Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BROWN AUTOMOTIVE GROUP 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1998

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

BROWN AUTOMOTIVE GROUP LIMITED PARTNERSHIP

4300 S. GEORGIA
AMARILLO, TX 79110

2b Employer Identification Number (EIN)
75-1176457

2c Sponsor's telephone number
806-353-7211

2d Business code (see instructions)
441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	DEBBIE KITE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	BRIAN BROWN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	161
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**	146
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	14
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	160
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	160
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	99
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2T 2K 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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
BROWN AUTOMOTIVE GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BROWN AUTOMOTIVE GROUP LIMITED PARTNERSHIP

D Employer Identification Number (EIN)
75-1176457

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

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	29264	121	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
	2966

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

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

VERISIGHT, INC
2001 N MAIN ST, STE 500
WALNUT CREEK, CA 94596

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1855	TPA FEES	5

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

VERISIGHT, INC
2001 N MAIN ST, STE 500
WALNUT CREEK, CA 94596

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1088	TPA COMPENSATION	5

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

VERISIGHT, INC
2001 N MAIN ST, STE 500
WALNUT CREEK, CA 94596

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	19	OTHER ALLOWANCES	5

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

FIDELITY MANAGEMENT & RESEARCH COMP

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	1	REDEMPTION FEES	7

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

VANGUARD GROUP, INC
PO BOX 1110
VALLEY FORGE, PA 19482

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	3	REDEMPTION FEES	7

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	1364
5	Current value of plan's interest under this contract in separate accounts at year end	5	2543717

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☐ other ▶

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
BROWN AUTOMOTIVE GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BROWN AUTOMOTIVE GROUP LIMITED PARTNERSHIP

D Employer Identification Number (EIN)
75-1176457

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

JOHN HANCOCK LIFE INSURANCE COMPANY

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 59 60 62 63 68	RECORDKEEPER	590	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
BROWN AUTOMOTIVE GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BROWN AUTOMOTIVE GROUP LIMITED PARTNERSHIP

D Employer Identification Number (EIN)
75-1176457

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 732926

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 731111

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 231674

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 225520

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 187396

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MRKET INDEX FUND

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 93762

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING 2020

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 92888

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 91822

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23320

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22531

a Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH FUND

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21878

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE SCI & TECH

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21290

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17355

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16881

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE EQUITY INCOME FUND

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12944

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NY VENTURE FUND

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12036

a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS FUND

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11406

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING 2030		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11020
a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5072
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVEL MARKET FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4394
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING 2045		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4151
a Name of MTIA, CCT, PSA, or 103-12 IE: UTILITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3606
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA EMERGING MARKETS VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2970
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2556
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR GOLD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2462
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2319
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS EMERGING MARKET FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1456

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER INTL BOND FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1446
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON GLOBAL BOND FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 616
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 603
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 405
a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INTL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 400
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY CONTRA FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 393
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 392
a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE HELATH SCIENCE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 341
a Name of MTIA, CCT, PSA, or 103-12 IE: ASTON/FAIRPOINTE MID CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 199
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL WORLD GRWOTH & INCOME FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 199

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

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 198

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN FUND

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 195

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO COMMODITY REAL RETURN FUND

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

c EIN-PN 01-0233346-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 192

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
BROWN AUTOMOTIVE GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BROWN AUTOMOTIVE GROUP LIMITED PARTNERSHIP

D Employer Identification Number (EIN)
75-1176457

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		1364
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	48541	47244
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	114959	136370
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1947214	2543717
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2110714	2728695
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	19757	28148
k Total liabilities (add all amounts in lines 1g through1j)	1k	19757	28148
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2090957	2700547

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)	47244	
(B) Participants	2a(1)(B)	300713	
(C) Others (including rollovers)	2a(1)(C)	81166	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		429123
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	4678	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4678
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
(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)	272166	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		272166

