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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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
THE DURANT AUTO GROUP 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1978

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

1101 W HIGHWAY 114
GRAPEVINE, TX 76051

2b Employer Identification Number (EIN)
75-1159462

2c Plan Sponsor's telephone number
817-421-1200

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.	10/13/2015	MARK ESCAMILLA
	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	**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**	1448
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	1281
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1416
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	101
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1517
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	1517
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1215
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	149
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:
2F 2G 2J 2K 2R 2S 2T 2E

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)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan	**B** Three-digit plan number (PN) ▶
THE DURANT AUTO GROUP 401(K) PLAN	002

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
CLASSIC CHEVROLET BUICK GMC, INC.	75-1159462

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

MILBERN RAY AND COMPANY

75-1793612

(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	ACCOUNTANT/AUDITOR	35460	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
60 64 65 71	RECORDKEEPER	3074	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 [ ]

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT OC IN RTM IV - AMERICAN CE 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT OC 2015 INV - AMERICAN CEN 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT OC 2020 INV - AMERICAN CEN 44-0619208	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT OC 2025 INV - AMERICAN CEN 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT OC 2030 INV - AMERICAN CEN 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT OC 2035 INV - AMERICAN CEN 44-0619208	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT OC 2040 INV - AMERICAN CEN 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT OC 2045 INV - AMERICAN CEN 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT OC 2050 INV - AMERICAN CEN 44-0619208	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT OC 2055 INV - AMERICAN CEN 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVD R5 - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS HIGH YLD R5 - INVESCO CANADA 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6X7 CA	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS INTL GROWTH R5 - INVESCO INVE 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS TRITON T - JANUS SERVICES LL 43-1804048	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METWEST TOT RTN BD M - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB MDCP GRTH TRUST - STATE STREET 04-0025081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM SM CAP SP AR A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.45%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RDGWTH MID CAP VAL I - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA EMRG MKTS EQ I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%

(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

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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

(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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
THE DURANT AUTO GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CLASSIC CHEVROLET BUICK GMC, INC.

D Employer Identification Number (EIN)
75-1159462

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	292	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	188344	968054
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	93632	192151
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	23214727	27341274
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	23496995	28501479
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	23496995	28501479

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)	998730	
(B) Participants	2a(1)(B)	3500875	
(C) Others (including rollovers)	2a(1)(C)	19842	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4519447
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	141	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		141
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	747	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1205579	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1206326
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	158951	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	165011	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-6060
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-38653	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-38653

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		579430
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		6260631
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1065165	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1065165
f Corrective distributions (see instructions)	2f		153590
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	37392	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		37392
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1256147
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5004484
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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: MILBERN RAY AND COMPANY, LLP (2) EIN: 75-1793612

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		46510
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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
THE DURANT AUTO GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CLASSIC CHEVROLET BUICK GMC, INC.

D Employer Identification Number (EIN)
75-1159462

Part I Distributions

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

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

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

EIN(s): 04-6568107

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):

DURANT AUTO GROUP 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

CONTENTS

INDEPENDENT AUDITOR'S REPORT

FINANCIAL STATEMENTS

Statement of Net Assets Available for Benefits – Modified Cash Basis	5
Statement of Changes in Net Assets Available for Benefits – Modified Cash Basis	6
Notes to Financial Statements	7

SUPPLEMENTAL SCHEDULES

Schedule of Delinquent Participant Contributions	17
Schedule of Assets (Held at End of Year)	18

Milbern Ray and Company
L.L.P.
Certified Public Accountants

MILBERN D. RAY, C.P.A., 1933-2006
RONALD D. RAY, C.P.A.
KENT A. RAY, C.P.A.

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MEMBER:
AMERICAN INSTITUTE
OF CERTIFIED PUBLIC
ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Durant Auto Group 401(k) Plan and Participants
Grapevine, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Durant Auto Group 401(k) Plan, which comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2014 and 2013, and the related modified cash basis statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 the modified cash basis of accounting; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the Plan administrator by the custodian is complete and accurate.



