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
VALLEY HONDA 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 08/01/2005

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

AURORA-NAPERVILLE ENTERPRISES, INC.

4173 OGDEN AVE.
AURORA, IL 60504-7109

2b Employer Identification Number (EIN)
20-2811949

2c Sponsor's telephone number
630-851-5700

2d Business code (see instructions)
441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	ROBERT NAVARRE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	ROBERT NAVARRE
	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**	159
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**	124
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	16
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	140
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	140
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	106
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:
2F 2G 2J 2K 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[ ]	**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
VALLEY HONDA 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
20-2811949

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)

AMERICAN FUNDS

333 S HOPE
LOS ANGELES, CA 90071

95-6817943

(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 28 37	RECORD KEEPER	2215	Yes [ ] No [X]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

EDWARD JONES

12555 MANCHESTER ROAD
ST LOUIS, MO 63131

43-0345811

(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?
22	FINANCIAL ADVISOR	0	Yes [ ] No [X]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PENSIONS WEST

1072 CUTTER LANE
PARK CITY, UT 84098

68-0527623

(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?
14	THIRD PARTY ADMINISTRATO	100	Yes [ ] No [X]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(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
VALLEY HONDA 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
20-2811949

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)	243000	258734
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	48560	84774
(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)	3032071	4112894
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(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	3323631	4456402
	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	3323631	4456402

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)	320482	
	(B) Participants	2a(1)(B)	410981	
	(C) Others (including rollovers)	2a(1)(C)	48417	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		779880
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)	1880	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1880
	(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)	86805	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		86805
	(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)		303068
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1171633
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	28974	
(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)		28974
f Corrective distributions (see instructions)	2f		7531
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	2357	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2357
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		38862
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1132771
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: DIGIOVINE HNILO JORDAN & JOHNSON LT (2) EIN: 36-3029663

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
VALLEY HONDA 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
20-2811949

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**

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): 95-6817943

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 Auditor's Report

Valley Honda 401(k) Plan

December 31, 2012 and 2011

CONTENTS

Independent Auditor's Report 1-2

Financial Statements

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5-13

Supplemental Information

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 15

DIGIOVINE HNILO JORDAN + JOHNSON LTD.
Certified Public Accountants/Business Consultants

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of the
Valley Honda 401(k) Plan
Aurora, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Valley Honda 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on 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 D, which was certified by Capital Bank and Trust Company, the Custodian 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 Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) which is the responsibility of 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 Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on Compiled 2011 Financial Statement

We have compiled the accompanying statement of net assets available for benefits of Valley Honda 401(k) Plan as of December 31, 2011. We have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist Plan management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

DiGiovine Hnilo Jordan + Johnson Ltd.

DIGIOVINE HNILO JORDAN + JOHNSON LTD.
Certified Public Accountants

Naperville, Illinois
October 11, 2013

Valley Honda 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012 (Audited)	2011 (Compiled)
ASSETS		
Participant-directed investments, at fair value		
Registered investment companies	$ 4,112,894	$ 3,032,071
Receivables		
Employer contribution	258,734	243,000
Corrective contribution	2,069	-
Notes receivable from participants	84,774	48,560
	345,577	291,560
TOTAL ASSETS	4,458,471	3,323,631
LIABILITIES		
Excess contributions payable	19,187	7,531
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,439,284	$ 3,316,100

See accompanying notes.

Valley Honda 401(k) Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions:		
Employer		$ 320,482
Corrective		2,069
Participants		391,794
Rollovers		48,417
		762,762
Investment income:		
Participant-directed investment income:		
Net appreciation in fair value of investments		303,068
Interest and dividends		86,805
Interest - notes receivable from participants		1,880
		391,753
	TOTAL ADDITIONS	1,154,515
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		28,974
Administrative expenses		2,357
	TOTAL DEDUCTIONS	31,331
	NET INCREASE	1,123,184
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		3,316,100
	END OF YEAR	$ 4,439,284

See accompanying notes.

