

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>THE CURRY AUTOMOTIVE GROUP 401(K) SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<div style="border: 1px solid black; padding: 2px; display: inline-block;"><u>001</u></div>	
	1c Effective date of plan <u>01/01/1994</u>		
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CURRY MANAGEMENT CORPORATION</u> <u>727 CENTRAL AVENUE</u> <u>SCARSDALE, NY 10583</u>	2b Employer Identification Number (EIN) <u>20-2090375</u>	2c Sponsor's telephone number <u>914-725-3500</u>	2d Business code (see instructions) <u>441110</u>

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	HOWARD MIRCHIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	HOWARD MIRCHIN
	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 <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address CURRY MANAGEMENT CORPORATION 727 CENTRAL AVENUE SCARSDALE, NY 10583		3b Administrator's EIN 20-2090375 3c Administrator's telephone number 914-725-3500
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		5 574
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	551
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	56
d Subtotal. Add lines 6a , 6b , and 6c	6d	608
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	609
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	330
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	7
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 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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)

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

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

A Name of plan <u>THE CURRY AUTOMOTIVE GROUP 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CURRY MANAGEMENT CORPORATION</u>	D Employer Identification Number (EIN) <u>20-2090375</u>

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
FID.INV.INST.OPS.CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 37 60	RECORDKEEPER	8257	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

MORGAN STANLEY SMITH BARNEY LLC

CO CITIGROUPSMITH BARNEY
1300 THAMES ST WHARF 6TH FLOOR
BALTIMORE, MD 21231

(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?
49 61 99	ADVISOR	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	366	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
BLK RK EQUITY DIV A - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
BLK RK GLOBAL ALLOC A - BNY MELLON I 760 MOORE ROAD KING OF PRUSSIA, PA 19406	0.25%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
BLK RK HI YD BD INV A - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
BLK RK INTL OPP A - BNY MELLON INV S P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
BLK RK NAT RESOURCE A - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
CALAMOS GRTH & INC A - US BANCORP F 39-0281260	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
CALV SH DUR INCOME A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
COLUMBIA ACORN A - COLUMBIA MGT INV P.O. BOX 8081 BOSTON, MA 02266	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
FEDERATED KAUFMANN A - STATE STREET 04-0025081	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>FKLN GOLD&PRC MTL A - FRANKLIN TEMP</p> <p>94-3167260</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>GS GROWTH STRAT A - GOLDMAN, SACHS</p> <p>13-5108880</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>GS GRTH & INC STRT A - GOLDMAN, SAC</p> <p>13-5108880</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
INVS MDCP CORE EQ A - INVESCO CANAD 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
JANUS OVERSEAS S - JANUS SERVICES L 43-1804048	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
LD ABBETT DEV GRTH A - DST SYSTEMS, 43-1581814	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
LD ABT FNDMNTL EQ A - DST SYSTEMS, 43-1581814	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MFS UTILITIES R3 - MFS SERVICE CENT 04-2865649	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
OPPHMR DEV MKTS A - OPPENHEIMERFUND 13-2527171	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
PIM REAL RETURN A - BOSTON FINANCIA	P.O. BOX 8480 BOSTON, MA 02266	0.25%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
PIM TOTAL RETURN A - BOSTON FINANCI	P.O. BOX 8480 BOSTON, MA 02266	0.25%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
PIMCO EMRG MKTS BD A - BOSTON FINAN	P.O. BOX 8480 BOSTON, MA 02266	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
RS SMALL CAP GRTH A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TEMPLETON FOREIGN A - FRANKLIN TEMP 94-3167260	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TMPL GLOBAL BOND A - FRANKLIN TEMPL 94-3167260	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
VICTORY ESTB VALUE A - CITI FUND SE 31-1249295	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY	61	0
(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.	
COLUMBIA ACORN A - COLUMBIA MANAGEM 225 FRANKLIN STREET BOSTON, MA 02110	\$0-<\$3M=1.00% \$3M-<\$50M=0.50% \$50M+=0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY	61	0
(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.	
OPPHMR DEV MKTS A - OPPENHEIMERFUND 13-2953455	\$5M+=0.25%	

