

WASHINGTON TRUST BANCORP INC  
 Form 4  
 October 14, 2014

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Senak Brenda H

2. Issuer Name and Ticker or Trading Symbol  
 WASHINGTON TRUST BANCORP INC [WASH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 59 TUPELO ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/09/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP Risk Management

WAKEFIELD, RI 02879  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/09/2014		A		350	A	\$ 0 4,224
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 32.74	10/09/2014		A	950	10/09/2017	10/09/2024	Common Stock	950
Stock Options (Right to Buy)	\$ 16.58					12/01/2011	12/01/2018	Common Stock	3,582
Stock Options (Right to Buy)	\$ 17.52					06/01/2013	06/01/2020	Common Stock	3,400
Stock Options (Right to Buy)	\$ 21.71					06/13/2014	06/13/2021	Common Stock	2,650
Stock Options (Right to Buy)	\$ 23.27					06/18/2015	06/18/2022	Common Stock	3,000
Stock Options (Right to Buy)	\$ 32.77					10/15/2016	10/15/2023	Common Stock	2,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Senak Brenda H 59 TUPELO ROAD WAKEFIELD, RI 02879			SVP Risk Management	

## Signatures

/s/ David V. Devault,  
Attorney-in-Fact

10/14/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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FIT KIT HOLDING, LLC

Delaware 20-5225481

Fit Kit, Inc.

California 33-0115670

Florida Auto Corp.

Delaware 65-0837116

Ford of Kirkland, Inc.

Washington 91-1425985

Fox Chevrolet, LLC

Delaware 47-0922620

Fox Imports, LLC

Delaware 47-0922622

FOX MOTORS, LLC

Delaware 47-0922619

Fred Oakley Motors, Inc.

Delaware 75-1524534

FREMONT LUXURY IMPORTS HOLDING, LLC

Delaware 20-5226133

Ft. Lauderdale Nissan, Inc.

Signatures

Florida 65-0273822

G.B. IMPORT SALES & SERVICE HOLDING, LLC

Delaware 20-5224826

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<b>Exact name of additional registrant as specified in its charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>IRS</b>
		<b>Employer Identification Number</b>
G.B. IMPORT SALES & SERVICE, LLC	Delaware	65-0944605
GENE EVANS FORD, LLC	Delaware	65-0944608
George Sutherlin Nissan, LLC	Delaware	47-0922627
Government Boulevard Motors, Inc.	Alabama	62-1502108
Gulf Management, Inc.	Florida	59-2908603
Hayward Dodge, Inc.	Delaware	94-1689551
Hillard Auto Group, Inc.	Texas	75-1965005
Hollywood Imports Limited, Inc.	Florida	59-2025810
Hollywood Kia, Inc.	Florida	65-0619873
HORIZON CHEVROLET, INC.	Ohio	34-1245635
HOUSE OF IMPORTS HOLDING, LLC	Delaware	20-5226553
House of Imports, Inc.	California	95-2498811
Houston Auto M. Imports Greenway, Ltd.	Texas	20-0057720
Houston Auto M. Imports North, Ltd.	Texas	20-0058197
Houston Imports Greenway GP, LLC	Delaware	56-2307542
Houston Imports North GP, LLC	Delaware	56-2307540
IRVINE IMPORTS HOLDING, LLC	Delaware	20-5225601
Irvine Imports, Inc.	California	33-0374310
IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP	Georgia	88-0377749
JEMAUTCO, INC.	Ohio	31-1153168
JERRY GLEASON CHEVROLET, INC.	Illinois	36-2840037
Jerry Gleason Dodge, Inc.	Illinois	36-4074146
Jim Quinlan Chevrolet Co.	Delaware	59-1055603
Joe MacPherson Ford	California	33-0180618
Joe MacPherson Imports No. I	California	33-0745137
Joe MacPherson Infiniti	California	33-0127306
JOE MACPHERSON INFINITI HOLDING, LLC	Delaware	20-5224941
JOE MACPHERSON OLDSMOBILE	California	33-0293599
JOHN M. LANCE FORD, LLC	Delaware	65-0944184
J-R Advertising Company	Colorado	84-1177523
J-R Motors Company North	Colorado	84-1167355
J-R Motors Company South	Colorado	84-1167319
JRJ Investments, Inc.	Nevada	88-0199942
Kenyon Dodge, Inc.	Florida	59-0479520
King s Crown Ford, Inc.	Delaware	59-2018826
Kirkland Motors, Inc.	Delaware	45-4496937

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L.P. Evans Motors WPB, Inc.	Florida	59-0684221
L.P. Evans Motors, Inc.	Florida	59-0601584
Lance Children, Inc.	Ohio	34-1789728
Leesburg Imports, LLC	Delaware	06-1712528
Leesburg Motors, LLC	Delaware	06-1712525
Les Marks Chevrolet, Inc.	Texas	76-0375065
Lew Webb's Ford, Inc.	California	33-0677560
LEW WEBB'S IRVINE NISSAN HOLDING, LLC	Delaware	20-5225321
Lew Webb's Irvine Nissan, Inc.	California	33-0374313
Lewisville Imports GP, LLC	Delaware	16-1640974
Lewisville Imports, Ltd.	Texas	06-1647785
Lot 4 Real Estate Holdings, LLC	Delaware	32-0103034
Luxury Orlando Imports, Inc.	Delaware	45-4496251
MacHoward Leasing	California	95-2267692
MACHOWARD LEASING HOLDING, LLC	Delaware	20-5224996
MacPherson Enterprises, Inc.	California	95-2706038
Magic Acquisition Corp.	Delaware	65-0711428
MAGIC ACQUISITION HOLDING, LLC	Delaware	20-5226582
Maitland Luxury Imports, Inc.	Delaware	45-4497658
Marks Family Dealerships, Inc.	Texas	74-1405873
Marks Transport, Inc.	Texas	76-0444883
Maroone Chevrolet Ft. Lauderdale, Inc.	Florida	65-0721018
MAROONE CHEVROLET, LLC	Delaware	65-0944183
MAROONE DODGE, LLC	Delaware	65-0944181
MAROONE FORD, LLC	Delaware	65-0944179
Maroone Management Services, Inc.	Florida	65-0721017
MC/RII, LLC	Ohio	31-1751162
Mealey Holdings, Inc.	Florida	59-3280283
Metro Chrysler Jeep, Inc.	Florida	59-3002195
Midway Chevrolet, Inc.	Texas	75-1631858
Mike Hall Chevrolet, Inc.	Delaware	74-1940031
Mike Shad Chrysler Plymouth Jeep Eagle, Inc.	Florida	65-0731779
Mike Shad Ford, Inc.	Florida	65-0730472
MILLER-SUTHERLIN AUTOMOTIVE, LLC	Delaware	65-0944177
Mission Blvd. Motors, Inc.	California	94-3179908
MR. WHEELS HOLDING, LLC	Delaware	20-5225351
Mr. Wheels, Inc.	California	95-3050274
Mullinax East, LLC	Delaware	57-1174463
MULLINAX FORD NORTH CANTON, INC.	Ohio	34-1706005

**IRS**

<b>Exact name of additional registrant as specified in its charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Employer Identification Number</b>
Mullinax Ford South, Inc.	Florida	59-2745619
Mullinax Lincoln-Mercury, Inc.	Delaware	34-1555317
Mullinax Used Cars, Inc.	Ohio	34-1663489
Naperville Imports, Inc.	Delaware	65-1151451
NEWPORT BEACH CARS HOLDING, LLC	Delaware	20-5224604

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NEWPORT BEACH CARS, LLC	Delaware	65-0944175
Nichols Ford, Ltd.	Texas	20-0057609
Nichols GP, LLC	Delaware	33-1062338
Nissan of Brandon, Inc.	Florida	59-2872723
Northpoint Chevrolet, LLC	Delaware	47-0922630
Northwest Financial Group, Inc.	Washington	91-1666832
Ontario Dodge, Inc.	California	33-0380793
Oxnard Venture Holdings, Inc.	Delaware	26-3454865
Payton-Wright Ford Sales, Inc.	Texas	75-1231297
Peyton Cramer Automotive	California	33-0612289
PEYTON CRAMER AUTOMOTIVE HOLDING, LLC	Delaware	20-5226609
PEYTON CRAMER F. HOLDING, LLC	Delaware	20-5225040
Peyton Cramer Ford	California	95-3410394
Peyton Cramer Infiniti	California	33-0567152
PEYTON CRAMER INFINITI HOLDING, LLC	Delaware	20-5226653
Peyton Cramer Jaguar	California	33-0567150
Peyton Cramer Lincoln-Mercury	California	33-0679879
PEYTON CRAMER LM HOLDING, LLC	Delaware	20-5224570
Pierce Automotive Corporation	Arizona	86-0811184
PIERCE, LLC	Delaware	65-0944638
Pitre Chrysler-Plymouth-Jeep of Scottsdale, Inc.	Delaware	86-0928955
Plains Chevrolet GP, LLC	Delaware	06-1699677
Plains Chevrolet, Ltd.	Texas	20-0058622
PMWQ, Inc.	Nevada	75-2748417
PMWQ, Ltd.	Texas	75-2748419
Port City Imports, Inc.	Texas	74-2403712
Prime Auto Resources, Inc.	California	33-0718037
Quality Nissan GP, LLC	Delaware	06-1699678
Quality Nissan, Ltd.	Texas	20-0058629
Quinlan Motors, Inc.	Florida	59-3268936
R. Coop Limited	Colorado	84-1251979
R.L. Buscher II, Inc.	Colorado	84-1171763
R.L. Buscher III, Inc.	Colorado	84-1171764
Real Estate Holdings, Inc.	Florida	65-0789583
Republic DM Property Acquisition Corp.	Delaware	52-2099740
Republic Resources Company	Delaware	51-0370517
Republic Risk Management Services, Inc.	Florida	65-0782124
Resources Aviation, Inc.	Florida	65-0858501
RI Merger Corp.	Colorado	84-1492421
RI/BB Acquisition Corp.	Delaware	52-2127466
RI/BBNM Acquisition Corp.	Arizona	86-0914399
RI/BRC Real Estate Corp.	California	65-0942312
RI/DM Acquisition Corp.	Delaware	52-2099741
RI/Hollywood Nissan Acquisition Corp.	Delaware	65-0784675
RI/LLC Acquisition Corp.	Colorado	84-1459545
RI/RMC Acquisition GP, LLC	Delaware	33-1062340
RI/RMC Acquisition, Ltd.	Texas	20-0057572
RI/RMP Acquisition Corp.	Delaware	52-2109996
RI/RMT Acquisition GP, LLC	Delaware	02-0695720
RI/RMT Acquisition, Ltd.	Texas	20-0058111
RI/WFI Acquisition Corporation	Delaware	52-2124969

