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
HANSEL DEALERSHIPS' GROUP SALARY SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1984

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

HANSEL ENTERPRISES, INC.

1125 AUTO CENTER DRIVE
PETALUMA, CA 94952-0000

2b Employer Identification Number (EIN) 94-2876864

2c Sponsor's telephone number 707-769-2369

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.	10/14/2013	ROBIN HELMS, CFO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	ROBIN HELMS, CFO
	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**	433
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**	462
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	29
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	491
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	492
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	241
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
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 2R 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
HANSEL DEALERSHIPS' GROUP SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-2876864

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).. . . . . ☐ 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

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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)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 59 60 62 63 71 72	RECORDKEEPER	10267	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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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 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
HANSEL DEALERSHIPS' GROUP SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-2876864

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	50	175
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1006076	964661
(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)	418580	542136
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	14989078	16990658
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	1494221	1045898

		(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	17908005	19543528
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	17908005	19543528

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)	192569	
(B) Participants	2a(1)(B)	816529	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1009098
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	33	
(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)	22249	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		22282
(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)	417947	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		417947
(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)		
(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)		1821635
c Other income	2c		113511
d Total income. Add all **income** amounts in column (b) and enter total	2d		3384473
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1726318	
(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)		1726318
f Corrective distributions (see instructions)	2f		768
g Certain deemed distributions of participant loans (see instructions)	2g		12522
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9342	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		9342
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1748950
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1635523
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: BURR PILGER MAYER, INC. **(2)** EIN: 26-3839190

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
HANSEL DEALERSHIPS' GROUP SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-2876864

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): 94-1687665

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):

HANSEL DEALERSHIPS' GROUP
SALARY SAVINGS PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

December 31, 2012

HANSEL DEALERSHIPS' GROUP
SALARY SAVINGS PLAN

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BPM
BURR PILGER MAYER

600 California Street, Suite 1300, San Francisco, CA 94108
Phone 415.421.5757 Fax 415.288.6288 Email bpm@bpmcpa.com Web bpmcpa.com

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Hansel Dealerships' Group Salary Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Hansel Dealerships' Group Salary Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 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 5, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011, and for the year ended December 31, 2012, 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.

Other Matter

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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.

Burr Pilger Mayer, Inc.

San Francisco, California
September 20, 2013

HANSEL DEALERSHIPS' GROUP
SALARY SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Cash and cash equivalents	$ 964,836	$ 1,006,126
Mutual funds	18,036,556	16,483,299
Total investments	19,001,392	17,489,425
Receivables:		
Notes receivable from participants	542,136	418,580
Employer contribution receivable	279,789	202,569
Participants' salary deferral contributions receivable	15,949	13,668
Total receivables	837,874	634,817
Total assets	19,839,266	18,124,242
LIABILITIES		
Excess contributions payable	39,916	768
Net assets available for benefits	$ 19,799,350	$ 18,123,474

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

HANSEL DEALERSHIPS' GROUP
SALARY SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
for the year ended December 31, 2012

Additions to net assets attributed to:	
Net appreciation in fair value of investments, net	$ 1,821,635
Interest and dividend income	531,491
Total investment income	2,353,126
Interest on notes receivable from participants	22,249
Contributions:	
Participants' salary deferral contributions	778,894
Employer contributions	269,789
Total contributions	1,048,683
Total additions to net assets	3,424,058
Deductions from net assets attributed to:	
Benefits paid to participants	1,738,840
Administrative expenses	9,342
Total deductions from net assets	1,748,182
Net increase in net assets	1,675,876
Net assets available for benefits:	
Beginning of year	18,123,474
End of year	$ 19,799,350

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

1. Description of Plan

The following description of the Hansel Dealerships' Group Salary Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was adopted by Hansel Dealerships' Group (the Group) on October 1, 1984, and was most recently restated effective June 11, 2008. The Plan is defined as a contribution retirement plan of the profit-sharing type containing a cash or deferred arrangement described in Internal Revenue Code Section 401(k). All employees of the Group, excluding employees covered under collective bargaining agreements, unless the agreements provide for coverage under the Plan, non-resident aliens, employees of an affiliate that is not a participating employer, and re-classified employees, are eligible to participate in the Plan upon completing one year of service (1,000 hours in a 12-month period) and attaining the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and certain provisions of the Internal Revenue Code.

