Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
GALPIN MOTORS, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1987

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

GALPIN MOTORS, INC.

15505 ROSCOE BLVD.
NORTH HILLS, CA 91343-6503

2b Employer Identification Number (EIN)
95-1472486

2c Sponsor's telephone number
818-778-2976

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	BRADLEY BOECKMANN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	BRADLEY BOECKMANN
	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**	1085
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**	1116
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	114
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1233
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1233
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1172
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	80
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [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
GALPIN MOTORS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-1472486

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

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY 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
06-1050034	93629	41308	1233	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
0	0

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

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

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

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

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

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

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

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

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

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

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

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

(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	16661792
5	Current value of plan's interest under this contract in separate accounts at year end	5	3115711

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 ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	16969826
c	Additions: (1) Contributions deposited during the year	7c(1)	738888		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	434690		
	(4) Transferred from separate account	7c(4)	198793		
	(5) Other (specify below)	7c(5)	665149		
	▶ LOAN REPAYMENTS, TRANSFERS IN MISCELLANEOUS IN FORFEITURE CREDITS				
	(6) Total additions			7c(6)	2037520
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	19007346
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1408734		
	(2) Administration charge made by carrier	7e(2)	560		
	(3) Transferred to separate account	7e(3)	289607		
	(4) Other (specify below)	7e(4)	646653		
	▶ LOAN INITIATIONS, TRANSFERS OUT MISCELLANEOUS OUT FORFEITURES DEBITS				
	(5) Total deductions			7e(5)	2345554
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	16661792

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
GALPIN MOTORS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-1472486

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).. . . . . [X] 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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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

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

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

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

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

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

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

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

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

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)

INDEPENDENT FINANCIAL PARTNERS

59-3331424

(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?
27	NONE	38832	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ROSEN & COMPANY, CERTIFIED PUBLIC A

95-4774890

(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?
10	NONE	6353	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL INVESTMENT MANAGEMENT SE

13-4122960

(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?
63 71	NONE	4192	Yes [X] No [ ]	Yes [X] No [ ]	97	Yes [X] No [ ]

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	4104	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	35.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(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
GALPIN MOTORS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GALPIN MOTORS, INC.

D Employer Identification Number (EIN)
95-1472486

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: CORE PLUS BOND/PIMCO

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-299	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRU IFX TGT EASYPATH BAL

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-697	P	507207

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/SYSTEMATIC

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-647	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/FRONTIER

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-559	P	1364095

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-123	P	1244409

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)

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
GALPIN MOTORS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-1472486

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	21084	0
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1337649	1397834
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	4161168	3115711
(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)	6984873	10729223
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	16969826	16661792
(15) Other	1c(15)	3739406	4408531

		(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	33214006	36313091
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	33214006	36313091

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)	327258	
(B) Participants	2a(1)(B)	2112445	
(C) Others (including rollovers)	2a(1)(C)	36508	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2476211
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)	44017	
(F) Other	2b(1)(F)	434690	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		478707
(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)	108573	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		108573
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		585686
(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)		985493
c Other income	2c		663822
d Total income. Add all **income** amounts in column (b) and enter total	2d		5298492
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2141379	
(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)		2141379
f Corrective distributions (see instructions)	2f		53
g Certain deemed distributions of participant loans (see instructions)	2g		3370
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)	54605	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		54605
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2199407
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3099085
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: ROSEN & COMPANY CPAS INC **(2)** EIN: 95-4774890

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		1000000
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
GALPIN MOTORS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-1472486

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 22-1211670

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):

Galpin Motors, Inc.

401 (k) Profit Sharing Plan

Financial Statements

DECEMBER 31, 2012

Rosen & Company
Certified Public Accountants, Inc.
A tradition of accurate, accessible & affordable financial services

15545 Devonshire Street, Suite 210
Mission Hills, California 91345
(818) 920-9888 • Fax (818) 920-9388
www.wantacpa.com

Auditor's Report

Galpin Motors, Inc. 401(k) Profit Sharing Plan
15505 Roscoe Blvd.
North Hills, CA 91343

We were engaged to audit the accompanying statement of net assets available for benefits of Galpin Motors, Inc. 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2012 and December 31, 2011 and the changes in net assets available for benefits for the years then ended and the supplemental schedules of (1) Schedule H, line 4i – Schedule of Assets Held (At End of Year) for the year ended December 31, 2012. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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 procedure with respect to the investment information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years December 31, 2012 and December 31, 2011 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules taken as a whole, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Rosen & Company Certified Public Accountants, Inc.