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RKR Motors, Inc.	Florida	65-0070349
Roseville Motor Corporation	California	94-2922942
ROSEVILLE MOTOR HOLDING, LLC	Delaware	20-5225195
Sahara Imports, Inc.	Nevada	86-0869592
SAHARA NISSAN, INC.	Nevada	88-0133547
SAUL CHEVROLET HOLDING, LLC	Delaware	20-5224718
SCM Realty, Inc.	Florida	59-2640748
SHAMROCK F. HOLDING, LLC	Delaware	20-5226693
Shamrock Ford, Inc.	California	94-2220473
Six Jays LLC	Colorado	84-1364768
SMI MOTORS HOLDING, LLC	Delaware	20-5226719
SMI Motors, Inc.	California	95-4399082
SMYTHE EUROPEAN HOLDING, LLC	Delaware	20-5225929
Smythe European, Inc.	California	94-2633163
South Broadway Motors, LLC	Delaware	65-0944625
Southwest Motors of Denver, LLC	Delaware	65-0944643
SPITFIRE PROPERTIES, INC.	Florida	59-2484224
STAR MOTORS, LLC	Delaware	65-0944646
Steakley Chevrolet GP, LLC	Delaware	02-0695725
Steakley Chevrolet, Ltd.	Texas	20-0058140



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<b>Exact name of additional registrant as specified in its charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>IRS</b>
		<b>Employer Identification Number</b>
Steeplechase Motor Company	Texas	76-0244476
STEVE MOORE CHEVROLET DELRAY, LLC	Delaware	65-0944647
STEVE MOORE CHEVROLET, LLC	Delaware	65-0944670
Steve Moore's Buy-Right Auto Center, Inc.	Florida	65-0192329
STEVENS CREEK HOLDING, LLC	Delaware	20-5225154
Stevens Creek Luxury Imports Holding, LLC	Delaware	45-4503334
Stevens Creek Luxury Imports, Inc.	Delaware	45-4496303
Stevens Creek Motors, Inc.	California	94-3010181
Sunrise Nissan of Jacksonville, Inc.	Florida	59-3427446
Sunrise Nissan of Orange Park, Inc.	Florida	59-1357686
Sunset Pontiac-GMC Truck South, Inc.	Florida	59-3128431
Sunset Pontiac-GMC, Inc.	Michigan	38-1919584
Superior Nissan, Inc.	North Carolina	62-1306501
SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE, LLC	Delaware	65-0944667
Sutherlin H. Imports, LLC	Delaware	47-0922631
Sutherlin Imports, LLC	Delaware	65-0944664
SUTHERLIN NISSAN, LLC	Delaware	65-0944665
Sutherlin Town Center, Inc.	Georgia	58-2241820
Tartan Advertising, Inc.	California	33-0191704
Tasha Incorporated	California	94-2512050
TAYLOR JEEP EAGLE, LLC	Delaware	65-0944662
TERRY YORK MOTOR CARS HOLDING, LLC	Delaware	20-5226742
Terry York Motor Cars, Ltd.	California	95-3549353
Texan Ford Sales, Ltd.	Texas	20-0058068
Texan Ford, Inc.	Texas	76-0207034
Texan Sales GP, LLC	Delaware	02-0695727
Texas Management Companies LP, LLC	Delaware	52-2135873
The Consulting Source, Inc.	Florida	59-2183874
The Pierce Corporation II, Inc.	Arizona	86-0743383
Tinley Park A. Imports, Inc.	Delaware	52-2124968
Tinley Park J. Imports, Inc.	Delaware	52-2104777
Tinley Park V. Imports, Inc.	Delaware	84-1041105
TORRANCE NISSAN HOLDING, LLC	Delaware	20-5224866
TORRANCE NISSAN, LLC	Delaware	65-0944661
Tousley Ford, Inc.	Minnesota	41-0609970

**IRS**

<b>Exact name of additional registrant as specified in its charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Employer Identification Number</b>
TOYOTA CERRITOS LIMITED PARTNERSHIP	Georgia	88-0377743
Triangle Corporation	Delaware	52-2025037
T-West Sales & Service, Inc.	Nevada	88-0235466
Valencia Auto Imports Holding LLC	Delaware	45-4503286
VALENCIA B. IMPORTS HOLDING, LLC	Delaware	20-5225959
Valencia B. Imports, Inc.	Delaware	20-0152054
Valencia Dodge	California	95-3935812
VALENCIA DODGE HOLDING, LLC	Delaware	20-5226772
VALENCIA H. IMPORTS HOLDING, LLC	Delaware	20-5226809
Valencia H. Imports, Inc.	Delaware	20-0152004
VALLEY CHEVROLET, LLC	Delaware	47-0922623
VANDERBEEK MOTORS HOLDING, LLC	Delaware	20-5226839
Vanderbeek Motors, Inc.	California	94-2494800
Vanderbeek Olds/GMC Truck, Inc.	California	68-0072435
VANDERBEEK TRUCK HOLDING, LLC	Delaware	20-5373982
VILLAGE MOTORS, LLC	Delaware	65-0944660
Vince Wiese Chevrolet, Inc.	Delaware	95-2703429
VINCE WIESE HOLDING, LLC	Delaware	20-5226871
W.O. Bankston Nissan, Inc.	Texas	75-1279211
WALLACE DODGE, LLC	Delaware	65-0944659
WALLACE FORD, LLC	Delaware	65-0944658
WALLACE LINCOLN-MERCURY, LLC	Delaware	65-0944657
WALLACE NISSAN, LLC	Delaware	65-0944655
Webb Automotive Group, Inc.	California	33-0338459
West Colorado Motors, LLC	Delaware	65-0944593
West Colton Cars, Inc.	California	77-0428114
West Side Motors, Inc.	Tennessee	62-1030139
Westgate Chevrolet GP, LLC	Delaware	06-1699676
Westgate Chevrolet, Ltd.	Texas	20-0058608
Westmont A. Imports, Inc.	Delaware	65-0725800
Westmont B. Imports, Inc.	Delaware	65-1151452
Westmont M. Imports, Inc.	Delaware	65-1151453
Woody Capital Investment Company II	Colorado	84-1167986
Woody Capital Investment Company III	Colorado	84-1167988
Working Man s Credit Plan, Inc.	Texas	75-2458731

\* All Additional Registrants have the following principal executive office:  
c/o AutoNation, Inc.

200 SW 1st Ave

Fort Lauderdale, Florida 33301

(954) 769-6000

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**PROSPECTUS**

**AutoNation, Inc.**

**COMMON STOCK**

**PREFERRED STOCK**

**DEBT SECURITIES**

**GUARANTEES OF DEBT SECURITIES**

**WARRANTS**

**SUBSCRIPTION RIGHTS**

**DEPOSITARY SHARES**

**STOCK PURCHASE CONTRACTS**

**UNITS**

We may from time to time offer to sell, together or separately, common stock, preferred stock, debt securities, guarantees of debt securities, warrants, subscription rights to purchase common stock or preferred stock, depositary shares or stock purchase contracts, as well as units that include any of these securities. The debt securities may consist of debentures, notes or other types of debt and may be guaranteed by certain of our subsidiaries. The preferred stock, debt securities, warrants and stock purchase contracts may be convertible or exercisable or exchangeable for common or preferred stock or other securities.

We will provide specific terms of these securities in one or more supplements to this prospectus at the time of offering. Any prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and any relevant prospectus supplement or free writing prospectus, as well as the documents incorporated or deemed to be incorporated by reference in this prospectus, carefully before you make your investment decision with respect to any offering.

Our common stock is listed on the New York Stock Exchange and trades under the ticker symbol AN. Each prospectus supplement will indicate if the securities offered thereby will be listed on any securities exchange.

This prospectus may not be used to sell securities unless accompanied by a prospectus supplement or a free writing prospectus.

We may offer securities through underwriting syndicates managed or co-managed by one or more underwriters, or directly to purchasers. The prospectus supplement or free writing prospectus for an offering of securities will describe in detail the plan of distribution for that offering. For general information about the distribution of securities offered,

please see Plan of Distribution on page 4 of this prospectus.

**Investing in our securities involves risks, including those described under Risk Factors beginning on page 1 of this prospectus. You should carefully read and consider these risk factors and the risk factors included in our periodic reports, in any prospectus supplement or free writing prospectus relating to specific offerings of securities and in other documents that we file with the Securities and Exchange Commission.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is February 14, 2014**

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**FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference herein contain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). All statements, other than statements of historical fact, included or incorporated by reference herein regarding our strategy, future operations, financial position, estimated financial results, planned transactions, projected costs, prospects, goals and objectives are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as anticipate, believe, estimate, expect, intend, may, plan, seek, project, will, would, and similar expressions or expressions of these terms. Such statements are only predictions and, accordingly, are subject to substantial risks, uncertainties and assumptions.

We intend for our forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we set forth this statement in order to comply with such safe harbor provisions. Although we believe that the expectations, plans, intentions, and projections reflected in our forward-looking statements are reasonable, such statements are subject to known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. The risks, uncertainties, and other factors that our stockholders and prospective investors should consider include, but are not limited to, the following:

The automotive retail industry is sensitive to changing economic conditions and various other factors. Our business and results of operations are substantially dependent on new vehicle sales levels in the United States and in our particular geographic markets and the level of gross profit margins that we can achieve on our sales of new vehicles, all of which are very difficult to predict.

If we are not able to maintain and enhance our retail brands and reputation, or if events occur that damage our retail brands and reputation, our business and financial results may be harmed.

Our debt agreements contain certain financial ratios and other restrictions on our ability to conduct our business, and our substantial indebtedness could adversely affect our financial condition and operations and prevent us from fulfilling our debt service obligations.

We are dependent upon the success and continued financial viability of the vehicle manufacturers and distributors with which we hold franchises.

Goodwill and other intangible assets comprise a significant portion of our total assets. We must test our goodwill and other intangible assets for impairment at least annually, which could result in a material, non-cash write-down of goodwill or franchise rights and could have a material adverse impact on our results of operations and shareholders equity.