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.

Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of December 31, 2014 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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 these 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Milbern Ray & Co

October 09, 2015

Grapevine, Texas

Milbern Ray and Company
L.L.P.
Certified Public Accountants

DURANT AUTO GROUP 401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS

DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Non interest-bearing cash	$ -	$ 292
Investments:		
Participant directed investments:		
At fair value	28,501,553	23,496,703
	28,501,553	23,496,703
Total assets	28,501,553	23,496,995
NET ASSETS AVAILABLE FOR BENEFITS	$ 28,501,553	$ 23,496,995

See independent auditor's report and notes to financial statements, which are an integral part of these statements.

DURANT AUTO GROUP 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS - MODIFIED CASH BASIS
YEAR ENDED DECEMBER 31, 2014

INVESTMENT AND CONTRIBUTION ACTIVITY		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in investments carried at fair value	$	579,409
Interest and dividends		1,205,515
		1,784,924
Contributions:		
Participants' - 401(k) contributions		3,500,875
Participants' - rollover		19,842
Employers' - matching		998,730
		4,519,447
TOTAL INVESTMENT AND CONTRIBUTION ACTIVITY		6,304,371
DEDUCTIONS		
Deductions from net assets attributed to:		
Administrative expenses		81,058
Benefits paid to participants		1,218,755
TOTAL DEDUCTIONS		1,299,813
NET INCREASE		5,004,558
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		23,496,995
END OF YEAR	$	28,501,553

See independent auditor's report and notes to financial statements, which are an integral part of these financial statements.

Note 1 DESCRIPTION OF PLAN

The following description of the Durant Auto Group 401(k) Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. The Plan is a defined contribution plan for the benefit of the employees of Classic Chevrolet, Inc. (Classic Grapevine), Classic Chevrolet Buick GMC, Inc. (Classic Granbury), Classic Buick GMC, Ltd. (Classic Arlington), 4984 Classic Ltd., d/b/a Classic Chrysler (Classic Denton), 3925 Partners, Ltd., d/b/a Mike Brown Ford (Mike Brown Ford), Classic Chevrolet Sugarland, LLC (Classic Sugarland), Classic Buick GMC of Carrollton, LLC (Classic Carrollton), Stingray Chevrolet, LLC (Stingray Plant City), Stingray Chevrolet – Bartow, LLC (Stingray Bartow), Smart Auto Leasing, LLC (Leasing), and Classic Autoplex GM, LLC (Classic Galveston). These entities (collectively, the Company) are under common ownership and control. The Plan qualifies as a profit-sharing plan under Internal Revenue Code (Code) Section 401(a) and as a cash-or-deferred arrangement under Code Section 401(k).

The Plan covers substantially all eligible employees, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Employees must be at least 18 years old and have three months' service with the Company to be eligible. Eligible employees may enter the plan the first day of any month.

Employee contributions

Participants are permitted to contribute 1% to 75% of their annual compensation, as defined in the Plan document, to the Plan on a tax-deferred basis. Employees defer 2% of their compensation unless they elect a different amount. Transfers from qualified plans are allowed under the provisions of the Plan. After-tax contributions are not allowed.

Employer contributions

The Company makes matching contributions based on each participant's contributions. Except as discussed below, the matching rate is 25% during an employee's first four years of service and 50% thereafter. The matching contribution is limited to matching participant contributions up to 6% of salary (i.e., the match is limited to 1.5% of compensation for the first three years and 3% of compensation thereafter). The matching contribution discussed above is determined based on the participants' compensation and contributions each pay period. These are described as matching contributions in the financial statements.

The Company may make qualified nonelective contributions (QNECs) if/as needed to satisfy ERISA compliance testing. These were not made in 2014.

Note 1 **DESCRIPTION OF PLAN** – (continued)

Forfeitures

Forfeitures may be used to reduce future employer contributions or pay plan expenses.

