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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SANTA BARBARA AUTO GROUP 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2004

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

SANTA BARBARA AUTO GROUP

402 SOUTH HOPE AVE
SANTA BARBARA, CA 93105

2b Employer Identification Number (EIN) 20-0772500

2c Sponsor's telephone number 805-682-2000

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.	07/17/2014	TODD MESNIK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SANTA BARBARA AUTO GROUP

402 SOUTH HOPE AVE
SANTA BARBARA, CA 93105

3b Administrator's EIN
20-0772500

3c Administrator's telephone number
805-682-2000

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**	170
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**	152
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	33
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	185
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	185
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	97
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic 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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
SANTA BARBARA AUTO GROUP 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SANTA BARBARA AUTO GROUP

D Employer Identification Number (EIN)
20-0772500

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
GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	938292-01	0	01/01/2011	06/02/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 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	
5	Current value of plan's interest under this contract in separate accounts at year end	5	

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 ▶ UNALLOCATED VARIABLE ANNUITY PROD.

b	Balance at the end of the previous year			7b	514481
c	Additions: (1) Contributions deposited during the year	7c(1)	13493		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	4056		
	(4) Transferred from separate account	7c(4)	50414		
	(5) Other (specify below)	7c(5)	13301		
	▶ LOAN REPAYMENTS, FORF				
	(6) Total additions			7c(6)	81264
d	Total of balance and additions (add **b** and **c(6)**).			7d	595745
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	463383		
	(2) Administration charge made by carrier	7e(2)	242		
	(3) Transferred to separate account	7e(3)	132120		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	595745
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(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, item 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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
SANTA BARBARA AUTO GROUP 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SANTA BARBARA AUTO GROUP

D Employer Identification Number (EIN)
20-0772500

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN
100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

LORD ABBETT DISTRIBUTOR, LLC
90 HUDSON STREET
JERSEY CITY, NJ 07032

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

PRUDENTIAL INVESTMENTS LLC

22-3468527

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

PUTNAM RETAIL MANAGEMENT

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

VICTORY CAPITAL MANAGEMENT

13-2700161

(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)

STATE STREET CORPORATION

04-1867445

(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?
21 99 28 52 15 64	DIRECTED TRUSTEE/CUSTODIA	0	Yes [X] No [ ]	Yes [X] No [ ]	10218	Yes [ ] No [X]

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

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64 37 49 99	RECORD KEEPER	2029	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

ADP BROKER-DEALER

22-3319984

(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 60 59 49 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
STATE STREET CORPORATION	99 52 64	10218

(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.
ADP 22-1467904	OTHER FEES INVESTMENT MANAGEMENT FEES PAID INDIRECTLY BY PLAN RECORDKEEPING FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	99	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.
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.00780 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
LORD ABBETT DISTRIBUTOR, LLC 90 HUDSON STREET JERSEY CITY, NJ 07032	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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 INVESTMENTS LLC 22-3468527	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	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.
PUTNAM RETAIL MANAGEMENT ONE POST OFFICE SQUARE BOSTON, MA 02109	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
STATE STREET CORPORATION 04-1867445	ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00620 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00870 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00750 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
SANTA BARBARA AUTO GROUP 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SANTA BARBARA AUTO GROUP

D Employer Identification Number (EIN)
20-0772500

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: SSGA S & P 500 INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-065	C	761044

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA US BOND INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-071	C	39515

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA US INFL PRTC BOND INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-076	C	6454

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-084	C	44771

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P MIDCAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-089	C	77535

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

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-462	C	198046

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RET2010 STRAT FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
90-0337987-118	C	40120

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RET2020 STRAT FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN 04-0025081-540	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 112388

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RET2030 STRAT FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN 04-0025081-541	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34416

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RET2040 STRAT FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN 04-0025081-542	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 154826

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE ASSET ADP85

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST COMPANY

c EIN-PN 27-3884161-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 460767

a Name of MTIA, CCT, PSA, or 103-12 IE: FUTURE FUNDS SERIES ACCT II OF GWL

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INS. CO.

c EIN-PN 84-0467907-003	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
SANTA BARBARA AUTO GROUP 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SANTA BARBARA AUTO GROUP

D Employer Identification Number (EIN)
20-0772500

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)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	204990	175278
(9) Value of interest in common/collective trusts	1c(9)		1929882
(10) Value of interest in pooled separate accounts	1c(10)	2213305	
(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)		868808
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	514481	
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2932776	2973968
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	2932776	2973968

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)		
(B) Participants	2a(1)(B)	194960	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		194960
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)	7562	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7562
(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)	22597	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		22597
(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

		(a) Amount	(b) Total
2b (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
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-50993
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		48657
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		222783
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	176894	
(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)		176894
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	4697	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4697
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		181591
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		41192
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: BARTLETT, PRINGLE & WOLF, LLP (2) EIN: 95-2089835

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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	
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		294000
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	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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)

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
SANTA BARBARA AUTO GROUP 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SANTA BARBARA AUTO GROUP

D Employer Identification Number (EIN)
20-0772500

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): 57-1198022 20-3691708

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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

SANTA BARBARA AUTO GROUP

401(K) PLAN

DECEMBER 31, 2011 AND 2010

FINANCIAL STATEMENTS



BARTLETT, PRINGLE & WOLF, LLP

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

Santa Barbara Auto Group 401(k) Plan

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BARTLETT, PRINGLE & WOLF, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

Santa Barbara Auto Group 401(k) Plan and Participants:

