

AUTONATION, INC.
Form POSASR
August 03, 2017

As Filed with the Securities and Exchange Commission on August 2, 2017

Registration No. 333-209585

**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.

***And the Subsidiary Guarantors listed on the table below**

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of

73-1105145
(IRS Employer

Incorporation or Organization)

Identification Number)

200 SW 1st Ave

Fort Lauderdale, FL 33301

(954) 769-6000

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

C. Coleman Edmunds

Executive Vice President, General Counsel and Corporate 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.

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth 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 |
| | | Emerging growth company |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

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(2) |
|---|----------------------------------|--|---|----------------------------------|
| Common Stock, \$0.01 par value | | | | |
| Preferred Stock, \$0.01 par value | | | | |
| Debt Securities | | | | |
| Warrants | | | | |
| Subscription Rights | | | | |
| Depositary Shares | | | | |
| Stock Purchase Contracts | | | | |
| Units(3) | | | | |
| Guarantees of Debt Securities(4) | | | | |

(1) Not specified pursuant to Form S-3 General Instruction II.E. An indeterminate aggregate initial offering price, principal amount or number of the securities of each identified class is being registered as may from time to time be issued at indeterminate prices or upon conversion, exchange or exercise of securities registered hereunder to the extent any such securities are, by their terms, convertible into, or exchangeable or exercisable for, such

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securities. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities.

- (2) In accordance with Rule 456(b) and Rule 457(r), the registrants are deferring payment of the registration fee.
- (3) Any securities registered hereunder may be sold separately or as units with other securities registered hereunder.
- (4) Guarantees of the debt securities may be issued by subsidiaries of AutoNation, Inc. that are listed on the following pages under the caption Table of Additional Registrants. Pursuant to Rule 457(n), no separate registration fee is payable in respect of the registration of the guarantees.

***TABLE OF ADDITIONAL REGISTRANTS**

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|--|---|---|--|---|---|
| 7 ROD REAL ESTATE NORTH, A Limited Liability Company | Wyoming | 84-1167321 | AN Collision Center of Las Vegas, Inc. | Nevada | 88-0168433 |
| 7 ROD REAL ESTATE SOUTH, A Limited Liability Company | Wyoming | 84-1167320 | AN COLLISION CENTER OF NORTH HOUSTON, INC. | Delaware | 26-3118395 |
| Abraham Chevrolet-Miami, Inc. | Delaware | 65-0802822 | AN COLLISION CENTER OF SARASOTA, INC. | Florida | 65-0721017 |
| Abraham Chevrolet-Tampa, Inc. | Delaware | 65-0802820 | AN Collision Center of Tempe, Inc. | Delaware | 86-0928952 |
| ACER Fiduciary, Inc. | Delaware | 65-0945065 | AN CORPORATE MANAGEMENT PAYROLL CORP. | Delaware | 26-3725783 |
| AL F-L Motors, LLC | Delaware | 45-4504161 | AN Corpus Christi GP, LLC | Delaware | 32-0031563 |
| AL Fort Payne Motors, LLC | Delaware | 46-4582474 | AN Corpus Christi Imports Adv. GP, LLC | Delaware | 90-0080282 |
| Albert Berry Motors, Inc. | Texas | 74-1487498 | AN Corpus Christi Imports Adv., LP | Texas | 90-0080295 |
| Allen Samuels Chevrolet of Corpus Christi, Inc. | Texas | 74-2652504 | AN Corpus Christi Imports GP, LLC | Delaware | 27-0041420 |
| Allen Samuels Chevrolet of Waco, Inc. | Texas | 74-1776820 | AN Corpus Christi Imports II GP, LLC | Delaware | 27-0041425 |
| Allison Bavarian | California | 94-2707588 | AN Corpus Christi Imports II, LP | Texas | 32-0031566 |

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|--------------------------------------|-----------|------------|---|----------|------------|
| ALLISON BAVARIAN HOLDING, LLC | Delaware | 20-5224408 | AN Corpus Christi Imports, LP | Texas | 32-0031567 |
| ALL-STATE RENT A CAR, INC. | Nevada | 88-0143152 | AN CORPUS CHRISTI MOTORS, INC. | Delaware | 20-5547917 |
| American Way Motors, Inc. | Tennessee | 62-1333714 | AN Corpus Christi T. Imports GP, LLC | Delaware | 27-0041422 |
| AN AutoParts, Inc. | Delaware | 46-4553033 | AN Corpus Christi T. Imports, LP | Texas | 13-4214051 |
| AN CADILLAC OF WPB, LLC | Delaware | 35-2234609 | AN County Line Ford, Inc. | Texas | 75-1687008 |
| AN Central Region Management, LLC | Delaware | 01-0756957 | AN Dealership Holding Corp. | Florida | 65-0608572 |
| AN Chevrolet - Arrowhead, Inc. | Delaware | 91-1933520 | AN F. Imports of Atlanta, LLC | Delaware | 57-1174466 |
| AN CJ VALENCIA, INC. | Delaware | 20-2859034 | AN F. Imports of Hawthorne Holding, LLC | Delaware | 65-0944669 |
| AN Collision Center FTL South, Inc. | Delaware | 46-4538029 | AN F. Imports of Hawthorne, LLC | Delaware | 65-1040982 |
| AN COLLISION CENTER OF ADDISON, INC. | Delaware | 75-1053127 | AN F. Imports of North Denver, LLC | Delaware | 52-2124965 |

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|--|---|---|--|---|---|
| AN F. Imports of North Phoenix, Inc. | Delaware | 86-0928953 | AN Luxury Imports of Sanford, LLC | Delaware | 65-0952134 |
| AN F. Imports of Roseville Holding, LLC | Delaware | 20-5226908 | AN Luxury Imports of Sarasota, Inc. | Delaware | 20-0551681 |
| AN F. Imports of Roseville, Inc. | Delaware | 76-0489587 | AN LUXURY IMPORTS OF SPOKANE, INC. | Delaware | 27-1210937 |
| AN Fort Myers Imports, LLC | Delaware | 65-0944636 | AN Luxury Imports of Tucson, Inc. | Delaware | 26-1182858 |
| AN Fremont Luxury Imports, Inc. | Delaware | 86-0928954 | AN Luxury Imports, Ltd. | Texas | 90-0121575 |
| AN H. Imports of Atlanta, LLC | Delaware | 35-2229690 | AN Motors of Brooksville, Inc. | Florida | 59-2690846 |
| AN IMPORTS OF FT. LAUDERDALE, INC. | Delaware | 20-5147883 | AN MOTORS OF DALLAS, INC. | Delaware | 26-1769977 |
| AN Imports of Seattle, Inc. | Delaware | 65-0978211 | AN MOTORS OF DELRAY BEACH, INC. | Delaware | 20-1405067 |
| AN IMPORTS OF SPOKANE, INC. | Delaware | 26-4461138 | AN Motors of Ft. Lauderdale, Inc. | Florida | 65-0721018 |
| AN Imports of Stevens Creek Holding, LLC. | Delaware | 20-5226306 | AN Motors of Memphis, Inc. | Tennessee | 62-1038471 |
| AN Imports of Stevens Creek Inc. | Delaware | 52-2119516 | AN MOTORS OF PEMBROKE, LLC | Delaware | 65-0944183 |
| AN Imports on Weston Road, Inc. | Florida | 59-1968718 | AN MOTORS OF SCOTTSDALE, LLC | Delaware | 52-2102864 |
| AN LUXURY IMPORTS GP, LLC | Delaware | 90-0121570 | AN MOTORS ON FEDERAL HIGHWAY, | Delaware | 65-0944179 |

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| AN LUXURY IMPORTS HOLDING, LLC | Delaware | 20-5682480 | AN Motors on South Padre, LP | Texas | 32-0031564 |
| AN Luxury Imports of Coconut Creek, Inc. | Delaware | 86-0928950 | AN North Phoenix Collision, Inc. | Delaware | 34-1555317 |
| AN Luxury Imports of Marietta, LLC | Delaware | 65-0964278 | AN Pontiac GMC Houston North GP, LLC | Delaware | 16-1641915 |
| AN LUXURY IMPORTS OF PALM BEACH, INC. | Delaware | 20-8671889 | AN Pontiac GMC Houston North, LP | Texas | 13-4214055 |
| AN LUXURY IMPORTS OF PEMBROKE PINES, INC. | Delaware | 22-3869449 | AN San Jose Luxury Imports Holdings, LLC | Delaware | 20-5225929 |
| AN Luxury Imports of Phoenix, Inc. | Delaware | 26-4461301 | AN San Jose Luxury Imports, Inc. | California | 94-2633163 |
| AN LUXURY IMPORTS OF SAN DIEGO, INC. | Delaware | 20-5682367 | AN Seattle Motors, Inc. | Delaware | 91-1197824 |

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|--|---|---|--|---|---|
| AN SUBARU MOTORS, INC. | Delaware | 20-5685964 | Auto Company 2016-16, Inc. | Delaware | 81-1424011 |
| AN T. Imports of Atlanta, LLC | Delaware | 47-0922628 | Auto Company 2016-17, Inc. | Delaware | 81-1456473 |
| AN Texas Region Management, Ltd. | Texas | 02-0654987 | Auto Company 2016-18, Inc. | Delaware | 81-1456551 |
| AN Tucson Imports, LLC | Delaware | 52-2102866 | Auto Company 2016-19, Inc. | Delaware | 81-1456608 |
| AN Valencia Auto Imports, Inc. | Delaware | 35-2437399 | Auto Company 2016-2, Inc. | Delaware | 81-1349321 |
| AN Western Region Management, LLC | Delaware | 01-0756952 | Auto Company 2016-20, Inc. | Delaware | 81-1456666 |
| AN/CF Acquisition Corp. | Delaware | 65-0927849 | Auto Company 2016-3, Inc. | Delaware | 81-1349481 |
| AN/GMF, Inc. | Delaware | 36-3087611 | Auto Company 2016-4, Inc. | Delaware | 81-1349630 |
| AN/KPBG Motors, Inc. | Washington | 91-1739519 | Auto Company 2016-5, Inc. | Delaware | 81-1367856 |
| AN/MF Acquisition Corp. | Delaware | 65-0961375 | Auto Company 2016-6, Inc. | Delaware | 81-1367949 |
| AN/MNI Acquisition Corp. | Delaware | 65-1024377 | Auto Company 2016-7, Inc. | Delaware | 81-1368063 |
| AN/PF Acquisition Corp. | Delaware | 65-0927848 | Auto Company 2016-8, Inc. | Delaware | 81-1368158 |
| ANUSA Holding, LLC | Delaware | 46-4813183 | Auto Company 2016-9, Inc. | Delaware | 81-1387803 |
| Appleway Chevrolet, Inc. | Washington | 91-0538143 | AUTO COMPANY 2017-01, INC.** | Delaware | 82-2235018 |
| ASE Motors Holding Corp. | Texas | 75-2271986 | AUTO COMPANY 2017-02, INC.** | Delaware | 82-2235320 |
| AUTO CAR HOLDING, LLC | Delaware | 20-5225856 | AUTO COMPANY | Delaware | 82-2235433 |

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| Auto Car, Inc. | California | 68-0129623 | 2017-03, INC.** AUTO COMPANY | Delaware | 82-2253649 |
| Auto Company 2016-1, Inc. | Delaware | 81-1349193 | 2017-04, INC.** AUTO COMPANY | Delaware | 82-2253812 |
| Auto Company 2016-10, Inc. | Delaware | 81-1387945 | 2017-05, INC.** AUTO COMPANY | Delaware | 82-2253886 |
| Auto Company 2016-11, Inc. | Delaware | 81-1388043 | 2017-06, INC.** AUTO COMPANY | Delaware | 82-2309635 |
| Auto Company 2016-12, Inc. | Delaware | 81-1388255 | 2017-07, INC.** AUTO COMPANY | Delaware | 82-2309733 |
| Auto Company 2016-13, Inc. | Delaware | 81-1423815 | 2017-08, INC.** AUTO COMPANY | Delaware | 82-2309788 |
| Auto Company 2016-14, Inc. | Delaware | 81-1423892 | 2017-09, INC.** AUTO COMPANY | Delaware | 82-2309903 |
| Auto Company 2016-15, Inc. | Delaware | 81-1423956 | 2017-10, INC.** Auto Company IX, Inc. | Delaware | 45-4497193 |

