

CHESROWN CHEVROLET LLC
Form S-3ASR
February 18, 2016
Table of Contents

As Filed with the Securities and Exchange Commission on February 18, 2016

Registration No. 333-

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AutoNation, Inc.

(Exact name of registrant as specified in its charter)

SEE TABLE OF ADDITIONAL REGISTRANTS

Delaware

73-1105145
(IRS Employer)

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

(State or Other Jurisdiction of
Incorporation or Organization)

Identification Number)

200 SW 1st Ave

Fort Lauderdale, FL 33301

(954) 769-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Jonathan P. Ferrando

Executive Vice President General Counsel, Corporate Development and Human Resources

200 SW 1st Ave

Fort Lauderdale, FL 33301

(954) 769-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional class of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Unit(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee(1) |
|---|-----------------------------------|--|---|--------------------------------------|
| Common Stock, \$0.01 par value | | | | |
| Preferred Stock, \$0.01 par value | | | | |
| Debt Securities | | | | |
| Warrants | | | | |
| Subscription Rights | | | | |
| Depositary Shares | | | | |
| Stock Purchase Contracts | | | | |
| Units(2) | | | | |
| Guarantees of Debt Securities(3) | | | | |

- (1) Omitted pursuant to Form S-3 General Instruction II.E. An indeterminate aggregate initial offering price, principal amount or number of the securities of each identified class is being registered as may from time to time be issued at indeterminate prices or upon conversion, exchange or exercise of securities registered hereunder to the extent any such securities are, by their terms, convertible into, or exchangeable or exercisable for, such securities. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities. In accordance with Rule 456(b) and Rule 457(r), the Registrant is deferring payment of the registration fee.
- (2) Any securities registered hereunder may be sold separately or as units with other securities registered hereunder.
- (3) Guarantees of the debt securities may be issued by subsidiaries of AutoNation, Inc. that are listed on the following page under the caption Table of Additional Registrants. Pursuant to Rule 457(n), no separate registration fee is payable in respect of the registration of the guarantees.

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS**

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|--|---|---|--|---|---|
| 7 ROD REAL ESTATE NORTH, A Limited Liability Company | Wyoming | 84-1167321 | AN MOTORS OF DALLAS, INC. | Delaware | 26-1769977 |
| 7 ROD REAL ESTATE SOUTH, A Limited Liability Company | Wyoming | 84-1167320 | AN MOTORS OF DELRAY BEACH, INC. | Delaware | 20-1405067 |
| Abraham Chevrolet-Miami, Inc. | Delaware | 65-0802822 | AN Motors of Memphis, Inc. | Tennessee | 62-1038471 |
| Abraham Chevrolet-Tampa, Inc. | Delaware | 65-0802820 | AN MOTORS OF SCOTTSDALE, LLC | Delaware | 52-2102864 |
| ACER Fiduciary, Inc. | Delaware | 65-0945065 | AN Pontiac GMC Houston North GP, LLC | Delaware | 16-1641915 |
| HVM IMPORTS, LLC f/k/a AL MAROONE FORD, LLC | Delaware | 65-0944227 | AN Pontiac GMC Houston North, LP | Texas | 13-4214055 |
| Albert Berry Motors, Inc. | Texas | 74-1487498 | AN Seattle Motors, Inc. | Delaware | 91-1197824 |
| Allison Bavarian | California | 94-2707588 | AN SUBARU MOTORS, INC. | Delaware | 20-5685964 |
| ALLISON BAVARIAN HOLDING, LLC | Delaware | 20-5224408 | AN T. Imports of Atlanta, LLC | Delaware | 47-0922628 |
| ALL-STATE RENT A CAR, INC. | Nevada | 88-0143152 | AN Texas Region Management, Ltd. | Texas | 02-0654987 |
| American Way Motors, Inc. | Tennessee | 62-1333714 | AN Tucson Imports, LLC | Delaware | 52-2102866 |
| AN CADILLAC OF WPB, LLC | Delaware | 35-2234609 | AN Valencia Auto Imports, Inc. | Delaware | 35-2437399 |
| AN Central Region Management, LLC | Delaware | 01-0756957 | AN West Central Region Management, LLC | Delaware | 02-0654986 |
| AN Chevrolet - Arrowhead, Inc. | Delaware | 91-1933520 | AN Western Region | Delaware | 01-0756952 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | | | | |
|--|----------|------------|--|------------|------------|
| AN CJ VALENCIA, INC. | Delaware | 20-2859034 | Management, LLC AN/CF Acquisition Corp. | Delaware | 65-0927849 |
| AN COLLISION CENTER OF ADDISON, INC. | Delaware | 75-1053127 | AN/GMF, Inc. | Delaware | 36-3087611 |
| AN Collision Center of Las Vegas, Inc. | Nevada | 88-0168433 | AN/KPBG Motors, Inc. | Washington | 91-1739519 |
| AN COLLISION CENTER OF NORTH HOUSTON, INC. | Delaware | 26-3118395 | AN/MF Acquisition Corp. | Delaware | 65-0961375 |
| AN Collision Center of Tempe, Inc. | Delaware | 86-0928952 | AN/MNI Acquisition Corp. | Delaware | 65-1024377 |
| AN CORPORATE MANAGEMENT PAYROLL CORP. | Delaware | 26-3725783 | AN/PF Acquisition Corp. | Delaware | 65-0927848 |
| AN Motors on South Padre, LP f/k/a AN Corpus Christi Chevrolet, LP | Texas | 32-0031564 | Anderson Chevrolet | California | 94-1503305 |
| AN Corpus Christi GP, LLC | Delaware | 32-0031563 | Anderson Chevrolet Los Gatos, Inc. | California | 77-0262368 |
| AN Corpus Christi Imports Adv. GP, LLC | Delaware | 90-0080282 | Anderson Cupertino, Inc. | California | 65-0770033 |
| AN Corpus Christi Imports Adv., LP | Texas | 90-0080295 | Appleway Chevrolet, Inc. | Washington | 91-0538143 |
| AN Corpus Christi Imports GP, LLC | Delaware | 27-0041420 | Auto Ad Agency, Inc. | Maryland | 52-1295158 |
| AN Corpus Christi Imports II GP, LLC | Delaware | 27-0041425 | AUTO CAR HOLDING, LLC | Delaware | 20-5225856 |
