024 Country Club Drive, Moraga, California 94556 • Tel: 925-376-2195 • Fax: 925-376-2096

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule H, Line 4i, Schedule of Assets (held at the end of year) as of and for the year ended December 31, 2012, which is the responsibility of the plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Moraga, California
October 10, 2013

Bowers, Narushy & Daley, LLP

GILL AUTOMOTIVE GROUP 401(K) SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

ASSETS

	2012	2011
Investments (at fair value):		
Pooled separate accounts	$ 531,013	$ 427,264
Guaranteed interest accounts	62,886	26,538
	593,899	453,802
Receivables:		
Employer's contribution	245	293
Participants' contributions	147	1,078
Notes receivable from participants	23,989	30,712
	24,381	32,083
TOTAL ASSETS	618,280	485,885

LIABILITIES

TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 618,280	$ 485,885

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

GILL AUTOMOTIVE GROUP 401(K) SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2012 and 2011

	2012	2011
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in the fair value of investments	$ 51,100	$ (7,385)
Interest	1,132	601
	52,232	(6,784)
Interest income on notes receivable from participants	1,564	1,840
Contributions:		
Participants	77,009	64,823
Employer	14,141	11,619
Total Additions	144,946	71,498
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	5,492	6,578
Benefits paid to participants - corrective distributions	-	16,024
Administrative expenses	7,059	4,189
Total Deductions	12,551	26,791
NET INCREASE	132,395	44,707
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	485,885	441,178
END OF YEAR	$ 618,280	$ 485,885

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

NOTE A - DESCRIPTION OF PLAN

The following description of the Gill Automotive Group 401(k) Savings Plan (the "Plan") sponsored by Livermore Auto Group, Inc. (the "Sponsor") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company who are age eighteen or older and who have completed three months of service. The Plan does not cover union employees or employees who are non-resident aliens. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute pretax annual compensation, as defined in the Plan, not to exceed $17,000 ($22,500 for participants over the age of 50) as adjusted for inflation. Participants who have attained age fifty before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a common collective trust fund as investment options for participants. Employees who are age eighteen or older and who have completed twelve months of service are eligible for matching contributions. The Company may make discretionary contributions. In 2012, the Company contributed 25% of the first 6% of base compensation that a participant contributed to the Plan. The matching Company contribution is invested in the same manner as employee elective deferrals.

Participant Accounts

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

Vesting

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

NOTE A - DESCRIPTION OF PLAN (Continued)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant loan fund. Loan terms generally range up to five years. The loans are secured by the participant's vested balance and bear interest at rates 2% above the USA Today prime rate which are commensurate with local prevailing rates. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant will receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Upon death on or after the required beginning distribution date (age 70 ½), payment must be made over a period which does not exceed the greater of the beneficiary's life expectancy or the participants remaining life expectancy (determined in accordance with applicable life expectancy tables and without regard to participant's actual death).

Forfeited Accounts

At December 31, 2012, forfeited nonvested accounts totaled $958. These accounts will be used to reduce future employer contributions.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management Review

Subsequent events were evaluated through October 10, 2013, which is the date the financial statements were available to be issued.

Estimates

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

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis 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 statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits is prepared on a contract value basis.

Notes Receivable from Participants

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

Investment Valuation and Income Recognition

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

The Plan's investments consist of pooled separate accounts and guaranteed interest accounts. The pooled separate accounts are valued by Lincoln Financial Group at quoted market prices, which represent the net asset value of shares of the underlying externally managed mutual funds held by the Plan at year-end. The pooled separate account values are affected by changes in net asset values of the underlying mutual fund investments, dividends, capital gain or loss distributions and expense charges.

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

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

NOTE C – FAIR VALUE MEASUREMENTS

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were available to the Plan.

At December 31, 2012, the fair value of all investments (pooled separate accounts and guaranteed accounts) are based on quoted net asset values of the shares held by the Plan at year-end.

NOTE D – INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets:

	December 31,	
	2012	2011
Lincoln Financial Group Pooled Separate Accounts:		
Fed Gov Ultrashort Dur SA14	$ 47,910	$ -
Short Term SA14	-	63,012
Fidelity VIP Contra Fund SA35	48,631	36,546
LVIP Dimensional US Equity SA57	33,134	-
Fidelity VIP Equity Income SA57	-	25,664
Del VIP Diversified Income SA93	32,349	26,312
LVIP Del Fndtn ConservAll SA95	71,590	57,753
LVIP Del Fndtn AggressAll SA97	38,165	-
Guaranteed Account	62,886	26,538

NOTE D – INVESTMENTS (Continued)

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Lincoln Financial Group Pooled Separate Accounts	$ 51,100

NOTE E – INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified as complete and accurate by the trustee.