Plan Administration

The Group is the administrator of the Plan. As administrator, the Group has exclusive authority and responsibility for all matters in connection with the operation and administration of the Plan. Bank of America, N.A. was the appointed trustee for the Plan in 2012 and 2011, and acted at the direction of the Plan's administrator. The Group paid the majority of all necessary and proper expenses incurred in the administration of the Plan. Such expenses primarily comprise legal fees, auditing fees, and expenses relating to the maintenance of the Plan's records.

Contributions

Employees who elect to participate in the Plan may contribute a portion of their salary up to 80% of their compensation for that period, or up to the limits imposed by Section 402(g) of the Internal Revenue Code. Participants who have attained age 50 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. The Group may make discretionary matching contributions based on employee elective deferrals at a rate declared annually by the Board of Directors. Participants must be employed on the last day of the Plan year and have been credited with at least 1,000 hours of service. For the year ended December 31, 2012 the Board of Directors elected to have a discretionary matching contribution equal to 50% of the participant's deferral to a maximum of 3% of participant eligible compensation. Participants direct the investment of their contributions into various investment options offered by the Plan.

Continued

1. **Description of Plan**, continued

Participant Accounts

Each Participant's account is credited with the Participant's contributions, the discretionary matching contributions, Plan earnings or losses, and rollovers from other qualified plans. Plan earnings or losses are allocated based upon each Participant's account balance. Certain fees are charged to the fund investments and are offset against Plan investment income and loss as presented on the statement of changes in net assets available for benefits. Participants should refer to the prospectuses of these funds for details on the various types and amounts of investment fees charged to the Plan and their individual accounts.

Vesting

Participant contributions, rollovers, and net earnings on these contributions, are fully vested when made or earned.

Discretionary matching contributions, if any, as well as all earnings on these contributions vest according to the following schedule:

Years of Service	Vesting Percentage
Less Than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Notes Receivable from Participants

Participants are allowed to take notes receivable at any time and may borrow from their fund accounts up to 50% of the value of their account balance, or $50,000, whichever is less. Note receivable terms range from one to five years, except for notes receivable used to purchase a primary residence, which may exceed five years. The notes receivable are secured by no more than fifty percent of the balance in the Participant's account and bear a reasonable rate of interest. Interest rates on notes receivable from participants at December 31, 2012 ranged from 4.25% to 9.25% per annum. Principal and interest are paid in equal installments through payroll deductions.

Payment of Benefits

When Participants leave the Group, upon retirement or for any other reason, those Participants (or their beneficiaries) may receive the full value of their salary deferrals, rollovers, vested portion of employer contributions and the net earnings thereon in a single lump-sum payment, installment payments, or joint and survivor annuity. The Plan also allows for in-service withdrawals upon a participant attaining the age of 59½, or having a hardship. In-service withdrawals may be taken from vested portion of the participant's account.

Continued

1. **Description of Plan**, continued

Payment of Benefits, continued

In order to receive distributions, Participants (or their beneficiaries) are required to file the appropriate forms with the plan administrator. Account values will be determined as of the day of the distribution is made.

Distributions under the Plan shall generally be made as soon as possible after the date of retirement, date of death, or termination of employment. In the event of a mandatory distribution greater than $1,000 if the participant does not elect to have such distribution paid directly to an eligible retirement plan specified by the Participant in a direct rollover or to receive the distribution directly, then the plan administrator will pay the distribution in a direct rollover to an Individual Retirement Account designated by the plan administrator.

Investment Options

Upon enrollment in the Plan, a participant may direct his or her contributions in percentage increments into a series of mutual funds, a money market fund, or self-directed brokerage account offered by the Plan. Participants may change their investment options at any time.

