

CHESROWN CHEVROLET LLC  
Form POSASR  
February 23, 2010  
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As Filed with the Securities and Exchange Commission on February 23, 2010

Registration No. 333-157354

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**AutoNation, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**73-1105145**  
*(IRS Employer  
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 and Secretary**

**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.

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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.  x

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) 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(o), no separate registration fee is payable in respect of the registration of the guarantees.

**Table of Contents****TABLE OF ADDITIONAL REGISTRANTS**

<b>Exact name of additional registrant as specified in its charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>IRS Employer Identification Number</b>
7 ROD REAL ESTATE NORTH, a limited liability company	Wyoming	84-1167321
7 ROD REAL ESTATE SOUTH, a limited liability company	Wyoming	84-1167320
Abraham Chevrolet-Miami, Inc.	Delaware	65-0802822
Abraham Chevrolet-Tampa, Inc.	Delaware	65-0802820
ACER Fiduciary, Inc.	Delaware	65-0945065
AL MAROONE FORD, LLC	Delaware	65-0944227
Albert Berry Motors, Inc.	Texas	74-1487498
Allison Bavarian	California	94-2707588
ALLISON BAVARIAN HOLDING, LLC	Delaware	20-5224408
ALL-STATE RENT A CAR, INC.	Nevada	88-0143152
American Way Motors, Inc.	Tennessee	62-1333714
AN CADILLAC OF WPB, LLC	Delaware	35-2234609
AN Central Region Management, LLC	Delaware	01-0756957
AN Chevrolet - Arrowhead, Inc.	Delaware	91-1933520
AN CHEVROLET OF PHOENIX, LLC	Delaware	52-2102866
AN CJ VALENCIA, INC.	Delaware	20-2859034
AN COLLISION CENTER OF ADDISON, INC.	Delaware	75-1053127
AN COLLISION CENTER OF NORTH HOUSTON, INC.	Delaware	26-3118395
AN Collision Center of Tempe, Inc.	Delaware	86-0928952
AN CORPORATE MANAGEMENT PAYROLL CORP.	Delaware	26-3725783
AN Corpus Christi Chevrolet, LP	Texas	32-0031564
AN Corpus Christi GP, LLC	Delaware	32-0031563
AN Corpus Christi Imports Adv. GP, LLC	Delaware	90-0080282
AN Corpus Christi Imports Adv., LP	Texas	90-0080295
AN Corpus Christi Imports GP, LLC	Delaware	27-0041420
AN Corpus Christi Imports II GP, LLC	Delaware	27-0041425
AN Corpus Christi Imports II, LP	Texas	32-0031566
AN Corpus Christi Imports, LP	Texas	32-0031567
AN CORPUS CHRISTI MOTORS, INC.	Delaware	20-5547917
AN Corpus Christi T. Imports GP, LLC	Delaware	27-0041422
AN Corpus Christi T. Imports, LP	Texas	13-4214051
AN County Line Ford, Inc.	Texas	75-1687008
AN Dealership Holding Corp.	Florida	65-0608572
AN Florida Region Management, LLC	Delaware	52-2135867
AN Fremont Luxury Imports, Inc.	Delaware	86-0928954
AN IMPORTS OF FT. LAUDERDALE, INC.	Delaware	20-5147883
AN IMPORTS OF LITHIA SPRINGS, LLC	Delaware	35-2229690
AN IMPORTS OF SPOKANE, INC.	Delaware	26-4461138
AN Imports on Weston Road, Inc.	Florida	59-1968718
AN LUXURY IMPORTS GP, LLC	Delaware	90-0121570
AN LUXURY IMPORTS HOLDING, LLC	Delaware	20-5682480
AN LUXURY IMPORTS OF PALM BEACH, INC.	Delaware	20-8671889
AN LUXURY IMPORTS OF PEMBROKE PINES, INC.	Delaware	22-3869449
AN Luxury Imports of Phoenix, Inc.	Delaware	26-4461301
AN LUXURY IMPORTS OF SAN DIEGO, INC.	Delaware	20-5682367
AN Luxury Imports of Sarasota, Inc.	Delaware	20-0551681
AN LUXURY IMPORTS OF SPOKANE, INC.	Delaware	27-1210937
AN Luxury Imports of Tucson, Inc.	Delaware	26-1182858
AN Luxury Imports, Ltd.	Texas	90-0121575
AN MOTORS OF DALLAS, INC.	Delaware	26-1769977
AN MOTORS OF DELRAY BEACH, INC.	Delaware	20-1405067
AN MOTORS OF SCOTTSDALE, LLC	Delaware	52-2102864
AN Pontiac GMC Houston North GP, LLC	Delaware	16-1641915
AN Pontiac GMC Houston North, LP	Texas	13-4214055
AN SUBARU MOTORS, INC.	Delaware	20-5685964

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Exact name of additional registrant as specified in its charter	State or Other Jurisdiction of Incorporation or Organization	IRS Employer Identification Number
AN Texas Region Management, Ltd.	Texas	02-0654987
AN West Central Region Management, LLC	Delaware	02-0654986
AN Western Region Management, LLC	Delaware	01-0756952
AN/CF Acquisition Corp.	Delaware	65-0927849
AN/FMK Acquisition Corp.	Delaware	65-0978211
AN/GMF, Inc.	Delaware	36-3087611
AN/KPBG Motors, Inc.	Washington	91-1739519
AN/MF Acquisition Corp.	Delaware	65-0961375
AN/MNI Acquisition Corp.	Delaware	65-1024377
AN/PF Acquisition Corp.	Delaware	65-0927848
AN/STD Acquisition Corp.	Delaware	65-0952134
Anderson Chevrolet	California	94-1503305
Anderson Chevrolet Los Gatos, Inc.	California	77-0262368
Anderson Cupertino, Inc.	California	65-0770033
Appleway Chevrolet, Inc.	Washington	91-0538143
Atrium Restaurants, Inc.	Florida	59-2424477
Auto Ad Agency, Inc.	Maryland	52-1295158
AUTO CAR HOLDING, LLC	Delaware	20-5225856
Auto Car, Inc.	California	68-0129623
AUTO HOLDING, LLC	Delaware	52-2107831
AUTO MISSION HOLDING, LLC	Delaware	20-5226182
Auto Mission Ltd.	California	94-3141091
Auto West, Inc.	California	94-2946518
Autohaus Holdings, Inc.	Delaware	80-0052569
AutoNation Benefits Company, Inc.	Florida	34-1135160
AutoNation Corporate Management, LLC	Delaware	22-3850167
AutoNation Dodge of Pembroke Pines, Inc.	Delaware	65-0948962
AutoNation Enterprises Incorporated	Florida	65-0608578
AUTONATION FINANCIAL SERVICES, LLC	Delaware	65-0725080
AutoNation Fort Worth Motors, Ltd.	Texas	65-1152832
AutoNation GM GP, LLC	Delaware	65-0944592
AutoNation Holding Corp.	Delaware	65-0723604
AutoNation Imports of Katy GP, LLC	Delaware	56-2307537
AutoNation Imports of Katy, L.P.	Texas	65-0957160
AutoNation Imports of Lithia Springs, Inc.	Delaware	65-1003051
AutoNation Imports of Longwood, Inc.	Delaware	65-1032195
AutoNation Imports of Palm Beach, Inc.	Delaware	65-1102140
AutoNation Imports of Winter Park, Inc.	Delaware	65-1032110
AutoNation Motors Holding Corp.	Delaware	65-1132563
AutoNation Motors of Lithia Springs, Inc.	Delaware	65-1002966
AutoNation North Texas Management GP, LLC	Delaware	33-1037931
AutoNation Northwest Management, LLC	Delaware	01-0756954
AutoNation Orlando Venture Holdings, Inc.	Delaware	65-1137521
AUTONATION OXNARD VENTURE HOLDINGS, INC.	Delaware	26-3454865
AutoNation Realty Corporation	Delaware	65-0711536
AutoNation USA of Perrine, Inc.	Delaware	65-0899807
AUTONATION V. IMPORTS OF DELRAY BEACH, LLC	Delaware	36-4558039
AutoNationDirect.com, Inc.	Delaware	65-0945066
Bankston Auto, Inc.	Texas	75-1336358
Bankston Chrysler Jeep of Frisco, L.P.	Texas	65-1052692
Bankston CJ GP, LLC	Delaware	56-2307538
BANKSTON FORD OF FRISCO, LTD. CO	Texas	75-2529822
Bankston Nissan in Irving, Inc.	Texas	75-1325663
Bankston Nissan Lewisville GP, LLC	Delaware	73-1670796
Bankston Nissan Lewisville, Ltd.	Texas	06-1699681
Bargain Rent-A-Car	California	95-3821161
Batfish, LLC	Colorado	84-1261352
BBCSS, Inc.	Arizona	58-2434441
Beach City Chevrolet Company, Inc.	California	95-1879646
BEACH CITY HOLDING, LLC	Delaware	20-5226233
Beacon Motors, Inc.	Florida	65-0582254
Bell Dodge, L.L.C.	Delaware	52-2102862
BENGAL MOTOR COMPANY, LTD.	Florida	59-2985277
Bengal Motors, Inc.	Florida	65-0165367

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Bill Ayares Chevrolet, LLC  
BLEDSOE DODGE, LLC