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|--|---|---|--|---|---|
| Auto Company VI, Inc. | Delaware | 45-4496998 | Auto Dealership 2016-3, LLC | Delaware | 81-1368257 |
| Auto Company VII, Inc. | Delaware | 45-4497100 | Auto Dealership 2016-4, LLC | Delaware | 81-1368355 |
| Auto Company VIII, Inc. | Delaware | 45-4497147 | Auto Dealership 2016-5, LLC | Delaware | 81-1388406 |
| Auto Company XI, Inc. | Delaware | 45-4497510 | Auto Dealership 2016-6, LLC | Delaware | 81-1388478 |
| Auto Company XII, Inc. | Delaware | 45-4497553 | Auto Dealership 2016-7, LLC | Delaware | 81-1424093 |
| Auto Company XIII, Inc. | Delaware | 45-4497721 | Auto Dealership 2016-8, LLC | Delaware | 81-1424163 |
| Auto Company XIV, Inc. | Delaware | 45-4497604 | Auto Dealership 2016-9, LLC | Delaware | 81-1456370 |
| Auto Company XIX, Inc. | Delaware | 46-4541407 | AUTO DEALERSHIP 2017-01, LLC** | Delaware | 82-2166964 |
| Auto TechLabs, Inc. | Delaware | 46-4564833 | AUTO DEALERSHIP 2017-02, LLC** | Delaware | 82-2167040 |
| Auto Company XLIII, Inc. | Delaware | 46-4565019 | AUTO DEALERSHIP 2017-03, LLC** | Delaware | 82-2172386 |
| Auto Company XLIV, Inc. | Delaware | 46-4565133 | AUTO DEALERSHIP 2017-04, LLC** | Delaware | 82-2172446 |
| Auto Company XLV, Inc. | Delaware | 46-4565251 | AUTO DEALERSHIP 2017-05, LLC** | Delaware | 82-2193903 |
| Auto Company XVII, Inc. | Delaware | 46-4541217 | AUTO DEALERSHIP 2017-06, LLC** | Delaware | 82-2194015 |
| Auto Company XXI, Inc. | Delaware | 46-4541577 | AUTO DEALERSHIP 2017-07, LLC** | Delaware | 82-2208234 |
| Auto Company XXII, Inc. | Delaware | 46-4541640 | | Delaware | 82-2208332 |

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| | | | AUTO DEALERSHIP 2017-08, LLC** | | |
| Auto Company XXIII, Inc. | Delaware | 46-4541717 | AUTO DEALERSHIP 2017-09, LLC** | Delaware | 82-2234761 |
| Auto Company XXV, Inc. | Delaware | 46-4541976 | AUTO DEALERSHIP 2017-10, LLC** | Delaware | 82-2234819 |
| Auto Company XXVI, Inc. | Delaware | 46-4542058 | AUTO DEALERSHIP 2017-11, LLC** | Delaware | 82-2253295 |
| Auto Company XXVII, Inc. | Delaware | 46-4542110 | AUTO DEALERSHIP 2017-12, LLC** | Delaware | 82-2253416 |
| Auto Company XXVIII, Inc. | Delaware | 46-4542327 | AUTO DEALERSHIP 2017-13, LLC** | Delaware | 82-2271051 |
| Auto Dealership 2016-1, LLC | Delaware | 81-1348781 | AUTO DEALERSHIP 2017-14, LLC** | Delaware | 82-2271134 |
| Auto Dealership 2016-10, LLC | Delaware | 81-1456416 | AUTO DEALERSHIP 2017-15, LLC** | Delaware | 82-2287959 |
| Auto Dealership 2016-2, LLC | Delaware | 81-1349768 | AUTO DEALERSHIP 2017-16, LLC** | Delaware | 82-2288018 |

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|--|---|---|--|---|---|
| AUTO DEALERSHIP 2017-17, LLC** | Delaware | 82-2298944 | Auto Dealership XXIII, LLC | Delaware | 46-4657168 |
| AUTO DEALERSHIP 2017-18, LLC** | Delaware | 82-2300370 | AUTO HOLDING, LLC | Delaware | 52-2107831 |
| AUTO DEALERSHIP 2017-19, LLC** | Delaware | 82-2300487 | AUTO MISSION HOLDING, LLC | Delaware | 20-5226182 |
| AUTO DEALERSHIP 2017-20, LLC** | Delaware | 82-2310000 | Auto Mission Ltd. | California | 94-3141091 |
| AUTO DEALERSHIP 2017-21, LLC** | Delaware | 82-2310058 | Auto Motors of Englewood, LLC | Delaware | 46-4598610 |
| AUTO DEALERSHIP 2017-22, LLC** | Delaware | 82-2310125 | Auto West, Inc. | California | 94-2946518 |
| AUTO DEALERSHIP 2017-23, LLC** | Delaware | 82-2319272 | Autohaus Holdings, Inc. | Delaware | 80-0052569 |
| AUTO DEALERSHIP 2017-24, LLC** | Delaware | 82-2319437 | AutoNation Benefits Company, Inc. | Florida | 34-1135160 |
| AUTO DEALERSHIP 2017-25, LLC** | Delaware | 82-2319485 | AutoNation Corporate Management, LLC | Delaware | 22-3850167 |
| AUTO DEALERSHIP 2017-26, LLC** | Delaware | 82-2335188 | AutoNation Enterprises Incorporated | Florida | 65-0608578 |
| AUTO DEALERSHIP 2017-27, LLC** | Delaware | 82-2335228 | AUTONATION FINANCIAL SERVICES, LLC | Delaware | 65-0725080 |
| AUTO DEALERSHIP 2017-28, LLC** | Delaware | 82-2335269 | AutoNation Fort Worth Motors, Ltd. | Texas | 65-1152832 |
| AUTO DEALERSHIP 2017-29, LLC** | Delaware | 82-2350673 | AutoNation GM GP, LLC | Delaware | 65-0944592 |

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| AUTO DEALERSHIP 2017-30, LLC** | Delaware | 82-2350728 | AutoNation Holding Corp. | Delaware | 65-0723604 |
| Auto Dealership III, LLC | Delaware | 45-4503383 | AutoNation Imports of Katy GP, LLC | Delaware | 56-2307537 |
| Auto Dealership IV, LLC | Delaware | 45-4503422 | AutoNation Imports of Katy, L.P. | Texas | 65-0957160 |
| Auto Dealership IX, LLC | Delaware | 45-4503953 | AutoNation Imports of Lithia Springs, LLC | Delaware | 65-1003051 |
| Auto Dealership V, LLC | Delaware | 45-4503462 | AutoNation Imports of Longwood, Inc. | Delaware | 65-1032195 |
| Auto Dealership VI, LLC | Delaware | 45-4503772 | AutoNation Imports of Palm Beach, Inc. | Delaware | 65-1102140 |
| Auto Dealership VII, LLC | Delaware | 45-4503837 | AutoNation Imports of Winter Park, Inc. | Delaware | 65-1032110 |
| Auto Dealership VIII, LLC | Delaware | 45-4503899 | AutoNation Motors Holding Corp. | Delaware | 65-1132563 |
| Auto Dealership X, LLC | Delaware | 45-4504002 | AutoNation Motors of Lithia Springs, Inc. | Delaware | 65-1002966 |

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|--|---|---|--|---|---|
| AutoNation North Texas Management GP, LLC | Delaware | 33-1037931 | Bethesda Luxury Imports, LLC | Delaware | 46-4611681 |
| AutoNation Orlando Venture Holdings, Inc. | Delaware | 65-1137521 | Bill Ayares Chevrolet, LLC | Delaware | 47-0922618 |
| AutoNation Realty Corporation | Delaware | 65-0711536 | BLEDSOE DODGE, LLC | Delaware | 65-0944613 |
| AutoNation USA of Perrine, Inc. | Delaware | 65-0899807 | Bob Townsend Ford, Inc. | Delaware | 31-0669965 |
| AUTONATION V. IMPORTS OF DELRAY BEACH, LLC | Delaware | 36-4558039 | Body Shop Holding Corp. | Delaware | 52-2124065 |
| AutoNation.com, Inc. | Delaware | 65-0945066 | Brown & Brown Chevrolet - Superstition Springs, LLC | Arizona | 86-0904747 |
| Bankston Auto, Inc. | Texas | 75-1336358 | Brown & Brown Chevrolet, Inc. | Arizona | 86-0128003 |
| Bankston Chrysler Jeep of Frisco, L.P. | Texas | 65-1052692 | Brown & Brown Nissan Mesa, L.L.C. | Arizona | 86-0795376 |
| Bankston CJ GP, LLC | Delaware | 56-2307538 | Brown & Brown Nissan, Inc. | Arizona | 86-0677220 |
| BANKSTON FORD OF FRISCO, LTD.CO. | Texas | 75-2529822 | BULL MOTORS, LLC | Delaware | 65-0944614 |
| Bankston Nissan in Irving, Inc. | Texas | 75-1325663 | C. Garrett, Inc. | Colorado | 84-1264053 |
| Bankston Nissan Lewisville GP, LLC | Delaware | 73-1670796 | CARLISLE MOTORS, LLC | Delaware | 65-0944616 |
| Bankston Nissan Lewisville, Ltd. | Texas | 06-1699681 | CARWELL HOLDING, LLC | Delaware | 20-5224795 |
| Bargain Rent-A-Car | California | 95-3821161 | CARWELL, LLC | Delaware | 65-0944617 |
| Batfish, LLC | Colorado | 84-1261352 | Centennial Automotive, LLC | Delaware | 65-0944626 |

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| BBCSS, Inc. | Arizona | 58-2434441 | Centennial Collision, Inc. | Delaware | 46-4564206 |
| Beach City Chevrolet Company, Inc. | California | 95-1879646 | CERRITOS BODY WORKS HOLDING, LLC | Delaware | 20-5225440 |
| BEACH CITY HOLDING, LLC | Delaware | 20-5226233 | Cerritos Body Works, Inc. | California | 33-0374316 |
| Beacon Motors, Inc. | Florida | 65-0582254 | CHAMPION CHEVROLET HOLDING, LLC | Delaware | 20-5224897 |
| Bell Motors, LLC | Delaware | 52-2102862 | CHAMPION CHEVROLET, LLC | Delaware | 65-0944618 |
| Bellevue Automotive, Inc. | Delaware | 94-3009590 | Champion Ford, Inc. | Texas | 76-0171196 |
| Bellevue Collision, Inc. | Delaware | 46-4552919 | Charlie Hillard, Inc. | Texas | 75-0922515 |
| BENGAL MOTOR COMPANY, LTD. | Florida | 59-2985277 | Charlie Thomas Chevrolet GP, LLC | Delaware | 73-1670803 |
| Bengal Motors, Inc. | Florida | 65-0165367 | Charlie Thomas Chevrolet, Ltd. | Texas | 20-0058033 |