| AN Corpus Christi Imports II, LP | Texas | 32-0031566 | Auto Car, Inc. | California | 68-0129623 |
| AN Corpus Christi Imports, LP | Texas | 32-0031567 | Auto Company VI, Inc. | Delaware | 45-4496998 |
| AN CORPUS CHRISTI MOTORS, INC. | Delaware | 20-5547917 | Auto Company VII, Inc. | Delaware | 45-4497100 |
| AN Corpus Christi T. Imports GP, LLC | Delaware | 27-0041422 | Auto Company VIII, Inc. | Delaware | 45-4497147 |
| AN Corpus Christi T. Imports, LP | Texas | 13-4214051 | Auto Company IX, Inc. | Delaware | 45-4497193 |
| AN County Line Ford, Inc. | Texas | 75-1687008 | NY Luxury Motors of Mt. Kisco, Inc. f/k/a | Delaware | 45-4497466 |
| AN Dealership Holding Corp. | Florida | 65-0608572 | Auto Company X, Inc. | | |
| | Delaware | 57-1174466 | Auto Company XI, Inc. | Delaware | 45-4497510 |
| | | | | Delaware | 45-4497553 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | | | | |
|---|----------|------------|--|----------|------------|
| AN F. Imports of Atlanta, LLC | | | Auto Company XII, Inc. | | |
| AN F. Imports of Hawthorne Holding, LLC | Delaware | 65-0944669 | Auto Company XIII, Inc. | Delaware | 45-4497721 |
| AN F. Imports of Hawthorne, LLC | Delaware | 65-1040982 | Auto Company XIV, Inc. | Delaware | 45-4497604 |
| AN F. Imports of North Denver, LLC | Delaware | 52-2124965 | AN Collision Center FTL South, Inc. f/k/a | Delaware | 46-4538029 |
| | | | Auto Company XVI, Inc. | | |
| AN F. Imports of North Phoenix, Inc. | Delaware | 86-0928953 | Auto Company XVII, Inc. | Delaware | 46-4541217 |
| AN F. Imports of Roseville Holding, LLC | Delaware | 20-5226908 | NY LNR Luxury Imports, Inc f/k/a | Delaware | 46-4541298 |
| | | | Auto Company XVIII, Inc. | | |
| AN F. Imports of Roseville, Inc. | Delaware | 76-0489587 | Auto Company XIX, Inc. | Delaware | 46-4541407 |
| RENTON H IMPORTS, INC. f/k/a | Delaware | 84-1491657 | NY Mt. Kisco Luxury Imports, Inc. f/k/a | Delaware | 46-4541484 |
| AN F. Imports of Seattle, Inc. | | | AutoNation Direct Nevada, Inc. f/k/a | | |
| | | | Auto Company XX, Inc. | | |
| HVA IMPORTS, LLC f/k/a AN F. Imports of Sterling, LLC | Delaware | 52-2135875 | Auto Company XXI, Inc. | Delaware | 46-4541577 |
| AN Florida Region Management, LLC | Delaware | 52-2135867 | Auto Company XXII, Inc. | Delaware | 46-4541640 |
| AN Fort Myers Imports, LLC | Delaware | 65-0944636 | Auto Company XXIII, Inc. | Delaware | 46-4541717 |
| AN Fremont Luxury Imports, Inc. | Delaware | 86-0928954 | NY White Plains Luxury Imports, Inc. f/k/a | Delaware | 46-4541840 |
| | | | Auto Company XXIV, Inc. | | |
| AN H. Imports of Atlanta, LLC | Delaware | 35-2229690 | Auto Company XXV, Inc. | Delaware | 46-4541976 |
| AN IMPORTS OF FT. LAUDERDALE, INC. | Delaware | 20-5147883 | Auto Company XXVI, Inc. | Delaware | 46-4542058 |
| AN Imports of Seattle, Inc. | Delaware | 65-0978211 | Auto Company XXVII, Inc. | Delaware | 46-4542110 |
| | Delaware | 26-4461138 | | Delaware | 46-4542327 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | | | | |
|---|----------|------------|----------------------------|----------|------------|
| AN IMPORTS OF SPOKANE, INC. | | | Auto Company XXVIII, Inc. | | |
| AN Imports of Stevens Creek Holding, LLC. | Delaware | 20-5226306 | Auto Company XXIX, Inc. | Delaware | 46-4551856 |
| AN Imports of Stevens Creek Inc. | Delaware | 52-2119516 | Auto Company XXX, Inc. | Delaware | 46-4551989 |
| AN Imports on Weston Road, Inc. | Florida | 59-1968718 | Auto Company XXXI, Inc. | Delaware | 46-4552034 |
| AN LUXURY IMPORTS GP, LLC | Delaware | 90-0121570 | Auto Company XXXII, Inc. | Delaware | 46-4552448 |
| AN LUXURY IMPORTS HOLDING, LLC | Delaware | 20-5682480 | Auto Company XXXIII, Inc. | Delaware | 46-4552813 |
| AN Luxury Imports of Coconut Creek, Inc. | Delaware | 86-0928950 | Auto Company XXXIV, Inc. | Delaware | 46-4552876 |
| AN Luxury Imports of Marietta, LLC | Delaware | 65-0964278 | Auto Company XXXV, Inc. | Delaware | 46-4552919 |
| AN LUXURY IMPORTS OF PALM BEACH, INC. | Delaware | 20-8671889 | Auto Company XXXVI, Inc. | Delaware | 46-4552973 |
| AN LUXURY IMPORTS OF PEMBROKE PINES, INC. | Delaware | 22-3869449 | Auto Company XXXVII, Inc. | Delaware | 46-4553033 |
| AN Luxury Imports of Phoenix, Inc. | Delaware | 26-4461301 | Auto Company XXXVIII, Inc. | Delaware | 46-4553097 |
| AN LUXURY IMPORTS OF SAN DIEGO, INC. | Delaware | 20-5682367 | Auto Company XXXIX, Inc. | Delaware | 46-4553176 |
| AN Luxury Imports of Sanford, LLC | Delaware | 65-0952134 | Auto Company XL, | Delaware | 46-4564206 |
| AN Luxury Imports of Sarasota, Inc. | Delaware | 20-0551681 | Auto Company XLI, Inc. | Delaware | 46-4564729 |
| AN LUXURY IMPORTS OF SPOKANE, INC. | Delaware | 27-1210937 | Auto Company XLII, Inc. | Delaware | 46-4564833 |
| AN Luxury Imports of Tucson, Inc. | Delaware | 26-1182858 | Auto Company XLIII, Inc. | Delaware | 46-4565019 |
| AN Luxury Imports, Ltd. | Texas | 90-0121575 | Auto Company XLIV, Inc. | Delaware | 46-4565133 |
| AN Motors of Brooksville, Inc. | Florida | 59-2690846 | Auto Company XLV, Inc. | Delaware | 46-4565251 |
| | | | Auto Dealership III, LLC | Delaware | 45-4503383 |
| | | | Auto Dealership IV, LLC | Delaware | 45-4503422 |
| | | | Auto Dealership V, LLC | Delaware | 45-4503462 |
| | | | Auto Dealership VI, LLC | Delaware | 45-4503772 |
| | | | | Delaware | 45-4503837 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | |
|------------------------------|----------|------------|
| Auto Dealership VII, LLC | | |
| Auto Dealership VIII, LLC | Delaware | 45-4503899 |
| Auto Dealership IX, LLC | Delaware | 45-4503953 |