Delaware  
Delaware

47-0922618  
65-0944613

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<b>Exact name of additional registrant as specified in its charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>IRS Employer Identification Number</b>
Bob Townsend Ford, Inc.	Delaware	31-0669965
Body Shop Holding Corp.	Delaware	52-2124065
BOSC Automotive Realty, Inc.	Delaware	38-3262849
Brown & Brown Chevrolet - Superstition Springs, LLC	Arizona	86-0904747
Brown & Brown Chevrolet, Inc.	Arizona	86-0128003
Brown & Brown Nissan Mesa, L.L.C.	Arizona	86-0795376
Brown & Brown Nissan, Inc.	Arizona	86-0677220
BUICK MART LIMITED PARTNERSHIP	Georgia	88-0377744
BULL MOTORS, LLC	Delaware	65-0944614
C. Garrett, Inc.	Colorado	84-1264053
CARLISLE MOTORS, LLC	Delaware	65-0944616
CARWELL HOLDING, LLC	Delaware	20-5224795
CARWELL, LLC	Delaware	65-0944617
CERRITOS BODY WORKS HOLDING, LLC	Delaware	20-5225440
Cerritos Body Works, Inc.	California	33-0374316
CERRITOS IMPORTS HOLDING, LLC	Delaware	20-5226306
Cerritos Imports, Inc.	Delaware	52-2119516
CHAMPION CHEVROLET HOLDING, LLC	Delaware	20-5224897
CHAMPION CHEVROLET, LLC	Delaware	65-0944618
Champion Ford, Inc.	Texas	76-0171196
Charlie Hillard, Inc.	Texas	75-0922515
Charlie Thomas Chevrolet GP, LLC	Delaware	73-1670803
Charlie Thomas Chevrolet, Ltd.	Texas	20-0058033
Charlie Thomas Chrysler-Plymouth, Inc.	Texas	76-0010351
Charlie Thomas Courtesy GP, LLC	Delaware	73-1670811
Charlie Thomas Courtesy Leasing, Inc.	Texas	74-1850452
Charlie Thomas F. GP, LLC	Delaware	33-1062335
Charlie Thomas Ford, Ltd.	Texas	20-0058561
Charlie Thomas Courtesy Ford, Ltd.	Texas	06-1699682
CHESROWN AUTO, LLC	Delaware	65-0944619
CHESROWN CHEVROLET, LLC	Delaware	65-0944620
Chesrown Collision Center, Inc.	Colorado	84-1358588
Chesrown Ford, Inc.	Colorado	84-1164224
Chevrolet World, Inc.	Florida	59-2216673
Chuck Clancy Ford of Marietta, LLC	Delaware	47-0922626
CJ VALENCIA HOLDING, LLC	Delaware	20-5226043
Coastal Cadillac, Inc.	Florida	59-3023188
Consumer Car Care Corporation	Tennessee	62-1151481
Contemporary Cars, Inc.	Florida	59-1635976
Cook-Whitehead Ford, Inc.	Florida	59-1165955
Corporate Properties Holding, Inc.	Delaware	65-0948961
COSTA MESA CARS HOLDING, LLC	Delaware	20-5226339
Costa Mesa Cars, Inc.	California	33-0626084
Courtesy Auto Group, Inc.	Florida	59-2360236
Courtesy Broadway, LLC	Colorado	20-5417194
Covington Pike Motors, Inc.	Tennessee	58-1366612
CT Intercontinental GP, LLC	Delaware	33-1062337
CT Intercontinental, Ltd.	Texas	20-0057835
CT Motors, Inc.	Texas	76-0387042
D/L Motor Company	Florida	59-3237877
Deal Dodge of Des Plaines, Inc.	Illinois	36-3862968
Dealership Properties, Inc.	Nevada	74-2869002
Dealership Realty Corporation	Texas	76-0218062
Desert Buick-GMC Trucks, L.L.C.	Delaware	52-2102859

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Desert Chrysler-Plymouth, Inc.	Delaware	88-0121640
Desert Dodge, Inc.	Nevada	88-0227814
Desert GMC, L.L.C.	Delaware	52-2102860
Desert Lincoln-Mercury, Inc.	Nevada	88-0168433
Dobbs Brothers Buick-Pontiac, Inc.	Tennessee	62-1038471
Dobbs Ford of Memphis, Inc.	Delaware	65-1065025
Dobbs Ford, Inc.	Florida	59-1584177
Dobbs Mobile Bay, Inc.	Alabama	62-1196110
Dobbs Motors of Arizona, Inc.	Arizona	93-0929951
Dodge of Bellevue, Inc.	Delaware	94-3009590
Don Mealey Chevrolet, Inc.	Florida	59-1553076
Don Mealey Imports, Inc.	Florida	59-3099049
Don-A-Vee Jeep-Eagle, Inc.	California	33-0203778
	<b>State or Other</b>	<b>IRS</b>
	<b>Jurisdiction of</b>	<b>Employer</b>
<b>Exact name of additional registrant as specified in its charter</b>	<b>Incorporation or Organization</b>	<b>Identification Number</b>
Downers Grove Dodge, Inc.	Delaware	36-2804667
Driver s Mart Worldwide, Inc.	Virginia	38-3275555
EASTGATE FORD, INC.	Ohio	31-0736141
Ed Mullinax Ford, LLC	Delaware	57-1174464
Edgren Motor Company, Inc.	California	94-1561041
EDGREN MOTOR HOLDING, LLC	Delaware	20-5225254
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
Elmhurst Auto Mall, Inc.	Illinois	36-4185090
EMICH CHRYSLER PLYMOUTH, LLC	Delaware	65-0944625
EMICH DODGE, LLC	Delaware	65-0944626
EMICH OLDSMOBILE, LLC	Delaware	65-0944593
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
First Team Ford of Manatee, Ltd.	Florida	59-3446538
First Team Ford, Ltd.	Florida	59-3366156
First Team Imports, Ltd.	Florida	59-3298470
First Team Jeep Eagle, Chrysler-Plymouth, Ltd.	Florida	59-3446556
First Team Management, Inc.	Florida	59-2714981
First Team Premier, Ltd.	Florida	59-3392621
FIT KIT HOLDING, LLC	Delaware	20-5225481
Fit Kit, Inc.	California	33-0115670
Florida Auto Corp.	Delaware	65-0837116
FORD OF GARDEN GROVE LIMITED PARTNERSHIP	Georgia	88-0377746
Ford of Kirkland, Inc.	Washington	91-1425985
Fox Chevrolet, LLC	Delaware	47-0922620
Fox Imports, LLC	Delaware	47-0922622
FOX MOTORS, LLC	Delaware	47-0922619
Fred Oakley Motors, Inc.	Delaware	75-1524534
FREMONT LUXURY IMPORTS HOLDING, LLC	Delaware	20-5226133
Ft. Lauderdale Nissan, Inc.	Florida	65-0273822
G.B. IMPORT SALES & SERVICE HOLDING, LLC	Delaware	20-5224826
G.B. IMPORT SALES & SERVICE, LLC	Delaware	65-0944605
GENE EVANS FORD, LLC	Delaware	65-0944608
George Sutherlin Nissan, LLC	Delaware	47-0922627
Government Boulevard Motors, Inc.	Alabama	62-1502108
Gulf Management, Inc.	Florida	59-2908603
Hayward Dodge, Inc.	Delaware	94-1689551
Hillard Auto Group, Inc.	Texas	75-1965005
Hollywood Imports Limited, Inc.	Florida	59-2025810
Hollywood Kia, Inc.	Florida	65-0619873
HORIZON CHEVROLET, INC.	Ohio	34-1245635
HOUSE OF IMPORTS HOLDING, LLC	Delaware	20-5226553
House of Imports, Inc.	California	95-2498811
Houston Auto M. Imports Greenway, Ltd.	Texas	20-0057720
Houston Auto M. Imports North, Ltd.	Texas	20-0058197



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Houston Imports Greenway GP, LLC	Delaware	56-2307542
Houston Imports North GP, LLC	Delaware	56-2307540
Hub Motor Company, LLC	Delaware	47-0922628
IRVINE IMPORTS HOLDING, LLC	Delaware	20-5225601
Irvine Imports, Inc.	California	33-0374310
IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP	Georgia	88-0377749
JEMAUTCO, INC.	Ohio	31-1153168
JERRY GLEASON CHEVROLET, INC.	Illinois	36-2840037
Jerry Gleason Dodge, Inc.	Illinois	36-4074146
Jim Quinlan Chevrolet Co.	Delaware	59-1055603
Jim Quinlan Ford Lincoln-Mercury, Inc.	Florida	59-2690846
Joe MacPherson Ford	California	33-0180618

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

<b>Exact name of additional registrant as specified in its charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>IRS Employer Identification Number</b>
Joe MacPherson Imports No. I	California	33-0745137
Joe MacPherson Infiniti	California	33-0127306
JOE MACPHERSON INFINITI HOLDING, LLC	Delaware	20-5224941
JOE MACPHERSON OLDSMOBILE	California	33-0293599
JOHN M. LANCE FORD, LLC	Delaware	65-0944184
J-R Advertising Company	Colorado	84-1177523
J-R Motors Company North	Colorado	84-1167355
J-R Motors Company South	Colorado	84-1167319
JRJ Investments, Inc.	Nevada	88-0199942
J-R-M MOTORS COMPANY NORTHWEST LLC	Colorado	84-1363627
Kenyon Dodge, Inc.	Florida	59-0479520
King s Crown Ford, Inc.	Delaware	59-2018826
L.P. Evans Motors WPB, Inc.	Florida	59-0684221
L.P. Evans Motors, Inc.	Florida	59-0601584
Lance Children, Inc.	Ohio	34-1789728
Leesburg Imports, LLC	Delaware	06-1712528
Leesburg Motors, LLC	Delaware	06-1712525
Les Marks Chevrolet, Inc.	Texas	76-0375065
Lew Webb s Ford, Inc.	California	33-0677560
LEW WEBB S IRVINE NISSAN HOLDING, LLC	Delaware	20-5225321
Lew Webb s Irvine Nissan, Inc.	California	33-0374313
Lewisville Imports GP, LLC	Delaware	16-1640974
Lewisville Imports, Ltd.	Texas	06-1647785
LEXUS OF CERRITOS LIMITED PARTNERSHIP	Georgia	88-0378242
Lot 4 Real Estate Holdings, LLC	Delaware	32-0103034
MacHoward Leasing	California	95-2267692
MACHOWARD LEASING HOLDING, LLC	Delaware	20-5224996
MacPherson Enterprises, Inc.	California	95-2706038
Magic Acquisition Corp.	Delaware	65-0711428
MAGIC ACQUISITION HOLDING, LLC	Delaware	20-5226582
Marks Family Dealerships, Inc.	Texas	74-1405873
Marks Transport, Inc.	Texas	76-0444883
Maroone Chevrolet Ft. Lauderdale, Inc.	Florida	65-0721018
MAROONE CHEVROLET, LLC	Delaware	65-0944183
MAROONE DODGE, LLC	Delaware	65-0944181
MAROONE FORD, LLC	Delaware	65-0944179
Maroone Management Services, Inc.	Florida	65-0721017
Maroone Oldsmobile, LLC	Delaware	52-2135875
MC/RII, LLC	Ohio	31-1751162
Mealey Holdings, Inc.	Florida	59-3280283
Mechanical Warranty Protection, Inc.	Florida	65-0062054
Metro Chrysler Jeep, Inc.	Florida	59-3002195
Midway Chevrolet, Inc.	Texas	75-1631858
Mike Hall Chevrolet, Inc.	Delaware	74-1940031
Mike Shad Chrysler Plymouth Jeep Eagle, Inc.	Florida	65-0731779
Mike Shad Ford, Inc.	Florida	65-0730472
MILLER-SUTHERLIN AUTOMOTIVE, LLC	Delaware	65-0944177
Mission Blvd. Motors, Inc.	California	94-3179908
MR. WHEELS HOLDING, LLC	Delaware	20-5225351
Mr. Wheels, Inc.	California	95-3050274
Mullinax East, LLC	Delaware	57-1174463
MULLINAX FORD NORTH CANTON, INC.	Ohio	34-1706005
Mullinax Ford South, Inc.	Florida	59-2745619
Mullinax Insurance Agency, Inc.	Ohio	34-1090817