Forfeitures

Forfeitures that occur during a plan year will be used first to reduce discretionary matching contributions, second to offset expenses related to the administration of the Plan, and third, any remaining forfeitures shall be allocated to participants. At December 31, 2012 and 2011, forfeited non-vested accounts totaled $14,094 and $15,246, respectively. During the year ended December 31, 2012, forfeited funds in the amount of $10,000 were used to decrease discretionary matching contributions and $4,199 was used to offset expenses related to the administration of the Plan.

2. **Summary of Significant Accounting Policies**

Method of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

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 assets and liabilities, and changes therein, disclosure of contingent assets and liabilities and changes in net assets available for benefits. Actual results may differ from those estimates.

Continued

2. **Summary of Significant Accounting Policies**, continued

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 3 for discussion of fair value measurements.

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

Notes Receivable from Participants

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

Recognition of Benefit Payments

Benefits are recorded when paid.

Information Certified by the Trustee

Bank of America, N.A. has prepared and certified as complete and accurate the Plan's schedule of investment assets, notes receivable from participants, transactions, and net realized and unrealized gains and losses on investments, and interest and dividend income, which was used to prepare the accompanying financial statements and supplemental schedule.

Recent Accounting Pronouncements

In October 2012, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) to amend the fair value measurement of investments in defined contribution pension plans to be reduced by brokerage commissions and other selling costs, if significant. This ASU is effective for reporting periods beginning after December 15, 2012, and is not expected to have a material impact on the Plan's financial statements.

3. **Fair Value Measurements**

Accounting Standards for fair value measurements establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under these accounting standards are described below:

Level 1–Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Continued

3. **Fair Value Measurements**, continued

Level 2–Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Cash and Cash equivalents: Valued based on redemption values on the last business day of the Plan year.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Continued

3. **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:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 964,836	$ -	$ -	$ 964,836
Mutual funds:				
Large growth fund	4,302,735	-	-	4,302,735
Large value funds	3,887,697	-	-	3,887,697
Foreign large blend funds	2,541,903	-	-	2,541,903
World bond funds	1,450,882	-	-	1,450,882
Target funds	1,341,340	-	-	1,341,340
Intermediate-term bond funds	791,396	-	-	791,396
World stock funds	948,049	-	-	948,049
Diversified emerging markets funds	577,401	-	-	577,401
World allocation funds	410,486	-	-	410,486
High yield bond funds	188,686	-	-	188,686
Large blend funds	129,083	-	-	129,083
Foreign large growth funds	74,833	-	-	74,833
Small growth funds	83,214	-	-	83,214
Natural resources	58,310	-	-	58,310
Other funds	1,250,541	-	-	1,250,541
Total mutual funds	18,036,556	-	-	18,036,556
Total investments	$ 19,001,392	$ -	$ -	$ 19,001,392

Continued

3. **Fair Value Measurements**, continued

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Cash	$ 1,006,126	$ -	$ -	$ 1,006,126
Mutual funds:				
Large growth fund	3,600,978	-	-	3,600,978
Large value funds	3,410,267	-	-	3,410,267
Foreign large blend funds	2,145,022	-	-	2,145,022
World bond funds	1,366,642	-	-	1,366,642
Target funds	1,180,190	-	-	1,180,190
Intermediate-term bond funds	991,420	-	-	991,420
World stock funds	756,666	-	-	756,666
Diversified emerging markets funds	537,012	-	-	537,012
World allocation funds	389,242	-	-	389,242
High yield bond funds	149,439	-	-	149,439
Large blend funds	94,841	-	-	94,841
Foreign large growth funds	65,457	-	-	65,457
Small growth funds	61,685	-	-	61,685
Other funds	1,734,438	-	-	1,734,438
Total mutual funds	16,483,299	-	-	16,483,299
Total investments	$ 17,489,425	$ -	$ -	$ 17,489,425