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS (CONTINUED)**

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|--|---|---|--|---|---|
| Auto Dealership X, LLC | Delaware | 45-4504002 | Body Shop Holding Corp. | Delaware | 52-2124065 |
| AL F-L Motors, LLC f/k/a Auto Dealership XI, LLC | Delaware | 45-4504161 | BOSC Automotive Realty, Inc. | Delaware | 38-3262849 |
| TN CDJR Motors, LLC f/k/a Auto Dealership XII, LLC | Delaware | 45-4504914 | Brown & Brown Chevrolet - Superstition Springs, LLC | Arizona | 86-0904747 |
| TN F Imports, LLC f/k/a Auto Dealership XIII, LLC | Delaware | 45-4504984 | Brown & Brown Chevrolet, Inc. | Arizona | 86-0128003 |
| GA CDJR Motors, LLC f/k/a Auto Dealership XIV, LLC | Delaware | 45-4505030 | Brown & Brown Nissan Mesa, L.L.C. | Arizona | 86-0795376 |
| GA H Imports, LLC f/k/a Auto Dealership XV, LLC | Delaware | 45-4505078 | Brown & Brown Nissan, Inc. | Arizona | 86-0677220 |
| GA HY Imports, LLC f/k/a Auto Dealership XVI, LLC | Delaware | 46-4537858 | BUICK MART LIMITED PARTNERSHIP | Georgia | 88-0377744 |
| GA Columbus Imports, LLC f/k/a Auto Dealership XVII, LLC | Delaware | 46-4553266 | BULL MOTORS, LLC | Delaware | 65-0944614 |
| GA F Imports, LLC f/k/a Auto Dealership XVIII, LLC | Delaware | 46-4571435 | C. Garrett, Inc. | Colorado | 84-1264053 |
| AL Fort Payne Motors, LLC f/k/a Auto Dealership XIX, LLC | Delaware | 46-4582474 | CARLISLE MOTORS, LLC | Delaware | 65-0944616 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | | | | |
|--------------------------------------|------------|------------|--|------------|------------|
| Auto Dealership XX, LLC | Delaware | 46-4598610 | CARWELL HOLDING, LLC | Delaware | 20-5224795 |
| Auto Dealership XXI, LLC | Delaware | 46-4611681 | CARWELL, LLC | Delaware | 65-0944617 |
| Auto Dealership XXII, LLC | Delaware | 46-4640265 | Centennial Automotive, LLC | Delaware | 65-0944626 |
| Auto Dealership XXIII, LLC | Delaware | 46-4657168 | CERRITOS BODY WORKS HOLDING, LLC | Delaware | 20-5225440 |
| Auto Dealership XXIV, LLC | Delaware | 46-4667987 | Cerritos Body Works, Inc. | California | 33-0374316 |
| Auto Dealership XXV, LLC | Delaware | 46-4705830 | CHAMPION CHEVROLET HOLDING, LLC | Delaware | 20-5224897 |
| Auto Dealership XXVI, LLC | Delaware | 46-4733662 | CHAMPION CHEVROLET, LLC | Delaware | 65-0944618 |
| Auto Dealership XXVII, LLC | Delaware | 46-4756234 | Champion Ford, Inc. | Texas | 76-0171196 |
| Auto Dealership XXVIII, LLC | Delaware | 46-4800106 | Charlie Hillard, Inc. | Texas | 75-0922515 |
| Auto Dealership XXIX, LLC | Delaware | 46-4813183 | Charlie Thomas Chevrolet GP, LLC | Delaware | 73-1670803 |
| Auto Dealership XXX, LLC | Delaware | 46-4816671 | Charlie Thomas Chevrolet, Ltd. | Texas | 20-0058033 |
| AUTO HOLDING, LLC | Delaware | 52-2107831 | Charlie Thomas Chrysler-Plymouth, Inc. | Texas | 76-0010351 |
| AUTO MISSION HOLDING, LLC | Delaware | 20-5226182 | Charlie Thomas Courtesy GP, LLC | Delaware | 73-1670811 |
| Auto Mission Ltd. | California | 94-3141091 | Charlie Thomas Courtesy Leasing, Inc. | Texas | 74-1850452 |
| Auto West, Inc. | California | 94-2946518 | Charlie Thomas F. GP, LLC | Delaware | 33-1062335 |
| Autohaus Holdings, Inc. | Delaware | 80-0052569 | Charlie Thomas Ford, Ltd. | Texas | 20-0058561 |
| AutoNation Benefits Company, Inc. | Florida | 34-1135160 | Charlie Thomas Courtesy Ford, Ltd. | Texas | 06-1699682 |
| AutoNation Corporate Management, LLC | Delaware | 22-3850167 | CHESROWN AUTO, LLC | Delaware | 65-0944619 |
| Pembroke Motors, Inc. | Delaware | 65-0948962 | CHESROWN CHEVROLET, LLC | Delaware | 65-0944620 |
| AutoNation Enterprises Incorporated | Florida | 65-0608578 | Chesrown Collision Center, Inc. | Colorado | 84-1358588 |
| AUTONATION FINANCIAL SERVICES, LLC | Delaware | 65-0725080 | Chesrown Ford, Inc. | Colorado | 84-1164224 |
| AutoNation Fort Worth Motors, Ltd. | Texas | 65-1152832 | Chevrolet World, Inc. | Florida | 59-2216673 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | | | | |
|--|----------|------------|---------------------------------------|------------|------------|
| AutoNation GM GP, LLC | Delaware | 65-0944592 | Chuck Clancy Ford of Marietta, LLC | Delaware | 47-0922626 |
| AutoNation Holding Corp. | Delaware | 65-0723604 | CJ VALENCIA HOLDING, LLC | Delaware | 20-5226043 |
| AutoNation Imports of Katy GP, LLC | Delaware | 56-2307537 | Coastal Cadillac, Inc. | Florida | 59-3023188 |
| AutoNation Imports of Katy, L.P. | Texas | 65-0957160 | Consumer Car Care Corporation | Tennessee | 62-1151481 |
| AutoNation Imports of Lithia Springs, LLC | Delaware | 65-1003051 | Contemporary Cars, Inc. | Florida | 59-1635976 |
| AutoNation Imports of Longwood, Inc. | Delaware | 65-1032195 | Cook-Whitehead Ford, Inc. | Florida | 59-1165955 |
| AutoNation Imports of Palm Beach, Inc. | Delaware | 65-1102140 | Corporate Properties Holding, Inc. | Delaware | 65-0948961 |
| AutoNation Imports of Winter Park, Inc. | Delaware | 65-1032110 | Corpus Christi Collision Center, Inc. | Delaware | 45-4496075 |
| AutoNation Motors Holding Corp. | Delaware | 65-1132563 | COSTA MESA CARS HOLDING, LLC | Delaware | 20-5226339 |
| AutoNation Motors of Lithia Springs, Inc. | Delaware | 65-1002966 | Costa Mesa Cars, Inc. | California | 33-0626084 |
| AutoNation North Texas Management GP, LLC | Delaware | 33-1037931 | Courtesy Auto Group, Inc. | Florida | 59-2360236 |
| AutoNation Northwest Management, LLC | Delaware | 01-0756954 | Courtesy Broadway, LLC | Colorado | 20-5417194 |
| AutoNation Orlando Venture Holdings, Inc. | Delaware | 65-1137521 | Covington Pike Motors, Inc. | Tennessee | 58-1366612 |
| AutoNation Realty Corporation | Delaware | 65-0711536 | CT Intercontinental GP, LLC | Delaware | 33-1062337 |
| AutoNation USA of Perrine, Inc. | Delaware | 65-0899807 | CT Intercontinental, Ltd. | Texas | 20-0057835 |
| AUTONATION V. IMPORTS OF DELRAY BEACH, LLC | Delaware | 36-4558039 | CT Motors, Inc. | Texas | 76-0387042 |
| AutoNation.com, Inc. | Delaware | 65-0945066 | D/L Motor Company | Florida | 59-3237877 |
| Bankston Auto, Inc. | Texas | 75-1336358 | Deal Dodge of Des Plaines, Inc. | Illinois | 36-3862968 |
| Bankston Chrysler Jeep of Frisco, L.P. | Texas | 65-1052692 | Dealership Properties, Inc. | Nevada | 74-2869002 |
| Bankston CJ GP, LLC | Delaware | 56-2307538 | Dealership Realty Corporation | Texas | 76-0218062 |
| BANKSTON FORD OF FRISCO, LTD.CO. | Texas | 75-2529822 | Desert Buick-GMC Trucks, L.L.C. | Delaware | 52-2102859 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | | | | |
|------------------------------------|------------|------------|--------------------------------|------------|------------|
| Bankston Nissan in Irving, Inc. | Texas | 75-1325663 | Desert Chrysler-Plymouth, Inc. | Delaware | 88-0121640 |
| Bankston Nissan Lewisville GP, LLC | Delaware | 73-1670796 | Desert Dodge, Inc. | Nevada | 88-0227814 |
| Bankston Nissan Lewisville, Ltd. | Texas | 06-1699681 | Desert GMC, L.L.C. | Delaware | 52-2102860 |
| Bargain Rent-A-Car | California | 95-3821161 | Dobbs Ford of Memphis, Inc. | Delaware | 65-1065025 |
| Batfish, LLC | Colorado | 84-1261352 | Dobbs Ford, Inc. | Florida | 59-1584177 |
| BBCSS, Inc. | Arizona | 58-2434441 | Dobbs Mobile Bay, Inc. | Alabama | 62-1196110 |
| Beach City Chevrolet Company, Inc. | California | 95-1879646 | Dobbs Motors of Arizona, Inc. | Arizona | 93-0929951 |
| BEACH CITY HOLDING, LLC | Delaware | 20-5226233 | Don Mealey Chevrolet, Inc. | Florida | 59-1553076 |
| Beacon Motors, Inc. | Florida | 65-0582254 | Don Mealey Imports, Inc. | Florida | 59-3099049 |
| Bellevue Automotive, Inc. | Delaware | 94-3009590 | Don-A-Vee Jeep-Eagle, Inc. | California | 33-0203778 |
| Bell Motors, LLC | Delaware | 52-2102862 | Driver s Mart Worldwide, Inc. | Virginia | 38-3275555 |
| BENGAL MOTOR COMPANY, LTD. | Florida | 59-2985277 | EASTGATE FORD, INC. | Ohio | 31-0736141 |
| Bengal Motors, Inc. | Florida | 65-0165367 | Ed Mullinax Ford, LLC | Delaware | 57-1174464 |
| Bill Ayares Chevrolet, LLC | Delaware | 47-0922618 | Edgren Motor Company, Inc. | California | 94-1561041 |
| BLEDSONE DODGE, LLC | Delaware | 65-0944613 | EDGREN MOTOR HOLDING, LLC | Delaware | 20-5225254 |
| Bob Townsend Ford, Inc. | Delaware | 31-0669965 | EL MONTE IMPORTS HOLDING, LLC | Delaware | 20-5226399 |
| | | | El Monte Imports, Inc. | Delaware | 65-0881906 |
| | | | EL MONTE MOTORS HOLDING, LLC | Delaware | 20-5226498 |
| | | | El Monte Motors, Inc. | Delaware | 65-0881905 |
| | | | EMICH SUBARU WEST, LLC | Delaware | 65-0944597 |
| | | | Empire Services Agency, Inc. | Florida | 65-0329882 |
| | | | Financial Services GP, LLC | Delaware | 02-0695729 |
| | | | Financial Services, Ltd. | Texas | 20-0057657 |
| | | | First Team Automotive Corp. | Delaware | 59-3440254 |

