# 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

**2013**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
FRIENDLY CHEVROLET CO INC 401K PROFIT SHARING PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/1995

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

FRIENDLY CHEVROLET CO LTD

PO BOX 7066
DALLAS, TX 75209

2754 N STEMMONS FWY
DALLAS, TX 75207

**2b** Employer Identification Number (EIN)
75-0970320

**2c** Sponsor's telephone number
214-920-1901

**2d** Business code (see instructions)
441110

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

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

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/15/2014 | PATRICIA UTECHT |
| | **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 |

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

Preparer's telephone number (optional)

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

**3b** Administrator's EIN

**3c** Administrator's telephone number

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 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** | 142 |
| **b** | Retired or separated participants receiving benefits | **6b** | 2 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 22 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 166 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 166 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 113 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 12 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Insurance Information

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

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

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
FRIENDLY CHEVROLET CO INC 401K PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
FRIENDLY CHEVROLET CO LTD

**D** Employer Identification Number (EIN)
75-0970320

**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

SENTRY LIFE INSURANCE COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 39-6040276 | 68810 | 01-07981-01 | 166 | 01/01/2013 | 12/31/2013 |

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

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 1842 | 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

TODD LEICK
6405 ORCHARD PARK DRIVE
MCKINNEY, TX 75071

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 1842 | | | 3 |

**(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** | 0 |
| **5** | Current value of plan's interest under this contract in separate accounts at year end | **5** | 1350514 |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

| | | | | | |
|---|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | | **7b** | 62415 |
| **c** | Additions: (1) Contributions deposited during the year | **7c(1)** | 24957 | | |
| | (2) Dividends and credits | **7c(2)** | | | |
| | (3) Interest credited during the year | **7c(3)** | 2191 | | |
| | (4) Transferred from separate account | **7c(4)** | 137131 | | |
| | (5) Other (specify below) | **7c(5)** | 2859 | | |
| | ▶ LOAN REPAYMENT & INTEREST ADDITIONAL EARNINGS | | | | |
| | (6)Total additions | | | **7c(6)** | 167138 |
| **d** | Total of balance and additions (add lines **7b** and **7c(6)**). | | | **7d** | 229553 |
| **e** | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | **7e(1)** | 136147 | | |
| | (2) Administration charge made by carrier | **7e(2)** | 5074 | | |
| | (3) Transferred to separate account | **7e(3)** | 16040 | | |
| | (4) Other (specify below) | **7e(4)** | 3926 | | |
| | ▶ LOAN PAYOUT | | | | |
| | (5) Total deductions | | | **7e(5)** | 161187 |
| **f** | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | **7f** | 68366 |

## Part III Welfare Benefit Contract Information

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

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
**m** ☐ Other (specify) ▶

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

Specify nature of costs ▶

## Part IV Provision of Information

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

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2013**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
FRIENDLY CHEVROLET CO INC 401K PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
FRIENDLY CHEVROLET CO LTD

**D** Employer Identification Number (EIN)
75-0970320

## 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

SENTRY LIFE INSURANCE COMPANY

39-6040276

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

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

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

DIXON HUGHES GOODMAN

56-0747981

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 10 | AUDITOR | 22000 | 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 ☐ |

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
FRIENDLY CHEVROLET CO INC 401K PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
FRIENDLY CHEVROLET CO LTD

**D** Employer Identification Number (EIN)
75-0970320

**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: MONEY MARKET ACCOUNT

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-6040276-003 | P | 0 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INCOME ACCOUNT

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-6040276-004 | P | 14228 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED GROWTH ACCOUNT

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-6040276-006 | P | 0 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED INCOME ACCOUNT

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-6040276-007 | P | 3727 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: AGGRESSIVE GROWTH ACCOUNT

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-6040276-008 | P | 18792 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: FOREIGN GROWTH ACCOUNT

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-6040276-010 | P | 22258 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL GROWTH ACCOUNT

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-6040276-011 | P | 4819 |

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: CONCENTRATED GROWTH ACCOUNT | | |
| **b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-6040276-012 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24974 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH ACCOUNT I | | |
| **b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-6040276-013 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3176 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH ACCOUNT I | | |
| **b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-6040276-014 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10006 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY GROWTH & INCOME ACCOUNT | | |
| **b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-6040276-015 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10361 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP INDEX ACCOUNT | | |
| **b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-6040276-017 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 354 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP INDEX ACCOUNT | | |
| **b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-6040276-019 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 91 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL BOND INDEX ACCOUNT | | |
| **b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-6040276-023 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10848 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFE CYCLE/LA | | |
| **b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-6040276-026 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15790 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFE CYCLE/LB | | |
| **b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-6040276-027 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 404879 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFE CYCLE/LC | | |
| **b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-6040276-028 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 505483 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFE CYCLE/LD

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **c** EIN-PN 39-6040276-029 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 156655 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFE CYCLE/LE