	December 31,	
	2012	2011
Investments, at fair value:		
Pooled separate accounts	$ 531,013	$ 427,264
Guaranteed interest accounts	62,886	26,538
	$ 593,899	$ 453,802

NOTE F - PLAN TERMINATION

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

NOTE G - TAX STATUS

The Internal Revenue Service has determined and informed the sponsor that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

NOTE H – RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULE

Gill Automotive Group 401(k) Savings Plan
EIN # 20-3028002
Plan Number: 005
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	LVIP SSgA Internat'l Indx SAL5	Pooled Separate Account, yield varies	**	$ 2,209
	LVIP Delaware Special Opp SAL7	Pooled Separate Account, yield varies	**	6,021
	LVIP Delaware Bond SA12	Pooled Separate Account, yield varies	**	5,151
	Fed Gov Ultrashort Dur SA14	Pooled Separate Account, yield varies	**	47,910
	LVIP Vanguard Domestic Eq SA19	Pooled Separate Account, yield varies	**	4,104
	Franklin High Income SA20	Pooled Separate Account, yield varies	**	4,403
	VG Life Strategy Mod Grw SA21	Pooled Separate Account, yield varies	**	5,965
	LVIP Mon Int'l Value SA22	Pooled Separate Account, yield varies	**	87
	SSgA Rusl All Cap Idx SA23	Pooled Separate Account, yield varies	**	7,006
	SSgA Rusl Sml Md Cp Idx SA24	Pooled Separate Account, yield varies	**	20,720
	LVIP SSgA S&P 500 Index SA27	Pooled Separate Account, yield varies	**	4,101
	LVIP T.Rowe Growth Stock SA29	Pooled Separate Account, yield varies	**	333
	VG LifeStrategy Cons Grw SA30	Pooled Separate Account, yield varies	**	9,273
	AB Global Thematic SA31	Pooled Separate Account, yield varies	**	1,063
	VG LifeStrategy Growth SA32	Pooled Separate Account, yield varies	**	12,512
	Guaranteed Account	Guaranteed Interest Account, yield varies	**	62,886
	AmerFunds New Perspective SA34	Pooled Separate Account, yield varies	**	3,280
	Fidelity VIP ContraFund SA35	Pooled Separate Account, yield varies	**	48,631
	AB Small Mid Cap Value SA39	Pooled Separate Account, yield varies	**	181
	AmerFunds SMALLCAP World SA46	Pooled Separate Account, yield varies	**	15
	AmerFunds Growth America SA48	Pooled Separate Account, yield varies	**	3,281
	AmerFunds Invest Co Amer SA49	Pooled Separate Account, yield varies	**	3,579
	AmerFunds EuroPac Growth SA54	Pooled Separate Account, yield varies	**	17,551
	Cohen & Steers Gbl REIT SA55	Pooled Separate Account, yield varies	**	13,881
	Delaware VIP SmCap Value SA56	Pooled Separate Account, yield varies	**	18,204
	LVIP Dimensional US Equity SA57	Pooled Separate Account, yield varies	**	33,134
	Franklin Growth SA58	Pooled Separate Account, yield varies	**	492
	LVIP Vanguard Intl Equity SA59	Pooled Separate Account, yield varies	**	1,881
	LVIP Templeton Growth SA62	Pooled Separate Account, yield varies	**	10,800
	WF Advantage Discovery SA63	Pooled Separate Account, yield varies	**	7,640
	Janus Aspen Janus SA64	Pooled Separate Account, yield varies	**	7,810
	Janus Aspen Janus SA70	Pooled Separate Account, yield varies	**	6,916
	MFS VIT Utilities Series SA67	Pooled Separate Account, yield varies	**	5,070
	Invesco VK Small Cp Grwth SA76	Pooled Separate Account, yield varies	**	2,281
	BlackRock Enrgy&Resources SA77	Pooled Separate Account, yield varies	**	8,009
	BlackRock Large Cap Value SA80	Pooled Separate Account, yield varies	**	14,292
	BlackRock Capital App SA81	Pooled Separate Account, yield varies	**	14,271
	Fidelity VIP Mid Cap SA84	Pooled Separate Account, yield varies	**	7,113
	Temp Glbal Bnd Securities SA 86	Pooled Separate Account, yield varies	**	802
	Del Ltd-Term Div Income SA87	Pooled Separate Account, yield varies	**	7,966
	Del VIP DiversifiedIncome SA93	Pooled Separate Account, yield varies	**	32,349
	Oppenheimer Dvlping Mrkts SA94	Pooled Separate Account, yield varies	**	8,815
	LVIP Del Fndtn ConservAll SA95	Pooled Separate Account, yield varies	**	71,590
	LVIP Del Fndtn ModeratAll SA96	Pooled Separate Account, yield varies	**	12,156
	LVIP Del Fndtn AggressAll SA97	Pooled Separate Account, yield varies	**	38,165
				$ 593,899

