

CHESROWN CHEVROLET LLC
Form S-3ASR
February 18, 2016
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As Filed with the Securities and Exchange Commission on February 18, 2016

Registration No. 333-

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

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

AutoNation, Inc.

(Exact name of registrant as specified in its charter)

SEE TABLE OF ADDITIONAL REGISTRANTS

Delaware

73-1105145
(IRS Employer)

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(State or Other Jurisdiction of
Incorporation or Organization)

Identification Number)

200 SW 1st Ave

Fort Lauderdale, FL 33301

(954) 769-6000

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

Jonathan P. Ferrando

Executive Vice President General Counsel, Corporate Development and Human Resources

200 SW 1st Ave

Fort Lauderdale, FL 33301

(954) 769-6000

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

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

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

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

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

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

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

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

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

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

CALCULATION OF REGISTRATION FEE

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

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

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS**

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

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

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

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

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

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

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

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

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

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

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

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

Marks Family Dealerships,
Inc.

Marks Transport, Inc. Texas 76-0444883

AN Motors of Ft. Lauderdale, Florida 65-0721018

Inc. f/k/a

Maroone Chevrolet Ft.

Lauderdale, Inc.

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

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

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

Valencia H. Imports, Inc. Delaware 20-0152004

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

200 SW 1st Ave

Fort Lauderdale, Florida 33301

(954) 769-6000

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PROSPECTUS

AutoNation, Inc.

COMMON STOCK

PREFERRED STOCK

DEBT SECURITIES

GUARANTEES OF DEBT SECURITIES

WARRANTS

SUBSCRIPTION RIGHTS

DEPOSITARY SHARES

STOCK PURCHASE CONTRACTS

UNITS

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

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

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

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

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

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

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

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

The date of this prospectus is February 18, 2016

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FORWARD-LOOKING STATEMENTS

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

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

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

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

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

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

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

Natural disasters and adverse weather events can disrupt our business.

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

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

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

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

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

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

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