We were engaged to audit the financial statements and supplemental schedules of Santa Barbara Auto Group 401(k) Plan (the "Plan") as of and for the years ended December 31, 2011 and 2010, as listed in the accompanying table of contents. 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 procedures with respect to the information summarized in Note 4, which was certified by State Street Bank and Trust, the current trustee of the Plan and Great West Retirement Services, the former trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds/held the Plan's assets and executes/executed transactions. The Plan Administrator has obtained certifications from the current trustee as of the year ended December 31, 2011 and from the former trustee for the year ended December 31, 2010 and for the period from January 1, 2011 through June 2, 2011 that the information provided to the Plan Administrator by the current and former trustees 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 supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, has 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Bartlett, Pringle + Wolf, LLP

Santa Barbara, California
October 10, 2012

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SANTA BARBARA AUTO GROUP 401(k) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2011 and 2010

ASSETS

	2011	2010
Investments at fair value		
Insurance contracts	$ -	$ 514,481
Registered investment companies	868,808	2,213,305
Common collective trusts	1,942,277	-
Total investments	2,811,085	2,727,786
Recievables		
Notes receivable from participants	175,278	204,990
Total receivables	175,278	204,990
Total assets	$ 2,986,363	$ 2,932,776

NET ASSETS

Net assets available for plan benefits	$ 2,986,363	$ 2,932,776
Adjustment from fair value to contract value for common collective trusts	(12,395)	-
Net assets available for plan benefits	$ 2,973,968	$ 2,932,776

See accompanying notes

SANTA BARBARA AUTO GROUP 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the years ended December 31, 2011 and 2010

	2011	2010
Additions to Net Assets Attributed to:		
Investment income:		
Interest and dividends	$ 22,597	$ 10,917
Net appreciation (depreciation) in fair value of investments	(2,336)	269,590
Total plan investment income	20,261	280,507
Interest income on notes receivable from participants:	7,562	6,587
Contributions:		
Participant contributions	194,960	227,888
Rollovers	-	136,393
Total contributions	194,960	364,281
Total additions	222,783	651,375
Deductions from Net Assets Attributed to:		
Benefits paid to participants	176,894	142,522
Deemed distributions on participant loans	-	1,273
Administrative expenses	4,697	7,064
Total deductions	181,591	150,859
Net increase in plan assets	41,192	500,516
Net assets available for plan benefits at beginning of year	2,932,776	2,432,260
Net assets available for plan benefits at end of year	$ 2,973,968	$ 2,932,776

See accompanying notes

Note 1 - Description of the Plan

The following description of the Santa Barbara Auto Group 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Santa Barbara Auto Group 401(k) Plan, established November 1, 2004, is a defined contribution plan covering all employees of Santa Barbara Auto Group, LLLP (the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan allows for predecessor service credit of former Cutter Automotive Galleries Corp. employees for eligibility, vesting and plan allocations pursuant to the plan document.

Effective April 28, 2010, the Plan was restated in its entirety. The restatement included an amendment to conform to changes in laws and regulations surrounding the Pension Protection Act of 2006, the Heart Act, and Internal Revenue Code §415 plan compensation.

Effective November 16, 2009, the Company acquired RSM Motors, LP. The Plan was amended to allow for predecessor service credit of RSM Motors, LP employees for eligibility, vesting, and plan allocations.

Effective June 2, 2011, the Plan was amended and restated in its entirety to adopt the new ADP Retirement Services prototype plan.

Contributions

Each year, participants may elect to defer at least 1% of pretax annual compensation, as defined in the Plan document. These contributions are limited to a maximum, subject to IRS regulations. The Company can elect to make a discretionary nonelective contribution and/or a discretionary matching contribution. During 2011 and 2010, there were no employer contributions.

Eligibility and Vesting

Employees become eligible for the Plan following completion of 6 consecutive months of employment with at least 1 hour of service during that period. Entry dates are the first day of the month immediately following the completion of the service requirement. Participants are immediately vested in their contributions plus actual earnings thereon. A participant is 100 percent vested in employer contributions after six years of credited service.

Note 1 - Description of the Plan (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution; the Company's discretionary profit sharing contribution and allocations of Plan earnings. Allocations are based on participant earnings on account balances, as defined. Forfeited balances of terminated participants' nonvested accounts are first used to pay Plan expenses and then to reduce Company contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Payment of Benefits

The Plan includes several sets of provisions for withdrawal or payment of benefits relative to a participant's age and circumstances in compliance with provisions of the Internal Revenue Code. There are provisions for disability, hardship withdrawal, lump sum benefit payments, in-service distributions at age 59½, and delay of payments to normal-retirement date at age 65. Participants with vested account balances less than $1,000 will be automatically distributed as soon as administratively feasible following termination of employment if the participant has not reached Normal Retirement Age.

Notes Receivable from Participants

Participants may borrow from their fund accounts up to a maximum of the lesser of (a) 50% of the participant's vested interest under the Plan, as determined on the date of the loan, or (b) $50,000 reduced by the highest outstanding loan balance during the prior twelve months minus the loan balance on the date of the new loan. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25%, which are based on 1% over the prime rate on the first business day of the month the loan is originated.

Forfeitures

Forfeitures of terminated participants' non-vested accounts are used to pay Plan expenses then to reduce employer contributions. There were forfeitures in the amount of $176 and $7,923 in the years ended December 31, 2011 and 2010, respectively. Forfeitures of $0 and $2,500 were used to reduce Plan expenses in 2011 and 2010, respectively.

Termination of Plan

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

Note 2 - Summary of Accounting Policies

Basis of Accounting

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Plan Benefits presents the fair value of the investment contracts as well as the adjustment of the common collective trusts from fair value to contract value.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan’s investments are stated at fair value. Fair value is the price that would generally be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

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

Administrative Expenses

Substantially all administrative expenses are paid by the Company.