Mission Hills, California
October 13, 2013

Galpin Motors, Inc. 401(k) Profit Sharing Plan
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	Plan Year Ended December 31 2012	2011
Assets		
Investments, at fair value:		
Mutual Funds	$ 10,729,223	$ 6,984,873
Guaranteed group annuity contract	16,661,792	16,969,826
Participant directed brokerage account	4,408,531	3,760,490
Pooled Separate Accounts	3,115,711	4,161,168
Total Investments	$ 34,915,257	31,876,357
Receivables:		
Participants' loans	1,397,834	1,337,649
Particpants' contributions	-	-
Employer's contributions	-	-
Total Receivables	1,397,834	1,337,649
Total Assets	$ 36,313,091	$ 33,214,006
Total Liabilities	-	-
Net Assets Available for Benefits	$ 36,313,091	$ 33,214,006

Galpin Motors, Inc. 401(k) Profit Sharing Plan
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	Plan Year Ended December 31 2012	2011
Additions to Net Assets Attributed to:		
Investment Income:		
Interest, Dividends, and Capital Gains	1,572,890	$ 133,746
Loan Repayment interest	44,017	47,015
Total Investment Income	1,616,907	180,761
Increase (Decrease) in Fair Market Value of Assets	1,205,377	(676,967)
Contributions Received:		
Employer Contributions	327,258	238,918
Participant Contributions	2,112,445	1,657,260
Rollover Contributions	36,508	145,786
Total Contributions Received	2,476,211	2,041,964
Total Additions (Subtractions) to Net Assets	5,298,495	1,545,758
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants	2,141,379	1,241,554
Corrective Distributions	56	-
Deemed Distributions on Loans	3,370	36,730
Administrative Expenses	54,605	48,616
Total Deductions from Net Assets	2,199,410	1,326,900
Net Increase (Decrease) in Net Assets Available for Benefits	3,099,085	218,858
Net Assets Available for Benefits, January 1	33,214,006	32,995,148
Net Assets Available for Benefits, December 31	$ 36,313,091	$ 33,214,006

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Galpin Motors, Inc. 401(k) Profit Sharing Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

GENERAL: The plan is a defined contribution plan covering all employees of the Plan who have completed thirty days of service and are at least 18 years of age. The Plan also has a profit sharing component covering employees who have completed one year of service and have reached 18 years of age. Employees of World of Communications, Inc. are excluded from the profit sharing part of the Plan. Profit sharing contributions are at the discretion of the Company. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA").

CONTRIBUTIONS: Each year, participants may contribute a flat dollar amount or any percentage up to 10% of their pay. By law, annual employee contributions cannot exceed $17,000 in the year 2012. Participants may also contribute amounts representing distributions from another employer's qualified retirement or profit sharing plan. Participants direct the investments of their contributions into various investment options offered by the Plan. The Company at its discretion may make matching contributions on behalf of all participants who make 401(k) savings contributions during the year.

PARTICIPANTS ACCOUNTS: Each participant's account is credited with the participant's contribution and allocation of plan earnings in the 401(k) Plan. In the profit sharing plan, each participant is credited with an allocation of the Company's contribution in the same ratio as each employee's compensation for the plan year.

VESTING: Participants are immediately 100% vested in their contributions plus actual earnings thereon. The portion of a participant’s account pertaining to employer discretionary profit sharing and matching contributions and related earnings vest according to the following schedule:

Years of Service	Vesting Percentage
1 Year	10%
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 1 - DESCRIPTION OF PLAN (Continued)

VESTING (Continued): Those reaching normal retirement date at age 65 years become 100% vested on that date in their accrued benefits regardless of the vesting schedule which would otherwise apply. Any participant, who terminates employment prior to the completion of the minimum number of applicable years, forfeits the unvested accrued benefit under the Plan.

PARTICIPANT LOANS: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at the Prime Rate of Chase Manhattan Bank as determined on the last day of the calendar quarter. Principal and interest is paid ratably through payroll deductions.

PAYMENT OF BENEFITS: On termination of service due to death, disability or retirement, a participant may elect to receive payment by one or a combination of these methods — in one or more payments within one year; installment payments over a period selected by the participant, which generally cannot be longer than the participant's life expectancy or the combined life expectancies of the participant and their designated beneficiary; purchase of an annuity contract providing payments over the participant's or beneficiaries lifetimes.

FORFEITED ACCOUNTS: Any participant, who terminates their employment prior to the completion of the minimum number of applicable years, forfeits their unvested accrued benefit under the Plan. Forfeitures are used to reduce future employer contributions or to pay for plan expenses. In no event may forfeitures be paid back to the Employer.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ESTIMATES: The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reporting amounts and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION: In 2005, the Financial Accounting Standards Board proposed a position which amended SOP 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pensions,* and those amendments are effective for financial statements for the annual periods ending after December 15, 2006. SOP 94-4-1 states that defined contribution plans should report net assets available for benefits at fair value. Recently issued Statement of Financial Accounting Standards 157, Fair Value Measurements, (FAS 157) provides guidance to determine fair value measurements for financial instruments. The Guaranteed Group Annuity Contract (Note 3) is valued using these guidelines.