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS (CONTINUED)**

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|--|---|---|---|---|---|
| First Team Ford of Manatee, Ltd. | Florida | 59-3446538 | AN MOTORS OF PEMBROKE, LLC F/K/A MAROONE CHEVROLET, LLC | Delaware | 65-0944183 |
| First Team Ford, Ltd. | Florida | 59-3366156 | HVVW Motors, LLC f/k/a MAROONE DODGE, LLC | Delaware | 65-0944181 |
| First Team Jeep Eagle, Chrysler-Plymouth, Ltd. | Florida | 59-3446556 | AN MOTORS ON FEDERAL HIGHWAY, LLC F/K/A MAROONE FORD, LLC | Delaware | 65-0944179 |
| First Team Management, Inc. | Florida | 59-2714981 | AN COLLISION CENTER OF SARASOTA, INC. f/k/a Maroone Management Services, Inc. | Florida | 65-0721017 |
| FIT KIT HOLDING, LLC | Delaware | 20-5225481 | MC/RII, LLC | Ohio | 31-1751162 |
| Fit Kit, Inc. | California | 33-0115670 | Mealey Holdings, Inc. | Florida | 59-3280283 |
| Florida Auto Corp. | Delaware | 65-0837116 | Metro Chrysler Jeep, Inc. | Florida | 59-3002195 |
| Ford of Kirkland, Inc. | Washington | 91-1425985 | Midway Chevrolet, Inc. | Texas | 75-1631858 |
| Fox Chevrolet, LLC | Delaware | 47-0922620 | Mike Hall Chevrolet, Inc. | Delaware | 74-1940031 |
| HV Collision, LLC f/k/a Fox Imports, LLC | Delaware | 47-0922622 | Mike Shad Chrysler Plymouth Jeep Eagle, Inc. | Florida | 65-0731779 |
| FOX MOTORS, LLC | Delaware | 47-0922619 | Mike Shad Ford, Inc. | Florida | 65-0730472 |
| Fred Oakley Motors, Inc. | Delaware | 75-1524534 | MILLER-SUTHERLIN AUTOMOTIVE, LLC | Delaware | 65-0944177 |
| FREMONT LUXURY IMPORTS HOLDING, LLC | Delaware | 20-5226133 | Mission Blvd. Motors, Inc. | California | 94-3179908 |
| Ft. Lauderdale Nissan, Inc. | Florida | 65-0273822 | MR. WHEELS HOLDING, LLC | Delaware | 20-5225351 |
| G.B. IMPORT SALES & SERVICE HOLDING, LLC | Delaware | 20-5224826 | Mr. Wheels, Inc. | California | 95-3050274 |
| G.B. IMPORT SALES & SERVICE, LLC | Delaware | 65-0944605 | Mullinax East, LLC | Delaware | 57-1174463 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | | | | |
|--|------------|------------|---|------------|------------|
| GENE EVANS FORD, LLC | Delaware | 65-0944608 | MULLINAX FORD NORTH CANTON, INC. | Ohio | 34-1706005 |
| George Sutherlin Nissan, LLC | Delaware | 47-0922627 | Mullinax Ford South, Inc. | Florida | 59-2745619 |
| Government Boulevard Motors, Inc. | Alabama | 62-1502108 | Mullinax Lincoln-Mercury, Inc. | Delaware | 34-1555317 |
| Gulf Management, Inc. | Florida | 59-2908603 | Mullinax Used Cars, Inc. | Ohio | 34-1663489 |
| Hayward Dodge, Inc. | Delaware | 94-1689551 | Naperville Imports, Inc. | Delaware | 65-1151451 |
| Hillard Auto Group, Inc. | Texas | 75-1965005 | NEWPORT BEACH CARS HOLDING, LLC | Delaware | 20-5224604 |
| Hollywood Imports Limited, Inc. | Florida | 59-2025810 | NEWPORT BEACH CARS, LLC | Delaware | 65-0944175 |
| Hollywood Kia, Inc. | Florida | 65-0619873 | Nichols Ford, Ltd. | Texas | 20-0057609 |
| HORIZON CHEVROLET, INC. | Ohio | 34-1245635 | Nichols GP, LLC | Delaware | 33-1062338 |
| HOUSE OF IMPORTS HOLDING, LLC | Delaware | 20-5226553 | Nissan of Brandon, Inc. | Florida | 59-2872723 |
| House of Imports, Inc. | California | 95-2498811 | Northpoint Chevrolet, LLC | Delaware | 47-0922630 |
| Houston Auto M. Imports Greenway, Ltd. | Texas | 20-0057720 | Northwest Financial Group, Inc. | Washington | 91-1666832 |
| Houston Auto M. Imports North, Ltd. | Texas | 20-0058197 | Ontario Dodge, Inc. | California | 33-0380793 |
| Houston Imports Greenway GP, LLC | Delaware | 56-2307542 | Oxnard Venture Holdings, Inc. | Delaware | 26-3454865 |
| Houston Imports North GP, LLC | Delaware | 56-2307540 | Payton-Wright Ford Sales, Inc. | Texas | 75-1231297 |
| IRVINE IMPORTS HOLDING, LLC | Delaware | 20-5225601 | Peyton Cramer Automotive | California | 33-0612289 |
| Irvine Imports, Inc. | California | 33-0374310 | PEYTON CRAMER AUTOMOTIVE HOLDING, LLC | Delaware | 20-5226609 |
| IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP | Georgia | 88-0377749 | PEYTON CRAMER F. HOLDING, LLC | Delaware | 20-5225040 |
| JEMAUTCO, INC. | Ohio | 31-1153168 | Peyton Cramer Ford | California | 95-3410394 |
| JERRY GLEASON CHEVROLET, INC. | Illinois | 36-2840037 | Peyton Cramer Infiniti | California | 33-0567152 |
| Jerry Gleason Dodge, Inc. | Illinois | 36-4074146 | PEYTON CRAMER INFINITI HOLDING, LLC | Delaware | 20-5226653 |
| Jim Quinlan Chevrolet Co. | Delaware | 59-1055603 | Peyton Cramer Jaguar | California | 33-0567150 |
| Joe MacPherson Ford | California | 33-0180618 | Peyton Cramer Lincoln-Mercury | California | 33-0679879 |
| Joe MacPherson Imports No. I | California | 33-0745137 | PEYTON CRAMER LM HOLDING, LLC | Delaware | 20-5224570 |
| Joe MacPherson Infiniti | California | 33-0127306 | Pierce Automotive Corporation | Arizona | 86-0811184 |
| JOE MACPHERSON INFINITI HOLDING, LLC | Delaware | 20-5224941 | PIERCE, LLC | Delaware | 65-0944638 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | | | | |
|---|------------|------------|--|------------|------------|
| JOE MACPHERSON OLDSMOBILE | California | 33-0293599 | Pitre Chrysler-Plymouth-Jeep of Scottsdale, Inc. | Delaware | 86-0928955 |
| JOHN M. LANCE FORD, LLC | Delaware | 65-0944184 | Plains Chevrolet GP, LLC | Delaware | 06-1699677 |
| J-R Advertising Company | Colorado | 84-1177523 | Plains Chevrolet, Ltd. | Texas | 20-0058622 |
| J-R Motors Company North | Colorado | 84-1167355 | PMWQ, Inc. | Nevada | 75-2748417 |
| J-R Motors Company South | Colorado | 84-1167319 | PMWQ, Ltd. | Texas | 75-2748419 |
| JRJ Investments, Inc. | Nevada | 88-0199942 | Port City Imports, Inc. | Texas | 74-2403712 |
| Kenyon Dodge, Inc. | Florida | 59-0479520 | Prime Auto Resources, Inc. | California | 33-0718037 |
| King s Crown Ford, Inc. | Delaware | 59-2018826 | Quality Nissan GP, LLC | Delaware | 06-1699678 |
| NY Palisades Luxury Imports, Inc. f/k/a Kirkland Motors, Inc. | Delaware | 45-4496937 | Quality Nissan, Ltd. | Texas | 20-0058629 |
| L.P. Evans Motors WPB, Inc. | Florida | 59-0684221 | Quinlan Motors, Inc. | Florida | 59-3268936 |
| L.P. Evans Motors, Inc. | Florida | 59-0601584 | R. Coop Limited | Colorado | 84-1251979 |
| Lance Children, Inc. | Ohio | 34-1789728 | R.L. Buscher II, Inc. | Colorado | 84-1171763 |
| Leesburg Imports, LLC | Delaware | 06-1712528 | R.L. Buscher III, Inc. | Colorado | 84-1171764 |
| Leesburg Motors, LLC | Delaware | 06-1712525 | Real Estate Holdings, Inc. | Florida | 65-0789583 |
| Les Marks Chevrolet, Inc. | Texas | 76-0375065 | Republic Resources Company | Delaware | 51-0370517 |
| Lew Webb s Ford, Inc. | California | 33-0677560 | Republic Risk Management Services, Inc. | Florida | 65-0782124 |
| LEW WEBB S IRVINE NISSAN HOLDING, LLC | Delaware | 20-5225321 | Resources Aviation, Inc. | Florida | 65-0858501 |
| Lew Webb s Irvine Nissan, Inc. | California | 33-0374313 | RI Merger Corp. | Colorado | 84-1492421 |
| Lewisville Imports GP, LLC | Delaware | 16-1640974 | RI/BB Acquisition Corp. | Delaware | 52-2127466 |
| Lewisville Imports, Ltd. | Texas | 06-1647785 | RI/BBNM Acquisition Corp | Arizona | 86-0914399 |
| Lot 4 Real Estate Holdings, LLC | Delaware | 32-0103034 | RI/BRC Real Estate Corp. | California | 65-0942312 |
| Luxury Orlando Imports, Inc. | Delaware | 45-4496251 | RI/Hollywood Nissan Acquisition Corp. | Delaware | 65-0784675 |
| MacHoward Leasing | California | 95-2267692 | RI/LLC Acquisition Corp. | Colorado | 84-1459545 |
| MACHOWARD LEASING HOLDING, LLC | Delaware | 20-5224996 | RI/RMC Acquisition GP, LLC | Delaware | 33-1062340 |
| MacPherson Enterprises, Inc. | California | 95-2706038 | RI/RMC Acquisition, Ltd. | Texas | 20-0057572 |
| Magic Acquisition Corp. | Delaware | 65-0711428 | RI/RMP Acquisition Corp. | Delaware | 52-2109996 |
| MAGIC ACQUISITION HOLDING, LLC | Delaware | 20-5226582 | | | |
| Maitland Luxury Imports, Inc. f/k/a Auto Company XV, Inc. | Delaware | 45-4497658 | | | |
| | Texas | 74-1405873 | | | |

Marks Family Dealerships,
Inc.

Marks Transport, Inc. Texas 76-0444883

AN Motors of Ft. Lauderdale, Florida 65-0721018

Inc. f/k/a

Maroone Chevrolet Ft.

Lauderdale, Inc.