Payment of Benefits

Benefits are recorded when paid.

Note 2 - Summary of Accounting Policies (Continued)

Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, bonds, fixed-income securities, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Plan Benefits and the Statement of Changes in Net Assets Available for Plan Benefits.

Effects of New Accounting Pronouncements

In January 2010, Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, Improving Disclosures about Fair Value Measurements, which requires new disclosures about transfers of financial assets and liabilities between Levels 1 and 2. This update also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes. With respect to matters related to reconciliation of Level 3 measurements, the amendment was effective for periods beginning on or after December 15, 2010. See Note 6 for impact of adoption.

Note 3 - Income Taxes

Effective June 2, 2011, the Plan adopted a non-standardized form of a prototype plan sponsored by ADP Retirement Services. The prototype plan has received an opinion letter from the IRS as to the prototype plan's qualified status. The prototype Plan has been amended since receiving the opinion. However, the Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable provision of the IRS.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is no longer subject to income tax examinations for years prior to 2008.

Note 4 - Information Certified by the Trustee

The Plan Administrator has obtained certifications from the former and current trustees that information provided to the Plan Administrator by the trustees related to the following assets is complete and accurate. Accordingly, 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, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by State Street Bank and Trust, the current trustee of the Great West Retirement Services, the former trustee of the Plan, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedules.

The following table presents the investments in this Plan that were certified by State Street Bank and Trust at December 31, 2011 and Great West Retirement Services at December 31, 2010. Single investments representing more than 5% of the Plan's net assets as of December 31, 2011 or 2010 are separately identified.

	2011	2010
Registered Investment Companies		
Maxim Aggressive Profile II	$ -	$ 573,830
Maxim Moderate Profile II	-	229,062
American Funds EuroPacific R3	-	166,416
Columbia Mid Cap Value R fund	-	195,787
Pimco Total Return Fund	177,446	-
Franklin Growth Fund	181,135	-
Victory Established Value	334,136	-
Other Registered Investment Companies	176,091	1,048,210
	868,808	2,213,305
Common Collective Trust Funds		
Invesco Stable Asset ADP85	460,767	-
SSGA S&P 500 Index	761,044	-
SSGA International Index	198,046	-
SSGA Target RET2040 Strat Fund	154,826	-
Other Common Collective Trust Funds	355,199	-
	1,929,882	-
Insurance Contracts		
Guaranteed Portfolio Fund	-	514,481
Notes Receivable from participants	175,278	204,990
Total certified investments	$ 2,973,968	$ 2,932,776

Note 4 - Information Certified by the Trustee (Continued)

State Street Bank and Trust also certified to the completeness and accuracy of $2,336 of net depreciation in fair value of investments and $30,159 of interest and dividends related to the aforementioned assets for the year ended December 31, 2011.

Note 5 - Investment Contract with Insurance Company

Through June 2, 2011, the Plan invested in a benefit-responsive investment contract with Great West Life & Annuity Insurance Company (GWLAIC) which maintained contributions in a general account. The account was credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract was included in the financial statements at contract value as reported to the Plan by GWLAIC, which approximated fair value.

As described in Note 2, because the guaranteed investment contract was fully benefit-responsive, contract value was the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by GWLAIC represented contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer was contractually obligated to repay the principal and a specified interest rate that was guaranteed to the Plan.

The methodology for calculating the interest crediting rate was based on the earnings of the underlying assets in the entire medium-long term new portfolio compared to the minimum interest crediting rate, as stated in the contract, and prevailing market conditions. The interest crediting rate is reset quarterly. The crediting interest rate at June 2, 2011 and December 31, 2010 was 2.1% and 2.4%, respectively.

The average yield earned by the Plan for the benefit responsive fund can be derived by averaging the quarterly gross interest rates for the fund over the year. The average yield earned by the Plan was 2.1% and 2.43% for the period from January 1, 2011 through June 2, 2011 and 2010, respectively.

The contract was included in net assets available for plan benefits at fair value which approximates contract value. There were no reserves against contract value for credit risk of the contact issuer or otherwise. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value at any time.

On June 2, 2011, the investment contract was sold.

Note 6 - Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Common collective trust: Valued at the net asset value ('NAV") which is based on the fair value of the collective trust's underlying investments as reported by the audited financial statements of the trust at year end.

Note 6 - Fair Value Measurements (Continued)

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

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (see note 5).

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010.

	December 31, 2011			
	Total Fair Value	Level 1	Level 2	Level 3
Common collective trusts:				
Index trusts	$ 1,127,365	$ -	$ 1,127,365	$ -
Target retirement trusts	341,750		341,750	-
Stable value trust	473,162			473,162
Total common collective trusts	1,942,277	-	1,469,115	473,162
Registered investment companies:				
Fixed income	182,015	182,015		
Growth fund	240,748	240,748		
Value funds	446,045	446,045		
Total registered investment companies	868,808	868,808	-	-
	$ 2,811,085	$ 868,808	$ 1,469,115	$ 473,162

Note 6 - Fair Value Measurements (Continued)

	December 31, 2010			
	Total Fair Value	Level 1	Level 2	Level 3
Registered investment companies:				
Balanced funds	$ 246,223	$ -	$ 246,223	$ -
Fixed income	208,727	-	208,727	-
Foreign funds	344,430		344,430	
Growth fund	143,402	-	143,402	-
Index fund	163,011	-	163,011	-
Lifestyle allocation funds	855,056		855,056	
Value funds	252,456	-	252,456	-
Guaranteed investment contracts	514,481	-	514,481	-
	$ 2,727,786	$ -	$ 2,727,786	$ -