NOTE A--DESCRIPTION OF PLAN

The following description of the Valley Honda 401(k) 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 is sponsored by Aurora-Naperville Enterprises, Inc. (the "Company") for employees that meet specific eligibility requirements. The Plan, designated as a defined contribution plan, was effective August 1, 2005 and restated January 1, 2009. The Plan provides for contributions to be made under salary deferral agreements pursuant to Section 401(k) of the Internal Revenue Code (the "Code"). Employees of the Company having attained the age of 21 are eligible to participate on January 1st or July 1st following completion of one year of service, during which the Employee is credited with at least 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Security Act of 1974 ("ERISA"). The Plan Administrator and Plan Trustees are responsible for oversight of the Plan, and for determining the appropriateness of the Plan's investment offerings, and for monitoring investment performance.

Contributions

Eligible participants may elect to contribute to the Plan pre-tax and after-tax (Roth) compensation, as defined in the Plan, by means of a salary deferral agreement, which is not more than the maximum percentage permitted by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 2 percent of eligible compensation and their contributions invested in a designed fund until changed by the participant. Participants may also contribute amounts representing distributions from other qualified plans in accordance with Plan provisions. All contributions are subject to certain limitations. Salary deferral contributions are funded proximate to the withholding date. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company may make discretionary matching contributions in accordance with Plan provisions. Additional profit sharing amounts may be contributed at the option of the Company management to be invested as directed by the participants. Discretionary matching contributions are based on a percentage determined by Company management and are based upon Plan provisions and participant eligibility as defined by the Plan. Discretionary matching contributions, if any, are funded each payroll period and discretionary profit sharing contributions, if any, are funded annually after the close of the Plan year and within statutory time frames. Company contributions are subject to certain limitations as defined by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution, if any, and an allocation of (a) the Company's discretionary profit sharing and match contributions, (b) Plan earnings or losses (c) forfeitures of terminated participants' non-vested accounts, and (d) charged with an allocation of administrative expenses paid by the Plan. Allocations are based on participant earnings or account balances or participant transactions, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A--DESCRIPTION OF PLAN-continued

Investment Options

Upon enrollment in the Plan, participants may direct all contributions, and earnings thereon, in a variety of investment options as more fully described in the Plan's provisions. Participants may change their investment options at any time in accordance with Plan provisions. During any period in which there is no participant direction on file with the Trustees as to the investment of a participant's account, 100% of that participant's account will be invested in the investment option designated from time to time by the Trustees as the default investment. The Plan currently offers various mutual funds as investment options for participants.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company's discretionary matching contribution and/or profit sharing contribution portions of their accounts plus actual earnings thereon is based on years of credited service (as defined in the Plan document) presented below. Participants who attain the normal retirement age of 65, or who terminate employment due to death or disability become 100% vested in their account balances.

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

Payment of Benefits

Upon termination of employment due to death, disability, retirement or Plan termination, a participant is entitled to 100% of their account balance in a lump-sum cash distribution or installment distribution for required minimum distributions.

For termination of employment for other reasons, a participant is entitled to a lump-sum distribution of 100% of the participant's contributions and the vested portion of the Company's contributions based upon the Plan's vesting provisions. Distributions may also be paid in a direct rollover to an individual retirement plan designated by the Plan Administrator. All termination distributions that exceed $5,000, and for which a participant has consented, will be made as either a lump sum distribution or installment distribution for required minimum distributions as soon as administratively feasible. However, if the value of a vested account balance does not exceed $5,000, a mandatory cash-out termination distribution will be made as a lump sum distribution, as soon as administratively feasible. These distributions will be made if a participant does not elect to have such distribution paid directly to an eligible retirement plan specified by the participant in a direct rollover.

In-service withdrawals, subject to certain restrictions as defined in the Plan, are also permitted.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The $50,000 maximum amount is reduced by the participant's highest outstanding loan balance existing during the previous twelve months.