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **c** EIN-PN 39-6040276-030 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 87994 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH ACCOUNT III

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **c** EIN-PN 39-6040276-031 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 368 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP GROWTH ACCOUNT III

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **c** EIN-PN 39-6040276-033 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18163 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED GROWTH ACCOUNT

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **c** EIN-PN 39-6040276-034 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14742 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFE CYCLE/LF

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **c** EIN-PN 39-6040276-042 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8632 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: REIT INDEX ACCOUNT

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **c** EIN-PN 39-6040276-053 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9599 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED GROWTH ACCOUNT II

**b** Name of sponsor of entity listed in (a): SENTRY LIFE INSURANCE COMPANY

| **c** EIN-PN 39-6040276-044 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4575 |
|---|---|---|

**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

**2013**

**This Form is Open to Public Inspection**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
FRIENDLY CHEVROLET CO INC 401K PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
FRIENDLY CHEVROLET CO LTD

**D** Employer Identification Number (EIN)
75-0970320

## 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) | 55193 | 31402 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 1318199 | 1350514 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | | |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 62415 | 68366 |
| **(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 | 1435807 | 1450282 |
| **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 | 1435807 | 1450282 |

## 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) | 18098 | |
| **(B)** Participants | 2a(1)(B) | 98329 | |
| **(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) | | 116427 |
| **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) | 1333 | |
| **(F)** Other | 2b(1)(F) | 2191 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 3524 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 120622 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 240573 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 196932 | |
| (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) | | 196932 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 2273 |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | 22000 | |
| (2) Contract administrator fees | 2i(2) | 4893 | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 26893 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 226098 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 14475 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 0 |
| (2) From this plan | 2l(2) | | 0 |

## 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: DIXON HUGHES GOODMAN LLP (2) EIN: 56-0747981

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

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

## Part IV Compliance Questions

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

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | X | | 3441 |
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |

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

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

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

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

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

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

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
FRIENDLY CHEVROLET CO INC 401K PROFIT SHARING PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
FRIENDLY CHEVROLET CO LTD

**D** Employer Identification Number (EIN)
75-0970320

## 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): 39-6040276

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# *FRIENDLY CHEVROLET CO., 401(K) PROFIT SHARING PLAN*

## *FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE*

### *AS OF DECEMBER 31, 2013 AND 2012 AND FOR THE YEAR ENDED DECEMBER 31, 2013*



DIXON HUGHES GOODMAN LLP
Certified Public Accountants and Advisors

***FRIENDLY CHEVROLET CO., 401(K) PROFIT SHARING PLAN***
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***DECEMBER 31, 2013 AND 2012***


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DIXON HUGHES GOODMAN LLP
Certified Public Accountants and Advisors

# *INDEPENDENT AUDITORS' REPORT*

To the Administrative Committee of
Friendly Chevrolet Co., 401(k) Profit Sharing Plan
Dallas, Texas

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Friendly Chevrolet Co., 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

***Management's Responsibility for the Financial Statements***

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

***Auditors' Responsibility***

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by Sentry Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Sentry Life Insurance Company holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.



999 South Shady Grove Road, Suite 400, Memphis, TN 38120 | T 901.761.3000 | F 901.761.9667 | dhgllp.com

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***Disclaimer of Opinion***

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

***Other Matter***

The supplemental schedules as of and for the year ended December 31, 2013 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Dixon Hughes Goodman LLP

October 14, 2014

***FRIENDLY CHEVROLET CO., 401(K) PROFIT SHARING PLAN***
***STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS***
***DECEMBER 31, 2013 AND 2012***

| **ASSETS** | **2013** | **2012** |
|---|---|---|
| Investments, at fair value: | | |
| Pooled separate accounts | $ 1,350,514 | $ 1,318,200 |
| Guaranteed interest account | 68,366 | 62,414 |
| TOTAL INVESTMENTS | 1,418,880 | 1,380,614 |
| Receivables: | | |
| Employee | 2,737 | 1,719 |
| Employer | 16,047 | 18,098 |
| Notes receivable from participants | 31,402 | 55,193 |
| TOTAL RECEIVABLES | 50,186 | 75,010 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 1,469,066 | $ 1,455,624 |

***FRIENDLY CHEVROLET CO., 401(K) PROFIT SHARING PLAN***
***STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS***
***YEAR ENDED DECEMBER 31, 2013***

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment income: | | |
| Net appreciation in fair value of investments | | $ 120,622 |
| Interest income | | 2,191 |
| | TOTAL INVESTMENT INCOME | 122,813 |
| Interest income on notes receivable from participants | | 1,333 |
| Contributions: | | |
| Participant | | 99,347 |
| Employer | | 16,047 |
| | TOTAL ADDITIONS | 239,540 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid | | 199,205 |
| Administrative expenses | | 26,893 |
| | TOTAL DEDUCTIONS | 226,098 |
| | NET INCREASE | 13,442 |
| NET ASSETS AVAILABLE FOR BENEFITS: | | |
| Beginning of year | | 1,455,624 |
| End of year | | $ 1,469,066 |

## NOTE A - DESCRIPTION OF PLAN

The following description of the Friendly Chevrolet Co., 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more comprehensive description of the Plan's provisions.