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Mullinax Lincoln-Mercury, Inc.	Delaware	34-1555317
Mullinax of Mayfield, LLC	Delaware	57-1174466
Mullinax Used Cars, Inc.	Ohio	34-1663489
Naperville Imports, Inc.	Delaware	65-1151451
NEWPORT BEACH CARS HOLDING, LLC	Delaware	20-5224604
NEWPORT BEACH CARS, LLC	Delaware	65-0944175
Nichols Ford, Ltd.	Texas	20-0057609
Nichols GP, LLC	Delaware	33-1062338
Nissan of Brandon, Inc.	Florida	59-2872723
Northpoint Chevrolet, LLC	Delaware	47-0922630
	<b>State or Other</b>	<b>IRS</b>
	<b>Jurisdiction of</b>	<b>Employer</b>
<b>Exact name of additional registrant as</b>	<b>Incorporation or</b>	<b>Identification</b>
<b>specified in its charter</b>	<b>Organization</b>	<b>Number</b>
Northpoint Ford, Inc.	Delaware	65-0964278
Northwest Financial Group, Inc.	Washington	91-1666832
Ontario Dodge, Inc.	California	33-0380793
ORANGE COUNTY AUTOMOTIVE IMPORTS, LLC	Delaware	65-0944636
Payton-Wright Ford Sales, Inc.	Texas	75-1231297
Peyton Cramer Automotive	California	33-0612289
PEYTON CRAMER AUTOMOTIVE HOLDING, LLC	Delaware	20-5226609
PEYTON CRAMER F. HOLDING, LLC	Delaware	20-5225040
Peyton Cramer Ford	California	95-3410394
Peyton Cramer Infiniti	California	33-0567152
PEYTON CRAMER INFINITI HOLDING, LLC	Delaware	20-5226653
Peyton Cramer Jaguar	California	33-0567150
Peyton Cramer Lincoln-Mercury	California	33-0679879
PEYTON CRAMER LM HOLDING, LLC	Delaware	20-5224570
Pierce Automotive Corporation	Arizona	86-0811184
PIERCE, LLC	Delaware	65-0944638
Pitre Buick-Pontiac-GMC of Scottsdale, Inc.	Delaware	86-0928953
Pitre Chrysler-Plymouth-Jeep of Scottsdale, Inc.	Delaware	86-0928955
Pitre Chrysler-Plymouth-Jeep on Bell, Inc.	Delaware	86-0928950
Plains Chevrolet GP, LLC	Delaware	06-1699677
Plains Chevrolet, Ltd.	Texas	20-0058622
PMWQ, Inc.	Nevada	75-2748417
PMWQ, Ltd.	Texas	75-2748419
Port City Imports, Inc.	Texas	74-2403712
Prime Auto Resources, Inc.	California	33-0718037
Quality Nissan GP, LLC	Delaware	06-1699678
Quality Nissan, Ltd.	Texas	20-0058629
Quinlan Motors, Inc.	Florida	59-3268936
R. Coop Limited	Colorado	84-1251979
R.L. Buscher II, Inc.	Colorado	84-1171763
R.L. Buscher III, Inc.	Colorado	84-1171764
Real Estate Holdings, Inc.	Florida	65-0789583
Republic DM Property Acquisition Corp.	Delaware	52-2099740
Republic Resources Company	Delaware	51-0370517
Republic Risk Management Services, Inc.	Florida	65-0782124
Resources Aviation, Inc.	Florida	65-0858501
RI Merger Corp.	Colorado	84-1492421
RI/ASC Acquisition Corp.	Delaware	84-1491657
RI/BB Acquisition Corp.	Delaware	52-2127466
RI/BBNM Acquisition Corp	Arizona	86-0914399
RI/BRC Real Estate Corp.	California	65-0942312
RI/DM Acquisition Corp.	Delaware	52-2099741
RI/Hollywood Nissan Acquisition Corp.	Delaware	65-0784675
RI/LLC Acquisition Corp.	Colorado	84-1459545
RI/LLC-2 Acquisition Corp.	Colorado	84-1459544
RI/PII Acquisition Corp.	Delaware	52-2124965
RI/RMC Acquisition GP, LLC	Delaware	33-1062340
RI/RMC Acquisition, Ltd.	Texas	20-0057572
RI/RMP Acquisition Corp.	Delaware	52-2109996
RI/RMT Acquisition GP, LLC	Delaware	02-0695720
RI/RMT Acquisition, Ltd.	Texas	20-0058111
RI/WFI Acquisition Corporation	Delaware	52-2124969
RKR Motors, Inc.	Florida	65-0070349
ROSECRANS INVESTMENTS, LLC	Delaware	65-1093600

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Roseville Motor Corporation  
ROSEVILLE MOTOR HOLDING, LLC  
RRM Corporation  
Sahara Imports, Inc.  
SAHARA NISSAN, INC.  
SAUL CHEVROLET HOLDING, LLC  
SCM Realty, Inc.

California	94-2922942
Delaware	20-5225195
Delaware	52-2007719
Nevada	86-0869592
Nevada	88-0133547
Delaware	20-5224718
Florida	59-2640748

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

<b>Exact name of additional registrant as specified in its charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>IRS Employer Identification Number</b>
Service Station Holding Corp.	Delaware	65-0899829
SHAMROCK F. HOLDING, LLC	Delaware	20-5226693
Shamrock Ford, Inc.	California	94-2220473
Six Jays LLC	Colorado	84-1364768
SMI MOTORS HOLDING, LLC	Delaware	20-5226719
SMI Motors, Inc.	California	95-4399082
SMYTHE EUROPEAN HOLDING, LLC	Delaware	20-5225929
Smythe European, Inc.	California	94-2633163
SOUTHWEST DODGE, LLC	Delaware	65-0944643
SPITFIRE PROPERTIES, INC.	Florida	59-2484224
STAR MOTORS, LLC	Delaware	65-0944646
Steakley Chevrolet GP, LLC	Delaware	02-0695725
Steakley Chevrolet, Ltd.	Texas	20-0058140
Steeplechase Motor Company	Texas	76-0244476
STEVE MOORE CHEVROLET DELRAY, LLC	Delaware	65-0944647
STEVE MOORE CHEVROLET, LLC	Delaware	65-0944670
Steve Moore's Buy-Right Auto Center, Inc.	Florida	65-0192329
Steve Rayman Pontiac-Buick-GMC-Truck, LLC	Delaware	65-0944669
STEVENS CREEK HOLDING, LLC	Delaware	20-5225154
Stevens Creek Motors, Inc.	California	94-3010181
Sunrise Nissan of Jacksonville, Inc.	Florida	59-3427446
Sunrise Nissan of Orange Park, Inc.	Florida	59-1357686
Sunset Pontiac-GMC Truck South, Inc.	Florida	59-3128431
Sunset Pontiac-GMC, Inc.	Michigan	38-1919584
Superior Nissan, Inc.	North Carolina	62-1306501
SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE, LLC	Delaware	65-0944667
Sutherlin H. Imports, LLC	Delaware	47-0922631
Sutherlin Imports, LLC	Delaware	65-0944664
SUTHERLIN NISSAN, LLC	Delaware	65-0944665
Sutherlin Town Center, Inc.	Georgia	58-2241820
Tartan Advertising, Inc.	California	33-0191704
Tasha Incorporated	California	94-2512050
TAYLOR JEEP EAGLE, LLC	Delaware	65-0944662
Team Dodge, Inc.	Delaware	65-1040982
TERRY YORK MOTOR CARS HOLDING, LLC	Delaware	20-5226742
Terry York Motor Cars, Ltd.	California	95-3549353
Texan Ford Sales, Ltd.	Texas	20-0058068
Texan Ford, Inc.	Texas	76-0207034
Texan Lincoln-Mercury, Inc.	Delaware	76-0489587
Texan Sales GP, LLC	Delaware	02-0695727
Texas Management Companies LP, LLC	Delaware	52-2135873
The Consulting Source, Inc.	Florida	59-2183874
The Pierce Corporation II, Inc.	Arizona	86-0743383

  

<b>Exact name of additional registrant as specified in its charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>IRS Employer Identification Number</b>
Tinley Park A. Imports, Inc.	Delaware	52-2124968
Tinley Park J. Imports, Inc.	Delaware	52-2104777
Tinley Park V. Imports, Inc.	Delaware	84-1041105
TORRANCE NISSAN HOLDING, LLC	Delaware	20-5224866
TORRANCE NISSAN, LLC	Delaware	65-0944661
Tousley Ford, Inc.	Minnesota	41-0609970