NOTE A--DESCRIPTION OF PLAN-continued

Notes Receivable from Participants-continued

The loans are secured by a participant's vested account balance and bear a reasonable rate of interest as defined by the prime rate of interest charged by Zions Bank as of the date of the loan (3.25% at December 31, 2012). Loans are for a period not to exceed five years unless for the purchase of the participant's principal residence, in which case the Plan Administrator may permit a longer repayment term, not to exceed 15 years. Principal and interest shall be repaid ratably twice monthly and at least quarterly by participants as determined by the Plan Administrator at loan inception. A participant may not incur more than one loan at any time.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited non-vested accounts totaled $6,402 and $15,587, respectively. These accounts will be used to reduce future Company contributions. During the year ended December 31, 2012, the Plan used $15,587 of the forfeited non-vested accounts to reduce Company contributions.

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 will become 100% vested in their employer contribution. Any unallocated Plan assets should be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Accounting Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements and during the reporting period. Accordingly, actual results may differ from those estimates.

Contributions

Contributions received from participants for December 31, 2012 are net of payments of $19,187 made in 2013 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. That amount is also included in the plan's statements of net assets available for benefits as excess contributions payable at December 31, 2012 and 2011.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Investment Valuation and Income Recognition

The Plan's 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. Investments in registered investment companies are valued at quoted market prices which represent the net asset value of the shares held by the Plan at year-end (See Note C). The Plan Administrator and Plan Trustees determine the Plan's valuation policies utilizing information provided by the investment advisors and Custodian.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. When a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Excess Contribution Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding reduction to contributions. The Plan distributed 2012 and 2011 excess contributions to applicable participants prior to March 15, 2013 and 2012, respectively.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Plan permits the payment of Plan expenses to be made from the Plan's assets. If expenses are paid using the Plan's assets, then the expenses will generally be allocated among the accounts of all participants. The Company bears most administrative costs of the Plan. Expenses specifically incurred by or attributable to a specific participant are paid by the participant.

Date of Management's Review

Management of the Plan has evaluated subsequent events through October 11, 2013, which is the date the financial statements were available to be issued.

NOTE C--FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) *820, Fair Value Measurements and Disclosures*, provides the 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, consisting of three broad levels, 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 FASB ASC 820 are described as follows:

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.

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 maximize the use of observable inputs and minimize the use of unobservable inputs.

Should an investment be re-characterized from one level to another level, Plan management would state the basis for the change. Under such circumstances the Plan would report the transfers in and transfers out at the beginning of the Plan quarter when change occurs.

Gains and losses (realized and unrealized) are reported as net appreciation or depreciation in the fair value of investments presented in the Statement of Changes in Net Assets Available for Benefits.

Following is a description of the valuation methodologies used for Plan assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Registered mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. The funds are valued utilizing the market approach which uses price and other relevant information generated by market transactions. Mutual fund share prices are released to wire services for publication through NASDAQ. The mutual funds held by the Plan are deemed to be actively traded.

The preceding methods described may produce a fair value calculation 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.

NOTE C--FAIR VALUE MEASUREMENTS-continued

The following tables set 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
Registered mutual funds:				
Money Market	$ 291,150	$ -	$ -	$ 291,150
Growth	451,249	-	-	451,249
Growth & Income	409,636	-	-	409,636
Equity Income	379,898	-	-	379,898
Balanced	419,467	-	-	419,467
Bond	1,078,608	-	-	1,078,608
Target Funds	1,082,886	-	-	1,082,886
Total assets at fair value	$ 4,112,894	$ -	$ -	$ 4,112,894

Assets at Fair Value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Registered mutual funds:				
Money Market	$ 325,256	$ -	$ -	$ 325,256
Growth	367,025	-	-	367,025
Growth & Income	369,244	-	-	369,244
Equity Income	240,907	-	-	240,907
Balanced	258,588	-	-	258,588
Bond	587,214	-	-	587,214
Target Funds	883,835	-	-	883,835
Total assets at fair value	$ 3,032,069	$ -	$ -	$ 3,032,069

NOTE D--INFORMATION CERTIFIED BY CUSTODIAN (UNAUDITED)

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule at December 31, 2012, and net appreciation (depreciation) in the fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Capital Bank and Trust Company (the "Custodian"). Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to such information certified by the Custodian, as of December 31, 2012 and for the year then ended. The information included in the accompanying financial statements as of December 31, 2011 was not certified by the Custodian and is included for comparative purposes only.