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
MORGAN STANLEY SMITH BARNEY LLC	61	0
(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.	
COLUMBIA ACORN A - COLUMBIA MANAGEM 04-3156901	\$0-<\$3M=1.00% \$3M-<\$50M=0.50% \$50M+=0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	61	0
(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.	
OPPHMR DEV MKTS A - OPPENHEIMERFUND 13-2953455	\$5M+=0.25%	
(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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan THE CURRY AUTOMOTIVE GROUP 401(K) SAVINGS PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 CURRY MANAGEMENT CORPORATION		D Employer Identification Number (EIN) 20-2090375

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
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)	445887	397265
	(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)	544483	533905
	(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)	10263006	11991264
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	11253376	12922434

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 through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	11253376	12922434
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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)	175813	
(B) Participants	2a(1)(B)	1349919	
(C) Others (including rollovers)	2a(1)(C)	6001	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1531733
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	116	
(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)	22775	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		22891
(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)	292295	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		292295
(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)		
(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)		

		(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)		986138
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2833057

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1116618	
(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)		1116618
f Corrective distributions (see instructions)	2f		25989
g Certain deemed distributions of participant loans (see instructions).....	2g		13134
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)	8258	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8258
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1163999

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1669058
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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: PMG PROFESSIONAL GROUP, LLP

(2) EIN: 46-2336730

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.		X	

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

A Name of plan <u>THE CURRY AUTOMOTIVE GROUP 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CURRY MANAGEMENT CORPORATION</u>	D Employer Identification Number (EIN) <u>20-2090375</u>

Part I	Distributions
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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	<u>0</u>
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): <u>04-6568107</u>		
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 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
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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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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): _____

**THE CURRY AUTOMOTIVE GROUP
401(k) SAVINGS PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

December 31, 2012

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE
December 31, 2012**

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
The Curry Automotive Group 401(k) Savings Plan

Report on the Financial Statement

We were engaged to audit the accompanying financial statements of The Curry Automotive Group 401(k) Savings Plan, which comprise the statement 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 then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of 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 matters 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 the financial statements referred to in the first paragraph.

Other Matter - Supplemental Schedule

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, line 4i - Schedule of Assets (Held at End of Year), which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement 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 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with the 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.

Other Matter - 2011 Financial Statements

The financial statements of the Plan as of December 31, 2011, were audited by other auditors. 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 the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Fidelity Management Trust Company, the trustee of the Plan. Their report, dated October 4, 2012, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were 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.

PMG Professional Group, LLP

Armonk, New York
October 14, 2013

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

	<u>2012</u>	<u>2011</u>
Assets		
Investments (at fair value)	\$ 12,388,529	\$ 10,708,893
Receivables		
Notes receivable from participants	533,905	544,483
Employer contribution	92,472	175,814
Participant contributions	<u>16,821</u>	<u>15,385</u>
Total assets	<u>13,031,727</u>	<u>11,444,575</u>
Liabilities		
Excess contributions payable	<u>126,350</u>	<u>25,989</u>
Net assets available for benefits	<u><u>\$ 12,905,377</u></u>	<u><u>\$ 11,418,586</u></u>

See accompanying notes to financial statements.

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2012

Additions

Additions to net assets attributed to:

Investment income

Net appreciation in fair value of investments

\$ 986,138

Interest

116

Dividends

292,295

1,278,549

Interest income on notes receivable from participants

22,775

Contributions

Participants

1,357,356

Employer

92,471

1,449,827

Total additions

2,751,151

Deductions

Deductions from net assets attributed to:

Benefits paid to participants

1,256,102

Administrative expenses

8,258

Total deductions

1,264,360

Net increase

1,486,791

Net assets available for benefits

Beginning of year

11,418,586

End of year

\$ 12,905,377

See accompanying notes to financial statements.

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 1 - Description of plan

The following description of The Curry Automotive Group 401(k) Savings Plan (the "Plan") sponsored by Curry Management Corporation (the "Company") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan was amended on February 15, 2012 and October 11, 2011 and amended and restated on November 1, 2010. The Plan had an original effective date of January 1, 1994.