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Town & Country Chrysler Jeep, Inc.	Delaware	91-1197824
TOYOTA CERRITOS LIMITED PARTNERSHIP	Georgia	88-0377743
Triangle Corporation	Delaware	52-2025037
T-West Sales & Service, Inc.	Nevada	88-0235466
VALENCIA B. IMPORTS HOLDING, LLC	Delaware	20-5225959
Valencia B. Imports, Inc.	Delaware	20-0152054
Valencia Dodge	California	95-3935812
VALENCIA DODGE HOLDING, LLC	Delaware	20-5226772
VALENCIA H. IMPORTS HOLDING, LLC	Delaware	20-5226809
Valencia H. Imports, Inc.	Delaware	20-0152004
VALLEY CHEVROLET, LLC	Delaware	47-0922623
VANDERBEEK MOTORS HOLDING, LLC	Delaware	20-5226839
Vanderbeek Motors, Inc.	California	94-2494800
Vanderbeek Olds/GMC Truck, Inc.	California	68-0072435
VANDERBEEK TRUCK HOLDING, LLC	Delaware	20-5373982
VILLAGE MOTORS, LLC	Delaware	65-0944660
Vince Wiese Chevrolet, Inc.	Delaware	95-2703429
VINCE WIESE HOLDING, LLC	Delaware	20-5226871
W.O. Bankston Nissan, Inc.	Texas	75-1279211
WALLACE DODGE, LLC	Delaware	65-0944659
WALLACE FORD, LLC	Delaware	65-0944658
WALLACE LINCOLN-MERCURY, LLC	Delaware	65-0944657
WALLACE NISSAN, LLC	Delaware	65-0944655
Webb Automotive Group, Inc.	California	33-0338459
West Colton Cars, Inc.	California	77-0428114
West Side Motors, Inc.	Tennessee	62-1030139
Westgate Chevrolet GP, LLC	Delaware	06-1699676
Westgate Chevrolet, Ltd.	Texas	20-0058608
Westmont A. Imports, Inc.	Delaware	65-0725800
Westmont B. Imports, Inc.	Delaware	65-1151452
Westmont M. Imports, Inc.	Delaware	65-1151453
Woody Capital Investment Company II	Colorado	84-1167986
Woody Capital Investment Company III	Colorado	84-1167988
Working Man s Credit Plan, Inc.	Texas	75-2458731
YORK ENTERPRISES HOLDING, LLC	Delaware	20-5226908

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

200 SW 1st Ave

Fort Lauderdale, Florida 33301

(954) 769-6000

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**EXPLANATORY NOTE**

This Registration Statement on Form S-3 (Registration No. 333-157354) of AutoNation, Inc. and its subsidiary guarantor registrants (the Registration Statement ) is being amended to (i) add certain subsidiaries of AutoNation, Inc. as co-registrants that are, or may potentially be, guarantors of some or all of the debt securities with respect to which offers and sales are registered under this Registration Statement; (ii) add the guarantees of such subsidiaries to the Registration Statement pursuant to Rule 413(b) of the Securities Act of 1933; and (iii) update the base prospectus that forms a part of the Registration Statement and certain other information in Part II of the Registration Statement.

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PROSPECTUS

**AutoNation, Inc.**

**COMMON STOCK**

**PREFERRED STOCK**

**DEBT SECURITIES**

**GUARANTEES OF DEBT SECURITIES**

**WARRANTS**

**SUBSCRIPTION RIGHTS**

**DEPOSITARY SHARES**

**STOCK PURCHASE CONTRACTS**

**UNITS**

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

We will provide specific terms of these securities in one or more supplements to this prospectus at the time of offering. 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.

***Investing in our securities involves certain risks. You should carefully consider the risks described under Risk***



*Factors in our most recent annual report on Form 10-K, which is incorporated by reference herein, as well the other information contained or incorporated by reference in this prospectus or in any applicable prospectus supplement or free writing prospectus before making a decision to invest in our securities. See Risk Factors on page 1 of this prospectus.*

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 23, 2010

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**FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference herein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). All statements, other than statements of historical facts, included or incorporated herein regarding our strategy, future operations, financial position, future revenues, projected costs, prospects, plans 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, expressions or expressions of the negative 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 retailing 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 results of operations and financial condition have been and could continue to be adversely affected by the unfavorable economic conditions in the United States.

Our revolving credit facility, term loan facility, mortgage facility, and the indenture relating to our senior unsecured notes contain certain financial ratios and other restrictions on our ability to conduct our business.

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

Our substantial indebtedness could adversely affect our financial condition and operations and prevent us from fulfilling our debt service obligations.

Goodwill and other intangible assets comprise a significant portion of our total assets. We must test our 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 stockholders' equity.

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

Natural disasters and adverse weather events can disrupt our business.

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



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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 violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer.

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

Our largest stockholder, as a result of its voting ownership, may have the ability to exert substantial influence over actions to be taken or approved by our stockholders.

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

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**ABOUT THIS PROSPECTUS**

This prospectus is part of an automatic shelf registration statement that we filed with the SEC. Under this shelf registration process, we may sell 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. Each time we sell securities, we will provide a prospectus supplement or a free writing prospectus that will contain specific information about the terms of that offering. The prospectus supplement or free writing prospectus may also add, update or change information contained in this prospectus. You should carefully read both this prospectus and any applicable prospectus supplement or free writing prospectus together with additional information described under the heading "Where You Can Find Additional Information" before deciding to invest in any of the securities being offered.

You should rely only on the information contained in or incorporated by reference in this prospectus or any related prospectus supplement or free writing prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any jurisdiction where the offer is not permitted.

You should not assume that the information contained in this prospectus or any prospectus supplement or 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.

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, 2009, we owned and operated 246 new vehicle franchises from 203 stores located in major metropolitan markets, predominantly in the Sunbelt region of the United States. Our stores, which we believe are some of the most recognizable and well-known in our key markets, sell 33 different brands of new vehicles. The core brands of vehicles that we sell, representing approximately 96% of the new vehicles that we sold in 2009, are manufactured by Toyota, Ford, Honda, Nissan, General Motors, Mercedes, BMW, and Chrysler.

We offer a diversified range of automotive products and services, including new vehicles, used vehicles, parts and automotive services, and automotive finance and insurance products. We also arrange financing for vehicle purchases through third-party finance sources. We believe that the significant scale of our operations and the quality of our managerial talent allow us to achieve efficiencies in our key markets by, among other things, leveraging our market brands and advertising, improving asset management, implementing standardized processes, and increasing productivity across all of our stores.

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 web site at [www.autonation.com](http://www.autonation.com). Information contained in or accessed through our web site does not constitute a part of this prospectus.

**RISK FACTORS**

Investing in our securities involves risks. You should carefully consider, among other things, (i) the risk factors identified under the heading Risk Factors in Part I, Item 1A of our most recent Annual Report on Form 10-K, as updated by our Quarterly Reports on Form 10-Q and any Current Reports on Form 8-K filed subsequent to such Annual Report on Form 10-K, (ii) the risk factors identified under the heading Risk Factors in any applicable prospectus supplement or free writing prospectus, and (iii) the other information set forth in this prospectus, in any applicable prospectus supplement or free writing prospectus, and in the documents incorporated by reference into this prospectus. For more information, see the section entitled Where You Can Find Additional Information. These risks could materially and adversely affect our business, results of operations and financial condition and could result in a partial or complete loss of your investment.

**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, retirement of debt 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,				
	2009	2008	2007	2006	2005
Ratio of earnings to fixed charges	4.4	*	2.7	3.0	3.9

\* In the year ended December 31, 2008, earnings were insufficient to cover fixed charges by \$1.40 billion due to non-cash impairment charges of \$1.74 billion.

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, earnings from unconsolidated affiliates and fixed charges. Fixed charges consist of interest on indebtedness, including floorplan interest, amortization of debt issuance costs and the estimated portion of rental expense we deem to

be representative of the interest factor of rental payments under operating leases.



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

### **DESCRIPTION OF CAPITAL STOCK**

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

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

#### **Capital Stock**

Under our Certificate of Incorporation, our authorized capital stock consists of 1,500,000,000 shares of common stock, \$0.01 par value, and 5,000,000 shares of preferred stock, \$0.01 par value. As of February 12, 2010, there were 170,518,986 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.



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

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

### ***Special Meetings of Shareholders***

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

### ***Delaware General Corporation Law***

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

## **DESCRIPTION OF OTHER SECURITIES**

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

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**PLAN OF DISTRIBUTION**

The securities being offered hereby may be sold by us:

through underwriters or dealers;

through agents;

directly to purchasers, including our affiliates;

through a combination of any such methods of sale; or

through any other methods described in the applicable prospectus supplement or free writing prospectus.

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

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy this information at the SEC's Public Reference Room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a web site 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, 2009, filed with the SEC on February 17, 2010;

Our Current Report on Form 8-K filed with the SEC on February 9, 2010;

The portions of our definitive proxy statement for our 2009 Annual Meeting of Stockholders that are deemed to have been filed and not furnished, filed with the SEC on March 23, 2009; and

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

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

AutoNation, Inc.

200 SW 1st Ave

Fort Lauderdale, FL 33301

Attention: Legal Department

Telephone: (954) 769-6000

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**LEGAL MATTERS**

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

**EXPERTS**

The consolidated financial statements of AutoNation, Inc. as of December 31, 2009 and 2008, and for each of the years in the three-year period ended December 31, 2009, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2009 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 covering the December 31, 2009 consolidated financial statements refers to the adoption of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (included in FASB ASC Topic 740, *Income Taxes*), effective January 1, 2007.

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**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, 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 an 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 the 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 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.

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





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to indemnification. Indemnification pursuant to these provisions is not exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise and shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer.

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

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

**ITEM 16. EXHIBITS**

Exhibit No.	Document
1.1	Form(s) of Underwriting Agreement*
4.1	Form of Indenture
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 February 8, 2008)
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 C. Coleman G. Edmunds, Senior Vice President, Deputy General Counsel and Assistant Secretary of the Company**
5.2	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the guarantees covered by this Post-Effective Amendment No. 1 to Form S-3
12.1	Statement regarding computation of Consolidated Ratio of Earnings to Fixed Charges
23.1	Consent of KPMG LLP
23.2	Consent of C. Coleman G. Edmunds (included in exhibit 5.1)
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in exhibit 5.2)
24.1	Powers of Attorney (included on the signature pages of the Registration Statement)
25.1	Statement of Eligibility of Trustee on Form T-1*

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

\*\* Previously filed as an exhibit to the Registration Statement.