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

INVESTMENT VALUATION AND INCOME RECOGNITION (Continued): Quoted market prices are used to value other investments. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the plan at year end.

METHOD OF ACCOUNTING: The financial statements have been prepared on the accrual basis of accounting.

NOTE 3 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has a guaranteed benefit contract with Prudential Retirement Insurance and Annuity Company Life Insurance Company ("Prudential"). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value as reported to the Plan by Prudential. Fair value represents contract value less 5% based on the guidance provided by FAS 157. The Plan would receive contract value less 5% if the contract was terminated at December 31, 2012. The Company has not expressed any intent to terminate the contract.

Benefit responsive accounts can be comprised of one or more fixed income accounts. When two or more accounts make up the benefit responsive account, the participant's accounts may be credited with a blended rate of return. The blended rate is usually set by the fiduciary of the plan and is adjusted annually as the contractual rates change. However, all guarantees are made by each contract issuer and are not backed or insured by the plan, the Federal Government or other entity.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become I00% vested in their accounts.

NOTE 5 - FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated February 19, 2004 that the Plan’s most recent amendments effective December 2, 2002 and August 20, 1998 and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. Additionally, upon the selection of the Prudential as the Third Party insurance company trustee, the company adopted their prototype plan document which has a master determination with the Internal Revenue Service.

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 6 - BENEFIT RESPONSIVE INVESTMENTS

	December 31, 2012	2011
Net assets:		
Guaranteed Interest Contract – Contract Value	$ 16,661,792	$ 16,969,826
Guaranteed Interest Contract – Fair Value	16,661,792	16,969,826
Average Yield	3.65%	3.65%

NOTE 7 - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

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

	December 31, 2012	2011
Investments at fair value:		
Mutual funds	10,729,223	6,987,873
Guaranteed group annuity contract	16,661,792	16,969,826
Self Directed Brokerage Account	4,408,531	3,760,490
Pooled Separate Accounts	3,115,711	4,161,168
Participants' loans	1,397,834	1,337,649
Participants' contributions receivable	2,112,445	1,657,260
Employer's contributions receivable	327,258	238,918
Investment income	1,572,890	133,748
Benefits paid to participants	2,141,379	1,241,554
Net appreciation (depreciation) in fair value of investments	1,205,377	(676,967)
Administrative expenses	54,605	48,616

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 8 - SIGNIFICANT INVESTMENTS

The following investments represent 5% or more of the net assets available for benefits:

	December 31			
	2012		2011	
	Amount	Percent	Amount	Percent
Guaranteed Group Annuity Contract	16,661,792	45.88	16,753,575	56.43
Participant Directed Brokerage Account	4,408,531	12.14	4,141,586	12.55
Europacific Growth Fund R4	2,561,443	8.27	2,232,742	6.77
BlackRock Equity Dividend	2,137,241	5.89	1,732,062	5.25

NOTE 9 - BALANCES OWED TO TERMINATED PARTICIPANTS / FORFEITURES

At December 31, 2012, balances in terminated participant's accounts totaled approximately $7,636 according to the Forfeiture Detail Report provided by Prudential.

NOTE 10 – EMPLOYER MATCHING & PROFIT SHARING CONTRIBUTION

The employer has made discretionary matching and/or profit sharing contributions for the plan year in the amount of $327,258.

SUPPLEMENTAL INFORMATION

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Schedule of Plan Assets Held at End of Year

December 31, 2012

Plan No.: 001
Plan EIN: 95-1472486

Schedule of Assets Held for lnvestment Purposes at End of Plan Year

	Cost	Current Value
Guaranteed Income Fund		
Prudential Retirement Insurance and Annuity Co.	$ 16,661,792	$ 16,661,792
Prudential IFX Target Easypath		
Prudential Retirement Insurance and Annuity Co.	477,844	507,207
Mid Cap Growth/Frontier		
Prudential Retirement Insurance and Annuity Co.	948,293	1,364,095
Dryden S&P 500 Index Fund		
Prudential Retirement Insurance and Annuity Co.	830,746	1,244,409
Prudential Mutual Funds		
T Rowe Price Us Bond Index	11,854	11,665
Oppenheimer Developing Markets Y	15,151	16,048
American Europacific Growth R4	2,561,443	3,003,842
Allianz NFI Small Cap Val A	378,091	437,196
Cohen & Steers Realty Fund	40,955	39,119
Pimco Total Return Bond Admin	1,216,737	1,205,308
Investments Mid Cap Equity Fund A	100,549	107,009
Blackrock Equity Dividend	1,644,944	2,137,241
Victory Established Value	719,779	703,911
JP Morgan US Equity Class A	226,055	240,399
Dreyfus Small Cap Stock Index	110,797	128,563
Dreyfus Opportunistic Small Cap	39,033	40,847
Wells Fargo Advantage Growth I	1,536,983	1,690,170
Blackrock Small Cap Grow Equity	819,891	967,906
Self-Directed Brokerage	4,408,531	4,408,531
Participant Loans	1,397,834	1,397,834
Total Assets	$ 34,147,302	$ 36,313,091