General and eligibility

The Plan is a defined contribution plan covering all full-time employees of the Company with no age requirement who have one year of service with at least 1,000 hours. Certain predecessor employers shall be counted for eligibility purposes based on the terms of the Plan document. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may elect to have a percentage or dollar amount deducted on a pretax basis from their compensations subject to an annual limit of the lesser of 90% of eligible compensation or the federal annual limit in a calendar year, as defined in the Plan. Participants can elect to designate some or all of their contributions to a Roth. Additionally, a paid bonus contribution election is available, subject to certain limits. 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. Participants may elect to suspend their contributions and to change their elective deferral at any date. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. Contributions are subject to certain limitations.

Discretionary matching contributions may be made at the option of the Company's board of directors and are invested according to the participant's investment option. To be eligible for the Company contributions, employees must be credited with at least 1,000 hours of service during the Plan year, with certain other exceptions, as defined in the Plan. Qualified nonelective contributions may be made at the option of the Company.

Participant's accounts

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

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 1 - Description of plan (continued)

Vesting

Participants are immediately vested in their contributions and qualified nonelective contributions plus actual earnings thereon. Vesting in the Company's matching contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service or upon normal retirement age. A participant's vesting percentage increases to 100% if, while employed with the Company, the employee dies, becomes disabled, or reaches the early retirement age of 55 with five years of credited service.

Notes receivables from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, reduced by any outstanding loans. The loans are secured by the balance in the participant's account and bear interest at a rate equal to 1% above the prime rate at the time of the approval of the loan as determined by Thomson Reuters. Principal and interest is paid ratably through payroll deductions over a period of up to five years or up to 10 years for the purchase of a primary residence.

Payment of benefits

On termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Hardship withdrawals are permitted based on the terms of the Plan document.

Forfeited accounts

At December 31, 2012, forfeited nonvested accounts totaled \$7,835. These accounts, if any, will be used to reduce future employer contributions. Also, in 2012, employer contributions were reduced by \$8,000 for amounts paid in 2013 from forfeited nonvested accounts.

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 2 - Summary of significant accounting policies

Date of management's review

Subsequent events were evaluated through October 14, 2013, which is the date the financial statements were available to be issued.

Estimates

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

Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Notes receivable from participants

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

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Payment of benefits

Benefits are recorded when paid.

Operating expenses

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

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 3 - Fair value measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets for benefits. The methods used to measure fair value produce an amount that may not be indicative of net realized 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 measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

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

Level 1 fair value measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

The following table sets forth, which are Level 1 within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012:

Mutual funds	
Stock investments	\$ 2,261,292
Blended investments	8,452,630
Bond investments	1,277,342
Short-term investments	<u>397,265</u>
 Total assets at fair value	 \$ <u>12,388,529</u>

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 4 - Information prepared and certified by trustee

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee as of December 31, 2012.

Investments, at fair value:

Templeton Foreign A	\$ 73,338
Ld Abbett Dev Grth A	268,547
Tmpl Global Bond A	199,204
RS Small Cap Grth A	49,135
GS Grth & Inc Strt A	6,294
GS Growth Strat A	15,505
Blkrk Global Alloc A	126,665
Victory Estb Value A	201,917
Invs Gbl Real Est A	17,186
Blkrk Nat Resource A	129,926
Blkrk Equity Div A	234,473
Blkrk Hi Yd Bd Inv A	123,725
Pim Total Return A	118,022
Ld Abt Fndmntl Eq A	27,486
Pimco Emrg Mkts Bd A	535,286
Invs Mdc Core Eq A	78,322
Opphmr Dev Mkts A	333,552
Columbia Acorn A	68,545
Heartland Val Pls Iv	241,757
Calv Sh Dur Income A	33,661
Pim Real Return A	267,444
Blkrk Intl Opp A	7,770
MFS Utilities R3	58,272
Janus Overseas S	84,790
Calamos Grth & Inc A	37,276
Invs Sel Re Inc A	91,522
Fkln Gold&Prc Mtl A	94,185
Fid Prime Fund	397,265
FA Small Cap A	14,829
FA Freedom 2010 A	139,161
FA Freedom 2020 A	1,969,575
FA Freedom 2030 A	1,742,195
FA Freedom 2040 A	755,520
FA Freedom Inc A	3,701
FA New Insights A	189,323
FA Freedom 2005 A	318,879
FA Freedom 2015 A	509,017
FA Freedom 2025 A	1,622,684
FA Freedom 2035 A	792,833