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS (CONTINUED)**

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|---|---|---|--|---|---|
| RI/RMT Acquisition GP, LLC | Delaware | 02-0695720 | VALLEY CHEVROLET, LLC | Delaware | 47-0922623 |
| RI/RMT Acquisition, Ltd. | Texas | 20-0058111 | VANDERBEEK MOTORS HOLDING, LLC | Delaware | 20-5226839 |
| RI/WFI Acquisition Corporation | Delaware | 52-2124969 | Vanderbeek Motors, Inc. | California | 94-2494800 |
| RKR Motors, Inc. | Florida | 65-0070349 | Vanderbeek Olds/GMC Truck, Inc. | California | 68-0072435 |
| Roseville Motor Corporation | California | 94-2922942 | VANDERBEEK TRUCK HOLDING, LLC | Delaware | 20-5373982 |
| ROSEVILLE MOTOR HOLDING, LLC | Delaware | 20-5225195 | VILLAGE MOTORS, LLC | Delaware | 65-0944660 |
| Sahara Imports, Inc. | Nevada | 86-0869592 | Vince Wiese Chevrolet, Inc. | Delaware | 95-2703429 |
| SAHARA NISSAN, INC. | Nevada | 88-0133547 | VINCE WIESE HOLDING, LLC | Delaware | 20-5226871 |
| SAUL CHEVROLET HOLDING, LLC | Delaware | 20-5224718 | W.O. Bankston Nissan, Inc. | Texas | 75-1279211 |
| SCM Realty, Inc. | Florida | 59-2640748 | WALLACE DODGE, LLC | Delaware | 65-0944659 |
| SHAMROCK F. HOLDING, LLC | Delaware | 20-5226693 | WALLACE FORD, LLC | Delaware | 65-0944658 |
| Shamrock Ford, Inc. | California | 94-2220473 | WALLACE LINCOLN-MERCURY, LLC | Delaware | 65-0944657 |
| Six Jays LLC | Colorado | 84-1364768 | WALLACE NISSAN, LLC | Delaware | 65-0944655 |
| SMI MOTORS HOLDING, LLC | Delaware | 20-5226719 | Webb Automotive Group, Inc. | California | 33-0338459 |
| SMI Motors, Inc. | California | 95-4399082 | West Colorado Motors, LLC | Delaware | 65-0944593 |
| AN San Jose Luxury Imports Holdings, LLC f/k/a SMYTHE EUROPEAN HOLDING, | Delaware | 20-5225929 | West Colton Cars, Inc. | California | 77-0428114 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | | | | |
|--|----------------|------------|---|-----------|------------|
| LLC | | | | | |
| AN San Jose Luxury Imports, Inc. f/k/a Smythe European, Inc. | California | 94-2633163 | West Side Motors, Inc. | Tennessee | 62-1030139 |
| South Broadway Motors, LLC | Delaware | 65-0944625 | Westgate Chevrolet GP, LLC | Delaware | 06-1699676 |
| Southwest Motors of Denver, LLC | Delaware | 65-0944643 | Westgate Chevrolet, Ltd. | Texas | 20-0058608 |
| STAR MOTORS, LLC | Delaware | 65-0944646 | Westmont A. Imports, Inc. | Delaware | 65-0725800 |
| Steakley Chevrolet GP, LLC | Delaware | 02-0695725 | Westmont B. Imports, Inc. | Delaware | 65-1151452 |
| Steakley Chevrolet, Ltd. | Texas | 20-0058140 | Westmont M. Imports, Inc. | Delaware | 65-1151453 |
| Steeplechase Motor Company | Texas | 76-0244476 | Woody Capital Investment Company II | Colorado | 84-1167986 |
| STEVE MOORE CHEVROLET DELRAY, LLC | Delaware | 65-0944647 | Woody Capital Investment Company III | Colorado | 84-1167988 |
| STEVE MOORE CHEVROLET, LLC | Delaware | 65-0944670 | Working Man s Credit Plan, Inc. | Texas | 75-2458731 |
| STEVENS CREEK HOLDING, LLC | Delaware | 20-5225154 | Allen Samuels Enterprises, Inc. | Texas | 75-2271986 |
| Stevens Creek Luxury Imports Holding, LLC | Delaware | 45-4503334 | Allen Samuels Chevrolet of Corpus Christi, Inc. | Texas | 74-2652504 |
| Stevens Creek Luxury Imports, Inc. | Delaware | 45-4496303 | Allen Samuels Chevrolet of Waco, Inc. | Texas | 74-1776820 |
| Stevens Creek Motors, Inc. | California | 94-3010181 | TX Alliance Motors, Inc. | Texas | 74-2941297 |
| Sunrise Nissan of Jacksonville, Inc. | Florida | 59-3427446 | TX Ennis Autoplex Motors, Inc. | Texas | 75-2301576 |
| Sunrise Nissan of Orange Park, Inc. | Florida | 59-1357686 | TX Motors of North Richland Hills, Inc. | Delaware | 75-1574866 |
| Sunset Pontiac-GMC Truck South, Inc. | Florida | 59-3128431 | TX West Houston Motors, Inc. | Texas | 74-2705707 |
| Sunset Pontiac-GMC, Inc. | Michigan | 38-1919584 | TX Motors on Katy Freeway, Inc. | Texas | 74-2941811 |
| Superior Nissan, Inc. | North Carolina | 62-1306501 | TX Motors on Southwest Loop, Inc. | Texas | 75-2095119 |
| SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE, LLC | Delaware | 65-0944667 | Auto Company 2016-1, Inc. | Delaware | 81-1349193 |
| Sutherlin H. Imports, LLC | Delaware | 47-0922631 | Auto Company 2016-2, Inc. | Delaware | 81-1349321 |
| Sutherlin Imports, LLC | Delaware | 65-0944664 | Auto Company 2016-3, Inc. | Delaware | 81-1349481 |
| SUTHERLIN NISSAN, LLC | Delaware | 65-0944665 | Auto Company 2016-4, Inc. | Delaware | 81-1349630 |
| Sutherlin Town Center, Inc. | Georgia | 58-2241820 | Auto Company 2016-5, Inc. | Delaware | 81-1367856 |
| Tartan Advertising, Inc. | California | 33-0191704 | Auto Company 2016-6, Inc. | Delaware | 81-1367949 |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | | | | | |
|--|------------|------------|------------------------------|----------|------------|
| Tasha Incorporated | California | 94-2512050 | Auto Company 2016-7, Inc. | Delaware | 81-1368063 |
| HVS Motors, LLC f/k/a TAYLOR JEEP EAGLE, LLC | Delaware | 65-0944662 | Auto Company 2016-8, Inc. | Delaware | 81-1368158 |
| TERRY YORK MOTOR CARS HOLDING, LLC | Delaware | 20-5226742 | Auto Company 2016-9, Inc. | Delaware | 81-1387803 |
| Terry York Motor Cars, Ltd. | California | 95-3549353 | Auto Company 2016-10, Inc. | Delaware | 81-1387945 |
| Texan Ford Sales, Ltd. | Texas | 20-0058068 | Auto Company 2016-11, Inc. | Delaware | 81-1388043 |
| Texan Ford, Inc. | Texas | 76-0207034 | Auto Company 2016-12, Inc. | Delaware | 81-1388255 |
| Texan Sales GP, LLC | Delaware | 02-0695727 | Auto Company 2016-13, Inc. | Delaware | 81-1423815 |
| Texas Management Companies LP, LLC | Delaware | 52-2135873 | Auto Company 2016-14, Inc. | Delaware | 81-1423892 |
| The Consulting Source, Inc. | Florida | 59-2183874 | Auto Company 2016-15, Inc. | Delaware | 81-1423956 |
| The Pierce Corporation II, Inc. | Arizona | 86-0743383 | Auto Company 2016-16, Inc. | Delaware | 81-1424011 |
| Tinley Park A. Imports, Inc. | Delaware | 52-2124968 | Auto Company 2016-17, Inc. | Delaware | 81-1456473 |
| Tinley Park J. Imports, Inc. | Delaware | 52-2104777 | Auto Company 2016-18, Inc. | Delaware | 81-1456551 |
| Tinley Park V. Imports, Inc. | Delaware | 84-1041105 | Auto Company 2016-19, Inc. | Delaware | 81-1456608 |
| TORRANCE NISSAN HOLDING, LLC | Delaware | 20-5224866 | Auto Company 2016-20, Inc. | Delaware | 81-1456666 |
| TORRANCE NISSAN, LLC | Delaware | 65-0944661 | Auto Dealership 2016-1, LLC | Delaware | 81-1348781 |
| Tousley Ford, Inc. | Minnesota | 41-0609970 | Auto Dealership 2016-2, LLC | Delaware | 81-1349768 |
| TOYOTA CERRITOS LIMITED PARTNERSHIP | Georgia | 88-0377743 | Auto Dealership 2016-3, LLC | Delaware | 81-1368257 |
| Triangle Corporation | Delaware | 52-2025037 | Auto Dealership 2016-4, LLC | Delaware | 81-1368355 |
| T-West Sales & Service, Inc. | Nevada | 88-0235466 | Auto Dealership 2016-5, LLC | Delaware | 81-1388406 |
| Valencia Auto Imports Holding, LLC | Delaware | 45-4503286 | Auto Dealership 2016-6, LLC | Delaware | 81-1388478 |
| VALENCIA B. IMPORTS HOLDING, LLC | Delaware | 20-5225959 | Auto Dealership 2016-7, LLC | Delaware | 81-1424093 |
| Valencia B. Imports, Inc. | Delaware | 20-0152054 | Auto Dealership 2016-8, LLC | Delaware | 81-1424163 |
| Valencia Dodge | California | 95-3935812 | Auto Dealership 2016-9, LLC | Delaware | 81-1456370 |
| VALENCIA DODGE HOLDING, LLC | Delaware | 20-5226772 | Auto Dealership 2016-10, LLC | Delaware | 81-1456416 |
| VALENCIA H. IMPORTS HOLDING, LLC | Delaware | 20-5226809 | | | |

Valencia H. Imports, Inc. Delaware 20-0152004

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

200 SW 1st Ave

Fort Lauderdale, Florida 33301

(954) 769-6000

Table of Contents

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 18, 2016

Table of Contents

TABLE OF CONTENTS

| | Page |
|--|-------------|
| <u>FORWARD-LOOKING STATEMENTS</u> | ii |
| <u>ABOUT THIS PROSPECTUS</u> | iv |
| <u>THE COMPANY</u> | 1 |
| <u>RISK FACTORS</u> | 1 |
| <u>USE OF PROCEEDS</u> | 1 |
| <u>RATIO OF EARNINGS TO FIXED CHARGES</u> | 1 |
| <u>DESCRIPTION OF CAPITAL STOCK</u> | 2 |
| <u>DESCRIPTION OF OTHER SECURITIES</u> | 3 |
| <u>PLAN OF DISTRIBUTION</u> | 4 |
| <u>WHERE YOU CAN FIND ADDITIONAL INFORMATION</u> | 4 |
| <u>LEGAL MATTERS</u> | 5 |
| <u>EXPERTS</u> | 5 |

Table of Contents

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.