NOTE D--INFORMATION CERTIFIED BY CUSTODIAN (UNAUDITED) -continued

The following represents investments certified by the Custodian as of December 31, 2012.

	2012	
Participant-directed investments, at fair value:		
American Funds Growth Fund of America	$ 220,704	
American Funds SMALLCAP World Fund	155,250	
American Funds New Perspective Fund	75,295	
American Funds Fundamental Investors	196,815	
American Funds Capital World Growth and Income	174,718	
American Funds Investment Company of America	38,103	
American Funds Capital Income Builder	379,898	*
American Funds American Balanced Fund	419,467	*
American Funds US Government Securities	704,648	*
American Funds Bond Fund of America	373,960	*
American Funds Money Market	291,150	*
American Funds Target Date Retirement 2010	82	
American Funds Target Date Retirement 2015	96,820	
American Funds Target Date Retirement 2020	112,995	
American Funds Target Date Retirement 2025	57,582	
American Funds Target Date Retirement 2030	154,023	
American Funds Target Date Retirement 2035	340,384	*
American Funds Target Date Retirement 2040	162,837	
American Funds Target Date Retirement 2045	97,936	
American Funds Target Date Retirement 2050	60,227	
	$ 4,112,894	
Participant loans	84,774	
	$ 4,197,668	

*Fair value of investments representing greater than 5% of the Plan's net assets as of December 31, 2012. Compiled information for Plan year 2011 was not certified.

During the year ended December 31, 2012, the Plan's investments in mutual funds (including investments bought, sold and held during the year), appreciated in value $303,068. During the year ended December 31, 2012, the Plan's investments in mutual funds had interest and dividends of $86,805.

NOTE E--TAX STATUS

On March 31, 2008, the Internal Revenue Service stated that the prototype plan document adopted by the Plan, as then designed, qualified under section 401(k) of the Internal Revenue Code ("IRC"). The Plan Administrator and the Plan's legal counsel believe that the Plan is currently designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

The Plan is subject to routine audits by taxing jurisdictions. However, there are no audits for any tax periods currently in progress. The Plan Administrator believes that the Plan is no longer subject to income tax examinations for years prior to December 31, 2009.

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, including penalties and interest, if the Plan has taken uncertain tax positions that more-likely-than-not would not be sustained upon examination by applicable taxing authorities. The Plan Administrator has analyzed tax positions taken by the Plan and has concluded that, as of December 31, 2012, there are no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or that would require disclosure in the financial statements.

NOTE F--RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by affiliates of the Custodian; and therefore, qualify as party-in-interest transactions. Pensions West (the "recordkeeper") performs administrative and recordkeeping services for the Plan. Edward Jones performed investment advisory services for the Plan participants. Fees paid by the Company to the Custodian, the recordkeeper and other service providers are not material to the financial statements.

Certain employees of the Company provide administrative services for the Plan and are not reimbursed for their services. Certain other administrative expenses are paid by the Company on behalf of the Plan. These amounts are not material to the financial statements.

NOTE G--RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefit per the financial statements to Schedule H of Form 5500 at December 31, 2012 and 2011.

	2012	2011
Net assets available for benefits per the financial statements	$ 4,439,284	$ 3,316,100
Corrective employer contribution receivable	(2,069)	-
Amounts accrued as refundable contributions	19,187	7,531
Net assets available for benefits per Schedule H of the Form 5500	$ 4,456,402	$ 3,323,631

NOTE G--RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500-continued

The following is a reconciliation of total contributions and total expenses, respectively, per the financial statements to Schedule H of Form 5500 at December 31, 2012.