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 4 - Information prepared and certified by trustee (continued)

Investments, at fair value (continued):

FA Freedom 2045 A	\$ 120,086
FA Freedom 2050 A	203,480
FA Gov Income A	85,027
FA Freedom 2055 A	<u>1,149</u>
	<u>\$ 12,388,529</u>

Note 5 - Investments

The following presents investments that represent five percent (5%) or more of the Plan's net assets.

Investments:

FA Freedom 2020 A	\$ 1,969,575
FA Freedom 2030 A	1,742,195
FA Freedom 2040 A	755,520
FA Freedom 2025 A	1,622,684
FA Freedom 2035 A	792,833

During 2012, the Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$986,138.

Note 6 - Related party transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company (Fidelity). Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the administrative services amounted to \$8,258.

These party-in-interest transactions are exempt from prohibited transactions rules of ERISA.

Note 7 - Plan termination

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

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2012

Note 8 - Reconciliation of financial statements to Schedule H of Form 5500

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

Net assets available for benefits per the financial statements	\$ 12,905,377
Less: contributions receivable	(109,293)
Add: excess contributions payable	<u>126,350</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 12,922,434</u>

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

Benefits paid to participants per the financial statements	\$ 1,256,102
Add: excess contributions payable at December 31, 2011	25,989
Less: excess contributions payable at December 31, 2012	<u>(126,350)</u>
Benefits paid to participants per Schedule H of Form 5500	<u>\$ 1,155,741</u>

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

Note 9 - Tax status

The Plan (and trust established under the Plan) obtained its latest determination letter on July 6 1995, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended and restated since receiving the determination letter, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2006 and the United States Department of Labor is no longer subject to examine any financial statements prior to 2006.

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 10 - Risks and uncertainties

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

Note 11 - Employer contributions

The Company made discretionary contributions of \$92,471 (net of \$8,000 which was deducted from the forfeited nonvested account balance when paid in March 2013).

Note 12 - Excess contributions

Contributions received from participants are net of payments made to certain active participants for excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. Excess contributions of \$126,350 were paid in March 2013 for 2012. These amounts are included in the Plan's statement of net assets available for benefits as excess contributions payable.

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

SUPPLEMENTAL SCHEDULE Year Ended December 31, 2012

EIN: 20-2090375 / PN: 001

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

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest collateral, par or maturity value	(d) Cost	(e) Current value
	Fidelity Management Trust Company	Templeton Foreign A	N/A	\$ 73,338
	Fidelity Management Trust Company	Ld Abbett Dev Grth A	N/A	268,547
	Fidelity Management Trust Company	Tmpl Global Bond A	N/A	199,204
	Fidelity Management Trust Company	RS Small Cap Grth A	N/A	49,135
	Fidelity Management Trust Company	GS Grth & Inc Strt A	N/A	6,294
	Fidelity Management Trust Company	GS Growth Strat A	N/A	15,505
	Fidelity Management Trust Company	Blkrk Global Alloc A	N/A	126,665
	Fidelity Management Trust Company	Victory Estb Value A	N/A	201,917
	Fidelity Management Trust Company	Invs Gbl Real Est A	N/A	17,186
	Fidelity Management Trust Company	Blkrk Nat Resource A	N/A	129,926
	Fidelity Management Trust Company	Blkrk Equity Div A	N/A	234,473
	Fidelity Management Trust Company	Blkrk Hi Yd Bd Inv A	N/A	123,725
	Fidelity Management Trust Company	Pim Total Return A	N/A	118,022
	Fidelity Management Trust Company	Ld Abt Fndmntl Eq A	N/A	27,486
	Fidelity Management Trust Company	Pimco Emrg Mkts Bd A	N/A	535,286
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	Fidelity Management Trust Company	Invs GLB Re Inc A	N/A	91,522
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	Fidelity Management Trust Company	Fid Prime Fund	N/A	397,265
	Fidelity Management Trust Company	FA Small Cap A	N/A	14,829
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	Fidelity Management Trust Company	FA Freedom 2055 A	N/A	1,149
				12,388,529
	Participant loans	Interest rates range from 4.25% to 8.5%		533,905
				<u>\$ 12,922,434</u>

(a) An asterisk is placed in this column on the line of each identified person known to be a related party-in-interest.

