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
BETTENHAUSEN MOTOR SALES, INC DBA BETTENHAUSEN DODGE 401(K)

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/2007

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

BETTENHAUSEN MOTOR SALES, INC
BETTENHAUSEN DODGE

17514 S OAK PARK AVENUE
TINLEY PARK, IL 60477

2b Employer Identification Number (EIN)
36-3062780

2c Sponsor's telephone number
708-532-9600

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	JANETTE L DISNEY
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	140
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**	143
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	10
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	153
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	153
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	42
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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)	[ ] Insurance	**(1)**	[ ] 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

(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) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [ ] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
BETTENHAUSEN MOTOR SALES, INC DBA BETTENHAUSEN DODGE 401(K)

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BETTENHAUSEN MOTOR SALES, INC

D Employer Identification Number (EIN)
36-3062780

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

ALLSTATE FINANCIAL SERVICES
9293 W. 159TH ST
ORLAND PARK, IL 60487

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

ALLSTATE FINANCIAL SERVICES, LLC
2920 S 84TH STREET
LINCOLN, NE 68506

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

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

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

ASCENSUS

11-3665754

(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?
99 15 60 50	RECORD KEEPER	315	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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
BETTENHAUSEN MOTOR SALES, INC DBA BETTENHAUSEN DODGE 401(K)

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BETTENHAUSEN MOTOR SALES, INC

D Employer Identification Number (EIN)
36-3062780

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)		2127
(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)	20514	12410
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	783226	1106380
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	803740	1120917
	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	803740	1120917

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)	148595	
	(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)		148595
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)	746	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		746
	(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)	9145	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		9145
	(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)		
(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)		195477
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		353963
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17053	
(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)		17053
f Corrective distributions (see instructions)	2f		19418
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	315	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		315
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		36786
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		317177
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WOODARD AND ASSOCIATES INC (2) EIN: 37-1378349

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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
BETTENHAUSEN MOTOR SALES, INC DBA BETTENHAUSEN DODGE 401(K)

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BETTENHAUSEN MOTOR SALES, INC

D Employer Identification Number (EIN)
36-3062780

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): 45-0404698

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):

BETTENHAUSEN MOTOR SALES, INC.
DBA BETTENHAUSEN DODGE 401(K)

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

DECEMBER 31, 2013 AND 2012

Woodward & Associates, Inc.
Certified Public Accountants
1707 Clearwater Ave. • P.O. Box 1584 • Bloomington, Illinois 61702
Phone (309) 662-8797 • Fax (309) 662-9438

BETTENHAUSEN MOTOR SALES, INC.
DBA BETTENHAUSEN DODGE 401(K)

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

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Woodward & Associates, Inc.

Certified Public Accountants
Phone (309) 662-8797 • Fax (309) 662-9438

Carl S. Woodward, CPA
Philip C. Wegeng, CPA/ABV
Karen E. Wilson, Principal

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of Bettenhausen Motor Sales Inc. dba Bettenhausen Dodge 401(k) Plan.

We were engaged to audit the financial statements of the Bettenhausen Motor Sales Inc. dba Bettenhausen Dodge 401(k) Plan which comprise the statements of net assets available for benefits as of December 31, 2013 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

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.

As permitted by 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note B, which was certified by Frontier Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

The supplemental schedule of assets, (held at end of year), is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

The 2012 statement of net assets available for benefits of Bettenhausen Motor Sales Inc. dba Bettenhausen Dodge 401(k) Plan was compiled by us, and our report thereon dated September 30, 2014, stated we did not audit or review the financial statement and, accordingly, did not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

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

Woodward & Associates Inc

Woodward & Associates, Inc.
Bloomington, IL 61702

October 13, 2014

Bettenhausen Motor Sales Inc.
dba Bettenhausen Dodge 401(k) Plan
Statement of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
ASSETS		
Interest-bearing cash	$ 2,127	$ -
Investments (at fair value):		
Registered investment company:		
Mutual Funds	1,106,380	783,226
	1,108,507	783,226
Receivables:		
Employer contribution	-	-
Participant contributions	-	-
Notes Receivable Participant Loans	12,410	20,514
	12,410	20,514
TOTAL ASSETS	1,120,917	803,740
LIABILITIES	-	-
TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,120,917	$ 803,740

See accompanying notes.