Galpin Motors, Inc.

401 (k) Profit Sharing Plan

Financial Statements

DECEMBER 31, 2012

Rosen & Company
Certified Public Accountants, Inc.
A tradition of accurate, accessible & affordable financial services

15545 Devonshire Street, Suite 210
Mission Hills, California 91345
(818) 920-9888 • Fax (818) 920-9388
www.wantacpa.com

Auditor's Report

Galpin Motors, Inc. 401(k) Profit Sharing Plan
15505 Roscoe Blvd.
North Hills, CA 91343

We were engaged to audit the accompanying statement of net assets available for benefits of Galpin Motors, Inc. 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2012 and December 31, 2011 and the changes in net assets available for benefits for the years then ended and the supplemental schedules of (1) Schedule H, line 4i – Schedule of Assets Held (At End of Year) for the year ended December 31, 2012. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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 procedure with respect to the investment information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years December 31, 2012 and December 31, 2011 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules taken as a whole, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Rosen & Company Certified Public Accountants, Inc.

Mission Hills, California
October 13, 2013

Galpin Motors, Inc. 401(k) Profit Sharing Plan
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	Plan Year Ended December 31 2012	2011
Assets		
Investments, at fair value:		
Mutual Funds	$ 10,729,223	$ 6,984,873
Guaranteed group annuity contract	16,661,792	16,969,826
Participant directed brokerage account	4,408,531	3,760,490
Pooled Separate Accounts	3,115,711	4,161,168
Total Investments	$ 34,915,257	31,876,357
Receivables:		
Participants' loans	1,397,834	1,337,649
Particpants' contributions	-	-
Employer's contributions	-	-
Total Receivables	1,397,834	1,337,649
Total Assets	$ 36,313,091	$ 33,214,006
Total Liabilities	-	-
Net Assets Available for Benefits	$ 36,313,091	$ 33,214,006

Galpin Motors, Inc. 401(k) Profit Sharing Plan
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	Plan Year Ended December 31 2012	2011
Additions to Net Assets Attributed to:		
Investment Income:		
Interest, Dividends, and Capital Gains	1,572,890	$ 133,746
Loan Repayment interest	44,017	47,015
Total Investment Income	1,616,907	180,761
Increase (Decrease) in Fair Market Value of Assets	1,205,377	(676,967)
Contributions Received:		
Employer Contributions	327,258	238,918
Participant Contributions	2,112,445	1,657,260
Rollover Contributions	36,508	145,786
Total Contributions Received	2,476,211	2,041,964
Total Additions (Subtractions) to Net Assets	5,298,495	1,545,758
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants	2,141,379	1,241,554
Corrective Distributions	56	-
Deemed Distributions on Loans	3,370	36,730
Administrative Expenses	54,605	48,616
Total Deductions from Net Assets	2,199,410	1,326,900
Net Increase (Decrease) in Net Assets Available for Benefits	3,099,085	218,858
Net Assets Available for Benefits, January 1	33,214,006	32,995,148
Net Assets Available for Benefits, December 31	$ 36,313,091	$ 33,214,006

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Galpin Motors, Inc. 401(k) Profit Sharing Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

GENERAL: The plan is a defined contribution plan covering all employees of the Plan who have completed thirty days of service and are at least 18 years of age. The Plan also has a profit sharing component covering employees who have completed one year of service and have reached 18 years of age. Employees of World of Communications, Inc. are excluded from the profit sharing part of the Plan. Profit sharing contributions are at the discretion of the Company. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA").

CONTRIBUTIONS: Each year, participants may contribute a flat dollar amount or any percentage up to 10% of their pay. By law, annual employee contributions cannot exceed $17,000 in the year 2012. Participants may also contribute amounts representing distributions from another employer's qualified retirement or profit sharing plan. Participants direct the investments of their contributions into various investment options offered by the Plan. The Company at its discretion may make matching contributions on behalf of all participants who make 401(k) savings contributions during the year.