### General

The Plan is a defined contribution plan established on January 1, 1995 to provide retirement benefits for employees of Friendly Chevrolet, LLP (the "Company"). Employees who are age 21 or older are eligible to become participants in the Plan following 6 months of service, as defined in the plan document. Sentry Life Insurance Company ("Sentry") serves as custodian of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

### Contributions

Each year, participants may contribute compensation, as defined in the plan document. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Company may, at its discretion, contribute a varying amount, on behalf of all employees that qualify as Plan participants (discretionary contributions). For the year ended December 31, 2013, the Company made a discretionary contribution of $16,047. Contributions are subject to certain limitations.

### Participant Accounts

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

### Forfeitures

As of December 31, 2013 and 2012, forfeited non-vested accounts totaled $107 and $901, respectively. These accounts will be used to reduce employer contributions or pay Plan expenses. During 2013, $1,446 in forfeitures were used to pay Plan expenses.

**NOTE A - DESCRIPTION OF PLAN (Continued)**

Vesting

Participants are immediately vested in their elective deferrals plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of service. A participant is 100% vested after 6 years of service.

Investment Options

Participants direct the investment of their accounts into various investment options offered by the Plan. The Plan currently offers pooled separate accounts and a guaranteed interest account as investment options for participants.

Payment of Benefits

On termination of service, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or various installment and annuity options as provided by the Plan. Hardships distributions are permitted upon demonstration of financial hardship. All fully vested balances are available for distribution after the participant reaches the age of 59 1/2 years.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 and up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from 1-5 years. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the plan administrator. At December 31, 2013, outstanding loans bore interest rates ranging from 2.00% to 5.25%. Principal and interest is paid ratably through payroll deductions.

## NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Investment Valuation and Income Recognition

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

In accordance with GAAP, guaranteed interest accounts 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 statements of net assets available for benefits generally present the fair value of guaranteed interest accounts as well as the adjustment from fair value to contract value when there is a material adjustment between the two. At December 31, 2013 and 2012, there was no material difference between fair value and contract value; therefore, no adjustment is reflected in the statements of net assets available for benefits.

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

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded upon distribution.

**NOTE B - SUMMARY OF ACCOUNTING POLICIES (Continued)**

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the plan document. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan. Expenses relating to specific participant transactions (notes receivable from participants and distributions) are charged directly to the participant's account.

Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Subsequent Events

The Company has evaluated the effects subsequent events would have on the financial statements through October 14, 2014, which is the date the financial statements were available to be issued.

**NOTE C - TAX STATUS**

The Plan has not obtained a determination letter from the Internal Revenue Service (the "IRS") stating that the Plan was in compliance with the applicable requirement of the Internal Revenue Code ("IRC"). The Plan is relying on the IRS approval of the standardized prototype plan that it is utilizing. The IRS has determined and informed the custodian by a letter dated March 31, 2008 that the prototype plan document was designed in accordance with applicable sections of the IRC. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain 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, 2013, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability 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 administrator believes it is no longer subject to income tax examinations for years prior to 2010.

## NOTE D - PLAN TERMINATION

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

## NOTE E - UNAUDITED INVESTMENT INFORMATION CERTIFIED BY CUSTODIAN

The accompanying financial statements include the following unaudited information as of December 31, 2013 and 2012 and for the year ended December 31, 2013 that was obtained from data prepared and certified to be complete and accurate by the Plan's custodian.

| | 2013 | 2012 |
|---|---|---|
| Investments | $ 1,418,880 | $ 1,380,614 |
| Notes receivable from participants | $ 31,402 | $ 55,193 |
| Net appreciation in fair value of investments | $ 120,622 | |
| Interest income | $ 2,191 | |
| Interest income on notes receivable from participants | $ 1,333 | |

The certification mentioned above includes all investment information discussed in Notes F and J.

## NOTE F - INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets:

| | 2013 | 2012 |
|---|---|---|
| 2015 Target Retirement Account | $ 404,879 | $ 436,521 |
| 2025 Target Retirement Account | 505,483 | 481,475 |
| 2035 Target Retirement Account | 156,655 | 128,244 |
| 2045 Target Retirement Account | 87,994 | 89,215 |

During 2013, the Plan's investments in pooled separate accounts appreciated in value by $120,622.

## NOTE G - RISKS AND UNCERTAINTIES

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

## NOTE H - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments held during 2013 are shares of pooled separate accounts and a guaranteed interest account managed by Sentry. Sentry is the custodian of the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return on each fund. Fees in the amount of $26,893 were paid to Sentry by the Plan for administrative services during 2013.

## NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

| | 2013 | 2012 |
|---|---|---|
| Net assets available for benefits per financial statement | $ 1,469,066 | $ 1,455,624 |
| Employer contribution receivable | (16,047) | (18,098) |
| Employee contribution receivable | (2,737) | (1,719) |
| Net assets available for benefits per Form 5500 | $ 1,450,282 | $ 1,435,807 |

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

| | |
|---|---|
| Net increase in assets available for benefits per financial statement | $ 13,442 |
| Employer contribution receivable, prior year | 18,098 |
| Employer contribution receivable, current year | (16,047) |
| Employee contribution receivable, prior year | 1,719 |
| Employee contribution receivable, current year | (2,737) |
| Net increase in assets available for benefits per Form 5500 | $ 14,475 |

**NOTE J - FAIR VALUE MEASUREMENTS**

Fair value as defined under GAAP is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

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, 2013 and 2012.

*Pooled Separate Accounts*

These investments are public investment vehicles valued using the net asset value ("NAV") provided by the administrator of the accounts. The NAV is based on the value of the underlying assets owned by the account, minus its liabilities, and then divided by the number of units outstanding. Certain pooled separate accounts are classified within Level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

*Guaranteed Interest Account*

The guaranteed interest account is reported at contract value, which approximates fair value. The value represents contributions to the account plus interest less any withdrawals for benefit payments and expenses. The value is based on unobservable inputs, such as interest rates and the expected maturity date of the accounts; therefore, the contract is classified within level 3 of the valuation hierarchy. Disclosure of unobservable inputs to fair value measurements has not been included for this account because quantitative unobservable inputs are not developed by the Plan when measuring fair value and have not been made available to the Plan by the insurance company.

**NOTE J - FAIR VALUE MEASUREMENTS (Continued)**

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

| | Fair Value as of December 31, 2013 | | | |
|---|---|---|---|---|
| | **Level 1** | **Level 2** | **Level 3** | **Fair Value** |
| Pooled separate accounts | | | | |
| Fixed Income (a) | $ - | $ 14,228 | $ - | $ 14,228 |
| Growth (b) | - | 135,961 | - | 135,961 |
| Index (c) | - | 20,892 | - | 20,892 |
| Target Retirement (d) | - | 1,179,433 | - | 1,179,433 |
| Guaranteed interest account (Note K) | - | - | 68,366 | 68,366 |
| | $ - | $ 1,350,514 | $ 68,366 | $ 1,418,880 |

| | Fair Value as of December 31, 2012 | | | |
|---|---|---|---|---|
| | **Level 1** | **Level 2** | **Level 3** | **Fair Value** |
| Pooled separate accounts | | | | |
| Fixed Income (a) | $ - | $ 10,119 | $ - | $ 10,119 |
| Growth (b) | - | 115,400 | - | 115,400 |
| Index (c) | - | 36,922 | - | 36,922 |
| Target Retirement (d) | - | 1,155,759 | - | 1,155,759 |
| Guaranteed interest account (Note K) | - | - | 62,414 | 62,414 |
| | $ - | 1,318,200 | $ 62,414 | $ 1,380,614 |

(a) These investments are invested in a mix of fixed income securities to reflect the broad fixed income market. Pooled separate accounts can be redeemed on a daily basis. No redemption notice period is required. There are no unfunded commitments.

(b) Growth fund strategies seek to invest in instruments that have strong long-term growth potential. Pooled separate accounts can be redeemed on a daily basis. No redemption notice period is required. There are no unfunded commitments.

**NOTE J - FAIR VALUE MEASUREMENTS (Continued)**

(c) Index fund strategies seek to replicate the movement of an index of a specific financial market, such as the Standard & Poor's (S&P) 500 Index, regardless of market conditions. Pooled separate accounts can be redeemed on a daily basis. No redemption notice period is required. There are no unfunded commitments.

(d) This category includes investments in diversified funds designed to remain appropriate for investors in terms of risk throughout a variety of life circumstances and contain a mix of common stocks, bonds and cash. Pooled separate accounts can be redeemed on a daily basis. No redemption notice period is required. There are no unfunded commitments.

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, 2013:

| | Guaranteed Interest Account |
|---|---|
| Balance, beginning of year | $ 62,414 |
| Interest credited | 2,156 |
| Purchases | 164,837 |
| Sales | (161,041) |
| Balance, end of year | $ 68,366 |

Unrealized gains from the guaranteed interest account are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

**NOTE K - GUARANTEED INTEREST ACCOUNT**

The Plan has a fully benefit-responsive guaranteed interest account with Sentry. This account is backed by assets held in the general account of Sentry. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note B, because the guaranteed interest account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the account. Contract value, as reported to the Plan by Sentry, represents 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. At December 31, 2013 and 2012, contract value approximates fair value.