The following table sets forth additional disclosures of Plan's investments whose fair value is estimated using net asset per share (or its equivalent) as of December 31, 2011:

	December 31, 2011			
	Fair Value	**Unfunded Commitment**	**Redemption Frequency**	**Redemption Notice Period**
Common/collective trusts:				
Target retirement trusts (a)	$ 341,750	$ -	Immediate	None
Index trusts (b)	1,127,365	-	Immediate	None
Invesco stable asset trust (c)	473,162	-	Immediate	None
Total	$ 1,942,277	$ -		

(a) Target Retirement Trusts consist of the State Street Global Advisors Target Retirement Trusts. They are comprehensive investment options that correspond to target dates between 2010 and 2040 in ten-year increments. Investment strategy adjusts as estimated retirement year (as denoted in Trust name) approaches. The Trust invests in a variety of asset classes including, but not limited to US Equities, International Equities, Global Real Estate, Commodities, and Fixed Income.

(b) Index Trusts consist of State Street Global Advisors S&P 500 Index, S&P MidCap Index, Russell Small Cap Index and International Index Trusts. These are comprehensive investment options that benchmark to the following indexes: S&P 500, S&P Mid Cap 400, Russell 2000, and MSCI EAFE, respectively. Each trust attempts to invest in securities proportionate to their representation in their respective Index.

Note 6 - Fair Value Measurements (Continued)

(c) The Invesco Stable Value Asset Trust primary investment objective is to seek the preservation of principal and to provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity. The Trust invests in a variety of assets including, but not limited to Synthetic and Traditional Guaranteed Investment Contracts and short-term investments.

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2011, there were no significant transfers in or out of Levels 1, 2, or 3.

Changes in Fair Value and Related Gains and Losses

During 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2011	2010
Registered investment companies	$ 48,657	$ -
Pooled separate accounts	-	269,590
Common collective trusts	(50,993)	-
	$ (2,336)	$ 269,590

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011.

	Invesco Stable Asset Trust
Beginning balance, January 1, 2011	$ -
Realized gains	-
Unrealized gains (losses)	-
Purchases	538,810
Sales	(64,786)
Fees paid from Trust Assets	(862)
Ending balance, December 31, 2011	$ 473,162

Note 7 - Related Party Transactions

Certain Plan investments were group annuity contracts offered by Great-West Life & Annuity Insurance Company. Great-West Life & Annuity Insurance Company is the parent company of Great West Retirement Services which was the trustee as defined by the Plan prior to June 2, 2011 and, therefore, these transactions qualify as party-in-interest transactions. Additionally, certain Plan investments are shares of mutual funds and common collective trusts managed by State Street Bank and Trust Company. State Street Bank and Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Note 8 - Reconciliation of Financial Statements to Schedule H of Form 5500

The following are reconciliations of individual line items of the audited financial statements to the Form 5500 as of December 31, 2011 and 2010.

	2011	2010
Value of interest in common collective trusts per the financial statements	$ 1,942,277	$ -
Fair value adjustment from contract value for common collective trusts	(12,395)	-
Value of interest in common collective trusts per Schedule H of the Form 5500	$ 1,929,882	$ -
Net appreciation in fair value of investments per the financial statements	$ (2,336)	$ 269,590
Insuance broker fees paid by Plan Sponsor included on the Form 5500	-	11,769
Net appreciation in fair value of investments per Schedule H of the Form 5500	$ (2,336)	$ 281,359
Administative expenses per the financial statements	$ 4,697	$ 7,064
Insuance broker fees paid by Plan Sponsor included on the Form 5500	-	11,769
Administative expenses per Schedule H of the Form 5500	$ 4,697	$ 18,833
Total additions per the financial statements	$ 222,783	$ 651,375
Insuance broker fees paid by Plan Sponsor included on the Form 5500	-	11,769
Total income per Schedule H of the Form 5500	$ 222,783	$ 663,144
Total deductions per the financial statements	$ 181,591	$ 150,859
Insuance broker fees paid by Plan Sponsor included on the Form 5500	-	11,769
Total expenses per Schedule H of the Form 5500	$ 181,591	$ 162,628

Note 9 - Transfer of Plan Assets

On June 2, 2011, Plan investments in the amount of $2,828,007 and notes receivable from participants in the amount of $203,897 were transferred from Great West Retirement Services to State Street Bank and Trust, the new Plan Trustee. Participant fund balances were mapped from investment fund options offered by Great West Retirement Services to the new investment options offered by State Street Bank and Trust. From June 2, 2011 forward, Plan participants are required to select investment options offered by State Street Bank and Trust.

Note 10 - Prohibited Transactions

During 2011, the Company failed to remit to the Plan's trustee certain employee contributions totaling $5,779 within the prescribed time frame established by the Department of Labor regulations. Delays in remitting contributions to the trustee were due to administrative errors. The Company has made contributions to the affected participants' accounts as of the date of the financial statements.

Note 11- Subsequent Events

Subsequent events have been evaluated through October 10, 2012, the date the financial statements were available to be issued.