PARTICIPANTS ACCOUNTS: Each participant's account is credited with the participant's contribution and allocation of plan earnings in the 401(k) Plan. In the profit sharing plan, each participant is credited with an allocation of the Company's contribution in the same ratio as each employee's compensation for the plan year.

VESTING: Participants are immediately 100% vested in their contributions plus actual earnings thereon. The portion of a participant’s account pertaining to employer discretionary profit sharing and matching contributions and related earnings vest according to the following schedule:

Years of Service	Vesting Percentage
1 Year	10%
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 1 - DESCRIPTION OF PLAN (Continued)

VESTING (Continued): Those reaching normal retirement date at age 65 years become 100% vested on that date in their accrued benefits regardless of the vesting schedule which would otherwise apply. Any participant, who terminates employment prior to the completion of the minimum number of applicable years, forfeits the unvested accrued benefit under the Plan.

PARTICIPANT LOANS: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at the Prime Rate of Chase Manhattan Bank as determined on the last day of the calendar quarter. Principal and interest is paid ratably through payroll deductions.

PAYMENT OF BENEFITS: On termination of service due to death, disability or retirement, a participant may elect to receive payment by one or a combination of these methods — in one or more payments within one year; installment payments over a period selected by the participant, which generally cannot be longer than the participant's life expectancy or the combined life expectancies of the participant and their designated beneficiary; purchase of an annuity contract providing payments over the participant's or beneficiaries lifetimes.

FORFEITED ACCOUNTS: Any participant, who terminates their employment prior to the completion of the minimum number of applicable years, forfeits their unvested accrued benefit under the Plan. Forfeitures are used to reduce future employer contributions or to pay for plan expenses. In no event may forfeitures be paid back to the Employer.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ESTIMATES: The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reporting amounts and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION: In 2005, the Financial Accounting Standards Board proposed a position which amended SOP 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pensions,* and those amendments are effective for financial statements for the annual periods ending after December 15, 2006. SOP 94-4-1 states that defined contribution plans should report net assets available for benefits at fair value. Recently issued Statement of Financial Accounting Standards 157, Fair Value Measurements, (FAS 157) provides guidance to determine fair value measurements for financial instruments. The Guaranteed Group Annuity Contract (Note 3) is valued using these guidelines.

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

INVESTMENT VALUATION AND INCOME RECOGNITION (Continued): Quoted market prices are used to value other investments. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the plan at year end.

METHOD OF ACCOUNTING: The financial statements have been prepared on the accrual basis of accounting.

NOTE 3 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has a guaranteed benefit contract with Prudential Retirement Insurance and Annuity Company Life Insurance Company ("Prudential"). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value as reported to the Plan by Prudential. Fair value represents contract value less 5% based on the guidance provided by FAS 157. The Plan would receive contract value less 5% if the contract was terminated at December 31, 2012. The Company has not expressed any intent to terminate the contract.

Benefit responsive accounts can be comprised of one or more fixed income accounts. When two or more accounts make up the benefit responsive account, the participant's accounts may be credited with a blended rate of return. The blended rate is usually set by the fiduciary of the plan and is adjusted annually as the contractual rates change. However, all guarantees are made by each contract issuer and are not backed or insured by the plan, the Federal Government or other entity.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become I00% vested in their accounts.

NOTE 5 - FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated February 19, 2004 that the Plan’s most recent amendments effective December 2, 2002 and August 20, 1998 and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. Additionally, upon the selection of the Prudential as the Third Party insurance company trustee, the company adopted their prototype plan document which has a master determination with the Internal Revenue Service.

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 6 - BENEFIT RESPONSIVE INVESTMENTS

	December 31, 2012	2011
Net assets:		
Guaranteed Interest Contract – Contract Value	$ 16,661,792	$ 16,969,826
Guaranteed Interest Contract – Fair Value	16,661,792	16,969,826
Average Yield	3.65%	3.65%

NOTE 7 - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

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

	December 31, 2012	2011
Investments at fair value:		
Mutual funds	10,729,223	6,987,873
Guaranteed group annuity contract	16,661,792	16,969,826
Self Directed Brokerage Account	4,408,531	3,760,490
Pooled Separate Accounts	3,115,711	4,161,168
Participants' loans	1,397,834	1,337,649
Participants' contributions receivable	2,112,445	1,657,260
Employer's contributions receivable	327,258	238,918
Investment income	1,572,890	133,748
Benefits paid to participants	2,141,379	1,241,554
Net appreciation (depreciation) in fair value of investments	1,205,377	(676,967)
Administrative expenses	54,605	48,616

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 8 - SIGNIFICANT INVESTMENTS

The following investments represent 5% or more of the net assets available for benefits:

	December 31			
	2012		2011	
	Amount	Percent	Amount	Percent
Guaranteed Group Annuity Contract	16,661,792	45.88	16,753,575	56.43
Participant Directed Brokerage Account	4,408,531	12.14	4,141,586	12.55
Europacific Growth Fund R4	2,561,443	8.27	2,232,742	6.77
BlackRock Equity Dividend	2,137,241	5.89	1,732,062	5.25

NOTE 9 - BALANCES OWED TO TERMINATED PARTICIPANTS / FORFEITURES

At December 31, 2012, balances in terminated participant's accounts totaled approximately $7,636 according to the Forfeiture Detail Report provided by Prudential.