Bettenhausen Motor Sales Inc.
dba Bettenhausen Dodge 401(k) Plan
Statement of Changes in Net Assets Available for Benefits

	Year Ending December 31, 2013	2012
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net realized and Unrealized Appreciation in Fair Value	$ 195,477	$ 104,874
Interest participant loans	746	680
Dividends	9,145	11,165
Other	-	-
	205,368	116,719
Contributions:		
Employer	-	-
Participant	148,595	134,527
Rollovers	-	-
	148,595	134,527
TOTAL ADDITIONS	353,963	251,246
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	17,053	81,219
Corrective distributions	19,418	-
Contract Administrator Fees	315	540
Administrative expenses	-	-
TOTAL DEDUCTIONS	36,786	81,759
NET INCREASE	317,177	169,487
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	803,740	634,253
END OF YEAR	$ 1,120,917	$ 803,740

See accompanying notes.

Bettenhausen Motor Sales Inc.
dba Bettenhausen Dodge 401(k) Plan
Notes to Financial Statements
December 31, 2013 and 2012

NOTE A – DESCRIPTION OF PLAN

The following description of the Bettenhausen Motor Sales Inc. dba Bettenhausen Dodge 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions. The employer who adopted the Plan is Bettenhausen Motor Sales Inc. dba Bettenhausen Dodge (the "Company").

General

The Plan is a defined contribution salary deferral plan which provides an individual account for each participant and provides benefits upon retirement that are based on the amounts contributed by the employee and employer plus earnings on those contributions less any plan administrative expenses. The Plan was established on February 1, 2007, and restated January 1, 2009. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participation

For purposes of all contributions, a participant becomes eligible on the first day of the month after completing one year of entry service and having attained age 21, as defined in the Plan Agreement. Service will be determined on the basis of months worked. An Employee will be credited with 190 hours of service if the employee is credited with 1 hour of service during the month.. A year of entry service begins on the date of hire and is completed after 1,000 service hours within the next twelve-month period.

Contributions

Participant contributions consist of pre-tax elective deferrals and Roth contributions. Participants may contribute a percentage of their eligible compensation subject to annual statutory limits, as defined in the Plan. Participants may contribute between 0% and 100%, of their compensation in increments of 1%. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The company may match a percentage of employee contributions at a rate to be determined annually. The company did not make a matching contribution for 2013. The company may make discretionary contributions at the end of the Plan year for employees who are participants as of the last day of the Plan year. Total contributions, both participant and employer, including discretionary, are subject to the limits of the Internal Revenue Code Section 415(c). Participant contributions and employer matching contributions of certain highly compensated participants may also be limited based on contribution nondiscrimination tests described in IRC Section 401(k) and 401(m).

NOTE A – DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's contribution, the employer's contribution and an allocation of the Plan's earnings. The participants can then direct their investments to any of the available funds in the Plan. Participants may change their investment option specification with respect to contributions to be made in the future and with respect to amounts already in their account by calling an interactive voice-response system or accessing the account on the Internet with the use of a personal identification number.
Certain participant and loan fees, if applicable, are also charged to participant accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Companies' matching and discretionary contribution portion of their account plus actual earnings thereon is based on years of service. One year of service is 1,000 hours within a consecutive twelve-month period. Vesting is based on the following schedules:

Employer Profit Sharing		Matching Contributions	
Years of Credited Service	Percent Vested	Years of Credited Service	Percent Vested
Less than 1	0%	Less than 1	100%
1	0%	1	100%
2	20%	2	100%
3	40%	3	100%
4	60%	4	100%
5	80%	5	100%
6 or more	100%	6 or more	100%

Participant accounts become fully vested upon attainment of the normal retirement age of 62, or in the event of death or total disability.

Participant Loans

Participants may borrow from their fund accounts and are only permitted to have one loan outstanding at any time. The maximum loan amount is $50,000 or one-half of the vested balance, whichever is less. The interest rate for the loan is computed using the prime rate plus 1%.