**ITEM 17. UNDERTAKINGS**

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The undersigned registrant hereby undertakes:

- (a) (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;

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(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 Securities and Exchange 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 a 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 the 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) (a) 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, the registrant undertakes that in a primary offering of securities of the 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 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 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 registrant or used or referred to by the registrant;

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

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

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(b) 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.

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(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 Securities Act of 1933 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, that 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 Securities Act of 1933 and will be governed by the final adjudication of such issue.

(e) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act ( Act ) in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Act.

**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, Florida, on February 23, 2010.

**AUTONATION, INC.**

By: /s/ MICHAEL J. JACKSON  
**Michael J. Jackson**

**Chairman of the Board and Chief Executive Officer**

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

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ MICHAEL J. JACKSON <b>Michael J. Jackson</b>	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 23, 2010
/s/ MICHAEL J. SHORT <b>Michael J. Short</b>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 23, 2010
/s/ MICHAEL J. STEPHAN <b>Michael J. Stephan</b>	Vice President Corporate Controller (Principal Accounting Officer)	February 23, 2010
* <b>Rick L. Burdick</b>	Director	February 23, 2010
* <b>William C. Crowley</b>	Director	February 23, 2010
* <b>David B. Edelson</b>	Director	February 23, 2010
* <b>Kim C. Goodman</b>	Director	February 23, 2010
* <b>Robert R. Grusky</b>	Director	February 23, 2010

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**Michael E. Maroone**

\*

Director

February 23, 2010

**Carlos A. Migoya**

\*By:

/s/ MICHAEL J. JACKSON  
**Michael J. Jackson**

**Attorney-in-Fact**

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**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify 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, Florida, on February 23, 2010.

7 ROD REAL ESTATE NORTH, LLC	DON-A-VEE JEEP-EAGLE, INC.	BY: PMWQ, INC.
7 ROD REAL ESTATE SOUTH, LLC	DOWNERS GROVE DODGE, INC.	ITS: GENERAL PARTNER
ABRAHAM CHEVROLET-TAMPA, INC.	DRIVER S M A R T WORLDWIDE, INC.	REAL ESTATE HOLDINGS, INC.
AL MAROONE FORD, LLC	EASTGATE FORD, INC.	REPUBLIC DM PROPERTY ACQUISITION CORP.
ALBERT BERRY MOTORS, INC.	EL MONTE MOTORS HOLDING, LLC	REPUBLIC RESOURCES COMPANY
ALL-STATE RENT A CAR, INC.	EL MONTE MOTORS, INC.	REPUBLIC RISK MANAGEMENT SERVICES, INC.
AN CHEVROLET OF PHOENIX, LLC	ELMHURST AUTO MALL, INC.	RESOURCES AVIATION, INC.
AN CJ VALENCIA, INC.	FLORIDA AUTO CORP.	RI MERGER CORP.
AN CORPORATE MANAGEMENT PAYROLL CORP.	FORD OF KIRKLAND, INC.	RI/ASC ACQUISITION CORP.
AN DEALERSHIP HOLDING CORP.	FOX IMPORTS, LLC	RI/BBNM ACQUISITION CORP
AN IMPORTS OF LITHIA SPRINGS, LLC	FRED OAKLEY MOTORS, INC.	RI/BRC REAL ESTATE CORP.
AN WEST CENTRAL REGION MANAGEMENT, LLC	HAYWARD DODGE, INC.	RI/DM ACQUISITION CORP.
AN/FMK ACQUISITION CORP.	HOLLYWOOD KIA, INC.	RI/LLC-2 ACQUISITION CORP.
AN/GMF, INC.	HORIZON CHEVROLET, INC.	RI/PII ACQUISITION CORP.
AN/KPBG MOTORS, INC.	HUB MOTOR COMPANY, LLC	RI/RMP ACQUISITION CORP.
AN/STD ACQUISITION CORP.	JEMAUTCO, INC.	RI/WFI ACQUISITION CORPORATION
ANDERSON CHEVROLET	JERRY GLEASON CHEVROLET, INC.	ROSECRANS INVESTMENTS, LLC
ANDERSON CHEVROLET LOS GATOS, INC.	JERRY GLEASON DODGE, INC.	RRM CORPORATION
ANDERSON CUPERTINO, INC.	JOE MACPHERSON IMPORTS NO. I	SAUL CHEVROLET HOLDING, LLC
ATRIUM RESTAURANTS, INC.	JOE MACPHERSON OLDSMOBILE	SCM REALTY, INC.
AUTO AD AGENCY, INC.	J-M-R MOTORS COMPANY NORTHWEST LLC	SERVICE STATION HOLDING CORP.
AUTO HOLDING, LLC	KENYON DODGE, INC.	SHAMROCK F. HOLDING, LLC
AUTO WEST, INC.	LES MARKS CHEVROLET, INC.	SHAMROCK FORD, INC.



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AUTONATION CORPORATE MANAGEMENT, LLC	LEW WEBB S FORD, INC.	SIX JAYS LLC
AUTONATION ENTERPRISES INCORPORATED	LEW WEBB S IRVINE NISSAN HOLDING, LLC	SMI MOTORS HOLDING, LLC
AUTONATION MOTORS HOLDING CORP.	LEW WEBB S IRVINE NISSAN, INC.	SMI MOTORS, INC.
AUTONATION MOTORS OF LITHIA SPRINGS, INC.	MACHOWARD LEASING	SOUTHWEST DODGE, LLC
AUTONATION NORTHWEST MANAGEMENT, LLC	MARKS FAMILY DEALERSHIPS, INC.	SPITFIRE PROPERTIES, INC.
AUTONATION REALTY CORPORATION	MAROONE DODGE, LLC	STEAKLEY CHEVROLET GP, LLC
BANKSTON AUTO, INC.	MAROONE MANAGEMENT SERVICES, INC.	STEAKLEY CHEVROLET, LTD.
BATFISH, LLC	MAROONE OLDSMOBILE, LLC	<i>BY: STEAKLEY CHEVROLET GP, LLC</i>
BBCSS, INC.	MC/RII, LLC	<i>ITS: GENERAL PARTNER</i>
BEACH CITY CHEVROLET COMPANY, INC.	MECHANICAL WARRANTY PROTECTION, INC.	STEEPLECHASE MOTOR COMPANY
BEACH CITY HOLDING, LLC	METRO CHRYSLER JEEP, INC.	STEVE RAYMAN PONTIAC-BUICK-GMC-TRUCK, LLC
BLEDSON DODGE, LLC	MIDWAY CHEVROLET, INC.	SUNSET PONTIAC-GMC TRUCK SOUTH, INC.
BOB TOWNSEND FORD, INC.	MIKE SHAD CHRYSLER PLYMOUTH JEEP EAGLE, INC.	SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE, LLC
BOSC AUTOMOTIVE REALTY, INC.	MISSION BLVD. MOTORS, INC.	TARTAN ADVERTISING, INC.
CERRITOS IMPORTS, INC.	MULLINAX INSURANCE AGENCY, INC.	TAYLOR JEEP EAGLE, LLC
CHAMPION CHEVROLET HOLDING, LLC	MULLINAX LINCOLN-MERCURY, INC.	TEAM DODGE, INC.
CHAMPION CHEVROLET, LLC	MULLINAX OF MAYFIELD, LLC	TEXAN LINCOLN-MERCURY, INC.
CHAMPION FORD, INC.	ONTARIO DODGE, INC.	THE CONSULTING SOURCE, INC.
CHARLIE THOMAS CHRYSLER-PLYMOUTH, INC.	ORANGE COUNTY AUTOMOTIVE IMPORTS, LLC	THE PIERCE CORPORATION II, INC.
CHESROWN AUTO, LLC	PAYTON-WRIGHT FORD SALES, INC.	TINLEY PARK A. IMPORTS, INC.
CJ VALENCIA HOLDING, LLC	PEYTON CRAMER JAGUAR	TINLEY PARK J. IMPORTS, INC.
CONSUMER CAR CARE CORPORATION	PEYTON CRAMER LINCOLN-MERCURY	TINLEY PARK V. IMPORTS, INC.
CORPORATE PROPERTIES HOLDING, INC.	PEYTON CRAMER LM HOLDING, LLC	TRIANGLE CORPORATION
COURTESY AUTO GROUP, INC.	PITRE BUICK-PONTIAC-GMC OF SCOTTSDALE, INC.	VANDERBEEK OLDS/GMC TRUCK, INC.
DEAL DODGE OF DES PLAINES, INC.	PITRE CHRYSLER-PLYMOUTH-JEEP OF SCOTTSDALE, INC.	VANDERBEEK TRUCK HOLDING, LLC
DESERT CHRYSLER-PLYMOUTH, INC.	PITRE CHRYSLER-PLYMOUTH-JEEP ON BELL, INC.	WALLACE DODGE, LLC
DESERT DODGE, INC.		WALLACE LINCOLN-MERCURY, LLC
		WEST COLTON CARS, INC.

PMWQ, INC.

WORKING MAN S CREDIT PLAN, INC.

PMWQ, LTD.

By: /s/ MICHAEL E. MAROONE  
**Michael E. Maroone**

**President**

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

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ MICHAEL E. MAROONE  <b>Michael E. Maroone</b>	President and Director  (Principal Executive Officer and Director)	February 23, 2010
/s/ CHERYL SCULLY  <b>Cheryl Scully</b>	Treasurer  (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
/s/ JONATHAN P. FERRANDO  <b>Jonathan P. Ferrando</b>	Director	February 23, 2010

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify 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, Florida, on February 23, 2010.