Participant accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, any employer discretionary profit-sharing contribution, and Plan investment earnings or losses, which are allocated proportionately among all participants based on their investment in each fund.

Vesting

Participants employed at Classic Grapevine or Classic Granbury are fully vested in all accounts.

Other participants are fully vested in their deferral, rollover, and QNEC accounts. Other employer matching contributions are 25% vested after one year's service with the Company. That increases 25% per year, until they are fully vested after four years of service. Participants' balances become fully vested if the participant reaches normal retirement age (age 65), becomes disabled, or dies while employed by the Company.

Administrative expenses

The Company pays certain administrative expenses, such as the cost of Company employees' time involved in Plan administration; the Company also absorbs costs not permitted to be paid from plan assets. Other administrative expenses, such as investment advisory fees, audit fees, and transaction charges, are paid by the Plan.

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. They may also receive an annuity with the same value. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Unless another distribution election is timely made, accounts of terminated participants with balances less than $5,000 are distributed in a lump sum automatically. Amounts between $1,000 and $5,000 are rolled into an individual retirement account for the benefit of the participant.

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The Plan permits in-service withdrawals: (1) of rollover contributions, at the participant's request, (2) for employees over the age of 59 ½, and (3) for certain hardship situations, as defined.

Note 2 **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of accounting

The financial statements of the Plan are prepared using the modified cash basis of accounting. This method differs from accounting principles generally accepted in the United States of America since revenues are recorded when received rather than when earned, and expenses are recorded when paid rather than when incurred.

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Benefits are recorded when paid.

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 6 for discussion of fair value measurements.

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

Use of estimates

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Note 3 **TAX STATUS**

The Plan has adopted a Volume Submitter Plan of Fidelity Management & Research Company (FMR). FMR obtained an advisory letter in regard to this volume submitter plan, in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the Code. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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Note 4 **PLAN TERMINATION**

Although it has not expressed any intent to do so, the Plan's sponsor has the right to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 5 **INFORMATION PREPARED AND CERTIFIED BY FMTC**

Fidelity Workplace Services, LLC (FWS) is a wholly-owned subsidiary of FMR, LLC (Fidelity). Fidelity Management Trust Company (FMTC) is (indirectly) a wholly-owned subsidiary of Fidelity. The following information was obtained from information prepared and certified by FMTC.

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Am. Cent. One Choice 2040 Inv	1,580,766	1,189,177

Note 5 **INFORMATION PREPARED AND CERTIFIED BY FMTC** – (continued)

	2014	2013
Other investments:		
Fidelity Contrafund	$ 703,886	$ 510,607
Fidelity U.S. Government Resources	751,094	154,500
Fidelity Small Cap Value	163,862	179,014
Spartan Extended Market Index	164,457	195,670
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WFA Emerging Markets Equity I	76,044	63,712
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Ridgeworth Inv. Mid-Cap Value Equity	304,816	141,988
Invesco International Growth R5	261,344	149,095
Janus Triton	254,821	173,797
PIMCO Small Cap StocksPLUS	221,286	94,607
Am. Cent. One Choice 2050 Inv	608,756	409,663
Am. Cent. One Choice 2055 Inv	387,922	225,037
Fidelity Spartan International Index	57,531	39,013
Interest-bearing cash	217,035	33,844
Common stock	192,151	93,632
Other	112,506	68,295
	$ 28,501,553	$ 23,496,995

2014 investment activity was as follows:

Interest and dividends – certified by FMTC	$ 1,205,515
Realized gains and losses – certified by FMTC	70,555
Unrealized gains and losses – certified by FMTC	508,854
Uncertified	-
	$ 1,784,924

Note 6 **FAIR VALUE MEASUREMENTS**

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

Note 6 **FAIR VALUE MEASUREMENTS** – (continued)

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

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

Level 2

Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Mutual funds are stated at fair value, based on quoted market prices. This is a Level 1 fair value measurement.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair 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.