Our new vehicle sales are impacted by the consumer incentive, marketing, and other programs of vehicle manufacturers.

Natural disasters and adverse weather events can disrupt our business.

We are subject to restrictions imposed by, and significant influence from, vehicle manufacturers that may adversely impact our business, financial condition, results of operations, cash flows, and prospects, including our ability to acquire additional stores.

We are subject to numerous legal and administrative proceedings, which, if the outcomes are adverse to us, could materially adversely affect our business, results of operations, financial condition, cash flows, and prospects.

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Our operations are subject to extensive governmental laws and regulations. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer.

We are subject to interest rate risk in connection with our vehicle floorplan payables, revolving credit facility, and term loan facility that could have a material adverse effect on our profitability.

Our largest stockholders, as a result of their ownership stakes in us, may have the ability to exert substantial influence over actions to be taken or approved by our stockholders or Board of Directors. In addition, future share repurchases and fluctuations in the levels of ownership of our largest stockholders could impact the volume of trading, liquidity, and market price of our common stock.

A failure of our information systems or any security breach or unauthorized disclosure of confidential information could have a material adverse effect on our business.

Please refer to our most recent Annual Report on Form 10-K and to our subsequent filings with the Securities and Exchange Commission (the "SEC") for additional discussion of the foregoing risks. Forward-looking statements speak only as of the date on which they are made, and we undertake no obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances, except as required by law.



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**ABOUT THIS PROSPECTUS**

This prospectus is part of an automatic shelf registration statement that we filed with the Securities and Exchange Commission, or the SEC, as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended, or the Securities Act. Under this shelf registration process, we may sell, from time to time, an indeterminate amount of any combination of the securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer, which is not meant to be a complete description of each security. Each time that we sell securities, a prospectus supplement or a free writing prospectus containing specific information about the terms of that offering will be provided, including the specific amounts, prices and terms of the securities offered and the manner in which they will be offered. The prospectus supplement and any other offering material (including any free writing prospectus) may also add to, update or change information contained in this prospectus or in documents we have incorporated by reference into this prospectus. We urge you to read both this prospectus and any prospectus supplement and any other offering material (including any free writing prospectus) prepared by or on behalf of us for a specific offering of securities, together with the additional information described under the heading **Where You Can Find Additional Information** on page 4 of this prospectus. We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus, any prospectus supplement or any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not making an offer to sell or soliciting an offer to purchase these securities in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information contained in this prospectus, any prospectus supplement or any free writing prospectus is accurate on any date other than the date on the front cover of such documents or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus or any prospectus supplement or free writing prospectus is delivered or securities are sold on a later date. Neither the delivery of this prospectus or any applicable prospectus supplement or free writing prospectus nor any distribution of securities pursuant to such documents shall, under any circumstances, create any implication that there has been no change in the information set forth in this prospectus or any applicable prospectus supplement or free writing prospectus or in our affairs since the date of this prospectus or any applicable prospectus supplement or free writing prospectus. Our business, financial condition, results of operations and prospects may have changed since those dates.

For convenience, the terms **AutoNation**, **the Company**, **we**, **us**, and **our** are used in this prospectus to refer to AutoNation, Inc. and its subsidiaries, unless otherwise required by the context. Our dealership operations are conducted by our subsidiaries.

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**THE COMPANY**

*This summary highlights certain information about AutoNation, Inc. Because it is a summary, it does not contain all the information you should consider before investing in our securities. You should read carefully this entire prospectus, any prospectus supplement or free writing prospectus and the documents that we incorporate herein and therein by reference, including the sections entitled Risk Factors and our financial statements and related notes. You may obtain a copy of the documents that we incorporate by reference without charge by following the instructions in the section below entitled Where You Can Find Additional Information.*

AutoNation, Inc., through its subsidiaries, is the largest automotive retailer in the United States. As of December 31, 2013, we owned and operated 269 new vehicle franchises from 228 stores located in the United States, predominantly in major metropolitan markets in the Sunbelt region. Our stores, which we believe are some of the most recognizable and well-known in our key markets, sell 33 different new vehicle brands. The core brands of new vehicles that we sell, representing approximately 95% of the new vehicles that we sold in 2013, are manufactured by Toyota, Ford, Honda, Nissan, General Motors, Mercedes-Benz, BMW, Chrysler, and Volkswagen.

We offer a diversified range of automotive products and services, including new vehicles, used vehicles, parts and service, which includes automotive repair and maintenance services as well as wholesale parts and collision businesses, and automotive finance and insurance products, which include vehicle service and other protection products, as well as the arranging of financing for vehicle purchases through third-party finance sources.

We were incorporated in Delaware in 1991. Our principal executive offices are located at 200 SW 1st Ave, Fort Lauderdale, FL 33301, and our telephone number at that address is (954) 769-6000. We maintain a website at [www.autonation.com](http://www.autonation.com). Information contained in or accessed through our website and social media channels does not constitute a part of this prospectus.

**RISK FACTORS**

Investing in our securities involves risks. Before you decide whether to purchase any of our securities, in addition to the other information, documents or reports included or incorporated by reference into this prospectus and any prospectus supplement or other offering materials (including any free writing prospectus), you should carefully consider the risk factors described in the section entitled Risk Factors in (i) any prospectus supplement or free writing prospectus; (ii) our most recent Annual Report on Form 10-K; and (iii) any Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed subsequent to such Annual Report on Form 10-K, each of which is incorporated by reference into this prospectus and any prospectus supplement in its entirety, and as the same may be amended, supplemented or superseded from time to time by our filings under the Securities Exchange Act of 1934, as amended, or the Exchange Act. For more information, see the section entitled Where You Can Find Additional Information on page 4 of this prospectus. These risks could materially and adversely affect our business, financial condition or operating results and could result in a partial or complete loss of your investment. Furthermore, additional risks and uncertainties not presently known to us, or that we currently deem immaterial, may also affect our operations.

**USE OF PROCEEDS**

Unless otherwise indicated in a prospectus supplement or a free writing prospectus, the net proceeds from the sale of the securities will be used for general corporate purposes, including working capital, acquisitions, construction of new facilities, repayment or refinancing of debt, share repurchases and other business opportunities.

**RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth our ratio of earnings to fixed charges for the periods indicated:

	<b>Year Ended December 31,</b>				
	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Ratio of earnings to fixed charges	4.8	4.4	4.6	4.2	4.3

The ratio of earnings to fixed charges is calculated by dividing earnings, as defined, by fixed charges, as defined. For this purpose, earnings consist of income from continuing operations before taxes, plus fixed charges. Fixed charges consist of interest on indebtedness, including floorplan interest, amortization of debt issuance costs and the estimated portion of rental expense we deem to be representative of the interest factor of rental payments under operating leases.

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We did not have any preferred stock outstanding for the periods presented, and therefore the ratios of earnings to combined fixed charges and preferred stock dividends would be the same as the ratios of earnings to fixed charges presented above.

## **DESCRIPTION OF CAPITAL STOCK**

The following description of our capital stock is based on our Third Amended and Restated Certificate of Incorporation, as amended (our Certificate of Incorporation ), our Amended and Restated By-Laws (our By-Laws ) and applicable provisions of law. We have summarized certain portions of our Certificate of Incorporation and By-Laws below. The summary is not complete and is subject to, and is qualified in its entirety by, the applicable provisions of the Delaware General Corporation Law ( DGCL ), our Certificate of Incorporation and our By-Laws, which are incorporated by reference herein. You should read our Certificate of Incorporation and By-Laws for the provisions that are important to you.

Copies of our Certificate of Incorporation and By-Laws are available upon request. Please see Where You Can Find Additional Information below. As used in this Description of Capital Stock, the terms our, ours and us refer only to AutoNation, Inc., a Delaware corporation, and not, unless otherwise indicated, to any of its subsidiaries.

### **Capital Stock**

Under our Certificate of Incorporation, our authorized capital stock consists of 1,500,000,000 shares of common stock, \$0.01 par value, and 5,000,000 shares of preferred stock, \$0.01 par value. As of February 12, 2014, there were 119,068,488 shares of common stock issued and outstanding and no shares of preferred stock issued and outstanding.

### ***Common Stock***

Our common stock is listed on the New York Stock Exchange under the ticker symbol AN. Each holder of shares of our common stock is entitled to one vote for each share held of record on the applicable record date on all matters submitted to a vote of stockholders. Subject to any preferential dividend rights granted to the holders of any shares of our preferred stock that may at the time be outstanding, holders of our common stock are entitled to receive dividends as may be declared from time to time by our Board of Directors ( Board ) out of funds legally available therefor. Upon any liquidation or dissolution of AutoNation, holders of our common stock are entitled to share pro rata in all remaining assets available for distribution to stockholders after payment or providing for our liabilities and the liquidation preference of any outstanding preferred stock. Holders of our common stock have no preemptive right to purchase, subscribe for or otherwise acquire any unissued or treasury shares or other securities.

### ***Preferred Stock***

Our Certificate of Incorporation authorizes our Board to create preferred stock in one or more classes or series and to fix for each such class or series the voting powers, designations, preferences and relative, participating, optional or other special rights and any qualifications, limitations or restrictions thereof. Our Board is authorized to, among other things, provide that any such class or series of preferred stock may be (i) entitled to voting powers, full or limited (ii) subject to redemption at such time or times and at such price or prices as our Board may establish; (iii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series as our Board may establish; (iv) entitled to such rights upon the dissolution of us, or upon any distribution of our assets, as our Board may establish; or (v) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of ours at such price or prices or at

such rates of exchange and with such adjustments as our Board may establish. Issuance of preferred stock could discourage bids for the common stock at a premium as well as create a depressive effect on the market price of the common stock. As of the date hereof, no shares of preferred stock are outstanding.

**Certain Anti-Takeover Provisions of Our Certificate of Incorporation and By-Laws and the DGCL**

Certain provisions in our Certificate of Incorporation and By-Laws and the DGCL may have the effect of delaying, deferring or discouraging another party from acquiring us. These provisions, which are summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our Board.

***Advance Notice of Shareholder Proposals or Nominations***

Our By-Laws provide that shareholders at an annual meeting may only consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of the Board or by a shareholder who was a shareholder

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of record on the record date for the meeting, who is entitled to vote at the meeting and who has given to our Corporate Secretary timely written notice, in proper form, of the shareholder's intention to bring that proposal or nomination before the meeting. In addition to certain other applicable requirements, for a shareholder proposal or nomination to be properly brought before an annual meeting by a shareholder, such shareholder generally must have given notice thereof in proper written form to our Corporate Secretary not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of shareholders. Our By-Laws may have the effect of precluding the conduct of certain business at a meeting if the proper procedures are not followed or may discourage or defer a potential acquiror from conducting a solicitation of proxies to elect its own slate of directors or otherwise attempting to obtain control of us.