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|--|---|---|--|---|---|
| Charlie Thomas Chrysler-Plymouth, Inc. | Texas | 76-0010351 | CT Intercontinental, Ltd. | Texas | 20-0057835 |
| Charlie Thomas Courtesy Leasing, Inc. | Texas | 74-1850452 | CT Motors, Inc. | Texas | 76-0387042 |
| Charlie Thomas F. GP, LLC | Delaware | 33-1062335 | D/L Motor Company | Florida | 59-3237877 |
| Charlie Thomas Ford, Ltd. | Texas | 20-0058561 | Dealership Realty Corporation | Texas | 76-0218062 |
| Charlie Thomas Courtesy Ford, Ltd. | Texas | 06-1699682 | Delray Luxury Imports, Inc. | Delaware | 46-4552813 |
| Charlie Thomas Courtesy GP, LLC | Delaware | 73-1670811 | Desert Buick-GMC Trucks, L.L.C. | Delaware | 52-2102859 |
| CHESROWN AUTO, LLC | Delaware | 65-0944619 | Desert Chrysler-Plymouth, Inc. | Delaware | 88-0121640 |
| CHESROWN CHEVROLET, LLC | Delaware | 65-0944620 | Desert Dodge, Inc. | Nevada | 88-0227814 |
| Chesrown Collision Center, Inc. | Colorado | 84-1358588 | Desert GMC, L.L.C. | Delaware | 52-2102860 |
| Chesrown Ford, Inc. | Colorado | 84-1164224 | Dobbs Ford of Memphis, Inc. | Delaware | 65-1065025 |
| Chevrolet World, Inc. | Florida | 59-2216673 | Dobbs Ford, Inc. | Florida | 59-1584177 |
| Chuck Clancy Ford of Marietta, LLC | Delaware | 47-0922626 | Dobbs Mobile Bay, Inc. | Alabama | 62-1196110 |
| CJ VALENCIA HOLDING, LLC | Delaware | 20-5226043 | Dobbs Motors of Arizona, Inc. | Arizona | 93-0929951 |
| Coastal Cadillac, Inc. | Florida | 59-3023188 | Don Mealey Chevrolet, Inc. | Florida | 59-1553076 |
| Consumer Car Care Corporation | Tennessee | 62-1151481 | Don Mealey Imports, Inc. | Florida | 59-3099049 |
| Contemporary Cars, Inc. | Florida | 59-1635976 | Don-A-Vee Jeep-Eagle, Inc. | California | 33-0203778 |
| Cook-Whitehead Ford, Inc. | Florida | 59-1165955 | Driver s Mart Worldwide, Inc. | Virginia | 38-3275555 |
| | Delaware | 65-0948961 | | Delaware | 52-2135867 |

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| Corporate Properties Holding, Inc. | | | Eastern Region Management, LLC | | |
| Corpus Christi ANUSA, LLC | Delaware | 46-4705830 | EASTGATE FORD, INC. | Ohio | 31-0736141 |
| Corpus Christi Collision Center, Inc. | Delaware | 45-4496075 | Ed Mullinax Ford, LLC | Delaware | 57-1174464 |
| COSTA MESA CARS HOLDING, LLC | Delaware | 20-5226339 | Edgren Motor Company, Inc. | California | 94-1561041 |
| Costa Mesa Cars, Inc. | California | 33-0626084 | EDGREN MOTOR HOLDING, LLC | Delaware | 20-5225254 |
| Courtesy Auto Group, Inc. | Florida | 59-2360236 | EL MONTE IMPORTS HOLDING, LLC | Delaware | 20-5226399 |
| Courtesy Broadway, LLC | Colorado | 20-5417194 | El Monte Imports, Inc. | Delaware | 65-0881906 |
| Covington Pike Motors, Inc. | Tennessee | 58-1366612 | EL MONTE MOTORS HOLDING, LLC | Delaware | 20-5226498 |
| CT Intercontinental GP, LLC | Delaware | 33-1062337 | El Monte Motors, Inc. | Delaware | 65-0881905 |

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|--|---|---|--|---|---|
| EMICH SUBARU WEST, LLC | Delaware | 65-0944597 | George Sutherlin Nissan, LLC | Delaware | 47-0922627 |
| Empire Services Agency, Inc. | Florida | 65-0329882 | Germantown Luxury Imports, LLC | Delaware | 46-4640265 |
| Financial Services GP, LLC | Delaware | 02-0695729 | Government Boulevard Motors, Inc. | Alabama | 62-1502108 |
| Financial Services, Ltd. | Texas | 20-0057657 | Gulf Management, Inc. | Florida | 59-2908603 |
| First Team Automotive Corp. | Delaware | 59-3440254 | Hayward Dodge, Inc. | Delaware | 94-1689551 |
| First Team Ford of Manatee, Ltd. | Florida | 59-3446538 | Henderson ANUSA, LLC | Delaware | 46-4800106 |
| First Team Ford, Ltd. | Florida | 59-3366156 | Hillard Auto Group, Inc. | Texas | 75-1965005 |
| First Team Jeep Eagle, Chrysler-Plymouth, Ltd. | Florida | 59-3446556 | Hollywood Imports Limited, Inc. | Florida | 59-2025810 |
| First Team Management, Inc. | Florida | 59-2714981 | HORIZON CHEVROLET, INC. | Ohio | 34-1245635 |
| FIT KIT HOLDING, LLC | Delaware | 20-5225481 | HOUSE OF IMPORTS HOLDING, LLC | Delaware | 20-5226553 |
| Fit Kit, Inc. | California | 33-0115670 | House of Imports, Inc. | California | 95-2498811 |
| Florida Auto Corp. | Delaware | 65-0837116 | Houston ANUSA, LLC | Delaware | 46-4667987 |
| Ford of Kirkland, Inc. | Washington | 91-1425985 | Houston Auto M. Imports Greenway, Ltd. | Texas | 20-0057720 |
| Fox Chevrolet, LLC | Delaware | 47-0922620 | Houston Auto M. Imports North, Ltd. | Texas | 20-0058197 |
| FOX MOTORS, LLC | Delaware | 47-0922619 | Houston Imports Greenway GP, LLC | Delaware | 56-2307542 |
| Fred Oakley Motors, Inc. | Delaware | 75-1524534 | Houston Imports North GP, LLC | Delaware | 56-2307540 |
| FREMONT LUXURY IMPORTS HOLDING, LLC | Delaware | 20-5226133 | HVA IMPORTS, LLC | Delaware | 52-2135875 |
| Ft. Lauderdale Nissan, Inc. | Florida | 65-0273822 | HVM IMPORTS, LLC | Delaware | 65-0944227 |
| G.B. IMPORT SALES & SERVICE HOLDING, LLC | Delaware | 20-5224826 | HVS Motors, LLC | Delaware | 65-0944662 |
| | Delaware | 65-0944605 | HVVW Motors, LLC | Delaware | 65-0944181 |

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G.B. IMPORT SALES &
SERVICE, LLC

| | | | | | |
|-----------------------------|----------|------------|--|------------|------------|
| GA CDJR Motors, LLC | Delaware | 45-4505030 | IRVINE IMPORTS HOLDING, LLC | Delaware | 20-5225601 |
| GA Columbus Imports, LLC | Delaware | 46-4553266 | Irvine Imports, Inc. | California | 33-0374310 |
| GA F Imports, LLC | Delaware | 46-4571435 | IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP | Georgia | 88-0377749 |
| GA H Imports, LLC | Delaware | 45-4505078 | JEMAUTCO, INC. | Ohio | 31-1153168 |
| GA HY Imports, LLC | Delaware | 46-4537858 | JERRY GLEASON CHEVROLET, INC. | Illinois | 36-2840037 |
| GENE EVANS FORD, LLC | Delaware | 65-0944608 | Jerry Gleason Dodge, Inc. | Illinois | 36-4074146 |

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|--|---|---|--|---|---|
| Jim Quinlan Chevrolet Co. | Delaware | 59-1055603 | MAGIC ACQUISITION HOLDING, LLC | Delaware | 20-5226582 |
| Joe MacPherson Ford | California | 33-0180618 | Maitland Luxury Imports, Inc. | Delaware | 45-4497658 |
| Joe MacPherson Imports No. I | California | 33-0745137 | Marks Family Dealerships, Inc. | Texas | 74-1405873 |
| Joe MacPherson Infiniti | California | 33-0127306 | Marks Transport, Inc. | Texas | 76-0444883 |
| JOE MACPHERSON INFINITI HOLDING, LLC | Delaware | 20-5224941 | MC/RII, LLC | Ohio | 31-1751162 |
| JOHN M. LANCE FORD, LLC | Delaware | 65-0944184 | Mealey Holdings, Inc. | Florida | 59-3280283 |
| J-R Motors Company North | Colorado | 84-1167355 | Metro Chrysler Jeep, Inc. | Florida | 59-3002195 |
| J-R Motors Company South | Colorado | 84-1167319 | Midway Chevrolet, Inc. | Texas | 75-1631858 |
| JRJ Investments, Inc. | Nevada | 88-0199942 | Mike Hall Chevrolet, Inc. | Delaware | 74-1940031 |
| Katy ANUSA, LLC | Delaware | 46-4816671 | Mike Shad Chrysler Plymouth Jeep Eagle, Inc. | Florida | 65-0731779 |
| Kenyon Dodge, Inc. | Florida | 59-0479520 | Mike Shad Ford, Inc. | Florida | 65-0730472 |
| King s Crown Ford, Inc. | Delaware | 59-2018826 | Mission Blvd. Motors, Inc. | California | 94-3179908 |
| L.P. Evans Motors WPB, Inc. | Florida | 59-0684221 | Mortimer Collision, LLC | Delaware | 47-0922622 |
| L.P. Evans Motors, Inc. | Florida | 59-0601584 | MR. WHEELS HOLDING, LLC | Delaware | 20-5225351 |
| Lance Children, Inc. | Ohio | 34-1789728 | Mr. Wheels, Inc. | California | 95-3050274 |
| Las Vegas ANUSA, LLC | Delaware | 46-4756234 | Mullinax East, LLC | Delaware | 57-1174463 |

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|--|------------|------------|--|------------|------------|
| Leesburg Imports, LLC | Delaware | 06-1712528 | MULLINAX FORD NORTH CANTON, INC. | Ohio | 34-1706005 |
| Leesburg Motors, LLC | Delaware | 06-1712525 | Mullinax Ford South, Inc. | Florida | 59-2745619 |
| Les Marks Chevrolet, Inc. | Texas | 76-0375065 | Mullinax Used Cars, Inc. | Ohio | 34-1663489 |
| Lew Webb s Ford, Inc. | California | 33-0677560 | Naperville Imports, Inc. | Delaware | 65-1151451 |
| LEW WEBB S IRVINE NISSAN HOLDING, LLC | Delaware | 20-5225321 | NEWPORT BEACH CARS HOLDING, LLC | Delaware | 20-5224604 |
| Lew Webb s Irvine Nissan, Inc. | California | 33-0374313 | NEWPORT BEACH CARS, LLC | Delaware | 65-0944175 |
| Lewisville Collision, Inc. | Delaware | 46-4553097 | Nichols Ford, Ltd. | Texas | 20-0057609 |
| Lewisville Imports GP, LLC | Delaware | 16-1640974 | Nichols GP, LLC | Delaware | 33-1062338 |
| Lewisville Imports, Ltd. | Texas | 06-1647785 | Nissan of Brandon, Inc. | Florida | 59-2872723 |
| Lot 4 Real Estate Holdings, LLC | Delaware | 32-0103034 | Northpoint Chevrolet, LLC | Delaware | 47-0922630 |
| Luxury Orlando Imports, Inc. | Delaware | 45-4496251 | Northwest Financial Group, Inc. | Washington | 91-1666832 |
| Luxury Woodlands Imports, Inc. | Delaware | 46-4552034 | NY LNR Luxury Imports, Inc. | Delaware | 46-4541298 |
| MacHoward Leasing | California | 95-2267692 | NY Luxury Motors of Mt. Kisco, Inc. | Delaware | 45-4497466 |
| MACHOWARD LEASING HOLDING, LLC | Delaware | 20-5224996 | NY Mt. Kisco Luxury Imports, Inc. | Delaware | 46-4541484 |
| MacPherson Enterprises, Inc. | California | 95-2706038 | NY Palisades Luxury Imports, Inc. | Delaware | 45-4496937 |
| Magic Acquisition Corp. | Delaware | 65-0711428 | NY White Plains Luxury Imports, Inc. | Delaware | 46-4541840 |