NOTE A – DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits

Upon termination of service, death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or in partial payments. The distributions will be a lump sum if the vested balance is $1,000 or less. A participant who has attained age 62 may withdraw any part of his vested account balance.

In certain hardship situations, as described in the Plan Agreement, participants may withdraw part of their vested account balances while actively employed, but such withdrawals are limited to the amount of hardship and the related taxes resulting from the distribution. The participant must provide documents to verify that the hardship event qualifies for a Plan distribution.

Forfeitures

At December 31, 2013 and 2012, forfeited nonvested accounts totaled $0 and $0, respectively. These funds are used to pay administrative expenses for the plan year in which the forfeitures are generated. Any remaining funds are used to reduce future Employer contributions. In 2013, there were no forfeited nonvested accounts to pay administrative expenses and employer contributions.

Plan Expenses and Administration

The employer sponsors the Plan. Personnel within the employer organization perform certain administrative services for the Plan, including maintenance of participant records. The payroll and related overhead costs associated with these services are not included as plan expenses. Certain administrative fees including a base rate per plan, a charge per participant, service fees, and audit fees are paid by the Employer. Loan origination and record keeping fees are charged directly to those participants with outstanding loans. Expenses paid by the Plan in 2013 and 2012 were $315 and $540 respectively.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Management Estimates

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

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition

Participants may invest their contributions and any Company contributions in any available mutual fund. The Plan's investments in mutual funds are stated at fair market value, based upon quoted market prices.

Shares of mutual funds are valued at quoted market prices, which represent the net asset value, (NAV), of shares held by the Plan at year end. Investments traded on national securities exchanges or in the over-the-counter markets are valued at quoted market prices. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on the investments bought and sold as well as held during the year.

The trustee of the Plan, has certified as to the completeness and accuracy of all investments reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, all of the investment activity reflected on the Statement of Changes in Net Assets Available for Benefits for the years ended December 31, 2013 and 2012, and all investment information in the supplemental schedule which is summarized as follows:

	2013	2012
Investments, at fair value	$ 1,106,380	$ 783,226
Notes receivable from particpants	12,410	20,514
Net appreciation/depreciation in fair value of investments	195,477	104,874
Interest and dividends	9,145	11,165
Interest income from notes receivable from participant loans	746	680

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Net Appreciation

For the year ended December 31, 2013, the Plan's investments (including investments bought, sold, and held during the year) appreciation in value as follows:

Fair value as determined by quoted market prices, or by the bank:	
Mutual funds	204,622
Net appreciation in fair value of investments	$ 204,622

Significant Investments

The following investments represented more than 5% of the Plan's net assets as of December 31, 2013 and 2012:

	2013	2012
American Funds Capital World G/I R2	$ 84,608	$ 58,126
American Funds New World R2	63,358	51,979
American Funds EuroPacific Gr R2	75,135	56,583
American Funds SMALLCAP World R2	84,102	59,105
Cohen & Steers International Realty	79,189	66,584
Goldman Sachs Growth and Inc A	99,811	70,090
Goldman Sachs Capital Growth A	83,913	56,207
Goldman Sachs Small Cap Val Insights	80,526	53,411
Goldman Sachs Sm Cap Growth Insights	96,981	60,873
Goldman Sachs Balanced Strat	*	42,690
Goldman Sachs Mid Cap Value	115,045	73,076
Goldman Sachs Growth Opportunities	108,379	70,778

* Represents less than 5% of net assets at this date.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits

Benefits are recorded when paid.

NOTE C – FAIR VALUE MEASUREMENTS

Statement of Financial Accounting Standards No. 157 (SFAS 157), (currently known as ASC 820), establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under SFAS 157 (ASC 820) are described below:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
Level 2	Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

NOTE C – FAIR VALUE MEASUREMENTS (CONTINUED)