		(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		705967
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	94522	
(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)		94522
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1855	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1855
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		96377
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		609590
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: JOHNSON & SHELDON, PC **(2)** EIN: 75-2569269

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
BROWN AUTOMOTIVE GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BROWN AUTOMOTIVE GROUP LIMITED PARTNERSHIP

D Employer Identification Number (EIN)
75-1176457

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 01-0233346

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

BROWN AUTOMOTIVE GROUP
401(K) PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULE AND
INDEPENDENT AUDITORS' REPORT

December 31, 2012

JOHNSON & SHELDON, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

BROWN AUTOMOTIVE GROUP 401(K) PLAN

December 31, 2012
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JOHNSON & SHELDON, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

To Administrative Committee
Brown Automotive Group 401(K) Plan
Amarillo, Texas

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **Brown Automotive Group 401(K) Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012, 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

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 3, which was certified or provided by **John Hancock, USA**, the custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the agent on behalf of the custodian as of December 31, 2012, that the information provided to the Plan Administrator by the custodian is complete and accurate.

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Disclaimer of Opinion

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

Other Matter - Supplemental Schedule

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

We have compiled the accompanying statement of net assets available for benefits of the Plan as of December 31, 2011, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting information that is the representation of management in the form of a financial statement. We have not audited or reviewed the accompanying statement of net assets available for benefits as of December 31, 2011, and accordingly, do not express an opinion or any other form of assurance on it.

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

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

Johnson & Sheldon, P.C.

Johnson & Sheldon, P.C.

October 14, 2013

FINANCIAL STATEMENTS

BROWN AUTOMOTIVE GROUP 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

Assets

	2012	2011
Uninvested Cash	$ 1,364	$ -
Investments, participant directed, at fair value:		
Value of interest in pooled separate accounts	2,543,717	1,947,214
Total Investments, at Fair Value	2,543,717	1,947,214
Receivables		
Employer contributions - discretionary profit sharing	47,244	48,541
Notes receivable from participants	136,370	114,959
Total Receivables	183,614	163,500
Total Assets	2,728,695	2,110,714
Liabilities		
Excess contributions refundable	28,148	19,757
Total Liabilities	28,148	19,757
Net Assets Available for Benefits	$ 2,700,547	$ 2,090,957

See accompanying notes and independent auditors' report

BROWN AUTOMOTIVE GROUP 401(K) 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	$ 272,166
Total Investment Income	272,166
Interest income on notes receivable from participants	4,678
Contributions:	
Employer	47,244
Participants	300,713
Participant rollovers	81,166
Total Contributions	429,123
Total Additions	705,967
Deductions	
Deductions from net assets attributed to:	
Benefits paid to participants	94,522
Administrative fees	1,855
Total Deductions	96,377
Net Increase	609,590
Net Assets Available for Benefits	
Beginning of Year	2,090,957
End of Year	$ 2,700,547

See accompanying notes and independent auditors' report

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Brown Automotive Group 401(K) Plan (the Plan) is provided for general information purposes only. For more complete information, participants should refer to the most current Plan document.

General
The Plan is a defined contribution retirement plan, which provides for the participation of substantially all employees of the Plan and related participating employers, who have completed 6 months of service and attained the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and is intended to qualify under Section 401(k) of the Internal Revenue Code (IRC). Under the Plan, each participant has an account for his/her salary deferral contributions, employer matching contributions and for a separate annual employer discretionary contribution.

John Hancock, USA serves as the Plan's investment custodian and is responsible for executing all investment transactions.

Contributions
Participants may make salary deferral contributions through payroll deductions of not less than 1% up to 100% of their compensation (limited to certain amounts under the IRC). On April 1, 2010, the Plan began auto-enrolling eligible Plan participants at 2% through salary deferral. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Additionally, the Company may make a discretionary contribution once a year which is applied to active participants who made salary deferral contributions to the Plan. The employer discretionary match is subject to change each year at the Board's discretion. Participant and Company contributions are subject to the provisions of the IRC and related regulations.