Note:

Column (a) is blank as there were no parties-in-interest.

** Cost information not required for individual account plans that participants or beneficiaries directed with respect to assets allocated to their accounts.

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	2012 This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ___

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

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

D Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GILL LIVERMORE AUTO GROUP 401(K) SAVINGS GROUP

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2006

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

2266 KITTY HAWK ROAD

LIVERMORE CA 94551

2b Employer Identification Number (EIN) 20-3028002

2c Sponsor's telephone number 925-294-7700

2d Business code (see instructions) 441229

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

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

SIGN HERE	Signature of plan administrator	10/11/2013 Date	JAY GILL 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)
Mark Fowler
Atteberry/Searle Incorporated
1010 Hurley Way Ste 205

Sacramento CA 95825

Preparer's telephone number (optional) 916-564-1484

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address GILL LIVERMORE AUTO GROUP 2266 KITTY HAWK ROAD LIVERMORE CA 94551	**3b** Administrator's EIN 20-3028002	
	3c Administrator's telephone number 925-294-7700	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN	
	4c PN	
5 Total number of participants at the beginning of the plan year	**5**	165
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**	143
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	19
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	162
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	162
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	49
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) ☒	Insurance	(1) ☒	Insurance
(2) ☐	Code section 412(e)(3) insurance contracts	(2) ☐	Code section 412(e)(3) insurance contracts
(3) ☒	Trust	(3) ☒	Trust
(4) ☐	General assets of the sponsor	(4) ☐	General assets of the sponsor

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

a Pension Schedules		**b General Schedules**		
(1) ☒	R (Retirement Plan Information)	(1) ☒	H (Financial Information)	
(2) ☐	MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐	I (Financial Information – Small Plan)	
		(3) ☒	A (Insurance Information)	1
		(4) ☐	C (Service Provider Information)	
(3) ☐	SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) ☒	D (DFE/Participating Plan Information)	
		(6) ☐	G (Financial Transaction Schedules)	