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|--|---|---|--|---|---|
| Oxnard European Motors, LLC** | Delaware | 26-3036624 | Republic Risk Management Services, Inc. | Florida | 65-0782124 |
| Oxnard Venture Holdings, Inc. | Delaware | 26-3454865 | Resources Aviation, Inc. | Florida | 65-0858501 |
| Payton-Wright Ford Sales, Inc. | Texas | 75-1231297 | RI Merger Corp. | Colorado | 84-1492421 |
| Pembroke Motors, Inc. | Delaware | 65-0948962 | RI/BB Acquisition Corp. | Delaware | 52-2127466 |
| Peyton Cramer Automotive | California | 33-0612289 | RI/BBNM Acquisition Corp. | Arizona | 86-0914399 |
| PEYTON CRAMER AUTOMOTIVE HOLDING, LLC | Delaware | 20-5226609 | RI/Hollywood Nissan Acquisition Corp. | Delaware | 65-0784675 |
| PEYTON CRAMER F. HOLDING, LLC | Delaware | 20-5225040 | RI/LLC Acquisition Corp. | Colorado | 84-1459545 |
| Peyton Cramer Ford | California | 95-3410394 | RI/RMC Acquisition GP, LLC | Delaware | 33-1062340 |
| Peyton Cramer Infiniti | California | 33-0567152 | RI/RMC Acquisition, Ltd. | Texas | 20-0057572 |
| PEYTON CRAMER INFINITI HOLDING, LLC | Delaware | 20-5226653 | RI/RMT Acquisition GP, LLC | Delaware | 02-0695720 |
| Peyton Cramer Jaguar | California | 33-0567150 | RI/RMT Acquisition, Ltd. | Texas | 20-0058111 |
| Peyton Cramer Lincoln-Mercury | California | 33-0679879 | RI/WFI Acquisition Corporation | Delaware | 52-2124969 |
| PEYTON CRAMER LM HOLDING, LLC | Delaware | 20-5224570 | RKR Motors, Inc. | Florida | 65-0070349 |

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|--|------------|------------|---------------------------------|------------|------------|
| Phoenix ANUSA, LLC | Delaware | 46-4733662 | Roseville Collision, Inc. | Delaware | 46-4564729 |
| Pierce Automotive Corporation | Arizona | 86-0811184 | Roseville Motor Corporation | California | 94-2922942 |
| PIERCE, LLC | Delaware | 65-0944638 | ROSEVILLE MOTOR HOLDING, LLC | Delaware | 20-5225195 |
| Pitre Chrysler-Plymouth-Jeep of Scottsdale, Inc. | Delaware | 86-0928955 | Sacramento Collision, Inc. | Delaware | 46-4553176 |
| Plains Chevrolet GP, LLC | Delaware | 06-1699677 | Sahara Imports, Inc. | Nevada | 86-0869592 |
| Plains Chevrolet, Ltd. | Texas | 20-0058622 | SAHARA NISSAN, INC. | Nevada | 88-0133547 |
| Port City Imports, Inc. | Texas | 74-2403712 | SAUL CHEVROLET HOLDING, LLC | Delaware | 20-5224718 |
| Prime Auto Cosmetics, Inc. | Delaware | 46-4552973 | SCM Realty, Inc. | Florida | 59-2640748 |
| Prime Auto Resources, Inc. | California | 33-0718037 | SHAMROCK F. HOLDING, LLC | Delaware | 20-5226693 |
| Quality Nissan GP, LLC | Delaware | 06-1699678 | Shamrock Ford, Inc. | California | 94-2220473 |
| Quality Nissan, Ltd. | Texas | 20-0058629 | Six Jays LLC | Colorado | 84-1364768 |
| Quinlan Motors, Inc. | Florida | 59-3268936 | SMI MOTORS HOLDING, LLC | Delaware | 20-5226719 |
| R. Coop Limited | Colorado | 84-1251979 | SMI Motors, Inc. | California | 95-4399082 |
| R.L. Buscher II, Inc. | Colorado | 84-1171763 | South Broadway Motors, LLC | Delaware | 65-0944625 |
| R.L. Buscher III, Inc. | Colorado | 84-1171764 | Southwest Motors of Denver, LLC | Delaware | 65-0944643 |
| Real Estate Holdings, Inc. | Florida | 65-0789583 | STAR MOTORS, LLC | Delaware | 65-0944646 |
| RENTON H IMPORTS, INC. | Delaware | 84-1491657 | Steakley Chevrolet GP, LLC | Delaware | 02-0695725 |

Republic Resources
Company

Delaware

51-0370517

Steakley
Chevrolet, Ltd.

Texas

20-0058140

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|--|---|---|--|---|---|
| Steeplechase Motor Company | Texas | 76-0244476 | TN F Imports, LLC | Delaware | 45-4504984 |
| STEVE MOORE CHEVROLET DELRAY, LLC | Delaware | 65-0944647 | TORRANCE NISSAN HOLDING, LLC | Delaware | 20-5224866 |
| STEVE MOORE CHEVROLET, LLC | Delaware | 65-0944670 | TORRANCE NISSAN, LLC | Delaware | 65-0944661 |
| STEVENS CREEK HOLDING, LLC | Delaware | 20-5225154 | Tousley Ford, Inc. | Minnesota | 41-0609970 |
| Stevens Creek Luxury Imports Holding, LLC | Delaware | 45-4503334 | TOYOTA CERRITOS LIMITED PARTNERSHIP | Georgia | 88-0377743 |
| Stevens Creek Luxury Imports, Inc. | Delaware | 45-4496303 | Triangle Corporation | Delaware | 52-2025037 |
| Stevens Creek Motors, Inc. | California | 94-3010181 | T-West Sales & Service, Inc. | Nevada | 88-0235466 |
| Sunrise Nissan of Jacksonville, Inc. | Florida | 59-3427446 | TX Alliance Motors, Inc. | Texas | 74-2941297 |
| Sunrise Nissan of Orange Park, Inc. | Florida | 59-1357686 | TX Ennis Autoplex Motors, Inc. | Texas | 75-2301576 |
| Sunset Pontiac-GMC Truck South, Inc. | Florida | 59-3128431 | TX Motors of North Richland Hills, Inc. | Delaware | 75-1574866 |
| Sunset Pontiac-GMC, Inc. | Michigan | 38-1919584 | TX Motors on Katy Freeway, Inc. | Texas | 74-2941811 |
| Superior Nissan, Inc. | North Carolina | 62-1306501 | TX Motors on Southwest Loop, Inc. | Texas | 75-2095119 |
| SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE, LLC | Delaware | 65-0944667 | TX West Houston Motors, Inc. | Texas | 74-2705707 |
| Sutherlin H. Imports, LLC | Delaware | 47-0922631 | Valencia Auto Imports Holding, | Delaware | 45-4503286 |

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| | | | LLC | | |
|------------------------------------|------------|------------|----------------------------------|------------|------------|
| Sutherlin Imports, LLC | Delaware | 65-0944664 | VALENCIA B. IMPORTS HOLDING, LLC | Delaware | 20-5225959 |
| SUTHERLIN NISSAN, LLC | Delaware | 65-0944665 | Valencia B. Imports, Inc. | Delaware | 20-0152054 |
| Tasha Incorporated | California | 94-2512050 | Valencia Dodge | California | 95-3935812 |
| Tempe Auto Imports, Inc. | Delaware | 46-4551989 | VALENCIA DODGE HOLDING, LLC | Delaware | 20-5226772 |
| TERRY YORK MOTOR CARS HOLDING, LLC | Delaware | 20-5226742 | VALENCIA H. IMPORTS HOLDING, LLC | Delaware | 20-5226809 |
| Terry York Motor Cars, Ltd. | California | 95-3549353 | Valencia H. Imports, Inc. | Delaware | 20-0152004 |
| Texan Ford Sales, Ltd. | Texas | 20-0058068 | VALLEY CHEVROLET, LLC | Delaware | 47-0922623 |
| Texan Ford, Inc. | Texas | 76-0207034 | VANDERBEEK MOTORS HOLDING, LLC | Delaware | 20-5226839 |
| Texan Sales GP, LLC | Delaware | 02-0695727 | Vanderbeek Motors, Inc. | California | 94-2494800 |
| Texas Management Companies LP, LLC | Delaware | 52-2135873 | Vanderbeek Olds/GMC Truck, Inc. | California | 68-0072435 |
| The Consulting Source, Inc. | Florida | 59-2183874 | VANDERBEEK TRUCK HOLDING, LLC | Delaware | 20-5373982 |
| The Pierce Corporation II, Inc. | Arizona | 86-0743383 | VILLAGE MOTORS, LLC | Delaware | 65-0944660 |
| Tinley Park A. Imports, Inc. | Delaware | 52-2124968 | Vince Wiese Chevrolet, Inc. | Delaware | 95-2703429 |
| Tinley Park J. Imports, Inc. | Delaware | 52-2104777 | VINCE WIESE HOLDING, LLC | Delaware | 20-5226871 |
| Tinley Park V. Imports, Inc. | Delaware | 84-1041105 | VistaCal Luxury Imports, Inc. | Delaware | 46-4551856 |
| TN CDJR Motors, LLC | Delaware | 45-4504914 | W.O. Bankston Nissan, Inc. | Texas | 75-1279211 |

| Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Exact name of additional registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|--|---|---|--|---|---|
| WALLACE DODGE, LLC | Delaware | 65-0944659 | Westgate Chevrolet, Ltd. | Texas | 20-0058608 |
| WALLACE FORD, LLC | Delaware | 65-0944658 | Westmont A. Imports, Inc. | Delaware | 65-0725800 |
| WALLACE LINCOLN-MERCURY, LLC | Delaware | 65-0944657 | Westmont B. Imports, Inc. | Delaware | 65-1151452 |
| WALLACE NISSAN, LLC | Delaware | 65-0944655 | Westmont Collision, Inc. | Delaware | 46-4552876 |
| Webb Automotive Group, Inc. | California | 33-0338459 | Westmont M. Imports, Inc. | Delaware | 65-1151453 |
| West Colorado Motors, LLC | Delaware | 65-0944593 | Woody Capital Investment Company II | Colorado | 84-1167986 |
| West Houston Luxury Imports, Inc. | Delaware | 46-4552448 | Woody Capital Investment Company III | Colorado | 84-1167988 |
| West Side Motors, Inc. | Tennessee | 62-1030139 | Working Man s Credit Plan, Inc. | Texas | 75-2458731 |
| Westgate Chevrolet GP, LLC | Delaware | 06-1699676 | WPB Collision, Inc. | Delaware | 52-2109996 |

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

200 SW 1st Ave

Fort Lauderdale, Florida 33301

(954) 769-6000

** Additional registrants being registered pursuant to this post-effective amendment.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-209585) of AutoNation, Inc. (the Company) and its subsidiary co-registrants (as amended, the Registration Statement) is being filed to add certain additional subsidiaries (the New Guarantors) as co-registrants under the Registration Statement and to add the guarantees of debt securities of the Company by the New Guarantors to the securities registered under the Registration Statement. No changes are being made to the base prospectus that already forms a part of the Registration Statement. Accordingly, such base prospectus is being omitted from this filing. This Post-Effective Amendment No. 1 shall become effective immediately upon filing with the Securities and Exchange Commission.

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

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

| | Amount to be Paid | |
|--|--------------------------|-----------|
| SEC Registration fee | \$ | * |
| Printing fees and expenses | \$ | ** |
| Legal fees and expenses | \$ | ** |
| Accounting fees and expenses | \$ | ** |
| Trustee and transfer agent fees and expenses | \$ | ** |
| Rating agency and listing fees | | ** |
| Miscellaneous expenses | \$ | ** |
| TOTAL | \$ | ** |

* To be defined pursuant to Rule 456(b) under the Securities Act and calculated in connection with an offering of securities under this Registration Statement pursuant to Rule 457(r) under the Securities Act.

** An estimate of the aggregate expenses in connection with the sale and distribution of the securities being offered will be included in the applicable prospectus supplement.