N/A - Cost is not applicable as these are participant directed investments.

**THE CURRY AUTOMOTIVE GROUP
401(k) SAVINGS PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

December 31, 2012

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE
December 31, 2012**

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See accompanying notes to financial statements.

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

Additions

Additions to net assets attributed to:

Investment income

Net appreciation in fair value of investments

\$ 986,138

Interest

116

Dividends

292,295

1,278,549

Interest income on notes receivable from participants

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Participants

1,357,356

Employer

92,471

1,449,827

Total additions

2,751,151

Deductions

Deductions from net assets attributed to:

Benefits paid to participants

1,256,102

Administrative expenses

8,258

Total deductions

1,264,360

Net increase

1,486,791

Net assets available for benefits

Beginning of year

11,418,586

End of year

\$ 12,905,377

See accompanying notes to financial statements.

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 1 - Description of plan

The following description of The Curry Automotive Group 401(k) Savings Plan (the "Plan") sponsored by Curry Management Corporation (the "Company") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan was amended on February 15, 2012 and October 11, 2011 and amended and restated on November 1, 2010. The Plan had an original effective date of January 1, 1994.

General and eligibility

The Plan is a defined contribution plan covering all full-time employees of the Company with no age requirement who have one year of service with at least 1,000 hours. Certain predecessor employers shall be counted for eligibility purposes based on the terms of the Plan document. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may elect to have a percentage or dollar amount deducted on a pretax basis from their compensations subject to an annual limit of the lesser of 90% of eligible compensation or the federal annual limit in a calendar year, as defined in the Plan. Participants can elect to designate some or all of their contributions to a Roth. Additionally, a paid bonus contribution election is available, subject to certain limits. 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. Participants may elect to suspend their contributions and to change their elective deferral at any date. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. Contributions are subject to certain limitations.

Discretionary matching contributions may be made at the option of the Company's board of directors and are invested according to the participant's investment option. To be eligible for the Company contributions, employees must be credited with at least 1,000 hours of service during the Plan year, with certain other exceptions, as defined in the Plan. Qualified nonelective contributions may be made at the option of the Company.

Participant's accounts

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

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 1 - Description of plan (continued)

Vesting

Participants are immediately vested in their contributions and qualified nonelective contributions plus actual earnings thereon. Vesting in the Company's matching contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service or upon normal retirement age. A participant's vesting percentage increases to 100% if, while employed with the Company, the employee dies, becomes disabled, or reaches the early retirement age of 55 with five years of credited service.

Notes receivables from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, reduced by any outstanding loans. The loans are secured by the balance in the participant's account and bear interest at a rate equal to 1% above the prime rate at the time of the approval of the loan as determined by Thomson Reuters. Principal and interest is paid ratably through payroll deductions over a period of up to five years or up to 10 years for the purchase of a primary residence.

Payment of benefits

On termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Hardship withdrawals are permitted based on the terms of the Plan document.

Forfeited accounts

At December 31, 2012, forfeited nonvested accounts totaled \$7,835. These accounts, if any, will be used to reduce future employer contributions. Also, in 2012, employer contributions were reduced by \$8,000 for amounts paid in 2013 from forfeited nonvested accounts.

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 2 - Summary of significant accounting policies

Date of management's review

Subsequent events were evaluated through October 14, 2013, which is the date the financial statements were available to be issued.

Estimates

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

Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Notes receivable from participants

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

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Payment of benefits

Benefits are recorded when paid.

Operating expenses

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

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 3 - Fair value measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets for benefits. The methods used to measure fair value produce an amount that may not be indicative of net realized 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 measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

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

Level 1 fair value measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

The following table sets forth, which are Level 1 within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012:

Mutual funds	
Stock investments	\$ 2,261,292
Blended investments	8,452,630
Bond investments	1,277,342
Short-term investments	<u>397,265</u>
 Total assets at fair value	 \$ <u>12,388,529</u>

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 4 - Information prepared and certified by trustee

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee as of December 31, 2012.