GILL AUTOMOTIVE GROUP 401K SAV

Schedule of Assets Held for Investment Purposes Schedule H Item 4i

EIN 20 3028002 IRS Plan # 001

As of Plan Year End 12/31/2012

Contract # 35891

(A)	(B) Identity of Issue	(C) Description of Investment	(D) Historical Cost [1]	(E) Current Value
*	LINCOLN NAT'L LIFE - DIRECTOR	DWS Small Cap Index VIP SA36	.00	.00
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Vanguard Domestic Eq SA19	3,752.48	4,103.86
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP T.Rowe Growth Stock SA29	326.68	333.35
*	LINCOLN NAT'L LIFE - DIRECTOR	AB Global Thematic SA31	1,042.47	1,063.09
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Delaware Bond SA12	3,752.50	5,150.64
*	LINCOLN NAT'L LIFE - DIRECTOR	Fed Gov Ultrashort Dur SA14	47,841.70	47,909.83
*	LINCOLN NAT'L LIFE - DIRECTOR	Franklin High Income SA20	3,589.03	4,403.37
*	LINCOLN NAT'L LIFE - DIRECTOR	VG LifeStrategy Mod Grw SA21	4,587.66	5,964.60
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Mon Int'l Value SA22	76.89	86.60
*	LINCOLN NAT'L LIFE - DIRECTOR	SSgA Rusl All Cap Idx SA23	4,957.76	7,006.32
*	LINCOLN NAT'L LIFE - DIRECTOR	SSgA Rusl Sml Md Cp Idx SA24	13,364.71	20,719.71
*	LINCOLN NAT'L LIFE - DIRECTOR	Invesco VanKmp Grw & Inc SA28	.00	.00
*	LINCOLN NAT'L LIFE - DIRECTOR	VG LifeStrategy Cons Grw SA30	8,198.13	9,273.17
*	LINCOLN NAT'L LIFE - DIRECTOR	VG LifeStrategy Growth SA32	10,910.40	12,512.14
*	LINCOLN NAT'L LIFE - DIRECTOR	Guaranteed Account	62,885.57	62,885.57
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds New Perspective SA34	2,859.09	3,280.15
*	LINCOLN NAT'L LIFE - DIRECTOR	Fidelity VIP ContraFund SA35	40,162.26	48,630.81
*	LINCOLN NAT'L LIFE - DIRECTOR	AB Small Mid Cap Value SA39	174.22	180.57
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds SMALLCAP World SA46	12.92	14.80
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds Growth America SA48	2,976.22	3,281.00
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds Invest Co Amer SA49	3,207.60	3,579.39
*	LINCOLN NAT'L LIFE - DIRECTOR	AmerFunds EuroPac Growth SA54	15,043.23	17,550.58
*	LINCOLN NAT'L LIFE - DIRECTOR	Delaware VIP SmCap Value SA56	13,588.18	18,204.30
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Dimensionl US Equity SA57	25,962.89	33,134.40
*	LINCOLN NAT'L LIFE - DIRECTOR	Franklin Growth SA58	440.83	491.87
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Vanguard Intl Equity SA59	1,683.28	1,881.17
*	LINCOLN NAT'L LIFE - DIRECTOR	WF Advantage Discovery SA63	5,619.39	7,639.66
*	LINCOLN NAT'L LIFE - DIRECTOR	Janus Aspen Enterprise SA64	5,548.67	7,809.62
*	LINCOLN NAT'L LIFE - DIRECTOR	Janus Aspen Janus SA70	6,007.08	6,915.90

*	LINCOLN NAT'L LIFE - DIRECTOR	MFS VIT Utilities Series SA67	3,752.41	5,070.43
*	LINCOLN NAT'L LIFE - DIRECTOR	Invesco VK Small Cp Grwth SA76	2,115.07	2,280.57
*	LINCOLN NAT'L LIFE - DIRECTOR	BlackRock Enrgy&Resources SA77	7,944.99	8,009.14
*	LINCOLN NAT'L LIFE - DIRECTOR	BlackRock Large Cap Value SA80	12,756.45	14,291.73
*	LINCOLN NAT'L LIFE - DIRECTOR	BlackRock Capital App SA81	13,048.57	14,271.28
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP SSgA S&P 500 Index SA27	3,586.40	4,100.53
*	LINCOLN NAT'L LIFE - DIRECTOR	Cohen & Steers Gbl REIT SA55	11,073.34	13,881.41
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Templeton Growth SA62	8,671.48	10,800.32
*	LINCOLN NAT'L LIFE - DIRECTOR	Fidelity VIP Mid Cap SA84	6,504.67	7,113.43
*	LINCOLN NAT'L LIFE - DIRECTOR	Temp Glbal Bnd Securities SA86	735.89	802.33
*	LINCOLN NAT'L LIFE - DIRECTOR	Del Ltd-Term Div Income SA87	6,615.56	7,965.91
*	LINCOLN NAT'L LIFE - DIRECTOR	Del VIP DiversifiedIncome SA93	28,600.22	32,349.24
*	LINCOLN NAT'L LIFE - DIRECTOR	Oppenheimer Dvlping Mrkts SA94	7,861.12	8,815.07
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Del Fndtn ConservAll SA95	60,594.15	71,589.88
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Del Fndtn ModeratAll SA96	10,312.75	12,156.30
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Del Fndtn AggressAll SA97	33,698.71	38,165.38
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP SSgA Internat'l Indx SAL5	2,012.96	2,208.51
*	LINCOLN NAT'L LIFE - DIRECTOR	LVIP Delaware Special Opp SAL7	5,425.79	6,020.85
	Total		$513,882.37	$593,898.78

[1] The reported cost is based on account balances at the inception of the investment contract (and subsequent additions/subtractions) and may not accurately reflect the true cost of the investment that is reportable on Form 5500.