Note 5 sets forth the Plan's assets at fair value as of December 31, 2014 and 2013. All assets are Level 1 fair value measurements.

Note 7 REPORTABLE TRANSACTIONS

There were no reportable transactions in 2014.

Note 8 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 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 9 PARTY-IN-INTEREST TRANSACTIONS

Most of the Plan's investments are shares of mutual funds managed by FMTC, the custodian of the Plan.

Employee deferrals for fourteen pay periods (totaling approximately $46,500) were not remitted to the Plan on a timely basis. These are nonexempt party-in-interest transactions under ERISA.

Note 10 SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 09, 2015, the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

DURANT AUTO GROUP 401(K) PLAN
EIN - 75-1159462
PLAN NUMBER - 002
SCHEDULE H, LINE 4a -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2014

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Check here ☐ If Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 1,092	$ -	$ -	$ -	$ 1,092
65	-	-	65	-
337	-	-	337	-
12,063	12,063	-	-	-
3,577	3,577	-	-	-
4,235	4,235	-	-	-
1,471	1,471	-	-	-
2,762	2,762	-	-	-
4,540	4,540	-	-	-
5,843	5,843	-	-	-
4,109	4,109	-	-	-
2,188	2,188	-	-	-
2,968	2,968	-	-	-
1,260	1,260	-	-	-
$ 46,510	$ 45,016	$ -	$ 402	$ 1,092

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN
EIN - 75-1159462
PLAN NUMBER - 002
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2014

(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	(e) Current Value
Investments at fair value:			
*	Fidelity Investments Institutional	Fidelity Contrafund	$ 703,886
*	Fidelity Investments Institutional	Fidelity Small Cap Value Fund	163,862
*	Fidelity Investments Institutional	Fidelity U.S. Government Reserves	751,094
*	Fidelity Investments Institutional	Fidelity Spartan Extended Market Index Fund	164,457
*	Fidelity Investments Institutional	Fidelity Spartan 500 Index Fund	374,327
*	Fidelity Investments Institutional	Invesco Diversified Dividend Fund R5	372,167
*	Fidelity Investments Institutional	Ridgeworth Investments Mid-Cap Value Equity	304,816
*	Fidelity Investments Institutional	Invesco International Growth R4	261,344
*	Fidelity Investments Institutional	American Century One Choice 2015 Inv.	4,064,579
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*	Fidelity Investments Institutional	Janus Triton Fund	254,821
*	Fidelity Investments Institutional	American Century One Choice 2020 Inv.	2,587,097
*	Fidelity Investments Institutional	American Century One Choice 2030 Inv.	3,333,580
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*	Fidelity Investments Institutional	Fidelity Spartan Real Estate Index	204,356
*	Fidelity Investments Institutional	Wells Fargo Advantage Emerging Markets	76,044
*	Fidelity Investments Institutional	Neuberger Berman Mid Cap Growth Trust	87,833
*	Fidelity Investments Institutional	PIMCO Small Cap StocksPLUS	221,286
*	Fidelity Investments Institutional	Fidelity Spartan International Index Fund	57,531
*	Fidelity Investments Institutional	Interest-bearing cash	217,035
*	Fidelity Investments Institutional	Common stock	192,151
	Other	Other	112,506
TOTAL ASSETS (HELD AT END OF YEAR)			$ 28,501,553

* Party-in-interest

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

CONTENTS

INDEPENDENT AUDITOR'S REPORT

FINANCIAL STATEMENTS

Statement of Net Assets Available for Benefits – Modified Cash Basis	5
Statement of Changes in Net Assets Available for Benefits – Modified Cash Basis	6
Notes to Financial Statements	7

SUPPLEMENTAL SCHEDULES

Schedule of Delinquent Participant Contributions	17
Schedule of Assets (Held at End of Year)	18

Milbern Ray and Company
L.L.P.
Certified Public Accountants

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RONALD D. RAY, C.P.A.
KENT A. RAY, C.P.A.