Participant Accounts
Each participant's account is credited with the participant's contributions and allocations of (a) the employer discretionary contributions, if any, and (b) Plan earnings. Allocations are based on account balances or compensation, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Loans to Participants
The Plan allows participants to obtain loans from their vested accounts, which may not exceed the lesser of one half of the participant's vested interest in their account balances or $50,000. The Plan only allows two loans outstanding at one time and no loan issued in an amount less that $1,000 will be made. Participant loans are maintained and serviced by the Plan's custodian as assets of the Plan. Participants should refer to the separate loan policy of the Plan for further information. Principal and interest is paid ratably through payroll deductions. Interest rates are based on prime rate plus 1.00%, which ranged from 4.25% to 6.00% as of December 31, 2012.

Forfeited Accounts
Forfeited balances of terminated participants' non-vested accounts are used as a reduction of the employer discretionary contributions in the year subsequent to the year in which the forfeitures occur. The Plan utilized $1,364 of forfeitures to reduce its 2012 employer discretionary contributions. At December 31, 2012 and 2011, forfeited non-vested accounts totaled $1,364 and $1,292, respectively.

NOTE 1 - DESCRIPTION OF PLAN (continued)

Vesting
Participants are immediately vested in their salary deferral contributions. Participants vest in the annual discretionary profit sharing contributions gradually between their 2nd year (25%) and 5th year (100%) of service.

Payment of Benefits
Benefits are recorded when paid. On termination of service for any reason, a participant may elect to receive the value of the vested interest in his/her account as a lump-sum distribution.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Subsequent Events
The Plan Administrator has evaluated subsequent events through October 14, 2013, the date the financial statements were available to be issued.

Recent Accounting Pronouncements
ASU 2011-04, "Fair Value Measurement (Topic 820) - *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs.*" ASU 2011-04 amends Topic 820, "Fair Value Measurements and Disclosures," to converge the fair value measurement guidance in U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value measurement requirements, changes certain principles in Topic 820 and requires additional fair value disclosures. ASU 2011-04 became effective for the Plan on January 1, 2012 and did not have a significant impact on the Plan's financial statements.

Investment Valuation and Income Recognition
Investments are stated at fair value as reported by the investment custodian **John Hancock, USA**. 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 7 for further discussion of fair value measurements.

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

Gains or losses on security transactions are recorded as the difference between proceeds received and the carrying value of the investments.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Investment dividends and interest received are reinvested in the corresponding accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Administrative Fees
The Plan sponsor has elected to absorb most of the administrative costs of the Plan. Such amounts paid by the Plan sponsor are not reflected in the Plan's financial statements.

NOTE 3 - INFORMATION CERTIFIED BY JOHN HANCOCK, USA

The following is a summary of the Plan's investment information as of December 31, 2012 and 2011, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the custodian and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodian that the information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following assets:

	2012	2011
Investments at Fair Value:		
Pooled separate accounts	$ 2,543,717	$ 1,947,214
Notes receivable from participants	$ 136,370	$ 114,959

John Hancock, USA also certified to the completeness and accuracy of $272,166 of net appreciation in fair value of investments and $4,678 of interest related to the aforementioned assets for the year ended December 31, 2012.

NOTE 4 - INVESTMENTS

Investments representing 5% or more of the Plan's net assets available for benefits as of December 31:

	2012	2011
Value of Interest in Pooled Separate Accounts, at Fair Value:		
Lifestyle Growth Fund	$ 716,031	$ 495,090
Lifestyle Balanced Fund	714,257	411,090
Money Market Fund	226,334	101,849
Lifestyle Aggressive Fund	220,321	159,084
Lifestyle Conservative Fund	183,076	140,878

NOTE 5 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, participants will become 100% vested in their accounts and the Plan assets will be distributed in a manner approved by the Internal Revenue Service.