Supplemental Schedules

SANTA BARBARA AUTOGROUP 401(k) PLAN
SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
Employer I.D. #20-0772500
December 31, 2011

	(a) (b) Identity of issue	(c) Description of Investment	(e) Current Value
	Invesco Stable Asset ADP85	Common Collective Trusts	$ 460,767
*	SSGA US Bond Index	Common Collective Trusts	39,515
*	SSGA S&P 500 Index	Common Collective Trusts	761,044
*	SSGA S&P Midcap Index	Common Collective Trusts	77,535
*	SSGA Russell Small Cap Index	Common Collective Trusts	44,771
*	SSGA International Index	Common Collective Trusts	198,046
*	SSGA US INFL PRTC Bond Index	Common Collective Trusts	6,454
*	SSGA Target Retirement 2010 Strat Fund	Common Collective Trusts	40,120
*	SSGA Target Retirement 2020 Strat Fund	Common Collective Trusts	112,388
*	SSGA Target Retirement 2030 Strat Fund	Common Collective Trusts	34,416
*	SSGA Target Retirement 2040 Strat Fund	Common Collective Trusts	154,826
	Franklin Growth Fund	Mutual Fund	181,135
	Franklin High Income	Mutual Fund	3,571
	Franklin Strategic Income	Mutual Fund	998
	Jennison Mid-Cap Growth	Mutual Fund	18,716
	Lord Abbett Dev Growth Fund	Mutual Fund	40,895
	Pimco Total Return Fund	Mutual Fund	177,446
	Putnam Equity Income Fund	Mutual Fund	111,095
	Victory Established Value	Mutual Fund	334,136
	Victory Small Comp Opport Fund	Mutual Fund	814
			2,798,690
*	Notes receivable from participants	Notes Receivable	175,278
	Total		$ 2,973,968

* Exempt party in interest transaction

SANTA BARBARA AUTOGROUP 401(k) PLAN
SUPPLEMENTAL SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Employer I.D. #20-0772500
December 31, 2011

				Total that Constitutes Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to the Plan			Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Amount Withheld	Date Withheld	Date Remitted					
$ 1,958.87	1/10/2011	1/24/2011	X	$ 1,958.87	$ -	$ -	$ -
1,826.20	1/25/2011	2/4/2011	X	1,826.20	-	-	-
1,994.20	2/10/2011	2/22/2011	X	1,994.20	-	-	-

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

SANTA BARBARA AUTO GROUP

401(K) PLAN

DECEMBER 31, 2011 AND 2010

FINANCIAL STATEMENTS



BARTLETT, PRINGLE & WOLF, LLP

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

Santa Barbara Auto Group 401(k) Plan

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BARTLETT, PRINGLE & WOLF, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

Santa Barbara Auto Group 401(k) Plan and Participants:

We were engaged to audit the financial statements and supplemental schedules of Santa Barbara Auto Group 401(k) Plan (the "Plan") as of and for the years ended December 31, 2011 and 2010, as listed in the accompanying table of contents. 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 procedures with respect to the information summarized in Note 4, which was certified by State Street Bank and Trust, the current trustee of the Plan and Great West Retirement Services, the former trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds/held the Plan's assets and executes/executed transactions. The Plan Administrator has obtained certifications from the current trustee as of the year ended December 31, 2011 and from the former trustee for the year ended December 31, 2010 and for the period from January 1, 2011 through June 2, 2011 that the information provided to the Plan Administrator by the current and former trustees 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 supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, has 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Bartlett, Pringle + Wolf, LLP

Santa Barbara, California
October 10, 2012

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SANTA BARBARA AUTO GROUP 401(k) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2011 and 2010

ASSETS

	2011	2010
Investments at fair value		
Insurance contracts	$ -	$ 514,481
Registered investment companies	868,808	2,213,305
Common collective trusts	1,942,277	-
Total investments	2,811,085	2,727,786
Recievables		
Notes receivable from participants	175,278	204,990
Total receivables	175,278	204,990
Total assets	$ 2,986,363	$ 2,932,776

NET ASSETS

Net assets available for plan benefits	$ 2,986,363	$ 2,932,776
Adjustment from fair value to contract value for common collective trusts	(12,395)	-
Net assets available for plan benefits	$ 2,973,968	$ 2,932,776

See accompanying notes

SANTA BARBARA AUTO GROUP 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the years ended December 31, 2011 and 2010

	2011	2010
Additions to Net Assets Attributed to:		
Investment income:		
Interest and dividends	$ 22,597	$ 10,917
Net appreciation (depreciation) in fair value of investments	(2,336)	269,590
Total plan investment income	20,261	280,507
Interest income on notes receivable from participants:	7,562	6,587
Contributions:		
Participant contributions	194,960	227,888
Rollovers	-	136,393
Total contributions	194,960	364,281
Total additions	222,783	651,375
Deductions from Net Assets Attributed to:		
Benefits paid to participants	176,894	142,522
Deemed distributions on participant loans	-	1,273
Administrative expenses	4,697	7,064
Total deductions	181,591	150,859
Net increase in plan assets	41,192	500,516
Net assets available for plan benefits at beginning of year	2,932,776	2,432,260
Net assets available for plan benefits at end of year	$ 2,973,968	$ 2,932,776

See accompanying notes

Note 1 - Description of the Plan

The following description of the Santa Barbara Auto Group 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Santa Barbara Auto Group 401(k) Plan, established November 1, 2004, is a defined contribution plan covering all employees of Santa Barbara Auto Group, LLLP (the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan allows for predecessor service credit of former Cutter Automotive Galleries Corp. employees for eligibility, vesting and plan allocations pursuant to the plan document.

Effective April 28, 2010, the Plan was restated in its entirety. The restatement included an amendment to conform to changes in laws and regulations surrounding the Pension Protection Act of 2006, the Heart Act, and Internal Revenue Code §415 plan compensation.

Effective November 16, 2009, the Company acquired RSM Motors, LP. The Plan was amended to allow for predecessor service credit of RSM Motors, LP employees for eligibility, vesting, and plan allocations.

Effective June 2, 2011, the Plan was amended and restated in its entirety to adopt the new ADP Retirement Services prototype plan.