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MEMBER:
AMERICAN INSTITUTE
OF CERTIFIED PUBLIC
ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Durant Auto Group 401(k) Plan and Participants
Grapevine, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Durant Auto Group 401(k) Plan, which comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2014 and 2013, and the related modified cash basis statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 the modified cash basis of accounting; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the Plan administrator by the custodian is complete and accurate.



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.

Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of December 31, 2014 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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 these 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Milbern Ray & Co

October 09, 2015

Grapevine, Texas

Milbern Ray and Company
L.L.P.
Certified Public Accountants

DURANT AUTO GROUP 401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS

DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Non interest-bearing cash	$ -	$ 292
Investments:		
Participant directed investments:		
At fair value	28,501,553	23,496,703
	28,501,553	23,496,703
Total assets	28,501,553	23,496,995
NET ASSETS AVAILABLE FOR BENEFITS	$ 28,501,553	$ 23,496,995

See independent auditor's report and notes to financial statements, which are an integral part of these statements.

DURANT AUTO GROUP 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS - MODIFIED CASH BASIS
YEAR ENDED DECEMBER 31, 2014

INVESTMENT AND CONTRIBUTION ACTIVITY		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in investments carried at fair value	$	579,409
Interest and dividends		1,205,515
		1,784,924
Contributions:		
Participants' - 401(k) contributions		3,500,875
Participants' - rollover		19,842
Employers' - matching		998,730
		4,519,447
TOTAL INVESTMENT AND CONTRIBUTION ACTIVITY		6,304,371
DEDUCTIONS		
Deductions from net assets attributed to:		
Administrative expenses		81,058
Benefits paid to participants		1,218,755
TOTAL DEDUCTIONS		1,299,813
NET INCREASE		5,004,558
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		23,496,995
END OF YEAR	$	28,501,553

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Note 1 DESCRIPTION OF PLAN

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Ridgeworth Inv. Mid-Cap Value Equity	304,816	141,988
Invesco International Growth R5	261,344	149,095
Janus Triton	254,821	173,797
PIMCO Small Cap StocksPLUS	221,286	94,607
Am. Cent. One Choice 2050 Inv	608,756	409,663
Am. Cent. One Choice 2055 Inv	387,922	225,037
Fidelity Spartan International Index	57,531	39,013
Interest-bearing cash	217,035	33,844
Common stock	192,151	93,632
Other	112,506	68,295
	$ 28,501,553	$ 23,496,995

2014 investment activity was as follows:

Interest and dividends – certified by FMTC	$ 1,205,515
Realized gains and losses – certified by FMTC	70,555
Unrealized gains and losses – certified by FMTC	508,854
Uncertified	-
	$ 1,784,924

Note 6 **FAIR VALUE MEASUREMENTS**

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

Note 6 **FAIR VALUE MEASUREMENTS** – (continued)

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

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

Level 2

Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Mutual funds are stated at fair value, based on quoted market prices. This is a Level 1 fair value measurement.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair 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.

Note 5 sets forth the Plan's assets at fair value as of December 31, 2014 and 2013. All assets are Level 1 fair value measurements.

Note 7 REPORTABLE TRANSACTIONS

There were no reportable transactions in 2014.

Note 8 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 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 9 PARTY-IN-INTEREST TRANSACTIONS

Most of the Plan's investments are shares of mutual funds managed by FMTC, the custodian of the Plan.

Employee deferrals for fourteen pay periods (totaling approximately $46,500) were not remitted to the Plan on a timely basis. These are nonexempt party-in-interest transactions under ERISA.