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

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

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

New laws, regulations, or governmental policies regarding fuel economy and greenhouse gas emission standards, or changes to existing standards, may affect vehicle manufacturers' ability to produce cost-effective vehicles or vehicles that consumers demand, which could adversely impact our business, results of operations, financial condition, cash flow, and prospects.

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.

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.

Table of Contents

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.

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 subject to interest rate risk in connection with our vehicle floorplan payables, revolving credit facility, and commercial paper program that could have a material adverse effect on our profitability.

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 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.

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.

Table of Contents

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.

Table of Contents

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, 2015, we owned and operated 342 new vehicle franchises from 254 stores located in the United States, predominantly in major metropolitan markets in the Sunbelt region. Our stores sell 35 different new vehicle brands. The core brands of new vehicles that we sell, representing approximately 95% of the new vehicles that we sold in 2015, are manufactured by Toyota (including Lexus), Ford, Honda, Nissan, General Motors, Mercedes-Benz, FCA US (formerly Chrysler), BMW, and Volkswagen (including Audi and Porsche).

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. 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:

| | Year Ended December 31, | | | | |
|------------------------------------|--------------------------------|-------------|-------------|-------------|-------------|
| | 2015 | 2014 | 2013 | 2012 | 2011 |
| Ratio of earnings to fixed charges | 5.3 | 5.3 | 4.8 | 4.4 | 4.6 |

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.

Table of Contents

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, par value \$0.01 per share, and 5,000,000 shares of preferred stock, par value \$0.01 per share. As of February 8, 2016, there were 107,224,827 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 Stockholder Proposals or Nominations

Our By-Laws provide that stockholders 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 stockholder who was a stockholder

Table of Contents

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 stockholder's intention to bring that proposal or nomination before the meeting. In addition to certain other applicable requirements, for a stockholder proposal or nomination to be properly brought before an annual meeting by a stockholder, such stockholder 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 stockholders. 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 Stockholders

Our By-Laws deny stockholders the right to call a special meeting of stockholders. Our By-Laws provide that only the Board may call special meetings of the stockholders. 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.

Table of Contents

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, 2015, filed with the SEC on February 11, 2016;

Our Current Report on Form 8-K filed with the SEC on February 17, 2016; 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

Table of Contents

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, 2015 and 2014, and for each of the years in the three-year period ended December 31, 2015, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2015 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.

The audit report on the effectiveness of internal control over financial reporting as of December 31, 2015, contains an explanatory paragraph that states that AutoNation, Inc. acquired fourteen stores in the fourth quarter of 2015, and management excluded from its assessment of the effectiveness of AutoNation, Inc.'s internal control over financial reporting as of December 31, 2015, the fourteen stores, which had less than 2.5% of total assets and less than 0.5% of total revenue included in the consolidated financial statements of AutoNation, Inc. and subsidiaries as of and for the year ended December 31, 2015. Our audit of internal control over financial reporting of AutoNation, Inc. also excluded an evaluation of the internal control over financial reporting of the fourteen stores.

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.

| | Amount to be Paid | |
|------------------------------|--------------------------|-----------|
| Registration fee | \$ | * |
| Printing fees and expenses | \$ | ** |
| Legal fees and expenses | \$ | ** |
| Accounting fees and expenses | \$ | ** |
| Trustee fees and expenses | \$ | ** |
| Miscellaneous expenses | \$ | ** |
| TOTAL | \$ | ** |

* 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.

Table of Contents

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 the Certificate of Incorporation, 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) |

Edgar Filing: CHESROWN CHEVROLET LLC - Form S-3ASR

| | |
|------|---|
| 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 11, 2016) |
| 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.

Table of Contents

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; and

(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;

II-3

Table of Contents

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 17, 2016.

AUTONATION, INC.

By: /s/ Michael J. Jackson
 Michael J. Jackson
 Chairman of the Board, Chief Executive
 Officer and 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 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, Chief Executive Officer and President (Principal Executive Officer) | February 17, 2016 |
| /s/ Cheryl Miller Cheryl Miller | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | February 17, 2016 |
| /s/ Christopher R. Cade Christopher R. Cade | Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 17, 2016 |
| /s/ Robert J. Brown | Director | |

| | | |
|----------------------|----------|----------------------|
| Robert J. Brown | | February 17, 2016 |
| /s/ Rick L. Burdick | Director | February 17, 2016 |
| Rick L. Burdick | | |
| /s/ Tomago Collins | Director | February 17, 2016 |
| Tomago Collins | | |
| /s/ David B. Edleson | Director | February 17, 2016 |
| David B. Edleson | | |
| /s/ Robert R. Grusky | Director | February 17, 2016 |
| Robert R. Grusky | | |

Table of Contents

| | | |
|-------------------------|----------|----------------------|
| /s/ Kaveh Khosrowshahi | Director | February 17, 2016 |
| Kaveh Khosrowshahi | | |
| /s/ Michael Larson | Director | February 17, 2016 |
| Michael Larson | | |
| /s/ G. Mike Mikan | Director | February 17, 2016 |
| G. Mike Mikan | | |
| /s/ Alison H. Rosenthal | Director | February 17, 2016 |
| Alison H. Rosenthal | | |

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 17, 2016.

7 ROD REAL ESTATE NORTH, A LIMITED LIABILITY COMPANY

7 ROD REAL ESTATE SOUTH, A LIMITED LIABILITY COMPANY

ABRAHAM CHEVROLET-TAMPA, INC.

ALBERT BERRY MOTORS, INC.

ALL-STATE RENT A CAR, INC.

AN CJ VALENCIA, INC.

AN CORPORATE MANAGEMENT PAYROLL CORP.

AN DEALERSHIP HOLDING CORP.

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.

AUTO AD AGENCY, 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 XXIX, 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 VII, 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 VALENCIA HOLDING, LLC

CONSUMER CAR CARE CORPORATION

CORPORATE PROPERTIES HOLDING, INC.

COURTESY AUTO GROUP, INC.

DEAL DODGE OF DES PLAINES, INC.

DEALERSHIP PROPERTIES, 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.

FLORIDA AUTO CORP.

FORD OF KIRKLAND, INC.

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.

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.

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 RESOURCES COMPANY

REPUBLIC RISK MANAGEMENT SERVICES, INC.

RESOURCES AVIATION, INC.

RI MERGER CORP.

RI/BBNM ACQUISITION CORP.

RI/BRC REAL ESTATE 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.

STEAKLEY CHEVROLET GP, LLC

STEAKLEY CHEVROLET, LTD.

BY: STEAKLEY CHEVROLET GP, LLC

ITS: GENERAL PARTNER

STEEPLECHASE MOTOR COMPANY

SUNSET PONTIAC-GMC TRUCK SOUTH, INC.

Table of Contents

SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE,
LLC

TARTAN ADVERTISING, INC.

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.

AUTONATION FINANCIAL SERVICES, LLC

DEALERSHIP REALTY CORPORATION

ALLEN SAMUELS ENTERPRISES, INC.

AUTO COMPANY 2016-1, INC.

AUTO COMPANY 2016-2, INC.

AUTO COMPANY 2016-3, INC.

AUTO COMPANY 2016-4, INC.

AUTO COMPANY 2016-5, INC.

AUTO COMPANY 2016-6, INC.

AUTO COMPANY 2016-7, INC.

AUTO COMPANY 2016-8, INC.

AUTO COMPANY 2016-9, INC.

AUTO COMPANY 2016-10, INC.

AUTO COMPANY 2016-11, INC.

AUTO COMPANY 2016-12, INC.

AUTO COMPANY 2016-13, INC.

AUTO COMPANY 2016-14, INC.

AUTO COMPANY 2016-15, INC.

AUTO COMPANY 2016-16, INC.

AUTO COMPANY 2016-17, INC.

AUTO COMPANY 2016-18, INC.

AUTO COMPANY 2016-19, INC.

AUTO COMPANY 2016-20, INC.

AUTO DEALERSHIP 2016-1, LLC

AUTO DEALERSHIP 2016-2, LLC

AUTO DEALERSHIP 2016-3, LLC

AUTO DEALERSHIP 2016-4, LLC

AUTO DEALERSHIP 2016-5, LLC

AUTO DEALERSHIP 2016-6, LLC

AUTO DEALERSHIP 2016-7, LLC

AUTO DEALERSHIP 2016-8, LLC

AUTO DEALERSHIP 2016-9, LLC

AUTO DEALERSHIP 2016-10, LLC

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

President

II-8

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 Director (as to corporate registrants)/Manager (as to limited liability company registrants) (Principal Executive Officer) | February 17, 2016 |
| /s/ Andrew Wamser Andrew Wamser | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |
| /s/ Jonathan P. Ferrando Jonathan P. Ferrando | Director (as to corporate registrants)/Manager (as to limited liability company registrants) | February 17, 2016 |

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 Clearwater, State of Florida, on February 17, 2016.

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 HOLDINGS, 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 MANAGMENT, 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.
AN MOTORS ON FEDERAL HIGHWAY, 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
SUNRISE NISSAN OF JACKSONVILLE, INC.
SUNRISE NISSAN OF ORANGE PARK, INC.
SUNSET PONTIAC-GMC, INC.
SUTHERLIN IMPORTS, LLC
WALLACE FORD, LLC
WALLACE NISSAN, LLC
AUTO DEALERSHIP V, LLC
AN COLLISION CENTER FTL SOUTH, INC.
HOLLYWOOD IMPORTS LIMITED, INC.
AN MOTORS OF FT. LAUDERDALE, INC.