Total contributions per the financial statements at December 31, 2012	$	762,762
Refundable contributions per the financial statements at December 31, 2012		19,187
Corrective contributions per the financial statements at December 31, 2012		(2,069)
Total contributions per Schedule H of the form 5500 at December 31, 2012	$	779,880
Total expense per the financial statements at December 31, 2012	$	31,331
Corrective distributions per the form 5500 at December 31, 2012		7,531
Total expense per Schedule H of the form 5500 at December 31, 2012	$	38,862

At December 31, 2012, there were no vested benefits pending distribution to participants.

NOTE H--RISKS AND UNCERTAINTIES

The Plan's assets are invested directly and indirectly in various investment securities which are purchased or managed by the Custodian. Such assets are subject to the changes in value of its underlying investments. The investments are exposed to various risks such as interest rate, market, and credit risks, including the potential for bankruptcy of one or more of the companies in which they are invested.

Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of the underlying investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

The participants who have borrowed from the Plan are all employees of the Company in the Chicago area, and their ability to repay the notes could be affected by the economic conditions of the industry in general, the economic conditions in the Chicago metropolitan area or the economic situation of the Company itself.

NOTE I--PROHIBITED TRANSACTIONS

During 2012, the Plan Administrator discovered that certain administrative transactions for the years ending December 31, 2011 and 2012 were most likely handled incorrectly. The Company is in the process of determining the impact on the Plan. These transactions qualify as nonexempt party-in-interest transactions, which may result in an imposition of a fifteen percent excise tax on the amount of the transactions. The Plan Sponsor intends to compensate participants for any lost earnings resulting from the calculation errors. These nonexempt transactions do not affect the qualified status of the Plan or tax status of its trust. The Company intends to pay all fines imposed.

SUPPLEMENTAL INFORMATION

Valley Honda 401(k) Plan

SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 20-2811949
Plan # 002

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
	Registered mutual funds:			
*	American Funds	American Funds Growth Fund of America	**	$ 220,704
*	American Funds	American Funds SMALLCAP World Fund	**	155,250
*	American Funds	American Funds New Perspective Fund	**	75,295
*	American Funds	American Funds Fundamental Investors	**	196,815
*	American Funds	American Funds Capital World Growth and Income	**	174,718
*	American Funds	American Funds Investment Company of America	**	38,103
*	American Funds	American Funds Capital Income Builder	**	379,898
*	American Funds	American Funds American Balanced Fund	**	419,467
*	American Funds	American Funds US Government Securities	**	704,648
*	American Funds	American Funds Bond Fund of America	**	373,960
*	American Funds	American Funds Money Market	**	291,150
*	American Funds	American Funds Target Date Retirement 2010	**	82
*	American Funds	American Funds Target Date Retirement 2015	**	96,820
*	American Funds	American Funds Target Date Retirement 2020	**	112,995
*	American Funds	American Funds Target Date Retirement 2025	**	57,582
*	American Funds	American Funds Target Date Retirement 2030	**	154,023
*	American Funds	American Funds Target Date Retirement 2035	**	340,384
*	American Funds	American Funds Target Date Retirement 2040	**	162,837
*	American Funds	American Funds Target Date Retirement 2045	**	97,936
*	American Funds	American Funds Target Date Retirement 2050	**	60,227
				4,112,894
	Other			
*	Participants loans, 3.25% - 4.25%		-0-	84,774
				$ 4,197,668

* Party-in-interest.
** Participant-directed thus cost information not required.

Form **5558**
(Rev. August 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

► For Privacy Act and Paperwork Reduction Act Notice, see instructions.
► Information about Form 5558 and its instructions is at *www.irs.gov/form5558*

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)
Aurora-Naperville Enterprises, Inc.

Number, street, and room or suite no. (If a P.O. box, see instructions)
4173 Ogden Ave.