**NOTE K - GUARANTEED INTEREST ACCOUNT (Continued)**

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan document (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The guaranteed interest account does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed at least annually for resetting. The average yields earned by the guaranteed interest account are as follows:

| | 2013 | 2012 |
|---|---|---|
| Average yields: | | |
| Based on actual earnings | 3.15% | 3.35% |
| Based on interest rate credited to participants | 3.15% | 3.35% |

**NOTE L - NON-EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

During the 2013, 2012 and 2011 Plan years, there were delays by the Company in submitting participant contributions in the amount of $8,056, $14,264 and $16,763, respectively, to the Plan. These delinquent contributions constitute prohibited transactions. The late deposits were remitted to the Plan during the 2012 and 2013 Plan years. No interest has been remitted to the Plan.

*SUPPLEMENTAL SCHEDULES*

***FRIENDLY CHEVROLET CO., 401(K) PROFIT SHARING PLAN***
***SCHEDULE H, PART IV, LINE 4a- SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS***
***PLAN NUMBER - 002 EIN - 75-0970320***
***FOR THE YEAR ENDED DECEMBER 31, 2013***

| Payroll Period Ending | Participant Contributions Transferred Late to Plan | Total that Constitute Nonexempt Prohibited Transactions | | | Total Fully Corrected Under VRCP and PTE 2002-51 |
|---|---|---|---|---|---|
| | Participant Loan Repayments are Included ☒ | Contributions Not Corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP | |
| April 29, 2011 | $ 2,706 | $ 2,706 | $ - | $ - | $ - |
| August 26, 2011 | 4,063 | 4,063 | - | - | - |
| September 2, 2011 | 978 | 978 | - | - | - |
| September 30, 2011 | 3,521 | 3,521 | - | - | - |
| October 14, 2011 | 3,338 | 3,338 | - | - | - |
| November 30, 2011 | 2,157 | 2,157 | - | - | - |
| January 20, 2012 | 1,135 | 1,135 | - | - | - |
| February 17, 2012 | 1,257 | 1,257 | - | - | - |
| February 24, 2012 | 1,059 | 1,059 | - | - | - |
| March 9, 2012 | 1,330 | 1,330 | - | - | - |
| March 16, 2012 | 1,472 | 1,472 | - | - | - |
| March 23, 2012 | 1,127 | 1,127 | - | - | - |
| March 30, 2012 | 1,113 | 1,113 | - | - | - |
| November 9, 2012 | 1,235 | 1,235 | - | - | - |
| November 23, 2012 | 1,224 | 1,224 | - | - | - |
| December 7, 2012 | 1,085 | 1,086 | - | - | - |
| December 14, 2012 | 2,227 | 2,228 | - | - | - |
| April 5, 2013 | 1,248 | 1,248 | - | - | - |
| April 12, 2013 | 1,051 | 1,051 | - | - | - |
| April 15, 2013 | 1,376 | 1,376 | - | - | - |
| April 19, 2013 | 1,005 | 1,005 | - | - | - |
| May 15, 2013 | 1,269 | 1,269 | - | - | - |
| July 5, 2013 | 25 | 25 | - | - | - |
| July 5, 2013 | 100 | 100 | - | - | - |
| July 5, 2013 | 20 | 20 | - | - | - |
| October 15, 2013 | 1,962 | 1,962 | - | - | - |

*The late contributions for 2011 and 2012 were remitted within the 2012 Plan year and in January 2013. The late contributions for 2013 were remitted within the 2013 Plan year.*
*Lost earnings related to contributions have not been deposited to the Plan.*

| (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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Co. | Guaranteed Interest Account | | $ 68,366 |
| | *Pooled Separate Accounts:* | | | |
| * | Sentry Life Insurance Co. | REIT Index Account | | 9,599 |
| * | Sentry Life Insurance Co. | Mid Cap Growth Account III | | 18,163 |
| * | Sentry Life Insurance Co. | Diversified Income Account | | 14,228 |
| * | Sentry Life Insurance Co. | Diversified Growth Account | | 14,742 |
| * | Sentry Life Insurance Co. | Balanced Growth Account | | 4,575 |
| * | Sentry Life Insurance Co. | Balanced Income Account | | 3,727 |
| * | Sentry Life Insurance Co. | Aggressive Growth Account | | 18,792 |
| * | Sentry Life Insurance Co. | Foreign Growth Account | | 22,258 |
| * | Sentry Life Insurance Co. | Global Growth Account | | 4,819 |
| * | Sentry Life Insurance Co. | Concentrated Growth Account | | 24,974 |
| * | Sentry Life Insurance Co. | Target Retirement Income Account | | 15,790 |
| * | Sentry Life Insurance Co. | 2015 Target Retirement Account | | 404,879 |
| * | Sentry Life Insurance Co. | 2025 Target Retirement Account | | 505,483 |
| * | Sentry Life Insurance Co. | 2035 Target Retirement Account | | 156,655 |