Note 10 SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 09, 2015, the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

DURANT AUTO GROUP 401(K) PLAN
EIN - 75-1159462
PLAN NUMBER - 002
SCHEDULE H, LINE 4a -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2014

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Check here ☐ If Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 1,092	$ -	$ -	$ -	$ 1,092
65	-	-	65	-
337	-	-	337	-
12,063	12,063	-	-	-
3,577	3,577	-	-	-
4,235	4,235	-	-	-
1,471	1,471	-	-	-
2,762	2,762	-	-	-
4,540	4,540	-	-	-
5,843	5,843	-	-	-
4,109	4,109	-	-	-
2,188	2,188	-	-	-
2,968	2,968	-	-	-
1,260	1,260	-	-	-
$ 46,510	$ 45,016	$ -	$ 402	$ 1,092

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN
EIN - 75-1159462
PLAN NUMBER - 002
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2014

(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	(e) Current Value
Investments at fair value:			
*	Fidelity Investments Institutional	Fidelity Contrafund	$ 703,886
*	Fidelity Investments Institutional	Fidelity Small Cap Value Fund	163,862
*	Fidelity Investments Institutional	Fidelity U.S. Government Reserves	751,094
*	Fidelity Investments Institutional	Fidelity Spartan Extended Market Index Fund	164,457
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*	Fidelity Investments Institutional	American Century One Choice in Retirement	1,635,815
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*	Fidelity Investments Institutional	PIMCO Small Cap StocksPLUS	221,286
*	Fidelity Investments Institutional	Fidelity Spartan International Index Fund	57,531
*	Fidelity Investments Institutional	Interest-bearing cash	217,035
*	Fidelity Investments Institutional	Common stock	192,151
	Other	Other	112,506
TOTAL ASSETS (HELD AT END OF YEAR)			$ 28,501,553

* Party-in-interest

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

CONTENTS

INDEPENDENT AUDITOR'S REPORT

FINANCIAL STATEMENTS

Statement of Net Assets Available for Benefits – Modified Cash Basis	5
Statement of Changes in Net Assets Available for Benefits – Modified Cash Basis	6
Notes to Financial Statements	7

SUPPLEMENTAL SCHEDULES

Schedule of Delinquent Participant Contributions	17
Schedule of Assets (Held at End of Year)	18

Milbern Ray and Company
L.L.P.
Certified Public Accountants

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MEMBER:
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OF CERTIFIED PUBLIC
ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Durant Auto Group 401(k) Plan and Participants
Grapevine, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Durant Auto Group 401(k) Plan, which comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2014 and 2013, and the related modified cash basis statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 the modified cash basis of accounting; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the Plan administrator by the custodian is complete and accurate.



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.

Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

The supplemental schedules of delinquent participant contributions and assets (held at end of year) as of December 31, 2014 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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 these 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Milbern Ray & Co

October 09, 2015

Grapevine, Texas

Milbern Ray and Company
L.L.P.
Certified Public Accountants

DURANT AUTO GROUP 401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS

DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Non interest-bearing cash	$ -	$ 292
Investments:		
Participant directed investments:		
At fair value	28,501,553	23,496,703
	28,501,553	23,496,703
Total assets	28,501,553	23,496,995
NET ASSETS AVAILABLE FOR BENEFITS	$ 28,501,553	$ 23,496,995

See independent auditor's report and notes to financial statements, which are an integral part of these statements.

DURANT AUTO GROUP 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS - MODIFIED CASH BASIS
YEAR ENDED DECEMBER 31, 2014

INVESTMENT AND CONTRIBUTION ACTIVITY		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in investments carried at fair value	$	579,409
Interest and dividends		1,205,515
		1,784,924
Contributions:		
Participants' - 401(k) contributions		3,500,875
Participants' - rollover		19,842
Employers' - matching		998,730
		4,519,447
TOTAL INVESTMENT AND CONTRIBUTION ACTIVITY		6,304,371
DEDUCTIONS		
Deductions from net assets attributed to:		
Administrative expenses		81,058
Benefits paid to participants		1,218,755
TOTAL DEDUCTIONS		1,299,813
NET INCREASE		5,004,558
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		23,496,995
END OF YEAR	$	28,501,553

See independent auditor's report and notes to financial statements, which are an integral part of these financial statements.