The fair value of assets as of December 31, 2013 is as follow:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Un-Observable Inputs (Level 3)	Total
Small Cap				
Goldman Sachs Small Cap Val Insights	$ 80,526	$ -	$ -	$ 80,526
Goldman Sachs Sm Cap Growth Insights	96,981	-	-	96,981
Mid Cap				-
Goldman Sachs Mid Cap Value	115,045	-	-	115,045
Goldman Sachs Growth Opportunities	108,379	-	-	108,379
Large Cap				
Goldman Sachs Capital Growth A	83,913	-	-	83,913
Goldman Sachs Growth and Inc A	99,811			99,811
Balanced				
Goldman Sachs Balanced Strat	51,823	-	-	51,823
Goldman Sachs Growth & Inc Strat	16,721	-	-	16,721
Goldman Sachs Growth Strat	13,690	-	-	13,690
Specialty				
Cohen & Steers International Realty	79,189	-	-	79,189
Ivy Global Natural Resources A	15,960	-	-	15,960
International				-
American Funds Capital World G/I R2	84,608	-	-	84,608
American Funds SMALLCAP World R2	84,102	-	-	84,102
American Funds New World R2	63,358	-	-	63,358
American Funds EuroPacific Gr R2	75,135	-	-	75,135
Goldman Sachs Equity Growth Strategy	37,139	-	-	37,139
Toatal Mutual Funds	$ 1,106,380	$ -	$ -	$ 1,106,380

NOTE C – FAIR VALUE MEASUREMENTS (CONTINUED)

The fair value of assets as of December 31, 2012 is as follow:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Un-Observable Inputs (Level 3)	Total
Small Cap				
Goldman Sachs Small Cap Val Insights	$ 53,411	$ -	$ -	$ 53,411
Goldman Sachs Sm Cap Growth Insights	60,873	-	-	60,873
Mid Cap				-
Goldman Sachs Mid Cap Value	73,076	-	-	73,076
Goldman Sachs Growth Opportunities	70,778	-	-	70,778
Large Cap				
Goldman Sachs Capital Growth A	56,207			
Goldman Sachs Growth and Inc A	70,090	-	-	70,090
Balanced				-
Goldman Sachs Balanced Strat	42,690	-	-	42,690
Goldman Sachs Growth & Inc Strat	13,739	-	-	13,739
Goldman Sachs Growth Strat	10,602	-	-	10,602
Specialty				
Cohen & Steers International Realty	66,584	-	-	66,584
Ivy Global Natural Resources A	12,611	-	-	12,611
International				-
American Funds Capital World G/I R2	58,126	-	-	58,126
American Funds SMALLCAP World R2	59,105	-	-	59,105
American Funds New World R2	51,979	-	-	51,979
American Funds EuroPacific Gr R2	56,583	-	-	56,583
Goldman Sachs Equity Growth Strategy	26,772	-	-	26,772
Toatal Mutual Funds	$ 783,226	$ -	$ -	$ 783,226

NOTE D – PLAN AMENDMENTS

There were no plan amendments during the 2013 plan year

.

NOTE E – RELATED PARTY TRANSACTIONS

The Plan's investments include shares of mutual funds managed by Frontier Trust Company, is the custodian of the Plan; therefore, these transactions qualify as party-in-interest transactions.

NOTE F – PLAN TERMINATION

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

NOTE G – TAX STATUS

The Prototype Non-standardized Profit Sharing Plan with CODA, (the prototype plan of Ascensus, Inc. upon which the Plan is based), documents were amended to comply with the statutory requirements of the Economic Growth and Tax Relief Reconciliation Act (EGTRRA) of 2001 and received favorable opinion letters from the Internal Revenue Service on February 27, 2002. Each plan adopting an Ascensus Prototype Non-standardized Profit Sharing Plan with CODA plan document has been restated to reflect the EGTRRA plan changes. In accordance with Revenue Procedure 2002-6, the Plan administrator has chosen to rely on the current opinion letter that has been issued to the Prototype Non-standardized Profit Sharing Plan with CODA. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

The Plan administrator evaluates tax positions taken by the Plan and recognizes a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. 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 positions.

NOTE H – INVESTMENTS

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian, Frontier Trust Company has certified that the following data included in the accompanying statements and supplemental schedules is complete and accurate.

NOTE I – RISKS AND UNCERTAINTIES

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

NOTE J – SUBSEQUENT EVENTS

Management has evaluated the subsequent events for disclosure in these financial statements through October 13, 2014 which is the date the financial statements are available to be issued.