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

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

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

The Amended and Restated By-Laws of the Company (the "By-Laws") provide for a series of indemnification powers and procedures that follow the language of Section 145 of the DGCL. Article VII of the By-Laws provides that the Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that such person is or was a director or officer of the Company, or is or was a director or officer of the Company serving at the request of the Company as a director or

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

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

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

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

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

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

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

ITEM 16. EXHIBITS

| Exhibit No. | Document |
|--------------------|--|
| 1.1 | Form(s) of Underwriting Agreement* |
| 4.1 | Indenture, dated as of April 14, 2010, between AutoNation, Inc. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on April 15, 2010) |
| 4.2 | Third Amended and Restated Certificate of Incorporation of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 13, 1999) |
| 4.3 | Amended and Restated By-Laws of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on December 16, 2016) |
| 4.4 | Form of debt securities* |

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- 4.5 Form of guarantee*
- 4.6 Form of any certificate of designation, preferences and rights with respect to any preferred stock issued hereunder*
- 4.7 Form of any preferred stock certificate*
- 4.8 Form of warrant agreement*
- 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP**
- 5.2 Opinion of C. Coleman Edmunds**
- 5.3 Opinion of C. Coleman Edmunds
- 12.1 Statement Regarding Computation of Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to the Company's Annual Report on Form 10-K filed with the SEC on February 9, 2017)
- 23.1 Consent of KPMG LLP
- 23.2 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)**
- 23.3 Consent of C. Coleman Edmunds (included in Exhibit 5.2)**
- 23.4 Consent of C. Coleman Edmunds (included in Exhibit 5.3)
- 24.1 Powers of Attorney (included on the signature pages of the Registration Statement)
- 25.1 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939 of Wells Fargo Bank, National Association (incorporated by reference to Exhibit 25.1 to the Company's Form S-3ASR filed with the SEC on February 18, 2016)

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

** Previously filed.

ITEM 17. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

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

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

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

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

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

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

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

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

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

(ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date

such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; *provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

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

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

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

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

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

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

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

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

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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on August 2, 2017.

AUTONATION, INC.

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

POWER OF ATTORNEY

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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following person in the capacities and on the date indicated.

| Signature | Title | Date |
|--|--|----------------|
| /s/ Michael J. Jackson Michael J. Jackson | Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer) | August 2, 2017 |
| /s/ Cheryl Miller Cheryl Miller | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | August 2, 2017 |
| /s/ Christopher Cade Christopher Cade | Vice President and Chief Accounting Officer (Principal Accounting Officer) | August 2, 2017 |
| /s/ Rick L. Burdick Rick L. Burdick | Director | August 2, 2017 |

| | | |
|--|----------|----------------|
| /s/ Tomago Collins Tomago Collins | Director | August 2, 2017 |
| /s/ David B. Edelson David B. Edelson | Director | August 2, 2017 |
| /s/ Karen C. Francis Karen C. Francis | Director | August 2, 2017 |
| /s/ Robert R. Grusky Robert R. Grusky | Director | August 2, 2017 |
| /s/ Kaveh Khosrowshahi Kaveh Khosrowshahi | Director | August 2, 2017 |
| /s/ Michael Larson Michael Larson | Director | August 2, 2017 |
| /s/ G. Mike Mikan G. Mike Mikan | Director | August 2, 2017 |
| /s/ Alison H. Rosenthal Alison H. Rosenthal | Director | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on August 2, 2017.

7 ROD REAL ESTATE NORTH, A
LIMITED LIABILITY COMPANY
7 ROD REAL ESTATE SOUTH, A LIMITED LIABILITY COMPANY
ABRAHAM CHEVROLET-TAMPA, INC.
ALBERT BERRY MOTORS, INC.
ALL-STATE RENT A CAR, INC.
AN CJ VALENCIA, INC.
AN CORPORATE MANAGEMENT PAYROLL CORP.
AN DEALERSHIP HOLDING CORP.
AN TUCSON IMPORTS, LLC
AN/GMF, INC.
AN/KPBG MOTORS, INC.
AN/MF ACQUISITION CORP.
AUTO TECHLABS, INC.
AUTO COMPANY XLIII, INC.
AUTO COMPANY XLIV, INC.
AUTO COMPANY XLV, INC.
AUTO COMPANY XXVIII, INC.
AN AUTOPARTS, INC.
AUTO DEALERSHIP VII, LLC
ANUSA HOLDING, LLC
AUTO HOLDING, LLC
AUTO WEST, INC.
AUTONATION CORPORATE
MANAGEMENT, LLC
AUTONATION ENTERPRISES
INCORPORATED
AUTONATION MOTORS HOLDING CORP.
AUTONATION MOTORS OF LITHIA SPRINGS, INC.
AUTONATION REALTY CORPORATION
AUTONATION V. IMPORTS OF DELRAY BEACH, LLC
BANKSTON AUTO, INC.
BATFISH, LLC
BBCSS, INC.
BEACH CITY CHEVROLET COMPANY, INC.
BEACH CITY HOLDING, LLC
BLEDSOE DODGE, LLC
BOB TOWNSEND FORD, INC.
BODY SHOP HOLDING CORP.

CHAMPION CHEVROLET HOLDING,
LLC
CHAMPION CHEVROLET, LLC
CHAMPION FORD, INC.
CHARLIE THOMAS CHRYSLER-

PLYMOUTH, INC.
CHESROWN AUTO, LLC
CHESROWN FORD, INC.
CJ VALENCIA HOLDING, LLC
CONSUMER CAR CARE CORPORATION
CORPORATE PROPERTIES HOLDING, INC.
COURTESY AUTO GROUP, INC.
DESERT CHRYSLER-PLYMOUTH, INC.
DESERT DODGE, INC.
DON-A-VEE JEEP-EAGLE, INC.
DRIVER S MART WORLDWIDE, INC.
EASTGATE FORD, INC.
EL MONTE IMPORTS HOLDING, LLC
EL MONTE IMPORTS, INC.
EL MONTE MOTORS HOLDING, LLC
EL MONTE MOTORS, INC.
FLORIDA AUTO CORP.
FORD OF KIRKLAND, INC.
FRED OAKLEY MOTORS, INC.
FT. LAUDERDALE NISSAN, INC.
GA F IMPORTS, LLC
HAYWARD DODGE, INC.
HORIZON CHEVROLET, INC.
JEMAUTCO, INC.
JERRY GLEASON CHEVROLET, INC.
JERRY GLEASON DODGE, INC.
JOE MACPHERSON IMPORTS NO. I
KENYON DODGE, INC.
LES MARKS CHEVROLET, INC.
LEW WEBB S FORD, INC.
LEW WEBB S IRVINE NISSAN HOLDING, LLC
LEW WEBB S IRVINE NISSAN, INC.
MACHOWARD LEASING
MARKS FAMILY DEALERSHIPS, INC.
MC/RII, LLC
METRO CHRYSLER JEEP, INC.
MIKE SHAD CHRYSLER PLYMOUTH JEEP EAGLE, INC.
MISSION BLVD. MOTORS, INC.
NY PALISADES LUXURY IMPORTS, INC.
PAYTON-WRIGHT FORD SALES, INC.
PEYTON CRAMER JAGUAR
PEYTON CRAMER LINCOLN-MERCURY
PEYTON CRAMER LM HOLDING, LLC
PITRE CHRYSLER-PLYMOUTH-JEEP OF

SCOTTSDALE, INC.
QUINLAN MOTORS, INC.
REAL ESTATE HOLDINGS, INC.
REPUBLIC RESOURCES COMPANY
REPUBLIC RISK MANAGEMENT SERVICES, INC.
RESOURCES AVIATION, INC.
RI MERGER CORP.
RI/BBNM ACQUISITION CORP.
RI/WFI ACQUISITION CORPORATION
SAUL CHEVROLET HOLDING, LLC
SCM REALTY, INC.
SHAMROCK F. HOLDING, LLC
SHAMROCK FORD, INC.
SIX JAYS LLC
SMI MOTORS HOLDING, LLC
SMI MOTORS, INC.
STEAKLEY CHEVROLET GP, LLC
STEAKLEY CHEVROLET, LTD.
BY: STEAKLEY CHEVROLET GP, LLC
ITS: GENERAL PARTNER
STEEPLECHASE MOTOR COMPANY
SUNRISE NISSAN OF JACKSONVILLE, INC.
SUNSET PONTIAC-GMC, INC.
SUNSET PONTIAC-GMC TRUCK SOUTH, INC.
SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE, LLC
THE CONSULTING SOURCE, INC.

THE PIERCE CORPORATION II, INC.
TINLEY PARK A. IMPORTS, INC.
TINLEY PARK J. IMPORTS, INC.
TINLEY PARK V. IMPORTS, INC.
TN F IMPORTS, LLC
TORRANCE NISSAN, LLC
TORRANCE NISSAN HOLDING, LLC
TRIANGLE CORPORATION
VALENCIA DODGE
VALENCIA DODGE HOLDING, LLC
VANDERBEEK OLDS/GMC TRUCK, INC.
VANDERBEEK TRUCK HOLDING, LLC
WALLACE DODGE, LLC
WALLACE NISSAN, LLC
WALLACE LINCOLN-MERCURY, LLC
WORKING MAN S CREDIT PLAN, INC.
AUTONATION FINANCIAL SERVICES, LLC
DEALERSHIP REALTY CORPORATION
ASE MOTORS HOLDING CORP.
AUTO COMPANY 2016-1, INC.
AUTO COMPANY 2016-2, INC.
AUTO COMPANY 2016-3, INC.
AUTO COMPANY 2016-4, INC.
AUTO COMPANY 2016-5, INC.
AUTO COMPANY 2016-6, INC.
AUTO COMPANY 2016-7, INC.
AUTO COMPANY 2016-8, INC.
AUTO COMPANY 2016-9, INC.
AUTO COMPANY 2016-10, INC.
AUTO COMPANY 2016-11, INC.
AUTO COMPANY 2016-12, INC.
AUTO COMPANY 2016-13, INC.
AUTO COMPANY 2016-14, INC.
AUTO COMPANY 2016-15, INC.
AUTO COMPANY 2016-16, INC.
AUTO COMPANY 2016-17, INC.
AUTO COMPANY 2016-18, INC.
AUTO COMPANY 2016-19, INC.
AUTO COMPANY 2016-20, INC.
AUTO DEALERSHIP 2016-1, LLC
AUTO DEALERSHIP 2016-2, LLC
AUTO DEALERSHIP 2016-3, LLC
AUTO DEALERSHIP 2016-4, LLC
AUTO DEALERSHIP 2016-5, LLC
AUTO DEALERSHIP 2016-6, LLC
AUTO DEALERSHIP 2016-7, LLC
AUTO DEALERSHIP 2016-8, LLC
AUTO DEALERSHIP 2016-9, LLC
AUTO DEALERSHIP 2016-10, LLC
AN F. IMPORTS OF HAWTHORNE, LLC

PEYTON CRAMER INFINITI
AN SEATTLE MOTORS, INC.
AN MOTORS OF DELRAY BEACH, INC.
MIDWAY CHEVROLET, INC.
QUALITY NISSAN GP, LLC
QUALITY NISSAN, LTD.
 BY: QUALITY NISSAN GP, LLC
 ITS: GENERAL PARTNER
COURTESY BROADWAY, LLC
BANKSTON CHRYSLER JEEP OF FRISCO, L.P.
 BY: BANKSTON CJ GP, LLC
 ITS: GENERAL PARTNER
BANKSTON CJ GP, LLC
FINANCIAL SERVICES GP, LLC
FINANCIAL SERVICES, LTD.
 BY: FINANCIAL SERVICES GP, LLC
 ITS: GENERAL PARTNER
AN CORPUS CHRISTI IMPORTS ADV. GP, LLC
AN CORPUS CHRISTI IMPORTS ADV., LP
 BY: AN CORPUS CHRISTI ADV. GP, LLC
 ITS: GENERAL PARTNER
CHARLIE THOMAS COURTESY LEASING, INC.
AN CORPUS CHRISTI IMPORTS II GP, LLC
AN CORPUS CHRISTI IMPORTS II, LP
 BY: AN CORPUS CHRISTI IMPORTS II GP, LLC
 ITS: GENERAL PARTNER
AUTO COMPANY VIII, INC.
AN PONTIAC GMC HOUSTON NORTH GP, LLC
AN PONTIAC GMC HOUSTON NORTH, LP
 BY: AN PONTIAC GMC HOUSTON NORTH GP, LLC
 ITS: GENERAL PARTNER
AUTO COMPANY XII, INC.
STEVE MOORE CHEVROLET DELRAY, LLC
AN MOTORS OF FT. LAUDERDALE, INC.
AN MOTORS OF DALLAS, INC.
HVWV MOTORS, LLC
W.O. BANKSTON NISSAN, INC.
SUPERIOR NISSAN, INC.
BANKSTON NISSAN IN IRVING, INC.
AUTO COMPANY IX, INC.
AN IMPORTS OF SEATTLE, INC.
AN COLLISION CENTER OF SARASOTA, INC.
PIERCE AUTOMOTIVE CORPORATION
AUTOHAUS HOLDINGS, INC.
AN TEXAS REGION MANAGEMENT, LTD.
 BY: AUTONATION NORTH TEXAS MANAGEMENT GP, LLC
 ITS: GENERAL PARTNER
AUTONATION NORTH TEXAS MANAGEMENT GP, LLC
ACER FIDUCIARY, INC.
AUTO COMPANY 2017-01, INC.
AUTO COMPANY 2017-02, INC.