Contributions

Each year, participants may elect to defer at least 1% of pretax annual compensation, as defined in the Plan document. These contributions are limited to a maximum, subject to IRS regulations. The Company can elect to make a discretionary nonelective contribution and/or a discretionary matching contribution. During 2011 and 2010, there were no employer contributions.

Eligibility and Vesting

Employees become eligible for the Plan following completion of 6 consecutive months of employment with at least 1 hour of service during that period. Entry dates are the first day of the month immediately following the completion of the service requirement. Participants are immediately vested in their contributions plus actual earnings thereon. A participant is 100 percent vested in employer contributions after six years of credited service.

Note 1 - Description of the Plan (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution; the Company's discretionary profit sharing contribution and allocations of Plan earnings. Allocations are based on participant earnings on account balances, as defined. Forfeited balances of terminated participants' nonvested accounts are first used to pay Plan expenses and then to reduce Company contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Payment of Benefits

The Plan includes several sets of provisions for withdrawal or payment of benefits relative to a participant's age and circumstances in compliance with provisions of the Internal Revenue Code. There are provisions for disability, hardship withdrawal, lump sum benefit payments, in-service distributions at age 59½, and delay of payments to normal-retirement date at age 65. Participants with vested account balances less than $1,000 will be automatically distributed as soon as administratively feasible following termination of employment if the participant has not reached Normal Retirement Age.

Notes Receivable from Participants

Participants may borrow from their fund accounts up to a maximum of the lesser of (a) 50% of the participant's vested interest under the Plan, as determined on the date of the loan, or (b) $50,000 reduced by the highest outstanding loan balance during the prior twelve months minus the loan balance on the date of the new loan. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25%, which are based on 1% over the prime rate on the first business day of the month the loan is originated.

Forfeitures

Forfeitures of terminated participants' non-vested accounts are used to pay Plan expenses then to reduce employer contributions. There were forfeitures in the amount of $176 and $7,923 in the years ended December 31, 2011 and 2010, respectively. Forfeitures of $0 and $2,500 were used to reduce Plan expenses in 2011 and 2010, respectively.

Termination of Plan

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

Note 2 - Summary of Accounting Policies

Basis of Accounting

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Plan Benefits presents the fair value of the investment contracts as well as the adjustment of the common collective trusts from fair value to contract value.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan’s investments are stated at fair value. Fair value is the price that would generally be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

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

Administrative Expenses

Substantially all administrative expenses are paid by the Company.

Payment of Benefits

Benefits are recorded when paid.

Note 2 - Summary of Accounting Policies (Continued)

Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, bonds, fixed-income securities, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Plan Benefits and the Statement of Changes in Net Assets Available for Plan Benefits.

Effects of New Accounting Pronouncements

In January 2010, Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, Improving Disclosures about Fair Value Measurements, which requires new disclosures about transfers of financial assets and liabilities between Levels 1 and 2. This update also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes. With respect to matters related to reconciliation of Level 3 measurements, the amendment was effective for periods beginning on or after December 15, 2010. See Note 6 for impact of adoption.

Note 3 - Income Taxes

Effective June 2, 2011, the Plan adopted a non-standardized form of a prototype plan sponsored by ADP Retirement Services. The prototype plan has received an opinion letter from the IRS as to the prototype plan's qualified status. The prototype Plan has been amended since receiving the opinion. However, the Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable provision of the IRS.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is no longer subject to income tax examinations for years prior to 2008.

Note 4 - Information Certified by the Trustee

The Plan Administrator has obtained certifications from the former and current trustees that information provided to the Plan Administrator by the trustees related to the following assets is complete and accurate. Accordingly, 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, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by State Street Bank and Trust, the current trustee of the Great West Retirement Services, the former trustee of the Plan, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedules.

The following table presents the investments in this Plan that were certified by State Street Bank and Trust at December 31, 2011 and Great West Retirement Services at December 31, 2010. Single investments representing more than 5% of the Plan's net assets as of December 31, 2011 or 2010 are separately identified.

	2011	2010
Registered Investment Companies		
Maxim Aggressive Profile II	$ -	$ 573,830
Maxim Moderate Profile II	-	229,062
American Funds EuroPacific R3	-	166,416
Columbia Mid Cap Value R fund	-	195,787
Pimco Total Return Fund	177,446	-
Franklin Growth Fund	181,135	-
Victory Established Value	334,136	-
Other Registered Investment Companies	176,091	1,048,210
	868,808	2,213,305
Common Collective Trust Funds		
Invesco Stable Asset ADP85	460,767	-
SSGA S&P 500 Index	761,044	-
SSGA International Index	198,046	-
SSGA Target RET2040 Strat Fund	154,826	-
Other Common Collective Trust Funds	355,199	-
	1,929,882	-
Insurance Contracts		
Guaranteed Portfolio Fund	-	514,481
Notes Receivable from participants	175,278	204,990
Total certified investments	$ 2,973,968	$ 2,932,776

Note 4 - Information Certified by the Trustee (Continued)

State Street Bank and Trust also certified to the completeness and accuracy of $2,336 of net depreciation in fair value of investments and $30,159 of interest and dividends related to the aforementioned assets for the year ended December 31, 2011.

Note 5 - Investment Contract with Insurance Company

Through June 2, 2011, the Plan invested in a benefit-responsive investment contract with Great West Life & Annuity Insurance Company (GWLAIC) which maintained contributions in a general account. The account was credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract was included in the financial statements at contract value as reported to the Plan by GWLAIC, which approximated fair value.

As described in Note 2, because the guaranteed investment contract was fully benefit-responsive, contract value was the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by GWLAIC represented contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer was contractually obligated to repay the principal and a specified interest rate that was guaranteed to the Plan.