City or town, state, and ZIP code
Aurora IL 60504-7109

B **Filer's identifying number (see instructions)**
Employer identification number (EIN)(9 digits XX-XXXXXXX)
20-2811949

Social security number (SSN) (9 digits XXX-XX-XXXX)

C Plan name	Plan number	Plan year ending-- MM	DD	YYYY
Valley Honda 401(k) Plan	002	12	31	2012

Part II Extension of Time To File Form 5500 Series, and/or Form 8955-SSA

1 [X] Check this box if you are requesting an extension of time on line 2 to file the first Form 5500 series return/report for the plan listed in Part 1, C above.

2 I request an extension of time until 10 / 15 / 2013 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.

3 I request an extension of time until 10 / 15 / 2013 to file Form 8955-SSA (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 8955-SSA.

The application **is automatically approved** to the date shown on line 2 and/or line 3 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 2 and/or line 3 (above) is not later than the 15th day of the third month after the normal due date.

Part III Extension of Time To File Form 5330 *(see instructions)*

4 I request an extension of time until ___ / ___ / ___ to file Form 5330.
You may be approved for up to a 6 month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ► a

b Enter the payment amount attached . . . . . ► b

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . ► c

5 **State in detail why you need the extension:**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ► [signature] **Date** ► 07/28/2013

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; [X] a single-employer plan; [ ] a multiple-employer plan; or [ ] a DFE (specify) _____

B This return/report is: [ ] the first return/report; [ ] an amended return/report; [ ] the final 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
Valley Honda 401(k) Plan

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 06/01/2005

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

Aurora-Naperville Enterprises, Inc.

4173 Ogden Ave.

US Aurora IL 60504-7109

2b Employer Identification Number (EIN) 20-2811949

2c Sponsor's telephone number (630) 851-5700

2d Business code (see instructions) 441110

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

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

SIGN HERE	[signature]	10/15/13	Robert Navarre
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10/15/13	Robert Navarre
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [x] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	3b Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year	5	139
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	124
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits	6c	16
d Subtotal. Add lines 6a, 6b, and 6c	6d	140
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
f Total. Add lines 6d and 6e	6f	140
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	106
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:
2F 2G 2J 2K 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) [x] Trust	(3) [x] Trust
(4) [ ] General assets of the sponsor	(4) [ ] General assets of the sponsor

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

a Pension Schedules	b General Schedules
(1) [x] R (Retirement Plan Information)	(1) [x] H (Financial Information)
(2) [ ] MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ] I (Financial Information - Small Plan)
	(3) [ ] A (Insurance Information)
	(4) [x] 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)

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2012 and ending 12/31/2012

Name of plan
Valley Honda 401(k) Plan

Employer Identification Number
20-2811949

Three-digit plan number ► 002

(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
*	American Funds GRw Fd of Am	Mutual fund		220,704
*	American Funds Small Cap Wrld	Mutual Fund		155,250
*	American Funds New Perspective	Mutual Fund		75,295
*	American Funds Fund Investors	Mutual Fund		196,815
*	American Funds Cap Wrld Grw In	Mutual Fund		174,718
*	American Funds ICA	Mutual Fund		38,103
*	American Funds Cap Inc Bldr	Mutual Fund		379,898
*	American Funds Am Bal Fund	Mutual Fund		419,467
*	American Funds US Govt Sec	Mutual Fund		704,648
*	American Funds Bond Fd of Am	Mutual Fund		373,960
*	American Funds Money Market	Mutual Fund		291,150
*	American Funds Tgt Dtd 2010	Mutual Fund		82
*	American Funds Tgt Dtd 2015	Mutual Fund		96,820
*	American Funds Tgt Dtd 2020	Mutual Fund		112,995
*	American Funds Tgt Dtd 2025	Mutual Fund		57,582
*	American Funds Tgt Dtd 2030	Mutual Fund		154,023
*	American Fund Tgt Dtd 2035	Mutual Fund		340,384
*	American Fund Tgt Dtd 2040	Mutual Fund		162,837
*	American Funds Tgt Dtd 2045	Mutual Fund		97,936
*	American Funds Tgt Dtd 2050	Mutual Fund		60,227