Investments, at fair value:

Templeton Foreign A	\$ 73,338
Ld Abbett Dev Grth A	268,547
Tmpl Global Bond A	199,204
RS Small Cap Grth A	49,135
GS Grth & Inc Strt A	6,294
GS Growth Strat A	15,505
Blkrk Global Alloc A	126,665
Victory Estb Value A	201,917
Invs Gbl Real Est A	17,186
Blkrk Nat Resource A	129,926
Blkrk Equity Div A	234,473
Blkrk Hi Yd Bd Inv A	123,725
Pim Total Return A	118,022
Ld Abt Fndmntl Eq A	27,486
Pimco Emrg Mkts Bd A	535,286
Invs Mdc Core Eq A	78,322
Opphmr Dev Mkts A	333,552
Columbia Acorn A	68,545
Heartland Val Pls Iv	241,757
Calv Sh Dur Income A	33,661
Pim Real Return A	267,444
Blkrk Intl Opp A	7,770
MFS Utilities R3	58,272
Janus Overseas S	84,790
Calamos Grth & Inc A	37,276
Invs Sel Re Inc A	91,522
Fkln Gold&Prc Mtl A	94,185
Fid Prime Fund	397,265
FA Small Cap A	14,829
FA Freedom 2010 A	139,161
FA Freedom 2020 A	1,969,575
FA Freedom 2030 A	1,742,195
FA Freedom 2040 A	755,520
FA Freedom Inc A	3,701
FA New Insights A	189,323
FA Freedom 2005 A	318,879
FA Freedom 2015 A	509,017
FA Freedom 2025 A	1,622,684
FA Freedom 2035 A	792,833

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 4 - Information prepared and certified by trustee (continued)

Investments, at fair value (continued):

FA Freedom 2045 A	\$ 120,086
FA Freedom 2050 A	203,480
FA Gov Income A	85,027
FA Freedom 2055 A	<u>1,149</u>
	<u>\$ 12,388,529</u>

Note 5 - Investments

The following presents investments that represent five percent (5%) or more of the Plan's net assets.

Investments:

FA Freedom 2020 A	\$ 1,969,575
FA Freedom 2030 A	1,742,195
FA Freedom 2040 A	755,520
FA Freedom 2025 A	1,622,684
FA Freedom 2035 A	792,833

During 2012, the Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$986,138.

Note 6 - Related party transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company (Fidelity). Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the administrative services amounted to \$8,258.

These party-in-interest transactions are exempt from prohibited transactions rules of ERISA.

Note 7 - Plan termination

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

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2012

Note 8 - Reconciliation of financial statements to Schedule H of Form 5500

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

Net assets available for benefits per the financial statements	\$ 12,905,377
Less: contributions receivable	(109,293)
Add: excess contributions payable	<u>126,350</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 12,922,434</u>

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

Benefits paid to participants per the financial statements	\$ 1,256,102
Add: excess contributions payable at December 31, 2011	25,989
Less: excess contributions payable at December 31, 2012	<u>(126,350)</u>
Benefits paid to participants per Schedule H of Form 5500	<u>\$ 1,155,741</u>

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

Note 9 - Tax status

The Plan (and trust established under the Plan) obtained its latest determination letter on July 6 1995, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended and restated since receiving the determination letter, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2006 and the United States Department of Labor is no longer subject to examine any financial statements prior to 2006.

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012

Note 10 - Risks and uncertainties

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

Note 11 - Employer contributions

The Company made discretionary contributions of \$92,471 (net of \$8,000 which was deducted from the forfeited nonvested account balance when paid in March 2013).

Note 12 - Excess contributions

Contributions received from participants are net of payments made to certain active participants for excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. Excess contributions of \$126,350 were paid in March 2013 for 2012. These amounts are included in the Plan's statement of net assets available for benefits as excess contributions payable.