The methodology for calculating the interest crediting rate was based on the earnings of the underlying assets in the entire medium-long term new portfolio compared to the minimum interest crediting rate, as stated in the contract, and prevailing market conditions. The interest crediting rate is reset quarterly. The crediting interest rate at June 2, 2011 and December 31, 2010 was 2.1% and 2.4%, respectively.

The average yield earned by the Plan for the benefit responsive fund can be derived by averaging the quarterly gross interest rates for the fund over the year. The average yield earned by the Plan was 2.1% and 2.43% for the period from January 1, 2011 through June 2, 2011 and 2010, respectively.

The contract was included in net assets available for plan benefits at fair value which approximates contract value. There were no reserves against contract value for credit risk of the contact issuer or otherwise. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value at any time.

On June 2, 2011, the investment contract was sold.

Note 6 - Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Common collective trust: Valued at the net asset value ('NAV") which is based on the fair value of the collective trust's underlying investments as reported by the audited financial statements of the trust at year end.

Note 6 - Fair Value Measurements (Continued)

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

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (see note 5).

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010.

	December 31, 2011			
	Total Fair Value	Level 1	Level 2	Level 3
Common collective trusts:				
Index trusts	$ 1,127,365	$ -	$ 1,127,365	$ -
Target retirement trusts	341,750		341,750	-
Stable value trust	473,162			473,162
Total common collective trusts	1,942,277	-	1,469,115	473,162
Registered investment companies:				
Fixed income	182,015	182,015		
Growth fund	240,748	240,748		
Value funds	446,045	446,045		
Total registered investment companies	868,808	868,808	-	-
	$ 2,811,085	$ 868,808	$ 1,469,115	$ 473,162

Note 6 - Fair Value Measurements (Continued)

	December 31, 2010			
	Total Fair Value	Level 1	Level 2	Level 3
Registered investment companies:				
Balanced funds	$ 246,223	$ -	$ 246,223	$ -
Fixed income	208,727	-	208,727	-
Foreign funds	344,430		344,430	
Growth fund	143,402	-	143,402	-
Index fund	163,011	-	163,011	-
Lifestyle allocation funds	855,056		855,056	
Value funds	252,456	-	252,456	-
Guaranteed investment contracts	514,481	-	514,481	-
	$ 2,727,786	$ -	$ 2,727,786	$ -

The following table sets forth additional disclosures of Plan's investments whose fair value is estimated using net asset per share (or its equivalent) as of December 31, 2011:

	December 31, 2011			
	Fair Value	**Unfunded Commitment**	**Redemption Frequency**	**Redemption Notice Period**
Common/collective trusts:				
Target retirement trusts (a)	$ 341,750	$ -	Immediate	None
Index trusts (b)	1,127,365	-	Immediate	None
Invesco stable asset trust (c)	473,162	-	Immediate	None
Total	$ 1,942,277	$ -		

(a) Target Retirement Trusts consist of the State Street Global Advisors Target Retirement Trusts. They are comprehensive investment options that correspond to target dates between 2010 and 2040 in ten-year increments. Investment strategy adjusts as estimated retirement year (as denoted in Trust name) approaches. The Trust invests in a variety of asset classes including, but not limited to US Equities, International Equities, Global Real Estate, Commodities, and Fixed Income.

(b) Index Trusts consist of State Street Global Advisors S&P 500 Index, S&P MidCap Index, Russell Small Cap Index and International Index Trusts. These are comprehensive investment options that benchmark to the following indexes: S&P 500, S&P Mid Cap 400, Russell 2000, and MSCI EAFE, respectively. Each trust attempts to invest in securities proportionate to their representation in their respective Index.

Note 6 - Fair Value Measurements (Continued)

(c) The Invesco Stable Value Asset Trust primary investment objective is to seek the preservation of principal and to provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity. The Trust invests in a variety of assets including, but not limited to Synthetic and Traditional Guaranteed Investment Contracts and short-term investments.

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2011, there were no significant transfers in or out of Levels 1, 2, or 3.

Changes in Fair Value and Related Gains and Losses

During 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2011	2010
Registered investment companies	$ 48,657	$ -
Pooled separate accounts	-	269,590
Common collective trusts	(50,993)	-
	$ (2,336)	$ 269,590

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011.

	Invesco Stable Asset Trust
Beginning balance, January 1, 2011	$ -
Realized gains	-
Unrealized gains (losses)	-
Purchases	538,810
Sales	(64,786)
Fees paid from Trust Assets	(862)
Ending balance, December 31, 2011	$ 473,162

Note 7 - Related Party Transactions

Certain Plan investments were group annuity contracts offered by Great-West Life & Annuity Insurance Company. Great-West Life & Annuity Insurance Company is the parent company of Great West Retirement Services which was the trustee as defined by the Plan prior to June 2, 2011 and, therefore, these transactions qualify as party-in-interest transactions. Additionally, certain Plan investments are shares of mutual funds and common collective trusts managed by State Street Bank and Trust Company. State Street Bank and Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Note 8 - Reconciliation of Financial Statements to Schedule H of Form 5500

The following are reconciliations of individual line items of the audited financial statements to the Form 5500 as of December 31, 2011 and 2010.