***Special Meetings of Shareholders***

Our By-Laws deny shareholders the right to call a special meeting of shareholders. Our By-Laws provide that only the Board may call special meetings of the shareholders. Stockholders are permitted under our By-Laws to act by written consent in lieu of a meeting.

***Delaware General Corporation Law***

We are a Delaware corporation and consequently are also subject to certain anti-takeover provisions of the DGCL. Subject to certain exceptions, Section 203 of the DGCL prevents a publicly held Delaware corporation from engaging in a business combination with any interested stockholder for three years following the date that the person became an interested stockholder, unless the interested stockholder attained such status with the approval of our Board or unless the business combination is approved in a prescribed manner. A business combination includes, among other things, a merger or consolidation involving us and the interested stockholder and the sale of more than 10% of our assets. In general, an interested stockholder is any entity or person beneficially owning 15% or more of our outstanding voting stock and any entity or person affiliated with or controlling or controlled by such entity or person. Section 203 makes it more difficult for an interested stockholder to effect various business combinations with a corporation for a three-year period. This statute could prohibit or delay mergers or other takeover or change in control attempts not approved in advance by our Board and as a result could discourage attempts to acquire us, which could depress the market price of our common stock.

**DESCRIPTION OF OTHER SECURITIES**

We will set forth in the applicable prospectus supplement or free writing prospectus a description of any debt securities, guarantees of debt securities, warrants, subscription rights to purchase common stock or preferred stock, depositary shares, stock purchase contracts or units that may be offered under this prospectus.

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**PLAN OF DISTRIBUTION**

The securities being offered hereby may be sold by us:

through underwriters or dealers;

through agents;

directly to purchasers, including our affiliates;

through a combination of any such methods of sale; or

through any other methods described in the applicable prospectus supplement or free writing prospectus. We will identify the specific plan of distribution, including any underwriters, dealers, agents or direct purchasers and their compensation, in a prospectus supplement or a free writing prospectus.

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy this information at the SEC's Public Reference Room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. The address of the site is <http://www.sec.gov>.

The SEC allows us to incorporate by reference information into this document. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this document, except for any information superseded by information that is included directly in this document or incorporated by reference subsequent to the date of this document.

This prospectus incorporates by reference the documents listed below and any future filings that we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than information in the documents or filings that is deemed to have been furnished and not filed) after the date of this prospectus and prior to the termination of the offering.

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the SEC on February 13, 2014;

Our Current Report on Form 8-K filed with the SEC on January 10, 2014; and

The description of our common stock contained in our registration statement on Form 8-A filed with the SEC on June 17, 1997.

You may also request a copy of any documents incorporated by reference in this prospectus (including any exhibits that are specifically incorporated by reference in them), at no cost, by writing or telephoning us at the following address or telephone number:

AutoNation, Inc.

200 SW 1st Ave

Fort Lauderdale, FL 33301

Attention: Legal Department

Telephone: (954) 769-6000



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**LEGAL MATTERS**

C. Coleman G. Edmunds, Senior Vice President, Deputy General Counsel and Assistant Secretary of the Company and Skadden, Arps, Slate, Meagher & Flom LLP, Chicago, Illinois will pass upon the validity of any securities issued under this prospectus. Mr. Edmunds owns shares of our common stock, and holds stock options and restricted stock awards and may receive additional awards in the future. Any underwriters will be represented by their own legal counsel.

**EXPERTS**

The consolidated financial statements of AutoNation, Inc. as of December 31, 2013 and 2012, and for each of the years in the three-year period ended December 31, 2013, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2013 have been incorporated by reference herein and in the registration statement in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

Table of Contents**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION**

The following table sets forth the costs and expenses to be borne by us in connection with the sale of the securities being registered hereby.

	<b>Amount to be Paid</b>	
Registration fee	\$	*
Printing fees and expenses	\$	**
Legal fees and expenses	\$	**
Accounting fees and expenses	\$	**
Trustee fees and expenses	\$	**
Miscellaneous expenses	\$	**
<b>TOTAL</b>	<b>\$</b>	<b>**</b>

\* The registrant is deferring payment of the registration fee in reliance on Rule 456(b) and Rule 457(r) under the Securities Act.

\*\* Not presently known.

**ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Company's Third Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") provides that the Board shall have all powers and authority which may be granted to a board of directors of a corporation under the Delaware General Corporation Law (the "DGCL") to provide indemnification for directors, officers, employees, and/or agents of the Company to the fullest extent permitted by law, subject however, to the rules against limitation on liability of directors as set forth in Section 102 of the DGCL, as amended from time to time.

In accordance with the requirements of Section 102 of the DGCL, the Certificate of Incorporation further provides that no director of the Company shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach by a director of the duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends, or for unlawful stock purchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit.

The Amended and Restated By-Laws of the Company (the "By-Laws") provide for a series of indemnification powers and procedures that follow the language of Section 145 of the DGCL.

Article VII of the By-Laws provides that the Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact

that such person is or was a director or officer of the Company, or is or was a director or officer of the Company serving at the request of the Company as a director or officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal action or proceeding, such person had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The By-Laws provide that the Company's obligation to indemnify directors and officers of the Company applies to actions brought by or in the right of the Company as well, but only to the extent of defense and settlement expenses and not to any satisfaction of a judgment or settlement of the claim itself, and with the further limitation that in such actions no indemnification shall be made (i) unless the indemnified person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company or (ii) in the event such person seeking indemnity was adjudged to be liable to the Company, unless the court, in its discretion, believes that in light of all the circumstances indemnification should nonetheless apply.

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The By-Laws provide that the Company may, to the extent authorized from time to time by the Board, provide rights to indemnification and to the advancement of expenses to employees and agents of the Company similar to those rights conferred to directors and officers of the Company under Article VII.

The By-Laws provide that any decision as to indemnification, unless ordered by a court, shall be made: (a) by a majority vote of the directors who are not parties to such action, suit or proceeding ( disinterested directors ), even though less than a quorum; (b) by a committee of disinterested directors designated by a majority vote of all disinterested directors, even though less than a quorum; (c) if there are no such disinterested directors, or if such directors so direct, by independent legal counsel in a written opinion; or (d) by the stockholders. However, the By-Laws provide that a present or former director or officer of the Company who has been successful on the merits or otherwise in defense of any action, suit or proceeding for which indemnification would be appropriate as described above shall be indemnified without the necessity of authorization in the specific case.

The By-Laws provide that the Company shall pay expenses incurred by an officer or director in defending a civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification. Indemnification pursuant to these provisions is not exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise and shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer.

The Company may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Company. Under an insurance policy maintained by the Company, the directors and officers of the Company are insured, within the limits and subject to the limitations of the policy, against certain expenses in connection with the defense of certain claims, actions, suits or proceedings, and certain liabilities which might be imposed as a result of such claims, actions, suits or proceedings, which may be brought against them by reason of being or having been such directors or officers.

The above summary is qualified in its entirety by reference to the complete text of the DGCL, Certificate of Incorporation and the By-Laws.

**ITEM 16. EXHIBITS**

Exhibit No.	Document
1.1	Form(s) of Underwriting Agreement*
4.1	Indenture, dated as of April 14, 2010, between AutoNation, Inc. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on April 15, 2010)
4.2	Third Amended and Restated Certificate of Incorporation of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 13, 1999)
4.3	Amended and Restated By-Laws of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on March 23, 2012)

4.4	Form of debt securities*
4.5	Form of guarantee*
4.6	Form of any certificate of designation, preferences and rights with respect to any preferred stock issued hereunder*
4.7	Form of any preferred stock certificate*
4.8	Form of warrant agreement*
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
5.2	Opinion of C. Coleman G. Edmunds, Senior Vice President, Deputy General Counsel and Assistant Secretary of the Company
12.1	Statement Regarding Computation of Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to the Company's Annual Report on Form 10-K filed with the SEC on February 13, 2014)
23.1	Consent of KPMG LLP
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
23.3	Consent of C. Coleman G. Edmunds (included in Exhibit 5.2)
24.1	Powers of Attorney (included on the signature pages of the Registration Statement)

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25.1 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939 of Wells Fargo Bank, National Association

\* To be filed by amendment or incorporated by reference in connection with the offering of any securities, as appropriate.

**ITEM 17. UNDERTAKINGS**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; *provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities;

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The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned registrant hereby undertakes to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by the underwriters during the subscription period, the amount of unsubscribed securities to be purchased by the underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters is to be made on terms differing from those set forth on the cover page of the prospectus, a post-effective amendment will be filed to set forth the terms of such offering.

(d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.



Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

**AUTONATION, INC.**

By: /s/ Michael J. Jackson  
 Michael J. Jackson  
 Chairman of the Board and Chief  
 Executive Officer

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael J. Jackson Michael J. Jackson	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 14, 2014
/s/ Cheryl Scully Cheryl Scully	Interim Chief Financial Officer (Principal Financial Officer)	February 14, 2014
/s/ Michael J. Stephan Michael J. Stephan	Vice President – Corporate Controller (Principal Accounting Officer)	February 14, 2014
/s/ Robert J. Brown	Director	

Robert J. Brown		February 14, 2014
/s/ Rick L. Burdick	Director	February 14, 2014
Rick L. Burdick		
/s/ David B. Edelson	Director	February 14, 2014
David B. Edelson		
/s/ Robert R. Grusky	Director	February 14, 2014
Robert R. Grusky		
/s/ Michael Larson	Director	February 14, 2014
Michael Larson		

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/s/ Michael E. Maroone	Director	February 14, 2014
Michael E. Maroone		
/s/ Carlos A. Migoya	Director	February 14, 2014
Carlos A. Migoya		
/s/ G. Mike Mikan	Director	February 14, 2014
G. Mike Mikan		
/s/ Alison H. Rosenthal	Director	February 14, 2014
Alison H. Rosenthal		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

7 ROD REAL ESTATE NORTH, A LIMITED LIABILITY COMPANY

7 ROD REAL ESTATE SOUTH, A LIMITED LIABILITY COMPANY

ABRAHAM CHEVROLET-TAMPA, INC.