Continued

4. Investments

The following presents the fair values of investments and those individual investments representing five percent (5%) or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Investments, at fair value:		
Cash and cash equivalents:		
Retirement Reserves Money Fund	$ - *	$ 1,005,981
Other cash and cash equivalents (individually less than 5%)	964,836	145
Total cash and cash equivalents	964,836	1,006,126
Mutual funds:		
American Funds Washington Mutual Investors Fund	3,887,697	3,410,267
American Funds EuroPacific Growth Fund	2,470,646	2,096,228
American Funds New Economy Fund	2,311,847	1,876,543
Fidelity Advisor New Insights Fund	1,869,214	1,604,585
American Funds Capital World Bond Fund	1,450,882	1,366,642
American Funds Income Fund of America	1,341,340	1,180,190
Other mutual funds (individually less than 5%)	4,704,930	4,948,844
Total mutual funds	18,036,556	16,483,299
Total investments	$ 19,001,392	$ 17,489,425

* Balance below 5% of net assets; therefore, it is included in other category

The Plan's investments, mostly mutual funds, including investments bought, sold, and held during the year, appreciated in value by $1,821,635 for the year ended December 31, 2012.

All individual participant account balances are self-directed as to investment programs.

Continued

5. Information Prepared and Certified by Trustee (unaudited)

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by Bank of America, N.A.:

	December 31,	
	2012	2011
Investments, at fair value	$ 19,001,392	$ 17,489,425
Notes receivable from participants	$ 542,136	$ 418,580
Interest on notes receivable from participants	$ 22,249	N/A
Interest and dividend income	$ 531,491	N/A
Net appreciation in fair value of investments, net	$ 1,821,635	N/A

6. Party-in-Interest Transactions

Certain Plan investments in mutual funds are managed by Bank of America, N.A., the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan, and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

7. Tax Status

The Plan uses a prototype plan document sponsored by Merrill Lynch Pierce Fenner & Smith, Inc. (Merrill Lynch). Merrill Lynch received an opinion letter from the IRS dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRS. Therefore, no provisions for income tax have been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Continued

8. Plan Termination

The Group has established the Plan with the intention and expectation that the Plan will continue indefinitely. However, the Group reserves the right at any time to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants become fully vested in their accounts, and distributions will be made to participants as described in the Plan agreement.

9. Risks and Uncertainties

The Plan provides for various investment options in any combination of mutual funds offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

10. Excess Contributions

Excess contributions for the years ended December 31, 2012 and 2011 in the amounts of $39,916 and $768, respectively, were paid back to certain active participants subsequent to period ends. These amounts were reflected as liabilities on the accompanying statements of net assets available for benefits at December 31, 2012 and 2011. The payments of excess contributions are required to satisfy the relevant nondiscrimination provisions of the Plan.

11. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits at December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per financial statements	$ 19,799,350	$ 18,123,474
Participants' salary deferral contributions receivable	(15,949)	(13,668)
Employer contributions receivable	(279,789)	(202,569)
Excess contributions included as a liability on financial statements, and recorded as contributions on Form 5500	39,916	768
Net assets available for benefits per Form 5500	$ 19,543,528	$ 17,908,005

Continued

11. Reconciliation to the Form 5500, continued

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

Net increase in net assets per financial statements	$ 1,675,876
Prior year participants' salary deferral contributions accrued on financial statements, recorded in Form 5500 in current year	13,668
Current year participants' salary deferral contributions accrued on financial statements, to be recorded in Form 5500 in subsequent year	(15,949)
Prior year employer contributions accrued on financial statements, to be recorded in Form 5500 in current year	202,569
Current year employer contributions accrued on financial statements, to be recorded in Form 5500 in subsequent year	(279,789)
Prior year excess contributions included as a reduction of contributions on prior year financial statements, and recorded as corrective distributions on Form 5500	(768)
Current year excess contributions included as a reduction of contributions on current year financial statements, and recorded as contributions on Form 5500	39,916
Total net gain per Form 5500	$ 1,635,523

12. Subsequent Events

In accordance with accounting standards affecting disclosures of subsequent events, the Plan evaluated subsequent events for recognition and disclosure through September 20, 2013, the date which these financial statements were available to be issued. Management concluded that no material subsequent events have occurred since December 31, 2012 that requires recognition or disclosure in such financial statements.