***FRIENDLY CHEVROLET CO., 401(K) PROFIT SHARING PLAN***
***SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (Held at End of Year)***
***PLAN NUMBER - 002 EIN - 75-0970320***
***DECEMBER 31, 2013***

| (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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Co. | 2045 Target Retirement Account | | $ 87,994 |
| * | Sentry Life Insurance Co. | 2055 Target Retirement Account | | 8,632 |
| * | Sentry Life Insurance Co. | Small Cap Growth Account I | | 3,176 |
| * | Sentry Life Insurance Co. | Small Cap Growth Account III | | 368 |
| * | Sentry Life Insurance Co. | Mid Cap Growth Account I | | 10,006 |
| * | Sentry Life Insurance Co. | Equity Growth and Income Account | | 10,361 |
| * | Sentry Life Insurance Co. | Mid Cap Index Account | | 354 |
| * | Sentry Life Insurance Co. | Large Cap Index Account | | 91 |
| * | Sentry Life Insurance Co. | Total Bond Index Account | | 10,848 |
| | | *Total Pooled Separate Accounts* | | 1,350,514 |
| * | Participant Loans*** | Interest ranging from 2.00% to 5.25%, maturing through July 2018 | | 31,402 |
| | | | | $ 1,450,282 |

* Indicates party-in-interest
** Cost information is omitted for participant-directed investments
*** The accompanying financial statements classify participant loans as notes receivable from participants

# SCHEDULE OF ASSETS
# HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Name of plan: FRIENDLY CHEVROLET CO., INC. 401(k) PROFIT SHARING PLAN

Plan Sponsor's name as shown on line 2a of Form 5500: FRIENDLY CHEVROLET CO., INC. 401(k) PROFIT SHARING PLAN

Employer identification number: 75-0970320 Plan number: 002

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | DEPOSIT FUND<br>The general account of Sentry Life Insurance Company, guaranteed as to principal and interest. | N/A | $68,366 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | CAPITAL APPRECIATION ACCOUNT<br>Seeks long-term growth. | N/A | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | GROWTH AND INCOME ACCOUNT<br>Seeks growth of capital and current dividend income. | N/A | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MONEY MARKET ACCOUNT - C<br>Seeks current income while maintaining liquidity and a stable share price. | N/A | $0 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | DIVERSIFIED INCOME ACCOUNT<br>Seeks a high level of current income consistent with moderate price fluctuation. | N/A | $14,228 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LARGE CAP GROWTH ACCOUNT<br>Seeks long-term growth of capital in a manner consistent with the preservation of capital. | N/A | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | BALANCED GROWTH ACCOUNT<br>Seeks income and long-term growth of capital and income without undue risk of capital | N/A | $0 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | BALANCED INCOME ACCOUNT<br>Seeks high level of income, long-term growth of income, and moderate long-term growth of capital. | N/A | $3,727 |

SLIC Version

| (a) | (b) Identify 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 |
|---|---|---|---|---|