ABRAHAM CHEVROLET-MIAMI, INC.	BULL MOTORS, LLC	GULF MANAGEMENT, INC.
AN CADILLAC OF WPB, LLC	CARLISLE MOTORS, LLC	JIM QUINLAN CHEVROLET CO.
AN FLORIDA REGION MANAGEMENT, LLC	CHEVROLET WORLD, INC.	JIM QUINLAN FORD LINCOLN-MERCURY, INC.
AN IMPORTS OF FT. LAUDERDALE, INC.	COASTAL CADILLAC, INC.	KING S CROWN FORD, INC.
AN IMPORTS ON WESTON ROAD, INC.	CONTEMPORARY CARS, INC.	L.P. EVANS MOTORS WPB, INC.
AN LUXURY IMPORTS OF PALM BEACH, INC.	D/L MOTOR COMPANY	L.P. EVANS MOTORS, INC.
AN LUXURY IMPORTS OF PEMBROKE PINES, INC.	DON MEALEY CHEVROLET, INC.	MAROONE FORD, LLC
AN LUXURY IMPORTS OF SARASOTA, INC.	DON MEALEY IMPORTS, INC.	MEALEY HOLDINGS, INC.
AN MOTORS OF DELRAY BEACH, INC.	FIRST TEAM AUTOMOTIVE CORP.	MIKE SHAD FORD, INC.
AUTOHAUS HOLDINGS, INC.	FIRST TEAM FORD OF MANATEE, LTD.	NISSAN OF BRANDON, INC.
AUTONATION DODGE OF PEMBROKE PINES, INC.	<i>BY: FIRST TEAM MANAGEMENT, INC.</i>	QUINLAN MOTORS, INC.
AUTONATION IMPORTS OF LONGWOOD, INC.	<i>ITS: GENERAL PARTNER</i>	RI/BB ACQUISITION CORP.
AUTONATION IMPORTS OF PALM BEACH, INC.	FIRST TEAM FORD, LTD.	RI/HOLLYWOOD NISSAN ACQUISITION CORP.
AUTONATION IMPORTS OF WINTER PARK, INC.	<i>BY: FIRST TEAM MANAGEMENT, INC.</i>	RKR MOTORS, INC.
AUTONATION ORLANDO VENTURE HOLDINGS, INC.	<i>ITS: GENERAL PARTNER</i>	STAR MOTORS, LLC
AUTONATION USA OF PERRINE, INC.	FIRST TEAM IMPORTS, LTD.	STEVE MOORE CHEVROLET DELRAY, LLC
AUTONATION V. IMPORTS OF DELRAY BEACH, LLC	<i>BY: FIRST TEAM MANAGEMENT, INC.</i>	STEVE MOORE CHEVROLET, LLC
BEACON MOTORS, INC.	<i>ITS: GENERAL PARTNER</i>	STEVE MOORE S BUY-RIGHT AUTO CENTER, INC.
BENGAL MOTOR COMPANY, LTD.	FIRST TEAM JEEP EAGLE, CHRYSLER-PLYMOUTH, LTD.	SUNRISE NISSAN OF JACKSONVILLE, INC.
<i>BY: BENGAL MOTORS, INC.</i>	<i>BY: FIRST TEAM MANAGEMENT, INC.</i>	SUNRISE NISSAN OF ORANGE PARK, INC.
<i>ITS: GENERAL PARTNER</i>	<i>ITS: GENERAL PARTNER</i>	SUNSET PONTIAC-GMC, INC.
	FIRST TEAM MANAGEMENT, INC.	SUTHERLIN IMPORTS, LLC
	FIRST TEAM PREMIER, LTD.	

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**BENGAL MOTORS, INC.**

***BY: FIRST TEAM MANAGEMENT, INC.***

**WALLACE FORD, LLC**

**BODY SHOP HOLDING CORP.**

***ITS: GENERAL PARTNER***

**WALLACE NISSAN, LLC**

**FT. LAUDERDALE NISSAN, INC.**

By: */s/* **JAMES R. BENDER**  
**James R. Bender**

**President**

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ JAMES R. BENDER  <b>James R. Bender</b>	President and Sole Director  (Principal Executive Officer and Director)	February 23, 2010
/s/ RONALD J. EBERHARDT  <b>Ronald J. Eberhardt</b>	Treasurer  (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify 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, Florida, on February 23, 2010.

**HOLLYWOOD IMPORTS LIMITED, INC.**

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

**MAROONE CHEVROLET, LLC**

By: /s/ **MICHAEL E. MAROONE**  
**Michael E. Maroone**

**President**

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title(s)	Date
/s/ MICHAEL E. MAROONE	President and Director	February 23, 2010
<b>Michael E. Maroone</b>	(Principal Executive Officer and Director)	
/s/ RONALD J. EBERHARDT	Treasurer	February 23, 2010
<b>Ronald J. Eberhardt</b>	(Principal Financial Officer and Principal Accounting Officer)	
/s/ JAMES R. BENDER	Director	February 23, 2010
<b>James R. Bender</b>		





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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, Florida, on February 23, 2010.

**EMPIRE SERVICES AGENCY, INC.**

By: /s/ MICHAEL E. MAROONE  
Michael E. Maroone

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ MICHAEL E. MAROONE Michael E. Maroone	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norcross, Georgia, on February 23, 2010.

<p>AMERICAN WAY MOTORS, INC.                  AN CENTRAL REGION MANAGEMENT, LLC                  AN/CF ACQUISITION CORP.                  AN/MF ACQUISITION CORP.                  AN/MNI ACQUISITION CORP.</p>	<p>FOX CHEVROLET, LLC                  FOX MOTORS, LLC                  GENE EVANS FORD, LLC                  GEORGE SUTHERLIN NISSAN, LLC                  GOVERNMENT BOULEVARD MOTORS,                  INC.                  JOHN M. LANCE FORD, LLC</p>	<p>MILLER-SUTHERLIN AUTOMOTIVE, LLC                  MULLINAX EAST, LLC                  MULLINAX FORD NORTH CANTON, INC.                  MULLINAX FORD SOUTH, INC.                  MULLINAX USED CARS, INC.</p>
<p>AUTONATION IMPORTS OF LITHIA                  SPRINGS,                  INC.                  BILL AYARES CHEVROLET, LLC                  C. GARRETT, INC.</p>	<p>J-R ADVERTISING COMPANY                  J-R MOTORS COMPANY NORTH                  BY: WOODY CAPITAL INVESTMENT CO.                  III</p>	<p>NAPERVILLE IMPORTS, INC.                  NORTHPOINT CHEVROLET, LLC                  NORTHPOINT FORD, INC.                  R. COOP LIMITED</p>
<p>CHESROWN CHEVROLET, LLC                  CHESROWN COLLISION CENTER, INC.                  CHESROWN FORD, INC.                  CHUCK CLANCY FORD OF MARIETTA, LLC                  COOK-WHITEHEAD FORD, INC.                  COURTESY BROADWAY, LLC                  COVINGTON PIKE MOTORS, INC.                  DOBBS BROTHERS BUICK-PONTIAC, INC.                  DOBBS FORD OF MEMPHIS, INC.                  DOBBS FORD, INC.                  DOBBS MOBILE BAY, INC.                  ED MULLINAX FORD, LLC                  EMICH CHRYSLER PLYMOUTH, LLC                  EMICH DODGE, LLC                  EMICH OLDSMOBILE, LLC                  EMICH SUBARU WEST, LLC</p>	<p>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                  LANCE CHILDREN, INC.                  LEESBURG IMPORTS, LLC                  LEESBURG MOTORS, LLC                  LOT 4 REAL ESTATE HOLDINGS, LLC</p>	<p>R.L. BUSCHER II, INC.                  R.L. BUSCHER III, INC.                  RI/LLC ACQUISITION CORP.                  SUPERIOR NISSAN, INC.                  SUTHERLIN H. IMPORTS, LLC                  SUTHERLIN NISSAN, LLC                  SUTHERLIN TOWN CENTER, INC.                  TOUSLEY FORD, INC.                  VALLEY CHEVROLET, LLC                  VILLAGE MOTORS, LLC                  WEST SIDE MOTORS, INC.                  WESTMONT A. IMPORTS, INC.                  WESTMONT B. IMPORTS, INC.                  WESTMONT M. IMPORTS, INC.                  WOODY CAPITAL INVESTMENT COMPANY II                  WOODY CAPITAL INVESTMENT COMPANY III</p>

By: /s/ HENRY S. PHILLIPS  
 Henry S. Phillips

President

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ HENRY S. PHILLIPS <b>Henry S. Phillips</b>	President and Sole Director (Principal Executive Officer and Director)	February 23, 2010
/s/ MITCH MCGUIRE <b>Mitch McGuire</b>	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify 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, Texas, on February 23, 2010.

AN COLLISION CENTER OF ADDISON, INC.	AUTONATION IMPORTS OF KATY, L.P.	HOUSTON AUTO M. IMPORTS NORTH, LTD.
AN COLLISION CENTER OF NORTH HOUSTON, INC.	<i>BY: AUTONATION IMPORTS OF KATY, GP LLC</i>	<i>BY: HOUSTON IMPORTS NORTH GP, LLC</i>
AN CORPUS CHRISTI CHEVROLET, LP	<i>ITS: GENERAL PARTNER</i>	<i>ITS: GENERAL PARTNER</i>
<i>BY: AN CORPUS CHRISTI GP, LLC</i>	AUTONATION NORTH TEXAS	HOUSTON IMPORTS GREENWAY GP, LLC
<i>ITS: GENERAL PARTNER</i>	MANAGEMENT GP, LLC	HOUSTON IMPORTS NORTH GP, LLC
AN CORPUS CHRISTI GP, LLC	BANKSTON CHRYSLER JEEP OF FRISCO, L.P.	LEWISVILLE IMPORTS GP, LLC
AN CORPUS CHRISTI IMPORTS ADV. GP, LLC	<i>BY: BANKSTON CJ GP, LLC</i>	LEWISVILLE IMPORTS, LTD.
AN CORPUS CHRISTI IMPORTS ADV., LP	<i>ITS: GENERAL PARTNER</i>	<i>BY: LEWISVILLE IMPORTS GP, LLC</i>
<i>BY: AN CORPUS CHRISTI IMPORTS ADV GP, LLC</i>	BANKSTON CJ GP, LLC	<i>ITS: GENERAL PARTNER</i>
<i>ITS: GENERAL PARTNER</i>	BANKSTON FORD OF FRISCO, LTD. CO.	MARKS TRANSPORT, INC.
AN CORPUS CHRISTI IMPORTS GP, LLC	BANKSTON NISSAN IN IRVING, INC.	MIKE HALL CHEVROLET, INC.
AN CORPUS CHRISTI IMPORTS II GP, LLC	BANKSTON NISSAN LEWISVILLE GP, LLC	NICHOLS FORD, LTD.
AN CORPUS CHRISTI IMPORTS II, LP	BANKSTON NISSAN LEWISVILLE, LTD.	<i>BY: NICHOLS GP, LLC</i>
<i>BY: AN CORPUS CHRISTI IMPORTS II GP, LLC</i>	<i>BY: BANKSTON NISSAN LEWISVILLE GP, LTD.</i>	<i>ITS: GENERAL PARTNER</i>
<i>ITS: GENERAL PARTNER</i>	<i>ITS: GENERAL PARTNER</i>	NICHOLS GP, LLC
AN CORPUS CHRISTI IMPORTS, LP	CHARLIE HILLARD, INC.	PLAINS CHEVROLET GP, LLC
<i>BY: AN CORPUS CHRISTI IMPORTS GP, LLC</i>	CHARLIE THOMAS CHEVROLET GP, LLC	PLAINS CHEVROLET, LTD.
<i>ITS: GENERAL PARTNER</i>	CHARLIE THOMAS CHEVROLET, LTD.	<i>BY: PLAINS CHEVROLET GP, LLC</i>
AN CORPUS CHRISTI MOTORS, INC.	<i>BY: CHARLIE THOMAS CHEVROLET GP, LLC</i>	<i>ITS: GENERAL PARTNER</i>
AN CORPUS CHRISTI T. IMPORTS GP, LLC	<i>ITS: GENERAL PARTNER</i>	PORT CITY IMPORTS, INC.
AN CORPUS CHRISTI T. IMPORTS, LP	CHARLIE THOMAS COURTESY GP, LLC	QUALITY NISSAN GP, LLC
<i>BY: AN CORPUS CHRISTI T. IMPORTS GP, LLC</i>		QUALITY NISSAN, LTD.
		<i>BY: QUALITY NISSAN GP, LLC</i>