During prior plan years, the Plan Sponsor excluded the employee benefit of employer provided vehicles in the determination of "compensation". The Plan Sponsor is in the process of calculating a prior period adjustment for those employees with employer provided vehicles. As of October 13, 2014, which is the date the financial statements are available to be issued, the prior period adjustment has not been determined.

SUPPLEMENTAL INFORMATION

Bettenhausen Motor Sales Inc.
dba Bettenhausen Dodge 401(k) Plan
Schedule of Assets (Held at End of Year)
For the Year Ended December 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest Collateral, Par, or Maturity Value	Cost	Current Value
*	American Funds Capital World	Mutual Funds	**	$ 84,608
*	American Funds New World	Mutual Funds	**	63,358
*	American Funds EuroPacific	Mutual Funds	**	75,135
*	American Funds SmallCap World	Mutual Funds	**	84,102
*	Cohen & Steers International Realty	Mutual Funds	**	79,189
*	Ivy Global Natural Resources	Mutual Funds	**	15,960
*	Goldman Sachs Growth and Inc	Common/Collective Funds	**	99,811
*	Goldman Sachs Capital Growth	Common/Collective Funds	**	83,913
*	Goldman Sachs Small Cap Val Insights	Common/Collective Funds	**	80,526
*	Goldman Sachs Sm Cap Growth Insights	Common/Collective Funds	**	96,981
*	Goldman Sachs Balanced Strat	Common/Collective Funds	**	51,823
*	Goldman Sachs Mid Cap Value	Common/Collective Funds	**	115,045
*	Goldman Sachs Equity Growth Strategy	Common/Collective Funds	**	37,139
*	Goldman Sachs Growth Strat	Common/Collective Funds	**	13,690
*	Goldman Sachs Growth Opportunities	Common/Collective Funds	**	108,379
*	Goldman Sachs Growth & Inc Strat	Common/Collective Funds	**	16,721
*	Participant Loan Fund	Loan Fund	**	12,410

* Denotes investments with parties-in-interest.
** All investments are participant directed so cost information is not required.

See Independent Auditors' Report.

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BETTENHAUSEN MOTOR SALES, INC DBA BETTENHAUSEN DODGE 401(K) **EIN:** 36-3062780
Plan Sponsor's Name BETTENHAUSEN MOTOR SALES, INC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	American Funds	American Funds Capital World G/I R2	0	84,608
	American Funds	American Funds New World R2	0	63,358
	American Funds	American Funds EuroPacific Gr R2	0	75,135
	American Funds	American Funds SMALLCAP World R2	0	84,102
	Cohen & Steers	Cohen & Steers International Realty I	0	79,189
	Ivy	Ivy Global Natural Resources A	0	15,960
	Goldman Sachs	Goldman Sachs Growth and Inc A	0	99,811

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BETTENHAUSEN MOTOR SALES, INC DBA BETTENHAUSEN DODGE 401(K) **EIN:** 36-3062780
Plan Sponsor's Name BETTENHAUSEN MOTOR SALES, INC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Goldman Sachs	Goldman Sachs Capital Growth A	0	83,913
	Goldman Sachs	Goldman Sachs Small Cap Val Insights A	0	80,526
	Goldman Sachs	Goldman Sachs Sm Cap Growth Insights A	0	96,981
	Goldman Sachs	Goldman Sachs Balanced Strat A	0	51,823
	Goldman Sachs	Goldman Sachs Mid Cap Value A	0	115,045
	Goldman Sachs	Goldman Sachs Equity Growth Strategy A	0	37,139
	Goldman Sachs	Goldman Sachs Growth Strat A	0	13,690

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name BETTENHAUSEN MOTOR SALES, INC DBA BETTENHAUSEN DODGE 401(K) **EIN:** 36-3062780
Plan Sponsor's Name BETTENHAUSEN MOTOR SALES, INC **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Goldman Sachs	Goldman Sachs Growth Opportunities A	0	108,379
	Goldman Sachs	Goldman Sachs Growth & Inc Strat A	0	16,721
	Participants Loan Account	Various Rates and Maturities	0	12,410
	Frontier Trust Company	Contribuion Account	0	2,127