NOTE 10 – EMPLOYER MATCHING & PROFIT SHARING CONTRIBUTION

The employer has made discretionary matching and/or profit sharing contributions for the plan year in the amount of $327,258.

SUPPLEMENTAL INFORMATION

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Schedule of Plan Assets Held at End of Year

December 31, 2012

Plan No.: 001
Plan EIN: 95-1472486

Schedule of Assets Held for lnvestment Purposes at End of Plan Year

	Cost	Current Value
Guaranteed Income Fund		
Prudential Retirement Insurance and Annuity Co.	$ 16,661,792	$ 16,661,792
Prudential IFX Target Easypath		
Prudential Retirement Insurance and Annuity Co.	477,844	507,207
Mid Cap Growth/Frontier		
Prudential Retirement Insurance and Annuity Co.	948,293	1,364,095
Dryden S&P 500 Index Fund		
Prudential Retirement Insurance and Annuity Co.	830,746	1,244,409
Prudential Mutual Funds		
T Rowe Price Us Bond Index	11,854	11,665
Oppenheimer Developing Markets Y	15,151	16,048
American Europacific Growth R4	2,561,443	3,003,842
Allianz NFI Small Cap Val A	378,091	437,196
Cohen & Steers Realty Fund	40,955	39,119
Pimco Total Return Bond Admin	1,216,737	1,205,308
Investments Mid Cap Equity Fund A	100,549	107,009
Blackrock Equity Dividend	1,644,944	2,137,241
Victory Established Value	719,779	703,911
JP Morgan US Equity Class A	226,055	240,399
Dreyfus Small Cap Stock Index	110,797	128,563
Dreyfus Opportunistic Small Cap	39,033	40,847
Wells Fargo Advantage Growth I	1,536,983	1,690,170
Blackrock Small Cap Grow Equity	819,891	967,906
Self-Directed Brokerage	4,408,531	4,408,531
Participant Loans	1,397,834	1,397,834
Total Assets	$ 34,147,302	$ 36,313,091

Galpin Motors, Inc.

401 (k) Profit Sharing Plan

Financial Statements

DECEMBER 31, 2012

Rosen & Company
Certified Public Accountants, Inc.
A tradition of accurate, accessible & affordable financial services

15545 Devonshire Street, Suite 210
Mission Hills, California 91345
(818) 920-9888 • Fax (818) 920-9388
www.wantacpa.com

Auditor's Report

Galpin Motors, Inc. 401(k) Profit Sharing Plan
15505 Roscoe Blvd.
North Hills, CA 91343

We were engaged to audit the accompanying statement of net assets available for benefits of Galpin Motors, Inc. 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2012 and December 31, 2011 and the changes in net assets available for benefits for the years then ended and the supplemental schedules of (1) Schedule H, line 4i – Schedule of Assets Held (At End of Year) for the year ended December 31, 2012. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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 procedure with respect to the investment information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years December 31, 2012 and December 31, 2011 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules taken as a whole, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Rosen & Company Certified Public Accountants, Inc.

Mission Hills, California
October 13, 2013

Galpin Motors, Inc. 401(k) Profit Sharing Plan
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	Plan Year Ended December 31 2012	2011
Assets		
Investments, at fair value:		
Mutual Funds	$ 10,729,223	$ 6,984,873
Guaranteed group annuity contract	16,661,792	16,969,826
Participant directed brokerage account	4,408,531	3,760,490
Pooled Separate Accounts	3,115,711	4,161,168
Total Investments	$ 34,915,257	31,876,357
Receivables:		
Participants' loans	1,397,834	1,337,649
Particpants' contributions	-	-
Employer's contributions	-	-
Total Receivables	1,397,834	1,337,649
Total Assets	$ 36,313,091	$ 33,214,006
Total Liabilities	-	-
Net Assets Available for Benefits	$ 36,313,091	$ 33,214,006