Note 1 DESCRIPTION OF PLAN

The following description of the Durant Auto Group 401(k) Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. The Plan is a defined contribution plan for the benefit of the employees of Classic Chevrolet, Inc. (Classic Grapevine), Classic Chevrolet Buick GMC, Inc. (Classic Granbury), Classic Buick GMC, Ltd. (Classic Arlington), 4984 Classic Ltd., d/b/a Classic Chrysler (Classic Denton), 3925 Partners, Ltd., d/b/a Mike Brown Ford (Mike Brown Ford), Classic Chevrolet Sugarland, LLC (Classic Sugarland), Classic Buick GMC of Carrollton, LLC (Classic Carrollton), Stingray Chevrolet, LLC (Stingray Plant City), Stingray Chevrolet – Bartow, LLC (Stingray Bartow), Smart Auto Leasing, LLC (Leasing), and Classic Autoplex GM, LLC (Classic Galveston). These entities (collectively, the Company) are under common ownership and control. The Plan qualifies as a profit-sharing plan under Internal Revenue Code (Code) Section 401(a) and as a cash-or-deferred arrangement under Code Section 401(k).

The Plan covers substantially all eligible employees, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Employees must be at least 18 years old and have three months' service with the Company to be eligible. Eligible employees may enter the plan the first day of any month.

Employee contributions

Participants are permitted to contribute 1% to 75% of their annual compensation, as defined in the Plan document, to the Plan on a tax-deferred basis. Employees defer 2% of their compensation unless they elect a different amount. Transfers from qualified plans are allowed under the provisions of the Plan. After-tax contributions are not allowed.

Employer contributions

The Company makes matching contributions based on each participant's contributions. Except as discussed below, the matching rate is 25% during an employee's first four years of service and 50% thereafter. The matching contribution is limited to matching participant contributions up to 6% of salary (i.e., the match is limited to 1.5% of compensation for the first three years and 3% of compensation thereafter). The matching contribution discussed above is determined based on the participants' compensation and contributions each pay period. These are described as matching contributions in the financial statements.

The Company may make qualified nonelective contributions (QNECs) if/as needed to satisfy ERISA compliance testing. These were not made in 2014.

Note 1 **DESCRIPTION OF PLAN** – (continued)

Forfeitures

Forfeitures may be used to reduce future employer contributions or pay plan expenses.

Participant accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, any employer discretionary profit-sharing contribution, and Plan investment earnings or losses, which are allocated proportionately among all participants based on their investment in each fund.

Vesting

Participants employed at Classic Grapevine or Classic Granbury are fully vested in all accounts.

Other participants are fully vested in their deferral, rollover, and QNEC accounts. Other employer matching contributions are 25% vested after one year's service with the Company. That increases 25% per year, until they are fully vested after four years of service. Participants' balances become fully vested if the participant reaches normal retirement age (age 65), becomes disabled, or dies while employed by the Company.

Administrative expenses

The Company pays certain administrative expenses, such as the cost of Company employees' time involved in Plan administration; the Company also absorbs costs not permitted to be paid from plan assets. Other administrative expenses, such as investment advisory fees, audit fees, and transaction charges, are paid by the Plan.

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. They may also receive an annuity with the same value. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Unless another distribution election is timely made, accounts of terminated participants with balances less than $5,000 are distributed in a lump sum automatically. Amounts between $1,000 and $5,000 are rolled into an individual retirement account for the benefit of the participant.

Note 1 **DESCRIPTION OF PLAN** – (continued)

The Plan permits in-service withdrawals: (1) of rollover contributions, at the participant's request, (2) for employees over the age of 59 ½, and (3) for certain hardship situations, as defined.

Note 2 **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of accounting

The financial statements of the Plan are prepared using the modified cash basis of accounting. This method differs from accounting principles generally accepted in the United States of America since revenues are recorded when received rather than when earned, and expenses are recorded when paid rather than when incurred.

Payment of benefits

Benefits are recorded when paid.

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 6 for discussion of fair value measurements.