AUTO COMPANY 2017-03, INC.
AUTO COMPANY 2017-04, INC.
AUTO COMPANY 2017-05, INC.
AUTO COMPANY 2017-06, INC.
AUTO COMPANY 2017-07, INC.
AUTO COMPANY 2017-08, INC.
AUTO COMPANY 2017-09, INC.
AUTO COMPANY 2017-10, INC.
AUTO DEALERSHIP 2017-01, LLC
AUTO DEALERSHIP 2017-02, LLC
AUTO DEALERSHIP 2017-03, LLC
AUTO DEALERSHIP 2017-04, LLC
AUTO DEALERSHIP 2017-05, LLC
AUTO DEALERSHIP 2017-06, LLC
AUTO DEALERSHIP 2017-07, LLC
AUTO DEALERSHIP 2017-08, LLC
AUTO DEALERSHIP 2017-09, LLC
AUTO DEALERSHIP 2017-10, LLC
AUTO DEALERSHIP 2017-11, LLC
AUTO DEALERSHIP 2017-12, LLC
AUTO DEALERSHIP 2017-13, LLC
AUTO DEALERSHIP 2017-14, LLC
AUTO DEALERSHIP 2017-15, LLC
AUTO DEALERSHIP 2017-16, LLC
AUTO DEALERSHIP 2017-17, LLC
AUTO DEALERSHIP 2017-18, LLC

AUTO DEALERSHIP 2017-19, LLC
AUTO DEALERSHIP 2017-20, LLC
AUTO DEALERSHIP 2017-21, LLC
AUTO DEALERSHIP 2017-22, LLC
AUTO DEALERSHIP 2017-23, LLC
AUTO DEALERSHIP 2017-24, LLC
AUTO DEALERSHIP 2017-25, LLC
AUTO DEALERSHIP 2017-26, LLC
AUTO DEALERSHIP 2017-27, LLC
AUTO DEALERSHIP 2017-28, LLC
AUTO DEALERSHIP 2017-29, LLC
AUTO DEALERSHIP 2017-30, LLC
AN CORPUS CHRISTI IMPORTS GP, LLC
AN CORPUS CHRISTI IMPORTS, LP
 BY: AN CORPUS CHRISTI IMPORTS GP, LLC
 ITS: GENERAL PARTNER
AN F. IMPORTS OF HAWTHORNE HOLDING, LLC
AUTONATION ORLANDO VENTURE HOLDINGS, INC.
HILLARD AUTO GROUP, INC.
IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP
 BY: WEBB AUTOMOTIVE GROUP, INC.
 ITS: GENERAL PARTNER
LANCE CHILDREN, INC.
MACHOWARD LEASING HOLDING, LLC
MULLINAX USED CARS, INC.
PEYTON CRAMER INIFINITI HOLDING,
LLC
TEXAS MANAGEMENT COMPANIES LP, LLC
TOYOTA CERITTOS LIMITED PARTNERSHIP
 BY: WEBB AUTOMOTIVE GROUP, INC.
 ITS: GENERAL PARTNER
CERRITOS BODY WORKS, INC.
CERRITOS BODY WORKS HOLDING, LLC
FIRST TEAM JEEP EAGLE, CHRYSLER-PLYMOUTH, LTD.
 BY: FIRST TEAM MANAGEMENT, INC.
 ITS: GENERAL PARTNER
LOT 4 REAL ESTATE HOLDINGS, LLC

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

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ C. Coleman Edmunds C. Coleman Edmunds | President and Sole Director (as to corporate registrants)/Sole Manager (as to limited liability company registrants) (Principal Executive Officer) | August 2, 2017 |
| /s/ Andrew Wamser Andrew Wamser | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Clearwater, State of Florida, on August 2, 2017.

ABRAHAM CHEVROLET-MIAMI, INC.
LUXURY ORLANDO IMPORTS, INC.
AN CADILLAC OF WPB, LLC
EASTERN REGION MANAGEMENT, LLC
AN FORT MYERS IMPORTS, LLC
AN IMPORTS OF FT. LAUDERDALE, INC.
AN IMPORTS ON WESTON ROAD, INC.
AN LUXURY IMPORTS OF COCONUT CREEK, INC.
AN LUXURY IMPORTS OF PALM BEACH, INC.
AN LUXURY IMPORTS OF PEMBROKE PINES, INC.
AN LUXURY IMPORTS OF SANFORD, LLC
AN LUXURY IMPORTS OF SARASOTA, INC.
AN MOTORS OF BROOKSVILLE, INC.
AUTONATION IMPORTS OF LONGWOOD, INC.
AUTONATION IMPORTS OF PALM BEACH, INC.
AUTONATION IMPORTS OF WINTER PARK, INC.
AUTONATION USA OF PERRINE, INC.
BEACON MOTORS, INC.
BENGAL MOTOR COMPANY, LTD.
BY: BENGAL MOTORS, INC.
ITS: GENERAL PARTNER
BENGAL MOTORS, INC.
BULL MOTORS, LLC
CARLISLE MOTORS, LLC
CHEVROLET WORLD, INC.
COASTAL CADILLAC, INC.
CONTEMPORARY CARS, INC.
D/L MOTOR COMPANY
DON MEALEY CHEVROLET, INC.
DON MEALEY IMPORTS, INC.
FIRST TEAM AUTOMOTIVE CORP.
FIRST TEAM FORD OF MANATEE, LTD.
BY: FIRST TEAM MANAGEMENT, INC.
ITS: GENERAL PARTNER
FIRST TEAM FORD, LTD.
BY: FIRST TEAM MANAGMENT, INC.
ITS: GENERAL PARTNER
FIRST TEAM MANAGEMENT, INC.
GULF MANAGEMENT, INC.
JIM QUINLAN CHEVROLET CO.
KING S CROWN FORD, INC.

L.P. EVANS MOTORS WPB, INC.
L.P. EVANS MOTORS, INC.
AN MOTORS ON FEDERAL HIGHWAY, LLC
MAITLAND LUXURY IMPORTS, INC.
MEALEY HOLDINGS, INC.
MIKE SHAD FORD, INC.
MULLINAX FORD SOUTH, INC.
NISSAN OF BRANDON, INC.
PEMBROKE MOTORS, INC.
RI/BB ACQUISITION CORP.
RI/HOLLYWOOD NISSAN

ACQUISITION CORP.
RKR MOTORS, INC.
STAR MOTORS, LLC
STEVE MOORE CHEVROLET, LLC
SUNRISE NISSAN OF ORANGE PARK, INC.
SUTHERLIN IMPORTS, LLC
WALLACE FORD, LLC
AUTO DEALERSHIP V, LLC
AN COLLISION CENTER FTL SOUTH, INC.
HOLLYWOOD IMPORTS LIMITED, INC.
AN MOTORS OF PEMBROKE, LLC
EMPIRE SERVICES AGENCY, INC.
AMERICAN WAY MOTORS, INC.
AN F. IMPORTS OF ATLANTA, LLC
AN H. IMPORTS OF ATLANTA, LLC
AN LUXURY IMPORTS OF MARIETTA, LLC
AN MOTORS OF MEMPHIS, INC.
AN T. IMPORTS OF ATLANTA, LLC
AN/MNI ACQUISITION CORP.
AUTONATION IMPORTS OF LITHIA SPRINGS, LLC
BILL AYARES CHEVROLET, LLC
CHUCK CLANCY FORD OF MARIETTA, LLC
COOK-WHITEHEAD FORD, INC.
COVINGTON PIKE MOTORS, INC.
DOBBS FORD OF MEMPHIS, INC.
DOBBS FORD, INC.
DOBBS MOBILE BAY, INC.
ED MULLINAX FORD, LLC
FOX CHEVROLET, LLC
FOX MOTORS, LLC
GENE EVANS FORD, LLC
GEORGE SUTHERLIN NISSAN, LLC
GOVERNMENT BOULEVARD MOTORS, INC.
JOHN M. LANCE FORD, LLC
LEESBURG IMPORTS, LLC
LEESBURG MOTORS, LLC
MULLINAX EAST, LLC
MULLINAX FORD NORTH CANTON, INC.
NORTHPOINT CHEVROLET, LLC

SUTHERLIN H. IMPORTS, LLC
SUTHERLIN NISSAN, LLC
VALLEY CHEVROLET, LLC
WEST SIDE MOTORS, INC.
AUTO COMPANY XVII, INC.
AUTO DEALERSHIP VI, LLC
AUTO COMPANY XXVI, INC.
HVA IMPORTS, LLC
HVM IMPORTS, LLC
HVS MOTORS, LLC
MORTIMER COLLISION, LLC
NY MT. KISCO LUXURY IMPORTS, INC.
NY LUXURY MOTORS OF MT. KISCO, INC.
NY WHITE PLAINS LUXURY IMPORTS, INC.
NY LNR LUXURY IMPORTS, INC.
AL F-L MOTORS, LLC
AL FORT PAYNE MOTORS, LLC
GA CDJR MOTORS, LLC
GA H IMPORTS, LLC
GA HY IMPORTS, LLC
GA COLUMBUS IMPORTS, LLC
TN CDJR MOTORS, LLC
BETHESDA LUXURY IMPORTS, LLC
AUTO COMPANY XXVII, INC.
GERMANTOWN LUXURY IMPORTS, INC.
DELRAY LUXURY IMPORTS, INC.
WPB COLLISION, INC.

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

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ James R. Bender James R. Bender | President and Sole Director (as to corporate registrants)/Sole Manager (as to limited liability company registrants) (Principal Executive Officer) | August 2, 2017 |
| /s/ David Christopher Bruder David Christopher Bruder | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on August 2, 2017.

AN COLLISION CENTER OF ADDISON,
INC.

AN COLLISION CENTER OF NORTH HOUSTON, INC.

AN CORPUS CHRISTI T. IMPORTS GP, LLC

AN MOTORS ON SOUTH PADRE, LP

BY: AN CORPUS CHRISTI GP, LLC

ITS: GENERAL PARTNER

AN CORPUS CHRISTI GP, LLC

AN CORPUS CHRISTI MOTORS, INC.

AN CORPUS CHRISTI T. IMPORTS, LP

BY: AN CORPUS CHRISTI T. IMPORTS GP, LLC

ITS: GENERAL PARTNER

AN COUNTY LINE FORD, INC.

AN LUXURY IMPORTS GP, LLC

AN LUXURY IMPORTS, LTD.