SUPPLEMENTAL SCHEDULE

HANSEL DEALERSHIPS' GROUP
SALARY SAVINGS PLAN

EIN: 94-2876864

Plan Number 001

Schedule H, Line 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
	Cash	Cash	$ 270
	Retirement Reserves Money Fund	Money Market	$ 964,566
	American Funds Washington Mutual Investors Fund	Mutual Fund	$ 3,887,697
	American Funds EuroPacific Growth Fund	Mutual Fund	$ 2,470,646
	American Funds New Economy Fund	Mutual Fund	$ 2,311,847
	Fidelity Advisor New Insights Fund	Mutual Fund	$ 1,869,214
	American Funds Capital World Bond Fund	Mutual Fund	$ 1,450,882
	American Funds Income Fund of America	Mutual Fund	$ 1,341,340
	American Funds SmallCap World Fund	Mutual Fund	$ 948,049
	Delaware Diversified Income Fund	Mutual Fund	$ 630,578
	Invesco Developing Markets Fund A	Mutual Fund	$ 577,401
	BlackRock Global Allocation Fund A	Mutual Fund	$ 410,486
	Goldman Sachs High Yield Fund A	Mutual Fund	$ 188,686
	PIMCO Total Return Fund Cl A	Mutual Fund	$ 160,818
	Columbia Contrarian Core CL A	Mutual Fund	$ 129,083
	Invesco Mid Cap Core Equity Fund A	Mutual Fund	$ 121,674
	American Cent Gov BD GM CL A	Mutual Fund	$ 114,241
	Lord Abbett Alpha Strategy Fund	Mutual Fund	$ 83,214
	Thornburg International GM	Mutual Fund	$ 74,833
	American Europacific R4-GM	Mutual Fund	$ 71,257
	Oppenheimer Real Estate CL A	Mutual Fund	$ 61,566
	Van Eck Global Hard Assets	Mutual Fund	$ 58,310
	BlackRock S&P 500 Index Fund	Mutual Fund	$ 28,834
	Merrill Lynch Self-Directed Accounts	Brokerage Account Assets	$ 1,045,900
*	Participant Loans	Various Maturities, 4.25% to 9.25%	$ 542,136

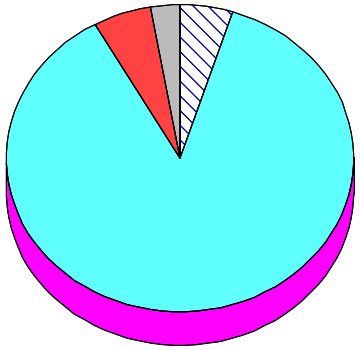
* Party-in-interest

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

HANSEL DEALERSHIPS' GROUP
SALARY SAVINGS PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



- 4.94% MONEY MARKET
- 5.35% OTHER ASSETS
- 0.00% PENDING SETTLEMENT FUNDS
- 86.94% MUTUAL FUNDS
- 2.77% LOANS
- 0.00% ACCRUED INCOME

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
MONEY MARKET					
RETIREMENT RESERVES MONEY FUND	953,354.1400	1.000	953,354.14	953,354.14	4.88%
RETIREMENT GM RESERVE MONEY FD	11,211.9267	1.000	11,211.93	11,211.93	0.06%
TOTAL MONEY MARKET			964,566.07	964,566.07	4.94%
MUTUAL FUNDS					
OPPENHEIMER REAL ESTATE CL A	2,696.7343	22.830	55,775.40	61,566.44	0.32%
DELAWARE INVSTMNT DIV INC CL A	57,435.3364	9.350	518,616.82	537,020.40	2.75%
DELAWARE INVST DIV INC CL A GM	10,006.2019	9.350	91,980.12	93,557.99	0.48%
FIDELITY ADV NEW INSIGHT CL T	78,814.0584	22.440	1,490,223.24	1,768,587.47	9.05%
FIDELITY ADV NEW INSIGHT T GM	4,484.2814	22.440	85,493.38	100,627.27	0.51%
COLUMBIAN CONTRARIAN CORE CL A	0.9896	16.090	16.10	15.92	0.00%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