AN MOTORS OF PEMBROKE, LLC

HOLLYWOOD KIA, INC.

EMPIRE SERVICES AGENCY, INC.

AMERICAN WAY MOTORS, INC.

AN CENTRAL REGION MANAGEMENT, LLC

AN F. IMPORTS OF ATLANTA, 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/MNI ACQUISITION CORP.

AUTONATION IMPORTS OF LITHIA SPRINGS, LLC

BILL AYARES CHEVROLET, LLC

CHUCK CLANCY FORD OF MARIETTA, LLC

COOK-WHITEHEAD FORD, INC.

COVINGTON PIKE MOTORS, INC.

DOBBS FORD OF MEMPHIS, INC.

DOBBS FORD, INC.

DOBBS MOBILE BAY, INC.

ED MULLINAX FORD, LLC

FOX CHEVROLET, LLC

FOX MOTORS, LLC

GENE EVANS FORD, LLC

GEORGE SUTHERLIN NISSAN, LLC

GOVERNMENT BOULEVARD MOTORS, INC.

JOHN M. LANCE FORD, LLC

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.

NORTHPOINT CHEVROLET, LLC

SUTHERLIN H. IMPORTS, LLC

SUTHERLIN NISSAN, LLC

SUTHERLIN TOWN CENTER, INC.

VALLEY CHEVROLET, LLC

WEST SIDE MOTORS, INC.

AUTO COMPANY XVII, INC.

AUTO DEALERSHIP VI, LLC

AUTO COMPANY XXVI, INC.

HVA IMPORTS, LLC

Table of Contents

HVM IMPORTS, LLC

HVS MOTORS, LLC

HVVW MOTORS, LLC

HV COLLISION, LLC

AN COLLISION CENTER OF SARASOTA, INC.

NY MT. KISCO LUXURY IMPORTS, INC.

NY PALISADES LUXURY IMPORTS, INC.

NY LUXURY MOTORS OF MT. KISCO, INC.

NY WHITE PLAINS LUXURY IMPORTS, INC.

NY LNR LUXURY IMPORTS, INC.

AL F-L MOTORS, LLC

AL FORT PAYNE MOTORS, LLC

GA CDJR MOTORS, LLC

GA H IMPORTS, LLC

GA HY IMPORTS, LLC

GA F IMPORTS, LLC

GA COLUMBUS IMPORTS, LLC

TN CDJR MOTORS, LLC

TN F IMPORTS, LLC

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

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/ 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 17, 2016 |
| /s/ David Christopher Bruder David Christopher Bruder | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Dallas, State of Texas, on February 17, 2016.

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 MOTORS ON SOUTH PADRE, LP F/K/A 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 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 COURTESY 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
AN F. IMPORTS OF NORTH DENVER, LLC

AN/CF ACQUISITION CORP.

AUTO DEALERSHIP III, LLC

AUTO DEALERSHIP IV, LLC

C. GARRETT, INC.

CENTENNIAL AUTOMOTIVE, LLC

CHESROWN CHEVROLET, LLC

CHESROWN COLLISION CENTER, INC.

COURTESY BROADWAY, LLC

EMICH SUBARU WEST, LLC

J-R ADVERTISING COMPANY

Table of Contents

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 INVESTMENT CO II

ITS: GENERAL PARTNER

BY: C. GARRETT, INC.

ITS: GENERAL PARTNER

BY: R.L. BUSCHER II, INC.

ITS: GENERAL PARTNER

NAPERVILLE IMPORTS, INC.

R. COOP LIMITED

R.L. BUSCHER II, INC.

R.L. BUSCHER III, INC.

RI/LLC ACQUISITION CORP.

SOUTH BROADWAY MOTORS, LLC

SOUTHWEST MOTORS OF DENVER, LLC

SUPERIOR NISSAN, INC.

TOUSLEY FORD, INC.

VILLAGE MOTORS, LLC

WEST COLORADO MOTORS, LLC

WESTMONT A. IMPORTS, INC.

WESTMONT B. IMPORTS, INC.

WESTMONT M. IMPORTS, INC.

WOODY CAPITAL INVESTMENT COMPANY II

WOODY CAPITAL INVESTMENT COMPANY III

ALLEN SAMUELS CHEVROLET OF CORPUS CHRISTI, INC.

ALLEN SAMUELS CHEVROLET OF WACO, INC.

TX ALLIANCE MOTORS, INC.

TX ENNIS AUTOPLEX MOTORS, INC.

TX MOTORS ON KATY FREEWAY, INC.

TX MOTORS ON SOUTHWEST LOOP, INC.

TX WEST HOUSTON MOTORS, INC.

TX MOTORS OF NORTH RICHLAND HILLS, INC.

By: /s/ Ronald J. Ardisson
Ronald J. Ardisson

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/ Ronald J. Ardissonne | President and Sole Director (as to corporate registrants)/Manager (as to limited liability company registrants) (Principal Executive Officer) | February 17, 2016 |
| Ronald J. Ardissonne | | |
| /s/ Maura Berney | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |
| Maura Berney | | |

II-15

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 Costa Mesa, State of California, on February 17, 2016.

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 Aaron Duport | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Ken Dittmer Ken Dittmer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Encinitas, State of California, on February 17, 2016.

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 and Sole Director (Principal Executive Officer) | February 17, 2016 |
| Darrin Fetterolf | | |
| /s/ Ken Dittmer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |
| Ken Dittmer | | |

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 Valencia, State of California, on February 17, 2016.

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/ Aaron Duport Aaron Duport | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Kattie Garren Kattie Garren | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Torrance, State of California, on February 17, 2016.

CARWELL, LLC

By: /s/ Gary Pilikyan
Gary Pilikyan

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/ Gary Pilikyan Gary Pilikyan | President and Manager (Principal Executive Officer) | February 17, 2016 |
| /s/ Linda Terashita Linda Terashita | Vice President, Secretary and Manager | February 17, 2016 |
| /s/ David Sheu David Sheu | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Valencia, State of California, on February 17, 2016.

VINCE WIESE CHEVROLET, INC.

By: /s/ Mark LeCompte
Mark LeCompte

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 LeCompte Mark LeCompte | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Erin Marrone Erin Marrone | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Torrance, State of California, on February 17, 2016.

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 Aman Abraham | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Alejandro Wolniewitz Alejandro Wolniewitz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Valencia, State of California, on February 17, 2016.

MAGIC ACQUISITION CORP.

By: /s/ Chance Corbitt
Chance Corbitt

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/ Chance Corbitt Chance Corbitt | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Katie Garren Katie Garren | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Tustin, State of California, on February 17, 2016.

JOE MACPHERSON FORD

By: /s/ Aaron X. Duport
Aaron X. 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 X. Duport Aaron X. Duport | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Ken Dittmer Ken Dittmer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Roseville, State of California, on February 17, 2016.

AUTO CAR, INC.

By: /s/ Kevin Sitch
Kevin Sitch

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/ Kevin Sitch Kevin Sitch | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Kimberly Wirtz Kimberly Wirtz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Mountain View, State of California, on February 17, 2016.

ALLISON BAVARIAN

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 Peter Scibetta | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Robert Benn Robert Benn | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Roseville, State of California, on February 17, 2016.

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 James Rentschler | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Kimberly Wirtz Kimberly Wirtz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Santa Clara, State of California, on February 17, 2016.

STEVENS CREEK MOTORS, INC.

By: /s/ Rick Flores
Rick Flores

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/ Rick Flores Rick Flores | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Robert Benn Robert Benn | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Encino, State of California, on February 17, 2016.

TERRY YORK MOTOR CARS, LTD.

By: /s/ Sudhir Sood
Sudhir Sood

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/ Sudhir Sood Sudhir Sood | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Erin Marrone Erin Marrone | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Fremont, State of California, on February 17, 2016.

AN FREMONT LUXURY IMPORTS, INC.

By: /s/ Gretchen Sprenger
Gretchen Sprenger

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/ Gretchen Sprenger Gretchen Sprenger | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Robert Benn Robert Benn | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Irvine, State of California, on February 17, 2016.

CERRITOS BODY WORKS, INC.

By: /s/ Sean Aheam
Sean Aheam

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 Aheam Sean Aheam | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Ken Dittmer Ken Dittmer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Torrance, State of California, on February 17, 2016.

PEYTON CRAMER AUTOMOTIVE

By: /s/ Veronica Gutierrez
Veronica Gutierrez

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/ Veronica Gutierrez Veronica Gutierrez | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Alejandro Wolniewitz Alejandro Wolniewitz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Torrance, State of California, on February 17, 2016.

G.B. IMPORT SALES & SERVICE, LLC

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 person in the capacities and on the date indicated.

| Signature | Title(s) | Date |
|--|--|----------------------|
| /s/ Stephen Ferrara Stephen Ferrara | President and Sole Manager (Principal Executive Officer) | February 17, 2016 |
| /s/ Alejandro Wolniewitz Alejandro Wolniewitz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Valencia, State of California, on February 17, 2016.

VALENCIA B. IMPORTS, INC.

By: /s/ Charles Coia
Charles 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/ Charles Coia Charles Coia | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Kattie Garren Kattie Garren | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Newport Beach, State of California, on February 17, 2016.