BY: AN LUXURY IMPORTS GP, LLC

ITS: GENERAL PARTNER

AUTO COMPANY VI, INC.

AUTO COMPANY VII, INC.

AUTO COMPANY XI, INC.

AUTONATION FORT WORTH MOTORS, LTD.

BY: AUTONATION GM GP, LLC

ITS: GENERAL PARTNER

AUTONATION GM GP, LLC

AUTONATION IMPORTS OF KATY GP, LLC

AUTONATION IMPORTS OF KATY, L.P.

BY: AUTONATION IMPORTS OF KATY GP, LLC

ITS: GENERAL PARTNER

BANKSTON FORD OF FRISCO, LTD. CO.

BANKSTON NISSAN LEWISVILLE GP, LLC

BANKSTON NISSAN LEWISVILLE, LTD.

BY: BANKSTON NISSAN LEWISVILLE GP, LLC

ITS: GENERAL PARTNER

CHARLIE HILLARD, INC.

CHARLIE THOMAS CHEVROLET GP, LLC

CHARLIE THOMAS CHEVROLET, LTD.

BY: CHARLIE THOMAS CHEVROLET GP, LLC

ITS: GENERAL PARTNER

CHARLIE THOMAS COURTESY GP, LLC

CHARLIE THOMAS F. GP, LLC

CHARLIE THOMAS FORD, LTD.

BY: CHARLIE THOMAS F. GP, LLC
ITS: GENERAL PARTNER
CHARLIE THOMAS COURTESY FORD, LTD.
BY: CHARLIE THOMAS COURTESY GP, LLC
ITS: GENERAL PARTNER
CORPUS CHRISTI COLLISION CENTER, INC.
CT INTERCONTINENTAL GP, LLC
CT INTERCONTINENTAL, LTD.
BY: CT INTERCONTINENTAL GP, LLC
ITS: GENERAL PARTNER
CT MOTORS, INC.
HOUSTON AUTO M. IMPORTS GREENWAY, LTD.
BY: HOUSTON IMPORTS GREENWAY GP, LLC
ITS: GENERAL PARTNER
HOUSTON AUTO M. IMPORTS NORTH, LTD.
BY: HOUSTON IMPORTS NORTH GP, LLC
ITS: GENERAL PARTNER
HOUSTON IMPORTS GREENWAY GP, LLC
HOUSTON IMPORTS NORTH GP, LLC
LEWISVILLE COLLISION, INC.
LEWISVILLE IMPORTS GP, LLC
LEWISVILLE IMPORTS, LTD.
BY: LEWISVILLE IMPORTS GP, LLC
ITS: GENERAL PARTNER
MARKS TRANSPORT, INC.
MIKE HALL CHEVROLET, INC.
NICHOLS FORD, LTD.
BY: NICHOLS GP, LLC
ITS: GENERAL PARTNER
NICHOLS GP, LLC
PLAINS CHEVROLET GP, LLC
PLAINS CHEVROLET, LTD.
BY: PLAINS CHEVROLET GP, LLC
ITS: GENERAL PARTNER
PORT CITY IMPORTS, INC.
RI/RMC ACQUISITION GP, LLC
RI/RMC ACQUISITION, LTD.
BY: RI/RMC ACQUISITION GP, LLC
ITS: GENERAL PARTNER
RI/RMT ACQUISITION, LTD.
BY: RI/RMT ACQUISITION GP, LLC
ITS: GENERAL PARTNER
RI/RMT ACQUISITION GP, LLC
TEXAN FORD SALES, LTD.
BY: TEXAN SALES GP, LLC
ITS: GENERAL PARTNER
TEXAN FORD, INC.
TEXAN SALES GP, LLC
WESTGATE CHEVROLET GP, LLC
WESTGATE CHEVROLET, LTD.
BY: WESTGATE CHEVROLET GP, LLC

ITS: GENERAL PARTNER
AN F. IMPORTS OF NORTH DENVER, LLC
AN/CF ACQUISITION CORP.
AUTO DEALERSHIP III, LLC
AUTO DEALERSHIP IV, LLC
C. GARRET, INC.
CENTENNIAL AUTOMOTIVE, LLC
CHESROWN CHEVROLET, LLC
CHESROWN COLLISION CENTER, INC.
EMICH SUBARU WEST, LLC
J-R MOTORS COMPANY NORTH
BY: WOODY CAPITAL INVESTMENT CO.III
ITS: GENERAL PARTNER
BY: R. COOP LIMITED
ITS: GENERAL PARTNER
BY: R.L. BUSCHER III, INC.
ITS: GENERAL PARTNER
J-R MOTORS COMPANY SOUTH
BY: WOODY CAPITAL INVESTMENT CO II
ITS: GENERAL PARTNER
BY: C. GARRETT, INC.
ITS: GENERAL PARTNER
BY: R.L. BUSCHER II, INC.
ITS: GENERAL PARTNER
NAPERVILLE IMPORTS, INC.
R. COOP LIMITED
R.L. BUSCHER II, INC.
R.L. BUSCHER III, INC.
RI/LLC ACQUISITION CORP.
SOUTH BROADWAY MOTORS, LLC
SOUTHWEST MOTORS OF DENVER, LLC
TOUSLEY FORD, INC.
VILLAGE MOTORS, LLC
WEST COLORADO MOTORS, LLC
WESTMONT A. IMPORTS, INC.
WESTMONT B. IMPORTS, INC.
WESTMONT M. IMPORTS, INC.
WOODY CAPITAL INVESTMENT COMPANY II
WESTMONT COLLISION, INC.
AN CENTRAL REGION MANAGEMENT, LLC
AUTO MOTORS OF ENGLEWOOD, LLC
WOODY CAPITAL INVESTMENT COMPANY III
LUXURY WOODLANDS IMPORTS, INC.
WEST HOUSTON LUXURY IMPORTS, INC.

ALLEN SAMUELS CHEVROLET OF CORPUS CHRISTI, INC.
ALLEN SAMUELS CHEVROLET OF WACO, INC.
TX MOTORS OF NORTH RICHLAND HILLS, INC.
TX MOTORS ON KATY FREEWAY, INC.
TX MOTORS ON SOUTHWEST LOOP, INC.
TX ALLIANCE MOTORS, INC.
TX ENNIS AUTOPLEX MOTORS, INC.
TX WEST HOUSTON MOTORS, INC.
CENTENNIAL COLLISION, INC.
KATY ANUSA, LLC
HOUSTON ANUSA, LLC
CORPUS CHRISTI ANUSA, LLC

By: /s/ Ronald J. Ardissonne
Ronald J. Ardissonne
President

II-14

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Ronald J. Ardissonne Ronald J. Ardissonne | President and Sole Director (as to corporate registrants)/Sole Manager (as to limited liability company registrants) (Principal Executive Officer) | August 2, 2017 |
| /s/ Robert Shane Oldham Robert Shane Oldham | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cerritos, State of California, on August 2, 2017.

ALLISON BAVARIAN HOLDING, LLC
AN CHEVROLET - ARROWHEAD, INC.
AN COLLISION CENTER OF LAS VEGAS, INC.
AN COLLISION CENTER OF TEMPE, INC.
AN F. IMPORTS OF NORTH PHOENIX, INC.
AN F. IMPORTS OF ROSEVILLE HOLDING, LLC
AN IMPORTS OF SPOKANE, INC.
AN IMPORTS OF STEVENS CREEK HOLDING, LLC
AN LUXURY IMPORTS HOLDING, LLC
AN LUXURY IMPORTS OF PHOENIX, INC.
AN LUXURY IMPORTS OF SPOKANE, INC.
AN LUXURY IMPORTS OF TUCSON, INC.
AN MOTORS OF SCOTTSDALE, LLC
AN NORTH PHOENIX COLLISION, INC.
AN SAN JOSE LUXURY IMPORTS HOLDINGS, LLC
AN SUBARU MOTORS, INC.
AN/PF ACQUISITION CORP.
APPLEWAY CHEVROLET, INC.
AUTO CAR HOLDING, LLC
AUTO COMPANY XIII, INC.
AUTO COMPANY XIV, INC.
AUTO COMPANY XIX, INC.
AUTO COMPANY XXI, INC.
AUTO COMPANY XXV, INC.
AUTO DEALERSHIP IX, LLC
AUTO DEALERSHIP VIII, LLC
AUTO DEALERSHIP X, LLC
AUTO DEALERSHIP XXIII, LLC
AUTO MISSION HOLDING, LLC
BELL MOTORS, LLC
BELLEVUE AUTOMOTIVE, INC.
BELLEVUE COLLISION, INC.
BROWN & BROWN CHEVROLET

SUPERSTITION SPRINGS, LLC
BROWN & BROWN CHEVROLET, INC.
BROWN & BROWN NISSAN MESA, L.L.C.
BROWN & BROWN NISSAN, INC.
CARWELL HOLDING, LLC
COSTA MESA CARS HOLDING, LLC
DESERT BUICK-GMC TRUCKS, L.L.C.

DESERT GMC, L.L.C.
DOBBS MOTORS OF ARIZONA, INC.
EDGREN MOTOR HOLDING, LLC
FIT KIT HOLDING, LLC
FREMONT LUXURY IMPORTS HOLDING, LLC
G.B. IMPORT SALES & SERVICE HOLDING, LLC
HENDERSON ANUSA, LLC
HOUSE OF IMPORTS HOLDING, LLC
IRVINE IMPORTS HOLDING, LLC
JOE MACPHERSON INFINITI HOLDING, LLC
JRJ INVESTMENTS, INC.
LAS VEGAS ANUSA, LLC
MACPHERSON ENTERPRISES, INC.
MAGIC ACQUISITION HOLDING, LLC
MR. WHEELS HOLDING, LLC
NEWPORT BEACH CARS HOLDING,
LLC
NORTHWEST FINANCIAL GROUP, INC.
OXNARD VENTURE HOLDINGS, INC.
PEYTON CRAMER AUTOMOTIVE HOLDING, LLC
PEYTON CRAMER F. HOLDING, LLC
PHOENIX ANUSA, LLC
PIERCE, LLC
RENTON H IMPORTS, INC.
ROSEVILLE COLLISION, INC.
ROSEVILLE MOTOR HOLDING, LLC
SACRAMENTO COLLISION, INC.
SAHARA IMPORTS, INC.
SAHARA NISSAN, INC.
STEVENS CREEK HOLDING, LLC
STEVENS CREEK LUXURY IMPORTS HOLDING, LLC
TASHA INCORPORATED
TEMPE AUTO IMPORTS, INC.
TERRY YORK MOTOR CARS HOLDING, LLC
TORRANCE NISSAN, LLC
VALENCIA AUTO IMPORTS HOLDING, LLC
VALENCIA B. IMPORTS HOLDING, LLC
VALENCIA H. IMPORTS HOLDING, LLC
VANDERBEEK MOTORS HOLDING, LLC
VINCE WIESE HOLDING, LLC
WEBB AUTOMOTIVE GROUP, INC.
AN WESTERN REGION MANAGEMENT, LLC

By: /s/ Steve Kwak
Steve Kwak
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ Steve Kwak Steve Kwak | President and Sole Director (as to corporate registrants)/Sole Manager (as to limited liability company registrants) (Principal Executive Officer) | August 2, 2017 |
| /s/ James J. Murphy James J. Murphy | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Costa Mesa, State of California, on August 2, 2017.

COSTA MESA CARS, INC.

By: /s/ Mark Wessel
Mark Wessel
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Mark Wessel Mark Wessel | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Scott Gottschling Scott Gottschling | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Encinitas, State of California, on August 2, 2017.

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

By: /s/ Darrin Fetterolf
Darrin Fetterolf
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Darrin Fetterolf Darrin Fetterolf | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Ken Dittmer Ken Dittmer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

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 Vista, State of California, on August 2, 2017.

VISTACAL LUXURY IMPORTS, INC.

By: /s/ Jessica Morejon
Jessica Morejon
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Jessica Morejon Jessica Morejon | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Ken Dittmer Ken Dittmer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

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 Oxnard, State of California, on August 2, 2017.