Galpin Motors, Inc. 401(k) Profit Sharing Plan
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	Plan Year Ended December 31 2012	2011
Additions to Net Assets Attributed to:		
Investment Income:		
Interest, Dividends, and Capital Gains	1,572,890	$ 133,746
Loan Repayment interest	44,017	47,015
Total Investment Income	1,616,907	180,761
Increase (Decrease) in Fair Market Value of Assets	1,205,377	(676,967)
Contributions Received:		
Employer Contributions	327,258	238,918
Participant Contributions	2,112,445	1,657,260
Rollover Contributions	36,508	145,786
Total Contributions Received	2,476,211	2,041,964
Total Additions (Subtractions) to Net Assets	5,298,495	1,545,758
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants	2,141,379	1,241,554
Corrective Distributions	56	-
Deemed Distributions on Loans	3,370	36,730
Administrative Expenses	54,605	48,616
Total Deductions from Net Assets	2,199,410	1,326,900
Net Increase (Decrease) in Net Assets Available for Benefits	3,099,085	218,858
Net Assets Available for Benefits, January 1	33,214,006	32,995,148
Net Assets Available for Benefits, December 31	$ 36,313,091	$ 33,214,006

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Galpin Motors, Inc. 401(k) Profit Sharing Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

GENERAL: The plan is a defined contribution plan covering all employees of the Plan who have completed thirty days of service and are at least 18 years of age. The Plan also has a profit sharing component covering employees who have completed one year of service and have reached 18 years of age. Employees of World of Communications, Inc. are excluded from the profit sharing part of the Plan. Profit sharing contributions are at the discretion of the Company. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA").

CONTRIBUTIONS: Each year, participants may contribute a flat dollar amount or any percentage up to 10% of their pay. By law, annual employee contributions cannot exceed $17,000 in the year 2012. Participants may also contribute amounts representing distributions from another employer's qualified retirement or profit sharing plan. Participants direct the investments of their contributions into various investment options offered by the Plan. The Company at its discretion may make matching contributions on behalf of all participants who make 401(k) savings contributions during the year.

PARTICIPANTS ACCOUNTS: Each participant's account is credited with the participant's contribution and allocation of plan earnings in the 401(k) Plan. In the profit sharing plan, each participant is credited with an allocation of the Company's contribution in the same ratio as each employee's compensation for the plan year.

VESTING: Participants are immediately 100% vested in their contributions plus actual earnings thereon. The portion of a participant’s account pertaining to employer discretionary profit sharing and matching contributions and related earnings vest according to the following schedule:

Years of Service	Vesting Percentage
1 Year	10%
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 1 - DESCRIPTION OF PLAN (Continued)

VESTING (Continued): Those reaching normal retirement date at age 65 years become 100% vested on that date in their accrued benefits regardless of the vesting schedule which would otherwise apply. Any participant, who terminates employment prior to the completion of the minimum number of applicable years, forfeits the unvested accrued benefit under the Plan.

PARTICIPANT LOANS: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at the Prime Rate of Chase Manhattan Bank as determined on the last day of the calendar quarter. Principal and interest is paid ratably through payroll deductions.

PAYMENT OF BENEFITS: On termination of service due to death, disability or retirement, a participant may elect to receive payment by one or a combination of these methods — in one or more payments within one year; installment payments over a period selected by the participant, which generally cannot be longer than the participant's life expectancy or the combined life expectancies of the participant and their designated beneficiary; purchase of an annuity contract providing payments over the participant's or beneficiaries lifetimes.

FORFEITED ACCOUNTS: Any participant, who terminates their employment prior to the completion of the minimum number of applicable years, forfeits their unvested accrued benefit under the Plan. Forfeitures are used to reduce future employer contributions or to pay for plan expenses. In no event may forfeitures be paid back to the Employer.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ESTIMATES: The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reporting amounts and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION: In 2005, the Financial Accounting Standards Board proposed a position which amended SOP 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pensions,* and those amendments are effective for financial statements for the annual periods ending after December 15, 2006. SOP 94-4-1 states that defined contribution plans should report net assets available for benefits at fair value. Recently issued Statement of Financial Accounting Standards 157, Fair Value Measurements, (FAS 157) provides guidance to determine fair value measurements for financial instruments. The Guaranteed Group Annuity Contract (Note 3) is valued using these guidelines.

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

INVESTMENT VALUATION AND INCOME RECOGNITION (Continued): Quoted market prices are used to value other investments. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the plan at year end.

METHOD OF ACCOUNTING: The financial statements have been prepared on the accrual basis of accounting.

NOTE 3 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has a guaranteed benefit contract with Prudential Retirement Insurance and Annuity Company Life Insurance Company ("Prudential"). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value as reported to the Plan by Prudential. Fair value represents contract value less 5% based on the guidance provided by FAS 157. The Plan would receive contract value less 5% if the contract was terminated at December 31, 2012. The Company has not expressed any intent to terminate the contract.