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 Tim Tauber | President and Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Evan Ellis Evan Ellis | Vice President, Secretary and Director | February 17, 2016 |
| /s/ Ken Dittmer Ken Dittmer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Fremont, State of California, on February 17, 2016.

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 Ken Brizendine | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Robert Benn Robert Benn | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Roseville, State of California, on February 17, 2016.

VANDERBEEK MOTORS, 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 Les Braner | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Kimberly Wirtz Kimberly Wirtz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Tustin, State of California, on February 17, 2016.

JOE MACPHERSON INFINITI

By: /s/ Arnold Lal
Arnold Lal

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/ Arnold Lal Arnold Lal | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Ken Dittmer Ken Dittmer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Torrance, State of California, on February 17, 2016.

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 Stephen Ferrara | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Alejandro Wolniewitz Alejandro Wolniewitz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Hawthorne, State of California, on February 17, 2016.

TORRANCE NISSAN, LLC

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 Mazaherian Cyrus Mazaherian | President and Sole Manager (Principal Executive Officer) | February 17, 2016 |
| /s/ David Sheu David Sheu | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Cerritos, State of California, on February 17, 2016.

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

RENTON H IMPORTS, 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 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

BELLEVUE AUTOMOTIVE, INC.

BELL MOTORS, LLC

BROWN & BROWN CHEVROLET -

SUPERSTITION SPRINGS, LLC

BROWN & BROWN CHEVROLET, INC.

BROWN & BROWN NISSAN MESA, L.L.C.

BROWN & BROWN NISSAN, INC.

BUICK MART LIMITED PARTNERSHIP

BY: WEBB AUTOMOTIVE GROUP, INC.

ITS: GENERAL MANAGER

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

FREMONT LUXURY IMPORTS HOLDING, LLC

G.B. IMPORT SALES & SERVICE HOLDING, LLC

HOUSE OF IMPORTS HOLDING, LLC

IRVINE IMPORTS HOLDING, LLC

IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP

BY: WEBB AUTOMOTIVE GROUP, INC.
ITS: GENERAL MANAGER
JOE MACPHERSON INFINITI HOLDING, LLC

JRJ INVESTMENTS, INC.

MACHOWARD LEASING HOLDING, LLC

MACPHERSON ENTERPRISES, INC.

MAGIC ACQUISITION HOLDING, LLC

MR. WHEELS HOLDING, LLC

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.

AN SAN JOSE LUXURY IMPORTS HOLDINGS, 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 MANAGER
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.

AUTO COMPANY XIX, INC.

AUTO COMPANY XXI, INC.

AUTO COMPANY XXV, INC.

AUTO DEALERSHIP VIII, LLC

AUTO DEALERSHIP IX, LLC

AUTO DEALERSHIP X, LLC

By: /s/ Lance E. Iserman
Lance E. Iserman

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/ Lance E. Iserman | President and Sole Director (as to corporate registrants)/Manager (as to limited liability company registrants) (Principal Executive Officer) | February 17, 2016 |
| Lance E. Iserman | | |
| /s/ James J. Murphy | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |
| James J. Murphy | | |

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 Santa Clara, State of California, on February 17, 2016.

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

By: /s/ Ryan Nelson
Ryan Nelson

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/ Ryan Nelson Ryan Nelson | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Robert Benn Robert Benn | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Hawthorne, State of California, on February 17, 2016.

AN F. IMPORTS OF HAWTHORNE, LLC

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 persons in the capacities and on the dates indicated.

| Signature | Title(s) | Date |
|--|--|----------------------|
| /s/ Cyrus Mazaherian Cyrus Mazaherian | President and Sole Manager (Principal Executive Officer) | February 17, 2016 |
| /s/ David Sheu David Sheu | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Roseville, State of California, on February 17, 2016.

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.

| Signature | Title(s) | Date |
|--|--|----------------------|
| /s/ James Rentschler James Rentschler | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Kimberly Wirtz Kimberly Wirtz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 17, 2016.

ACER FIDUCIARY, INC.

By: /s/ C. Coleman G. Edumnds
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.

| Signature | Title(s) | Date |
|--|--|----------------------|
| /s/ C. Coleman G. Edmunds C. Coleman G. Edmunds | President (Principal Executive Officer) | February 17, 2016 |
| /s/ Andrew Wamser Andrew Wamser | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |
| /s/ William R. Berman William R. Berman | Director | February 17, 2016 |
| /s/ Jonathan P. Ferrando | Director | |

Jonathan P. Ferrando

February 17,
2016

II-45

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 17, 2016.

AUTONATION HOLDING CORP.

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

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/ William R. Berman William R. Berman | President (Principal Executive Officer) | February 17, 2016 |
| /s/ Andrew Wamser Andrew Wamser | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |
| /s/ C. Coleman G. Edmunds C. Coleman G. Edmunds | Director | February 17, 2016 |
| /s/ Guillermo Pernas, Jr. | Director | |

Guillermo Pernas, Jr.

February 17,
2016

II-46

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 17, 2016.

AUTONATION.COM, INC.

By: /s/ Brian Feldman
 Brian Feldman

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/ Brian Feldman Brian Feldman | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Damon Eawaz Damon Eawaz | Vice President, Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Buena Park, State of California, on February 17, 2016.

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 Sean Davisson | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Greg Mayberry Greg Mayberry | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 17, 2016.

**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 17, 2016 |
| /s/ Andrew Wamser Andrew Wamser | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |
| /s/ William R. Berman William R. Berman | Director | February 17, 2016 |

/s/ Jonathan P. Ferrando

Director

February 17,
2016

Jonathan P. Ferrando

II-49

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 Gardena, State of California, on February 17, 2016.

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 Lew Beshoff | President and Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Bryan Rice Bryan Rice | Vice President, Secretary and Director | February 17, 2016 |
| /s/ Jason McKnight Jason McKnight | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 San Jose, State of California, on February 17, 2016.

AN SAN JOSE LUXURY IMPORTS, INC.

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 Huck Hibberd | President and Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Paul Mosher Paul Mosher | Vice President, Secretary and Director | February 17, 2016 |
| /s/ Kathleen Van Waardenberg Kathleen Van Waardenberg | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Santa Clara, State of California, on February 17, 2016.

STEVENS CREEK LUXURY IMPORTS, INC.

By: /s/ Pejman Roshan
Pejman Roshan

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/ Pejman Roshan Pejman Roshan | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Linda Clemit Linda Clemit | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 San Jose, State of California, on February 17, 2016.

AUTO COMPANY XXII, INC.

By: /s/ Reena Spurrier
Reena 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/ Reena Spurrier Reena Spurrier | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Kathleen Van Waardenberg Kathleen Van Waardenberg | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Valencia, State of California, on February 17, 2016.

AUTO COMPANY XXIII, INC.

By: /s/ Carlos Dominguez
Carlos Dominguez

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/ Carlos Dominguez Carlos Dominguez | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Erin Marrone Erin Marrone | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Valencia, State of California, on February 17, 2016.

AN VALENCIA AUTO IMPORTS, INC.

By: /s/ Eric Tran
Eric Tran
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/ Eric Tran Eric Tran | President and Sole Director (Principal Executive Officer) | February 17, 2016 |
| /s/ Katie Garren Katie Garren | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Cerritos, State of California, on February 17, 2016.

MR. WHEELS, INC.

By: /s/ Lance E. Iserman
Lance E. Iserman
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/ Lance E. Iserman Lance E. Iserman | President and Director (Principal Executive Officer) | February 17, 2016 |
| /s/ James J. Murphy James J. Murphy | Vice President and Secretary | February 17, 2016 |
| /s/ Edna Reyes Dumauual Edna Reyes Dumauual | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Irvine, State of California, on February 17, 2016.

IRVINE IMPORTS, INC.

By: /s/ Lance E. Iserman
Lance E. Iserman
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/ Lance E. Iserman Lance E. Iserman | President and Director (Principal Executive Officer) | February 17, 2016 |
| /s/ James J. Murphy James J. Murphy | Vice President and Secretary | February 17, 2016 |
| /s/ Ken Dittmer Ken Dittmer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Hayward, State of California, on February 17, 2016.

AUTO MISSION, LTD.

By: /s/ Lance E. Iserman
Lance E. Iserman
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/ Lance E. Iserman Lance E. Iserman | President and Director (Principal Executive Officer) | February 17, 2016 |
| /s/ James J. Murphy James J. Murphy | Vice President and Secretary | February 17, 2016 |
| /s/ Linda Clemit Linda Clemit | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Cerritos, State of California, on February 17, 2016.

BARGAIN RENT-A- CAR

By: /s/ Lance E. Iserman
 Lance E. Iserman
 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/ Lance E. Iserman Lance E. Iserman | President and Director (Principal Executive Officer) | February 17, 2016 |
| /s/ James J. Murphy James J. Murphy | Vice President and Secretary | February 17, 2016 |
| /s/ Greg Mayberry Greg Mayberry | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |

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 Buena Park, State of California, on February 17, 2016.

FIT KIT, INC.

By: /s/ Lance E. Iserman
Lance E. Iserman
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/ Lance E. Iserman | President and Director (Principal Executive Officer) | February 17, 2016 |
| Lance E. Iserman | | |
| /s/ James J. Murphy | Vice President and Secretary | February 17, 2016 |
| James J. Murphy | | |
| /s/ Edna Reyes Dumauual | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 17, 2016 |
| Edna Reyes Dumauual | | |

Table of Contents

EXHIBIT INDEX

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 11, 2016) |
| 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.