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<i>ITS: GENERAL PARTNER</i>	CHARLIE THOMAS COURTESY LEASING,INC.	<i>ITS: GENERAL PARTNER</i>
AN COUNTY LINE FORD, INC.	CHARLIE THOMAS F. GP, LLC	RI/RMC ACQUISITION GP, LLC
AN LUXURY IMPORTS GP, LLC	CHARLIE THOMAS FORD, LTD.	RI/RMC ACQUISITION, LTD.
AN LUXURY IMPORTS, LTD.	<i>BY: CHARLIE THOMAS F. GP, LLC</i>	<i>BY: RI/RMC ACQUISITION GP, LLC</i>
<i>BY: AN LUXURY IMPORTS GP, LLC</i>	<i>ITS: GENERAL PARTNER</i>	<i>ITS: GENERAL PARTNER</i>
<i>ITS: GENERAL PARTNER</i>	CHARLIE THOMAS COURTESY FORD, LTD.	RI/RMT ACQUISITION GP, LLC
AN MOTORS OF DALLAS, INC.	<i>BY: CHARLIE THOMAS COURTESY GP, LLC</i>	RI/RMT ACQUISITION, LTD.
AN PONTIAC GMC HOUSTON NORTH GP, LLC	<i>ITS: GENERAL PARTNER</i>	<i>BY: RI/RMT ACQUISITION GP, LLC</i>
AN PONTIAC GMC HOUSTON NORTH, LP	CT INTERCONTINENTAL GP, LLC	<i>ITS: GENERAL PARTNER</i>
<i>BY: AN PONTIAC GMC HOUSTON NORTH GP, LLC</i>	CT INTERCONTINENTAL, LTD.	TEXAN FORD SALES, LTD.
<i>ITS: GENERAL PARTNER</i>	<i>BY: CT INTERCONTINENTAL GP, LLC</i>	<i>BY: TEXAN SALES GP, LLC</i>
AN TEXAS REGION MANAGEMENT, LTD.	<i>ITS: GENERAL PARTNER</i>	<i>ITS: GENERAL PARTNER</i>
<i>BY: AN NORTH TEXAS MANAGEMENT GP, LLC</i>	CT MOTORS, INC.	TEXAN FORD, INC.
<i>ITS: GENERAL PARTNER</i>	FINANCIAL SERVICES GP, LLC	TEXAN SALES GP, LLC
AUTONATION FORT WORTH MOTORS, LTD.	FINANCIAL SERVICES, LTD.	TEXAS MANAGEMENT COMPANIES LP, LLC
<i>BY: AUTONATION GM GP, LLC</i>	<i>BY: FINANCIAL SERVICES GP, LLC</i>	W.O. BANKSTON NISSAN, INC.
<i>ITS: GENERAL PARTNER</i>	<i>ITS: GENERAL PARTNER</i>	WESTGATE CHEVROLET GP, LLC
AUTONATION GM GP, LLC	HILLARD AUTO GROUP, INC.	WESTGATE CHEVROLET, LTD.
AUTONATION IMPORTS OF KATY GP, LLC	HOUSTON AUTO M. IMPORTS GREENWAY,LTD.	<i>BY: WESTGATE CHEVROLET GP, LLC</i>
	<i>BY: HOUSTON IMPORTS GREENWAY GP, LLC</i>	<i>ITS: GENERAL PARTNER</i>
	<i>ITS: GENERAL PARTNER</i>	

By: /s/ DANIEL G. AGNEW  
Daniel G. Agnew

President

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, full power and authority to do and perform each and every act and thing requisite and necessary

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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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ DANIEL G. AGNEW <b>Daniel G. Agnew</b>	President and Sole Director (Principal Executive Officer and Director)	February 23, 2010
/s/ IAN SWARTZ <b>Ian Swartz</b>	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**COSTA MESA CARS, INC.**

By: */s/* **BRIAN McENROE**  
**Brian McEnroe**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> <b>BRIAN McENROE</b> <b>Brian McEnroe</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

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

By: */s/* **BRIAN WOOD**  
**Brian Wood**  
  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> <b>BRIAN WOOD</b>  <b>Brian Wood</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**VALENCIA H. IMPORTS, INC.**

By: */s/* CARLOS DOMINGUEZ  
**Carlos Dominguez**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> CARLOS DOMINGUEZ  <b>Carlos Dominguez</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**CARWELL, LLC**

By: */s/* CHARLIE ALFANO  
**Charlie Alfano**  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> CHARLIE ALFANO  <b>Charlie Alfano</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**VINCE WIESE CHEVROLET, INC.**

By: /s/ CHUCK COIA  
**Chuck Coia**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ CHUCK COIA  <b>Chuck Coia</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify 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, California, on February 23, 2010.

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

**PEYTON CRAMER FORD**

By: */s/* DAN TURNER  
**Dan Turner**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> DAN TURNER <b>Dan Turner</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**MAGIC ACQUISITION CORP.**

By: /s/ DENNIS HAWKING  
**Dennis Hawking**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ DENNIS HAWKING <b>Dennis Hawking</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**JOE MACPHERSON FORD**

By: /s/ **GEORGE SHIRE**  
**George Shire**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ <b>GEORGE SHIRE</b> <b>George Shire</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**AUTO CAR, INC.**

By: /s/ **GERALD GONZALVES**  
**Gerald Gonzalves**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

Signature	Title(s)	Date
/s/ GERALD GONZALVES <b>Gerald Gonzalves</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**ALLISON BAVARIAN**

By: /s/ HUCK HIBBERD  
**Huck Hibberd**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ HUCK HIBBERD <b>Huck Hibberd</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**ROSEVILLE MOTOR CORPORATION**

By:                    /s/ JAMES RENTSCHLER  
**James Rentschler**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ JAMES RENTSCHLER  <b>James Rentschler</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**STEVENS CREEK MOTORS, INC.**

By: /s/ JOE SPURRIER  
**Joe Spurrier**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ JOE SPURRIER  <b>Joe Spurrier</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**VALENCIA DODGE**

By: /s/ JOSEPH CARACCIOLO  
**Joseph Caracciolo**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

Signature	Title(s)	Date
/s/ JOSEPH CARACCIOLO  <b>Joseph Caracciolo</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**TERRY YORK MOTOR CARS, LTD.**

By: /s/ LINDA TERASHITA  
**Linda Terashita**

**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for her and in her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ LINDA TERASHITA  <b>Linda Terashita</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**AN FREMONT LUXURY IMPORTS, INC.**

By: /s/ MARK AKBAR  
**Mark Akbar**  
  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ MARK AKBAR  <b>Mark Akbar</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**CERRITOS BODY WORKS, INC.**

By: */s/* **RONNIE VARTANIAN**  
**Ronnie Vartanian**  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

Signature	Title(s)	Date
<i>/s/</i> RONNIE VARTANIAN  <b>Ronnie Vartanian</b>	President, Treasurer, and Sole Director  (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**PEYTON CRAMER AUTOMOTIVE**

By: */s/* SEAN BEARDSLEY  
**Sean Beardsley**  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> SEAN BEARDSLEY	President, Treasurer, and Sole Director	February 23, 2010
<b>Sean Beardsley</b>	(Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**VALENCIA B. IMPORTS, INC.**

By: */s/* SUDHIR SOOD  
**Sudhir Sood**  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> SUDHIR SOOD	President, Treasurer, and Sole Director	February 23, 2010
<b>Sudhir Sood</b>	(Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**NEWPORT BEACH CARS, LLC**

By: /s/ TIM TAUBER  
**Tim Tauber**  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ TIM TAUBER	President, Treasurer, and Sole Director	February 23, 2010
<b>Tim Tauber</b>	(Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**EDGREN MOTOR COMPANY, INC.**

By: */s/* TODD KING  
**Todd King**  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> TODD KING	President, Treasurer, and Sole Director	February 23, 2010
<b>Todd King</b>	(Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**VANDERBEEK MOTORS, INC.**

By: */s/* TOM HOOD  
**Tom Hood**  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> TOM HOOD  <b>Tom Hood</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**SMYTHE EUROPEAN, INC.**

By: /s/ **WILLIAM R. BERMAN**  
**William R. Berman**  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

Signature	Title(s)	Date
/s/ <b>WILLIAM R. BERMAN</b>  <b>William R. Berman</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify 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, California, on February 23, 2010.