| | | | | |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | AGGRESSIVE GROWTH ACCOUNT<br>Seeks long-term growth of capital in a manner consistent with the preservation of capital. | N/A | $18,792 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | INTERNATIONAL GROWTH ACCOUNT<br>Seeks long-term growth of capital. | N/A | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | FOREIGN GROWTH ACCOUNT<br>Seeks long-term growth of capital. | N/A | $22,258 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | GLOBAL GROWTH ACCOUNT<br>Seeks long-term growth of capital. | N/A | $4,819 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | CONCENTRATED GROWTH ACCOUNT<br>Seeks capital appreciation. | N/A | $24,974 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | SMALL CAP GROWTH ACCOUNT I<br>Seeks long-term growth of capital. | N/A | $3,176 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MID-CAP GROWTH ACCOUNT I<br>Seeks long-term growth of capital. | N/A | $10,006 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | EQUITY GROWTH & INCOME ACCOUNT<br>Seeks high current dividend income and long-term capital appreciation. | N/A | $10,361 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | SMALL CAP INDEX ACCOUNT<br>Seeks investment results paralleling those of the MSCI® US Small Cap 1750 Index. | N/A | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MID-CAP INDEX ACCOUNT<br>Seeks long-term growth of capital. | N/A | $354 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | TOTAL STOCK INDEX ACCOUNT<br>Seeks long-term growth of capital and income. | N/A | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LARGE CAP INDEX ACCOUNT<br>Seeks to replicate the aggregate price and yield performance, before expenses, of the S&P 500 Index. | N/A | $91 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LARGE CAP BLEND ACCOUNT<br>Seeks long-term growth of capital. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LONG-TERM GROWTH ACCOUNT<br>Seeks long-term growth of capital. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | INSTITUTIONAL LARGE INDEX FUND<br>Seeks to replicate the aggregate price and yield performance, before expenses, of the S&P 500 Index. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | TOTAL BOND INDEX ACCOUNT<br>Seeks to match the total return performance of the Lehman Brothers Aggregate Bond Index. | -0- | $10,848 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | BALANCED ALLOCATION ACCOUNT<br>Seeks long-term total return. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | SMALL CAP GROWTH ACCOUNT II<br>Seeks long-term growth of capital. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LIFE CYCLE LA<br>Seeks current income. Secondary objective of capital appreciation. | -0- | $15,790 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LIFE CYCLE LB<br>Seeks long-term growth of capital and current income. | -0- | $404,879 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LIFE CYCLE LC<br>Seeks long-term growth of capital. Secondary objective of current income. | -0- | $505,483 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LIFE CYCLE LD<br>Seeks long-term growth of capital. Secondary objective of current income. | -0- | $156,655 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LIFE CYCLE LE<br>Seeks long-term growth of capital. Secondary objective of current income. | -0- | $87,994 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LIFE CYCLE LF<br>Seeks long-term growth of capital. Secondary objective of current income. | -0- | $8,632 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | SMALL CAP GROWTH ACCOUNT III<br>Seeks long-term growth of capital. | -0- | $368 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MID-CAP GROWTH ACCOUNT II<br>Seeks long-term growth of capital. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MID-CAP GROWTH ACCOUNT III<br>Seeks long-term capital appreciation and income. | -0- | $18,163 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | DIVERSIFIED GROWTH ACCOUNT<br>Seeks long-term capital appreciation and growth of income. Current income is a secondary objective. | -0- | $14,742 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | INTERNATIONAL GROWTH ETF ACCOUNT<br>Seeks investment results that correspond to the performance, before fees and expenses, of the MSCI EAFE Index, or a similar non-U.S. large cap stock index. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | SMALL CAP GROWTH ETF ACCOUNT<br>Seeks investment results that correspond to the performance, before fees and expenses, of the S&P Small Cap 600 Index, or a similar U.S. small cap stock index. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MID-CAP GROWTH ETF ACCOUNT<br>Seeks investment results that correspond to the performance, before fees and expenses, of the S&P MidCap 400 Index, or a similar U.S. mid-cap stock index. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LARGE CAP GROWTH ETF ACCOUNT<br>Seeks investment results that correspond to the performance, before fees and expenses, of the S&P 500 Index, or a similar U.S. large cap stock index. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | REIT ETF ACCOUNT<br>Seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Dow Jones U.S. Real Estate Index or a similar real estate investment trust index. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | CORPORATE BOND ETF ACCOUNT<br>Seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Goldman Sachs iBoxx™ Index. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | TIPS ETF ACCOUNT<br>Seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Lehman Brothers U.S. Treasury Inflation Notes Index. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | SMALL CAP VALUE ACCOUNT<br>Pursues its investment objective by investing primarily in the common stocks of small companies who stock prices are believed to be undervalued by the Fund's portfolio managers. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | BALANCED GROWTH ACCOUNT II<br>Seeks long-term capital appreciation and reasonable current income. | -0- | $4,575 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LARGE CAP BLEND ACCOUNT II<br>Seeks long-term capital appreciation by investing in stocks considered to have above-average earnings growth potential that is not reflected in their current market price. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | TOTAL BOND INDEX ACCOUNT II<br>Seeks to track the performance of a broad, market-weighted bond index. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LARGE CAP BLEND ACCOUNT III<br>Seeks to provide, primarily, a growing stream of income over time and, secondarily, long-term capital appreciation and current income. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | ENERGY GROWTH ACCOUNT<br><br>Seeks long-term capital appreciation by investing at least 80% of assets in the common stocks of companies principally engaged in activities in the energy industry. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | EQUITY GROWTH & INCOME ACCOUNT II<br><br>Seeks an above-average level of current income and reasonable capital appreciation. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MID-CAP GROWTH ACCOUNT IV<br><br>Seeks long-term capital appreciation by investing at least 80% of assets primarily in common stocks of medium-size companies. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MID-CAP INDEX ACCOUNT II<br><br>Seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MID-CAP VALUE INDEX ACCOUNT<br><br>Seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization value stocks. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | REAL ESTATE INVESTMENT TRUST INDEX ACCOUNT<br><br>Seeks to provide a high level of income and moderate long-term capital appreciation by tracking the performance of a benchmark that measures the performance of publicly traded equity REITs. | -0- | $9,599 |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | SMALL CAP VALUE INDEX ACCOUNT<br><br>Seeks to track the performance of a benchmark index that measures the investment return of small-capitalization value stocks. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | INTERNATIONAL LARGE INDEX ACCOUNT<br><br>Seeks to track the performance of a benchmark index that measures the investment return of stocks issues by companies located in developed and emerging markets, excluding the United States. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | BALANCED AGGRESSIVE GROWTH ACCOUNT<br><br>Seeks total return through a primary emphasis on growth of capital with a secondary emphasis on income. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | HIGH YIELD BOND ACCOUNT<br><br>Seeks high current income. Capital appreciation is a secondary investment objective. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | SMALL CAP GROWTH ACCOUNT IV<br><br>Seeks long-term growth of capital by investing primarily in common stocks selected for their growth potential. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LARGE CAP GROWTH ACCOUNT II<br><br>Seeks capital appreciation by investing primarily in equity securities of companies that the investment managements believes are leaders in innovation, take advantage of technologies, have superior management and benefit from new industry conditions in the dynamically changing global economy. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | GLOBAL BLEND ACCOUNT<br><br>Seeks capital appreciation, income is a secondary consideration. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | WORLD BOND ACCOUNT<br><br>Seeks current income with capital appreciation and growth of income by investing at least 80% of net assets in “bonds” including debit securities of any maturity, such as bonds, notes, bills and debentures. | -0- | $ |
| | | | | |
| (a) | (b) Identify 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 |
| * | Sentry Life Insurance Company | EMERGING MARKETS BOND ACCOUNT<br><br>Seeks maximum total return, consistent with preservation of capital and prudent investment management. | -0- | $ |
| | | | | |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LONG-TERM BOND ACCOUNT<br><br>Seeks maximum total return, consistent with prudent investment management. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | TREASURY INFLATION PROTECTION SECURITY ACCOUNT<br><br>Seeks maximum real return, consistent with preservation of capital and prudent investment management. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | INTERMEDIATE -TERM BOND ACCOUNT<br><br>Seeks maximum total return, consistent with preservation of capital and prudent investment management. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MONEY MARKET ACCOUNT 9<br><br>Seeks to provide current income while maintaining liquidity and a stable share price. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | MID-CAP GROWTH ACCOUNT V<br><br>Seeks long-term growth of capital by investing primarily in common stocks selected for their growth potential. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | LARGE CAP DIVIDENDS ACCOUNT<br><br>Seeks long-term capital appreciation by investing at least 80% of its net assets in investments of companies that have paid consistently rising dividends. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | EMERGING MARKETS INDEX ACCOUNT<br><br>Seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in emerging market countries. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Sentry Life Insurance Company | SMALL CAP GROWTH ACCOUNT V<br><br>Seeks long term growth of capital by investing at least 80% of its net assets in small-cap growth companies. | -0- | $ |