OXNARD EUROPEAN MOTORS, LLC

By: /s/ Mike Fligg
Mike Fligg
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|------------------------------|---|----------------|
| /s/ Mike Fligg Mike Fligg | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ David Sheu David Sheu | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on August 2, 2017.

VALENCIA H. IMPORTS, INC.

By: /s/ John Turja
John Turja
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ John Turja John Turja | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Michael Dunleavy Michael Dunleavy | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on August 2, 2017.

CARWELL, LLC

By: /s/ Gary Pilikyan
 Gary Pilikyan
 President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ Gary Pilikyan Gary Pilikyan | President and Manager (Principal Executive Officer) | August 2, 2017 |
| /s/ Linda Terashita Linda Terashita | Vice President, Secretary and Manager | August 2, 2017 |
| /s/ David Sheu David Sheu | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on August 2, 2017.

VINCE WIESE CHEVROLET, INC.

By: /s/ Eric Tran
Eric Tran
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|----------------------------------|---|----------------|
| /s/ Eric Tran Eric Tran | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Erin Marrone Erin Marrone | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on August 2, 2017.

PEYTON CRAMER FORD

By: /s/ William Haisley
William Haisley
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ William Haisley William Haisley | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Ronald Shaeffer Ronald Shaeffer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on August 2, 2017.

MAGIC ACQUISITION CORP.

By: /s/ Chance Corbitt
Chance Corbitt
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Chance Corbitt Chance Corbitt | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Michael Dunleavy Michael Dunleavy | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tustin, State of California, on August 2, 2017.

JOE MACPHERSON FORD

By: /s/ Jeffrey Nicols
Jeffrey Nicols
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Jeffrey Nicols Jeffrey Nicols | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Scott Gottschling Scott Gottschling | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on August 2, 2017.

AUTO CAR, INC.

By: /s/ Kevin Sitch
Kevin Sitch
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--------------------------------------|--|----------------|
| /s/ Kevin Sitch Kevin Sitch | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Kimberly Wirtz Kimberly Wirtz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on August 2, 2017.

ALLISON BAVARIAN

By: /s/ Peter Scibetta
Peter Scibetta
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--------------------------------------|--|----------------|
| /s/ Peter Scibetta Peter Scibetta | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Katie Garren Katie Garren | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on August 2, 2017.

ROSEVILLE MOTOR CORPORATION

By: /s/ Dennis Hawking
Dennis Hawking
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--------------------------------------|--|----------------|
| /s/ Dennis Hawking Dennis Hawking | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Kimberly Wirtz Kimberly Wirtz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on August 2, 2017.

STEVENS CREEK MOTORS, INC.

By: /s/ Pejman Roshan
Pejman Roshan
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ Pejman Roshan Pejman Roshan | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Douglas Crumlich Douglas Crumlich | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Encino, State of California, on August 2, 2017.

TERRY YORK MOTOR CARS, LTD.

By: /s/ Sudhir Sood
Sudhir Sood
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--------------------------------------|--|----------------|
| /s/ Sudhir Sood Sudhir Sood | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Elisa Da Silva Elisa Da Silva | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on August 2, 2017.

AN FREMONT LUXURY IMPORTS, INC.

By: /s/ Gretchen Sprenger
Gretchen Sprenger
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ Gretchen Sprenger Gretchen Sprenger | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Katie Garren Katie Garren | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on August 2, 2017.

PEYTON CRAMER AUTOMOTIVE

By: /s/ Veronica Gutierrez
Veronica Gutierrez
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ Veronica Gutierrez Veronica Gutierrez | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Ronald Shaeffer Ronald Shaeffer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on August 2, 2017.

G.B. IMPORT SALES & SERVICE, LLC

By: /s/ Veronica Gutierrez
Veronica Gutierrez
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ Veronica Gutierrez Veronica Gutierrez | President and Sole Manager (Principal Executive Officer) | August 2, 2017 |
| /s/ Ronald Shaeffer Ronald Shaeffer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on August 2, 2017.

VALENCIA B. IMPORTS, INC.

By: /s/ Charles Coia
Charles Coia
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|----------------------------------|--|----------------|
| /s/ Charles Coia Charles Coia | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Erin Marrone Erin Marrone | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California, on August 2, 2017.

NEWPORT BEACH CARS, LLC

By: /s/ Timothy Tauber
 Timothy Tauber
 President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ Timothy Tauber Timothy Tauber | President and Manager (Principal Executive Officer) | August 2, 2017 |
| /s/ Gordon Giacomazzi Gordon Giacomazzi | Vice President, Secretary and Manager | August 2, 2017 |
| /s/ Ken Dittmer Ken Dittmer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on August 2, 2017.

EDGREN MOTOR COMPANY, INC.

By: /s/ Ken Brizendine
Ken Brizendine
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--------------------------------------|--|----------------|
| /s/ Ken Brizendine Ken Brizendine | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Katie Garren Katie Garren | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on August 2, 2017.

VANDERBEEK MOTORS, INC.

By: /s/ Les Braner
Les Braner
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--------------------------------------|--|----------------|
| /s/ Les Braner Les Braner | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Kimberly Wirtz Kimberly Wirtz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tustin, State of California, on August 2, 2017.

JOE MACPHERSON INFINITI

By: /s/ Steve Kwak
 Steve Kwak
 President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ Steve Kwak Steve Kwak | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Scott Gottschling Scott Gottschling | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on August 2, 2017.

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

By: /s/ Robert Stuban
Robert Stuban
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|------------------------------------|--|----------------|
| /s/ Robert Stuban Robert Stuban | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Katie Garren Katie Garren | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on August 2, 2017.

AN F. IMPORTS OF ROSEVILLE, INC.

By: /s/ Dennis Hawking
Dennis Hawking
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--------------------------------------|--|----------------|
| /s/ Dennis Hawking Dennis Hawking | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Kimberly Wirtz Kimberly Wirtz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buena Park, State of California, on August 2, 2017.

HOUSE OF IMPORTS, INC.

By: /s/ Mark LeCompte
Mark LeCompte
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|------------------------------------|--|----------------|
| /s/ Mark LeCompte Mark LeCompte | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Greg Mayberry Greg Mayberry | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on August 2, 2017.

AN SAN JOSE LUXURY IMPORTS, INC.

By: /s/ Huck Hibberd
 Huck Hibberd
 President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|----------------------------------|--|----------------|
| /s/ Huck Hibberd Huck Hibberd | President and Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Paul Mosher Paul Mosher | Vice President, Secretary and Director | August 2, 2017 |
| /s/ Linda Clemit Linda Clemit | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on August 2, 2017.

**STEVENS CREEK LUXURY IMPORTS,
INC.**

By: /s/ Brian Tam
Brian Tam
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ Brian Tam Brian Tam | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Douglas Crumlich Douglas Crumlich | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on August 2, 2017.

AUTO COMPANY XXII, INC.

By: /s/ Reena Spurrier
Reena Spurrier
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--------------------------------------|--|----------------|
| /s/ Reena Spurrier Reena Spurrier | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Linda Clemit Linda Clemit | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on August 2, 2017.

AUTO COMPANY XXIII, INC.

By: /s/ James Garwick
 James Garwick
 President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ James Garwick James Garwick | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Michael Dunleavy Michael Dunleavy | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on August 2, 2017.

AN VALENCIA AUTO IMPORTS, INC.

By: /s/ Michael Murray
Michael Murray
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--------------------------------------|---|----------------|
| /s/ Michael Murray Michael Murray | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Erin Marrone Erin Marrone | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cerritos, State of California, on August 2, 2017.

MR. WHEELS, INC.

By: /s/ Steve Kwak
Steve Kwak
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Steve Kwak Steve Kwak | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Edna Reyes Dumauual Edna Reyes Dumauual | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on August 2, 2017.

IRVINE IMPORTS, INC.

By: /s/ Steve Kwak
Steve Kwak
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Steve Kwak Steve Kwak | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Scott Gottschling Scott Gottschling | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hayward, State of California, on August 2, 2017.

AUTO MISSION, LTD.

By: /s/ Steve Kwak
Steve Kwak
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Steve Kwak Steve Kwak | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Douglas Crumlich Douglas Crumlich | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cerritos, State of California, on August 2, 2017.

BARGAIN RENT-A- CAR

By: /s/ Steve Kwak
Steve Kwak
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Steve Kwak Steve Kwak | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Edna Reyes Dumauual Edna Reyes Dumauual | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buena Park, State of California, on August 2, 2017.

FIT KIT, INC.

By: /s/ Steve Kwak
Steve Kwak
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ Steve Kwak Steve Kwak | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Edna Reyes Dumauual Edna Reyes Dumauual | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on August 2, 2017.

AUTONATION HOLDING CORP.

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

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|---|----------------|
| /s/ C. Coleman Edmunds C. Coleman Edmunds | President and Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Andrew Wamser Andrew Wamser | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |
| /s/ Guillermo Pernas, Jr. Guillermo Pernas, Jr. | Director | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on August 2, 2017.

AUTONATION.COM, INC.

By: /s/ Damoon Eawaz
Damoon Eawaz
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|----------------------------------|---|----------------|
| /s/ Damoon Eawaz Damoon Eawaz | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Damoon Eawaz Damoon Eawaz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on August 2, 2017.

**AUTONATION BENEFITS COMPANY,
INC.**

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

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--|--|----------------|
| /s/ B. Gene Clayton B. Gene Clayton | President (Principal Executive Officer) | August 2, 2017 |
| /s/ Andrew Wamser Andrew Wamser | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |
| /s/ C. Coleman Edmunds C. Coleman Edmunds | Director | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on August 2, 2017.

PRIME AUTO RESOURCES, INC.

By: /s/ Phillip Chavka
Phillip Chavka
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|--------------------------------------|---|----------------|
| /s/ Phillip Chavka Phillip Chavka | President and Sole Director (Principal Executive Officer) | August 2, 2017 |
| /s/ Curt Wilcox Curt Wilcox | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on August 2, 2017.

PRIME AUTO COSMETICS, INC.

By: /s/ Nick Anderson
Nick Anderson
President

POWER OF ATTORNEY

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

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

| Signature | Title(s) | Date |
|------------------------------------|---|----------------|
| /s/ Nick Anderson Nick Anderson | President and Director (Principal Executive Officer) | August 2, 2017 |
| /s/ David Sheu David Sheu | Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 2, 2017 |

EXHIBIT INDEX

| Exhibit No. | Document |
|--------------------|--|
| 1.1 | Form(s) of Underwriting Agreement* |
| 4.1 | Indenture, dated as of April 14, 2010, between AutoNation, Inc. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on April 15, 2010) |
| 4.2 | Third Amended and Restated Certificate of Incorporation of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 13, 1999) |
| 4.3 | Amended and Restated By-Laws of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on December 16, 2016) |
| 4.4 | Form of debt securities* |
| 4.5 | Form of guarantee* |
| 4.6 | Form of any certificate of designation, preferences and rights with respect to any preferred stock issued hereunder* |
| 4.7 | Form of any preferred stock certificate* |
| 4.8 | Form of warrant agreement* |
| 5.1 | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP** |
| 5.2 | Opinion of C. Coleman Edmunds** |
| 5.3 | Opinion of C. Coleman Edmunds |
| 12.1 | Statement Regarding Computation of Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to the Company's Annual Report on Form 10-K filed with the SEC on February 9, 2017) |
| 23.1 | Consent of KPMG LLP |
| 23.2 | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)** |
| 23.3 | Consent of C. Coleman Edmunds (included in Exhibit 5.2)** |
| 23.4 | Consent of C. Coleman Edmunds (included in Exhibit 5.3) |
| 24.1 | Powers of Attorney (included on the signature pages of the Registration Statement) |
| 25.1 | Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939 of Wells Fargo Bank, National Association (incorporated by reference to Exhibit 25.1 to the Company's Form S-3ASR filed with the SEC on February 18, 2016) |

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

** Previously filed.