NOTE 6 - TAX STATUS

The Plan has not received a determination letter on their adoption of the volume submitter (VS) plan. In accordance with Revenue Procedure 2003-6, the Plan administrator has chosen to rely on the opinion letter, dated March 31, 2008, that has been issued to the VS plan. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and has taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

NOTE 7 - FAIR VALUE MEASUREMENTS

The Plan complies with ASC Topic 820-10, *Fair Value Measurements*, which provides a framework for measuring fair value under generally accepted accounting principles. ASC 820-10 applies to all financial assets and liabilities that are being measured and reported on a fair value basis. As defined in ASC 820-10, 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. In determining fair value, the Plan uses various methods including market, income and cost approaches. Based on these approaches, the Plan often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable inputs. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities. Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury and federal agency securities and federal agency mortgage-backed securities, which are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data. Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or similar assets or liabilities.

Level 3: Unobservable inputs that are not corroborated by market data. Valuations for assets and liabilities that are derived from other valuation methodologies, including option pricing models, discounted cash flow models and similar techniques, and not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

Pooled Separate Accounts: Valued at the net asset value (NAV) of shares held by the Plan at year end, as certified by the Plan's investment custodian John Hancock, USA.

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

NOTE 8 - FAIR VALUE MEASUREMENTS (continued)

The following table summarizes the investments measured at fair value on a recurring basis at December 31:

	Fair Value Measurements Using 2012			
Investments	**Totals**	**Level 1**	**Level 2**	**Level 3**
Pooled Separate Accounts:				
Aggressive funds	$ 259,303	$ -	$ 259,303	$ -
Balanced funds	714,257	-	714,257	-
Conservative funds	409,410	-	409,410	-
Growth & income funds	960,866	-	960,866	-
Moderate funds	91,822	-	91,822	-
Target date funds	108,059	-	108,059	-
Total Investments at Fair Value	$ 2,543,717	$ -	$ 2,543,717	$ -

	Fair Value Measurements Using 2011			
Investments	**Totals**	**Level 1**	**Level 2**	**Level 3**
Pooled Separate Accounts:				
Aggressive funds	$ 219,857	$ -	$ 219,857	$ -
Balanced funds	503,221	-	503,221	-
Conservative funds	267,830	-	267,830	-
Growth & income funds	806,910	-	806,910	-
Moderate funds	72,464	-	72,464	-
Target date funds	76,932	-	76,932	-
Total Investments at Fair Value	$ 1,947,214	$ -	$ 1,947,214	$ -

Changes in Fair Value and Related Gains and Losses
For the Plan year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $272,166.

NOTE 7 - FAIR VALUE MEASUREMENTS (continued)

The following table summarizes investments measured at fair value based on net asset value (NAV) per share as of December 31, 2012 and 2011:

	2012			
Investments	**Fair Value**	**Unfunded Commitment**	**Redemption Frequency**	**Redemption Notice Period**
Pooled Separate Accounts:				
Short term investment funds (a)	$ 2,543,717	$ -	Immediate	None

	2011			
Investments	**Fair Value**	**Unfunded Commitment**	**Redemption Frequency**	**Redemption Notice Period**
Pooled Separate Accounts:				
Short term investment funds (a)	$ 1,947,214	$ -	Immediate	None

(a) This category includes high quality, short term securities. Investments in this category can be redeemed immediately at the current net asset value per share based on the fair value of the underlying assets. The fair value of investments in this category have been estimated using the net asset value per share of the investments.

NOTE 8 - TRANSACTIONS WITH PARTIES IN INTEREST

At December 31, 2012, the Plan held investments in pooled separate accounts and participant notes receivable with a current value of $2,396,270 which are managed by John Hancock, USA. Thus, transactions within these investment funds qualify as party-in-interest transactions as defined by ERISA.