| (a) | (b) Identify 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 |
|---|---|---|---|---|
| * | Participant Loans | 4.25% TO 5.25% | -0- | $31,402 |

# 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

**2013**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ___

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

**C** If the plan is a collectively-bargained plan, check here. ▶ ☐

**D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan FRIENDLY CHEVROLET CO INC 401K PROFIT SHARING PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/1995

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

FRIENDLY CHEVROLET CO LTD

PO BOX 7066

DALLAS TX 75209

2754 N STEMMONS FWY

DALLAS TX 75207

**2b** Employer Identification Number (EIN) 75-0970320

**2c** Sponsor's telephone number (214) 920-1901

**2d** Business code (see instructions) 441110

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

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

| | | | |
|---|---|---|---|
| SIGN HERE | Signature of plan administrator | Date 7/08/14 | Enter name of individual signing as plan administrator Patrick Phillips |
| 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 |

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

Preparer's telephone number (optional)

| | | |
|---|---|---|
| **3a** Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |
| **4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name | **4b** EIN | |
| | **4c** PN | |
| **5** Total number of participants at the beginning of the plan year | **5** | 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** | 142 |
| **b** Retired or separated participants receiving benefits | **6b** | 2 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 22 |
| **d** Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 166 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** Total. Add lines **6d** and **6e** | **6f** | 166 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 113 |
| **h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 12 |
| **7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

| **9a** Plan funding arrangement (check all that apply) | | **9b** Plan benefit arrangement (check all that apply) | |
|---|---|---|---|
| (1) [X] | Insurance | (1) [X] | Insurance |
| (2) [ ] | Code section 412(e)(3) insurance contracts | (2) [ ] | Code section 412(e)(3) insurance contracts |
| (3) [X] | Trust | (3) [X] | Trust |
| (4) [ ] | General assets of the sponsor | (4) [ ] | General assets of the sponsor |

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

| **a Pension Schedules** | | **b General Schedules** | | |
|---|---|---|---|---|
| (1) [X] | **R** (Retirement Plan Information) | (1) [X] | | **H** (Financial Information) |
| (2) [ ] | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary | (2) [ ] | | **I** (Financial Information – Small Plan) |
| | | (3) [X] | 1 | **A** (Insurance Information) |
| | | (4) [X] | | **C** (Service Provider Information) |
| (3) [ ] | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | (5) [X] | | **D** (DFE/Participating Plan Information) |
| | | (6) [ ] | | **G** (Financial Transaction Schedules) |