**EL MONTE IMPORTS, INC.**

**JOE MACPHERSON INFINITI**

**PEYTON CRAMER INFINITI**

By: */s/* **STEVE KWAK**  
**Steve Kwak**  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> <b>STEVE KWAK</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010
<b>Steve Kwak</b>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**TORRANCE NISSAN, LLC**

By: /s/ MICHAEL A. CUNNINGHAM  
**Michael A. Cunningham**  
**President**

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ MICHAEL A. CUNNINGHAM <b>Michael A. Cunningham</b>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify 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, California, on February 23, 2010.

ALLISON BAVARIAN HOLDING, LLC	COSTA MESA CARS HOLDING, LLC	PEYTON CRAMER AUTOMOTIVE HOLDING, LLC
AN CHEVROLET - ARROWHEAD, INC.	DOBBS MOTORS OF ARIZONA, INC.	PEYTON CRAMER F. HOLDING, LLC
AN COLLISION CENTER OF TEMPE, INC.	DODGE OF BELLEVUE, INC.	PEYTON CRAMER INFINITI HOLDING, LLC
AN IMPORTS OF SPOKANE, INC.	EDGREN MOTOR HOLDING, LLC	PIERCE AUTOMOTIVE CORPORATION
AN LUXURY IMPORTS HOLDING, LLC	EL MONTE IMPORTS HOLDING, LLC	PIERCE, LLC
AN LUXURY IMPORTS OF PHOENIX, INC.	FIT KIT HOLDING, LLC	PRIME AUTO RESOURCES, INC.
AN LUXURY IMPORTS OF SPOKANE, INC.	FIT KIT, INC.	ROSEVILLE MOTOR HOLDING, LLC
AN LUXURY IMPORTS OF TUCSON, INC.	FORD OF GARDEN GROVE LIMITED PARTNERSHIP	SMYTHE EUROPEAN HOLDING, LLC
AN MOTORS OF SCOTTSDALE, LLC	<i>BY: WEBB AUTOMOTIVE GROUP, INC.</i>	STEVENS CREEK HOLDING, LLC
AN SUBARU MOTORS, INC.	<i>ITS: GENERAL PARTNER</i>	TASHA INCORPORATED
AN WESTERN REGION MANAGEMENT, LLC	FREMONT LUXURY IMPORTS HOLDING, LLC	TERRY YORK MOTOR CARS HOLDING, LLC
AN/PF ACQUISITION CORP.	G.B. IMPORT SALES & SERVICE HOLDING, LLC	TORRANCE NISSAN HOLDING, LLC
APPLEWAY CHEVROLET, INC.	HOUSE OF IMPORTS HOLDING, LLC	TOWN & COUNTRY CHRYSLER JEEP, INC.
AUTO CAR HOLDING, LLC	IRVINE IMPORTS HOLDING, LLC	TOYOTA CERRITOS LIMITED PARTNERSHIP
AUTO MISSION HOLDING, LLC	IRVINE IMPORTS, INC.	<i>BY: WEBB AUTOMOTIVE GROUP, INC.</i>
AUTO MISSION LTD.	IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP	<i>ITS: GENERAL PARTNER</i>
AUTONATION OXNARD VENTURE HOLDINGS, INC.	<i>BY: WEBB AUTOMOTIVE GROUP, INC.</i>	VALENCIA B. IMPORTS HOLDING, LLC
BARGAIN RENT-A-CAR	<i>ITS: GENERAL PARTNER</i>	VALENCIA DODGE HOLDING, LLC
BELL DODGE, L.L.C.	JOE MACPHERSON INFINITI HOLDING, LLC	VALENCIA H. IMPORTS HOLDING, LLC
BROWN & BROWN CHEVROLET - SUPERSTITION SPRINGS, LLC	LEXUS OF CERRITOS LIMITED PARTNERSHIP	VANDERBEEK MOTORS HOLDING, LLC
BROWN & BROWN CHEVROLET, INC.	<i>BY: WEBB AUTOMOTIVE GROUP, INC.</i>	VINCE WIESE HOLDING, LLC
BROWN & BROWN NISSAN MESA, L.L.C.		WEBB AUTOMOTIVE GROUP, INC.
BROWN & BROWN NISSAN, INC.		



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BUICK MART LIMITED PARTNERSHIP	<i>ITS: GENERAL PARTNER</i>	YORK ENTERPRISES HOLDING, LLC
<i>BY: WEBB AUTOMOTIVE GROUP, INC.</i>	MACHOWARD LEASING HOLDING, LLC	DESERT BUICK-GMC TRUCKS, L.L.C.
<i>ITS: GENERAL PARTNER</i>	MACPHERSON ENTERPRISES, INC.	DESERT GMC, L.L.C.
CARWELL HOLDING, LLC	MAGIC ACQUISITION HOLDING, LLC	DESERT LINCOLN-MERCURY, INC.
CERRITOS BODY WORKS HOLDING, LLC	MR. WHEELS HOLDING, LLC	SAHARA IMPORTS, INC.
CERRITOS IMPORTS HOLDING, LLC	MR. WHEELS, INC.	SAHARA NISSAN, INC.
	NEWPORT BEACH CARS HOLDING, LLC	T-WEST SALES & SERVICE, INC.
	NORTHWEST FINANCIAL GROUP, INC.	JRJ INVESTMENTS, INC.

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

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ WILLIAM R. BERMAN  <b>William R. Berman</b>	President and Sole Director (Principal Executive Officer and Director)	February 23, 2010
/s/ MICHAEL A. CUNNINGHAM  <b>Michael A. Cunningham</b>	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, Florida, on February 23, 2010.

**ACER FIDUCIARY, INC.**

By: /s/ C. COLEMAN G. EDMUNDS  
**C. Coleman G. Edmunds**  
**President**

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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  <b>C. Coleman G. Edmunds</b>	President (Principal Executive Officer)	February 23, 2010
/s/ CHERYL SCULLY  <b>Cheryl Scully</b>	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
/s/ MICHAEL E. MAROONE  <b>Michael E. Maroone</b>	Director	February 23, 2010
/s/ JONATHAN P. FERRANDO  <b>Jonathan P. Ferrando</b>	Director	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, Florida, on February 23, 2010.

**AUTONATION BENEFITS COMPANY, INC.**

By: /s/ **B. GENE CLAYTON**  
**B. Gene Clayton**  
**President**

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title(s)	Date
/s/ <b>B. GENE CLAYTON</b>  <b>B. Gene Clayton</b>	President (Principal Executive Officer)	February 23, 2010
/s/ <b>CHERYL SCULLY</b>  <b>Cheryl Scully</b>	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
/s/ <b>MICHAEL E. MAROONE</b>  <b>Michael E. Maroone</b>	Director	February 23, 2010
/s/ <b>JONATHAN P. FERRANDO</b>  <b>Jonathan P. Ferrando</b>	Director	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, Florida, on February 23, 2010.

**AUTONATION FINANCIAL SERVICES, LLC**

By: */s/* KEVIN WESTFALL  
**Kevin Westfall**  
**President**

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/</i> KEVIN WESTFALL  <b>Kevin Westfall</b>	President (Principal Executive Officer)	February 23, 2010
<i>/s/</i> CHERYL SCULLY  <b>Cheryl Scully</b>	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
<i>/s/</i> MICHAEL E. MAROONE  <b>Michael E. Maroone</b>	Director	February 23, 2010
<i>/s/</i> JONATHAN P. FERRANDO  <b>Jonathan P. Ferrando</b>	Director	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, Florida, on February 23, 2010.

**AUTONATION HOLDING CORP.**

By: /s/ MICHAEL E. MAROONE  
**Michael E. Maroone**  
**President**

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ MICHAEL E. MAROONE  <b>Michael E. Maroone</b>	President (Principal Executive Officer)	February 23, 2010
/s/ CHERYL SCULLY  <b>Cheryl Scully</b>	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
/s/ C. COLEMAN G. EDMUNDS  <b>C. Coleman G. Edmunds</b>	Director	February 23, 2010
/s/ GUILLERMO PERNAS, JR.  <b>Guillermo Pernas, Jr.</b>	Director	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, Florida, on February 23, 2010.

**AUTONATIONDIRECT.COM, INC.**

By: /s/ PHILLIP W. DUPREE  
**Phillip W. DuPree**  
**President**

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title(s)	Date
/s/ PHILLIP W. DUPREE  <b>Phillip W. DuPree</b>	President and Sole Director (Principal Executive Officer)	February 23, 2010
/s/ RONALD L. FREY  <b>Ronald L. Frey</b>	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify 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, Texas, on February 23, 2010.

**DEALERSHIP PROPERTIES, INC.**

**DEALERSHIP REALTY CORPORATION**

By: /s/ DANIEL G. AGNEW  
**Daniel G. Agnew**  
 President

**POWERS OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ DANIEL G. AGNEW  <b>Daniel G. Agnew</b>	President (Principal Executive Officer)	February 23, 2010
/s/ CHERYL SCULLY  <b>Cheryl Scully</b>	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
/s/ MICHAEL E. MAROONE  <b>Michael E. Maroone</b>	Director	February 23, 2010
/s/ JONATHAN P. FERRANDO  <b>Jonathan P. Ferrando</b>	Director	February 23, 2010



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify 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, California, on February 23, 2010.

**HOUSE OF IMPORTS, INC.**

By: */s/ PAT LUSTIG*  
**Pat Lustig**  
*President*

**POWER OF ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, 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 and amendments filed pursuant to 462(b) under the Securities Act of 1933) 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, 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 of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
<i>/s/ PAT LUSTIG</i>	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010
<b>Pat Lustig</b>		

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document</b>
1.1	Form(s) of Underwriting Agreement*
4.1	Form of Indenture
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 February 8, 2008)
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 C. Coleman G. Edmunds, Senior Vice President, Deputy General Counsel and Assistant Secretary of the Company**
5.2	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the guarantees covered by this Post-Effective Amendment No. 1 to Form S-3
12.1	Statement regarding computation of Consolidated Ratio of Earnings to Fixed Charges
23.1	Consent of KPMG LLP
23.2	Consent of C. Coleman G. Edmunds (included in exhibit 5.1)
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in exhibit 5.2)
24.1	Powers of Attorney (included on the signature pages of the Registration Statement)
25.1	Statement of Eligibility of Trustee on Form T-1*

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

\*\* Previously filed as an exhibit to the Registration Statement.