NOTE 9 - RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULE

BROWN AUTOMOTIVE GROUP 401(k) PLAN

SCHEDULE H, PART IV (4i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
(As Certified by John Hancock, USA)
December 31, 2012

	(b)	(c)	(e)
(a)	Identity of issuer, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Current Value
*	John Hancock	Lifestyle Growth Fund	$ 716,031
*	John Hancock	Lifestyle Balanced Fund	714,257
*	John Hancock	Money Market Fund	226,334
*	John Hancock	Lifestyle Aggressive Fund	220,321
*	John Hancock	Lifestyle Conservative Fund	183,076
	John Hancock	Total Stock Market Index Fund	93,762
*	John Hancock	Lifecycle Retirement Living 2020	92,888
*	John Hancock	Lifestyle Moderate Fund	91,822
	John Hancock	Mutual Beacon Fund	23,320
	John Hancock	International Growth Fund	22,531
	John Hancock	Inv Small Cap Growth Fund	21,878
	John Hancock	T. Rowe Price Science and Technology Fund	21,290
	John Hancock	Capital Appreciation Fund	17,355
	John Hancock	Value Index Fund	16,881
	John Hancock	T. Rowe Price Equity Income Fund	12,944
	John Hancock	Davis New York Venture Fund	12,036
	John Hancock	Washington Mutual Investors Fund	11,406
*	John Hancock	Lifecycle Retirement Living 2030	11,020
	John Hancock	Energy Fund	5,072
	John Hancock	Oppenheimer Developing Market Fund	4,394
*	John Hancock	Lifecycle Retirement Living 2045	4,151
	John Hancock	Utilities Fund	3,606
	John Hancock	DFA Emerging Markets Value Fund	2,970
	John Hancock	Oppenheimer Global Fund	2,556
	John Hancock	Fidelity Advisor Gold Fund	2,462
	John Hancock	Small Cap Value Fund	2,319
	John Hancock	MFS Emerging Market Fund	1,456
	John Hancock	Oppenheimer International Bond Fund	1,446
	John Hancock	Templeton Global Bond Fund	616
	John Hancock	DFA U.S. Small Cap Fund	603
	John Hancock	DFA International Value Fund	405
	John Hancock	Thornburg International Value Fund	400
	John Hancock	Fidelity Contra Fund	393
	John Hancock	PIMCO Total Return Fund	392
	John Hancock	T. Rowe Price Health Science Fund	341
	John Hancock	Aston/Fairpointe Mid Cap Fund	199
	John Hancock	Capital World Growth & Income Fund	199
	John Hancock	High Yield Fund	198
	John Hancock	PIMCO Real Return Fund	195
	John Hancock	PIMCO Commodity Real Return Fund	192
	Total Investments		2,543,717
*	Participants	Participant notes receivable, interest rates from 4.25% - 6.00%	136,370
		Total Assets, excluding Cash and Contributions Receivable	$ 2,680,087

(*) - Column (a) Indicates party-in-interest to the Plan
(d) - Column (d) has been omitted due to all investments being participant directed.

See accompanying independent auditors' report

PARTY IN INTEREST - X
IDENTITY - JOHN HANCOCK
DESCRIPTION - LIFESTYLE GROWTH FUN
COST - 0
CURRENT VALUE - 716031

PARTY IN INTEREST - X
IDENTITY - JOHN HANCOCK
DESCRIPTION - LIFESTYLE BALANCED F
COST - 0
CURRENT VALUE - 714257

PARTY IN INTEREST - X
IDENTITY - JOHN HANCOCK
DESCRIPTION - MONEY MARKET FUND
COST - 0
CURRENT VALUE - 226334

PARTY IN INTEREST - X
IDENTITY - JOHN HANCOCK
DESCRIPTION - LIFESTYLE AGGRESSIVE
COST - 0
CURRENT VALUE - 220321

PARTY IN INTEREST - X
IDENTITY - JOHN HANCOCK
DESCRIPTION - LIFESTYLE CONSERVATI
COST - 0
CURRENT VALUE - 183076

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - TOTAL STOCK MARKET I
COST - 0
CURRENT VALUE - 93762