THE CURRY AUTOMOTIVE GROUP 401(k) SAVINGS PLAN

SUPPLEMENTAL SCHEDULE Year Ended December 31, 2012

EIN: 20-2090375 / PN: 001

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

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest collateral, par or maturity value	(d) Cost	(e) Current value
	Fidelity Management Trust Company	Templeton Foreign A	N/A	\$ 73,338
	Fidelity Management Trust Company	Ld Abbett Dev Grth A	N/A	268,547
	Fidelity Management Trust Company	Tmpl Global Bond A	N/A	199,204
	Fidelity Management Trust Company	RS Small Cap Grth A	N/A	49,135
	Fidelity Management Trust Company	GS Grth & Inc Strt A	N/A	6,294
	Fidelity Management Trust Company	GS Growth Strat A	N/A	15,505
	Fidelity Management Trust Company	Blkrk Global Alloc A	N/A	126,665
	Fidelity Management Trust Company	Victory Estb Value A	N/A	201,917
	Fidelity Management Trust Company	Invs Gbl Real Est A	N/A	17,186
	Fidelity Management Trust Company	Blkrk Nat Resource A	N/A	129,926
	Fidelity Management Trust Company	Blkrk Equity Div A	N/A	234,473
	Fidelity Management Trust Company	Blkrk Hi Yd Bd Inv A	N/A	123,725
	Fidelity Management Trust Company	Pim Total Return A	N/A	118,022
	Fidelity Management Trust Company	Ld Abt Fndmntl Eq A	N/A	27,486
	Fidelity Management Trust Company	Pimco Emrg Mkts Bd A	N/A	535,286
	Fidelity Management Trust Company	Invs Mdc Core Eq A	N/A	78,322
	Fidelity Management Trust Company	Opphmr Dev Mkts A	N/A	333,552
	Fidelity Management Trust Company	Columbia Acorn A	N/A	68,545
	Fidelity Management Trust Company	Heartland Val Pls Iv	N/A	241,757
	Fidelity Management Trust Company	Calv Sh Dur Income A	N/A	33,661
	Fidelity Management Trust Company	Pim Real Return A	N/A	267,444
	Fidelity Management Trust Company	Blkrk Intl Opp A	N/A	7,770
	Fidelity Management Trust Company	MFS Utilities R3	N/A	58,272
	Fidelity Management Trust Company	Janus Overseas S	N/A	84,790
	Fidelity Management Trust Company	Calamos Grth & Inc A	N/A	37,276
	Fidelity Management Trust Company	Invs GLB Re Inc A	N/A	91,522
	Fidelity Management Trust Company	Fkln Gold&Prc Mtl A	N/A	94,185
	Fidelity Management Trust Company	Fid Prime Fund	N/A	397,265
	Fidelity Management Trust Company	FA Small Cap A	N/A	14,829
	Fidelity Management Trust Company	FA Freedom 2010 A	N/A	139,161
	Fidelity Management Trust Company	FA Freedom 2020 A	N/A	1,969,575
	Fidelity Management Trust Company	FA Freedom 2030 A	N/A	1,742,195
	Fidelity Management Trust Company	FA Freedom 2040 A	N/A	755,520
	Fidelity Management Trust Company	FA Freedom Inc A	N/A	3,701
	Fidelity Management Trust Company	FA New Insights A	N/A	189,323
	Fidelity Management Trust Company	FA Freedom 2005 A	N/A	318,879
	Fidelity Management Trust Company	FA Freedom 2015 A	N/A	509,017
	Fidelity Management Trust Company	FA Freedom 2025 A	N/A	1,622,684
	Fidelity Management Trust Company	FA Freedom 2035 A	N/A	792,833
	Fidelity Management Trust Company	FA Freedom 2045 A	N/A	120,086
	Fidelity Management Trust Company	FA Freedom 2050 A	N/A	203,480
	Fidelity Management Trust Company	FA Gov Income A	N/A	85,027
	Fidelity Management Trust Company	FA Freedom 2055 A	N/A	1,149
				12,388,529
	Participant loans	Interest rates range from 4.25% to 8.5%		533,905
				<u>\$ 12,922,434</u>

(a) An asterisk is placed in this column on the line of each identified person known to be a related party-in-interest.

N/A - Cost is not applicable as these are participant directed investments.