	2011	2010
Value of interest in common collective trusts per the financial statements	$ 1,942,277	$ -
Fair value adjustment from contract value for common collective trusts	(12,395)	-
Value of interest in common collective trusts per Schedule H of the Form 5500	$ 1,929,882	$ -
Net appreciation in fair value of investments per the financial statements	$ (2,336)	$ 269,590
Insuance broker fees paid by Plan Sponsor included on the Form 5500	-	11,769
Net appreciation in fair value of investments per Schedule H of the Form 5500	$ (2,336)	$ 281,359
Administative expenses per the financial statements	$ 4,697	$ 7,064
Insuance broker fees paid by Plan Sponsor included on the Form 5500	-	11,769
Administative expenses per Schedule H of the Form 5500	$ 4,697	$ 18,833
Total additions per the financial statements	$ 222,783	$ 651,375
Insuance broker fees paid by Plan Sponsor included on the Form 5500	-	11,769
Total income per Schedule H of the Form 5500	$ 222,783	$ 663,144
Total deductions per the financial statements	$ 181,591	$ 150,859
Insuance broker fees paid by Plan Sponsor included on the Form 5500	-	11,769
Total expenses per Schedule H of the Form 5500	$ 181,591	$ 162,628

Note 9 - Transfer of Plan Assets

On June 2, 2011, Plan investments in the amount of $2,828,007 and notes receivable from participants in the amount of $203,897 were transferred from Great West Retirement Services to State Street Bank and Trust, the new Plan Trustee. Participant fund balances were mapped from investment fund options offered by Great West Retirement Services to the new investment options offered by State Street Bank and Trust. From June 2, 2011 forward, Plan participants are required to select investment options offered by State Street Bank and Trust.

Note 10 - Prohibited Transactions

During 2011, the Company failed to remit to the Plan's trustee certain employee contributions totaling $5,779 within the prescribed time frame established by the Department of Labor regulations. Delays in remitting contributions to the trustee were due to administrative errors. The Company has made contributions to the affected participants' accounts as of the date of the financial statements.

Note 11- Subsequent Events

Subsequent events have been evaluated through October 10, 2012, the date the financial statements were available to be issued.

Supplemental Schedules

SANTA BARBARA AUTOGROUP 401(k) PLAN
SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
Employer I.D. #20-0772500
December 31, 2011

	(a) (b) Identity of issue	(c) Description of Investment	(e) Current Value
	Invesco Stable Asset ADP85	Common Collective Trusts	$ 460,767
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*	SSGA S&P 500 Index	Common Collective Trusts	761,044
*	SSGA S&P Midcap Index	Common Collective Trusts	77,535
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	Putnam Equity Income Fund	Mutual Fund	111,095
	Victory Established Value	Mutual Fund	334,136
	Victory Small Comp Opport Fund	Mutual Fund	814
			2,798,690
*	Notes receivable from participants	Notes Receivable	175,278
	Total		$ 2,973,968

* Exempt party in interest transaction

SANTA BARBARA AUTOGROUP 401(k) PLAN
SUPPLEMENTAL SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Employer I.D. #20-0772500
December 31, 2011

				Total that Constitutes Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to the Plan			Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Amount Withheld	Date Withheld	Date Remitted					
$ 1,958.87	1/10/2011	1/24/2011	X	$ 1,958.87	$ -	$ -	$ -
1,826.20	1/25/2011	2/4/2011	X	1,826.20	-	-	-
1,994.20	2/10/2011	2/22/2011	X	1,994.20	-	-	-

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SANTA BARBARA AUTO GROUP 401K PLAN **EIN:** 20-0772500

Plan Sponsor's Name SANTA BARBARA AUTO GROUP **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	FRANKLIN GROWTH FUND - R	REGISTERED INVESTMENT COMPANY		181,135
	FRANKLIN HIGH INCOME - R	REGISTERED INVESTMENT COMPANY		3,571
	FRANKLIN STRATEGIC INCOME - R	REGISTERED INVESTMENT COMPANY		998
	JENNISON MID-CAP GROWTH - R	REGISTERED INVESTMENT COMPANY		18,716
	LORD ABBETT DEV GRTH FD -R3	REGISTERED INVESTMENT COMPANY		40,895
	PIMCO TOTAL RETURN FUND - R	REGISTERED INVESTMENT COMPANY		177,446
	PUTNAM EQUITY INCOME FUND -R	REGISTERED INVESTMENT COMPANY		111,095

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SANTA BARBARA AUTO GROUP 401K PLAN **EIN:** 20-0772500

Plan Sponsor's Name SANTA BARBARA AUTO GROUP **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VICTORY ESTABLISHED VALUE - R	REGISTERED INVESTMENT COMPANY		334,136
	VICTORY SMALL COMP OPPORT FD-R	REGISTERED INVESTMENT COMPANY		814
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 9.25%)		175,278
	SSGA S & P 500 INDEX	COMMON/COLLECTIVE TRUST		761,044
	SSGA US BOND INDEX	COMMON/COLLECTIVE TRUST		39,515
	SSGA US INFL PRTC BOND INDEX	COMMON/COLLECTIVE TRUST		6,454
	SSGA RUSSELL SMALL CAP INDEX	COMMON/COLLECTIVE TRUST		44,771

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SANTA BARBARA AUTO GROUP 401K PLAN **EIN:** 20-0772500

Plan Sponsor's Name SANTA BARBARA AUTO GROUP **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	SSGA S & P MIDCAP INDEX	COMMON/COLLECTIVE TRUST		77,535
	SSGA INTERNATIONAL INDEX	COMMON/COLLECTIVE TRUST		198,046
	SSGA TARGET RET2010 STRAT FUND	COMMON/COLLECTIVE TRUST		40,120
	SSGA TARGET RET2020 STRAT FUND	COMMON/COLLECTIVE TRUST		112,388
	SSGA TARGET RET2030 STRAT FUND	COMMON/COLLECTIVE TRUST		34,416
	SSGA TARGET RET2040 STRAT FUND	COMMON/COLLECTIVE TRUST		154,826
	INVESCO STABLE ASSET ADP85	COMMON/COLLECTIVE TRUST		460,767