AL MAROONE FORD, LLC

ALBERT BERRY MOTORS, INC.

ALL-STATE RENT A CAR, INC.

AN CJ VALENCIA, INC.

AN CORPORATE MANAGEMENT PAYROLL CORP.

AN DEALERSHIP HOLDING CORP.

AN MOTORS OF ENGLEWOOD, INC.

AN TUCSON IMPORTS, LLC

AN WEST CENTRAL REGION MANAGEMENT, LLC

AN/GMF, INC.

AN/KPBG MOTORS, INC.

AN/MF ACQUISITION CORP

ANDERSON CHEVROLET

ANDERSON CHEVROLET LOS GATOS, INC.

ANDERSON CUPERTINO, INC.

ATRIUM RESTAURANTS, INC.

AUTO AD AGENCY, INC.

AUTO COMPANY XIX, INC.

AUTO COMPANY XL, INC.

AUTO COMPANY XLI, INC.

AUTO COMPANY XLII, INC.

AUTO COMPANY XLIII, INC.

AUTO COMPANY XLIV, INC.

AUTO COMPANY XLV, INC.

AUTO COMPANY XVI, INC.

AUTO COMPANY XVII, INC.

AUTO COMPANY XVIII, INC.

AUTO COMPANY XX, INC.

AUTO COMPANY XXI, INC.

AUTO COMPANY XXII, INC.

AUTO COMPANY XXIII, INC.

AUTO COMPANY XXIV, INC.

AUTO COMPANY XXIX, INC.

AUTO COMPANY XXV, INC.

AUTO COMPANY XXVI, INC.

AUTO COMPANY XXVII, INC.

AUTO COMPANY XXVIII, INC.

AUTO COMPANY XXX, INC.

AUTO COMPANY XXXI, INC.

AUTO COMPANY XXXII, INC.

AUTO COMPANY XXXIII, INC.

AUTO COMPANY XXXIV, INC.

AUTO COMPANY XXXIX, INC.

AUTO COMPANY XXXV, INC.

AUTO COMPANY XXXVI, INC.

AUTO COMPANY XXXVII, INC.

AUTO COMPANY XXXVIII, INC.

AUTO DEALERSHIP IX, LLC

AUTO DEALERSHIP V, LLC

AUTO DEALERSHIP VI, LLC

AUTO DEALERSHIP VII, LLC

AUTO DEALERSHIP VIII, LLC

AUTO DEALERSHIP X, LLC

AUTO DEALERSHIP XI, LLC

AUTO DEALERSHIP XII, LLC

AUTO DEALERSHIP XIII, LLC

AUTO DEALERSHIP XIV, LLC

AUTO DEALERSHIP XIX, LLC

AUTO DEALERSHIP XV, LLC

AUTO DEALERSHIP XVI, LLC

AUTO DEALERSHIP XVII, LLC

AUTO DEALERSHIP XVIII, LLC

AUTO DEALERSHIP XX, LLC

AUTO DEALERSHIP XXI, LLC

AUTO DEALERSHIP XXII, LLC

AUTO DEALERSHIP XXIII, LLC

AUTO DEALERSHIP XXIV, LLC

AUTO DEALERSHIP XXIX, LLC

AUTO DEALERSHIP XXV, LLC

AUTO DEALERSHIP XXVI, LLC

AUTO DEALERSHIP XXVII, LLC

AUTO DEALERSHIP XXVIII, LLC

AUTO DEALERSHIP XXX, LLC

AUTO HOLDING, LLC

AUTO WEST, INC.

AUTONATION CORPORATE MANAGEMENT, LLC

AUTONATION ENTERPRISES INCORPORATED

AUTONATION MOTORS HOLDING CORP.

AUTONATION MOTORS OF LITHIA SPRINGS, INC.

AUTONATION NORTHWEST MANAGEMENT, LLC

AUTONATION REALTY CORPORATION

BANKSTON AUTO, INC.

BATFISH, LLC

BBCSS, INC.

BEACH CITY CHEVROLET COMPANY, INC.

BEACH CITY HOLDING, LLC

BLEDSON DODGE, LLC

BOB TOWNSEND FORD, INC.

BOSC AUTOMOTIVE REALTY, INC.

CHAMPION CHEVROLET HOLDING, LLC

CHAMPION CHEVROLET, LLC

CHAMPION FORD, INC.

CHARLIE THOMAS CHRYSLER-PLYMOUTH, INC.

CHESROWN AUTO, LLC

CHESROWN FORD, INC.

CJ VALENICA HOLDING, LLC

CONSUMER CAR CARE CORPORATION

CORPORATE PROPERTIES HOLDING, INC.

COURTESY AUTO GROUP, INC.

DEAL DODGE OF DES PLAINES, INC.

DESERT CHRYSLER-PLYMOUTH, INC.

DESERT DODGE, INC.

DON-A-VEE JEEP EAGLE, INC.

DRIVER S MART WORLDWIDE, INC.

EASTGATE FORD, INC.

EL MONTE IMPORTS HOLDING, LLC

EL MONTE IMPORTS, INC.

EL MONTE MOTORS HOLDING, LLC

EL MONTE MOTORS, INC.

ELMHURST AUTO MALL, INC.

FLORIDA AUTO CORP.

FORD OF KIRKLAND, INC.

FOX IMPORTS, LLC

FRED OAKLEY MOTORS, INC.

HAYWARD DODGE, INC.

HORIZON CHEVROLET, INC.

JEMAUTCO, INC.

JERRY GLEASON CHEVROLET, INC.

JERRY GLEASON DODGE, INC.

JOE MACPHERSON IMPORTS NO. I

JOE MACPHERSON OLDSMOBILE



KENYON DODGE, INC.

LES MARKS CHEVROLET, INC.

LEW WEBB S FORD, INC.

LEW WEBB S IRVINE NISSAN HOLDING, LLC

LEW WEBB S IRVINE NISSAN, INC.

MACHOWARD LEASING

MARKS FAMILY DEALERSHIPS, INC.

MAROONE DODGE, LLC

MAROONE MANAGEMENT SERVICES, INC.

MC/RII, LLC

METRO CHRYSLER JEEP, INC.

MIKE SHAD CHRYSLER PLYMOUTH JEEP EAGLE, INC.

MISSION BLVD. MOTORS, INC.

MULLINAX LINCOLN-MERCURY, INC.

ONTARIO DODGE, INC.

PAYTON-WRIGHT FORD SALES, INC.

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PEYTON CRAMER JAGUAR

PEYTON CRAMER LINCOLN-MERCURY

PEYTON CRAMER LM HOLDING, LLC

PITRE CHRYSLER-PLYMOUTH

-JEEP OF SCOTTSDALE, INC.

PMWQ, INC.

PMWQ, LTD.

BY: PMWQ, INC.

ITS: GENERAL PARTNER

REAL ESTATE HOLDINGS, INC.

REPUBLIC DM PROPERTY ACQUISITION CORP.

REPUBLIC RESOURCES COMPANY

REPUBLIC RISK MANAGEMENT SERVICES, INC.

RESOURCES AVIATION, INC.

RI MERGER CORP.

RI/BBNM ACQUISITION CORP.

RI/BRC REAL ESTATE CORP.

RI/DM ACQUISITION CORP.

RI/RMP ACQUISITION CORP.

RI/WFI ACQUISITION CORPORATION

SAUL CHEVROLET HOLDING, LLC

SCM REALTY, INC.

SHAMROCK F. HOLDING, LLC

SHAMROCK FORD, INC.

SIX JAYS LLC

SMI MOTORS HOLDING, LLC

SMI MOTORS, INC.

SPITFIRE PROPERTIES, INC.

STEAKLEY CHEVROLET GP, LLC

STEAKLEY CHEVROLET, LTD.

BY: STEAKLEY CHEVROLET GP, LLC

ITS: GENERAL PARTNER

STEEPLECHASE MOTOR COMPANY

SUNSET PONTIAC-GMC TRUCK SOUTH, INC.

SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE, LLC

TARTAN ADVERTISING, INC.

TAYLOR JEEP EAGLE, LLC

THE CONSULTING SOURCE, INC.

THE PIERCE CORPORATION II, INC.

TINLEY PARK A. IMPORTS, INC.

TINLEY PARK J. IMPORTS, INC.

TINLEY PARK V. IMPORTS, INC.

TRIANGLE CORPORATION

VALENCIA DODGE

VALENCIA DODGE HOLDING, LLC

VANDERBEEK OLDS/GMC TRUCK, INC.

VANDERBEEK TRUCK HOLDING, LLC

WALLACE DODGE, LLC

WALLACE LINCOLN-MERCURY, LLC

WEST COLTON CARS, INC.

WORKING MAN S CREDIT PLAN, INC.

By: /s/ Michael E. Maroone  
Michael E. Maroone  
President

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**Table of Contents****POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ Michael E. Maroone Michael E. Maroone	President and Director (as to corporate registrants)/ Manager (as to limited liability company registrants) (Principal Executive Officer)	February 14, 2014
/s/ Cheryl Scully Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
/s/ Jonathan P. Ferrando Jonathan P. Ferrando	Director (as to corporate registrants)/Manager (as to limited liability company registrants)	February 14, 2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Clearwater, State of Florida, on February 14, 2014.

ABRAHAM CHEVROLET-MIAMI, INC.

LUXURY ORLANDO IMPORTS, INC.

AN CADILLAC OF WPB, LLC

AN FLORIDA REGION MANAGEMENT, LLC

AN FORT MYERS IMPORTS, LLC

AN IMPORTS OF FT. LAUDERDALE, INC.

AN IMPORTS ON WESTON ROAD, INC.

AN LUXURY IMPORTS OF COCONUT CREEK, INC.

AN LUXURY IMPORTS OF PALM BEACH, INC.

AN LUXURY IMPORTS OF PEMBROKE PINES, INC.

AN LUXURY IMPORTS OF SANFORD, LLC

AN LUXURY IMPORTS OF SARASOTA, INC.

AN MOTORS OF BROOKSVILLE, INC.

AN MOTORS OF DELRAY BEACH, INC.

AUTOHAUS HOLDING, INC.

AUTONATION IMPORTS OF LONGWOOD, INC.

AUTONATION IMPORTS OF PALM BEACH, INC.

AUTONATION IMPORTS OF WINTER PARK, INC.

AUTONATION ORLANDO VENTURE HOLDINGS, INC.

AUTONATION USA OF PERRINE, INC.