PARTY IN INTEREST - X
IDENTITY - JOHN HANCOCK
DESCRIPTION - RETIREMENT LIVING 20
COST - 0
CURRENT VALUE - 92888

PARTY IN INTEREST - X
IDENTITY - JOHN HANCOCK
DESCRIPTION - LIFESTYLE MODERATE F
COST - 0
CURRENT VALUE - 91822

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - MUTUAL BEACON FUND
COST - 0
CURRENT VALUE - 23320

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - INTERNATIONAL GROWTH
COST - 0
CURRENT VALUE - 22531

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - INV SMALL CAP GROWTH
COST - 0
CURRENT VALUE - 21878

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - T ROWE SCI & TECH
COST - 0
CURRENT VALUE - 21290

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - CAPITAL APPRECIATION
COST - 0
CURRENT VALUE - 17355

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - VALUE INDEX FUND
COST - 0
CURRENT VALUE - 16881

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - T ROWE EQUITY INCOME
COST - 0
CURRENT VALUE - 12944

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - DAVIS NY VENTURE FUN
COST - 0
CURRENT VALUE - 12036

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - WASHINGTON MUTUAL IN
COST - 0
CURRENT VALUE - 11406

PARTY IN INTEREST - X
IDENTITY - JOHN HANCOCK
DESCRIPTION - RETIREMENT LIVING 30
COST - 0
CURRENT VALUE - 11020

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - ENERGY FUND
COST - 0
CURRENT VALUE - 5072

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - OPPENHEIMER DEVEL MA
COST - 0
CURRENT VALUE - 4394

PARTY IN INTEREST - X
IDENTITY - JOHN HANCOCK
DESCRIPTION - RETIRMENT LIVING 45
COST - 0
CURRENT VALUE - 4151

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - UTILITIES FUND
COST - 0
CURRENT VALUE - 3606

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - DFA ENERGING MARKETS
COST - 0
CURRENT VALUE - 2970

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - OPPENHEIMER GLBL FUN
COST - 0
CURRENT VALUE - 2556

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - FIDELITY ADVISOR GOL
COST - 0
CURRENT VALUE - 2462

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - SMALL CAP VALUE FUND
COST - 0
CURRENT VALUE - 2319

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - MFS EMERGING MARKET
COST - 0
CURRENT VALUE - 1456

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - OPPENHEIMER INTL BON
COST - 0
CURRENT VALUE - 1446

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - TEMPELTON GLBL BOND
COST - 0
CURRENT VALUE - 616

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - DFA US SMALL CAP FUN
COST - 0

CURRENT VALUE - 603

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - DFA INTL VALUE FUND
COST - 0
CURRENT VALUE - 405

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - THORNBURG INTL VALUE
COST - 0
CURRENT VALUE - 400

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - FIDELITY CONTRA FUND
COST - 0
CURRENT VALUE - 393

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - PIMCO TOTAL RETURN F
COST - 0
CURRENT VALUE - 392

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - T ROWE HEALTH SCIENC
COST - 0
CURRENT VALUE - 341

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - A/F MID CAP FUND
COST - 0
CURRENT VALUE - 199

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - CAPITAL WORLD GROWTH
COST - 0
CURRENT VALUE - 199

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - HIGH YIELD FUND
COST - 0
CURRENT VALUE - 198

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - PIMCO REAL RETURN FU
COST - 0
CURRENT VALUE - 195

PARTY IN INTEREST -
IDENTITY - JOHN HANCOCK
DESCRIPTION - PIMCO COMMODITY REAL

COST - 0
CURRENT VALUE - 192

PARTY IN INTEREST - X
IDENTITY - JOHN HANCOCK
DESCRIPTION - PARTICIPANT LOANS
COST - 0
CURRENT VALUE - 136370