Benefit responsive accounts can be comprised of one or more fixed income accounts. When two or more accounts make up the benefit responsive account, the participant's accounts may be credited with a blended rate of return. The blended rate is usually set by the fiduciary of the plan and is adjusted annually as the contractual rates change. However, all guarantees are made by each contract issuer and are not backed or insured by the plan, the Federal Government or other entity.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become I00% vested in their accounts.

NOTE 5 - FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated February 19, 2004 that the Plan’s most recent amendments effective December 2, 2002 and August 20, 1998 and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. Additionally, upon the selection of the Prudential as the Third Party insurance company trustee, the company adopted their prototype plan document which has a master determination with the Internal Revenue Service.

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 6 - BENEFIT RESPONSIVE INVESTMENTS

	December 31, 2012	2011
Net assets:		
Guaranteed Interest Contract – Contract Value	$ 16,661,792	$ 16,969,826
Guaranteed Interest Contract – Fair Value	16,661,792	16,969,826
Average Yield	3.65%	3.65%

NOTE 7 - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

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

	December 31, 2012	2011
Investments at fair value:		
Mutual funds	10,729,223	6,987,873
Guaranteed group annuity contract	16,661,792	16,969,826
Self Directed Brokerage Account	4,408,531	3,760,490
Pooled Separate Accounts	3,115,711	4,161,168
Participants' loans	1,397,834	1,337,649
Participants' contributions receivable	2,112,445	1,657,260
Employer's contributions receivable	327,258	238,918
Investment income	1,572,890	133,748
Benefits paid to participants	2,141,379	1,241,554
Net appreciation (depreciation) in fair value of investments	1,205,377	(676,967)
Administrative expenses	54,605	48,616

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Footnotes to Financial Statement
December 31, 2012

NOTE 8 - SIGNIFICANT INVESTMENTS

The following investments represent 5% or more of the net assets available for benefits:

	December 31			
	2012		2011	
	Amount	Percent	Amount	Percent
Guaranteed Group Annuity Contract	16,661,792	45.88	16,753,575	56.43
Participant Directed Brokerage Account	4,408,531	12.14	4,141,586	12.55
Europacific Growth Fund R4	2,561,443	8.27	2,232,742	6.77
BlackRock Equity Dividend	2,137,241	5.89	1,732,062	5.25

NOTE 9 - BALANCES OWED TO TERMINATED PARTICIPANTS / FORFEITURES

At December 31, 2012, balances in terminated participant's accounts totaled approximately $7,636 according to the Forfeiture Detail Report provided by Prudential.

NOTE 10 – EMPLOYER MATCHING & PROFIT SHARING CONTRIBUTION

The employer has made discretionary matching and/or profit sharing contributions for the plan year in the amount of $327,258.

SUPPLEMENTAL INFORMATION

Galpin Motors, Inc., 401(k) Profit Sharing Plan
Schedule of Plan Assets Held at End of Year

December 31, 2012

Plan No.: 001
Plan EIN: 95-1472486

Schedule of Assets Held for lnvestment Purposes at End of Plan Year

	Cost	Current Value
Guaranteed Income Fund		
Prudential Retirement Insurance and Annuity Co.	$ 16,661,792	$ 16,661,792
Prudential IFX Target Easypath		
Prudential Retirement Insurance and Annuity Co.	477,844	507,207
Mid Cap Growth/Frontier		
Prudential Retirement Insurance and Annuity Co.	948,293	1,364,095
Dryden S&P 500 Index Fund		
Prudential Retirement Insurance and Annuity Co.	830,746	1,244,409
Prudential Mutual Funds		
T Rowe Price Us Bond Index	11,854	11,665
Oppenheimer Developing Markets Y	15,151	16,048
American Europacific Growth R4	2,561,443	3,003,842
Allianz NFI Small Cap Val A	378,091	437,196
Cohen & Steers Realty Fund	40,955	39,119
Pimco Total Return Bond Admin	1,216,737	1,205,308
Investments Mid Cap Equity Fund A	100,549	107,009
Blackrock Equity Dividend	1,644,944	2,137,241
Victory Established Value	719,779	703,911
JP Morgan US Equity Class A	226,055	240,399
Dreyfus Small Cap Stock Index	110,797	128,563
Dreyfus Opportunistic Small Cap	39,033	40,847
Wells Fargo Advantage Growth I	1,536,983	1,690,170
Blackrock Small Cap Grow Equity	819,891	967,906
Self-Directed Brokerage	4,408,531	4,408,531
Participant Loans	1,397,834	1,397,834
Total Assets	$ 34,147,302	$ 36,313,091