AUTONATION V. IMPORTS OF DELRAY BEACH, LLC

BEACON MOTORS, INC.

BENGAL MOTOR COMPANY, LTD.

BY: BENGAL MOTORS, INC.

ITS: GENERAL PARTNER

BENGAL MOTORS, INC.

BODY SHOP HOLDING CORP.

BULL MOTORS, LLC

CARLISLE MOTORS, LLC

CHEVROLET WORLD, INC.

COASTAL CADILLAC, INC.

CONTEMPORARY CARS, INC.

D/L MOTOR COMPANY

DON MEALEY CHEVROLET, INC.

DON MEALEY IMPORTS, INC.

FIRST TEAM AUTOMOTIVE CORP.

FIRST TEAM FORD OF MANATEE, LTD.

BY: FIRST TEAM MANAGEMENT, INC.

ITS: GENERAL PARTNER

FIRST TEAM FORD, LTD

BY: FIRST TEAM MANAGEMENT, INC.

ITS: GENERAL PARTNER

FIRST TEAM JEEP EAGLE, CHRYSLER-PLYMOUTH, LTD.

BY: FIRST TEAM MANAGEMENT, INC.

ITS: GENERAL PARTNER

FIRST TEAM MANAGEMENT, INC.

FT. LAUDERDALE NISSAN, INC.

GULF MANAGEMENT, INC.

JIM QUINLAN CHEVROLET CO.

KING S CROWN FORD, INC.

L.P. EVANS MOTORS WPB, INC.

L.P. EVANS MOTORS, INC.

MAROONE FORD, LLC

MAITLAND LUXURY IMPORTS, INC.

MEALEY HOLDINGS, INC.

MIKE SHAD FORD, INC.

MULLINAX FORD SOUTH, INC.

NISSAN OF BRANDON, INC.

PEMBROKE MOTORS, INC.

QUINLAN MOTORS, INC.

RI/BB ACQUISITION CORP.

RI/HOLLYWOOD NISSAN ACQUISITION CORP.

RKR MOTORS, INC.

STAR MOTORS, LLC

STEVE MOORE CHEVROLET DELRAY, LLC

STEVE MOORE CHEVROLET, LLC

STEVE MOORE S BUY-RIGHT AUTO CENTER, INC.

SUNRISE NISSAN OF JACKSONVILLE, INC.

SUNRISE NISSAN OF ORANGE PARK, INC.

SUNSET PONTIAC-GMC, INC.

SUTHERLIN IMPORTS, LLC

WALLACE FORD, LLC



WALLACE NISSAN, LLC

By: /s/ James R. Bender  
James R. Bender  
President

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Table of Contents**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ James R. Bender James R. Bender	President and Sole Director (as to corporate registrants)/ Manager (as to limited liability company registrants) (Principal Executive Officer)	February 14, 2014
/s/ Ronald J. Eberhardt Ronald J. Eberhardt	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

**HOLLYWOOD IMPORTS LIMITED,  
INC.**

**MAROONE CHEVROLET FT.  
LAUDERDALE, INC.**

**MAROONE CHEVROLET, LLC**

**HOLLYWOOD KIA, INC.**

By: /s/ Michael E. Maroone  
Michael E. Maroone  
President

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ Michael E. Maroone	President and Director (as to corporate registrants)/ Manager (as to limited liability company registrants) (Principal Executive Officer)	February 14, 2014
Michael E. Maroone		
/s/ Ronald J. Eberhardt	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014

Ronald J. Eberhardt

/s/ James R. Bender

James R. Bender

Director (as to corporate registrants)/Manager (as to  
limited liability company registrants)

February 14,  
2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

**EMPIRE SERVICES AGENCY, INC.**

By: /s/ Michael E. Maroone  
 Michael E. Maroone  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Michael E. Maroone	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Michael E. Maroone		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norcross, State of Georgia, on February 14, 2014.

AMERICAN WAY MOTORS, INC.

AN CENTRAL REGION MANAGEMENT, LLC

AN F. IMPORTS OF ATLANTA, LLC

AN F. IMPORTS OF NORTH DENVER, LLC

AN F. IMPORTS OF STERLING, LLC

AN H. IMPORTS OF ATLANTA, LLC

AN LUXURY IMPORTS OF MARIETTA, LLC

AN MOTORS OF MEMPHIS, INC.

AN T. IMPORTS OF ATLANTA, LLC

AN/CF ACQUISITION CORP.

AN/MNI ACQUISITION CORP.

AUTO DEALERSHIP III, LLC

AUTO DEALERSHIP IV, LLC

AUTONATION IMPORTS OF LITHIA SPRINGS, LLC

BILL AYARES CHEVROLET, LLC

C. GARRETT, INC.

CENTENNIAL AUTOMOTIVE, LLC

CHESROWN CHEVROLET, LLC

CHESROWN COLLISION CENTER, INC.

CHUCK CLANCY FORD OF MARIETTA, LLC

COOK-WHITEHEAD FORD, INC.

COURTESY BROADWAY, LLC

COVINGTON PIKE MOTORS, INC.

DOBBS FORD OF MEMPHIS, INC.

DOBBS FORD, INC.

DOBBS MOBILE BAY, INC.

ED MULLINAX FORD, LLC

EMICH SUBARU WEST, LLC

FOX CHEVROLET, LLC

FOX MOTORS, LLC

GENE EVANS FORD, LLC

GEORGE SUTHERLIN NISSAN, LLC

GOVERNMENT BOULEVARD MOTORS, INC.

JOHN M. LANCE FORD, LLC

J-R ADVERTISING COMPANY

J-R MOTORS COMPANY NORTH

BY: WOODY CAPITAL INVESTMENT CO. III

ITS: GENERAL PARTNER

BY: R. COOP LIMITED

ITS: GENERAL PARTNER

BY: R.L. BUSCHER III, INC.

ITS: GENERAL PARTNER

J-R MOTORS COMPANY SOUTH

BY: WOODY CAPITAL INVESTMENTS, CO. II

ITS: GENERAL PARTNER

BY: C. GARRETT, INC.

ITS: GENERAL PARTNER

BY: R.L. BUSCHER II, INC.

ITS: GENERAL PARTNER

LANCE CHILDREN, INC.

LEESBURG IMPORTS, LLC

LEESBURG MOTORS, LLC

LOT 4 REAL ESTATE HOLDINGS, LLC

MILLER-SUTHERLIN AUTOMOTIVE, LLC

MULLINAX EAST, LLC

MULLINAX FORD NORTH CANTON, INC.

MULLINAX USED CARS, INC.

NAPERVILLE IMPORTS, INC.

NORTHPOINT CHEVROLET, LLC

R. COOP LIMITED

R.L. BUSHER II, INC.

R.L. BUSHER III, INC.

RI/LLC ACQUISITION CORP.

SOUTH BROADWAY MOTORS, LLC

SOUTHWEST MOTORS OF DENVER, LLC

SUPERIOR NISSAN, INC.

SUTHERLIN H. IMPORTS, LLC

SUTHERLIN NISSAN, LLC

SUTHERLIN TOWN CENTER, INC.

TOUSLEY FORD, INC.

VALLEY CHEVROLET, LLC

VILLAGE MOTORS, LLC



WEST COLORADO MOTORS, LLC

WEST SIDE MOTORS, INC.

WESTMONT A. IMPORTS, INC.

WESTMONT B. IMPORTS, INC.

WESTMONT M. IMPORTS, INC.

WOODY CAPITAL INVESTMENT COMPANY II

WOODY CAPITAL INVESTMENT COMPANY III

By: /S/ Henry S. Phillips  
Henry S. Phillips  
President

II-14

Table of Contents**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ Henry S. Phillips Henry S. Phillips	President and Sole Director (as to corporate registrants)/Manager (as to limited liability company registrants) (Principal Executive Officer)	February 14, 2014
/s/ Mitch McGuire Mitch McGuire	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on February 14, 2014.

AN COLLISION CENTER OF ADDISON, INC.

AN COLLISION CENTER OF NORTH HOUSTON, INC.

AN CORPUS CHRISTI IMPORTS GP, LLC

AN CORPUS CHRISTI IMPORTS II GP, LLC

AN CORPUS CHRISTI IMPORTS II, LP

BY: AN CORPUS CHRISTI IMPORTS II GP, LLC

ITS: GENERAL PARTNER

AN CORPUS CHRISTI IMPORTS, LP

BY: AN CORPUS CHRISTI IMPORTS GP, LLC

ITS: GENERAL PARTNER

AN CORPUS CHRISTI T. IMPORTS GP, LLC

AN CORPUS CHRISTI CHEVROLET, LP

BY: AN CORPUS CHRISTI GP, LLC

ITS: GENERAL PARTNER

AN CORPUS CHRISTI GP, LLC

AN CORPUS CHRISTI IMPORTS ADV. GP, LLC

AN CORPUS CHRISTI IMPORTS ADV., LP

BY: AN CORPUS CHRISTI ADV. GP, LLC

ITS: GENERAL PARTNER

AN CORPUS CHRISTI MOTORS, INC.

AN CORPUS CHRISTI T. IMPORTS, LP

BY: AN CORPUS CHRISTI T. IMPORTS GP, LLC

ITS: GENERAL PARTNER

AN COUNTY LINE FORD, INC.

AN LUXURY IMPORTS GP, LLC

AN LUXURY IMPORTS, LTD.

BY: AN LUXURY IMPORTS GP, LLC  
ITS: GENERAL PARTNER  
AN MOTORS OF DALLAS, INC.

AN PONTIAC GMC HOUSTON NORTH GP, LLC

AN PONTIAC GMC HOUSTON NORTH, LP

BY: AN PONTIAC GMC HOUSTON NORTH GP, LLC  
ITS: GENERAL PARTNER  
AN TEXAS REGION MANAGEMENT, LTD.

BY: AUTONATION NORTH TEXAS MANAGEMENT GP, LLC  
ITS: GENERAL PARTNER  
AUTO COMPANY IX, INC.

AUTO COMPANY VI, INC.

AUTO COMPANY VII, INC.

AUTO COMPANY VIII, INC.

AUTO COMPANY X, INC.

AUTO COMPANY XI, INC.

AUTO COMPANY XII, INC.

AUTONATION FORT WORTH MOTORS, LTD.

BY: AUTONATION GM GP, LLC  
ITS: GENERAL PARTNER  
AUTONATION GM GP, LLC

AUTONATION IMPORTS OF KATY GP, LLC

AUTONATION IMPORTS OF KATY, L.P.

BY: AUTONATION IMPORTS OF KATY GP, LLC  
ITS: GENERAL PARTNER  
AUTONATION NORTH TEXAS MANAGEMENT GP, LLC

BANKSTON CHRYSLER JEEP OF FRISCO, L.P.

BY: BANKSTON CJ GP, LLC  
ITS: GENERAL PARTNER  
BANKSTON CJ GP, LLC

BANKSTON FORD OF FRISCO, LTD. CO.

BANKSTON NISSAN IN IRVING, INC.

BANKSTON NISSAN LEWISVILLE GP, LLC

BANKSTON NISSAN LEWISVILLE, LTD.

BY: BANKSTON NISSAN LEWISVILLE GP, LLC  
ITS: GENERAL PARTNER  
CHARLIE HILLARD, INC.

CHARLIE THOMAS CHEVROLET GP, LLC

CHARLIE THOMAS CHEVROLET, LTD.

BY: BENGAL MOTORS, INC.  
ITS: GENERAL PARTNER  
CHARLIE THOMAS COURTESY GP, LLC

CHARLIE THOMAS COURTESY LEASING, INC.

CHARLIE THOMAS F. GP, LLC

CHARLIE THOMAS FORD, LTD.

BY: CHARLIE THOMAS F. GP, LLC  
ITS: GENERAL PARTNER  
CHARLIE THOMAS COURTESY FORD, LTD.

BY: CHARLIE THOMAS COURETSY GP, LLC  
ITS: GENERAL PARTNER  
CORPUS CHRISTI COLLISION CENTER, INC.

CT INTERCONTINENTAL GP, LLC

CT INTERCONTINENTAL, LTD.

BY: CT INTERCONTINENTAL GP, LLC  
ITS: GENERAL PARTNER  
CT MOTORS, INC.

FINANCIAL SERVICES GP, LLC

FINANCIAL SERVICES, LTD.

BY: FINANCIAL SERVICES GP, LLC  
ITS: GENERAL PARTNER  
HILLARD AUTO GROUP, INC.

HOUSTON AUTO M. IMPORTS GREENWAY, LTD.

BY: HOUSTON IMPORTS GREENWAY GP, LLC

ITS: GENERAL PARTNER  
HOUSTON AUTO M. IMPORTS NORTH, LTD.

BY: HOUSTON IMPORTS NORTH GP, LLC  
ITS: GENERAL PARTNER  
HOUSTON IMPORTS GREENWAY GP, LLC

HOUSTON IMPORTS NORTH GP, LLC

LEWISVILLE IMPORTS GP, LLC

LEWISVILLE IMPORTS, LTD.

BY: LEWISVILLE IMPORTS GP, LLC  
ITS: GENERAL PARTNER  
MARKS TRANSPORT, INC.

MIDWAY CHEVROLET, INC.

MIKE HALL CHEVROLET, INC.

NICHOLS FORD, LTD.

BY: NICHOLS GP, LLC  
ITS: GENERAL PARTNER  
NICHOLS GP, LLC

PLAINS CHEVROLET GP, LLC

PLAINS CHEVROLET, LTD.

BY: PLAINS CHEVROLET GP, LLC  
ITS: GENERAL PARTNER  
PORT CITY IMPORTS, INC.

QUALITY NISSAN GP, LLC

QUALITY NISSAN, LTD.

BY: QUALITY NISSAN GP, LLC  
ITS: GENERAL PARTNER  
RI/RMC ACQUISITION GP, LLC

RI/RMC ACQUISITION, LTD.

BY: RI/RMC ACQUISITION GP, LLC  
ITS: GENERAL PARTNER  
RI/RMT ACQUISITION, LTD.

BY: RI/RMT ACQUISITION GP, LLC  
ITS: GENERAL PARTNER

RI/RMT ACQUISITION GP, LLC

TEXAN FORD SALES, LTD.

BY: TEXAN SALES GP, LLC  
ITS: GENERAL PARTNER  
TEXAN FORD, INC.

TEXAN SALES GP, LLC

TEXAS MANAGEMENT COMPANIES LP, LLC

W.O. BANKSTON NISSAN, INC.

WESTGATE CHEVROLET GP, LLC

WESTGATE CHEVROLET, LTD.

BY: WESTGATE CHEVROLET GP, LLC  
ITS: GENERAL PARTNER

By: /s/ Dave Casto  
Dave Casto  
President

II-16

Table of Contents**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ Dave Casto Dave Casto	President and Sole Director (as to corporate registrants)/ Manager (as to limited liability company registrants)(Principal Executive Officer)	February 14, 2014
/s/ Maura Berney Maura Berney	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Costa Mesa, State of California, on February 14, 2014.

**COSTA MESA CARS, INC.**

By: /s/ Aaron Duport  
 Aaron Duport  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Aaron Duport	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Aaron Duport		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Encinitas, State of California, on February 14, 2014.

**AN LUXURY IMPORTS OF SAN DIEGO,  
INC.**

By: /s/ Darrin Fetterolf  
Darrin Fetterolf  
President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Darrin Fetterolf	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Darrin Fetterolf		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on February 14, 2014.

**VALENCIA H. IMPORTS, INC.**

By: /s/ Sam DiMaggio  
Sam DiMaggio  
President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby  
KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Sam DiMaggio	President, Treasurer and Sole Director	February 14,
Sam DiMaggio	(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on February 14, 2014.

**CARWELL, LLC**

By: /s/ Tim Muzyka  
 Tim Muzyka  
 President

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Tim Muzyka Tim Muzyka	President and Manager (Principal Executive Officer)	February 14, 2014
/s/ Linda Terashita Linda Terashita	Treasurer and Manager (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on February 14, 2014.

**VINCE WIESE CHEVROLET, INC.**

By: /s/ Chuck Coia  
 Chuck Coia  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Chuck Coia	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Chuck Coia		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on February 14, 2014.

**PEYTON CRAMER FORD**

By: /s/ Aman Abraham  
 Aman Abraham  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Aman Abraham	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Aman Abraham		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on February 14, 2014.

**MAGIC ACQUISITION CORP.**

By: /s/ Dennis Hawking  
 Dennis Hawking  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Dennis Hawking	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Dennis Hawking		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tustin, State of California, on February 14, 2014.

**JOE MACPHERSON FORD**

By: /s/ Todd McNitt  
 Todd McNitt  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Todd McNitt	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Todd McNitt		



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on February 14, 2014.

**AUTO CAR, INC.**

By: /s/ Les Braner  
 Les Braner  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Les Braner	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Les Braner		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on February 14, 2014.

**ALLISON BAVARIAN**

By: /s/ Huck Hibberd  
 Huck Hibberd  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Huck Hibberd	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Huck Hibberd		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on February 14, 2014.

**ROSEVILLE MOTOR CORPORATION**

By: /s/ James Rentschler  
 James Rentschler  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ James Rentschler	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
James Rentschler		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on February 14, 2014.

**STEVENS CREEK MOTORS, INC.**

By: /s/ Joseph K. Spurrier  
Joseph K. Spurrier  
President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Joseph K. Spurrier	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Joseph K. Spurrier		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Encino, State of California, on February 14, 2014.

**TERRY YORK MOTOR CARS, LTD.**

By: /s/ Cyrus Mazaherian  
 Cyrus Mazaherian  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Cyrus Mazaharian	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Cyrus Mazaharian		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on February 14, 2014.

**AN FREMONT LUXURY IMPORTS, INC.**

By: /s/ Peter Scibetta  
 Peter Scibetta  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Peter Scibetta	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Peter Scibetta		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on February 14, 2014.

**CERRITOS BODY WORKS, INC.**

By: /s/ Brian Beeman  
 Brian Beeman  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Brian Beeman	President, Treasurer and Sole Director (as to corporate registrant)/Manager (as to limited liability company registrant) (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Brian Beeman		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on February 14, 2014.

**PEYTON CRAMER AUTOMOTIVE**

By: /s/ Ben Rodenkirk  
 Ben Rodenkirk  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Ben Rodenkirk	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Ben Rodenkirk		



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on February 14, 2014.

**G.B. IMPORT SALES & SERVICE, LLC**

By: /s/ David Johnson  
 David Johnson  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ David Johnson	President, Treasurer and Sole Manager (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
David Johnson		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on February 14, 2014.

**VALENCIA B. IMPORTS, INC.**

By: /s/ Gary Pilikyan  
 Gary Pilikyan  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Gary Pilikyan	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Gary Pilikyan		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California, on February 14, 2014.

**NEWPORT BEACH CARS, LLC**

By: /s/ Tim Tauber  
 Tim Tauber  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Tim Tauber	President and Manager (Principal Executive Officer)	February 14, 2014
Tim Tauber		
/s/ Mark Marchant	Treasurer and Manager (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Mark Marchant		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on February 14, 2014.

**EDGREN MOTOR COMPANY, INC.**

By: /s/ Ken Brizendine  
 Ken Brizendine  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Ken Brizendine	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Ken Brizendine		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on February 14, 2014.

**VANDERBEEK MOTORS, INC.**

By: /s/ Tom Hood  
 Tom Hood  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Tom Hood	President and Director (Principal Executive Officer)	February 14, 2014
Tom Hood		
/s/ Kevin Sitch	Treasurer and Director (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Kevin Sitch		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tustin, State of California, on February 14, 2014.

**JOE MACPHERSON INFINITI**

By: /s/ William R. Berman  
 William R. Berman  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ William R. Berman	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
William R. Berman		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on February 14, 2014.

**PEYTON CRAMER INFINITI**

By: /s/ Stephen Ferrara  
 Stephen Ferrara  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ Stephen Ferrara	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Stephen Ferrara		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hawthorne, State of California, on February 14, 2014.

**TORRANCE NISSAN, LLC**

By: /s/ William R. Berman  
 William R. Berman  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ William R. Berman	President, Treasurer and Sole Manager (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
William R. Berman		



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cerritos, State of California, on February 14, 2014.

ALLISON BAVARIAN HOLDING, LLC

AN CHEVROLET - ARROWHEAD, INC.

AN COLLISION CENTER OF LAS VEGAS, INC.

AN COLLISION CENTER OF TEMPE, INC.

AN F. IMPORTS OF HAWTHORNE HOLDING, LLC

AN F. IMPORTS OF NORTH PHOENIX, INC.

AN F. IMPORTS OF ROSEVILLE HOLDING, LLC

AN F. IMPORTS OF SEATTLE, INC.

AN IMPORTS OF SEATTLE, INC.

AN IMPORTS OF SPOKANE, INC.

AN IMPORTS OF STEVENS CREEK HOLDING, LLC

AN LUXURY IMPORTS HOLDING, LLC

AN LUXURY IMPORTS OF PHOENIX, INC.

AN LUXURY IMPORTS OF SPOKANE, INC.

AN LUXURY IMPORTS OF TUCSON, INC.

AN MOTORS OF SCOTTSDALE, LLC

AN SEATTLE MOTORS, INC.

AN SUBARU MOTORS, INC.

AN VALENCIA AUTO IMPORTS, INC.

AN WESTERN REGION MANAGEMENT, LLC

AN/PF ACQUISITION CORP.

APPLEWAY CHEVROLET, INC.

AUTO CAR HOLDING, LLC

AUTO COMPANY XIII, INC.

AUTO COMPANY XIV, INC.

AUTO MISSION HOLDING, LLC

AUTO MISSION LTD.

BARGAIN RENT-A-CAR

BELLEVUE AUTOMOTIVE, INC.

BELL MOTORS, LLC

BROWN & BROWN CHEVROLET - SUPERSTITION SPRINGS, LLC

BROWN & BROWN CHEVROLET, INC.

BROWN & BROWN NISSAN MESA, LLC

BROWN & BROWN NISSAN, INC.

BUICK MART LIMITED PARTNERSHIP

BY: WEBB AUTOMOTIVE GROUP INC.

ITS: GENERAL PARTNER

CARWELL HOLDING, LLC

CERRITOS BODY WORKS HOLDING, LLC

COSTA MESA CARS HOLDING, LLC

DESERT BUICK-GMC TRUCKS, L.L.C.

DESERT GMC, L.L.C.

DOBBS MOTORS OF ARIZONA, INC.

EDGREN MOTOR HOLDING, LLC

FIT KIT HOLDING, LLC

FIT KIT, INC.

FREMONT LUXURY IMPORTS HOLDING, LLC

G.B. IMPORT SALES & SERVICE HOLDING, LLC

HOUSE OF IMPORTS HOLDING, LLC

IRVINE IMPORTS HOLDING, LLC

IRVINE IMPORTS, INC.

IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP

BY: WEBB AUTOMOTIVE GROUP INC.

ITS: GENERAL PARTNER

JOE MACPHERSON INFINITI HOLDING, LLC

JRJ INVESTMENTS, INC.

KIRKLAND MOTORS, INC.

MACHOWARD LEASING HOLDING, LLC

MACPHERSON ENTERPRISES, INC.

MAGIC ACQUISITION HOLDING, LLC

MR. WHEELS HOLDING, LLC

MR. WHEELS, INC.

NEWPORT BEACH CARS HOLDING, LLC

NORTHWEST FINANCIAL GROUP, INC.

OXNARD VENTURE HOLDINGS, INC.

PEYTON CRAMER AUTOMOTIVE HOLDING, LLC

PEYTON CRAMER F. HOLDING, LLC

PEYTON CRAMER INFINITI HOLDING, LLC

PIERCE AUTOMOTIVE CORPORATION

PIERCE, LLC

ROSEVILLE MOTOR HOLDING, LLC

SAHARA IMPORTS, INC.

SAHARA NISSAN, INC.

SMYTHE EUROPEAN HOLDING, LLC

STEVENS CREEK HOLDING, LLC

STEVENS CREEK LUXURY IMPORTS HOLDING, LLC

TASHA INCORPORATED

TERRY YORK MOTOR CARS HOLDING, LLC

TORRANCE NISSAN HOLDING, LLC

TOYOTA CERRITOS LIMITED PARTNERSHIP

BY: WEBB AUTOMOTIVE GROUP INC.

ITS: GENERAL PARTNER

T-WEST SALES & SERVICE, INC.

VALENCIA AUTO IMPORTS HOLDING, LLC

VALENCIA B. IMPORTS HOLDING, LLC

VALENCIA H. IMPORTS HOLDING, LLC

VANDERBEEK MOTORS HOLDING, LLC

VINCE WIESE HOLDING, LLC

WEBB AUTOMOTIVE GROUP, INC.

By: /s/ William R. Berman  
William R. Berman  
President

Table of Contents**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ William R. Berman William R. Berman	President and Sole Director (as to corporate registrants)/Manager (as to limited liability company registrants) (Principal Executive Officer)	February 14, 2014
/s/ James J. Murphy James J. Murphy	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on February 14, 2014.

**AN IMPORTS OF STEVENS CREEK,  
INC.**

By: /s/ James Cheatham  
James Cheatham  
President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ James Cheatham	President, Treasurer and Sole Director	February 14, 2014
James Cheatham	(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hawthorne, State of California, on February 14, 2014.

**AN F. IMPORTS OF HAWTHORNE, LLC**

By: /s/ James Yates  
 James Yates  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ James Yates	President, Treasurer and Sole Manager	February 14, 2014
James Yates	(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on February 14, 2014.

**AN F. IMPORTS OF ROSEVILLE, INC.**

By: /s/ James Rentschler  
 James Rentschler  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ James Rentschler	President, Treasurer and Sole Director	February 14, 2014
James Rentschler	(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	



Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

**ACER FIDUCIARY, INC.**

By: /s/ C. Coleman G. Edmunds  
C. Coleman G. Edmunds  
President

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ C. Coleman G. Edmunds C. Coleman G. Edmunds	President and Director (Principal Executive Officer)	February 14, 2014
/s/ Cheryl Scully Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
/s/ Michael E. Maroone Michael E. Maroone	Director	February 14, 2014

/s/ Jonathan P. Ferrando

Director

February 14,  
2014

Jonathan P. Ferrando

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

**AUTONATION HOLDING CORP.**

By: /s/ Michael E. Maroone  
Michael E. Maroone  
President

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ Michael E. Maroone Michael E. Maroone	President (Principal Executive Officer)	February 14, 2014
/s/ Cheryl Scully Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
/s/ C. Coleman G. Edmunds C. Coleman G. Edmunds	Director	February 14, 2014

/s/ Guillermo Pernas, Jr.

Director

February 14,  
2014

Guillermo Pernas, Jr.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

**AUTONATIONDIRECT.COM, INC.**

By: /s/ Ronald L. Frey  
 Ronald L. Frey  
 President

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ Ronald L. Frey Ronald L. Frey	President and Sole Director (Principal Executive Officer)	February 14, 2014
/s/ Scott May Scott May	Vice President	February 14, 2014
/s/ Ronald L. Frey Ronald L. Frey	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buena Park, State of California, on February 14, 2014.

**HOUSE OF IMPORTS, INC.**

By: /s/ Sean Davisson  
 Sean Davisson  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Sean Davisson	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Sean Davisson		

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

**AUTONATION BENEFITS COMPANY,  
INC.**

By: /s/ B. Gene Clayton  
B. Gene Clayton  
President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ B. Gene Clayton B. Gene Clayton	President (Principal Executive Officer)	February 14, 2014
/s/ Cheryl Scully Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
/s/ Michael E. Maroone Michael E. Maroone	Director	February 14, 2014
/s/ Jonathan P. Ferrando	Director	February 14, 2014

Jonathan P. Ferrando

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

**AUTONATION FINANCIAL SERVICES,  
LLC**

By: /s/ R. Steven Strader  
R. Steven Strader  
President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ R. Steven Strader R. Steven Strader	President (Principal Executive Officer)	February 14, 2014
/s/ Cheryl Scully Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
/s/ Michael E. Maroone Michael E. Maroone	Manager	February 14, 2014
/s/ Jonathan P. Ferrando	Manager	February 14, 2014

Jonathan P. Ferrando

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

**DEALERSHIP PROPERTIES, INC.**

By: /s/ Dave Casto  
 Dave Casto  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Dave Casto Dave Casto	President (Principal Executive Officer)	February 14, 2014
/s/ Cheryl Scully Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
/s/ Michael E. Maroone Michael E. Maroone	Director	February 14, 2014
/s/ Jonathan P. Ferrando	Director	February 14, 2014

Jonathan P. Ferrando

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 14, 2014.

**DEALERSHIP REALTY CORPORATION**

By: /s/ Dave Casto  
 Dave Casto  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Dave Casto Dave Casto	President (Principal Executive Officer)	February 14, 2014
/s/ Cheryl Scully Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
/s/ Dave Casto Dave Casto	Director	February 14, 2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cerritos, State of California, on February 14, 2014.

**PRIME AUTO RESOURCES, INC.**

By: /s/ Lew Beshoff  
 Lew Beshoff  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Lew Beshoff	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Lew Beshoff		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on February 14, 2014.

**SMYTHE EUROPEAN, INC.**

By: /s/ William R. Berman  
 William R. Berman  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ William R. Berman	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
William R. Berman		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on February 14, 2014.

**STEVENS CREEK LUXURY IMPORTS, INC.**

By: /s/ Mark Akbar  
 Mark Akbar  
 President

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following person in the capacities and on the date indicated.

Signature	Title(s)	Date
/s/ Mark Akbar	President, Treasurer and Sole Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	February 14, 2014
Mark Akbar		



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<b>Exhibit No.</b>	<b>Document</b>
1.1	Form(s) of Underwriting Agreement*
4.1	Indenture, dated as of April 14, 2010, between AutoNation, Inc. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on April 15, 2010)
4.2	Third Amended and Restated Certificate of Incorporation of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 13, 1999)
4.3	Amended and Restated By-Laws of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on March 23, 2012)
4.4	Form of debt securities*
4.5	Form of guarantee*
4.6	Form of any certificate of designation, preferences and rights with respect to any preferred stock issued hereunder*
4.7	Form of any preferred stock certificate*
4.8	Form of warrant agreement*
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
5.2	Opinion of C. Coleman G. Edmunds, Senior Vice President, Deputy General Counsel and Assistant Secretary of the Company
12.1	Statement Regarding Computation of Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to the Company's Annual Report on Form 10-K filed with the SEC on February 13, 2014)
23.1	Consent of KPMG LLP
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
23.3	Consent of C. Coleman G. Edmunds (included in Exhibit 5.2)
24.1	Powers of Attorney (included on the signature pages of the Registration Statement)
25.1	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939 of Wells Fargo Bank, National Association

\* To be filed by amendment or incorporated by reference in connection with the offering of any securities, as appropriate.