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

Use of estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Note 3 **TAX STATUS**

The Plan has adopted a Volume Submitter Plan of Fidelity Management & Research Company (FMR). FMR obtained an advisory letter in regard to this volume submitter plan, in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the Code. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The modified cash basis of accounting 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 is more likely than not would not be sustained upon examination by the U.S. Internal Revenue Service. 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 the Plan is no longer subject to income tax examinations for years prior to 2011.

Note 4 **PLAN TERMINATION**

Although it has not expressed any intent to do so, the Plan's sponsor has the right to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 5 **INFORMATION PREPARED AND CERTIFIED BY FMTC**

Fidelity Workplace Services, LLC (FWS) is a wholly-owned subsidiary of FMR, LLC (Fidelity). Fidelity Management Trust Company (FMTC) is (indirectly) a wholly-owned subsidiary of Fidelity. The following information was obtained from information prepared and certified by FMTC.

	2014	2013
Investments representing 5% or more of Plan assets at December 31, 2014 and/or 2013:		
Am. Cent. One Choice 2015 Inv	$ 4,064,579	$ 4,049,003
Am. Cent. One Choice 2025 Inv	5,417,640	4,500,257
Am. Cent. One Choice 2035 Inv	2,693,036	2,216,697
Am. Cent. One Choice 2045 Inv	1,672,846	1,523,378
Am. Cent. One Choice in Retirement	1,635,815	1,582,709
Am. Cent. One Choice 2020 Inv	2,587,097	2,313,901
Am. Cent. One Choice 2030 Inv	3,333,580	3,004,466
Am. Cent. One Choice 2040 Inv	1,580,766	1,189,177

Note 5 **INFORMATION PREPARED AND CERTIFIED BY FMTC** – (continued)

	2014	2013
Other investments:		
Fidelity Contrafund	$ 703,886	$ 510,607
Fidelity U.S. Government Resources	751,094	154,500
Fidelity Small Cap Value	163,862	179,014
Spartan Extended Market Index	164,457	195,670
Spartan 500 Index	374,327	204,153
Spartan Real Estate Index Adv.	204,356	87,553
WFA Emerging Markets Equity I	76,044	63,712
Neuberger Berman Mid Cap Growth	87,833	65,792
Invesco Diversified Dividend Fund R5	372,167	227,435
Ridgeworth Inv. Mid-Cap Value Equity	304,816	141,988
Invesco International Growth R5	261,344	149,095
Janus Triton	254,821	173,797
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Am. Cent. One Choice 2050 Inv	608,756	409,663
Am. Cent. One Choice 2055 Inv	387,922	225,037
Fidelity Spartan International Index	57,531	39,013
Interest-bearing cash	217,035	33,844
Common stock	192,151	93,632
Other	112,506	68,295
	$ 28,501,553	$ 23,496,995

2014 investment activity was as follows:

Interest and dividends – certified by FMTC	$ 1,205,515
Realized gains and losses – certified by FMTC	70,555
Unrealized gains and losses – certified by FMTC	508,854
Uncertified	-
	$ 1,784,924

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

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The Plan has evaluated subsequent events through October 09, 2015, the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

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EIN - 75-1159462
PLAN NUMBER - 002
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SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2014

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Check here ☐ If Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
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337	-	-	337	-
12,063	12,063	-	-	-
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4,235	4,235	-	-	-
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2,968	2,968	-	-	-
1,260	1,260	-	-	-
$ 46,510	$ 45,016	$ -	$ 402	$ 1,092

See independent auditor's report.

DURANT AUTO GROUP 401(K) PLAN
EIN - 75-1159462
PLAN NUMBER - 002
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2014

(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	(e) Current Value
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*	Fidelity Investments Institutional	American Century One Choice 2030 Inv.	3,333,580
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*	Fidelity Investments Institutional	Common stock	192,151
	Other	Other	112,506
TOTAL ASSETS (HELD AT END OF YEAR)			$ 28,501,553

* Party-in-interest

See independent auditor's report.