HANSEL DEALERSHIPS' GROUP
SALARY SAVINGS PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
COLUMBIAN CONTRARIAN CORE GM A	8,021.5588	16.090	125,225.10	129,066.88	0.66%
AMERICAN CAPITAL WORLD R4	68,470.1146	21.190	1,369,605.13	1,450,881.73	7.42%
AMERICAN EUROPACIFIC GR R4	61,033.7514	40.480	2,618,286.37	2,470,646.26	12.64%
AMERICAN EUROPACIFIC R4-GM	1,760.2906	40.480	66,698.06	71,256.56	0.36%
AMERICAN INC FD OF AMER R4	74,353.6332	18.040	1,284,413.15	1,341,339.54	6.86%
AMERICAN NEW ECONOMY R4	81,864.2801	28.240	1,967,630.31	2,311,847.27	11.83%
AMERICAN SMALL CAP WORLD R4	23,922.5144	39.630	833,891.09	948,049.25	4.85%
AMERICAN WASHINGTON MUT INV	125,006.3352	31.100	3,642,098.83	3,887,697.02	19.89%
AMERICAN CENT GOV BD FD CL A	2,908.6559	11.450	33,742.18	33,304.11	0.17%
AMERICAN CENT GOV BD GM CL A	7,068.7697	11.450	80,891.45	80,937.41	0.41%
THORNBURG INTERNATIONAL	160.7721	27.330	4,460.47	4,393.90	0.02%
THORNBURG INTERNATIONAL GM	2,577.3423	27.330	65,726.06	70,438.77	0.36%
BLACKROCK GLOBAL ALLOC A	20,794.6536	19.740	390,204.77	410,486.46	2.10%
VAN ECK GLOBAL HARD ASSETS	1,336.1518	43.640	62,616.80	58,309.66	0.30%
PIMCO TOTAL RETURN FUND CL A	6,031.2565	11.240	66,305.61	67,791.32	0.35%
PIMCO TOT RET FD CL A GM	8,276.3824	11.240	91,596.51	93,026.54	0.48%
BLACKROCK S&P500 INDEX I	1,655.2479	17.420	22,732.31	28,834.42	0.15%
GOLDMAN SACHC HIGH YIELD FD A	25,882.9188	7.290	181,650.26	188,686.48	0.97%
INVESCO DEVELOPING MRKTS FD A	15,930.1700	33.850	457,536.28	539,236.25	2.76%
INVESCO DEVELOPING MRKTS FD A	1,127.4796	33.850	34,296.41	38,165.18	0.20%
LORD ABBETT ALPHA STRG FD CL A	720.1366	24.270	17,959.71	17,477.72	0.09%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

HANSEL DEALERSHIPS' GROUP
SALARY SAVINGS PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
LORD ABBETT ALPHA STRG GM CL A	2,708.5311	24.270	65,285.24	65,736.05	0.34%
INVESCO MID CAP CORE EQTY FD A	597.9838	21.370	13,775.07	12,778.91	0.07%
INVESCO MID CAP CORE EQTY FD A	5,095.6808	21.370	111,090.75	108,894.70	0.56%
TOTAL MUTUAL FUNDS			15,849,822.98	16,990,657.88	86.94%
OTHER ASSETS					
SELF-DIRECT ACCT	1,041,465.1800	1.000	1,041,465.18	1,041,465.18	5.33%
SELF-DIRECT ACCT	4,432.7700	1.000	4,432.77	4,432.77	0.02%
TOTAL OTHER ASSETS			1,045,897.95	1,045,897.95	5.35%
LOANS					
LOAN FUND	542,135.6600	1.000	542,135.66	542,135.66	2.77%
PENDING SETTLEMENT FUNDS					
PENDING SETTLEMENT FUND	175.0000	1.000	175.00	175.00	0.00%
INVESTMENT TOTAL			18,402,597.66	19,543,432.56	100.00%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			95.37	95.37	0.00%
CASH			0.00	0.00	0.00%
TOTAL ASSETS			18,402,693.03	19,543,527.93	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades