WMZ MOTORS LP
Form 424B3
December 19, 2014
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Filed pursuant to Rule 424(b)(3)
File No. 333-200842

PROSPECTUS

Asbury Automotive Group, Inc.

Offer to Exchange up to $400,000,000

Aggregate Principal Amount of

Registered 6.0% Senior Subordinated Notes due 2024 and Related Guarantees

For

a Like Principal Amount of Outstanding

Restricted 6.0% Senior Subordinated Notes due 2024 and Related Guarantees

Issued in December 2014

On December 4, 2014, we issued $400.0 million aggregate principal amount of restricted 6.0% Senior Subordinated Notes due 2024 and related guarantees in a private placement exempt from the registration requirements under the Securities Act of 1933 (the Securities Act). We refer to these as the original notes.

We are offering to exchange a new issue of 6.0% Senior Subordinated Notes due 2024 (the exchange notes) and related guarantees for outstanding original notes and related guarantees. We sometimes refer to the original notes and the exchange notes in this prospectus together as the notes. The terms of the exchange notes are substantially identical to the terms of the original notes, except that the exchange notes will be issued in a transaction registered under the Securities Act, and the transfer restrictions and registration rights and related special interest provisions applicable to the original notes will not apply to the exchange notes. The original notes are, and the exchange notes will be, unconditionally guaranteed, jointly and severally on a senior subordinated basis, by all of our existing subsidiaries and all of our future domestic restricted subsidiaries, in each case with certain exceptions. The exchange notes will be exchanged for original notes in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof. We will not receive any proceeds from the issuance of exchange notes in the exchange offer.

You may withdraw tenders of original notes at any time prior to the expiration of the exchange offer.

The exchange offer expires at 9:00 a.m., New York City time, on January 21, 2015 (the 21st business day after the commencement of the exchange offer), unless extended, which we refer to as the expiration date.

We do not intend to list the exchange notes on any national securities exchange or to seek approval through any automated quotation system, and no active public market for the exchange notes is anticipated.

You should consider carefully the risk factors beginning on page 13 of this prospectus before deciding whether to participate in the exchange offer.

Neither the Securities and Exchange Commission (SEC) nor any state securities commission or other similar authority has approved these exchange notes or determined that this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

Each broker-dealer that receives exchange notes for its own account pursuant to the registered exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of exchange notes. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for original notes where the original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period ending on the earlier of (i) 90 days from the date on which the registration statement of which this prospectus forms a part is declared effective and (ii) the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities, we will make this prospectus available to any broker-dealer for use in connection with these resales. See Plan of Distribution.

The date of this prospectus is December 19, 2014

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This prospectus may only be used where it is legal to make the exchange offer and by a broker-dealer for resales of exchange notes acquired in the exchange offer where it is legal to do so.

Rather than repeat certain information in this prospectus that we have already included in reports filed with the Securities and Exchange Commission, this prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. We will provide this information to you at no charge upon written or oral request directed to: Asbury Automotive Group, Inc, 2905 Premiere Parkway NW, Suite 300, Duluth Georgia, 30097, Attention: Investor Relations, Telephone (770) 418-8200. In order to ensure timely delivery of the information, any request should be made no later than five business days before the expiration date of the exchange offer.

Except as otherwise indicated or as the context otherwise requires, all references in this prospectus to Asbury, the Company, we, us, or our refer to Asbury Automotive Group, Inc. and its subsidiaries.

Each broker-dealer that receives exchange notes for its own account pursuant to the registered exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of exchange notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for original notes where the original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period ending on the earlier of (i) 90 days from the date on which the registration statement of which this prospectus forms a part is declared effective and (ii) the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities, we will make this prospectus available to any broker-dealer for use in connection with these resales. See Plan of Distribution.

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STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain of the discussions and information included or incorporated by reference in this prospectus may constitute forward-looking statements within the meaning of the federal securities laws. Forward-looking statements are statements that are not historical in nature and may include statements relating to our goals, plans and projections regarding industry and general economic trends, our expected financial position, results of operations or market position and our business strategy. Such statements can generally be identified by words such as may, target, could, would, will, should, believe, expect, anticipate, plan, intend, foresee and other similar words or phra Forward-looking statements may also relate to our expectations and assumptions with respect to, among other things:

- our ability to execute our business strategy;
- the seasonally adjusted annual rate (SAAR) of new vehicle sales in the U.S.;
- our ability to further improve our operating cash flows, and the availability of capital and liquidity;
- our estimated future capital expenditures;
- the duration of the economic recovery process and its impact on our revenues and expenses;
- our parts and service revenue due to, among other things, improvements in manufacturing quality;
- the variable nature of significant components of our cost structure;
- our ability to limit our exposure to regional economic downturns due to our geographic diversity and brand mix;
- manufacturers willingness to continue to use incentive programs to drive demand for their product offerings;
- our ability to leverage our common systems, infrastructure and processes in a cost-efficient manner;
- our capital allocation strategy, including acquisitions and divestitures, stock repurchases and capital expenditures;
- the continued availability of financing, including floor plan financing for inventory;

- the ability of consumers to secure vehicle financing, including at favorable rates;
- the growth of mid-line import and luxury brands over the long-term;
- our ability to mitigate any future negative trends in new vehicle sales; and
- our ability to increase our net income as a result of the foregoing and other factors.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual future results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, but are not limited to:

- our ability to execute our balanced automotive retailing and service business strategy;
- the level of SAAR;
- changes in the mix, and total number, of vehicles we are able to sell;
- changes in general economic and business conditions, including changes in consumer confidence levels, interest rates, consumer credit availability and employment levels;
- changes in laws and regulations governing the operation of automobile franchises, including trade restrictions, consumer protections, accounting standards, taxation requirements and environmental laws;

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changes in the price of oil and gasoline;

the timing and extent of any manufacturer recalls;

our ability to generate sufficient cash flows, maintain our liquidity and obtain any necessary additional funds for working capital, capital expenditures, acquisitions, stock repurchases, debt maturity payments and other corporate purposes, if necessary or desirable;

our continued ability to comply with applicable covenants in various of our financing and lease agreements, or to obtain waivers of these covenants as necessary;

our relationships with, and the reputation and financial health and viability of, the vehicle manufacturers whose brands we sell, and their ability to design, manufacture, deliver and market their vehicles successfully;

significant disruptions in the production and delivery of vehicles and parts for any reason, including natural disasters, product recalls, work stoppages or other occurrences that are outside of our control;

adverse results from litigation or other similar proceedings involving us;

our relationships with, and the financial stability of, our lenders and lessors;

our ability to execute our initiatives and other strategies;

high levels of competition in our industry, which may create pricing and margin pressures on our products and services;

our ability to renew, and enter into new, framework and dealer agreements with vehicle manufacturers whose brands we sell, on terms acceptable to us;

our ability to attract and to retain key personnel;

our ability to leverage gains from our dealership portfolio; and

any disruptions in the financial markets, which may impact our ability to access capital.

Many of these factors are beyond our ability to control or predict, and their ultimate impact could be material. Moreover, the factors set forth under Item 1A entitled Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2013 and our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, which are incorporated by reference herein, as well as in other filings made from time to time with the SEC by us, should be read and considered as forward-looking statements subject to such uncertainties. Forward-looking statements speak only as of the date they are made, and we assume no obligation to update any forward-looking statement.

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WHERE YOU CAN FIND MORE INFORMATION ABOUT US

Asbury furnishes and files annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy materials that we have furnished to or filed with the SEC at the SEC s public reference room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public on the SEC s Internet website at http://www.sec.gov. Those filings are also available to the public on our corporate website at http://www.asburyauto.com. The information contained in our website is not part of or incorporated by reference into this prospectus.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

We incorporate by reference into this prospectus the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act), from the date of the initial registration statement and prior to the effectiveness of the registration statement, and thereafter until the expiration of the exchange offer. Any statement in a document incorporated by reference is an important part of this prospectus. Any statement in a document incorporated by reference into this prospectus will be deemed to be modified or superseded to the extent a statement contained in this prospectus or any subsequently filed document that is incorporated by reference into this prospectus modifies or supersedes such statement. Unless specifically stated to the contrary, none of the information that we disclose under Items 2.02 or 7.01 of any Current Report on Form 8-K that we have furnished, or may from time to time furnish, to the SEC is or will be incorporated by reference into, or otherwise included in, this prospectus.

We specifically incorporate by reference into this prospectus the documents listed below which have previously been filed with the SEC:

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the SEC on February 25, 2014;

Our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014, filed with the SEC on April 24, 2014;

Our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014, filed with the SEC on July 23, 2014;

Our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the SEC on October 22, 2014; and

Our current reports on Form 8-K filed with the SEC on February 5, 2014, April 21, 2014, April 23, 2014 (Item 5.02 only), June 2, 2014, October 23, 2014, November 19, 2014, November 19, 2014 (Item 8.01 only) and December 4, 2014.

The information related to us contained in this prospectus should be read together with the information contained in the documents incorporated by reference. We will provide without charge to each person to whom a copy of this prospectus is delivered, upon the written or oral request of any such person, a copy of any or all of the documents incorporated into this prospectus by reference, other than exhibits to those documents unless the exhibits are specifically incorporated by reference into those documents, or referred to in this prospectus. Requests should be directed to:

Asbury Automotive Group, Inc.

2905 Premiere Parkway NW, Suite 300

Duluth, Georgia 30097

Attn: Investor Relations

(770) 418-8200

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In order to receive timely delivery of any requested documents in advance of the expiration date of the exchange offer, you should make your request no later than five full business days before you must make a decision regarding the exchange offer.

INDUSTRY AND MARKET DATA

We obtained the industry, market and competitive position data included and incorporated by reference in this prospectus from our own internal estimates and research as well as from industry publications and research, surveys and studies conducted by third parties. Industry publications, studies and surveys generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe that each of these publications, studies and surveys is reliable, we have not independently verified industry, market and competitive position data from third-party sources. While we believe our internal business research is reliable and the market definitions are appropriate, neither such research nor these definitions have been verified by any independent source. Accordingly, investors should not place undue weight on the industry and market share data presented in this prospectus.

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SUMMARY

This summary highlights selected information included in or incorporated by reference into this prospectus. The following summary does not contain all of the information that you should consider before deciding whether to invest in the exchange notes and is qualified in its entirety by the more detailed information appearing elsewhere in the prospectus and the documents incorporated herein by reference. You should carefully read the entire prospectus, including the information incorporated by reference herein, and particularly the information in the Risk Factors section beginning on page 13 of this prospectus, and in the documents incorporated by reference herein, before making an investment decision. See Where You Can Find More Information About Us.

Our Company

We are one of the largest automotive retailers in the United States, operating 81 dealership locations (102 franchises) in 18 metropolitan markets within 10 states as of September 30, 2014. We offer an extensive range of automotive products and services, including new and used vehicles; vehicle maintenance, replacement parts and collision repair services; and financing, insurance and service contracts. As of September 30, 2014, we offered 29 domestic and foreign brands of new vehicles. Our current new vehicle revenue brand mix for the nine months ended September 30, 2014 was weighted 48% towards mid-line import, 38% towards luxury, and 14% towards domestic brands. We also operate 24 collision repair centers that serve customers in our local markets.

Our retail network is made up of the following locally-branded dealership groups:

- Coggin dealerships, operating primarily in Jacksonville, Fort Pierce and Orlando, Florida;
- Courtesy dealerships operating in Tampa, Florida;
- Crown dealerships operating in New Jersey, North Carolina, South Carolina and Virginia;
- Nalley dealerships operating in metropolitan Atlanta, Georgia;
- McDavid dealerships operating in Austin, Dallas and Houston, Texas;
- North Point dealerships operating in the Little Rock, Arkansas area;
- Plaza dealerships operating in metropolitan St. Louis, Missouri; and
- Gray-Daniels dealerships operating in the Jackson, Mississippi area.

In addition, we own and operate three stand-alone used vehicle stores under the Q auto brand name in Florida, including our store in Fort Myers that we opened in the fourth quarter of 2014. In the fourth quarter of 2014, we also acquired a new Ford dealership in Sandy Springs, Georgia that is expected to generate approximately $110 million in annualized revenues. We are currently party to an agreement to acquire one additional new vehicle store with approximately $140 million of annualized revenues, subject to manufacturer approvals and customary closing conditions.

Our operations provide a diverse revenue base that we believe mitigates the impact of fluctuating new vehicle sales volumes and our broad geographic footprint, as well as diversification among manufacturers, which decreases our exposure to regional economic downturns and manufacturer-specific risks such as warranty issues or production disruptions. While new vehicle sales generate the majority of our revenue, used vehicle retail sales, parts and service and finance and insurance provide significantly higher profit margins, and therefore account for the majority of our profitability and have been historically more stable throughout economic cycles.

New Vehicle Sales. For the nine months ended September 30, 2014, we sold 71,347 new vehicles through our dealership network. New vehicle revenue was approximately 55% of our total revenues and new vehicle gross profit was approximately 20% of our total gross profit for the nine months ended September 30, 2014.

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Used Vehicle Sales. We sell used vehicles at all of our dealership locations. For the nine months ended September 30, 2014, we retailed 56,968 used vehicles through our dealership network. Used vehicle retail revenue was approximately 30% of our total revenues and used vehicle retail gross profit was approximately 14% of our total gross profit for the nine months ended September 30, 2014.

Parts and Service. We sell replacement parts and provide vehicle maintenance and collision repair service at all of our franchised dealerships, primarily for the vehicle brands sold at those dealerships. In addition, as of September 30, 2014, we maintained 24 free-standing collision repair centers either on the premises of, or in close proximity to, our dealerships. Parts and service revenue accounted for approximately 11% of our total revenues and parts and service gross profit accounted for approximately 43% of our total gross profit for the nine months ended September 30, 2014.

Finance and Insurance. We arrange vehicle financing for our customers and sell a number of aftermarket products, such as insurance, warranty and service contracts. These finance and insurance (F&I) transactions result in commissions being paid to us by third party lenders and insurance providers. Our F&I revenue accounted for approximately 4% of our total revenues and F&I gross profit accounted for approximately 24% of our total gross profit for the nine months ended September 30, 2014.

Business Strategy

Drive Operational Excellence

Attract and retain the best talent

We believe that local management of dealership operations enables our retail network to provide market-specific responses to sales, customer service and inventory requirements. The general manager of each of our dealerships is responsible for the operations, personnel and financial performance of that dealership as well as other day-to-day operations. We believe our general managers familiarity with their respective markets enables them to effectively run day-to-day operations, market to customers and recruit new employees. The general manager of each dealership is supported, in most cases, by a new vehicle sales manager, a used vehicle sales manager, an F&I manager, and a parts and service manager. Our dealership management teams typically have many years of experience in the automotive retail industry. This management structure is complemented by support from our market-based management teams and the corporate office, which we refer to as the Dealership Support Center (DSC), through centralized technology and processes as well as financial oversight.

Implement best practices and improve productivity

While new vehicle sales are critical to drawing customers to our dealerships, parts and service, used vehicle retail sales and F&I generally provide significantly higher profit margins and account for the majority of our profitability. In order to maximize the growth of these higher margin businesses, we have discipline-specific executives at the DSC, market and dealership levels who focus on increasing the penetration of current services and expanding the breadth of our offerings to customers through the implementation of best practices and continuous training on our technology throughout our dealership network. For example, we have successfully grown our used vehicle retail unit sales through the implementation of our Asbury 1-2-1 program, which involves the adoption of a used vehicle process that starts at the appraisal of potential trade-in vehicles and ends with the goal of profitably retailing more of our trade-in vehicles that we would have historically sent to the wholesale market. This program also includes the improved utilization of our technology to optimize our used vehicle inventory. In addition to the benefits of selling more used vehicles, the Asbury 1-2-1 program also provides a benefit to our parts and service business through increased reconditioning work.

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We continually focus on opportunities to improve our cost structure at our dealerships. We are constantly evaluating our expenses, and believe we are well positioned to manage our costs in the future by:

continuing to centralize our financial and processing systems;

deploying information technology and best practices across our dealership network;

further capitalizing on our scale through negotiating contracts with certain of our vendors on a national basis; and

maintaining a performance-based compensation structure.

In order to mitigate the impact of significant fluctuations in vehicle sales, we tie management and employee compensation at various operational levels to performance through incentive-based pay systems based on various metrics. For example, a portion of management s stock-based compensation is based on overall performance criteria relative to our peer group, including profitability growth, productivity improvement and return on invested capital measures. We also compensate our general managers, department managers and sales and other dealership personnel with incentive pay, based on metrics such as dealership profitability, departmental profitability and individual performance, as appropriate.

Provide an exceptional customer experience

We are focused on providing a high level of customer service and have designed our dealerships services to meet the needs of an increasingly sophisticated and demanding automotive consumer. We endeavor to establish relationships that we believe will result in both repeat business and additional business through customer referrals. Furthermore, we provide our dealership managers with appropriate incentives to employ efficient selling approaches, engage in extensive follow-up to develop long-term relationships with customers and extensively train our sales and service staff to meet customer needs.

We continually evaluate opportunities, and implement appropriate new technologies, to improve the buying experience for our customers, and believe that our ability to share best practices across our dealership network gives us an advantage over independently owned dealerships. For example, we have implemented a common customer relations management tool in all of our dealerships to facilitate communications with customers before, during and after the sale. Additionally, we have a trained team that continually monitors the online reputation of each of our dealerships and optimizes our web presence and online lead management. We continue to invest in technologies designed to improve our sales process and employee productivity, all with the goal of improving the customer experience.

In addition, our higher margin parts and service operations are an integral part of our overall approach to customer service, providing an opportunity to foster ongoing relationships and improve customer loyalty. We continue to train our technicians and service advisors on processes and technologies to both educate our customers on their service needs and alternatives and ensure that our customers continue to receive excellent service. We also evaluate and implement programs, such as our national tire program and our clear advantage windshield wiper program, to draw customers into our service lanes and enhance our customer retention.

Centralize, streamline and automate processes

Our DSC management is responsible for our capital expenditure and operating strategy while the implementation of our operating strategy rests with our market-based management teams and each dealership management team based on the policies and procedures established by DSC management. DSC management and our market-based management teams continuously evaluate the financial and operating results of our dealerships, as well as each dealership s geographical location, and from time to time, make decisions to evaluate new technologies and/or processes to further refine our operational processes.

As part of our investment in our IT systems, we have deployed a common dealer management system (DMS). We believe a single DMS provides the foundation for future efficiencies and creates a more efficient retail operation.

We consolidate financial, accounting and operational data received from our dealerships through customized financial products. Our IT approach enables us to integrate and aggregate information from our dealerships. Through the combination of a common DMS and our corporate financial products, management has access to the financial, accounting and operational data at various levels of the organization. In addition, we are in the process of centralizing business processes throughout our organization which we expect will deliver future cost synergies.

Deploy Capital to Highest Returns

We continuously evaluate our investment opportunities based upon (i) our cash and cash equivalents on hand, (ii) the funds that we expect to generate through future operations, (iii) current and expected borrowing availability under our credit facilities and mortgage financings, (iv) amounts in our new vehicle floor plan notes payable offset accounts and (v) the potential impact of any contemplated or pending future transactions, including, but not limited to, financings, acquisitions, dispositions or other capital expenditures.

Seek opportunities to further invest in our business and technologies; acquire real estate currently being operated under lease agreements

We continuously evaluate our existing dealership network and seek to make strategic investments which will increase the capacity of our dealerships and improve the customer experience. In addition, we continue to execute on our strategy of selectively acquiring our leased properties where financing rates make it attractive to be an owner and provide us a further source of capital to reinvest in our business.

Evaluate opportunities to refine our dealership portfolio, including acquiring value added operating assets and dealerships

We continuously evaluate the financial and operating results of our dealerships, as well as each dealership s geographical location and, based on various financial and strategic rationales, may make decisions to dispose of dealerships to refine our dealership portfolio. We also evaluate dealership acquisition opportunities based on market position and geography, brand representation and availability, key personnel and other factors. We believe our financial position, information technology systems, management structure and experience positions us to efficiently and opportunistically complete, integrate and benefit from dealership acquisitions.

Maximize opportunities in used vehicle market through investments in our Q auto stand-alone used vehicle stores

We believe the used vehicle market is changing rapidly and presents a significant opportunity for profitability through technology-driven, customer focused stand-alone used vehicle stores. We currently own and operate three stand-alone used vehicle stores under the Q auto brand name in Florida, including our store in Fort Myers that we opened in the fourth quarter of 2014. We expect to open additional stores in markets where we currently have locations subject to market conditions. Our Q auto stores are designed to market used vehicles to a new generation of buyers seeking a different car buying experience. We intend to focus our Q auto marketing efforts on a web based strategy designed to capitalize on transparency and a one-price sales process.

Return capital to stockholders through our ongoing share repurchase program

Our capital allocation decisions are primarily based on our desire to maintain sufficient liquidity and a prudent capital structure. We believe our cash position and borrowing capacity combined with our current and

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expected future cash generation capability provide us with significant financial flexibility to enhance shareholder value. In addition to investing in our core business model and growth initiatives, we will continue our commitment to prudent shareholder value-enhancing strategies, such as repurchases of our common stock.

On December 4, 2014, we entered into an amendment to our Restated Credit Agreement (as defined under Description of Other Indebtedness). This amendment revised the covenant restricting our ability to make certain restricted payments, including payments to repurchase additional shares of our common stock, among other things, to generally be consistent with the covenant governing such payments as contained in the indenture governing the notes.

Tender Offer for 8.375% Notes

Concurrently with the offering of the original notes, we commenced a tender offer and consent solicitation (the Tender Offer) for our 8.375% Senior Subordinated Notes due 2020 (the 8.375% Notes). The Tender Offer is scheduled to expire on December 19, 2014, unless extended by us. On December 3, 2014, the consent payment deadline under the Tender Offer expired, and on December 4, 2014, we accepted for payment, and paid for, all of the $234,199,000 in aggregate principal amount of 8.375% Notes validly tendered and not withdrawn prior to that deadline. This amount reflects the tender offer consideration of $1,084.29 per $1,000 aggregate principal amount tendered as well as a consent payment of $30.00 per $1,000 aggregate principal amount of 8.375% Notes tendered. Holders of 8.375% Notes who tender and do not withdraw their 8.375% Notes after the consent payment deadline but before the expiration of the Tender Offer will be entitled to receive the tender offer consideration but not the consent payment. We have issued a notice of redemption relating to any 8.375% Notes that remain outstanding after the expiration of the Tender Offer on December 18, 2014. We intend to complete the redemption on December 26, 2014, at a redemption price equal to 100% of the principal amount thereof plus an applicable premium calculated in accordance with the indenture governing the 8.375% Notes.

Corporate Information

Our principal executive offices are located at 2905 Premiere Parkway, NW, Suite 300, Duluth, Georgia. Our telephone number is (770) 418-8200. Our website address is http://www.asburyauto.com. Information contained on our web site or that can be accessed through our web site is not a part of, nor is it incorporated by reference into, this prospectus.

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The Exchange Offer

The following is a brief summary of the principal terms of the exchange offer. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more complete description of the terms of the exchange offer, see The Exchange Offer.

The Exchange Offer	We are offering to exchange up to $400,000,000 aggregate principal amount of our registered 6.0% Senior Subordinated Notes due 2024 (the exchange notes) and related guarantees for an equal principal amount of our outstanding restricted 6.0% Senior Subordinated Notes due 2024 (the original notes) and related guarantees that were issued in December 2014. The terms of the exchange notes are identical in all material respects to those of the original notes, except that the exchange notes will be issued in a transaction registered under the Securities Act, and the transfer restrictions, registration rights and related special interest provisions relating to the original notes will not apply to the exchange notes. The exchange notes will be of the same class as the outstanding original notes. Holders of original notes do not have any appraisal or dissenters rights in connection with the exchange offer.
Purpose of the Exchange Offer	The exchange notes and related guarantees are being offered to satisfy our obligations under the registration rights agreement entered into at the time we issued and sold the original notes and related guarantees.
Expiration Date; Withdrawal of Tenders; Return of Original Notes Not Accepted for Exchange	The exchange offer will expire at 9:00 a.m., New York City time, on January 21, 2015 (the 21st business day after the commencement of the exchange offer), or on a later date and time to which we extend it (the expiration date). Tenders of original notes in the exchange offer may be withdrawn at any time prior to the expiration date. Promptly following the expiration date, we will exchange the exchange notes for validly tendered original notes. Any original notes that are not accepted for exchange for any reason will be returned without expense to the tendering holder promptly after the expiration or termination of the exchange offer.
Procedures for Tendering Original Notes	All of the original notes were issued in book-entry form, and all of the original notes are currently represented by global certificates registered in the name of Cede & Co., the nominee of The Depository Trust Company (DTC). Each holder of original notes wishing to participate in the exchange offer must follow procedures of the DTC s Automated Tender Offer Program (ATOP), subject to the terms and procedures of that program. The ATOP procedures require that the exchange agent receive, prior to the expiration date, a computer-generated message

known as an agent s message that is transmitted through ATOP and that DTC confirm that:

DTC has received instructions to exchange your original notes; and

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	you agree to be bound by the terms of the letter of transmittal.
	See The Exchange Offer Procedures for Tendering Original Notes.
Conditions to the Exchange Offer	The exchange offer is not conditioned upon any minimum aggregate principal amount of original notes being tendered for exchange. The exchange offer is subject to customary conditions, which may be waived by us in our discretion. We currently expect that all of the conditions will be satisfied and that no waivers will be necessary.
Exchange Agent	U.S. Bank National Association.
U.S. Federal Income Tax Consequences	Your exchange of an original note for an exchange note will not constitute a taxable exchange. The exchange will not result in taxable income, gain or loss being recognized by you or by us. Immediately after the exchange, you will have the same adjusted basis and holding period in each exchange note received as you had immediately prior to the exchange in the corresponding original note surrendered. See Material U.S. Federal Income Tax Consequences.
Risk Factors	You should consider carefully the risk factors beginning on page 13 of this prospectus, and the risk factors incorporated by reference into this prospectus, before deciding whether to participate in the exchange offer.

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The Exchange Notes

The following is a brief summary of the principal terms of the exchange notes. The terms of the exchange notes are identical in all material aspects to those of the original notes, except for the transfer restrictions and registration rights and related special interest provisions relating to the original notes do not apply to the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more complete description of the terms of the exchange notes, see Description of the Notes.

Issuer	Asbury Automotive Group, Inc.
Notes Offered	$400.0 million principal amount of 6.0% Senior Subordinated Notes due 2024. The exchange notes offered hereby will be of the same class as the original notes.
Maturity	December 15, 2024.
Interest	6.0% per annum, payable semi-annually in cash in arrears on June 15 and December 15 of each year commencing on June 15, 2015. Interest on the exchange notes will accrue from and including December 4, 2014.
Guarantors	The exchange notes will be unconditionally guaranteed, jointly and severally, on a senior subordinated basis by all of our existing subsidiaries and all of our future domestic restricted subsidiaries, with certain exceptions.
Ranking	The exchange notes and the guarantees will be our general unsecured senior subordinated obligations. Accordingly, they will rank:

- subordinated in right of payment to all of our and the guarantors existing and future senior indebtedness, whether or not secured (including borrowings under our Senior Credit Facility and our Real Estate Credit Agreement (each as defined under Description of Other Indebtedness) and our mortgages and other floor plan financing facilities);

- *pari passu* in right of payment with all of our and the guarantors existing and future senior subordinated indebtedness;

senior to any of our and the guarantors existing and future indebtedness that expressly provides that it is subordinated to the notes and the guarantees; and

structurally subordinate to all existing and future liabilities, including trade payables, of any non-guarantor subsidiaries, to the extent of the assets of those subsidiaries.

As of September 30, 2014, after giving effect to the offering of original notes and the application of the proceeds thereof, we and our consolidated subsidiaries would have had $293.6 million of secured indebtedness (excluding net floor plan notes payable of $557.1 million) and $400.0 million of unsecured senior subordinated indebtedness outstanding. In addition, as of such date, no amounts

	were outstanding under the Revolving Credit Facility (as defined under Description of Other Indebtedness) component of our Senior Credit Facility, which provides for aggregate borrowings of up to $175.0 million, subject to a borrowing base.
Change of Control and Asset Sales	If we experience specific kinds of changes of control, we will be required to make an offer to purchase the exchange notes at a purchase price of 101% of the principal amount thereof, plus accrued and unpaid interest to the purchase date. If we sell certain assets, we will be required under certain circumstances to make an offer to purchase a portion of the exchange notes at a purchase price of 100% of the principal amount thereof, plus accrued and unpaid interest to the purchase date. See Description of the Notes Repurchase at the Option of Holders Change of Control and Description of the Notes Repurchase at the Option of Holders Asset Sales.
Optional Redemption	Any time prior to December 15, 2017, we may, at our option, use the net proceeds of one or more equity offerings to redeem up to 35% of the aggregate principal amount of exchange notes at a redemption price of 106.0% of their principal amount, plus accrued and unpaid interest, if any, to the redemption date.
	At any time prior to December 15, 2019, we may, at our option, redeem all or a portion of the exchange notes in cash at a price equal to 100% of their principal amount plus the applicable premium described under Description of the Notes Optional Redemption, plus accrued and unpaid interest, if any, to the redemption date.
	On or after December 15, 2019, we may, at our option, redeem all or a portion of the exchange notes in cash at the redemption prices described under Description of the Notes Optional Redemption, plus accrued and unpaid interest, if any, to the redemption date.
Covenants	The indenture governing the exchange notes will contain certain covenants that will restrict our ability, and the ability of our restricted subsidiaries, to, among other things:
	incur indebtedness or issue preferred shares of restricted subsidiaries;
	pay dividends and make certain distributions, investments and other restricted payments;

- create certain liens;
- sell assets;
- enter into transactions with affiliates;
- limit the ability of restricted subsidiaries to make payments to us;
- merge, consolidate, sell or otherwise dispose of all or substantially all of our assets; and
- designate our subsidiaries as unrestricted subsidiaries.

	These covenants are subject to important exceptions and qualifications described under Description of the Notes.
	If at any time the credit rating of the exchange notes, as determined by Standard & Poor s Rating Services and Moody s Investors Service, Inc., equals or exceeds both BBB- and Baa3, respectively, or any equivalent replacement ratings, and no default or event of default exists under the indenture that will govern the exchange notes, then these restrictions, other than the limitations on our ability to incur liens and consolidate, merge or sell all or substantially all of our assets, will cease to apply to the exchange notes. Any covenants that should cease to apply to the exchange notes as a result of achieving such a rating will later be reinstated if the credit rating of the exchange notes later falls below one or both of these ratings.
No Prior Market	There is no public trading market for the exchange notes, and we do not intend to apply for listing of the exchange notes on any national securities exchange or for quotation of the notes on any automated dealer quotation system. See Risk Factors We cannot assure you that an active trading market will develop for the exchange notes.
Use of Proceeds	We will not receive any cash proceeds from the issuance of the exchange notes. See Use of Proceeds.
Trustee	U.S. Bank National Association.
Risk Factors	You should carefully consider the information set forth in the section of this prospectus entitled Risk Factors as well as the other information included in or incorporated by reference into this prospectus before deciding whether to exchange your original notes for exchange notes.

Summary Historical Consolidated Financial Information

The summary below presents certain historical consolidated financial information and should be read in conjunction with the consolidated financial statements and related notes incorporated by reference in this prospectus. The summary historical income statement and other data for the years ended December 31, 2013, 2012 and 2011 and balance sheet data as of December 31, 2013 and 2012 should be read in conjunction with our audited financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2013, which are incorporated by reference herein. The historical balance sheet data as of December 31, 2011 is derived from our audited financial statements and related notes, and the historical balance sheet data as of September 30, 2013 is derived from our unaudited financial statements and related notes, in each case, which are not incorporated by reference herein. The historical income statement and other data for the nine months ended September 30, 2014 and September 30, 2013, and the balance sheet data as of September 30, 2014, are derived from our unaudited financial statements and related notes included in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, which are incorporated by reference herein. The results of operations for the nine months ended, and our financial position as of, September 30, 2014 and September 30, 2013 are not necessarily indicative of the operating results or financial position to be expected as of or for the entire year or any future period.

	For the Nine Months Ended September 30,		For the Years Ended December 31,		
	2014	2013(1)	2013(1)	2012(1)	2011(1)
	(dollars in millions, except per share data)				
Income Statement Data:					
Revenues					
New vehicle	$ 2,378.8	$ 2,167.9	$ 2,952.2	$ 2,608.3	$ 2,240.2
Used vehicle	1,319.2	1,183.5	1,564.2	1,301.6	1,208.6
Parts and service	495.9	455.5	611.6	565.3	555.6
Finance and insurance, net	170.8	154.1	206.9	166.6	137.0
Total revenues	4,364.7	3,961.0	5,334.9	4,641.8	4,141.4
Cost of sales	3,642.1	3,307.1	4,457.4	3,876.8	3,441.1
Gross profit	722.6	653.9	877.5	765.0	700.3
Selling, general and administrative expense	500.5	460.8	619.3	556.1	531.6
Depreciation and amortization	19.4	18.0	24.3	22.6	22.5
Other operating expense, net	0.2				